



**Organizational, management and control model
pursuant to Legislative Decree 8 June 2001 no. 231**

Special Part

approved by the Board of Directors on February 16th 2011

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OBJECTIVES AND STRUCTURE OF THE SPECIAL PART

The Special Part of the Model defines the codes of conduct and the criteria for defining the organizational, management and control rules that must guide the Company and all Addressees in carrying out activities during which Potential Offenses may be committed.

After a self-assessment process, the following categories are deemed to be potentially relevant:

- offenses against the Public Administration (articles 24 and 25 of the Decree);
- computer crimes and illegal data handling (article 24-bis of the Decree);
- crimes regarding counterfeiting of money, instruments of public credit and tax stamps, and instruments or signs of identification (article 25-bis of the Decree);
- crimes against industry and against business (article 25-bis1 of the Decree);
- corporate crimes (article 25-ter of the Decree);
- terrorist offenses and offenses aimed at the subversion of established law and order (article 25-quater of the Decree);
- crimes against the individual (article 25-quinquies of the Decree);
- crimes relating to occupational health and safety (article 25-septies of the Decree);
- receiving and money laundering (article 25-octies of the Decree)
- intellectual property crimes (article 25-novies of the Decree).

As regards the other offenses identified by the Decree, that is to say:

- organized criminal acts (article 24-ter of the Decree);
- female genital mutilation (article 25-quater 1 of the Decree);
- crimes of market abuse (article 25-sexies of the Decree);
- inducing others not to issue statements or issue deceitful statements to the Judicial Authorities (article 25-novies of the Decree);
- transnational crimes covered by the United Nations Convention against Organized Crime and its Protocols (article 10 of Law 16 March 2006, no. 146),

we have deemed that the specific activities carried out by the Company do not involve risk profiles such as to reasonably envisage the possibility of their commission in its interest or to its benefit. In this regard, reference to the principles contained in this General Part of the Model and in the Code of Conduct, which bind the Addressees to comply with the values of solidarity, morality, lawfulness and fairness, is deemed to be exhaustive.

The general exposure to the above risks of offenses will be reviewed in the future using new Risk Self-Assessment procedures. The mentioned Sensitive Activities will be identified through that procedure, which involves interviewing the Heads of the organizational units and the completion of self-assessment questionnaires. The related documents shall be available to the OV and provide an instrument to plan and execute supervisory activities.

1. CRIMES AGAINST THE PUBLIC ADMINISTRATION

Article 24 of the Decree, “Embezzlement, improper obtainment of grants, loans or other funds, fraud or IT fraud to the detriment of the Italian State or public entity”, states:

1. *In relation to the commission of the crimes contemplated in articles 316-bis, 316-ter, 640, clause 2, no. 1, 640-bis and 640-ter of the Penal Code, if committed to the detriment of the Italian State or of another public entity, the offender is fined with up to five hundred quotas.*
2. *If, as a consequence of the commission of offenses contemplated in clause 1, the Entity has obtained a considerable profit or particularly serious damages were incurred, the fine ranges from two hundred to six hundred quotas.*
3. *The restraining sanctions envisaged in article 9, clause 2, sub-clauses c), d), and e) apply in the above cases.*

The following crimes contemplated in the Penal Code are committed:

- Fraud to the detriment of the Italian State or of another public entity;
- Aggravated fraud aimed at obtaining public funding from the Italian State, other public entities or the European Community;
- Improper obtainment of public funding to the detriment of the Italian State, other public entities or the European Community;
- Embezzlement of public funds to the detriment of the Italian State, other public entities or the European Community;
- Computer fraud to the detriment of the Italian State or of another public entity.

Below is a list of the articles of the Penal Code which assist in understanding each crime:

Article 640 Fraud

Any person, who employs artifices or expedients in order to mislead others and obtains for him/herself or others an unfair profit to the detriment of others, shall be subject to between six months and three years’ imprisonment and a fine ranging from one hundred thousand Lire (€ 51.65) to two million Lire (€ 1,032.91).

The penalty shall be from one to five years imprisonment and a fine ranging from six hundred thousand Lire (€309.87) to three million Lire (€ 1,549.37):

- 1) *if the fact is committed to the detriment of the Italian State or of another public entity or with the pretext of exempting any person from military service;*
- 2) *if the fact is committed by instilling in the victim the fear of an imaginary danger or mistaken conviction of having to carry out an order of the Authorities.*

The crime is punishable following legal action initiated by the plaintiff, unless there is one of the circumstances contemplated in the paragraph above or another aggravating circumstance.

Article 640-bis Aggravated fraud aimed at obtaining public funding

The penalty shall be a term of imprisonment from one to six years and official proceedings are mandatory if the fact contemplated by article 640 regards grants, loans, subsidized loan or other funding of this type however called granted or provided by the Italian State, other public entities or the European Community.

Article 316-ter Improper obtainment of public funding to the detriment of the Italian State

Unless the fact is a crime contemplated by article 640-bis, any person who uses or presents statements or documents that are untrue or state falsities, or omits required information, to improperly obtain for himself or for others, grants, loans, subsidized loan or other funding of this type however called granted or provided by the Italian State, other public entities or the European Community shall be subject to imprisonment from six months to three years.

If the amount improperly obtained is equal to or less than seven million seven hundred and forty five thousand Lire (€ 3,999.96), only an administrative sanction is applied, with a fine ranging from ten to fifty million Lire. The fine shall not however be in excess of three times the amount of the benefit obtained.

Article 316-bis Embezzlement of public funds to the detriment of the Italian State

Any person, outside the Public Administration, having obtained from the Italian State, another public entity or the European Community grants, subsidies or loans aiming to promote construction projects or activities of public interest, does not use them for those purposes shall be subject to imprisonment from six months to four years.

Article 640-ter Computer fraud

Any person, who alters in any manner the functioning of a computer or IT system or interferes in any manner with data, information or programs contained in a computer or IT system, or related thereto, obtaining for himself or for others an unfair profit to the detriment of others, shall be subject to a term of imprisonment ranging from six months to three years and a fine ranging from one hundred thousand Lire (€ 51.65) to two million Lire (€ 1,032.91).

The penalty shall be a term of imprisonment from one to five years and a fine ranging from six hundred thousand Lire (€ 309.87) to three million Lire (€1,549.39) if there are any of the circumstances envisaged in clause two no. 1) of article 640, or if the fact is committed while abusively acting in the quality of systems operator.

The crime is punishable following legal action initiated by the plaintiff, unless there is a situation contemplated by clause two or another aggravating circumstance.

Article 25 of the Decree, "Extortion and Corruption", states:

- 1. In relation to the commission of the crimes contemplated by articles 318, 321 and 322, clauses 1 and 3, of the Penal Code, a fine of up to two hundred quotas shall be applied.*
- 2. In relation to the commission of the crimes contemplated by articles 319, 319-ter, clause 1, 321, 322, clauses 2 and 4, of the Penal Code, a fine ranging from two hundred to six hundred quotas shall be applied to the entity.*
- 3. In relation to the commission of the crimes contemplated by articles 317, 319, aggravated pursuant to article 319-bis when, as a consequence of the crime, the entity has obtained a substantial profit, 319-ter, clause 2, and 321 of the Penal Code, a fine ranging from three hundred to eight hundred quotas shall be applied to the entity.*
- 4. The fines contemplated for the crimes indicated in clauses from 1 to 3, apply to the entity even when such crimes were committed by persons indicated in articles 320 and 322-bis.*
- 5. If sentenced for one of the crimes indicated in clauses 2 and 3, the restrictive sanctions contemplated by Article 9, clause 2, shall be applied for a period of no less than one year.*

Below is a list of the articles of the Penal Code which govern the crimes in question:

Article 317 Extortion

Any public official or person in charge of a public service who, abusing his role, forces or induces someone to unduly give or promise money or other assets to him/herself or to a third party, shall be subject to a term of imprisonment from four to twelve years.

Article 318 Corruption in the performance of official duties

Any public official, who, in the performance of his duties, receives or accepts the promise of undue payments in money or in kind, for himself or for a third party, shall be subject to a term of imprisonment from six months to three years.

Article 319 Corruption in the performance of acts in conflict with official duties

Any public official, who omits or delays or for having omitted or delayed an official duty, or performs or for having performed an act in conflict with official duties, receives or accepts the promise of undue payments in money or in kind, personally or for a third party, shall be subject to a term of imprisonment from two to five years.

Article 319-bis Aggravating circumstances

The penalty is increased if the fact contemplated by article 319 involves the granting of public employment, salaries or pensions, or the signing of agreements involving the administrative unit the public official belongs to.

Article 320 Corruption of a person in charge of a public service

The provisions of article 319 also apply to a person in charge of a public service; those contemplated by article 318 also apply to a person in charge of a public service, if that person is a public employee.

Article 321 Penalties for the corruptor

The penalties established in clause one of article 318, in article 319, in article 319-bis, in article 319-ter and in article 320 in relation to the cases contemplated in articles 318 and 319, also apply to any person who gives or promises a public official or a person in charge of a public service the money or other asset.

Article 319-ter Corruption in judicial proceedings

If the facts indicated in articles 318 and 319 are committed to favor or damage a party in a civil, criminal or administrative proceeding, the penalty shall be a term of imprisonment from three to eight years.

If the fact gives rise to an improper conviction to imprisonment for no longer than five years, the penalty shall be from four to twelve years imprisonment; if it gives rise to an improper conviction to imprisonment for longer than five years or to life imprisonment, the penalty shall be from six to twenty years imprisonment.

Article 322 Inducement to corruption

Any person, who offers or promises money or other asset to a public official or to a person in charge of a public service, if that person is a public employee, as an inducement to perform an official duty and that offer or promise is not accepted, is subject to the punishment established in clause one of article 318, reduced by one third.

If the offer or promise is to induce a public official or to a person in charge of a public service to omit or delay an official act, or to perform an act in conflict with official duties and that offer or promise is not accepted, the offender is subject to the punishment established in article 319, reduced by one third.

The punishment contemplated in clause one shall apply to a public official or to a person in charge of a public service, if that person is a public employee and solicits the promise or giving of money or other asset from an individual for the ends indicated in article 318.

The punishment contemplated in clause two applies to a public official or to a person in charge of a public service who solicits the promise or giving of money or other asset from an individual for the ends contemplated by article 319.

Article 322-bis Misappropriation of public funds, extortion by individuals in the performance of public service, corruption and incitement to the corruption of members of European Community institutions, officers of the European Community or other foreign States.

The provisions of articles 314, 316, from 317 to 320 and 311, clauses three and four, also apply to:

- 1) members of the European Commission, of the European Parliament, of the European Court of Justice and the European Court of Auditors;*
- 2) civil servants and agents employed on contract at the conditions of the statute for civil servants of the European Community or the conditions applicable to agents of the European Community;*

- 3) *the persons delegated by Member States or any public or private entity of the European Communities, who perform functions corresponding to those of the officers or agents of the European Communities;*
- 4) *the members and employees of entities constituted on the basis of the founding treaties of the European Community;*
- 5) *any person, in the ambit of other member States of the European Community, who engages in functions or activities equivalent to those performed by public officers and of the persons in charge of a public service.*

The provisions of articles 321 and 322, clauses one and two, shall apply even if the money or other asset is given, offered or promised to:

- 1) *the persons indicated in clause one of this article;*
- 2) *persons who engage in functions or activities equivalent to those performed by public officers and persons in charge of a public service in a foreign State not belonging to the European Community or in an international public organization, if the act is committed to obtain for themselves or others an undue advantage in international business transactions.*

The persons indicated in clause one are equivalent to public officers, if they carry out corresponding duties, and to persons in charge of a public service in all other cases.

In order to understand the risks of commission of the above crimes and to better assess the areas of the company organization in which these acts may be committed, it should be stated that criminal law commonly considers any legal person who acts in the public interest and engages in legislative, judicial or administrative activities regulated by public law or by delegated authority to be an "**Entity of the Public Administration**". For example, the following entities or categories of entities may be considered part of the PA:

- Central and peripheral government offices, Agencies of the Italian State (i.e. Ministries, Departments, the Chamber of Representatives, the Senate, Presidency of the Council of Ministers, Tax Agencies, etc.)
- Authorities (Antitrust authority, Communications regulatory authority, Gas and electricity authority, Data protection authority, Consob, Banca d'Italia, ISVAP, etc.)
- Regions, Provinces, Municipalities
- Chambers of Commerce and their associations
- Public non-profit entities
- European Community public institutions (the European Commission, the European Parliament, the European Court of Justice and the European Court of Auditors)

In order to understand the risks of extortion and corruption and better assess the areas of the organizational structure within which these offenses may be committed, the following needs to be made clear:

- a "**Public official**" means any person (a public or private employee) who can or should, within the framework of the authority granted under public law, shape or express the will of the PA or exercise powers of authorization or certification;
- a "**Person in charge of a Public Service**" means any person, albeit performing an activity regulated by public law, who lacks the typical powers thereof, in that he/she performs simple, ordinary tasks or provides merely material work.

1.1. THE MAIN SENSITIVE ACTIVITIES IN REGARD TO ARTICLES 24 AND 25 OF THE DECREE

Regarding the risk of commission of crimes indicated in articles 24 and 25, as a result of the internal risk assessment performed by interviews and questionnaires, supported by external consultants, the Company assesses the following main activities as “sensitive”:

OMISSIS

1.2. PRINCIPLES OF CONDUCT

All Addressees, as identified in the General Part, shall adopt rules of conduct that comply with the following principles when carrying out any of the instrumental and/or Sensitive Activities mentioned in the previous paragraph, in order to prevent the occurrence of crimes against the PA relevant to the Company and contemplated in the Decree.

The principles identified in the Company Code of Ethics in the part involving relations with the PA, which are herein referred to in full, are a prerequisite and an integral part of the principles of conduct of this paragraph, and of the criteria to define the preventive procedures contemplated in the following paragraph.

Specifically, **all Addressees are prohibited** from:

- engaging in relations with the PA, either representing or on behalf of the Company, without a specific delegation of authority of signature powers of the Company itself for reasons other than professionally and unrelated with the functions and duties assigned;
- using, in the management of relations with the PA, any preferential routes or personal acquaintances, even if acquired outside the professional sphere, in order to influence decisions, or to obtain specific information on future developments, the disbursements of public grants/loans, and/or similar information;
- offering money or other assets to public officers or persons in charge of Public Service or bodies or officials of the Judicial Authority in order to influence their discretionary powers, freedom of judgment or to induce them to provide any advantage to the Company, or to obtain specific information on future developments, the disbursements of public grants/loans, and/or similar information, unless it involves gifts or presents normally accepted in the ordinary course of business, or as a courtesy or company procedure;

OMISSIS

- present statements, communications or documents containing untrue, misleading or partial information to the PA, or omit information, in order in order to obtain favorable decisions from the PA (for example, concessions or authorizations, public funding, grants or subsidized loans, or following the request for information by Supervisory Authorities or regulatory bodies);

OMISSIS

- during purchasing activities, favor suppliers and sub-contractors that are indicated by them as a condition for the subsequent continuation of the activities they are assigned to (for example, granting of a subsidized loan or a license).

In general, the Company allows the offering of gifts and business courtesies albeit of a modest value and, in all cases, such as to not compromise the integrity and reputation of the parties and to never be interpreted by an impartial third party observer as a means to obtain undue advantages and favors.

It is also prohibited to accept gifts, goods or other assets which may be valued financially, with the exception of usual gifts of modest value, from parties with whom relations connected with the carrying out of one’s work duties at the Company are ongoing or may be engaged.

OMISSIS

All operations relating to the Sensitive Activities in regard to articles 24 and 25 of the Decree must **have a Person in charge** of carrying out the operations.

OMISSIS

All operations relating to the Sensitive Activities in regard to articles 24 and 25 of the Decree are regulated by the following **principles of prevention and control**:

- every company operation and/or transaction must be authorized, consistent, documented, motivated, recorded and verifiable in every moment;

OMISSIS

- all Addressees who, even personally, in relation to work, are under investigation or receive notices to appear, and/or those notified of other judicial proceedings, shall promptly inform the OV of the Company.

The following **specific measures of prevention and control** have been identified for the management of relations with representatives of the PA or persons in charge of Public Service:

- all relations are governed by the Code of Ethics adopted by the Company;

OMISSIS

The OV ensures that the procedures implementing the above prevention procedures are consistent with the principles and limits contained therein. The OV proposes any changes and additions to the above limits and the related implementation procedures.

2. COMPUTER CRIMES AND ILLEGAL DATA HANDLING

Article 24-bis of the Decree states:

1. *In relation to the commission of the crimes contemplated by articles 615-ter, 617-quater, 617-quinquies, 635-bis, 635-ter, 635-quater and 635-quinquies of the Penal Code, the entity is fined from one hundred to five hundred quote.*
2. *In relation to the commission of the crimes contemplated by articles 615-quater and 615-quinquies of the Penal Code, the entity is fined up to three hundred quotas.*
3. *In relation to the commission of the crimes contemplated by articles 491-bis and 640-quinquies of the Penal Code, without prejudice to the provisions of article 24 of this decree for cases of computer fraud to the detriment of the Italian State or other public entity, the entity is fined up to four hundred quotas.*
4. *If convicted for one of the crimes indicated in clause 1, the restraining sanctions contemplated by article 9, clause 2, sub-clauses a), b) and e) apply. If convicted for one of the crimes indicated in clause 2, the restraining sanctions contemplated by Article 9, clause 2, sub-clauses b) and e) apply. If convicted for one of the crimes indicated in clause 3, the restraining sanctions contemplated by article 9, clause 2, sub-clauses c), d) and e) apply.*

The following crimes contemplated in the Penal Code are committed:

- Unlawful access to an information or computer system;
- Interception, impediment or unlawful interruption of information or computer communications;
- Installation of equipment aimed at intercepting, impeding, or interrupting information or computer communications;
- Damage to information, data and IT programs;
- Computer fraud;
- Damage to information or computer systems;
- Damage to information or computer systems of public utility;
- Unlawful possession and dissemination of information or computer systems' access codes;
- IT documents;
- Computer fraud by the subject providing electronic signature certification services.

Below is a list of the articles of the Penal Code which assist in understanding each crime:

Article 615-ter. Unlawful access to an information or computer system.

Any person gaining unauthorized access to an information or computer system i.e., against the express or tacit will of the party having the right to exclude such person, is punished with up to three years imprisonment.

The punishment is from one to five years imprisonment:

- 1) *the act is committed by a government official or a person responsible for a public service, with abuse of authority, or in violation of the duties inherent to the function or service, or also by a person who is abusively exercising the profession of private detective, or abusively acting in the quality of systems operator;*
- 2) *the person guilty of the deed acts with violence in regard to property or persons, i.e., is clearly armed;*
- 3) *the act causes the destruction or damaging of the system or the total or partial functional interruption, or the destruction or damaging of the data, information or programs contained by the system.*

If the facts indicated in clauses one and two refer to information or computer system of military interest or relating to public order and/or safety or to health or to the civil protection or in all cases of public interest, the punishment is imprisonment from one to five years and from three to eight years, respectively

In the case contemplated by clause one, the crime is punishable following legal action initiated by the plaintiff; otherwise, official proceedings are mandatory.

Article 617-quater. Interception, impediment or unlawful interruption of information or computer communications.

Any person who fraudulently intercepts a telephone or electronic communication or conversation between third parties or whenever not addressed to him/her, or interrupts or impedes them is punished with imprisonment from six months to four years.

Unless the act constitutes a more serious offense, the same punishment applies to any person publicly disclosing, by any means of mass media, the total or partial content of the communications mentioned at the first paragraph of this article.

The crimes are punishable following legal action initiated by the plaintiff; Official action is nevertheless taken by the authorities and the term of imprisonment ranges from one to five years when the act is committed by a government official or a person responsible for a public service, with abuse of authority, or in violation of the duties inherent to the function or service, or by a person who also abusively exercises the profession of private detective.

Article 617-quinquies. Installation of equipment aimed at intercepting, obstructing, or interrupting information or computer communications.

Any person installing equipment for the interception, obstruction or interruption of the communications relative to an information or computer system or the intercommunications between more than one system, other than in those cases permitted by the law, is punished with imprisonment from one to four years.

The punishment is from one to five years imprisonment in the cases contemplated in clause four of article 617-quater.

Article 635-bis. Damage to information, data and IT programs.

Unless the act constitutes a more serious offense, any person destroying, damaging, cancelling, altering or suppressing information, data or information systems programs belonging to another party is subject, following legal action initiated by the plaintiff, to imprisonment between six months and three years. Should the circumstances contemplated in point 1) of clause two of article 635 apply i.e. if the fact is committed while abusively acting in the quality of systems operator, the punishment is from one to four years imprisonment and official proceedings are mandatory.

Article 635-ter. Computer fraud.

Unless the act constitutes a more serious offense, any person committing an act intended to destroy, damage, cancel, alter or suppress information, data or information systems programs utilized by the Italian State authorities or public service entity or related entity or, nevertheless, relating to a public utility, is subject to a sentence of imprisonment ranging from one to four years. If the act causes the destruction, damage, cancellation, alteration or suppression of the information, data, or information systems programs, the punishment from three to eight years imprisonment.

Should the circumstances contemplated by point 1) of clause two of article 635 apply i.e. if the fact is committed while abusively acting in the quality of systems operator, the punishment is increased.

Article 635-quater. Damage to information or computer systems.

Unless the act constitutes a more serious offense, any person acting in the manner described in Section 635-bis, or by the introduction or the transmission of data, information or programs destroys, damages or renders, partially or totally, useless the information or computer systems

belonging to another party, or seriously impedes the functioning of such systems is punished with from one to five years imprisonment.

Should the circumstances contemplated by point 1) of clause two of article 635 apply i.e. if the fact is committed while abusively acting in the quality of systems operator, the punishment is increased.

Article 635-quinquies. Damage to information or computer systems of public utility.

If the fact contemplated in article 635-quater aims to destroy, damage, render either totally or partially inoperable information or computer systems of public utility or to seriously impede the functioning of such systems, the punishment is from one to four years imprisonment.

If the act leads to the destruction or damaging of the information or computer system of public utility or renders it either totally or partially inoperable, the punishment from three to eight years imprisonment.

Should the circumstances contemplated by point 1) of clause two of article 635 apply i.e. if the fact is committed while abusively acting in the quality of systems operator, the punishment is increased.

Article 615-quater. Unlawful possession and dissemination of information or computer systems' access codes.

Any person obtaining, duplicating, disclosing, communicating or handing over access codes, passwords or other means of access to an information or computer system, protected by security measures or, nevertheless, providing appropriate indications or instructions for such purpose, in order to procure a benefit personally or for third parties or to cause a damage to third parties, is punished with up to one year of imprisonment and a fine of up to 5,164 euros.

The punishment is from one to two years imprisonment and a fine ranging from 5,164 to 10,329 euros in the event of any of the circumstances indicated in points 1) and 2) of clause 4 of Article 617-quater.

Article 491-bis. IT documents.

If any of the type of untrue information envisaged under this heading concerns a computer document of a public or private nature having a probative effect (1), the provisions of this chapter in regard to public acts and private contracts are applicable. For such purposes, the term computer document comprises any computer support medium containing data or having a probative effect or programs specifically intended to elaborate such data or information.

Article 640-quinquies. Computer fraud by the subject providing electronic signature certification services.

The person responsible for certifying the digital signatures who, in order to obtain a benefit personally or on behalf of other persons or to cause damages to third parties, violates the obligations imposed by the law in regard to the issuance of a qualified certificate, is punished with up to three years of imprisonment and with a fine ranging from 51 to 1,032 euros.

2.1. THE MAIN SENSITIVE ACTIVITIES IN REGARD TO ARTICLE 24-BIS OF THE DECREE

Regarding the risk of commission of potential crimes indicated in article 24-bis, as a result of the internal risk assessment performed by interviews and questionnaires, supported by external consultants, the Company assesses the following main activities as "sensitive":

OMISSIS

2.2. PRINCIPLES OF CONDUCT

In general, all use of the information and computer system, even when interfaced with third party systems, shall be considered activities during which a computer crime, a destruction or altera-

tion of data or an interception may occur and shall be accounted for in the Programmed Safety Document.

The DPS specifically contains the security measures the Company has implemented in order to reduce the risks, especially risks relating to unlawful and illegal access to the telecommunications and information system.

The principles of conduct identified in the Code of Ethics of the Company and all the documentation prepared by the Company to comply with the obligations imposed by the safety regulations in the DPS shall be considered a requisite and integral part of this Model.

OMISSIS

All Addressees are prohibited from maintaining, collaborating or provide a reason for conduct such that, taken individually or collectively, they directly or indirectly integrate the crimes contemplated by Article 24-bis of the Decree.

It is also forbidden to violate the rules of the Code of Ethics, the general principles listed in both the General Part and in this Special Part and in general in the documentation adopted in implementing the reference principles indicated in this Special Part.

According to the above rules, **the following is prohibited:**

OMISSIS

3. CRIMES REGARDING COUNTERFEITING OF MONEY, INSTRUMENTS OF PUBLIC CREDIT AND TAX STAMPS

Article 25-bis of the Decree provides that, *“In relation to the commission of the crimes contemplated by the Penal Code regarding counterfeiting of money, instruments of public credit and tax stamps, the entity shall be fined as follows:*

- a) for the crime contemplated by article 453, a fine ranging from three hundred to eight hundred quotas;*
- b) for the crimes contemplated by articles 454, 460 and 461, a fine of up to five hundred quotas;*
- c) for the crime contemplated by article 455, the fines contemplated in sub-clause a), in relation to article 453, and in sub-clause b), in relation to article 454, reduced from one third to one half;*
- d) for the crimes contemplated by articles 457 and 464, clause two, fines of up to two hundred quotas;*
- e) for the crime contemplated by Article 459, the fines contemplated by sub-clauses a), c) and d) reduced by one third;*
- f) for the crime contemplated by Article 464, clause one, a fine of up to three hundred quotas;*
- g) for the crimes contemplated by articles 473 and 474, a fine of up to five hundred quotas.*

If sentenced for one of the crimes contemplated by articles 453, 454, 455, 459, 460, 461, 473 and 474 of the Penal Code, the restraining sanctions contemplated by article 9, clause 2, shall be applied to the entity for a period not exceeding one year”.

Listed below are the sub-clauses of the articles of the Penal Code which assist in the understanding of each act:

Article 453 Counterfeiting of money, spending and introduction into the Italian State, aided, of counterfeit money.

Any person who:

- 1. counterfeits Italian or foreign money that is legal tender within or outside the Italian State;*
 - 2. alters in any manner genuine money, making it appear to have a greater value;*
 - 3. not being an accomplice in the counterfeiting or alteration, but aided by the counterfeiter/alterer or an intermediary, introduces into the Italian State or possesses or spends or otherwise places into circulation counterfeit or altered money;*
 - 4. in order to distribute them, purchases or otherwise receives altered or counterfeit money from the forger or from an intermediary,*
- shall be subject to a term of imprisonment from three to twelve years and a fine ranging from 516 to 3,098 euros.*

Article 454 Alteration of money.

Any person who alters money of the type indicated in the preceding article, reducing in any manner its value, or, with regard to the money so altered, commits any of the acts indicated in numbers 3 and 4 of that article, shall be subject to a term of imprisonment ranging from one to five years and a fine ranging from 103 to 516 euros.

Article 460 Counterfeiting of filigreed paper in use for the production of instruments of public credit or tax stamps.

Any person who forges the filigreed paper used to produce instruments of public credit or tax stamps, or purchases, possesses or sells such counterfeit paper, shall be subject to a sentence

of imprisonment, if the fact is not a more serious crime, two to six years imprisonment and a fine ranging from 309 to 1,032 euros.

Article 461 Production or possession of filigrees or of instruments to forge money, tax stamps or filigreed paper.

Any person who manufactures, purchases, possesses or sells filigrees, computer programs or instruments intended exclusively to counterfeit or alter money, tax stamps or filigreed paper shall be subject to a sentence of imprisonment, if the fact is not a more serious crime, one to five years imprisonment and a fine ranging from 103 to 516 euros.

The same sentence shall apply if the conduct contemplated in clause one involves holograms or other components of the money which ensure protection against counterfeiting or alteration.

Article 455 Spending and introduction into the Italian State, unaided, of counterfeit money

Apart from the cases indicated in the two articles above, any person who introduces into the Italian State, purchases or possesses counterfeit or altered money, in order to place into circulation, or spends it or otherwise places it into circulation, is subject to the penalties indicated in those articles, reduced by one third to one half.

Article 457 Spending of counterfeit money received in good faith.

Any person who spends, or otherwise places into circulation counterfeit or altered money, received in good faith, shall be subject to a sentence of imprisonment up to six months imprisonment or a fine of up to 1,032 euros.

Article 464 Use of counterfeit or altered tax stamps.

Any person who, even without having participated in the counterfeiting or alteration, uses such counterfeit or altered tax stamps, shall be subject to a term of imprisonment of up to three years and a fine of up to 516 euros.

If the stamps were received in good faith, the penalty established in article 457 is applied, reduced by one third.

Article 459 Counterfeiting of tax stamps, introduction into the Italian State, purchase, possession or distribution of counterfeit tax stamps.

The provisions of articles 453, 455 and 457 also apply to the counterfeiting or alteration of tax stamps and to the introduction into the Italian State, or to the purchase, possession or the placing into circulation of counterfeit tax stamps; but the sentences are reduced by one third.

For the purposes of criminal law, tax stamps mean official stamped paper, official stamps, postage stamps and other stamps contemplated by special laws.

Article 473 Counterfeiting, alteration or use of distinctive marks of intellectual property or industrial products.

Any person who counterfeits or alters distinguishing marks or signs of industrial products, whether Italian or foreign, or anyone who uses such counterfeit or altered marks or signs without having participated in the counterfeiting or alteration, shall be subject to a term of imprisonment of up to three years and a fine of up to 2,065 euros.

The same penalty shall apply to any person who counterfeits or alters industrial patents, designs, or models, whether Italian or foreign, or anyone who, without having taken part in the counterfeiting or alteration, uses such counterfeit or altered patents, designs, or models.

The above shall apply under the condition that the provisions of the internal laws and international conventions have been observed regarding the safeguarding of the intellectual or industrial property.

Article 474 Introduction into the Italian State and trade of products with untrue signs.

Any person who, aside from the cases of accomplices in the above offences, introduces into the Italian State, possesses with the intent to sell, sells, or otherwise puts counterfeit or altered industrial products with marks or other distinguishing signs, whether Italian or foreign into circulation, shall be subject to a term of imprisonment of up to two years and a fine of up to 2,065 euros.

The provision of the last paragraph of the previous article applies.

3.1. THE MAIN SENSITIVE ACTIVITIES IN REGARD TO ARTICLE 25-BIS OF THE DECREE

Regarding the risk of commission of potential crimes indicated in article 25-bis, as a result of the internal risk assessment performed by interviews and questionnaires, supported by external consultants, the Company assesses the following main activities as “sensitive”:

OMISSIS

The following company functions and related structures may be involved in the commission of the offenses identified in article 25-bis of the Decree, both directly and in supporting other units:

OMISSIS

3.2. PRINCIPLES OF CONDUCT

It is forbidden to maintain, collaborate or provide a reason for conduct such that, taken individually or collectively, they directly or indirectly integrate the crimes contemplated in article 24-bis of the Decree.

Also in order to maintain the desired conduct indicated above, the Company expressly **forbids Addressees** from:

- purchasing or using non-original software, i.e. without a certificate of origin;
- purchasing components lacking the characteristics established in the product quality processes.

4. CRIMES AGAINST INDUSTRY AND AGAINST BUSINESS

Article 25-bis-1 of the Decree states:

1. *In relation to the commission of crimes against industry and against business contemplated in the Penal Code, the entity shall be fined as follows:*
 - a) *For the crimes contemplated in articles 513, 515, 516, 517, 517-ter and 517-quater, up to five hundred quotas;*
 - b) *For the crimes contemplated in articles 513-bis and 514, up to eight hundred quotas.*
2. *If sentenced for crimes contemplated in sub-clause b) of clause 1, the restraining sanctions indicated in article 9, clause 2 shall apply to the entity.*

Listed below are the sub-clauses of the articles of the Penal Code which assist in the understanding of each act:

Article 513 Infringed freedom of industry or trade.

Any person who adopts violence through fraudulent means in order to impede or infringe upon the business activities related to industry or trade shall be subject to a term of imprisonment, following legal action initiated by the plaintiff, if the fact is not a more serious crime, of up to two years and a fine ranging from 103 to 1,032 euros.

Article 513-bis Illegal competition with threats or violence.

Any person, who, in the business activities of a commercial, industrial, or production activity, performs acts of competition with violence or threats, shall be subject to a term of imprisonment ranging from two to six years.

The penalty is increased if the acts of competition involve a financial activity owned fully or partially and in any manner by the Italian State or other public entities.

Article 514 Fraud against national industry.

Any person who sells or otherwise places industrial products into circulation on the Italian or foreign market with counterfeit or altered distinguishing names, brands, or signs, causing damage to Italian industry shall be punished with a term of imprisonment ranging from one to five years and a fine of no less than 516 euros.

If, for the distinguishing brands or signs, the Italian provisions of law or international conventions on safeguarding the actual industry have been observed, the sentence shall be raised and the provisions of articles 473 and 474 shall not be applied.

Article 515 Fraud during trade activities.

Any person who, in the course of commercial business activities, or in an open public space, delivers one movable item for another, or a movable item by origin, place of origin, quality, or quantity that is different from that guaranteed or stipulated, shall be subject to a sentence of imprisonment, if the fact does not constitute a more serious crime, ranging from one to five years and a fine of up to 2,065 euros.

If high-value goods are involved, the penalty shall be of up to three years' imprisonment and a fine of no less than 103 euros.

Article 516 Sale of non-genuine food items as genuine.

Any person who sells or otherwise puts non-genuine food items into commerce as genuine shall be subject to a term of imprisonment up to three years or a fine of up to 1,032 euros.

Article 517 Sale of industrial products with untrue signs.

Any person who sells or otherwise puts original works or industrial products into circulation with distinguishing names, brands, or signs, whether Italian or foreign, deceitfully misleading the buyer with regard to the origin, place of origin, or quality of the work or product, shall be

subject to, if the act is not an offence pursuant to another provision of the law, a term of imprisonment of up to one year or a fine of up to twenty thousand euros.

Article 517-ter Manufacturing and trading of assets gained by usurping industrial property titles.

Without prejudice to the application of articles 473 and 474, any person who industrially manufactures or uses objects or other goods made in violation of or by usurping an industrial property title shall be subject to, upon action by the plaintiff, a term of imprisonment of up to two years and a fine of up to 15,000 euros.

The same penalty shall be applied to any person who, in order to earn profit, introduces into the Italian State, holds for sale, sells directly to consumers or in some manner distributes the goods contemplated in clause one.

The provisions contemplated in article 474-bis and 474-ter clause two and by clause two of article 517-bis apply.

The crimes indicated in clauses one and two are punishable upon condition that the provisions of Italian law, community regulations and international conventions have been observed regarding the safeguarding of intellectual or industrial property.

Article 517-quater Forging geographical or denominational origin indications of agricultural and food products.

Any person who forges in any way geographical or denominational origin indications of agricultural and food products shall be subject to a term of imprisonment from one to four years and a fine ranging from 3,500 to 35,000 euros. The same penalty shall be applied to any person who, for financial gain, introduces into the Italian State, holds with the intent of selling, sells directly to consumers or in some manner distributes those same products with counterfeit indications or denominations.

The provisions contemplated in article 474-bis and 474-ter clause one and by clause two of article 517-bis apply.

The crimes indicated in clauses one and two are punishable upon condition that the provisions of Italian law, community regulations and international conventions have been observed regarding the safeguarding of geographical or denominational origin indications of agricultural and food products.

4.1. THE MAIN SENSITIVE ACTIVITIES IN REGARD TO ARTICLE 25-BIS1 OF THE DECREE

Regarding the risk of commission of crimes indicated in article 25-bis-1, as a result of the internal risk assessment performed by interviews and questionnaires, supported by external consultants, the Company assesses the following main activities as “sensitive” which are implemented by the Addressees of this Special Part, also with the assistance of external parties:

OMISSIS

The company structures and functions associated with the above activities are:

OMISSIS

4.2. PRINCIPLES OF CONDUCT

Based on these general principles, the company expressly **forbids Addressees** from:

- maintaining, collaborating or provide a reason for conduct such that, taken individually or collectively, they directly or indirectly integrate the crimes contemplated in article 25-bis-1 of the Decree;
- violating the principles contemplated in the Code of Ethics and this Model.

Regarding the above principles, **it is forbidden to:**

- reproduce, even in part, marks belonging to and protecting third parties on ASI products;
- use already registered or pending patents, filed by third parties;
- proceed with the technical development of a product, file a patent registration application or use new building technologies without prior legal assessment, to exclude the risks of offenses indicated in article 25-bis-1 of the Decree.

All Addressees are **obliged** to:

- maintain a proper, transparent and collaborative conduct, complying with the law and internal company procedures, in all the Sensitive Activities previously identified;
- assess the existence of any intellectual property rights prior to approving projects or products;
- maintain documentary proof of the product development process.

5. CORPORATE CRIMES

Article 25-ter, clause 1 of the Decree, in referring to the types of corporate offenses contemplated in the Civil Code, provides that: “...if committed in the interest of the Company, by directors, general managers or liquidators or by persons subject to their control, if the fact would not have happened had they supervised in compliance with their occupational duties...” the fines prescribed by law for each type of offense shall be applied.

Article 25-ter of the Decree also provides that: “In relation to the corporate crimes contemplated in the Civil Code, if committed in the interest of the Company, by directors, general managers or liquidators or by persons subject to their control, if the fact would not have happened had they supervised in compliance with their occupational duties, the following fines shall be applied¹:

a) for the offense of untrue corporate communications, contemplated in article 2621 of the Civil Code, a fine ranging from one hundred to one hundred and fifty quotas;

b) for the offense of untrue corporate communications to the detriment of shareholders or creditors, contemplated in article 2622, clause one of the Civil Code, a fine ranging from one hundred and fifty to three hundred and thirty quotas;

c) for the offense of untrue corporate communications to the detriment of shareholders or creditors, contemplated in article 2622, clause three of the Civil Code, a fine ranging from two hundred to four hundred quotas;

d) for the offense of untrue information in prospectuses, contemplated in article 2623, clause one of the Civil Code, a fine ranging from one hundred to one hundred and thirty quotas;

e) for the offense of untrue information in prospectuses, contemplated by article 2623, clause two of the Civil Code, a fine ranging from two hundred to three hundred and thirty quotas;²

f) for the offense of untrue statements in the reports or communications of the Independent Auditor, contemplated in article 2624, clause one of the Civil Code, a fine ranging from one hundred to one hundred and thirty quotas;

g) for the offense of untrue statements in the reports or communications of the Independent Auditor, contemplated in article 2624, clause two of the Civil Code, a fine ranging from two hundred to four hundred quotas;

h) for the offense of impediment to control, contemplated in article 2625, clause two of the Civil Code, a fine ranging from one hundred to one hundred and eighty quotas;

i) for the offense of fictitious formation of capital, contemplated in article 2632 of the Civil Code, a fine ranging from one hundred to one hundred and eighty quotas;

l) for the offense of unlawful reimbursement of share capital, contemplated in article 2626 of the Civil Code, a fine ranging from one hundred to one hundred and eighty quotas;

m) for the offense of illegal distribution of profits and reserves, contemplated in article 2627 of the Civil Code, a fine ranging from one hundred to one hundred and thirty quotas;

n) for the offense of unlawful transactions on the shares or on the stockholdings of the Company or of its holding company, contemplated in article 2628 of the Civil Code, a fine ranging from one hundred to one hundred and eighty quotas;

o) for the offense of transactions to the detriment of creditors, contemplated in article 2629 of the Civil Code, a fine ranging from one hundred and fifty to three hundred and thirty quotas;

¹ Pursuant to article 39, clause 5 of Law 262/05, the fines contemplated in article 25-ter of Legislative Decree 8 June 2001, n. 231, are doubled.

² Pursuant to article 34, clause two of Law 262/05, article 2623 of the Civil Code is abrogated.

p) for the offense of undue distribution of corporate assets by liquidators, contemplated in article 2633 of the Civil Code, a fine ranging from one hundred and fifty to three hundred and thirty quotas;

q) for the offense of unfair influence exercised at the shareholders' meeting, contemplated in article 2636 of the Civil Code, a fine ranging from one hundred and fifty to three hundred and thirty quotas;

r) for the offense of market rigging, contemplated in article 2637 of the Civil Code and for the crime of failure to communicate a conflict of interest contemplated in article 2629-bis of the Civil Code³, a fine ranging from two hundred to five hundred quotas;

s) for the offenses of obstructing supervision on the part of the public supervisory authorities, contemplated in article 2638, clauses one and two of the Civil Code, a fine ranging from two hundred to four hundred quotas.

If, as a result of committing the offenses contemplated in clause 1, the entity has obtained a substantial profit, the fine shall be increased by one third.

The reference to corporate crimes in clause 1 is relevant as regards the definition of the types of crimes that entities may be charged with in accordance with the Decree, since:

- for some offenses it is difficult to identify conduct that is relevant in that: "... committed in the interest of the Company...";
- other types are "charged" with further descriptive elements that limit the possibility of administrative liability for the entities: in particular, by listing directors, general managers or liquidators or persons subject to their control as active subjects of corporate crimes, the applicability is restricted for some types (for example, for common offenses) or even excluded (for offenses committed by persons other than those indicated).

Additionally, the explicit reference to only *finis*, as a result of the existence of the responsibility in question, does not permit the application of restraining sanctions and the associated preventive measures.

Corporate crimes may be grouped into three types, for the reader's convenience:

- Untrue acts

- articles 2621 and 2622 of the Civil Code Untrue corporate communications
- article 2624 of the Civil Code Untrue statements in the reports or communications of the Independent Auditor (in association)

- Criminal protection of the share capital and the assets

- article 2626 of the Civil Code Unlawful reimbursement of share capital
- article 2627 of the Civil Code Illegal distribution of profits and reserves
- article 2628 of the Civil Code Unlawful transactions on the shares or on the stockholdings of the Company or of its holding company
- article 2629 of the Civil Code Transactions to the detriment of creditors
- article 2629-bis Failure to communicate a conflict of interest
- article 2632 of the Civil Code Fictitious formation of capital
- article 2633 of the Civil Code Undue distribution of corporate assets by liquidators

- Other crimes

- article 2625 of the Civil Code Impediment to control
- article 2636 of the Civil Code Unfair influence exercised at the shareholders' meeting

³ The crime was inserted in sub-clause r), in accordance with article 31, clause two of Law 262/05

- article 2637 of the Civil Code Market rigging
- article 2638 of the Civil Code Obstructing supervision on the part of the public supervisory authorities

Below is a list of the articles of the Civil Code which assist in understanding each crime.

5.1. UNTRUE ACTS

Article 2621 Untrue corporate communications

Without prejudice to the provisions of Article 2622, directors, general managers, managers responsible for general accounting records of the company, statutory auditors or liquidators who present in the financial statements, reports and in other corporate communications required by law for submission to the shareholders or the public, material information of an untrue nature, or still subject to evaluation, such as to mislead the addressees in regard to the economic, net asset or financial situation of the company or the group to which it belongs, with the intention to deceive the shareholders or the public and in order to obtain an unfair profit personally or for third parties; or when the communication of information, required by law, is omitted in order to mislead the addressees in regard to the above mentioned economic, net asset or financial situation of the company or group of belonging, shall be subject to a term of imprisonment of up to two years.

The above also applies when such information concerns assets owned by or administered by the Company on behalf of third parties.

The act is not punishable if the untrue acts or the omissions do not substantially alter the presentation of the economic, net asset or financial situation of the company or the group to which it belongs. The act is not punishable if the untrue acts or the omissions determine a change of pre-tax earnings for the period not exceeding 5 percent or a change in shareholders' equity not exceeding 1 percent.

In no case is the act is punishable if resulting from estimates which, taken individually, differ no more than 10 percent from reality.

In the cases contemplated in points three and four, subjects indicated in point one are fined between ten and one hundred quotas and restrained from managerial positions in legal persons and companies between six months and three years, from acting in the capacity of director, general manager, manager responsible for general accounting records of the company, statutory auditor or liquidator, as well as any other position with powers to represent the legal person or company.

Article 2622 Untrue corporate communications to the detriment of the shareholders or of the creditors

Directors, general managers, managers responsible for general accounting records of the company, statutory auditors or liquidators who, with the intention to deceive the shareholders or the public and in order to obtain an unfair profit personally or for third parties, present in the financial statements, reports and in other corporate communications required by law for submission to the shareholders or the public, material information of an untrue nature, or still subject to evaluation, or omits the communication of information required by law in regard to the above mentioned economic, net asset or financial situation of the company or group of belonging in order to mislead the addressees in regard to the above mentioned situation, to the financial detriment of the Company, the shareholders or the creditors, shall be subject to, following legal action initiated by the plaintiff, a term of imprisonment of between six months and three years.

Proceedings are initiated by the plaintiff also if the fact includes another offense, even if aggravated, to the financial detriment of parties other than the shareholders and creditors, unless committed to the detriment of the Italian State, other public entities or the European Community.

The penalty for acts indicated in point one regarding companies governed by the provisions of Part IV, heading III, paragraph II, of the consolidated law contemplated by Legislative Decree 24 February 1998, no. 58, as amended, shall be a term of imprisonment of between one and four years and official proceedings are mandatory.

The penalty shall be between two and six years if, in the cases indicated in point three, the act is to the serious financial detriment of savers.

The detriment is considered serious when it involves a number of savers in excess of 0.1 per mille of the population recorded by the last ISTAT census, or if it involves the destruction or reduction in value of securities with a global value in excess of 0.1 per mille of gross domestic product.

The acts indicated in points one and three are also punishable if the information concerns assets owned by or administered by the Company on behalf of third parties.

The acts indicated in points one and three are not punishable if the untrue acts or the omissions do not substantially alter the presentation of the economic, net asset or financial situation of the company or the group to which it belongs. The act is not punishable if the untrue acts or the omissions determine a change of pre-tax earnings for the period not exceeding 5 percent or a change in shareholders' equity not exceeding 1 percent.

In no case is the act punishable if resulting from estimates which, taken individually, differ no more than 10 percent from reality.

In the cases contemplated in points seven and eight, subjects indicated in point one are fined between ten and one hundred quotas and restrained from managerial positions in legal persons and companies between six months and three years, from acting in the capacity of director, general manager, manager responsible for general accounting records of the company, statutory auditor or liquidator, as well as any other position with powers to represent the legal person or company.

Article 2623 Untrue information in prospectuses⁴

Article 2624 Untrue statements in the reports or communications of the Independent Auditor

Any persons responsible for the audit who, in order to obtain an unfair profit personally or for third parties, knowingly and with the intention of deceiving the addressees, present information of an untrue nature or omit information concerning the economic, net asset or financial situation of the company, entity or party under audit, in reports and in other communications, in order to mislead the addressees of the above communications, shall be subject to, if their conduct has not resulted in financial damage, a term of imprisonment of up to one year.

If the conduct contemplated in point one has been to the financial detriment of the addressees of the communications, the penalty shall be between one and four years' imprisonment.

⁴ Article 2623 has been abrogated and the related offense has been moved to the Consolidated Finance Law - *Testo Unico sulla Finanza*, "Art. 173-bis. - (Untrue information in prospectuses). - 1. Any person who, in order to obtain an unfair profit personally or for third parties, in a prospectus required for an investment solicitation or admission to a listing on regulated markets, or in documents to be published in relation to takeover bids, *with the intention to deceive the addressees of the prospectus*, presents untrue information or omits data or information in order to *mislead those addressees*, shall be sentenced to between one and five years' imprisonment".

5.2. CRIMINAL PROTECTION OF THE SHARE CAPITAL AND THE ASSETS

Article 2626 Unlawful reimbursement of share capital

Directors who, with the exception of the legitimate reduction of shareholders' equity, reimburse (even if simulated) paid-in share capital or waive the shareholder obligation to contribute such capital, shall be subject to a term of imprisonment of up to one year.

Article 2627 Illegal distribution of profits and reserves

Unless the act constitutes a more serious offense, directors who distribute profits or advance payments of profits which have not yet been earned or which are legally required to be set aside as reserves, or the release of reserves which, even if not constituted by earnings, may not legally be distributed, shall be subject to a term of imprisonment of up to one year.

Reimbursement to the company, or the re-constitution of the reserves, prior to the deadline envisaged for the approval of the financial statements, annuls the offense.

Article 2628 Unlawful transactions on the shares or on the stockholdings of the Company or of its holding company

Directors who, apart from the cases allowed by law, purchase or underwrite shares or stockholdings of the company, to the detriment of the integrity of the share capital or the reserves which may not legally be distributed, shall be subject to a term of imprisonment of up to one year.

The same penalty applies to directors who, apart from the cases allowed by law, purchase or underwrite shares or stockholdings of the parent company, to the detriment of the integrity of the share capital or the reserves which may not legally be distributed.

If the share capital or the reserves are reconstituted prior to the deadline envisaged for the approval of the financial statements, relative to the accounting period for which such conduct has occurred, the offense is annulled.

Article 2629 Transactions to the detriment of creditors

Directors who, in contrast with the provisions of law safeguarding the interests of the creditors, carry out transactions involving reductions of share capital or mergers/de-mergers with other companies, to the detriment of the creditors, shall, following legal action initiated by the plaintiff, be subject to a term of imprisonment of between six months and three years.

Payment of compensation for damages to the creditors, prior to a court ruling, annuls the offense.

Article 2629-bis Failure to communicate a conflict of interest

A director or member of the board of directors of a company with shares quoted on the Italian or other European Union State regulated stock exchanges or of a company with a wide public distribution of shares in accordance with the intent of Article 116 of the Consolidated Act with reference to the Legislative Decree 24 February 1998, no. 58, as amended, of a company which is subject to supervision in accordance with the Consolidated Act contemplated by Legislative Decree 1 September 1993, n. 385, the Consolidated Act contemplated by Legislative Decree no. 58 of 1998, Law 12 August 1982, no. 576, or by Legislative Decree 21 April 1993, no. 124, who fails to comply with the provisions of article 2391, clause one, shall be subject to a term of imprisonment of between one to three years, if the offense is detrimental to the Company or third parties.

Article 2632 Fictitious formation of capital

Directors and shareholders who, even in part, fictitiously constitute or increase the share capital of the Company by the attribution of shares or stock for an amount which is inferior to their nominal value; reciprocally underwrite shares or stock; significantly over-value shares or stock in regard to the assets in kind contributed, the receivables or the assets of the Company, in the

event of a corporate restructuring, shall be subject to a term of imprisonment of up to one year.

Article 2633 Undue distribution of corporate assets by liquidators

Liquidators who distribute company assets to the shareholders prior to the payment of amounts due to the creditors of the company or prior to the accrual of the amounts necessary to settle the outstanding balances, thus causing a damage to the creditors, following legal action initiated by the plaintiff, shall be subject to a term of imprisonment from six months to three years. Payment of compensation for damages to the creditors, prior to a court ruling, annuls the offense.

5.3. OTHER OFFENSES

Article 2625 Impediment to control

Directors who withhold documents or adopt ad-hoc expedients in order to impede or obstruct the performance of the control and auditing activity legally assigned to the shareholders, to other corporate bodies or to the Independent Auditor, shall be fined up to 10,329 euros.

If the acts are detrimental to the shareholders, up to one year imprisonment applies, following legal action initiated by the plaintiff.

The punishment is doubled if the act involves a company with shares quoted on the Italian or other European Union State regulated stock exchanges or a company with a wide public distribution of shares in accordance with the intent of Article 116 of the Consolidated Act with reference to Legislative Decree 24 February 1998, no. 58.

Article 2636 Unfair influence exercised at the shareholders' meeting

Any person who obtains, by means of simulated acts or by fraud, a majority of votes at the shareholders' meeting in order to obtain an unlawful profit personally or on behalf of third parties, shall be subject to a term of imprisonment of between six months and three years.

Article 2637 Market rigging

Any person who circulates untrue information or simulates transactions or uses other expedients, with the specific intention to cause a significant change in the price of unlisted financial instruments or for which no application for listing on a regulated stock exchange has been presented, or with the objective of significantly influencing public opinion in regard to the financial stability of banks or banking groups, shall be subject to a term of imprisonment ranging from one to five years.

Article 2638 Obstructing supervision on the part of the public supervisory authorities

Directors, general managers, managers responsible for general accounting records of the company, statutory auditors or liquidators of companies or entities and the other subjects legally governed by supervisory authorities, or with obligations towards them who, in order to obstruct the performance of supervision, present in communications required by law for submission to those authorities, material information of an untrue nature, or still subject to evaluation, regarding the economic, net asset or financial situation of the supervised party, or fraudulently omit, partially or in full, facts they should have communicated in regard to the above mentioned situation, shall be subject to a term of imprisonment ranging from one to four years. The penalty shall also apply if the information concerns assets owned by or administered by the Company on behalf of third parties.

The same penalty shall apply to directors, general managers, managers responsible for general accounting records of the company, statutory auditors or liquidators of companies or entities and the other subjects legally governed by supervisory authorities, or with obligations towards them, who in any manner knowingly obstruct their performance, even by omitting information due to those authorities.

The penalty is doubled if the act involves a company with shares quoted on the Italian or other European Union State regulated stock exchanges or a company with a wide public distribution of shares in accordance with the intent of Article 116 of the Consolidated Act with reference to Legislative Decree 24 February 1998, no. 58.

5.4. THE MAIN SENSITIVE ACTIVITIES IN REGARD TO ARTICLE 25-TER OF THE DECREE

Regarding the risk of commission of crimes indicated in article 25-ter as a result of the internal risk assessment performed by interviews and questionnaires, supported by external consultants, the Company assesses the following main activities as “sensitive”:

OMISSIS

The following corporate functions may possibly be involved in the commission of the offenses identified in article 24-bis of the Decree, either directly and/or in support of other structures:

OMISSIS

5.5. PRINCIPLES OF CONDUCT

It is forbidden to maintain, collaborate or provide a reason for conduct such that, taken individually or collectively, directly or indirectly integrates the crimes contemplated by Article 25-ter of the Decree.

The Company expressly **forbids Addressees** from:

OMISSIS

All matters relating to the Sensitive Activities are governed by the following **principles of prevention and control**:

OMISSIS

For matters relating to the *entering, recording and representing of company activities in the accounting entries, annual/interim assessments and estimates, financial statement, reports and other accounting documents such as information prospectuses*, the following is required:

OMISSIS

For the management of activities connected with the *execution of extraordinary transactions or transactions which affect the share capital and the representation of company activities in the ambit of extraordinary transactions or transactions which affect the share capital*, the following specific principles shall be observed:

OMISSIS

For matters relating to the *management, documenting, filing and storage of the information relating to company activities*, the following specific principles shall be observed:

OMISSIS

For matters regarding *relations with the shareholders, the Board of Directors, the Board of Statutory Auditors, the Independent Auditor and the Supervisory Authority*, the following specific principles shall be observed:

OMISSIS

All *communications contemplated by law and by the regulations regarding the Supervisory Authority* shall be provided promptly, fairly and in good faith, without obstructing the performance of their duties. It is especially forbidden to:

OMISSIS

6. TERRORIST OFFENSES AND OFFENSES AIMED AT THE SUBVERSION OF ESTABLISHED LAW AND ORDER

Article 25- quater of the Decree states:

1. In relation to the commission of the crimes for the purpose of terrorism or the subversion of established law and order, contemplated in the Penal Code and special laws, the entity shall be fined as follows:

a) if the crime is punished with less than ten years' imprisonment, a fine ranging from two hundred to seven hundred quotas;

b) if the crime is punished with not less than ten years' imprisonment or with life imprisonment, a fine ranging from four hundred to one thousand quotas.

2. If sentenced for one of the crimes indicated in clause 1, the restraining sanctions contemplated by article 9, clause 2 shall be applied for a period no less than one year.

3. If the entity or one of its organizational units is stably used for the sole or primary purpose of allowing or facilitating the commission of the offenses indicated in clause 1, the complete restraining sanction from carrying out activities indicated in article 16, clause 3 shall be applied.

4. The provisions of clauses 1, 2 and 3 also shall be applied in relation to the commission of crimes, other than those indicated in clause 1, which are however in violation of article 2 of the International Convention for the Suppression of the Financing of Terrorism, signed in New York on 9 December 1999.

Listed below are the sub-clauses of the articles of the Penal Code which assist in the understanding of each act:

Article 270-bis Penal Code

(Associations for the purpose of terrorism, also of an international nature, or the subversion of established law and order)

Any person promoting, constituting, organizing, directing or financing associations aimed at committing acts of violence for the purpose of terrorism or the subversion of the established law and order shall be subject to a term of imprisonment ranging from seven to fifteen years.

Any person participating in such associations shall be subject to a term of imprisonment of between five and ten years.

Under criminal law, the purpose of terrorism applies also when the acts of violence are directed against a foreign State, an institution or an international organization.

Mandatory confiscation shall apply to the items that were used or were intended to be used to commit the offense and of the items which are the price, the product, the profit or constituting use.

Article 270-ter Penal Code

(Assistance to persons associated with terrorism)

Any person who, apart from association and assistance, provides shelter or food, hospitality, means of transport and means of communication to any person adhering to the terrorist associations mentioned in the preceding articles 270 and 270-bis shall be subject to term of imprisonment of up to four years.

The penalty shall be increased if the support is ongoing.

A person providing such support to a close relative shall not be subject to punishment.

Article 270-quater Penal Code

(Recruitment for the purposes of terrorism, also of an international nature)

Any person, with the exception of the cases contemplated by article 270-bis, who enrolls one or more persons to carry out acts of violence or the sabotage of essential public services, for the

purpose of terrorism, even if regarding a foreign State, an institution or an international organization, shall be subject to a term of imprisonment ranging from seven to fifteen years.

Article 270-quinquies Penal Code

(Training for terrorist activity, also of an international nature)

Any person, with the exception of the cases contemplated by Article 270-bis, who trains or nevertheless provides instructions as to the preparation or use of explosive materials, firearms or other arms, harmful or dangerous chemical or bacteriological substances, as well as any other technique or method to carry out acts of violence or sabotage of essential public services, for the purpose of terrorism, also if directed against a foreign State, institution or international organization, shall be subject to a term of imprisonment ranging from five to ten years. The same punishment shall apply to the person who has been trained.

Article 270-sexies Penal Code

(Conduct with the objective of terrorism)

Conduct considered to have terrorism as its primary objective, given its nature or context, comprises those acts which may cause serious damage to a country or to an international organization and which are carried out with the intention to intimidate the population or compel the public authorities or an international organization to implement or to refrain from implementing any action, or are aimed at destabilizing or destroying the fundamental political, constitutional, economic and social structures of a country or an international organization and, also includes, such other activities defined, by conventions or other international law, binding for Italy, as terrorism or actions for the purpose of terrorism.

Article 280 Penal Code

(Attacks aimed at terrorism or the subversion of established law and order)

Any person, for the purpose of terrorism or the subversion of established law and order, attempting to murder or menace the safety of another person shall be subject to a term of imprisonment, in the first case, of no less than twenty years and, in the second case, of no less than six years.

If the attack results in grievous bodily harm, imprisonment of no less than eighteen years shall apply; if the attack results in bodily harm, imprisonment of no less than twelve years shall apply.

If the facts indicated above are directed against persons exercising judiciary or penitentiary or public safety functions during the performance of their duties or directed against such persons in virtue of their functions, the penalties shall be increased by one third.

If the facts indicated above result in the death of the person, in the case of attempted murder, life imprisonment shall apply and, in the case of menacing the safety of a person, thirty years' imprisonment.

Mitigating circumstances, other than those indicated in articles 98 and 114, existing at the same time as aggravating circumstances contemplated in points two and four, shall not be deemed equivalent or prevalent and any reductions in sentences are applied on the amount of penalty resulting from the increase resulting from such aggravating circumstances.

Article 280-bis Penal Code

(Terrorist attacks with lethal explosive devices or explosives)

Unless the act constitutes a more serious offense, any person carrying out for the purposes of terrorism, any act intended to damage movable or immovable property belonging to another party, by means of explosive and nevertheless lethal devices, shall be subject to a term of imprisonment ranging from two to five years.

Explosive and nevertheless lethal devices include the weapons and materials assimilated to such weapons as indicated in article 585 and capable of causing significant material damage.

If the attack is directed against the seats of the Presidency of the Republic, the Presidency of the Legislative Assemblies, the Court of Constitutional Justice, of Government Bodies or never-

theless Bodies envisaged by the constitutional laws, the terms of imprisonment shall be increased by up to one half of the normal sentence.

If danger for the safety of the public or serious damage to the national economy derives from the attack, the term of imprisonment applied shall range from five to ten years.

Mitigating circumstances, other than those indicated in articles 98 and 114, existing at the same time as aggravating circumstances contemplated in points two and four, shall not be deemed equivalent or prevalent and any reductions in sentences are applied on the amount of penalty resulting from the increase resulting from such aggravating circumstances.

Article 289-bis Penal Code

(Kidnapping for purposes of terrorism or the subversion of established law and order)

Any person for the purpose of terrorism or the subversion of established law and order kidnapping a person shall be subject to a term of imprisonment of between twenty five and thirty years.

If the kidnapping leads to the involuntary death of the kidnapped person, the guilty party shall be subject to a term of thirty years' imprisonment.

If the guilty party causes the death of the kidnapped person, the penalty shall be life imprisonment.

An associate who, by disassociation from the others, attempts to free the victim, shall be subject to a term of imprisonment from two to eight years; if the victim dies as a result of the kidnapping, after being freed, the sentence shall be between eight and eighteen years' imprisonment.

In the event of a mitigating circumstance, the penalty contemplated in clause two is substituted with a term of imprisonment ranging from twenty to twenty four years; the penalty contemplated in clause three is substituted with a term of imprisonment ranging from twenty four to thirty years. In the event of several mitigating circumstances, the penalty to be applied as a result of the decreases shall be no less than ten years in the case contemplated by clause two, and fifteen years, in the case contemplated by clause three.

Article 302 Penal Code

(Instigation to commit one of the crimes contemplated in paragraphs one and two)

Any person who instigates another person to commit one of the culpable offenses contemplated in paragraphs one and two of this heading (articles 241 et seq. and articles 276 et seq.), for which the law prescribes a life sentence or imprisonment, shall, in the event of the instigation not being implemented or the instigation being followed but without the commission of the offense, be subject to a sentence of imprisonment between one and eight years imprisonment.

The applicable sentence shall always be less than one half of the sentence established for the crime to which the instigation refers.

Article 1 Law 15 December 1979, no. 625 converted and amended into Law 6 February 1980, no. 15

(Urgent measures to protect established law and order and public safety)

The punishment for offenses committed for the purpose of terrorism or the subversion of established law and order, for which the law prescribes a sentence other than life imprisonment, shall be increased by one half, unless the circumstance is a constituent element of the offense.

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Article 2 - International Convention for the Suppression of the Financing of Terrorism. New York 9 December 1999

Any person commits an offence within the meaning of this Convention if that person by any means, directly or indirectly, unlawfully and willfully, provides or collects funds with the intention that they should be used or in the knowledge that they are to be used, in full or in part, in order to carry out:

An act which constitutes an offence within the scope of and as defined in one of the treaties listed in the annex;

Any other act intended to cause death or serious bodily injury to a civilian, or to any other person not taking an active part in the hostilities in a situation of armed conflict, when the purpose of such act, by its nature or context, is to intimidate a population, or to compel a government or an international organization to do or to abstain from doing any act.

On depositing its instrument of ratification, acceptance, approval or accession, a State Party which is not a party to a treaty listed in the annex may declare that, in the application of this Convention to the State Party, the treaty shall be deemed not to be included in the annex referred to in paragraph 1, subparagraph (a). The declaration shall cease to have effect as soon as the treaty enters into force for the State Party, which shall notify the depositary of this fact;

When a State Party ceases to be a party to a treaty listed in the annex, it may make a declaration as provided for in this article, with respect to that treaty.

For an act to constitute an offence set forth in paragraph 1, it shall not be necessary that the funds were actually used to carry out an offence referred to in paragraph 1, subparagraphs (a) or (b).

Any person also commits an offence if that person attempts to commit an offence as set forth in paragraph 1 of this article.

Any person also commits an offence if that person:

Participates as an accomplice in an offence as set forth in paragraph 1 or 4 of this article;

Organizes or directs others to commit an offence as set forth in paragraph 1 or 4 of this article;

Contributes to the commission of one or more offences as set forth in paragraphs 1 or 4 of this article by a group of persons acting with a common purpose.

Such contribution shall be intentional and shall either;

Be made with the aim of furthering the criminal activity or criminal purpose of the group, where such activity or purpose involves the commission of an offence as set forth in paragraph 1 of this article;

Be made in the knowledge of the intention of the group to commit an offence as set forth in paragraph 1 of this article.

6.1. THE MAIN SENSITIVE ACTIVITIES IN REGARD TO ARTICLE 25-QUATER OF THE DECREE

Regarding the risk of commission of crimes indicated in article 25-quater, as a result of the internal risk assessment performed by interviews and questionnaires, supported by external consultants, the Company assesses the following main activities as “sensitive” which are implemented by the Addressees of this Special Part, also with the assistance of external parties:

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The company structures and functions associated with the above activities are:

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6.2. PRINCIPLES OF CONDUCT

Based on those general principles, it is expressly **forbidden to Addressees** to:

- maintain, collaborate or provide a reason for conduct such that, taken individually or collectively, directly or indirectly integrates the crimes contemplated by article 25-quater of the Decree;
- violate the principles contemplated in the Code of Ethics and this Model.

Based on the above principles, it is especially forbidden to examine, present and illustrate applications of the products for the purpose of using them for purposes other than those envisaged at the planning stage, and especially using them as a weapon or offense.

All persons **shall**:

- maintain a proper, transparent and collaborative conduct, in compliance with the law and internal company procedures, in all the Sensitive Activities previously identified;
- refer all requests for improper product uses or applications to the OV;
- insert specific clauses in contracts of sale, supply and assistance, informing the customer of the contents of these principles.

7. CRIMES AGAINST THE INDIVIDUAL

Article 25-quinquies of the Decree states:

1. *In relation to the commission of the crimes contemplated in section I, paragraph III, heading XII, book II of the Penal Code, the following fines shall be applied to the entity:*

a) *for the crimes contemplated in articles 600, 601 and 602, a fine ranging from four hundred to one thousand quotas;*

b) *for the crimes contemplated in articles 600-bis, clause one, 600-ter, clauses one and two, even if relating to the pornographic material contemplated by Article 600-quater¹, and 600-quinquies, a fine ranging from three hundred to eight hundred quotas;*

c) *for the crimes contemplated in articles 600-bis, clause two, 600-ter, clauses three and four, and 600-quater, even if relating to the pornographic material contemplated by Article 600-quater¹, a fine ranging from two hundred to seven hundred quotas.*

2. *If sentenced for one of the crimes indicated in clause 1, sub-clauses a) and b), the restraining sanctions contemplated in article 9, clause 2 shall be applied for a period no less than one year.*

3. *If the entity or one of its organizational units is stably used for the sole or primary purpose of allowing or facilitating the commission of the offenses indicated in clause 1, the complete restraining sanction from carrying out activities indicated in article 16, clause 3 shall be applied.*

Listed below are the sub-clauses of the articles of the Penal Code which assist in the understanding of each act:

Article 600 Penal Code

(Reduction to or maintenance in a state of slavery or bondage)

Any person who exercises powers over another person, corresponding to the rights of property, or any person who reduces or maintains another person in an ongoing state of subjection, compelling the individual to work or provide sexual services or to beg or nevertheless to perform services entailing exploitation, shall be subject to a term of imprisonment ranging from eight to twenty years.

The reduction or maintenance in a state of slavery occurs when such conduct involves the use of violence, threats, deception, abuse of authority or the exploitation of a situation of physical or psychological inferiority or state of need, or when the conduct comprises promising or providing sums of money or other benefits to the person exercising the control over the other person. The punishment is increased from one third to one half if the facts contemplated by point one above are committed to the damage of a person under the age of eighteen years or are directed towards the exploitation of prostitution or the subjection of the injured party to the expanting of organs.

Article 600-bis Penal Code

(Child prostitution)

Any person, who induces another person, under the age of eighteen years, to engage in the activity of prostitution or promotes or exploits such activity shall be subject to a term of imprisonment ranging from six to twelve years and a fine ranging from € 15,493.00 to € 154,937.00.

Unless the act constitutes a more serious offense, any person engaging in sexual activity with a person under-age, between fourteen and eighteen years old, in return for money or other economic benefits, shall be subject to a term of imprisonment ranging from six months to three years and a fine not less than € 5,164.00.

In the event that the fact mentioned in the second paragraph being committed, in regard to a person less than sixteen years of age, the sentence shall be from two to five years' imprisonment.

If the person committing the offense is under eighteen years old, the prescribed term of imprisonment or fine is subject to a reduction ranging from a third to two thirds.

Article 600-ter Penal Code

(Child pornography)

Any person who, utilizing persons under the age of eighteen years, organizes pornographic exhibitions or induces persons under the age of eighteen years to participate in pornographic exhibitions shall be subject to a term of imprisonment from six to twelve years and a fine ranging from € 25,822.00 to € 258,228.00.

The same punishment applies to any person selling the pornographic material mentioned above.

In addition to the circumstances indicated in the preceding paragraphs, any person who, by any means, even electronically, distributes, discloses, circulates or publicizes the above mentioned pornographic material, or discloses news or information in order to solicit or otherwise sexually exploit persons under the age of eighteen years, is subject to imprisonment from one to five years and a fine ranging from € 2,582.00 to € 51,645.00.

In addition to the circumstances indicated in the preceding paragraphs one, two and three, any person who, offers or transfers to others, even without charge, the pornographic material contemplated by clause one, shall be subject to a term of imprisonment of up to three years and a fine ranging from € 1,549.00 to € 5,164.00.

In the case of paragraphs three and four above, when a considerable quantity of material is involved, the punishment may be increased by up to two thirds.

Article 600-quater Penal Code

(Possession of pornographic material)

Apart from the circumstances indicated in article 600-ter, any person who knowingly procures or possesses pornographic material which has been produced utilizing persons under the age of eighteen years, shall be subject to a term of imprisonment of up to three years and a fine not less than 1,549.00 euros.

When a considerable quantity of material is involved, the punishment may be increased by up to two thirds.

Article 600-quater1 Penal Code

(Virtual pornography)

The provisions contemplated in articles 600-ter and 600-quater also apply when the pornographic material is represented by virtual images which have been obtained utilizing images, or parts of images, of persons under the age of eighteen years, but the punishment is reduced by one third.

“Virtual images” are those images which have been obtained by means of graphic elaboration techniques that are not entirely or partly associated with real situations, but whose quality of representation renders fictitious situations realistic.

Article 600-quinquies Penal Code

(Tourism aimed at the exploitation of child prostitution)

Any person who organizes or promotes travel, for the enjoyment of juvenile prostitution or nevertheless comprising such activity, is subject to a term of imprisonment from six to twelve years and a fine ranging from € 15,493.00 to € 154,937.00.

Article 601 Penal Code

(Trading in slaves)

Any person exercising the activity of slave trading, in regard to another person in the circumstances envisaged by article 600 or with the objective of committing the offences referred to in point one of this article, who induces such persons by deceit or who compels them through the use of violence, threats, abuse of authority or by the exploitation of their condition of physical or psychological inferiority or a situation of need, or who promises or provides sums of money

or other benefits to third parties who have authority over such persons, to enter or to remain or to leave the territory of the Italian State or to move within the Italian State, shall be subject to a term of imprisonment from eight to twenty years.

The term of imprisonment shall be increased, ranging from a third to half of the above mentioned term, if the offenses referred to in this article are committed to the damage of a person under the age of eighteen years or are directed towards the exploitation of prostitution or the subjection of the injured party to the explanting of organs.

Article 602 Penal Code

(Sale and purchase of slaves)

Apart from the circumstances envisaged by article 601, any person, who purchases, transfers or sells another person who is in the conditions described in article 600 shall be subject to a term of imprisonment ranging from eight to twenty years.

The term of imprisonment shall be increased, ranging from a third to half of the above mentioned term, if the offenses mentioned in the preceding paragraph are committed to the damage of a person under the age of eighteen years or are directed towards the exploitation of prostitution or the subjection of the injured party to the explanting of organs.

7.1. THE MAIN SENSITIVE ACTIVITIES IN REGARD TO ARTICLE 25-QUINQUIES OF THE DE-CREE

Regarding the risk of commission of crimes indicated in article 25-quinquies, as a result of the internal risk assessment performed by interviews and questionnaires, supported by external consultants, the Company assesses the following main activities as “sensitive” which are implemented by the Addressees of this Special Part, also with the assistance of external parties:

- possession and distribution of pornographic material.

7.2. PRINCIPLES OF CONDUCT

Based on those general principles, it is expressly **forbidden to Addressees** to:

- maintain, collaborate or provide a reason for conduct such that, taken individually or collectively, directly or indirectly integrates the crimes contemplated by article 25-quinquies of the Decree;
- violate the principles contemplated by the Code of Ethics and this Model.

8. MANSLAUGHTER AND SERIOUS OR VERY SERIOUS INJURIES AS A RESULT OF NEGLIGENCE IN BREACH OF OCCUPATIONAL HEALTH AND SAFETY REGULATIONS

Article 25-septies of the Decree states:

1. *In relation to the offenses contemplated in articles 589 and 50, clause three of the Penal Code, committed in breach of occupational health and safety regulations, a fine of no less than one thousand quotas shall be applied.*
2. *If sentenced for one of the crimes contemplated by clause 1, the restraining sanctions contemplated by article 9, clause 2 shall be applied for a period not exceeding one year.*

Listed below are the sub-clauses of the articles of the Penal Code which assist in the understanding of each act:

Article 589 Manslaughter

Any person who is responsible for causing the death of another person shall be subject to a term of imprisonment from six months to five years.

If the fact is committed in violation of the highway code or regulations governing occupational safety, the punishment shall be between two and seven years' imprisonment.

Imprisonment between three and ten years shall apply if the fact is committed in violation of the highway code by:

- 1) *a driver under the influence of alcohol, as indicated in article 186, clause 2, sub-clause c), of the Legislative Decree 30 April 1992, n. 285, as amended;*
- 2) *a driver under the influence of mind-altering substances.*

In the case of more than one death, or the death of one or more persons and injury to one or more persons, the punishment that should be applied for the most serious of the offenses committed shall be increased up to three times, without the penalty exceeding fifteen years.

Article 590 Serious bodily harm

Any person who is responsible for causing a personal injury shall be subject to a term of imprisonment of up to three months or a fine of up to 309 euros.

If the injury is serious, the punishment shall be from one to six months' imprisonment or a fine ranging from 123 to 619 euros, and if grievous, from three months to two years' imprisonment or a fine ranging from 309 to 1,239 euros.

If the facts contemplated in paragraph two are committed in violation of the highway code or regulations governing occupational safety, the punishment for serious bodily harm shall be from three months to one year's imprisonment or a fine ranging from 500 to 2,000 euros and the punishment for grievous bodily harm shall be from one to three years' imprisonment. In cases of in violation of the highway code, if the fact is committed by a driver under the influence of alcohol, as indicated in article 186, clause 2, sub-clause c), of the Legislative Decree 30 April 1992, no. 285, as amended, or by a driver under the influence of mind-altering substances, the punishment for serious bodily harm shall be from six months to two years' imprisonment and the punishment for grievous bodily harm shall be from eighteen months to four years' imprisonment. (1)

In the case of injury to more than one person, the punishment that should be applied for the most serious of the offenses committed shall be increased up to three times, without the penalty exceeding five years.

The crime is punishable following legal action initiated by the plaintiff, except for the cases indicated in paragraphs one and two, only for offenses committed in violation of occupational health and safety or that gave rise to an occupational illness.

8.1. LEGAL FRAMEWORK: RESPONSIBILITY AND INTENT

Occupational health and safety regulations, aimed at protecting the health, safety and hygiene of the workplaces indicated in the articles of the Penal Code are, under current law, fundamentally governed by Legislative Decree no. 81/2008, as amended.

Decree 81 identifies the Risk Assessment Document (hereinafter, the “DVR”) as the core of the company safety system.

The DVR is the instrument with which the DdL carries out “the global and documented assessment of all risks to worker health and safety ... for the purpose of identifying adequate measures of prevention and protection and to establish the program of measures capable of ensuring an improvement over time of the levels of health and safety” (Decree 81, article 2).

The risk assessment process required by Decree 81/08 identifies and assesses the risks existing for workers while carrying out their respective duties by each company area and any further worker risks in the ambit of company activities. This document also imposes the obligation of identifying and implementing specific preventive measures of protection to eliminate or minimize as much as possible the occupational risks of employees, as well as the availability of suitable DPI.

Only those provisions prior to Decree 81/08 that were not specifically amended by this law remain in force.

Article 5 of the Decree requires, in order for the entity to be held responsible, that the offense be committed in the “interest or to the benefit” of the entity.

Considering the unintentional nature of the offenses contemplated in this section, which are characterized by the lack of intent of the offender (and also excluding the possibility of a direct interest of the Company that the accident should occur), it is deemed that, as indicated by the Confindustria guidelines for the construction of organizational, management and control models, the benefit for the entity may be identified in the saving in terms of costs and/or time achievable by not fully applying the preventive measures required by the regulations governing the protection of employee health and safety.

Furthermore, the cause of the exclusion of liability for the entity shall be assessed in relation to the unintentional nature of the offense. For unintentional offenses, it is suitable to consider the entity that demonstrates that the offense was perpetrated by fraudulently bypassing the system of controls in place to prevent that type of offense as “not guilty”. Otherwise, an unintentional offense where intent is limited to the conduct and not also to the event, it will not be possible to show that the agent carried out the event by fraudulently bypassing the system of controls established by the Company.

Therefore, in order to maintain the legal effectiveness of the Model, it will be necessary to prove that the conduct maintained by the agent voluntarily ignored the internal procedures and regu-

lations that the entity has established to ensure full compliance of employee health and safety regulations, despite proper observance of the supervisory obligations by the specific body so assigned.

8.2. THE MAIN SENSITIVE ACTIVITIES IN REGARD TO ARTICLE 25-SEPTIES OF THE DECREE

In general, it must be assumed that all company activities should be considered activities during which an employee may have an accident and shall be taken into consideration by the DVR.

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8.3. PRINCIPLES OF CONDUCT

All Addressees shall adopt rules of conduct that comply with the principles contained (i) in the Company Code of Ethics, in the part regarding the rules of conduct for employees and collaborators, which is to be considered referred to fully herein (ii) in Decree 81/08 and the current regulations regarding workplace health and safety protection (iii) in the DVR prepared by the Company and in the operating manuals and procedures and (iv) in this Model.

The principles of conduct identified in the C.C.L.L., in the Company Code of Ethics and all the documentation prepared by the Company in compliance with the obligations imposed by health and safety regulations, such as, for example, the DVR, the emergency management plans, the delegations of authority and signature powers, etc, shall therefore be deemed a premise and an integral part of this Model.

This Model, as already specified, shall not substitute or duplicate the legal obligations and responsibilities of the persons identified in Decree 81/08 and applicable health and safety regulations. Rather, by means of a proper and effective corporate system, it is a further preventive measure of control and verification of the adequacy of the organizational activities established by the Company, in order to comply with all related legal obligations.

In implementing their own organizational system with specific reference to company safety and in performing the activities planned by them, the Company and the Addressees of this Model, each within the scope of its competence, shall observe all laws, regulations and procedures regarding workplace safety and health and hygiene protection governing the performance of the activities.

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Furthermore, the following principles shall be observed:

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- there shall be contractual clauses with the customers/worksite, requiring (i) suitable workplaces, (ii) full compliance with the occupational health and safety regulations and (iii) a suitable analysis and assessment of any interferences by customers, at whose facilities specific work activities (such as servicing and/or maintenance) are carried out by Company employees;

8.4. PRINCIPLES OF SUPERVISION AND CONTROL

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8.5. PRINCIPLES OF TRAINING AND EDUCATION

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8.6. PRINCIPLES OF SAFETY MANAGEMENT

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9. RECEIVING, MONEY LAUNDERING AND HANDLING MONEY, GOODS OR ASSETS OF ILLEGAL ORIGIN

Article 25-octies of the Decree states:

1. *In relation to the offenses contemplated in articles 648, 648-bis and 648-ter of the Penal Code, the entity shall be subject to a fine ranging from 200 to 800 quotas. If the money, goods or other assets are the proceeds of an offense which may be punished with imprisonment not exceeding five years, a fine ranging from 400 to 1000 quotas shall be applied.*
2. *If the entity is sentenced for one of the crimes contemplated in clause 1, the restraining sanctions contemplated in article 9, clause 2 shall be applied for a period not exceeding two years.*
3. *In relation to the offenses indicated in points 1 and 2, the Ministry of Justice, having consulted with the UIF, shall make its observations in accordance with article 6 of Legislative Decree 8 June 2001, no. 231.*

Listed below are the sub-clauses of the articles of the Penal Code which assist in the understanding of each act:

Article 648. Receiving.

With the exclusion of the actual participation in the criminal activity, any person who, in order to obtain a benefit personally or on behalf of other parties, purchases, receives or hides money or property deriving from criminal activity of whatever nature, or nevertheless intervenes to abet the purchase, receipt or concealment shall be subject to a term of imprisonment from two to eight years and a fine ranging from 516 to 10,329 euros.

The penalty, when the offense is of a tenuous nature, is a term of imprisonment of up to six years with a fine of up to 516 euros.

The provisions of this article shall apply also, in the event of it not being possible to bring charges against or to punish the person from whom the money or property has been received.

Article 648-bis. Money laundering.

With the exclusion of the actual participation in the criminal activity, any person who exchanges or transfers money, goods or other assets deriving from intentional criminal acts, or carries out other transactions in their regard, in order to prevent the identification of their criminal provenance, shall be subject to a term of imprisonment from four to twelve years and a fine ranging from 1,032 to 15,493 euros.

The penalty shall be increased if the offense is committed in the course of a professional activity.

The penalty shall be decreased if money, goods or other assets derive from an offense carrying a penalty of less than five years imprisonment. The last clause of article 648 applies.

Article 648-ter. Handling money, goods or assets of illegal origin.

With the exclusion of the actual participation in the criminal activity and the cases indicated in articles 648 and 648-bis, any person who uses money, goods or other assets, deriving from an unlawful origin, for economic or financial activities shall be subject to a term of imprisonment from four to twelve years and a fine ranging from 1,032 to 15,493 euros.

The penalty shall be increased if the offense is committed in the course of a professional activity.

The penalty shall be decreased in the case contemplated in clause two of article 648. The last clause of article 648 applies.

9.1. THE MAIN SENSITIVE ACTIVITIES IN REGARD TO ARTICLE 25-OCTIES OF THE DECREE

Regarding the risk of commission of potential crimes indicated in article 25-*octies* as a result of the internal risk assessment performed by interviews and questionnaires, supported by external consultants, the Company assesses the following main activities as “sensitive” which are implemented by the Addressees of this Special Part, also with the assistance of external parties:

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The following corporate functions may possibly be involved in the commission of the offenses identified in article 25-*octies* of the Decree, either directly and/or in support of other structures:

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9.2. PRINCIPLES OF CONDUCT

Based on those general principles, it is expressly **forbidden to Addressees** to maintain, collaborate or provide a reason for conduct such that, taken individually or collectively, directly or indirectly integrates one of the crimes considered above.

It is specifically **forbidden** to:

- maintain conduct contemplated in the above money laundering offenses;
- maintain conduct that, while not constituting *per se* offenses indicated above, may potentially become so;
- maintain business relations with persons (individuals or legal) known or even only suspected to belong to criminal organizations or in any manner operate unlawfully;
- use anonymous instruments to transfer substantial amounts.

All persons **must** also:

- maintain a proper, transparent and collaborative conduct, in compliance with the law and internal company procedures;
- exclusively use registered intermediaries for transactions, whether domestic or international;
- constantly monitor corporate financial flows.

In consideration of the characteristics of the offenses indicated in article 25-*octies* of the Decree, it is stated that all of the preventive measures of this Model, referring also to other potential offenses, are indirect measures to prevent the types in question.

10. INTELLECTUAL PROPERTY CRIMES

Article 25-novies of the Decree states:

1. *In relation to the commission of the crimes indicated in articles 171, clause one, sub-clause a-bis), and clause three, 171-bis, 171-ter, 171-septies and 171-octies of Law 22 April 1941, no. 633, the entity shall be fined up to five hundred quotas.*

2. *if the entity is sentenced for the crimes contemplated by clause 1, the restraining sanctions contemplated in article 9, clause shall be applied, for a period not exceeding one year.*

Without prejudice to the provisions of article 174- quinquies of mentioned Law no. 633 of 1941.

Listed below are the sub-clauses of the articles of the Penal Code which assist in the understanding of each act:

Article 377-bis Penal Code

(Inducing others not to issue statements or issue deceitful statements to the Judicial Authorities)

Unless the act constitutes a more serious offense, any person who, through violence or threat, or by offers, or by promising money or other assets, induces to person called to testify before the Judicial Authorities into not making declarations or making false declarations that are useful in penal proceedings, when the same has the right to not respond, shall be subject to between two and six years' imprisonment.

Article 171 Law of 22 April 1941, no. 633

(Protection of intellectual property and other connected rights)

Without prejudice to Article 171 bis and Article 171 ter, a fine ranging from € 51.00 to € 2,065.00 shall be applied to any person who, without proper rights and for any purpose whatsoever:

a) reproduces, transfers, publicly performs, distributes, sells or offers for sale or otherwise places on the market a third party work or reveals its contents before it is made public, or introduces and circulates within the Italian State copies produced abroad in violation of Italian law;

a bis) makes a protected original work, or part of the same, available to the public by inserting it in a telecommunications network system, through connections of any type whatsoever;

b) stages, executes or performs in public or transmits with or without changes or additions, a third party work suitable for public performance or a musical composition. The performance or execution includes the public projection of the cinematographic work, the public performance of musical compositions inserted in cinematography and radio transmissions using loudspeakers playing in public;

c) performs the deeds indicated in the above sub-clauses using one of the forms of processing contemplated in this law;

d) reproduces a number of copies or performs or stages a number of executions or performances greater than was his/her right to produce or perform;

e) (suppressed)

f) in violation of article 79, re-broadcasts over wire or by radio or records on phonographic disks or other similar equipment radio transmissions or re-transmissions or trades the phonographic disks or other equipment unduly recorded.

Any person committing the offense contemplated in clause one, sub-clause a bis), may pay, prior to opening statements are read in court, or prior to the criminal sentence, an amount equal to one half of the maximum penalty established in clause one for the offense committed plus legal costs. Such payment extinguishes the offense.

The penalty shall be up to one year's imprisonment or a fine of no less than € 516.00 if the above offenses are committed on a third party work not intended for publication, or by usurping the authorship of the work, or through deformation, mutilation, or other modification of the same work, or anything that brings offence to the honor or the reputation of the author. Violation of the provisions contemplated in clauses three and four of article 68 shall result in a six month to one year suspension of the photocopying, Xeroxing or similar copying method and a fine ranging from € 1,032.00 to € 5,164.00.

Article 171-bis Law of 22 April 1941, no. 633

(Protection of intellectual property and other connected rights)

1. Any person who, for financial gain, unlawfully duplicates electronic programs or for the same purpose imports, distributes, sells, possesses for business purposes, or leases any programs containing material that is not countermarked by the Italian Authors' and Publishers' Association (SIAE), shall be subject to a term of imprisonment from six months to three years and a fine ranging from € 2,582.00 to € 15,493.00. The same penalty shall be applied if the act involves any means solely intended to allow or facilitate the arbitrary removal or the functional evasion of provisions applied for the protection of an electronic program. The penalty shall be no less than two years' imprisonment and a fine of € 15,493.00 if the fact is deemed serious.

2. Any person who, for financial gain, on support media that is not countermarked by the Italian Author's and Publishers' Association (SIAE), reproduces, transfers to other support media, distributes, communicates, presents, or demonstrates publicly the contents of a database in violation of the provisions contemplated in articles 64-quinquies and 64-sexies, or extracts or reuses the database in violation of the provisions of articles 102-bis and 102-ter, or distributes, sells, or leases a database, shall be subject to a term of imprisonment from six months to three years and a fine ranging from € 2,582.00 to € 15,493.00. The penalty shall be no less than two years' imprisonment and a fine of € 15,493.00 if the fact is deemed serious.

Article 171-ter Law of 22 April 1941, no. 633

(Protection of intellectual property and other connected rights)

1. If the act is committed for non-personal use, a penalty of imprisonment from six months to three years and a fine ranging from € 2,582.00 to € 15,493.00 shall apply to any person who, for financial gain:

a) unlawfully duplicates, reproduces, transmits, or transmits publicly, using any method, an original work, wholly or in part, intended for television, cinematography, the sale or rental of disks, tapes, or similar support media, or any other support media containing sound recordings or video recordings of musical, cinematographic or assimilated audio-visual works or sequences of images in movement;

b) unlawfully reproduces, transmits, or transmits publicly, using any method, entire or parts of literary, dramatic, scientific, musical, or dramatic-musical works, or multimedia, also if inserted in collective or composed works or databases;

c) even though not having participated in the duplication or reproduction, introduces on Italian territory, possesses for the sale or distribution, or distributes, places on the market, permits rental or any other means of transfer, publicly projects, transmits by means of television by any method, transmits by means of radio, publicly plays the unlawful duplications or reproductions contemplated in sub-clauses a) and b);

d) possesses for sale or distribution, places on the market, sells, rents, transfers for any purpose, projects in public, transmits video cassettes, music cassettes, any form of support media containing sound recordings or video recordings of musical, cinematographic or audio-visual or sequences of images in movement, or other support media which is required by this law to bear a countermark by the Italian Authors' and Publishers' Association (SIAE), lacking such countermark or with counterfeit or altered countermarks;

e) in absence of an agreement with the legitimate distributor, transmits or retransmits an encrypted service, by any means, which was received by means of equipment or parts of equipment capable of decoding transmissions with conditioned access;

f) introduces on Italian territory, possesses for sale or distribution, distributes, sells, transfers for rental, transfers for any purpose, commercially promotes, installs slides or special decoding elements that permit access to an encrypted service without payment of the required fee.

f bis) manufactures, imports, distributes, sells, rents, transfers for any purpose, publishes for sale or rental, or possesses for commercial reasons, equipment, products or components or renders services that have a prevalent purpose or commercial use of evading efficient technological measures contemplated in article 102-querter or that are mainly planned, produced, adapted, or created for the purpose of making possible or facilitating the evasion of the aforementioned measures. The technological measures also include those applied, or that remain following the removal of the same measures subsequent to the voluntary initiative of the rights owners or to agreements between the latter and the beneficiary of exceptions, or following the execution of administrative or judicial authority proceedings;

h) unlawfully removes or alters the electronic information contemplated in article 102-quinquies, or distributes, imports for distribution purposes, transmits by radio or television, communicates or makes publicly available works or other protected materials from which the same electronic information has been removed or altered.

2. Imprisonment from one to four years and a fine ranging from € 2,582.00 to € 15,493.00 shall apply to any person who:

a) unlawfully reproduces, duplicates, transmits, or spreads, sells or places on the market, transfers for any reason, or unlawfully imports more than fifty copies or samples of works that are protected by copyright laws and by related rights;

a bis) in violation to article 16, for financial gain, communicates to the public by inserting in a telecommunications network system, through connections of any sort whatever, an original work, or part of the same, that is protected by copyright laws;

b) exercising in an entrepreneurial form any activities involving the reproduction, distribution, sale or marketing, importing of works protected by copyright laws and by other related rights, is found guilty of the acts contemplated in clause 1;

c) promotes or organizes illicit activities contemplated in clause 1.

3. The sentence is lessened if the act is particularly tenuous.

4. The sentence for one of the offences indicated in clause 1 implies:

a) application of the accessory punishment contemplated in articles 30 and 32 bis of the Penal Code;

b) publication of the sentence in one of more newspapers, of which one must be a national newspaper, and in one or more specialized periodicals;

c) suspension for a period of one year of concession or authorization of radio-television transmitting for the business operations of the production or commercial activities.

5. The amounts deriving from the application of the fines provided by the previous clauses are paid to the National Entertainment Industry Employee Pension Organization (Ente nazionale di previdenza ed assistenza per i pittori e scultori, musicisti, scrittori ed autori drammatici).

Article 171 septies Law of 22 April 1941, no. 633

(Protection of intellectual property and other connected rights)

1. The penalty contemplated in article 171-ter, clause 1, shall also apply to:

a) producers and importer of support material not subject to countermarks contemplated in article 181-bis, who do not communicate to the Italian Authors' and Publishers' Association (SIAE) within thirty days from the commercial entry date on Italian territory or the importation of information necessary for the unambiguous identification of the same support material;

b) unless the act constitutes a more serious offense, any person falsely declaring the absolution of the obligations contemplated in article 181-bis, clause 2, of this law.

Article 171 octies Law of 22 April 1941, no. 633

(Protection of intellectual property and other connected rights)

1. Unless the fact constitutes a more serious offense, any person who fraudulently produces, sells, imports, promotes, installs, modifies, uses for public and private equipment or parts of equipment capable of decoding audio-visual with conditioned access transmitted via air, via satellite, via cable, in either analog or digital form shall be subject to a term of imprisonment ranging from six months to three years and a fine ranging from € 2,582.00 to € 25,822.00.

Conditioned access means all the audio-visual signals transmitted by Italian or foreign broadcasters in such a way as to render the same visible exclusively to closed groups of users selected by the broadcaster, irrespective of the requirement of a fee for such services.

2. The penalty shall be a minimum of two years' imprisonment and a fine of € 15,493.00 if the fact is serious.

Article 174 quinquies Law of 22 April 1941, no. 633

(Protection of intellectual property and other connected rights)

1. When criminal action is taken for any of the intentional offenses contemplated in this section committed in the ambit of commercial business or of an activity requiring authorizations, the public prosecutor notifies the police (questore), indicating the elements to adopt the provision contemplated in clause 2.

2. Having assessed the elements indicated in the notification indicated in clause 1, the police, having heard the parties, may justifiably suspend the business or activity for a period of no less than fifteen days and no more than three months, without prejudice to any criminal confiscation adopted.

3. If sentenced for any of the offenses contemplated in clause 1, the accessory administrative sanction of temporary closure of the business or activity for a period ranging from three months to one year, having calculated the length of the suspension indicated in clause 2, shall always apply. Article 24 of Law 24 November 1981, no. 689 applies, in the case of a repeat offense, the business license or authorization to carry out the activity is withdrawn.

4. The provisions of this article shall also apply to facilities for development and printing, for synchronization and post-production, as well as masterization, printing and any industrial production activity associated with the production of counterfeit support media and to television program reception or broadcasting centers. The benefits contemplated in article 45 of Law 4 November 1965, no. 1213, as amended, shall be suspended in the event of criminal action; if sentenced, they shall be withdrawn and may not be issued again for at least two years.

10.1. The main Sensitive Activities in regard to article 25-novies of the Decree

Regarding the risk of commission of crimes indicated in article 25-novies, as a result of the internal risk assessment performed by interviews and questionnaires, supported by external consultants, the Company assesses the following main activities as "sensitive" which are implemented by the Addressees of this Special Part, also with the assistance of external parties:

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The company structures and functions associated with the above activities are:

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10.2. Principles of conduct

Based on these general principles, it is expressly **forbidden for Addressees** to:

- maintain, collaborate or provide a reason for conduct such that, taken individually or collectively, directly or indirectly integrates the crimes contemplated by article 25-novies of the Decree;
- violate the principles contemplated in the Code of Ethics and this Model.

As part of the above principles, it is specifically **forbidden** to:

- reproduce, even in part, marks belonging to and protecting third parties on ASI products;
- use already registered or pending patents, filed by third parties;
- proceed with the technical development of a product, file a patent registration application or use new building technologies without prior legal assessment, to exclude the risks of offenses indicated in article 25-novies of the Decree.

All persons **must** also:

- maintain a proper, transparent and collaborative conduct, in compliance with the law and internal company procedures, in all the Sensitive Activities previously identified;
- assess the existence of any intellectual property rights prior to approving projects or products;
- maintain documentary proof of the product development process.

CLOSING CONSIDERATIONS

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