



# GEOVITA FUNCTIONAL INGREDIENTS S.R.L.

## ORGANIZATION, MANAGEMENT, AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE JUNE 8, 2001, NO. 231

*Approved by the Board of Directors  
in the meeting of 03/21/2024*

Geovita Functional Ingredients S.r.l.  
Registered office in Alba (CN), Corso Barolo, 47  
Registered with the Companies Register of Cuneo and Tax Code No. 03060290040

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## **- GENERAL PART - LEGAL FRAMEWORK**

### **SECTION ONE**

#### **1. LEGISLATIVE DECREE JUNE 8, 2001, NO. 231**

##### **1.1. THE ADMINISTRATIVE LIABILITY OF ENTITIES**

Legislative Decree no. 231 of June 8, 2001, titled “Regulations on the administrative liability of legal entities, companies, and associations, including those without legal personality” (hereinafter also referred to as “Legislative Decree 231/2001” or simply the “Decree”), which came into force on July 4, 2001, pursuant to Article 11 of Delegated Law no. 300 of September 29, 2000, introduced the administrative liability of entities into the Italian legal system, in line with the provisions of the European Community. Although defined as “administrative” by the legislature, this type of liability shares the characteristics of criminal liability, as the determination of crimes from which it derives is entrusted to the criminal judge, and the procedural guarantees of criminal law are extended to the entity.

The administrative liability of an entity arises from the commission of crimes, explicitly listed in Legislative Decree 231/2001, committed in the interest or to the advantage of the entity by natural persons who hold representative, administrative, or managerial roles within the entity or one of its organizational units with financial and functional autonomy, or who exercise, even de facto, management and control (so-called “top-level subjects”), or who are subject to the direction or supervision of one of the aforementioned individuals (so-called “subordinate subjects”).

In addition to the existence of the above-described requirements, Legislative Decree 231/2001 also requires the establishment of the entity’s culpability to affirm its administrative liability. This requirement is related to an “organizational fault,” understood as the failure of the entity to adopt preventive measures adequate to prevent the commission of the crimes listed in the subsequent paragraph by the individuals identified in the Decree.

If the entity is able to demonstrate that it has adopted and effectively implemented an organization capable of preventing the commission of such crimes, through the

adoption of the organization, management, and control model provided for by Legislative Decree 231/2001, it will not be held administratively liable.

## **1.2. THE OFFENSES PROVIDED FOR BY THE DECREE**

The offenses, from whose commission the administrative liability of the entity arises, are those expressly and exhaustively referred to in Legislative Decree 231/2001 and subsequent amendments and integrations.

Below is a list of the offenses currently included within the scope of application of Legislative Decree 231/2001, noting, however, that this list is expected to expand in the near future:

### **1. Offenses Against the Public Administration (Articles 24 and 25):**

- Embezzlement to the detriment of the State (Art. 316-bis of the Criminal Code);
- Undue receipt of funds to the detriment of the State (Art. 316-ter of the Criminal Code);
- Disturbance of auctions (Art. 353 of the Criminal Code);
- Disturbance of the contracting selection process (Art. 353-bis of the Criminal Code);
- Fraud in public supplies (Art. 356 of the Criminal Code);
- Fraud against the State (Art. 640, paragraph 2, no. 1, of the Criminal Code);
- Aggravated fraud for obtaining public funds from the State, another public entity, or the European Union (Art. 640-bis of the Criminal Code);
- Computer fraud against the State or another public entity (Art. 640-ter of the Criminal Code);
- Fraud against the European Agricultural Fund (Art. 2, Law 23/12/1986, no. 898);
- Extortion (Art. 317 of the Criminal Code);
- Corruption (Arts. 318, 319, 319-bis, 320, 321 of the Criminal Code);
- Embezzlement, extortion, undue inducement to give or promise benefits, corruption, and incitement to corruption of members of the organs of the European Communities and officials of the European Communities and foreign States (Art. 322-bis of the Criminal Code);

- Corruption in judicial acts (Art. 319-ter of the Criminal Code);
  - Undue inducement to give or promise benefits (Art. 319-quater of the Criminal Code), as introduced by Law 6 November 2012, no. 190 "Provisions for the prevention and repression of corruption and illegality in the public administration";
  - Incitement to corruption (Art. 322 of the Criminal Code);
  - Embezzlement (limited to the first paragraph) (Art. 314 of the Criminal Code);
  - Embezzlement through the profit of another's error (Art. 316 of the Criminal Code);
  - Abuse of office (Art. 323 of the Criminal Code);
  - Trafficking of illicit influences (Art. 346-bis of the Criminal Code).
2. Computer Crimes and Unlawful Data Processing, introduced by Law 48/2008\_(Art. 24-bis):
- Falsification regarding a public electronic document with probative value (Art. 491-bis of the Criminal Code);
  - Unauthorized access to an information or telecommunication system (Art. 615-ter of the Criminal Code);
  - Possession, dissemination, and unlawful installation of devices, codes, and other means to access information or telecommunication systems (Art. 615-quater of the Criminal Code);
  - Distribution of devices, tools, or computer programs intended to damage or disrupt an information or telecommunication system (Art. 615-quinquies of the Criminal Code);
  - Interception, obstruction, or unlawful interruption of information or telecommunication communications (Art. 617-quater of the Criminal Code);
  - Installation of devices to intercept, obstruct, or interrupt information or telecommunication communications (Art. 617-quinquies of the Criminal Code);
  - Damage to information, data, and computer programs (Art. 635-bis of the Criminal Code);

- Damage to information, data, and computer programs used by the State, other Public Entities, or in any case of public utility (Art. 635-ter of the Criminal Code);
  - Damage to information and telecommunication systems (Art. 635-quater of the Criminal Code);
  - Damage to information and telecommunication systems of public utility (Art. 635-quinquies of the Criminal Code);
  - Computer fraud by the entity providing electronic signature certification services (Art. 640-quinquies of the Criminal Code);
  - Violation of regulations concerning the National Cybersecurity Perimeter (Art. 1, paragraph 11, D.L. September 21, 2019, no. 105).
3. Organized Crime Offenses, introduced by Law 94/2009\_(Art. 24-ter):
- Criminal association (Art. 416 of the Criminal Code);
  - Mafia-type associations, including foreign ones (Art. 416-bis of the Criminal Code);
  - Political-mafia electoral exchange (Art. 416-ter of the Criminal Code);
  - Kidnapping for the purpose of extortion (Art. 630 of the Criminal Code);
  - Criminal association aimed at the illicit trafficking of narcotic or psychotropic substances (Art. 74 of Presidential Decree October 9, 1990, no. 309);
  - Offenses involving the illegal manufacture, introduction into the State, sale, transfer, possession, and carrying in a public place or open to the public of war weapons or weapons of a similar type or parts thereof, explosives, clandestine weapons, as well as multiple common firearms, excluding those covered by Article 2, paragraph 3, of Law April 18, 1975, no. 110 (Art. 407, paragraph 2, letter a), no. 5) of the Code of Criminal Procedure).
4. Crimes relating to counterfeiting currency, public credit notes, tax stamps, and instruments or identification marks, introduced by Law 409/2001 and amended by Law 99/2009 (Article 25-bis):
- Counterfeiting of currency, spending and introduction into the State, in concert, of counterfeit currency (Article 453 Penal Code);

- Alteration of currency (Article 454 Penal Code);
  - Spending and introduction into the State, without concert, of counterfeit currency (Article 455 Penal Code);
  - Spending counterfeit currency received in good faith (Article 457 Penal Code);
  - Counterfeiting of tax stamps, introduction into the State, purchase, possession, or circulation of counterfeit tax stamps (Article 459 Penal Code);
  - Counterfeiting of watermarked paper used for the production of public credit notes or tax stamps (Article 460 Penal Code);
  - Manufacture or possession of watermarks or instruments intended for counterfeiting currency, tax stamps, or watermarked paper (Article 461 Penal Code);
  - Use of counterfeit or altered tax stamps (Article 464, paragraphs 1 and 2, Penal Code);
  - Counterfeiting, alteration, or use of trademarks or distinctive signs, or patents, models, and designs (Article 473 Penal Code);
  - Introduction into the State and commercial activities involving counterfeit products (Article 474 Penal Code).
5. Crimes against industry and commerce, introduced by Law 99/2009 (Article 25-bis 1):
- Disruption of the freedom of industry or commerce (Article 513 Penal Code);
  - Unlawful competition with threats or violence (Article 513 bis Penal Code);
  - Fraud against national industries (Article 514 Penal Code);
  - Fraud in the exercise of commerce (Article 515 Penal Code);
  - Sale of non-genuine food substances as genuine (Article 516 Penal Code);

- Sale of industrial products with false trademarks (Article 517 Penal Code);
  - Manufacture and trade of goods produced by usurping industrial property titles (Article 517 ter Penal Code);
  - Counterfeiting of geographical indications or designations of origin for agricultural products (Article 517 quater Penal Code).
6. Corporate crimes, introduced by Legislative Decree 61/2002 and amended by Law 262/2005 and Law 69/2015 (Article 25-ter):
- False corporate communications (Article 2621 Civil Code);
  - False corporate communications involving minor facts (Article 2621 bis Civil Code);
  - False corporate communications of listed companies (Article 2622 Civil Code);
  - Obstructed auditing (Article 2625, paragraph 2, Civil Code);
  - Unauthorized restitution of contributions (Article 2626 Civil Code);
  - Illegal distribution of profits and reserves (Article 2627 Civil Code);
  - Unlawful operations on company shares or quotas or of the controlling company (Article 2628 Civil Code);
  - Operations prejudicial to creditors (Article 2629 Civil Code);
  - Failure to disclose conflicts of interest (Article 2629 bis Civil Code);
  - Fictitious formation of capital (Article 2632 Civil Code);
  - Unlawful division of company assets by liquidators (Article 2633 Civil Code);
  - Private-to-private corruption (Article 2635 Civil Code), introduced by Law 6 November 2012, No. 190, and amended by Legislative Decree 38/2017;
  - Incitement to private-to-private corruption (Article 2635 bis Civil Code), introduced by Legislative Decree 38/2017;
  - Unlawful influence on the assembly (Article 2636 Civil Code);



- Insider trading (Article 2637 Civil Code);
  - Obstruction of public supervisory authorities (Article 2638, paragraphs 1 and 2, Civil Code).
7. Crimes with terrorist or subversive purposes against the democratic order, introduced by Law 7/2003 (Article 25-quater):
- Subversive associations (Article 270 Penal Code);
  - Associations with terrorist purposes, including international, or aimed at subverting the democratic order (Article 270 bis Penal Code);
  - Aggravating and mitigating circumstances (Article 270 bis 1 Penal Code);
  - Assistance to associates (Article 270 ter Penal Code);
  - Recruitment with terrorist purposes, including international (Article 270 quater Penal Code);
  - Organization of transfers for terrorist purposes (Article 270 quater 1 Penal Code);
  - Training in terrorist activities, including international (Article 270 quinquies Penal Code);
  - Financing of terrorist activities (Article 270 quinquies 1 Penal Code);
  - Misappropriation of seized assets or money (Article 270 quinquies 2 Penal Code);
  - Terrorism-related conduct (Article 270 sexies Penal Code);
  - Attack with terrorist or subversive purposes (Article 280 Penal Code);
  - Terrorist act with deadly or explosive devices (Article 280 bis Penal Code);
  - Acts of nuclear terrorism (Article 280 ter Penal Code);
  - Kidnapping for terrorist or subversive purposes (Article 289 bis Penal Code);
  - Kidnapping for coercion (Article 289 ter Penal Code);

- Incitement to commit crimes covered under Chapters One and Two (Article 302 Penal Code);
  - Political conspiracy by agreement (Article 304 Penal Code);
  - Political conspiracy by association (Article 305 Penal Code);
  - Armed gang formation and participation (Article 306 Penal Code);
  - Assistance to participants in conspiracy or armed gang (Article 307 Penal Code);
  - Urgent measures for the protection of democratic order and public safety (Article 1 D.L. 625/1979 - modified in L. 15/1980);
  - Genuine repentance (Article 5 D.L. No. 625/1979 – modified in L. 15/1980);
  - Misappropriation, hijacking, and destruction of an aircraft (Article 1, L. No. 342/1976);
  - Damage to ground installations (Article 2, L. No. 342/1976);
  - Provisions concerning crimes directed against maritime navigation safety and fixed installations on the continental shelf (Article 3, L. No. 422/1989);
  - International Convention for the Suppression of the Financing of Terrorism, New York, 9 December 1999 (Article 2, Convention, New York 9/12/1999).
8. Practices of female genital mutilation, introduced by Law 7/2006 (Article 25-  
quater 1):
- Practices of female genital mutilation (Article 583 bis Penal Code).
9. Crimes against individual personality, introduced by Law 228/2003 and  
amended by Law 38/2006 and Law 199/2016 (Article 25-quinquies):
- Reduction to or maintenance in slavery or servitude (Article 600 Penal Code);
  - Child prostitution (Article 600 bis, paragraph 1, Penal Code);

- Child pornography (Article 600 ter, paragraphs 1, 2, and 3, Penal Code);
- Possession of child pornography material (Article 600 quater Penal Code);
- Virtual pornography (Article 600 quater 1 Penal Code);
- Tourism initiatives aimed at the exploitation of child prostitution (Article 600 quinquies Penal Code);
- Human trafficking (Article 601 Penal Code);
- Purchase and sale of slaves (Article 602 Penal Code);
- Unlawful intermediation and labor exploitation (Article 603 bis Penal Code);
- Grooming of minors (Article 609 undecies Penal Code).

10. Market abuse crimes, introduced by Law 62/2005 and amended by Law 262/2005 (Article 25-sexies) and Legislative Decree No. 107 of 10 August 2018:

- Abuse or unlawful communication of privileged information, recommendation, or inducement to commit insider trading (Article 184 Legislative Decree 58/1998, as amended by Legislative Decree No. 107 of 2018);
- Market manipulation (Article 185 Legislative Decree 58/1998, as amended by Legislative Decree No. 107 of 2018).

11. Transnational crimes, introduced by Law 146/2006:

- Criminal association (Article 416 Penal Code);
- Mafia-type associations, including foreign ones (Article 416 bis Penal Code);
- Criminal association aimed at smuggling foreign manufactured tobacco (Article 291 quater Presidential Decree 43/1973);
- Criminal association aimed at illicit trafficking of narcotic drugs or psychotropic substances (Article 74 Presidential Decree 309/1990);

- Provisions against illegal immigration (Article 12 Legislative Decree 286/1998);
  - Inducing a person not to make statements or to make false statements to the judicial authorities (Article 377 bis Penal Code);
  - Personal aiding (Article 378 Penal Code).
12. Crimes of manslaughter and serious or very serious injuries committed in violation of workplace safety and hygiene laws, introduced by Law 123/2007 (Article 25-septies):
- Manslaughter (Article 589 Penal Code);
  - Serious or very serious negligent injury (Article 590 Penal Code).
13. Crimes relating to receiving, laundering, and use of money of illicit origin, introduced by Legislative Decree 231/2007 and amended by Law 186/2014 (Article 25-octies):
- Receiving stolen goods (Article 648 Penal Code);
  - Money laundering (Article 648 bis Penal Code);
  - Use of money, assets, or benefits of illicit origin (Article 648 ter Penal Code);
  - Self-laundering (Article 648 ter 1 Penal Code).
14. Crimes relating to non-cash payment instruments and fraudulent transfer of values, introduced by Legislative Decree 184/2021 (Article 25-octies 1):
- Unlawful use and counterfeiting of non-cash payment instruments (Article 493 ter Penal Code);
  - Possession and dissemination of equipment, devices, or computer programs intended to commit crimes related to non-cash payment instruments (Article 493 quater Penal Code);
  - Fraudulent transfer of values (Article 512 bis Penal Code).
15. Crimes related to copyright violations, introduced by Law 99/2009 (Article 25-novies):

- Uploading to public telematic systems, via any connection, of a protected intellectual work or part of it (Article 171, paragraph 1, letter a-bis), Law 633/1941);
- Crimes mentioned in the previous point committed with respect to another's work not intended for publication, or with usurpation of authorship, or by deforming, mutilating, or altering the work in any way, thereby harming the honor or reputation of the author (Article 171, paragraph 3, Law 633/1941);
- Unauthorized duplication, for profit, of computer programs; import, distribution, sale, possession for commercial or business purposes, or rental of programs contained on media not marked by SIAE; development of means solely intended to enable or facilitate the arbitrary removal or functional evasion of devices applied to protect a computer program (Article 171 bis, paragraph 1, Law 633/1941);
- Reproduction, transfer to another medium, distribution, communication, presentation, or public demonstration of the content of a database in violation of the provisions of Articles 64-quinquies and 64-sexies of Law 633/1941, for profit, on media not marked by SIAE; extraction or reuse of the database in violation of the provisions of Articles 102-bis and 102-ter of Law 633/1941; distribution, sale, or rental of the database (Article 171 bis, paragraph 2, Law 633/1941);
- Unauthorized duplication, reproduction, transmission, or public dissemination of an intellectual work intended for the television, cinema, sale, or rental circuit, or of any other medium containing phonograms or videograms of musical, cinematographic, or audiovisual works or sequences of moving images; unauthorized reproduction, transmission, or public dissemination, by any means, of literary, dramatic, scientific, or educational works, musical or dramatic-musical, multimedia works, even if included in collective or composite works or databases; possession for sale or distribution, commercial sale, rental, or any other form of distribution, projection to the public, television transmission by any means, radio transmission, public listening of the mentioned illegal duplications or reproductions; possession for sale or distribution, commercial sale, rental, or any other form of distribution, radio or television transmission by any means, of videotapes, music cassettes, or any medium containing phonograms or videograms of musical, cinematographic, or audiovisual works or sequences of moving images, or any other medium for which, according to Law 633/1941, a SIAE mark is required, but lacking said mark or marked with a counterfeit or altered

mark; retransmission or dissemination by any means, in the absence of an agreement with the legitimate distributor, of an encrypted service received through devices or parts of devices capable of decoding transmissions subject to conditional access; introduction into the State, possession for sale or distribution, distribution, sale, rental, or any other form of distribution, commercial promotion, installation of special decoding devices or components that allow access to an encrypted service without paying the required fee; manufacture, import, distribution, sale, rental, or any form of distribution, advertising for sale or rental, or possession for commercial purposes, of equipment, products, or components, or provision of services that primarily have the commercial purpose of bypassing effective technological measures provided under Article 102-quater, Law 633/1941, or are mainly designed, produced, adapted, or carried out to bypass said measures; unlawful removal or alteration of electronic information referred to in Article 102-quinquies, or distribution, import for distribution, dissemination by radio or television, communication or making available to the public of works or other protected materials from which the electronic information has been removed or altered (Article 171 ter, paragraph 1, Law 633/1941);

- Reproduction, duplication, transmission, or unlawful dissemination, sale or marketing, transfer of any kind or unlawful importation of more than fifty copies or samples of works protected by copyright and related rights; communication to the public, for profit, by entering it into a telematic network system, via any connection, of a protected intellectual work or part of it; commission of one of the crimes referred to in the previous point by engaging in entrepreneurial activities of reproduction, distribution, sale, or marketing, importation of works protected by copyright and related rights; promotion or organization of the illegal activities referred to in the previous point (Article 171 ter, paragraph 2, Law 633/1941);
- Failure to notify SIAE, by producers or importers of media not subject to the mark required by Article 181-bis, Law 633/1941, within thirty days from the date of marketing or importation, of the data necessary for the unambiguous identification of the media not subject to the mark or false declaration regarding the fulfillment of the obligations under Article 181-bis, paragraph 2, of said data (Article 171 septies, Law 633/1941);
- Fraudulent production, sale, import, promotion, installation, modification, or use for public and private purposes of devices or parts of devices capable of decoding audiovisual transmissions subject to conditional

access carried out via airwaves, satellite, or cable, in either analog or digital form (Article 171 octies, Law 633/1941).

16. Crime of inducing others not to make statements or to make false statements to the judicial authority, introduced by Law 116/2009 (Article 25-decies):

- Inducing others not to make statements or to make false statements to the judicial authority (Article 377 bis Penal Code).

17. Environmental crimes, introduced by Legislative Decree 121/2011, amended by Law 68/2015, and further amended by Legislative Decree No. 21/2018 (Article 25-undecies):

- Environmental pollution (Article 452 bis Penal Code);
- Environmental disaster (Article 452 quater Penal Code);
- Negligent crimes against the environment (Article 452 quinquies Penal Code);
- Trafficking and abandonment of highly radioactive material (Article 452 sexies Penal Code);
- Aggravating circumstances (Article 452 octies Penal Code, introduced by Legislative Decree 121/2011);
- Organized activities for the illicit trafficking of waste (Article 452 quaterdecies Penal Code);
- Killing, destruction, capture, harvesting, or possession of specimens of protected wild animal or plant species (Article 727 bis Penal Code);
- Destruction or deterioration of habitats within a protected site (Article 733 bis Penal Code);
- Discharge of industrial wastewater containing hazardous substances without authorization or after its suspension or revocation, and discharge into seawater by ships or aircraft of substances or materials for which dumping is prohibited (Article 137, paragraphs 2, 3, 5, 11, and 13, Legislative Decree 152/2006);
- Abandonment of waste (Article 255, Legislative Decree 152/2006);

- Unauthorized waste management activities (including in collaboration with third-party companies entrusted with the service) (Article 256, paragraphs 1, 3, 5, and second period of paragraph 6, Legislative Decree 152/2006);
- Failure to carry out site remediation in accordance with the project approved by the competent authority (Article 257, paragraphs 1 and 2, Legislative Decree 152/2006);
- Violation of communication, record-keeping, and form requirements (Article 258, paragraph 4, second period, Legislative Decree 152/2006);
- Illicit trafficking of waste (Article 259, paragraph 1, Legislative Decree 152/2006);
- Falsification of waste analysis certificates, including those used in the SISTRI system – Movement Area, and ideological and material falsification of the SISTRI card – Movement Area (Article 260 bis, Legislative Decree 152/2006);
- Exceeding emission limits that result in exceeding air quality limits (Article 279, paragraph 5, Legislative Decree 152/2006);
- Cessation and reduction of the use of harmful substances (Article 3, Law No. 549/1993);
- Intentional pollution by ships flying any flag (Article 8, Legislative Decree No. 202/2007);
- Negligent pollution by ships flying any flag (Article 9, Legislative Decree No. 202/2007).

18. Crime of employing third-country nationals whose stay is irregular, introduced by Legislative Decree 109/2012, amended by Law No. 161/2017 (Article 25-duodecies):

- Promotion, direction, organization, financing, or transportation of foreigners into the State, or performing other acts aimed at illegally procuring their entry into the territory of the State or into another State of which the person is not a citizen or does not have the right to permanent residence (Article 12, paragraphs 3, 3 bis, and 3 ter of Legislative Decree 25 July 1998, No. 286 on Immigration Law);



- Facilitating the stay of foreigners in the territory of the State to derive unfair profit from their illegal condition or within the activities punishable by the provisions against illegal immigration, in violation of the norms of the Immigration Law, except for the cases covered by the preceding paragraphs and unless the fact constitutes a more serious crime (Article 12, paragraph 5 of Legislative Decree 25 July 1998, No. 286 on Immigration Law);
- Employment of third-country nationals whose stay is irregular (Article 22, paragraphs 12 and 12 bis of Legislative Decree 25 July 1998, No. 286 on Immigration Law).

19. Crimes related to racism and xenophobia, introduced by Law 20 November 2017 No. 167, amended by Legislative Decree No. 21/2018 (Article 25-terdecies):

- Propaganda and incitement to commit crimes for reasons of racial, ethnic, and religious discrimination (Article 604 bis Penal Code).

20. Crimes of fraud in sports competitions, unlawful gambling or betting, and illegal gambling exercised through prohibited devices, Law 401 of 1989 (Article 25-quaterdecies):

- Fraud in sports competitions (Law 401/1989, Article 1);
- Unlawful exercise of gambling or betting activities (Law 401/1989, Article 4).

21. Tax crimes, introduced by Law No. 157/2019 and amended by Legislative Decree No. 75/2020 (Article 25-quinquiesdecies):

- Fraudulent declaration by using invoices or other documents for non-existent transactions (Legislative Decree 74/2000, Article 2);
- Fraudulent declaration through other means (Legislative Decree 74/2000, Article 3);
- False declaration (Legislative Decree 74/2000, Article 4);
- Omitted declaration (Legislative Decree 74/2000, Article 5);

- Issuance of invoices or other documents for non-existent transactions (Legislative Decree 74/2000, Article 8);
- Concealment or destruction of accounting records (Legislative Decree 74/2000, Article 10);
- Unlawful compensation (Legislative Decree 74/2000, Article 10 quater);
- Fraudulent evasion of taxes (Legislative Decree 74/2000, Article 11).

22. Smuggling crimes, introduced by Legislative Decree No. 75/2020 (Article 25-sexiesdecies):

- Smuggling in the movement of goods across land borders and customs areas (Article 282 Presidential Decree No. 43/1973);
- Smuggling in the movement of goods in border lakes (Article 283 Presidential Decree No. 43/1973);
- Smuggling in the maritime movement of goods (Article 284 Presidential Decree No. 43/1973);
- Smuggling in the movement of goods by air (Article 285 Presidential Decree No. 43/1973);
- Smuggling in extra-customs areas (Article 286 Presidential Decree No. 43/1973);
- Smuggling for the improper use of goods imported under customs facilities (Article 287 Presidential Decree No. 43/1973);
- Smuggling in customs warehouses (Article 288 Presidential Decree No. 43/1973);
- Smuggling in cabotage and circulation (Article 289 Presidential Decree No. 43/1973);
- Smuggling in the export of goods eligible for duty refunds (Article 290 Presidential Decree No. 43/1973);
- Smuggling in temporary import or export (Article 291 Presidential Decree No. 43/1973);
- Smuggling of foreign-manufactured tobacco (Article 291 bis Presidential Decree No. 43/1973);

- Aggravating circumstances of the crime of smuggling foreign-manufactured tobacco (Article 291 ter Presidential Decree No. 43/1973);
- Criminal association aimed at smuggling foreign-manufactured tobacco (Article 291 quater Presidential Decree No. 43/1973);
- Other cases of smuggling (Article 292 Presidential Decree No. 43/1973);
- Penalties for smuggling when the object of the crime is not fully or correctly verified (Article 294 Presidential Decree No. 43/1973);
- Aggravating circumstances of smuggling (Article 295 Presidential Decree No. 43/1973);
- Discrepancies between cargo and the manifest (Article 302 Presidential Decree No. 43/1973);
- Discrepancies in declarations for export of goods with duty refunds (Article 304 Presidential Decree No. 43/1973);
- Failure to discharge a bond receipt, discrepancies in quantity (Article 305 Presidential Decree No. 43/1973);
- Discrepancies in quality compared to the bond receipt (Article 306 Presidential Decree No. 43/1973);
- Discrepancies in goods stored in private customs warehouses (Article 308 Presidential Decree No. 43/1973);
- Discrepancies in declarations for goods intended for temporary import or export (Article 310 Presidential Decree No. 43/1973);
- Discrepancies in quality in re-exports to discharge temporary import (Article 311 Presidential Decree No. 43/1973);
- Discrepancies in quality in re-imports to discharge temporary export (Article 312 Presidential Decree No. 43/1973);
- Discrepancies in quantity in declarations for re-export and re-import (Article 313 Presidential Decree No. 43/1973);
- Non-compliance with obligations imposed on ship captains (Article 316 Presidential Decree No. 43/1973);
- Non-compliance with customs requirements by aircraft commanders (Article 317 Presidential Decree No. 43/1973);

- Failure or delay in presenting the customs declaration (Article 318 Presidential Decree No. 43/1973);
- Non-compliance with customs formalities (Article 319 Presidential Decree No. 43/1973);
- Penalties for violations of rules on deposits in surveillance areas (Article 320 Presidential Decree No. 43/1973);
- Penalties for violations of regulations imposed on navigation in surveillance areas (Article 321 Presidential Decree No. 43/1973).

23. Crimes against cultural heritage, introduced by Law No. 9/2022 (Article 25-septiesdecies):

- Theft of cultural property (Article 518 bis Penal Code);
- Misappropriation of cultural property (Article 518 ter Penal Code);
- Receiving stolen cultural property (Article 518 quater Penal Code);
- Counterfeiting in private documents relating to cultural property (Article 518 octies Penal Code);
- Violations related to the alienation of cultural property (Article 518 decies Penal Code);
- Illegal export or exit of cultural property (Article 518 undecies Penal Code);
- Destruction, dispersion, deterioration, defacement, and illegal use of cultural or landscape property (Article 518 duodecies Penal Code);
- Counterfeiting of artworks (Article 518 quaterdecies Penal Code).

24. Money laundering of cultural property and devastation and looting of cultural and landscape property, introduced by Law No. 9/2022 (Article 25 duodecies):

- Money laundering of cultural property (Article 518 sexies Penal Code);
- Devastation and looting of cultural and landscape property (Article 518 terdecies Penal Code).

### **1.3. SANCTIONS IMPOSED BY THE DECREE**

The sanctioning system described by Legislative Decree 231/2001, in the event of the commission of the aforementioned crimes, provides, depending on the violations committed, for the application of the following administrative sanctions:

- monetary fines;
- disqualification sanctions;
- confiscation;
- publication of the sentence.

The disqualification sanctions, which can only be imposed where expressly provided and also as a precautionary measure, are the following:

- prohibition from conducting business activities;
- suspension or revocation of authorizations, licenses, or concessions linked to the commission of the offense;
- prohibition from contracting with the Public Administration;
- exclusion from receiving subsidies, financing, contributions, and/or revocation of those that may have already been granted;
- prohibition from advertising goods or services.

Legislative Decree 231/2001 also provides that, if the conditions outlined in Article 15 of the Decree are met, the judge, instead of applying the disqualification sanction, may order the continuation of the business activities under the supervision of a judicial commissioner appointed for a period equal to the duration of the disqualification penalty that would have been applied.

### **1.4. EXEMPTION CONDITION FOR ADMINISTRATIVE LIABILITY**

Article 6 of Legislative Decree 231/2001 states that the entity will not be held administratively liable if it can demonstrate that:

- The governing body adopted and effectively implemented, before the offense was committed, organizational, management, and control models suitable for preventing crimes of the type that occurred;

- The task of overseeing the operation and compliance with the models, and ensuring their updating, was entrusted to a body within the entity endowed with autonomous powers of initiative and control (known as the Supervisory Body);
- The individuals committed the crime by fraudulently circumventing the organizational, management, and control models;
- There was no omission or insufficient oversight by the Supervisory Body.

The adoption of the organizational, management, and control model thus allows the entity to avoid being held administratively liable. However, the mere adoption of this document, by resolution of the entity's administrative body, is not, in itself, sufficient to exclude such liability; it is necessary for the model to be effectively and genuinely implemented.

With regard to the effectiveness of the organizational, management, and control model for preventing the commission of the crimes provided for in Legislative Decree 231/2001, it is required that it:

- Identifies the company activities within which crimes may be committed;
- Provides for specific control protocols aimed at planning the formation and implementation of the entity's decisions concerning the crimes to be prevented;
- Identifies methods for managing financial resources suitable for preventing the commission of crimes;
- Provides for reporting obligations to the body responsible for overseeing the operation and compliance with the models;
- Provides for a disciplinary system capable of sanctioning non-compliance with the measures indicated in the organizational, management, and control model.

Regarding the effective implementation of the organizational, management, and control model, Legislative Decree 231/2001 requires:

- Periodic verification, and, in the event that significant violations of the model's requirements are discovered or there are changes in the organization or activities of the entity or legislative amendments, the modification of the organizational, management, and control model;
- The imposition of sanctions in the event of violations of the model's requirements.

## 1.5. CRIMES COMMITTED ABROAD

Under Article 4 of the Decree, an entity can be held liable in Italy for the commission of certain crimes outside the national borders. Specifically, Article 4 of the Decree provides that entities with their main **headquarters** within the State's territory are also liable for crimes committed abroad under the conditions outlined in Articles 7 to 10 of the Penal Code, provided that the State where the crime was committed does not prosecute them.

Therefore, the entity is prosecutable when:

- It has its main headquarters in Italy, meaning the effective location where administrative and management activities are carried out, possibly different from the location of the business or the registered office (for legal entities), or the place where activities are carried out continuously (for entities without legal personality);
- The State where the crime was committed is not proceeding against the entity;
- The request from the Minister of Justice, if required, also applies to the entity itself.

These rules apply to crimes committed entirely abroad by top executives or subordinates.

For criminal conduct that has occurred even partially in Italy, the principle of territoriality under Article 6 of the Penal Code applies, whereby "the crime is considered to have been committed within the State's territory when the action or omission that constitutes it occurred there, either in whole or in part, or the event that is the consequence of the action or omission occurred there."

## 1.6. THE GUIDELINES OF TRADE ASSOCIATIONS

Article 6 of Legislative Decree 231/2001 expressly provides that organizational, management, and control models may be adopted based on codes of conduct drawn up by associations representing the entities.

Confindustria's Guidelines were approved by the Ministry of Justice by Ministerial Decree of 4 December 2003. The subsequent update, published by Confindustria on 24 May 2004, was also approved by the Ministry of Justice, which considered these Guidelines suitable for achieving the objectives set out in the Decree. These Guidelines were recently updated by Confindustria in March 2014 and approved by the Ministry of Justice on 21 July 2014.

In defining the Organizational, Management, and Control Model, Confindustria's Guidelines provide the following design phases:

- Risk identification, i.e., analyzing the company's context to highlight in which areas of activity and under what conditions the crimes provided for in Legislative Decree 231/2001 may occur;
- The development of a control system capable of preventing the crime risks identified in the previous phase, through an evaluation of the existing control system within the entity and its degree of compliance with the requirements expressed by Legislative Decree 231/2001.

The most relevant components of the control system to ensure the effectiveness of the organizational, management, and control model are identified as follows:

- The inclusion of ethical principles and behavioral rules in a Code of Ethics;
- A sufficiently formalized and clear organizational system, especially regarding the assignment of responsibilities, lines of hierarchical dependence, and task descriptions with specific control principles;
- Manual and/or IT procedures governing the execution of activities, providing for appropriate controls;
- Authorization and signature powers consistent with the organizational and management responsibilities assigned by the entity, indicating, where appropriate, spending limits;
- Integrated control systems capable of timely signaling the existence and emergence of general and/or specific critical issues, considering all operational risks;
- Information and communication to personnel characterized by widespread, effective, authoritative, clear, and sufficiently detailed information, as well as periodically repeated, along with an adequate training program for personnel, tailored according to the levels of the recipients.

These Guidelines further specify that the components of the control system described above must comply with a series of control principles, including:

- Verifiability, traceability, consistency, and congruence of every operation, transaction, and action;
- Application of the principle of separation of functions and segregation of duties (no one should be able to independently manage an entire process);





- Establishment, execution, and documentation of control activities on processes and activities at risk of crime.

Consequently, this document was prepared considering the indications provided by trade associations, particularly those in Confindustria's Guidelines, adapting them to the specific characteristics of the Company.



## **- SPECIAL PART - THE ORGANIZATIONAL MODEL**

### **SECTION TWO**

In 1926, Molino Rizzolio was established. The facility was intended for processing durum and soft wheat. Later, in 1979, Rizzolio e C. was founded, a company dedicated to the development and production of whole grain products. In 2006, Rizzolio e C. changed its name to Geovita, and in 2013, with the acquisition of the Villanova Monferrato plant, Geovita Nutrition was born, which on January 1, 2018, was merged into Geovita S.r.l.

The current company produces and markets a wide range of products (e.g., semi-finished products, goods for the retail and large-scale distribution sectors, etc.) and services (e.g., packaging, blending, flaking, milling, etc.) using cutting-edge methods that respond to the ever-changing needs of consumption and the production of custom-made ingredients, guaranteed at every stage, from sowing to the finished product.

### **2. THE ORGANIZATIONAL, MANAGEMENT, AND CONTROL MODEL OF GEOVITA SRL**

#### **2.1. OBJECTIVES OF THE MODEL**

Geovita, aware of the importance of adopting and effectively implementing an organizational, management, and control model in accordance with Legislative Decree 231/2001, suitable for preventing the commission of illegal acts within the company, approved its Organizational, Management, and Control Model (hereinafter also referred to as the "Model") by resolution of the Board of Directors on May 25, 2020, on the assumption that it constitutes a valid tool to raise awareness among the Recipients (as defined in paragraph 2.2) to adopt correct and transparent behaviors.

By adopting the Model, the Company aims to pursue the following objectives:

- Prohibiting behaviors that may constitute criminal offenses under the Decree;
- Raising awareness that violations of the Decree, the provisions contained in the Model, and the principles of the Code of Ethics may result in the application of sanctions against the Company;



- Promoting a business culture based on legality, with the awareness that the Company condemns any behavior contrary to the law, regulations, internal provisions, and, in particular, the provisions contained in this Model;
- Establishing a balanced and efficient organizational structure, with particular attention to the clear assignment of powers, the formulation of decisions, and their transparency and rationale, the controls—both preventive and subsequent—on corporate acts and activities, as well as the accuracy and truthfulness of internal and external information;
- Enabling the timely prevention and/or counteraction of the commission of relevant crimes under the Decree through continuous monitoring of the correct implementation of the internal regulatory system.

## **2.2. RECIPIENTS**

The provisions of this Model are binding for Directors and Managers, Function Heads, and—in general—for all those who hold, within Geovita, roles of representation, administration, and management or control (also de facto), for employees, including those with managerial qualifications, and for collaborators subject to the direction or supervision of the aforementioned senior figures (hereinafter the "Recipients").

## **2.3. KEY ELEMENTS OF THE MODEL**

The key elements developed by Geovita in defining its Model can be summarized as follows:

- Mapping of so-called "sensitive" activities, with examples of possible methods of committing crimes and the instrumental and/or functional processes within which, in principle, the conditions and/or means for the commission of crimes covered by the Decree could occur, formalized in the company document called "Risk-Crime Activity Matrix," as referred to in paragraph 2.5.;
- Providing specific control measures concerning the instrumental and management processes deemed exposed to the potential risk of crime commission;
- Appointment of a Supervisory Body, tasked with specific duties to oversee the effective implementation and application of the Model, as outlined in the Third Section;



- Adoption of a disciplinary system to ensure the effective implementation of the Model, containing the disciplinary measures applicable in case of violations of its provisions, described in the Fourth Section of this Model;
- Conducting information and training activities on the contents of this Model, as described in the Fifth Section of this Model.

#### **2.4. CODE OF ETHICS AND THE MODEL**

The Company, determined to ensure that its business activities comply with legality and behavioral principles, has formally adopted, with reference to the identified Recipients, its Code of Ethics, through which it aims to disseminate guidelines for legal compliance and ethical conduct, also with specific reference to the contents of Legislative Decree 231/2001. The Code of Ethics is the most direct reference in ethical matters and includes a set of rules that the Company recognizes as its own and demands compliance with from its corporate bodies, employees, and third parties who, for any reason, maintain relationships with it.

The Model, whose provisions are in any case consistent and aligned with the principles of corporate documentation in ethical matters, specifically addresses the needs expressed by the Decree and is therefore aimed at preventing the commission of criminal offenses covered by the scope of Legislative Decree 231/2001.

Although the ethical documentation adopted by the Company has its own independent value, it affirms ethical-behavioral principles suitable for preventing illegal behaviors referred to in the Decree, thus gaining relevance also for the purposes of the Model and becoming a complementary element of it.

#### **2.5. METHODOLOGICAL PATH TO DEFINE THE MODEL: MAPPING OF RISK-CRIME ACTIVITY AREAS - INSTRUMENTAL AND MANAGEMENT PROCESSES**

Legislative Decree 231/2001 expressly provides, in Article 6, paragraph 2, letter a), that the organizational, management, and control model of the entity must identify the activities in which crimes included in the Decree could potentially be committed.

Consequently, Geovita conducted an in-depth analysis of its corporate activities, taking into account its organizational structure and the information provided during specific interviews with the Company's representatives who, due to their role, have the most extensive and in-depth knowledge of the operational aspects of their respective areas.



The results of the aforementioned activity were subsequently collected in a descriptive sheet called the "Risk-Crime Activity Matrix under Legislative Decree 231/2001," which details the identified crime commission risk profiles included in the Decree within Geovita's activities.

Specifically, the Risk-Crime Activity Matrix identifies the company areas (which are further broken down into sub-activities) deemed at risk of the possible commission of certain crimes provided for by Legislative Decree 231/2001 (so-called "sensitive activities"), the crimes associated with them, examples of possible methods and purposes of their commission, as well as the processes in which, in principle, the conditions and/or means for committing the crimes could be created (so-called "instrumental and management processes").

This Matrix, which forms part of the Model, is kept at the Company's registered office and is available for consultation by the Board of Directors, the Board of Statutory Auditors, the Supervisory Body, and anyone authorized by the Company to review it.

### **- Risk-Crime Activity Areas**

Specifically, following the analysis described above, a potential risk of committing crimes provided for by Legislative Decree 231/2001 was identified in the following company activity areas, as indicated in the Risk-Crime Activity Matrix:

- A. Management of sales of goods and services.
- B. Management of purchases of goods and services, including consulting.
- C. Management of personnel selection, hiring, and administration.
- D. Management of financial flows and reimbursements.
- E. Management of accounting, financial statement preparation, relations with control bodies, and compliance with corporate obligations.
- F. Management of security and maintenance of IT systems.
- G. Compliance with health and safety obligations at the workplace.
- H. Environmental protection compliance.
- I. Compliance with obligations and relations with Public Entities, Supervisory

Authorities, judicial bodies, and arbitration.

J. Tax management.

Considering the above-mentioned company activity areas, the following offenses are potentially associated:

- Art. 24 (Crimes against the Public Administration): Embezzlement to the detriment of the State (art. 316-bis c.p.); Unlawful receipt of disbursements to the detriment of the State (art. 316-ter c.p.); Fraud against the State or another Public Entity or the European Communities (art. 640 c.p.); Aggravated fraud for the purpose of obtaining public funds (art. 640-bis c.p.);
- Art. 24 bis (Crimes of computer-related criminality and unlawful data processing): Forgery related to an electronic document (art. 491-bis c.p.); Unauthorized possession and dissemination of access codes to computer and telematic systems (art. 615 quater c.p.);
- Art. 24 ter and Transnational Crimes: Inducement not to provide statements or to provide false statements to the judicial authority (art. 377-bis), Criminal conspiracy (art. 416 c.p.);
- Art. 25 (Crimes against the Public Administration): Corruption (arts. 318, 319, 319 bis, 320, 321 c.p.); Incitement to corruption (art. 322 c.p.); Corruption in judicial acts (art. 319-ter c.p.); Unlawful inducement to give or promise benefits (art. 319-quater c.p.); Trafficking in illicit influences (art. 346-bis);
- Art. 25 bis 1 (Crimes against industry and commerce): Fraud in commercial activities (art. 515 c.p.); Sale of non-genuine food as genuine (art. 516 c.p.); Sale of industrial products with misleading signs (art. 517 c.p.);
- Art. 25 ter (Corporate Crimes and Corruption between private individuals): False corporate communications (art. 2621 c.c.); False corporate communications committed with minor facts (art. 2621 bis c.c.); Prevented control (art. 2625 c.c.); Unlawful return of contributions (art. 2626 c.c.); Illegal distribution of profits and reserves (art. 2627 c.c.); Unlawful transactions on the company's shares or those of the parent company (art. 2628 c.c.); Operations to the detriment of creditors (art. 2629 c.c.); Fictitious formation of capital (art. 2632 c.c.); Corruption between private individuals (art. 2635 c.c.); Incitement to private corruption (art. 2635-bis c.c.); Unlawful influence on the

shareholders' meeting (art. 2636 c.c.); Obstruction of the exercise of supervisory functions by public authorities (art. 2638 c.c.);

- Art. 25 septies (Negligent crimes committed in violation of safety regulations and health protection in the workplace): Negligent homicide (art. 589 c.p.); Serious or very serious negligent bodily injury (art. 590 c.p.);
- Art. 25 octies: Receiving stolen goods (art. 648 c.p.); Money laundering (art. 648-bis c.p.); Use of money, goods, or benefits of unlawful origin (art. 648-ter c.p.); Self-laundering (art. 648-ter 1 c.p.);
- Art. 25 octies 1: Fraudulent transfer of values (art. 512-bis);
- Art. 25 novies (Crimes related to copyright violations): Crimes related to software and databases (art. 171-bis, Law 633/1941);
- Art. 25 decies: Inducement not to provide statements or to provide false statements to the judicial authority (art. 377-bis c.p.);
- Art. 25 undecies (Environmental Crimes): Environmental pollution (art. 452 bis c.p.); Negligent crimes against the environment (art. 452 quinquies c.p.); Unlawful waste management activities (also in collaboration with third-party companies to whom the service is outsourced (art. 256 D. Lgs. 152/2006); Failure to remediate sites in accordance with the approved project by the competent authority (art. 257 D. Lgs. 152/2006); Violation of communication obligations, mandatory record-keeping, and forms (art. 258, paragraph 4, second period, D. Lgs. 152/2006); False ideological statements in waste analysis certificates, also used within the SISTRI system – Movement Area, and false ideological and material statements in the SISTRI form – Movement Area (art. 260-bis D. Lgs. 152/2006); Exceeding emission limit values that result in exceeding the emission limit values (art. 279 D. Lgs. 152/2006);
- Art. 25 duodecies: Employment of third-country nationals whose stay is irregular (art. 22, paragraph 12 bis, D. Lgs. 286/1998);
- Art. 25 quinquiesdecies: Fraudulent declaration through the use of invoices or other documents for non-existent transactions (art. 2, D. Lgs. 74/2000); Fraudulent declaration through other artifices (art. 3, D. Lgs. 74/2000); Unfaithful declaration (art. 4, D. Lgs. 74/2000); Omission of declaration (art. 5, D. Lgs. 74/2000); Issuance of invoices or other documents for non-existent transactions (art. 8, D. Lgs. 74/2000); Concealment or destruction of

accounting records (art. 10, D. Lgs. 74/2000); Unlawful compensation (art. 10 quater, D. Lgs. 74/2000); Fraudulent evasion of tax payments (art. 11, D. Lgs. 74/2000);

- Art. 25 sexiesdecies: Smuggling in the movement of goods across land borders and customs areas (art. 282 D.P.R. 43/1973); Other cases of smuggling (art. 292 D.P.R. 43/1973); Penalty for smuggling in case of incomplete or missing identification of the object of the crime (art. 294 D.P.R. 43/1973); Aggravating circumstances (art. 295 D.P.R. 43/1973); Failure to unload the bond bill. Quantity discrepancies (art. 305 D.P.R. 43/1973); Quality discrepancies from the bond bill (art. 306 D.P.R. 43/1973); Failure or delay in submitting the customs declaration (art. 318 D.P.R. 43/1973).

Given the company's operational activities, no risk profiles have been identified regarding the commission of other types of offenses covered by the Decree and, in particular, offenses under the following articles:

- **Art. 25 bis** (Falsification of currency, public credit cards, duty stamps, and instruments or signs of recognition).
- **Art. 25 quater** (Crimes for the purposes of terrorism or subversion of the democratic order).
- **Art. 25 quater 1** (Practices of female genital mutilation).
- **Art. 25 quinquies** (Crimes against individual personality).
- **Art. 25 sexies** (Market abuses).
- **Art. 25 terdecies** (Racism and Xenophobia).
- **Art. 25 quaterdecies** (Fraud in sports competitions).
- **Art. 25 septiesdecies** (Crimes against cultural heritage).
- **Art. 25 duodevicies** (Laundering of cultural property and devastation and looting of cultural and landscape assets).

and other crimes not expressly mentioned above and covered under the following articles: art. 24; art. 24 bis; art. 24 ter and Transnational Crimes; art. 25; art. 25 bis 1; art. 25 ter; art. 25 octies 1; art. 25 novies; art. 25 undecies; art 25 duodecies and art. 25 sexiesdecies.



It is believed, however, that the principles contained in the Code of Ethics and the procedural rules provided by the adopted control protocols are suitable to safeguard against the risk of committing these crimes by enunciating the ethical principles of legality, transparency, and correctness, and providing for appropriate control points.

### **- Company Processes (instrumental to the potential commission of crimes)**

In the context of the Matrix, the company's instrumental and functional processes (also referred to as "management processes") relevant under Legislative Decree 231 have also been identified, i.e., those processes in which, in principle, the conditions and/or means for committing relevant offenses under the Decree may arise, specifically:

1. Sales management.
2. Management of purchases of goods and services, including professional consulting.
3. Selection, hiring, and management of personnel.
4. Management of monetary and financial flows and employee expense reimbursements.
5. Financial statement preparation and management of relations with control bodies.
6. Security management and IT system maintenance, and management of privacy compliance.
7. Management of compliance regarding safety and health in the workplace.
8. Management of compliance regarding environmental protection.
9. Relations with Public Entities, Supervisory Authorities, judicial and arbitration bodies.
10. Management of taxation.

## **2.6. INTERNAL CONTROL SYSTEM**

In drafting the Model, Geovita took into account the existing internal control system



to verify whether it was suitable for preventing the specific offenses set forth in the Decree and identified as potentially realizable in the company's areas of activity.

The internal control system involves every sector of the company's operations through the distinction of operational duties from control duties, reasonably reducing possible conflicts of interest.

In particular, Geovita's internal control system is based, in addition to the behavioral rules set forth in this Model, on the following elements:

- the applicable legal and regulatory framework for business activities;
- the Code of Ethics;
- the system of delegations and powers of attorney;
- the organizational structure, reflected in the official organizational chart held by the Human Resources Function;
- the "procedural body" to which the company refers, consisting of quality management procedures;
- the presence of information systems aimed at standardizing processes and protecting the information contained within them, both in the management and accounting systems and in the systems used to support business-related operational activities.

Geovita's current internal control system, understood as a process implemented to manage and monitor major risks and ensure proper conduct of company activities, is able to guarantee the achievement of the following objectives:

- effectiveness and efficiency in resource utilization, loss prevention, and safeguarding the company's assets;
- compliance with laws and applicable regulations in all operations and actions;
- reliability of information, understood as timely and reliable communications to ensure the proper conduct of each decision-making process.

The following principles underpin the internal control system:

- every operation, transaction, and action must be truthful, verifiable, consistent, and documented. All operations must be supported by adequate documentation, which the responsible Business Functions can review at any

time to check the characteristics and motivations of the operation and identify who authorized, carried out, recorded, and verified the operation itself;

- no one manages an entire process autonomously (so-called "segregation of duties") - the control system operating within the company must ensure the application of the principle of separation of functions, whereby the authorization to carry out an operation is the responsibility of someone different from the person who accounts for, executes, or controls the operation. In addition, the system provides that:
  - (i) no one is assigned unlimited powers;
  - (ii) powers and responsibilities are clearly defined and known within the organization;
  - (iii) signing and authorization powers are consistent with the assigned organizational responsibilities;
- the internal control system is able to document the execution of controls - the execution of controls, including supervisory controls, carried out in accordance with assigned responsibilities, must always be documented (possibly through the drafting of minutes).

In addition, with specific reference to the previously identified instrumental/functional processes, the company considers it necessary that they comply with the control principles outlined below in relation to each identified process.

## 2.7. GENERAL BEHAVIORAL RULES

Below are the general behavioral rules that must be followed by the Recipients to prevent the risk of committing offenses associated with company activities. Violation of these rules entitles Geovita to apply the sanctions provided for in Section Four of this Model.

### ***Behavior in relations with Public Administration, Independent Administrative Authorities, and third parties in general***

The following general behavioral rules apply to the Recipients of this Model who, for any reason, and on behalf of or in the interest of Geovita, have dealings with public officials, public service officers, or, more generally, with representatives of the Public Administration and/or Independent Administrative Authorities, whether Italian or foreign (hereinafter, "**Public Administration Representatives**"), and with private individuals identified by Law No. 190 of November 6, 2012, "Provisions for the

prevention and repression of corruption and illegality in public administration."

All Recipients, in any way involved in activities that involve relationships with the Public Administration, must scrupulously adhere to the following guidelines:

- obligations to the Public Administration and the preparation of related documentation must be carried out in compliance with current regulations (European, national, regional, provincial, and municipal);
- obligations to the Public Administration and the preparation of related documentation must be carried out with the utmost diligence and professionalism in order to provide clear, accurate, complete, faithful, and truthful information, avoiding and, in any case, reporting, in the appropriate form and manner, situations of conflict of interest;
- relations with the Public Administration must be characterized by the utmost transparency, collaboration, availability, and full respect for its institutional role, promptly and diligently executing the requirements and obligations requested;
- documents must be prepared punctually and in clear, objective, and comprehensive language;
- all documentation must be verified and signed by an authorized person.

The above applies not only to routine relations with the Public Administration but also in the context of inspections, inquiries, and similar procedures.

With specific reference to possible negotiation and contracting activities with public clients, the individuals involved must:

- be formally delegated by the authorized attorney or the Board of Directors;
- exercise the powers of attorney or assignments within the limits of the powers received. In particular, internal authorization levels must be respected if, during the negotiation of the submitted offer, the contracting Public Entity requests changes (of an economic-technical nature) that pose risks not evaluated and approved by the responsible company personnel;
- maintain written evidence of modifications made as a result of the conducted negotiations and ensure the proper and accurate archiving of supporting documentation, as provided for by the procedures in force;



- ensure that contracts/agreements involving formal commitments by the company follow the normal authorization levels provided by the delegation and power of attorney system currently in force within the company.

In general, Recipients are prohibited from improperly and/or unlawfully influencing the decisions of Public Administration Representatives and third parties with whom the company has dealings. In particular, they are prohibited from:

- promising, offering, paying, directly or through third parties, sums of money or other benefits in exchange for favors, compensation, or other advantages for themselves and/or Geovita, not even accommodating the inducive behavior of the public official or public service officer;
- promising, offering, providing gifts or hospitality that exceed normal business practices or courtesies and, in any case, that could compromise the impartiality and independence of judgment of the counterpart, as well as the counterpart's integrity and reputation, not even accommodating the inducive behavior of the public official or public service officer;
- unduly influencing relations with the Public Administration and, in general, with third parties in relation to the company's business;
- favoring suppliers, consultants, or other parties in the procurement processes in exchange for benefits of any kind for themselves and/or the company;
- harming suppliers who meet the required criteria in the selection process by using partial, non-objective, and unfounded criteria;
- unduly favoring a supplier by not applying the contractual provisions, accepting false or erroneous documentation, exchanging information on other suppliers' offers, approving non-existent requirements, receiving services and supplies different from those contractually agreed upon;
- accepting or receiving gifts or other benefits, including money, intended to influence their impartiality and independence of judgment;
- improperly obtaining, for themselves, third parties, or the company, advantages of any kind to the detriment of the Public Administration or a third party;
- favoring, in hiring and selection processes, employees, collaborators, and consultants based on specific recommendations, in exchange for favors, compensation, and/or other benefits for themselves and/or the company;

- making/receiving payments in dealings with collaborators, clients, suppliers, consultants, or other third parties that are not adequately justified in the existing contractual relationship, not even accommodating the inductive behavior of the public official or public service officer;
- engaging in misleading behavior towards the Public Administration and third parties, sending false documents, reporting falsehoods, certifying non-existent requirements, or providing guarantees that do not correspond to reality;
- submitting untrue statements to national and/or European Public Administrations in order to obtain public funds, such as contributions, loans, subsidized mortgages, or other similar benefits under any name;
- allocating public contributions, subsidies, or loans for purposes other than those for which they were granted or submitting false reports on their use.

Relations with Public Administration Representatives and private individuals identified by Law No. 190 of November 6, 2012, "Provisions for the prevention and repression of corruption and illegality in public administration," are managed exclusively by individuals with appropriate powers or by those formally delegated by them and, in any case, in compliance with Geovita's procedures.

Recipients who, on behalf of the company, have dealings with judicial authorities or law enforcement agencies (in the context of proceedings of any nature) are required to apply the behavioral rules outlined above to these relationships as well, committing to ensuring maximum availability and cooperation.

In case of judicial proceedings, investigations, or inspections, it is forbidden to:

- destroy, alter, or conceal records, minutes, accounting records, and any type of document or data;
- make false statements or persuade others to do so;
- promise or give gifts, money, or other benefits to officials responsible for verification or control activities in exchange for benefits for themselves and/or the company.

Each Business Function involved in managing relations with the Public Administration is responsible for filing and retaining all the documentation produced, including that transmitted to public entities, possibly also electronically.



The company condemns, through the application of the Sanction System, behavior that deviates from the above principles.

***Behavior to adopt in “sensitive” activities regarding computer crimes introduced by Law 48/2008***

The following general behavioral rules apply to the Recipients of this Model who, in any capacity, are responsible for the management and maintenance of servers, databases, applications, and clients, as well as to anyone who has been assigned passwords and access keys to the company's information system:

- Personnel must refrain from any conduct that could compromise the confidentiality and integrity of company and third-party information and data, and in particular, ensure they do not leave their systems unattended. They must lock their computer systems when away from the workstation, using their access codes, or turn off the computer and all peripherals at the end of the work shift;
- Personnel can only access the information system through the uniquely assigned identification codes;
- Personnel must comply, where not otherwise mentioned, with the company's information system security and management standards;
- Personnel must refrain from any conduct that could compromise the confidentiality and integrity of the company's and third-party information and data;
- Personnel must refrain from any conduct aimed at overcoming or circumventing the protections of the company's or third-party information system;
- Personnel must keep their assigned identification codes confidential and refrain from sharing them with third parties;
- Personnel must not install programs without the company's authorized permissions;
- Personnel cannot use connection methods other than those provided by the company during the course of their work.

The company has also adopted the following security measures:

- Access to information residing on the company's servers and databases, including clients, is controlled by authentication tools;

- System administrators have their own authentication credentials;
- Employees are provided with unique authentication credentials for client access;
- Access to applications, on the IT side, is ensured through authorization tools;
- Servers and laptops are regularly updated based on specific needs and protected by antivirus programs, updated automatically, to protect against intrusion risks;
- Networking devices are protected by appropriate access-limiting tools;
- Networking devices are located in dedicated, protected areas, accessible only to authorized personnel;
- Personnel must refrain from using company IT and telecommunication resources for purposes other than those specified in the specific contractual agreements with clients and/or applicable legal regulations.

***Behavior to adopt to avoid involvement in organized crime offenses under Art. 24 ter of Legislative Decree 231/01, specifically the crime of "Conspiracy" (Art. 416 of the Criminal Code)***

Aware that the aforementioned criminal offense applies not only to the predicate offenses under Legislative Decree 231/01 but also to any crime under the law, the company requires all Recipients of this Model, regardless of their role within the company structure, to:

- Strictly avoid promoting an association between multiple people whose aim is to pursue lawful or unlawful objectives through behaviors not permitted by law, even if to the benefit of the company;
- Avoid joining any association between multiple people whose aim is to pursue lawful or unlawful objectives through behaviors not permitted by law, even if to the benefit of the company;
- Immediately report to the Supervisory Body any attempt to establish within Geovita an association aimed at pursuing lawful or unlawful objectives through behaviors not permitted by law, even if to the benefit of the company;
- Acquire a thorough understanding of third parties with whom business relations are established, including in terms of commercial and professional reliability,



and formally determining selection criteria for suppliers and partners, as well as evaluating offers;

- Ensure an in-depth understanding of third-party beneficiaries of company assets;
- Constantly monitor incoming and outgoing cash flows;
- Avoid conducting any operation that may appear abnormal in type or object or that may establish or maintain relationships that present abnormalities in terms of the counterpart's reliability and/or reputation;
- Behave in accordance with the principles set out in the company's Code of Ethics as well as legislative and regulatory provisions concerning the management, possession, and transport of narcotics.

***Behavior to adopt in “sensitive” activities regarding crimes against industry and commerce introduced by Law 99/2009***

The company, aware of the responsibility arising from producing and marketing food chain products, has identified the following general behavioral rules, which apply to the Recipients of this Model who, in any capacity, are responsible for managing Geovita's production and marketing of products.

In general, such persons are required to provide truthful, accurate, and exhaustive information regarding the quality and compliance of products placed on the market with the applicable sales regulations.

In particular, the following measures are adopted to mitigate the risk of committing the offenses under Art. 25 bis-1 of Legislative Decree 231/2001:

- The implementation of appropriate control procedures across the entire production and supply chain;
- The inclusion of contractual clauses with suppliers holding them accountable for the actions of any sub-suppliers;
- The implementation of quality controls, genuineness checks, and verification of the origin and source of raw materials and semi-finished products intended for processing and subsequent commercialization, ensuring, within contractual limits, the provision of high-quality products that meet or exceed customer expectations.



Finally, Recipients of this Model are absolutely required to respect the criteria of competition, fairness, transparency, and correctness in dealings with clients and competitors, and to strictly refrain from conduct or acts deemed incompatible with the obligations connected to the relationship with Geovita. In particular, aggressive, violent, or threatening behavior towards the company's clients, or any behavior that may intimidate them, is expressly prohibited.

***Behavior to adopt in "sensitive" activities regarding corporate crimes introduced by Legislative Decree 61/2002 and amended by Law 262/2005 and Law 69/2015***

The following general behavioral principles apply to the Recipients of this Model who, in any capacity, are involved in "sensitive" activities regarding corporate crimes under Art. 25 ter of Legislative Decree 231/2001.

In general, such individuals are required to:

- Behave correctly, transparently, and cooperatively, respecting legal regulations and internal company rules in all activities aimed at preparing financial statements and other corporate communications, to provide truthful and accurate information to shareholders and the public about the company's economic, equity, and financial situation;
- Strictly observe all legal provisions safeguarding the integrity and effectiveness of corporate capital and always act in accordance with the company's internal rules based on these provisions, so as not to jeopardize the guarantees of creditors and third parties in general;
- Ensure the regular functioning of the company and its corporate bodies, guaranteeing and facilitating all forms of internal control over company management provided by law, as well as the free and proper formation of shareholders' will;
- In managing accounting activities, rigorously adhere to the rules of proper, complete, and transparent accounting, as required by law and accounting principles, ensuring that every transaction is not only correctly recorded but also authorized, verifiable, legitimate, consistent, and appropriate;
- Promptly, accurately, and in good faith, make all legally and regulatorily required communications to supervisory authorities, without hindering their supervisory functions;

- Ensure that each accounting record accurately reflects the supporting documentation and that this documentation is properly archived and stored;
- Ensure that accounting entries are made exclusively by individuals authorized to use the company's adopted information system;
- Carry out any extraordinary operations in full compliance with the provisions of the Civil Code;
- Use the banking system to carry out collection and payment operations arising from the purchase or sale of goods or services. Cash payments must be limited to the expressly permitted cases and, in any case, in compliance with the limits established by the applicable payment instrument regulations.
- In preparing periodic tax returns and the related payments of income and value-added taxes, strictly adhere to the deadlines and procedures prescribed by the applicable legislation.

Recipients are expressly prohibited from:

- Engaging in any behavior that obstructs the supervisory functions of the corporate bodies, such as shareholders and auditors;
- Engaging in simulated transactions or disseminating false information about the company and its activities;
- Representing or transmitting for financial statement preparation, reports, or other corporate communications, false, incomplete, or inaccurate data, or preparing corporate communications that do not truthfully represent the company's economic, equity, and financial situation;
- Omitting data and information required by law regarding the company's economic, equity, and financial situation;
- Returning contributions or releasing individuals from their obligation to make contributions, except in cases of legitimate capital reduction;
- Distributing profits or interim profits not actually earned or destined by law to reserves;
- Purchasing or subscribing to company shares in violation of corporate capital integrity;
- Reducing capital, merging, or splitting in violation of creditor protection laws, causing them harm;

- Engaging in fictitious capital increases by attributing shares below their nominal value;
- Hindering the activities of public supervisory authorities to which the company is subject by law, or that it is required to comply with, especially by presenting false information regarding the company's economic, equity, and financial situation, or by concealing facts, even fraudulently, regarding the same situation that should have been reported.
- Issuing invoices or releasing documents for non-existent operations to enable third parties to commit tax evasion;
- Reporting fictitious liabilities by using invoices or other documents similar to invoices for non-existent operations;
- Keeping inaccurate, incorrect, or untruthful accounting records;
- Recording transactions without adequate supporting documentation that allows for proper accounting and subsequent accurate reconstruction.

In particular, company personnel are prohibited from:

- Promising or making cash payments;
- Promising, offering, or providing gifts that exceed normal business practices or courtesies and, in any case, that may compromise the impartiality and independence of judgment of the counterpart; except for gifts of modest value on the occasion of company-organized events or other initiatives carried out as part of its commercial and communication strategies.
- Favoring collaborators, suppliers, consultants, or other subjects in the purchasing processes as indicated by the third parties mentioned above;
- Considering or proposing employment opportunities for the benefit of the third parties mentioned above;
- Promising or granting any kind of advantage;

to an Administrator, a Manager, an Auditor, or, in general, an employee or collaborator of a third-party entity, with the aim of obtaining undue advantages for the company.

***Behaviors to adopt in the context of “sensitive” activities with respect to negligent crimes introduced by Law 123/2007***



Geovita is committed to maintaining a healthy and safe working environment for its employees and collaborators, as well as for all third parties who, as visitors or contractors of the Company, have access to Geovita's workplaces.

In particular, the Company promotes the dissemination of a safety culture and awareness of the risks associated with the work activities carried out at its headquarters and, in general, in all workplaces under its direct responsibility. It requires responsible behavior at all corporate levels, respecting the current regulations on health and safety in the workplace.

In any case, all Recipients involved, in various capacities, in the management of Geovita's health and safety at work are required to implement, each within their competence, the delegations received, the assigned functions, and the preventive and protective measures designed to guard against the risks identified in the Risk Assessment Documents (hereinafter "DVR").

In particular, for effective risk prevention and in compliance with the obligations prescribed by Legislative Decree 81/2008, as subsequently amended and supplemented, and in line with the distribution of roles, duties, and responsibilities in the field of health and safety at work, the following is expressly required:

- Corporate personnel (Employer) must perform the duties assigned to them in this area in compliance with the delegations and powers received, the preventive measures adopted, and must ensure that personnel who, in the course of their activities, are exposed to risks related to workplace safety are informed and trained;
- Those appointed by the Company or elected by personnel under Legislative Decree 81/2008 (such as the Head of the Prevention and Protection Service, Prevention and Protection Service Officers, Fire Prevention Officers, First Aid Officers, Competent Doctor, Workers' Safety Representatives, Supervisors) must each perform, within their respective competences, the specific safety tasks assigned by current legislation and as provided for in the safety system adopted by the Company. It is noted that, following amendments to Article 18 "Employer and Manager Duties" and the introduction of letter b-bis) in paragraph 1, the Employer has the new obligation to identify a supervisor to carry out the oversight activities referred to in Article 19. Law 215/2021 has imposed additional duties and responsibilities on the role of the supervisor.



- All employees are responsible for taking care of their own safety and health, as well as that of others who have access to the Company's facilities, and must comply with the safety measures and instructions provided by the Company.

Additionally, compliance with specific regulations regarding temporary construction sites (Title IV of Legislative Decree 81/2008) is required in the case of site openings, along with the implementation of all required measures outlined therein.

Violations of company rules and regulations concerning health and safety at work constitute violations of the Model and, therefore, disciplinary offenses punishable by the Company.

***Behaviors to adopt in the context of “sensitive” activities with respect to crimes of receiving stolen goods, money laundering, self-laundering, and the use of money, goods, or benefits of illicit origin introduced by Legislative Decree 231/2007 and modified by Law 186/2014***

The Company requires Recipients involved in sensitive activities concerning crimes of receiving stolen goods, money laundering, self-laundering, and the use of money, goods, or benefits of illicit origin to refrain from engaging in any conduct that may, in any way, directly or indirectly, constitute or facilitate the commission of such crimes.

These activities involve the conduct of laundering or using illicitly obtained money, goods, or other benefits by replacing or transferring them, or engaging in operations aimed at obstructing the identification of their illicit origin, while the conduct of receiving stolen goods occurs when purchasing, receiving, or concealing money or goods derived from any other crime.

The following general behavioral principles apply to Recipients involved in sensitive activities with respect to money laundering and the use of money, goods, or other benefits of illicit origin, as well as self-laundering:

- Exclusive use of the banking system for conducting monetary/financial transactions, as required by law, to ensure traceability of flows;
- Selection of suppliers based on predefined criteria of transparency, quality, and cost-effectiveness;
- Verification of the integrity and reliability of suppliers/customers and business partners (commercial and financial), through obtaining information on the legal representative, administrators, and shareholders, depending on the corporate

structure, and acquiring public data concerning prejudicial indexes (e.g., protests, pending bankruptcy procedures);

- Periodic verification of the alignment of conditions applied with suppliers and business partners (commercial and financial) to market conditions;
- Exclusive use of banking channels and accredited financial intermediaries for managing incoming and outgoing flows, regulated under EU or equivalent anti-money laundering laws;
- Formalization of all transactions involving the use of economic or financial resources, with a specific rationale, additional documentation, and registration in compliance with principles of accounting fairness and transparency.

The Company expressly prohibits the following:

- Transferring, in any form, without using banks or electronic money institutions, cash, bearer passbooks, or bearer securities in euros or foreign currency when the value of the transaction, even if split, equals or exceeds the legal thresholds in force;
- Issuing bank and postal checks for amounts equal to or exceeding the thresholds without indicating the beneficiary's name or corporate name and without the non-transferability clause;
- Endorsing for collection bank and postal checks issued to the order of the drawer to subjects other than credit institutions;
- Making payments to bank accounts located in tax haven countries or to offshore companies;
- Making payments/transfers of money to numbered, anonymous accounts or accounts held with credit institutions that do not have a physical presence;
- Making payments to individuals located in "non-cooperative" countries according to the Bank of Italy's guidelines;
- Issuing contributions, directly or indirectly, in any form, to political parties, movements, committees, associations, or other political or trade union organizations, nor to their representatives or candidates, unless required by specific regulations;
- Promising or offering money, benefits, promises of favors, or other utility, even under psychological pressure or coercion, even indirectly through an



intermediary (e.g., consultant, etc.), to public officials or persons indicated by them to acquire favorable treatment for oneself or in any activity related to the Company;

- Making any donations that may, explicitly or implicitly, create an obligation for the Entity to favor the Company's products during their promotion and sale, or that may influence the judgment of the beneficiary Entity's personnel;
- Purchasing goods and/or services for payment of prices abnormally lower than the market value of the goods or services.

***Behaviors to adopt in the context of “sensitive” activities with respect to crimes of copyright infringement introduced by Law 99/2009***

The following general behavioral principles apply to Recipients involved in sensitive activities related to the crime of unlawful software use, which constitutes a criminally relevant copyright violation under Article 25-novies of Legislative Decree 231/2001.

In general, these individuals are required to:

- Ensure compliance with internal, community, and international regulations for the protection of software (computer programs and databases), promoting its proper use;
- Diligently fulfill administrative obligations necessary for software use within the management of the Company's information system.

Recipients are expressly prohibited from:

- Installing and using unapproved software (programs) without the necessary authorizations/licenses;
- Installing and using, on Geovita's IT systems, "P2P" software, file-sharing, or instant messaging software that allows file exchange (such as videos, documents, songs, data, etc.) with others on the internet without any possibility of control by the Company;
- Engaging in any conduct aimed at duplicating protected computer programs or databases on the computer's fixed memory.





***Conduct to be followed in "sensitive" activities regarding the crime of inducement not to make statements or to make false statements to the judicial authority introduced by Law 116/2009***

The following general principles of conduct apply to the Recipients of this Model who, in any capacity, are involved in "sensitive" activities regarding the crime of inducement not to make statements or to make false statements to the judicial authority under art. 25 decies of Legislative Decree 231/2001.

In general, these individuals are required to:

- Promptly, correctly, and in good faith respond to all requests from law enforcement authorities and the investigating and judging judicial authority, providing all necessary information, data, and any relevant details.
- Maintain an open and cooperative attitude toward law enforcement authorities and the judicial authority in any situation.

It is expressly prohibited for Recipients to:

- Use physical force, threats, or intimidation, or promise, offer, or grant undue benefits to induce someone who has the right not to respond in criminal proceedings to refrain from making statements or to make false statements to the judicial authority, with the intent of obtaining a favorable ruling for the Company or securing another type of advantage.

***Conduct to be followed in "sensitive" activities regarding crimes introduced by Legislative Decree 121/2011, amended by Law 68/2015, and further amended by Legislative Decree No. 21/2018***

The following general principles of conduct apply to the Recipients of this Model who, in any capacity, are involved in "sensitive" activities regarding environmental crimes referred to in art. 25-undecies of Legislative Decree 231/2001.

In particular, the Recipients are required to:

- Strictly comply with environmental regulations;
- Assess potential risks and develop adequate prevention programs to protect the environment;

- Verify, before establishing a relationship, that service providers related to waste management, where required by Legislative Decree 152/2006 and other relevant regulatory sources, provide evidence, based on the nature of the service provided, of compliance with the regulations concerning waste management and environmental protection, as set out in company procedures;
- Ascertain, before establishing a relationship, the respectability and reliability of service providers related to waste management, also by obtaining and verifying communications, certifications, and authorizations on environmental matters provided or acquired by them according to the law;
- Verify, before the commencement of waste transportation, that all the documentation required by law has been properly prepared;
- Include in contracts with service providers related to waste management specific clauses granting the Company the right to periodically verify the communications, certifications, and authorizations on environmental matters, taking into account their expiration and renewal deadlines;
- Strictly comply with the requirements established by the Authorities regarding water discharges, with an explicit prohibition on discharging industrial wastewater containing hazardous substances without authorization or after the authorization has been suspended or revoked, and avoid violating the prescription related to the installation and management of automatic discharge controls or the obligation to retain the results of such controls;
- Establish and update emergency procedures to minimize the effects of any accidental discharge on the ground, subsoil, surface water, and groundwater;
- Strictly comply with the requirements set forth by the Authorities regarding emissions into the atmosphere, particularly the conditions listed in the permits issued for the operation of the facilities;
- Respect the provisions of the permits issued by the competent Authorities, both during the operation of the facility and during construction and expansions of the production site. Additionally, ensure strict compliance with emergency environmental procedures;
- Report, within twenty-four hours of the occurrence of a potentially polluting event, the event to the municipality where the production facilities are located, the Province, and the Piedmont Region, as well as any other competent municipality, province, and region, specifying in the report the identification details of Geovita, the characteristics of the affected site, the environmental matrices involved, and the description of the interventions to be carried out;

- Implement, within twenty-four hours of the occurrence of a potentially polluting event and simultaneously with the report mentioned above, the necessary preventive measures;
- If the Company is required to carry out remediation works for the site in accordance with the provisions of the remediation and safety plan approved by the competent Region, following consultation with the Province and the Municipality where the site to be remediated is located, perform the remediation activities in strict compliance with the plan's provisions.

Regarding conduct principles, it is expressly prohibited to:

- Perform actions or engage in behaviors that may be interpreted as negligent conduct likely to cause damage or risk to human health, the balance of the ecosystem, biodiversity, and the environment in general (including areas subject to landscape, environmental, historical, artistic, architectural, or archaeological restrictions);
- Engage in behaviors aimed at violating waste management regulations;
- Entrust waste management activities to individuals without the proper authorization for their disposal and recovery;
- Falsify or alter environmental communications to the Public Administration (e.g., ARPA, Provincial Administration, ASL, Municipality, Judicial Authority, Municipal Police, etc.);
- Violate communication obligations, the maintenance of mandatory records, and forms for waste management;
- Prevent access to the Company's production facilities by individuals assigned to carry out inspections.

***Conduct to be followed in "sensitive" activities regarding the employment of third-country nationals whose stay is irregular***

- The following general principles of conduct apply to the Recipients of this Model who, in any capacity, are involved in personnel management activities.
- In particular, it is required to:
- Carry out all obligations with the relevant Public Authorities as required by law for the hiring of personnel who are not citizens of the European Union;

- Diligently verify the regular residence permit status of the new hire and/or the renewal of the residence permit according to the expiration terms indicated by law (including in the case of temporary staff).

In case of doubts regarding the correct interpretation of the indicated behavioral rules, the interested party may request clarification from their supervisor, who in turn may consult the Supervisory Body.

### ***Conduct to be followed in "sensitive" activities concerning tax crimes***

The following general principles of conduct apply to the Recipients of this Model who, in any capacity, are involved in "sensitive" activities concerning tax crimes under art. 25-quinquiesdecies of D. Lgs. 231/2001.

In particular, it is required to:

- Verify the changes to accounting principles and the regulations related to the determination of income taxes;
- Prepare, for the purpose of tax assessment, the income tax return, ensuring the inclusion of accounting elements, assets, and liabilities that are truthful and representative of actual operations, supported by accurate, reliable, and authentic documentation;
- Prepare the VAT return to report to the tax authorities the actual revenues and expenses incurred during the previous year and calculate the tax due;
- Retain for the legally required period, i.e., ten years, the financial statements or accounts, as well as the related minutes and reports, as mandated by the Civil Code, special laws, or the company's bylaws. Revenues, costs, inventories, and other elements necessary for determining taxable income must be indicated in a specific statement if not shown in the financial statements or accounts. After ten years, tax documents cannot be destroyed if an audit is in progress, and the accounting records will be retained beyond the deadline until the audits for the corresponding tax period are finalized;
- Retain the tax documents attached to the income tax return until December 31 of the fourth year following its submission (excluding digital documents relevant for tax purposes, exempted from compliance with civil law requirements);
- Manage the company's assets in compliance with the principle of transparency of the transactions undertaken, to prevent the diversion of assets from satisfying tax obligations;

- Adopt behavior in line with the principle of maximum prudence. Therefore, where the tax regulations applicable to a specific case are unclear or subject to multiple interpretations, it will be necessary to rely on the support of external consultants with appropriate professional expertise. Where deemed appropriate, seek a second professional opinion (the so-called second opinion) or engage in preventive dialogue with the Tax Authorities, aiming, if reasonably possible, to identify the most appropriate tax regime through the instruments provided by the tax system;
- Develop and promote relationships with tax authorities based on the principles of fairness, honesty, and mutual transparency;
- Conduct periodic training and updates for individuals involved in the tax determination/control process;
- Implement segregation of duties between those managing accounting and those responsible for preparing tax returns and calculating taxes, also through the system of delegations;
- Verify the accuracy and truthfulness of the accounting elements before submitting them to the external party responsible for preparing the tax return, certifying its accuracy, and calculating taxes;
- Implement segregation of duties between those involved in formalizing tax returns and calculating taxes and those who authorize payments.

Additionally, it is prohibited for involved personnel to:

- Issue invoices and/or other documentation to counterparts without prior verification of an order confirmation or the actual service performed;
- Issue invoices and/or other documentation for operations or activities that have not been carried out or have only been partially carried out, precisely according to the contractual agreements made with the counterpart;
- Make payments to third parties not included in the contractual relationship between the Company and the counterpart that holds the contract;
- Make payments for invoices and/or other documentation sent to the Company without prior verification of the presence of purchase orders, confirmation of services rendered, or actual receipt of the goods indicated in the invoice, or in the case of advances/partial payments based on ongoing orders/contracts;

- Record in accounting bank transactions, either incoming or outgoing, that do not correspond to actual documentation proving the receipt or provision of the service;
- Present, in submitted documentation, in the case of tax settlement procedures, positive elements for an amount lower than the actual one or fictitious liabilities;
- Declare fictitious liabilities using invoices or other documents with similar evidential value to invoices for non-existent operations;
- Destroy or hide accounting records and/or documents that must be retained by law;
- Omit, where required, the submission of income tax returns, VAT returns, and tax returns as a withholding agent;
- Resort to the use of tax credits for offsetting, under article 17 of D. Lgs. n. 241/1997, using non-existent or non-entitled tax credits against the Tax Administration to avoid paying the taxes due.

***Conduct to be followed in "sensitive" activities concerning smuggling offenses***

The following general principles of conduct apply to the Recipients of this Model who, in any capacity, are involved in "sensitive" activities concerning smuggling offenses under art. 25 sexiesdecies of D. Lgs. 231/2001.

In particular, it is required to:

- Comply with laws, regulations, and, in general, all applicable provisions regarding customs and submit the related declarations within the legal deadlines;
- Act with loyalty, transparency, and correctness in relations with Tax and Customs Authorities and, in general, in dealings with public officials and/or persons in charge of public service, and in all cases, interact with them only if authorized for that purpose, within the limits of the powers granted by current proxies and delegations;
- Identify the roles and individuals involved in managing the duties prescribed by the relevant customs legislation;
- Ensure that all imported goods are accompanied by all the documentation required by the relevant customs regulations;

- Submit the documentation required by relevant regulations (including Law 185/1990) to the Customs Authority;
- Seek advice from a specialized consultant in case of doubts and/or issues related to the duties prescribed by the relevant customs legislation;
- Maintain relationships with shippers, ensuring the correct reception and signing of the documentation required for customs purposes.

In particular, it is prohibited to:

- Import goods and/or products in violation of the relevant customs legislation, including international regulations;
- Present false or altered documents to the Public Administration, or withhold or omit the presentation, if required, of documents, information, or data of any kind, or engage in conduct aimed at misleading the Public Administration;
- Alter or falsify, in any way, electronic documents containing relevant information about imported/exported goods;
- Conceal goods during inspections conducted by the Customs Authority;
- Issue statements that do not certify the truth of the quantity and quality of the shipped goods.

## SECTION THREE

### 3. SUPERVISORY BODY

Article 6, paragraph 1, of Legislative Decree 231/2001 requires, as a condition for exemption from administrative liability, that the task of overseeing the observance and functioning of the Model, ensuring its update, be entrusted to a Supervisory Body within the entity. This body, equipped with autonomous powers of initiative and control, must continuously perform the tasks assigned to it.

In this regard, the Guidelines mentioned in paragraph 1.5 specify that, although the silence of the Decree allows for either a single-person or a collegiate composition, the choice between the two options must ensure the effectiveness of the controls based on the size and organizational complexity of the entity. The Body must also carry out its functions outside the operational processes of the entity, and it is therefore placed in a staff position to the Board of Directors and is independent of any hierarchical relationship with the top management of Geovita Functional Ingredients S.r.l and the Board itself.

In compliance with the provisions of Legislative Decree 231/2001, the Board of Directors of Geovita Functional Ingredients S.r.l appoints – in the same resolution adopting the Model – a single-member Supervisory Body functionally dependent on the Board, ensuring that the selected composition can ensure knowledge of the Company's activities and, at the same time, possess the authority and independence necessary to guarantee the credibility of its functions.

Specifically, the composition of the Supervisory Body has been defined to guarantee the following requirements:

- **Autonomy and independence**: This requirement is ensured by its placement within the organizational structure as a staff unit, in the highest possible position, reporting directly to the top operational body, i.e., the Board of Directors as a whole.
- **Professionalism**: This requirement is guaranteed by the professional, technical, and practical knowledge (risk analysis and evaluation techniques, risk containment measures, experience in procedures, processes, etc.) possessed by the Supervisory Body. Given the specific nature of its responsibilities and the professional skills required, the Supervisory Body, in performing its duties, may rely on external professionals and consultants for





its activities.

- Continuity of action: With regard to this requirement, the Supervisory Body is required to constantly monitor, through investigative powers, the compliance with the Model by the Recipients, to ensure its implementation and updating, and to serve as a constant point of reference for all the Company's personnel.

### **3.1 TERM OF OFFICE, EXPIRY, AND REVOCATION**

The member of the Supervisory Body remains in office for the time established at the time of appointment and is, in any case, eligible for re-election. He or she is identified among individuals with an ethical and professional profile of unquestionable value, with no marital, kinship, or affinity relations within the fourth degree with the Directors and Shareholders.

Both an employee of the Company or an external professional may be appointed as a member of the Supervisory Body. The latter must not have commercial relationships with Geovita that could create potential conflicts of interest. The compensation of the Supervisory Body member, whether internal or external, does not constitute a conflict of interest.

A person may not be appointed a member of the Supervisory Body, and if appointed, automatically ceases to hold office if found to be in any of the following situations:

- A marital, kinship, or affinity relationship within the 4th degree, cohabitation as partners, or close personal relationships with: (a) members of the Board of Directors, (b) individuals who hold positions of representation, administration, or management of the Company or of an organizational unit of the Company with financial and functional autonomy, (c) individuals who effectively manage and control the Company, auditors of the Company, and the audit firm, as well as other subjects indicated by law;
- Conflicts of interest, even potential, with the Company or its subsidiaries that compromise independence;
- Direct or indirect ownership of shares in such a number as to allow considerable influence over the Company or its subsidiaries;
- Holding executive administrator positions in the three years preceding the appointment as a member of the Supervisory Body in companies subjected to

bankruptcy, compulsory administrative liquidation, or equivalent procedures;

- Public employment with central or local administrations in the three years preceding the appointment as a member of the Supervisory Body;
- A conviction, even if not final, or application of a penalty at the request of the parties (i.e., “plea bargaining”), in Italy or abroad, for violations relevant to the administrative responsibility of entities under Legislative Decree 231/2001;
- A conviction, even if not final, or plea bargaining to a penalty that includes disqualification, even temporary, from public office, or temporary disqualification from executive positions in legal entities and companies.

If any of the above-mentioned causes of expiry occur concerning a member of the Supervisory Body, they will automatically cease to hold office and must promptly notify the Chairman of the Board of Directors, who will define a replacement proposal to be presented to the Board.

A member with an employment relationship with the Company will automatically cease to hold office in the event of the termination of such a relationship, regardless of the cause of termination.

The Board of Directors may revoke the member of the Supervisory Body at any time, but only for just cause. The expiration of the Board of Directors automatically triggers the expiration of the Supervisory Body, subject to the possibility that the newly appointed Board of Directors may confirm the composition of the Supervisory Body.

The following constitute grounds for expiration of the Supervisory Body:

- The finding of a serious failure by the Supervisory Body in performing its duties;
- A conviction of the Company, even if not final, or a plea bargain if it is proven by the records that the Supervisory Body’s oversight was omitted or



insufficient.

The following constitute just cause for the revocation of a member of the Supervisory Body:

- Failure to notify the Chairman of the Board of a conflict of interest that prevents the member from maintaining their role in the Supervisory Body;
- Breach of confidentiality regarding the news and information acquired in the exercise of their functions;
- A conviction, even if not final, or plea bargain to a penalty that entails disqualification, even temporary, from public office or temporary disqualification from executive roles in legal entities and companies;
- A conviction, even if not final, or plea bargain for violations relevant to the administrative liability of entities under the applicable regulations;
- For a person with a subordinate employment relationship with the Company, the initiation of a disciplinary procedure that could result in dismissal.

Should revocation occur without just cause, the revoked member may request immediate reinstatement. A member of the Supervisory Body may resign from the office at any time with at least 30 days written notice, to be communicated to the Chairman of the Board of Directors by registered letter with return receipt or via certified email (PEC) to [geovita@pec.it](mailto:geovita@pec.it).

The Supervisory Body regulates its own functioning autonomously through a specific Regulation, particularly defining the operational procedures for carrying out the tasks assigned to it. The Regulation is subsequently submitted to the Board of Directors for acknowledgement.

### **3.2. POWERS AND FUNCTIONS OF THE SUPERVISORY BODY**

The Supervisory Body is assigned the following tasks:

- Monitoring the dissemination of knowledge, understanding, and compliance with the Model within the Company;
- Monitoring compliance with the Model by the Recipients;
- Monitoring the validity and adequacy of the Model, particularly in reference to observed behaviors;
- Verifying the Model's actual ability to prevent the commission of offenses included in the Decree and identified in the Model;
- Monitoring the implementation and compliance with the Model in areas of activity potentially at risk of criminal offenses;
- Reporting to the Board of Directors the need to update the Model, should the need for adjustment arise due to changed organizational and/or regulatory conditions.

In carrying out these activities, the Supervisory Body will perform the following tasks:

- Coordinate and collaborate with corporate functions (including through dedicated meetings) to better monitor the corporate activities identified as crime risks in the Model;
- Verify the establishment and operation of specific "dedicated" information channels (e.g., email addresses, fax numbers for written reports), aimed at facilitating the flow of reports and information to the Supervisory Body;
- Verify and control the proper maintenance and effectiveness of all documentation concerning the activities/operations identified in the Model,

being able to access all documentation and information deemed useful in monitoring;

- Verify the effective implementation of the information and training initiatives on the Model undertaken by the Company;
- Utilize the assistance and support of Company personnel, the Employer and their coordinated structure for health and safety issues at work, or external consultants for particularly complex issues or those requiring specific expertise (e.g., environmental matters);
- Conduct investigations, directly or through others, into the truth and validity of reports received, and propose, to the corporate bodies responsible for adopting any measures, the imposition of penalties provided for in section four of the Model for verified violations;
- Conduct targeted, periodic, or impromptu checks on specific operations or acts performed in the areas of activity identified as potentially at risk for the commission of crimes;
- Define with functional managers the tools for implementing the Model, verifying their adequacy;
- Prepare an annual report on the activities carried out;
- Report any violations of the Model, deemed founded, to the Board of Directors;
- Immediately report any violations of the Model by the entire Board of Directors or one or more Directors, deemed founded, to the Board of Statutory Auditors.

To carry out the aforementioned tasks, the Supervisory Body is endowed with the following powers:

- Issue orders and service instructions to regulate its activities and prepare and update the list of information that must be provided by the corporate functions;
- Access, without prior authorization, any document or information relevant to the performance of the functions assigned to it under Legislative Decree

231/2001;

- Instruct the heads of corporate functions, and in any case all Recipients, to promptly provide the information, data, and/or news requested to verify the effective implementation of the Model;
- Conduct investigations into reports received to verify whether they constitute violations of the Code of Ethics and/or the Model and to ascertain their validity, reporting, following the investigations carried out, to the competent Function or Board of Directors, depending on the corporate role of the person responsible for the violation, whether it is appropriate to initiate a disciplinary procedure or take appropriate sanctions;
- Report to the Functions and corporate bodies the opportunity to initiate sanctioning procedures following the verification of Model violations;
- Obtain information regarding the outcomes of disciplinary procedures or sanctions taken by the Company for verified violations of the Code of Ethics and/or the Model, and, in case of archiving, request the reasons;
- Rely on external consultants with proven professionalism when necessary to carry out verification activities or to update the Model.

The Board of Directors assigns the Supervisory Body a budget adequate to its functions, as proposed by the Body itself. The Body independently decides on the expenses to be incurred.

### **3.3 REPORTING BY THE SUPERVISORY BODY**

As mentioned above, to ensure full autonomy and independence in the performance of its functions, the Supervisory Body reports directly to the Company's Board of Directors. Specifically, the Supervisory Body reports to both the Board of Directors and the Board of Statutory Auditors on the status of the Model's implementation and the results of the monitoring activities, in the following ways:

- Annually, through a written report that outlines the monitoring activities performed, any critical issues identified, and any corrective and/or

improvement measures recommended for the implementation of the Model.

- In relation to the Board of Statutory Auditors, as deemed necessary, especially concerning presumed violations committed by top management or members of the Board of Directors, while allowing the Board of Statutory Auditors to request information or clarifications regarding the reported violations or the activities of the Supervisory Body in general.

The Supervisory Body may be convened at any time by either the Board of Directors or the Board of Statutory Auditors, and in turn, the Body may request to be heard by these bodies if it considers it necessary to report on matters related to the functioning and effective implementation of the Model or in relation to specific situations.

The activities of the Supervisory Body will be documented through meeting minutes and kept in the Body's records, respecting the principle of confidentiality of the data and information contained therein, as well as applicable legal provisions on the handling of personal data.

To ensure proper and effective information flow, and to fully and correctly perform its duties, the Supervisory Body is also entitled to request clarifications or information directly from individuals with primary operational responsibilities.

### **3.4. INFORMATION FLOWS TO THE SUPERVISORY BODY**

Legislative Decree 231/2001 states, among the requirements that the Model must meet, the establishment of specific information obligations toward the Supervisory Body by corporate functions, aimed at enabling the Body to perform its monitoring duties.

To this end, the following information must be communicated to the Supervisory Body:

- On a periodic basis, the information, data, news, and documents previously identified by the Supervisory Body and formally requested from corporate functions (i.e., information flows), according to the procedures and timing defined by the Body itself.
- Within the scope of the Supervisory Body's monitoring activities, any information, data, news, or documents deemed useful or necessary for



conducting these checks, previously identified by the Body and formally requested from the individual Departments/Functions.

- On an occasional basis, any other information of any nature regarding the implementation of the Model in areas of activity at risk of crime, as well as compliance with the provisions of the Decree and the Code of Ethics, which may be useful for the fulfillment of the Supervisory Body's tasks (i.e., reports).

The Company has entrusted the Supervisory Body, with the support of the internal Contact Person ("231 Contact Person"), with the role of managing reports submitted under the Whistleblowing law. In this regard, and in line with current regulations and best practices, whistleblowers are individuals from top management or subordinates, as well as third parties, who witness unlawful or irregular conduct, including:

- Employees with fixed-term or permanent contracts, including interns, apprentices, trainees, collaborators, and temporary workers.
- Former employees (if the events occurred during their employment).
- Potential candidates for employment.
- Shareholders.
- Members of the Board of Directors.
- Suppliers of goods and services, including their employees.

Customers, including their employees. Whistleblowers may report any information relating to behaviors that may constitute violations of the Decree, the Model, or the Code of Ethics, as well as specific criminal offenses of which they have knowledge. Specifically:

- Conduct or situations that are contrary to the values and principles defined in the Code of Conduct, the 231 Organizational Model, applicable regulations, and/or Company policies and procedures.
- An offense or a crime under Legislative Decree 231.

Geovita aims to promote a corporate culture in which whistleblowers feel comfortable reporting potential misconduct without fear of any direct or indirect retaliatory action due to a report ("Retaliation"). However, in certain



circumstances, a whistleblower may not benefit from the previously described protection if they publicly disclose their report (e.g., to the press), if:

- The Company has taken appropriate measures in response to the report within ninety days of the report's submission.
- There are no reasonable grounds to believe that the facts reported could pose an imminent or apparent danger to the public interest, such as in the case of an emergency or the risk of irreversible harm.

Furthermore, the unlawful use of whistleblowing channels may result in the whistleblower losing the protections provided, as well as facing disciplinary action and legal consequences (e.g., a report made with the intent to harm someone, deliberately false statements, etc.).

The Supervisory Body, with the support of the 231 Contact Person, will ensure the confidentiality of the information it receives and its sources. The Company, on its part, will not take any actions that could be classified as retaliatory (such as disciplinary sanctions, demotion, suspension, or dismissal) or discriminatory, against personnel who have, in good faith, reported events or situations that lead them to believe that a violation of the Model, the Code of Ethics, protocols, or the applicable legislation on corporate administrative liability may have occurred.

In compliance with the applicable legislation (pursuant to Article 6, paragraph 2-bis, of Legislative Decree 231/01 and Article 4 of Legislative Decree 24/2023), whistleblowers may submit their reports via the whistleblowing platform adopted by the Company, which also provides a voice channel for oral reports. Reports made via the platform are notified by email to the 231 Contact Person, who is responsible for informing the Supervisory Body, which will proceed, within the limits of the law, with managing the reports received.

Reports must be specific, not generic, and should describe the events and individuals subject to the report in a detailed manner. They must also provide useful elements to allow the necessary and appropriate checks to be carried out to verify the accuracy of the report.

The Supervisory Body, together with the 231 Contact Person, may disregard reports that lack any substantive supporting evidence, are excessively vague or poorly detailed, or have an obviously defamatory or slanderous content.

The Supervisory Body, with the support of the 231 Contact Person, evaluates the reports it receives and may, if deemed appropriate, summon both the whistleblower to obtain additional information and the alleged perpetrator of the

violation, and will also initiate all checks and investigations necessary to ascertain the validity of the report.

Once the validity of the report has been confirmed, the Supervisory Body:

- For violations committed by employees, immediately notifies the Chief Executive Officer in writing, initiating the necessary disciplinary actions.
- For violations of the Model and/or Code of Ethics considered founded, committed by the Company's Directors, immediately notifies the Board of Directors and the Board of Statutory Auditors.
- For violations of the Model and/or Code of Ethics considered founded, committed by top management, immediately notifies the Board of Directors.

In addition to the information mentioned above, the following must also be communicated:

- Measures and/or news from judicial police authorities or any other authority, including administrative ones, involving the Company or top management, from which it is clear that investigations are being conducted, even against unknown individuals, for the crimes referred to in Legislative Decree 231/2001, subject to confidentiality and secrecy obligations imposed by law.
- Requests for legal assistance submitted by managers and/or employees in the event of the initiation of legal proceedings for crimes included in Legislative Decree 231/2001 and committed in the course of their work activities.
- Changes in the delegation and proxy system, statutory changes, or changes in the organizational structure.
- Notice of disciplinary sanctions imposed for violations of the Model.
- Reporting of serious injuries (negligent homicide or serious or very serious negligent injuries, or in any case any injury of significant relevance, even criminally, i.e., with a prognosis of more than 40 days) involving employees or collaborators, and more generally, anyone with access to the Company's premises.
- Alleged violations of the Code of Ethics.

The Supervisory Body, with the support of the Company, defines the methods for transmitting information, notifying the corporate functions responsible for submitting such information. All information, documentation, including reports provided by the



Model, and reports collected by the Supervisory Body with the support of the 231 Contact Person must be kept in a dedicated archive at the Company's headquarters.

## SECTION FOUR

### 4. DISCIPLINARY SYSTEM

The definition of a disciplinary system applicable in the case of violation of the provisions of this Model is a necessary condition to ensure the effective implementation of the Model itself, as well as an essential prerequisite for allowing the Company to benefit from exemption from administrative liability.

The application of disciplinary sanctions is independent of the initiation and outcome of any criminal proceedings that may be initiated if the violation constitutes a relevant offense under Legislative Decree 231/2001.

The sanctions imposed vary according to the nature of the relationship between the violator and the Company, as well as the significance and gravity of the violation committed and the role and responsibility of the violator. In general, violations can be categorized into the following behaviors and classified accordingly:

- a) Behaviors constituting a negligent failure to implement the provisions of the Model or the Code of Ethics, including directives, procedures, or instructions;
- b) Behaviors constituting an intentional violation of the provisions of the Model or the Code of Ethics, which compromise the trust relationship between the violator and the Company, as they are clearly aimed at committing a crime.

The severity of the conduct is further determined by the circumstances under which the fact was committed and by the following subjective factors:

- The commission of multiple violations with the same behavior;
- Recidivism of the agent;
- The hierarchical and/or technical level of responsibility of the person involved in the contested conduct;
- Shared responsibility with other individuals involved in the violation of the procedure.

The disciplinary process is in any case entrusted to the Company Management and the competent corporate bodies.

#### **- Sanctions for Employees**



For employees, the Company must respect the limits set by Article 7 of Law 300/1970 (Statute of Workers) and the provisions of the national collective labor agreements for employees of the food industry concerning the applicable sanctions and the modalities for exercising disciplinary power.

Non-compliance by employees with the provisions of the Model, as well as the principles of the Code of Ethics, constitutes a breach of the duties arising from the employment relationship under Article 2104 of the Civil Code and a disciplinary offense as regulated by the relevant collective labor agreements.

More specifically, the adoption by a Company employee of behavior that qualifies as a disciplinary offense, as outlined in the previous paragraph, also constitutes a violation of the employee's obligation to perform their duties with the utmost diligence, adhering to the Company's directives, as provided for by the applicable National Collective Labor Agreement ("CCNL").

The disciplinary infractions of employees can be sanctioned according to the severity of the violations with the following disciplinary measures, according to the CCNL:

- i) Verbal reprimand;
- ii) Written reprimand;
- iii) Fine not exceeding the amount of three hours of overall remuneration (base salary and cost-of-living allowance);
- iv) Suspension from service and pay for a period not exceeding three days;
- v) Dismissal.

To clarify the correlation criteria between violations and disciplinary measures, the following points are specified:

- i) A verbal reprimand is imposed on the employee who:
  - Negligently violates the provisions of the Code of Ethics or, in carrying out activities in at-risk areas, behaves in a manner inconsistent with the provisions of the Model, provided the violation has no external significance;
- ii) A written reprimand is imposed on the employee who:
  - Repeats the commission of offenses for which a verbal reprimand is applicable within two years;
  - Negligently violates the provisions of the Code of Ethics or, in carrying out activities in at-risk areas, behaves in a manner inconsistent with the Model, provided the violation has external significance.

iii) The disciplinary measure of a fine not exceeding the amount of 3 hours of gross pay will be applied if the employee:

- is a repeat offender, within two years, in committing infractions for which a written reprimand is applicable;
- for the level of hierarchical or technical responsibility, or in the presence of aggravating circumstances, undermines the effectiveness of the Model with behaviors such as:
  - failure to comply with the obligation to inform the Supervisory Body;
  - repeated failure to comply with the requirements provided in the Model.

iv) The disciplinary measure of suspension from work and pay for the period provided by the National Collective Labour Agreement (CCNL) applies to the employee who:

- is a repeat offender, within two years, in committing infractions for which a fine not exceeding the amount of three hours of gross pay is applicable;
- violates company procedures regarding behaviors to be adopted in the execution of Duties and relations with Public Entities, including during inspections and compliance with environmental management procedures;
- violates the provisions regarding signing authority and the delegation system;
- makes false or unfounded reports related to violations of the Model and the Code of Ethics.

v) The disciplinary measure of dismissal, in the manner provided by the CCNL, applies to the employee who:

- fraudulently evades the prescriptions of the Model through conduct unequivocally aimed at committing one of the crimes included in Legislative Decree 231/2001;
- violates the internal control system by withholding, destroying, or altering documentation, or by preventing access to information and documentation by the persons responsible, including the Supervisory Body, in such a way as to prevent the transparency and verifiability of the same.

The Company may not take any disciplinary action against the employee without complying with the procedures provided in the CCNL for each specific case.

The principles of correlation and proportionality between the violation committed and the sanction imposed are ensured by adhering to the following criteria:

- the seriousness of the violation committed;
- the employee's position, role, responsibility, and autonomy;
- the predictability of the event;
- the intentionality of the behavior or the degree of negligence, recklessness, or inexperience;
- the overall behavior of the person committing the violation, considering the presence or absence of previous disciplinary actions within the terms provided by the CCNL;
- other particular circumstances that characterize the violation.

The existence of a sanctioning system related to non-compliance with the provisions of the Model and the documentation that forms part of it must necessarily be communicated to employees through the means deemed most appropriate by the Company.

#### ***- Measures for Employees in Managerial Positions***

The failure of managers to comply with the provisions of the Model as well as the principles of the Code of Ethics, including the violation of reporting obligations to the Supervisory Body, results in the application of sanctions according to collective bargaining and applicable legal frameworks.

In cases of serious violations, the Company may proceed with the early termination of the employment contract without notice, pursuant to Article 2119 of the Civil Code.

#### ***- Measures for Employees Subject to Direction or Supervision***

The failure of employees under the direction or supervision of the Company's senior management to comply with the provisions of the Model and the principles of the Code of Ethics, including the violation of reporting obligations to the Supervisory Body, results in the termination of the relevant contract, in accordance with what is stipulated in the specific contractual relationship. The Company also reserves the right to seek compensation for damages resulting from these behaviors, including damages arising from the application of the sanctions set out in Legislative Decree 231/2001.

### **- Measures Against Directors**

In the case of an identified violation of the provisions of the Model and/or the principles of the Code of Ethics by one or more members of the Board of Directors, the Supervisory Body promptly informs the entire Board of Directors so that it may take appropriate and adequate actions, based on the severity of the violation and in accordance with the powers granted by the applicable laws and the Company's bylaws.

In the case of an identified violation of the provisions of the Model or the principles of the Code of Ethics by the entire Board of Directors, the Supervisory Body immediately informs the Shareholders so that they may take the necessary steps.

### **- Measures Against Senior Management**

In any case, the violation of the specific duty of supervision over subordinates by senior management members who hold administrative and representative roles will result in the Company taking appropriate disciplinary actions. These actions will depend on both the nature and gravity of the violation and the position of the senior management member responsible for the breach.

### **- Measures Against Statutory Auditors**

If the violation of the Model is attributable to one or more statutory auditors, the Supervisory Body immediately informs the Board of Statutory Auditors and the Board of Directors.

The Board of Statutory Auditors, after conducting appropriate additional investigations and possibly hearing the auditor to whom the violation is attributed, will take appropriate actions, consulting the Board of Directors, according to Article 2407 of the Civil Code.

If the violation is of such gravity as to undermine the trust of the Company in the statutory auditor (as provided for by Article 2392 of the Civil Code), the Board of Directors will call a Shareholders' Meeting, proposing appropriate measures in accordance with Article 2383, paragraph 3 of the Civil Code.

The resolutions of the Board of Directors and the Shareholders' Meeting will be communicated in writing to the Supervisory Body and the concerned party.

### **- Measures Against Partners and External Collaborators**





Compliance with the Model is also ensured through the inclusion of contractual clauses requiring external collaborators, consultants, and business partners to adhere to the principles of the Code of Ethics and, where possible, specific procedures related to the activities carried out. Failure to comply may result in the Company's right to withdraw from or terminate the contract.

In cases where a violation falling under the scope of Legislative Decree 231/2001 is committed by a freelancer, supplier, or other party involved in a contractual relationship with the Company, the penalty will be the termination of the contract under the applicable contractual clauses and legal provisions. If necessary, the matter may be reported to the appropriate authorities.

## SECTION FIVE

### 5. DISSEMINATION OF THE MODEL

The Company, aware of the importance that information and training aspects have from a preventive perspective, defines a communication and training program aimed at ensuring that Recipients are informed about the adoption of the Model and the Code of Ethics, as well as the dissemination of the main contents of the Decree and the obligations deriving from it, the provisions of the Model, and the behavioral rules of the Code of Ethics.

Training and communication are central tools in the dissemination of the Model and the Code of Ethics adopted by the company, and they serve as essential vehicles for the regulatory system that all employees, suppliers, clients, and collaborators are required to know, observe, and respect in the exercise of their respective functions.

Training activities for personnel are organized with different levels of detail based on the varying degree of employee involvement in activities identified as at risk of crime. In any case, training is delivered with differentiated content and dissemination methods depending on the qualifications of the Recipients, the risk level of the area in which they operate, and whether they hold roles of representation, administration, and management at Geovita.

The training activities involve all current personnel, as well as all resources that are, from time to time, integrated into the organization. Therefore, training must be planned and carried out at the time of hiring, in case of changes in duties, as well as following updates and/or modifications to the Model. Participation in these training activities is a specific obligation for all Recipients of this model.

Regarding the dissemination of the Model and the Code of Ethics, the Company commits to:

- Sending a communication to all personnel regarding the adoption of these documents by the Board of Directors;
- Publishing the Model and the Code of Ethics on the company's intranet and/or notice boards, or using any other communication tools deemed appropriate for this purpose;
- Organizing training activities conducted by adequately qualified personnel



aimed at spreading knowledge of Legislative Decree 231/2001, the provisions of the Model, the Code of Ethics, and the control protocols, as well as planning training sessions for staff in case of updates or changes to the Model in the most appropriate ways;

- Verifying the actual participation of all Recipients of this Model in the aforementioned training activities and ensuring that they acquire the knowledge imparted during such activities.

The Company also promotes awareness and compliance with the Code of Ethics and the Model among commercial and financial partners, consultants, collaborators of various kinds, clients, and suppliers, who are provided with both documents through the communication channels used by the Company, as mentioned above.

Documentation relating to the information and training activities is maintained by the Human Resources Department and made available for consultation by the Supervisory Body and anyone else authorized to review it.

## **SECTION SIX**

### **6. ADOPTION AND UPDATE OF THE MODEL**

It is the responsibility of the Board of Directors of the Company to update, adapt, and make any other modifications to the Model in response to:

- Significant violations of the provisions of the Model;
- Identification of new sensitive activities related to the start of new activities by the Company or changes to those previously identified;
- Changes in the Company's organizational structure;
- Identification of potential areas for improvement in the Model identified by the Supervisory Body as a result of periodic verification and monitoring activities;
- Legislative changes and doctrinal and jurisprudential developments concerning the administrative liability of entities.

The Supervisory Body, on the other hand, is responsible for verifying the necessity or opportunity to update the Model and for promoting this need to the Board of Directors.

The Supervisory Body, within the scope of the powers granted to it in accordance with Articles 6, paragraph 1(b), and Article 7, paragraph 4(a) of the Decree, is responsible for making proposals to the Board of Directors regarding the updating and adaptation of this Model.

In any case, the Model must be promptly amended and integrated by the Board of Directors, also based on the proposal of and in consultation with the Supervisory Body, when:

- Evasions of the Model's provisions have demonstrated its ineffectiveness or inconsistency in preventing offenses;
- Significant changes occur in the internal structure of the Company or in the way business activities are conducted;
- Legislative changes occur.

Modifications, updates, and integrations to the Model must always be communicated to the Supervisory Body.

The control protocols adopted, which are an integral part of this Model, are modified based on requests from the Business Function responsible for the specific protocol if there are changes in legislation, the organizational structure, or the Company's business model that require an update to the protocol.



The Supervisory Body is constantly informed of updates to existing protocols and the implementation of new ones.