	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 1	of 72


ESTRA S.p.A.

231 MODEL

Organisational, Management and Control Model Pursuant to Legislative Decree 231/2001


GENERAL SECTION

Rev. No.	Description of amendments	Date
0	First issue	12/10/2010
1	Amendment of the Rules for the Supervisory Board	29/03/2012
2	Overall amendment due to the merger by incorporation of Estra Reti Gas and Estra GPL into Estra S.p.A.	6/11/ 2013
3	Update of the Model following the demerger of business units "Reti Gas" and "GPL"; environmental offences; offences involving the employment of illegally staying third-country nationals; offences referred to in Law 190/2012 of	15/09/2014
4	Model update General Section para. 6, subparagraph 1 "Composition and Term of Office" following the change in the maximum number of members of the Supervisory Board	12/09/2017


	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 2	of 72

Contents


1. Introduction	5
1.1. Characteristics of the document	5
1.2. Objectives	5
1.3. Structure of the Model	6
1.4. Amendments to and updates of the Organisational Model	7
1.5. Recipients of the Model	8
1.6. Binding nature of the Model	9
1.7. Effects of Model with respect to third parties	9
2. Regulatory framework	11
2.1. Grounds for the administrative liability of legal entities	11
2.2. Offences	12
2.3. Sanctioning system	25
2.4. Attempted offences	26
2.5. Perpetrators	27
2.6. The interest or benefit for the entities	27
2.7. Exemption from liability	28
2.8. Assessment of suitability	29
2.9. Guidelines of Confindustria (Italian Manufacturers' Association)	30
2.10. Guidelines of Conservizi	31
3. Purposes and underlying principles of the Model	34
3.1. Purpose of the Model	34
3.2. Reconciliation with company procedures	34
3.3. Key principles of the Model	35
4. THE COMPANY ESTRA S.P.A.	36
4.1. Corporate purpose	37
4.2. Governance system and authorisation system	38
4.2.1. Governance system	38
4.2.2. Powers of authorisation and signature	39
4.3. Powers of governance and representation	40

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 3	of 72

4.3.1 Powers of the Board of Directors	40
4.3.2 Chairperson's powers	40
4.3.3 Chief Executive Officer's powers	41
4.3.4 General Manager's powers.....	41
4.3.5 Powers of representation	42
4.4. <i>Organisational structure</i>	43
4.5. <i>Integrated management system</i>	43
5. Code of Ethics	45
6. Supervisory Board	46
6.1. <i>Composition and term of office</i>	46
6.2. <i>Independence requirements</i>	47
6.3. <i>Integrity requirements</i>	48
6.4. <i>Cessation in office</i>	49
6.5. <i>Duties, powers and means</i>	51
6.6. <i>Powers of access</i>	54
6.7. <i>Record-keeping and filing requirements</i>	55
6.8. <i>Confidentiality obligations</i>	55
6.9. <i>Regulations of the Supervisory Board</i>	56
7. Information flows.....	57
7.1. <i>Information flows from the Supervisory Board to Top Managers</i>	57
7.2. <i>Submission of reports to the Supervisory Board by employees</i>	58
7.3. <i>Appointment of "liaisons" to the Supervisory Board</i>	59
7.4. <i>Information flows from Supervisory Board liaisons</i>	59
7.5. <i>General information flows</i>	59
7.6. <i>Specific information flows</i>	60
8. Disciplinary framework.....	62
8.1. <i>Functions of the disciplinary framework</i>	62
8.2. <i>Procedure for ascertaining the infringement</i>	63
8.3. <i>Sanctions against employees</i>	64
8.4. <i>Sanctions against managers</i>	66
8.5. <i>Sanctions against Directors and Statutory Auditors</i>	66
8.6. <i>Measures against third parties (consultants and partners)</i>	67

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 4	of 72

8.7.	<i>Disclosure of the disciplinary framework</i>	67
8.8.	<i>Reporting on the 231 disciplinary framework</i>	67
8.9.	<i>Final provisions</i>	68
9.	<i>Circulation and preparation of the model</i>	69
9.1.	<i>Foreword</i>	69
9.2.	<i>Communication plan for members of governing bodies</i>	70
9.3.	<i>Communication and training plan for employees</i>	70
9.4.	<i>Communication and Training Plan for External Collaborators</i>	72

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 5	of 72

1. INTRODUCTION

1.1. CHARACTERISTICS OF THE DOCUMENT

This document is prepared in application of the provisions contained in Legislative Decree 231/01 (hereinafter, for brevity, Decree) and constitutes the management reference for the establishment of a company prevention and control system designed to prevent the commission of the offences envisaged by the decree.

The original document was approved by the Board of Directors of ESTRA S.p.A., by resolution dated 12 October 2010, and subsequently updated by deeds of 29 March 2012 and 6 November 2013 by way of self-regulation, and may therefore be amended at any time by same Board.


Following the demerger of the “Gas” and “GPL” Divisions in the company Centria S.r.l., the Company made a further update (rev. No. 3), by including the following offences:

- environmental offences (Article 25-undecies)
- employment of illegally staying third-country nationals (Article 25-duodecies)
- undue inducement to provide or promise benefits (Article 25, introduced by Law 190/2012)
- Private corruption (Article 25-ter, introduced by Law 190/2012)

1.2. OBJECTIVES

The implementation of the 231 Organisation, Management and Control Model reflects the company's belief that all efforts to ensure fairness and transparency in the Company's activities is worth pursuing both for the Company's image and to fully protect the interests of Company's *stakeholders*.

We believe that the Model is a powerful instrument for raising the awareness of all those who act on behalf of ESTRA S.p.A. so that, in the performance of their

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 6	of 72

activities, their conduct is inspired by the ethics of responsibility and is compliant with the various provisions of the law.

The objective of this document is to define the 231 Model of ESTRA S.p.A., i.e. the Organisational, Management and Control Model and the regulatory initiatives to be adopted in order to comply with the specific legislation on the administrative liability of legal persons (Legislative Decree 231/2001) and limit the related risks.

More specifically, through the mapping of risks and the formalisation of processes at risk of offence, the model aims to:

- Ensure that all those who work in the name and on behalf of the company are fully aware that, in case of infringement of regulatory provisions, they may commit an unlawful act punishable with criminal and administrative sanctions;
- Make sure said parties are aware that such unlawful conduct may entail monetary and disqualification sanctions against the company;
- Point out that any unlawful conduct is strongly condemned by, and is contrary to the interests of ESTRA S.p.A., although apparently beneficial to the Company, since such conduct is contrary to the ethical-social principles of the company as well as to legal provisions;
- Ensure that ESTRA S.p.A., through the continuous monitoring of sensitive processes and, therefore, of the risks of committing offences, can promptly respond, by preventing and counteracting the commission of such offences.

1.3. STRUCTURE OF THE MODEL

To ensure flexibility of the Model to take account of potential changes in the legislative framework, the Model has been structured as follows:


1. General Section

2. Special sections, referring to:

2.1. "Offences against the Public Administration"

2.2. "Corporate offences"

2.3 "Violations of workplace health and safety regulations"

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 7	of 72

2.4. "Environmental offences"

2.5 Other underlying offences

3. Special rules

4. Summary of information flows to the Supervisory Board

5. Code of Ethics

6. List of organisational and control safeguards

7.1 Risk assessment matrix

7.2 Risk assessment matrix for environmental offences


8. Table of offences envisaged by Legislative Decree 231/2001

All the documents mentioned above constitute an integral part of the Model for all intents and purposes and are designed to implement the general guidelines and the rules of conduct contained in the general section and in the special sections.

1.4. AMENDMENTS TO AND UPDATES OF THE ORGANISATIONAL MODEL

All amendments to the model that expose the Company to new or further risks of commission of the offences pursuant to Legislative Decree 231/2001 shall be submitted to the approval of the Board of Directors. By way of example and without limitation, the Board of Directors shall have exclusive responsibility for:

- a) reviewing the "general section" and the " special sections" following the introduction of new legislative provisions;
- b) the introduction of new rules;
- c) the introduction of additional "special sections" relating to preventive measures designed to counter the commission of other types of offences falling within the scope of Legislative Decree 231/01;
- d) any organisational changes that significantly modify the company "risk map" of "significant offences".

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 8	of 72

All merely formal and stylistic changes as well as changes implementing organisational changes and/or procedural adjustments that do not expose the company to new or additional risks, shall not be considered amendments — and as such shall not be subject to the approval of the Board.

Furthermore, reviewing the contents of the Annexes relating to the Safeguard Map and the information flows framework shall not be under the exclusive responsibility of the Board of Directors. These modifications, on the proposal of the Supervisory Board, shall be approved by the General Manager or by a person designated by the General Manager. In any case, the Model, including all amendments, shall be subject to ratification by the Board of Directors at least once a year, upon description of the amendments by the General Manager.


1.5. RECIPIENTS OF THE MODEL

On the basis of the indications contained in the Decree, the main recipients of the model, in relation to their ability to act and the powers recognised and formalised in the powers of attorney / delegations and / or in job descriptions, are:

- i) **Top managers:** any and all persons who are vested with powers of corporate representation and/or managerial and administrative responsibilities within the company or one of its financially and functionally independent organisational units, and/or who exercise de facto management and control over the same;
- ii) **Subordinates:** any and all persons subjected to management or supervision by top manager;
- iii) **Third parties with respect to the company,** other than those identified in the previous points, in the context of work and/or business relations established with the company.

To ensure transparency in the decision-making process and identify top managers' responsibilities, subject to the procedures necessary for all delegations requiring notarial deeds, it has been established that delegated powers must:

- ✓ be formulated in detail;
- ✓ result from the job description, when necessary and where applicable;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 9	of 72

- ✓ result from a document written and signed by the manager and the interested party, in case the job description is generic or absent due to practical reasons;
- ✓ be filed with the Human Resources Service.

The company's organisational chart is filed with the Human Resources Service.

The top managers, recipients of the model are identified in a specific list, based on the delegated powers and representation authority granted to them.

1.6. BINDING NATURE OF THE MODEL


The Directors, the General Manager, the Managers and all personnel is required to scrupulously observe the rules and provisions that make up this Organisational, Management and Control Model.

1.7. EFFECTS OF MODEL WITH RESPECT TO THIRD PARTIES

ESTRA S.p.A undertakes to appropriately disseminate the Model, both by publishing it on the company Intranet and by keeping a paper copy at the General Affairs Service which can be freely consulted, in order to:

1. Spread awareness among all those who work in the name and on behalf of the Company, especially in risk activities, that they may commit an unlawful act which can be prosecuted by law and punished by the company;
2. Point out that the Company strongly condemns any unlawful conduct, as it is contrary to law and to the principles the Company intends to follow in the conduct of its business.


The Organisation, Management and Control Model described in this document comes into force upon its approval and, as of that moment, it becomes, both formally and substantially, an "internal regulation" and as such it has a binding effect. Any infringement of the rules of conduct governed by the Model and/or in the related procedures are a breach of the obligations arising from the employment contract and constitute a disciplinary offence. Disciplinary

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 10	of 72

sanctions, since they refer to the infringement of an "internal regulation", are applied regardless of the occurrence and outcome of any criminal proceedings.

An employee who is in breach of the rules of conduct prescribed by this Organisational Model shall be subject to disciplinary action. The disciplinary measures and sanctions are adopted in compliance with the principle of graduality and proportionality of the sanction with respect to the seriousness of the breach and in compliance with the laws and regulations in force in the Italian legislation and the provisions contained in the National Collective Labour Agreement, in compliance with the procedures set out in Article 7 of the Workers' Statute.

This Organisational, Management and Control Model, pursuant to Legislative Decree 231/2001 is also disclosed externally via the ESTRA website.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 11	of 72

2. REGULATORY FRAMEWORK

In compliance with the obligations established by some international Conventions ratified by Italy (in particular, the Brussels Conventions of 26 July 1995 and 26 May 1997, as well as the OECD Convention of 17 December 1997), by law 300 of 29 September 2000, the Government has been delegated to set up and define a system of administrative liability and sanctions for entities and companies.

Therefore, in implementation of the aforementioned delegated law, a Decree was issued, which came into force on 4 July 2001, entitled "Provisions on the administrative liability of legal entities, companies and associations including those without legal personality".

Thus, the Legislator has introduced into the Italian legal system the principle of administrative liability of Entities arising from an offence committed by a natural person in the interest or for the benefit of the Entity.

In other terms, in the case where one of the offences specifically indicated in Articles 24 et seq. of the Decree, the criminal liability of the individual who materially carried out the offence also entails the administrative liability of the company — provided that all the regulatory requirements set forth in the Decree are met.

Pursuant to Article 1, paragraph 2 of the Decree, the recipients of the legislation in question are:

- legal entities;
- corporations and associations, including bodies devoid of legal personality;


while the State, local public bodies, other non-commercial public bodies and entities that perform functions of constitutional relevance are excluded.

2.1. Grounds for the administrative liability of legal entities

The above identified entities are liable under administrative law for the commission of the offences the legislator has specified in detail in the legislative decree in question, if the following three requirements are simultaneously met:

1) Subjective requirement

The offences must have been committed by:

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 12	of 72

a) individuals who are vested with powers of corporate representation and/or managerial and administrative responsibilities within the legal entity or one of its financially and functionally independent organisational units, and/or who, albeit only de facto, exercise management and control over the same (the so-called "**Top Managers**");

b) any and all persons subjected to management or supervision by one of the persons specified in point a) (the so-called "**Subordinates**").

The distinction between the categories of Top Managers and Subordinates is undoubtedly relevant as it determines — as explained below — a different degree of responsibility of the Entity.

2) Required purpose

In order for an Entity to incur administrative liability, **the offence must be committed by the persons specified in a) or b) in the interest or for the benefit of the Entity**.

Consequently, if a natural person committed the offence in his/her own exclusive interest or in the interest of third parties, the Entity shall not be liable, since the absence of the objective criterion of the Entity's "interest" or "advantage" shows that there was no link between the purpose of the natural person's action and the business organisation.


3) Objective requirement

The administrative liability of an Entity pursuant to the Decree **does not depend on the commission of any offence, but solely on the commission of one or more of the offences specifically referred to** in Chapter I, Section III, Articles 24, 24-bis, 24-ter, 25, 25-bis, 25-bis-1, 25-ter, 25-quater, 25-quater-1, 25-quinques, 25-sexies, 25-septies, 25-octies, 25-novies, 25-decies, 25-undecies, 25-duodecies of the Decree ("underlying offenses").


2.2. Offences

The relevant types of offences —pursuant to Legislative Decree 231/2001 —that may lead to the administrative liability of an Entity / Company are expressly listed by the Law and include the following categories:


- **Undue receipt of funds, fraud against the state or a public body to obtain public funds and computer fraud against the State or a public body** [Article 24 of Legislative Decree 231/01]:

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 13	of 72


- embezzlement of State or other public body funds (Article 316-*bis* of the Italian Penal Code);
- misappropriation of contributions, loans or other payments from the State or other public entities (Article 316-*ter* of the Italian Criminal Code);
- cheating occasioning prejudice to the State or any other public body (Article 640(1)(1) of the Italian Penal Code);
- aggravated cheating resulting in the receipt of public monies (Article 640-*bis* of the Italian Penal Code);
- computer fraud to the detriment of the State or another public body (Article 640-*ter* of the Italian Penal Code);
- **Cybercrimes and illegal handling of data** (Article 24-*bis* of Legislative Decree 231/01]:
 - Digital documents (Article 491-*bis*);
 - Unauthorised access to a computer or electronic system (Article 615-*ter* of the Italian Penal Code);
 - Unlawful possession and disclosure of access codes to computer or electronic systems (Article 615-*quater* of the Italian Penal Code);
 - Dissemination of equipment, devices or software designed to disrupt or damage a computer or electronic system (Article 615-*quinquies* of the Italian Penal Code);
 - Unlawful interception, interruption or disruption of computerised or electronic communications (Article 617-*quater* of the Italian Penal Code);
 - Installation of devices designed to intercept, block or disrupt computerised or electronic communications (Article 617-*quinquies* of the Italian Penal Code);
 - Damage to information, data and software programmes (Article 635-*bis* of the Italian Penal Code);
 - Damage to computer information, data and programmes used by the State or another public body or aimed at providing a public service (Article 635-*ter* of the Italian Penal Code);
 - Damage to computer or electronic systems (Article 635-*quater* of the Italian Penal Code);

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 14	of 72


- Damage to computer or software systems used for public-service purposes (Article 635-*quinquies* of the Italian Penal Code);
- Computer fraud by the person or party providing electronic signature certification services (Article 640-*quinquies* of the Italian Penal Code);
- **Organised crime offences** [Article 24-*ter* of Legislative Decree 231/01]. This article extends the offences that may determine the entity's liability to the following offences:
 - offences concerning criminal association for purposes of reducing to or maintaining in slavery, human-trafficking, purchasing and sale of slaves and offences concerning breaches of the provisions on clandestine immigration pursuant to Article 12 of Legislative Decree 286/1998 (Article 416, paragraph 6, of the Italian Penal Code);
 - mafia-type conspiracy, including foreign (Article 416-*bis* of the Italian Penal Code); Mafia-political electoral exchanges (Article 416-*ter* of the Italian Penal Code);
 - kidnapping for ransom (Article 630 of the Italian Penal Code);
 - conspiracy to engage in illegal trafficking of narcotic drugs or psychotropic substances (Article 74 of Presidential Decree 309/1990);
 - criminal conspiracy (Article 416 of the Italian Penal Code, save for paragraph 6);
 - offences concerning the manufacture and trafficking of assault weapons, explosives and illegal weapons (Article 407, paragraph 2, letter a) of the Italian Penal Code);
- **Bribery and corruption** [Article 25 of Legislative Decree 231/01]:
 - extortion by a public official (Article 317 of the Italian Penal Code);
 - corruption in the course of official duties (Article 318 of Italian Penal Code);
 - corruption for a deed or performance running counter to official duties (Article 319 of Italian Penal Code);
 - corruption in judicial deeds and documents (Article 319-*ter* of Italian Penal Code);
 - undue inducement to provide or promise benefits (Article 319-*quater* of the Italian Penal Code), introduced by Law 190/2012;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 15	of 72


- corruption of a public servant (Article 320 of the Italian Penal Code);
- incitement to corruption (Article 322 of the Italian Penal Code);
- embezzlement, bribery, corruption and incitement to corruption of members of the organs of the European Community and officers of the European Community and other overseas States (Article 322-bis of the Italian Penal Code).
- **Forging money, public credit notes, revenue stamps and instruments or identity marks** [Article 25-bis of Legislative Decree 231/01]
 - counterfeiting of legal tender, expenditure and introduction of counterfeit legal tender in the State, with conspiracy (Article 453 of the Italian Penal Code);
 - alteration of legal tender (Article 454 of the Italian Penal Code);
 - expenditure and introduction of counterfeit legal tender in the State, without conspiracy (Article 455 of the Italian Penal Code);
 - expenditure of counterfeit legal tender received in good faith (Article 457 of the Italian Penal Code);
 - counterfeiting stamp paper, introduction into the State, the purchase, possession or circulation of counterfeit stamp paper (Article 459 of the Italian Penal Code);
 - counterfeiting watermarked paper used for the manufacture of public credit documents or stamp paper (Article 460 of the Italian Penal Code);
 - manufacture and possession of watermarks or tools designed for counterfeiting legal tender, stamp paper or watermarked paper (Article 461 of the Italian Penal Code);
 - use of counterfeit or altered stamp paper (Article 464 of the Italian Penal Code);
 - Counterfeiting, alteration or use of distinctive signs, creative works or industrial products (Article 473 of the Italian Penal Code),
 - import and marketing of products bearing false markings (Article 474 of the Italian Penal Code).
- **Offences in restraint of trade and industry** [Article 25-bis.1 of Legislative Decree 231/01]:

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 16	of 72


- obstruction of trade or industry (Article 513 of the Italian Penal Code);
 - fraud in the exercise of trade (Article 515 of the Italian Penal Code);
 - passing off non-genuine food products as genuine (Article 516 of the Italian Penal Code);
 - sale of industrial products with mendacious signs (Article 517 of the Italian Penal Code);
 - manufacture and marketing of goods produced in breach of intellectual property rights (Article 517-ter of the Italian Penal Code);
 - counterfeiting protected designations of origin and protected geographical denominations of food products (Article 517-quater of the Italian Penal Code);
 - unfair competition using threats or violence (Article 513-bis of the Italian Penal Code);
 - fraud against national industries (Article 514 of the Italian Penal Code).
- **Corporate offences** [Article 25-ter of Legislative Decree 231/01]
- false corporate notices (Article 2621 of the Italian Civil Code);
 - false corporate notices occasioning prejudice to shareholders or creditors (Article 2622 of the Italian Civil Code);
 - false statement in a prospectus (Article 173-bis of the Consolidated law on Finance);
 - misrepresentations of facts in the reports or notices of independent auditors (Article 2624 of the Italian Civil Code);
 - obstruction of auditing (Article 2625 of the Italian Civil Code);
 - fictitious setting up of share capital (Article 2632 of the Italian Civil Code);
 - undue restitution of contributed assets (Article 2626 of the Italian Civil Code);
 - illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code);
 - unlawful transactions involving own shares or shares in parent companies (Article 2628 of the Italian Civil Code);

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 17	of 72

- transactions prejudicial to creditors (Article 2629 of the Italian Civil Code);
- failure to report a conflict of interest (Article 2629-bis of the Italian Civil Code);
- unlawful distribution of corporate assets by receivers (Article 2633 of the Italian Civil Code);
- private corruption (Article 2635 of the Italian Civil Code), introduced by Law 190/2012;
- unlawful influence on the general meeting (Article 2636 of the Italian Civil Code);
- stock manipulation (Article 2637 of the Italian Civil Code);
- obstruction of the exercise of the duties of public oversight authorities (Article 2638 of the Italian Civil Code);
- **Offences pertaining to terrorism or subversion of the democratic order** [Article 25-*quater* of Legislative Decree 231/2001]:
 - Subversive associations (Article 270 of the Italian Penal Code);
 - Associations promoting terrorism, also international, or subversion of the democratic order (Article 270-*bis* of the Italian Penal Code);
 - Support of terrorist or subversive associations (Article 270-*ter* of the Italian Penal Code);
 - Recruitment for the purposes of terrorism, also of an international nature (Article 270-*quater* of the Italian Penal Code);
 - Training for terrorist activity, including of an international nature (Article 270-*quinquies* of the Italian Penal Code);
 - Attacks for terrorist or subversive purposes (Article 280 of the Italian Penal Code);
 - Kidnapping for the purpose of terrorism or for subverting the democratic order (Article 289-*bis* of the Italian Penal Code);
 - Inducement to commit crimes against the State (Article 302 of the Italian Penal Code);
 - Political conspiracy through agreements and associations (Articles 304 and 305 of the Italian Penal Code);

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 18	of 72


- Formation of, and participation in, an armed organisation, and support to conspirators or members of an armed organisation (Articles 306 and 307 of the Italian Penal Code);
- Terrorist offences envisaged by special laws: they consist of all that part of the Italian legislation, issued in the 70s and 80s, aimed at fighting terrorism;
- Offences, other than the ones set forth in the Italian Penal Code and in the special laws involving the violation of Article 2 of the Convention of New York of 8 December 1999;
- **Practices entailing the mutilation of the female genital organs** (Article 583-bis of the Italian Penal Code) [Article 25-*quater*.1. of Legislative Decree 231/2001]
- **Offences against the person** (Article 25-*quinques* of Legislative Decree 231/2001] and specifically:
 - Reduction to slavery (Article 600 of the Italian Penal Code);
 - Child prostitution (Article 600-*bis* of the Italian Penal Code);
 - Child pornography (Article 600-*ter* of the Italian Penal Code);
 - Possession of pornography (Article 600-*quater* of the Italian Penal Code);
 - Tourism initiatives for the purposes of exploiting child prostitution (Article 600-*quinques* of the Italian Penal Code);
 - Trafficking in human beings (Article 601 of the Italian Penal Code);
 - The sale and purchase of human beings (Article 602 of the Italian Penal Code)
 - Virtual pornography (Article 600-*quater*.1. of the Italian Penal Code)
 - Child enticement (Article 609-*undecies* of the Italian Penal Code)
- **Market abuse offences** [Article 25-*sexies* of Legislative Decree 231/2001]:
 - Insider trading (Article 187-*bis* of the TUF);
 - Market manipulation (Article 187-*ter* of the TUF);
- **Manslaughter and serious or very serious negligent injury committed as a result of violations of accident-prevention and occupational health and safety regulations** (Article 25-*septies* of Legislative Decree 231/2001];

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 19	of 72

- Manslaughter (Article 589 of the Italian Penal Code);
- Serious or very serious negligent injury (Article 590, paragraph 3, of the Italian Penal Code) committed as a result of violations of accident-prevention and occupational health and safety regulations;
- **Receiving, laundering and using money, assets or profits obtained illegally** [Article 25-*octies* of Legislative Decree 231/2001]:
 - Receiving of money (Article 648 of the Italian Penal Code);
 - Money laundering (Article 648 of the Italian Penal Code);
 - Use of money, assets and profits obtained illegally (Article 648-*ter* of the Italian Penal Code);
- **Offences in breach of intellectual property rights** [Article 25-*novies* of Legislative Decree 231/01] envisage some of the offences provided for by Law 633/1941 on the protection of copyright (and, specifically, Articles 171, 171-*bis*, 171-*ter*, 171-*septies* and 171-*octies*), such as, unauthorised duplication or the distribution in the territory of the State of products without prior notification to SIAE.

Specifically:


- Article 171, paragraph 1, subparagraph (a)-*bis* of Law 633/1941 – Unlawful dissemination of copyrighted works or parts thereof over publicly accessible electronic networks, using connections of any nature or kind whatsoever;
- Article 171, paragraph 3, of Law 633/1941 - Offences pursuant to the point above committed in respect of third party works not aimed at being published should the respective honour or reputation be offended;
- Article 171-*bis*, paragraph 1, of Law 633/1941 - Abusive duplicating of computer programmes to make a profit; importation, distribution, sale or possession for commercial or entrepreneurial purposes or leasing of programmes on media which do not bear the relevant SIAE (Italian Authors and Publishers Association) mark; arrangements of means to remove or avoid the protection devices of computer programmes;
- Article 171-*bis*, paragraph 2, of Law 633/1941 - Reproduction, transfer onto a different support, distribution, communication, presentation or public demonstration of database contents;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 20	of 72

extraction or reuse of the database; distribution, sale or leasing of databases;

- Article 171-ter of Law 633/1941 — The unlawful copying, reproduction, transmission or public dissemination using any means whatsoever, of all or part of intellectual property earmark for television or cinema circuit, as well as the sale or rental or discs, tape or similar storage media or any other storage medium containing phonograms or videograms of assimilated musical, cinematographic or audiovisual works or sequences of motion picture frames; literary, theatrical, scientific or didactical, musical or theatrical-musical, and multimedia works, including those incorporated into collective or composite works or databases; the unlawful copying, reproduction, transmission or dissemination, sale, marketing or transfer for any reason or cause whatsoever, as well as the unlawful import, of over fifty copies or reproductions of copyrighted or similarly protected works; uploading a copyrighted work or any part thereof on to an electronic network system using connections of any nature or kind whatsoever;
- Article 171-septies of Law 633/1941 – Failure to notify the SIAE of the identification data of the storage media not subject to marking, or the issue of false statements in such regard;
- Article 171-octies of Law 633/1941 – Fraudulent production, sale, importation, promotion, installation, modification, public and private use of equipment or part of equipment for decoding audiovisual programmes of restricted access via ether, satellite, cable, in analogical or digital form;
- **Inducement to refrain from rendering testimony or rendering false testimony before judicial authorities** [Article 25-decies of Legislative Decree 231/2001]
- **Environmental offences** [Article 25-undecies of Legislative Decree 231/2001]. **Legislative decree 121 of 7 July 2011** led to the inclusion in Legislative Decree 231/2001 of the offences under **Article 25-undecies Environmental offences**, which introduces a new set of underlying offences entailing the entities' liability; these are listed below.

Water pollution

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 21	of 72

1) unauthorised discharge of industrial waste water containing hazardous substances and discharge of said substances in breach of the requirements imposed by the authorisation (respectively Article 137, paragraphs 2 and 3, Legislative Decree 152 of 3 April 2006);

2) discharge of industrial waste water in breach of established legal limits (Article 137, paragraph 5, first and second sentence, Legislative Decree 152 of 3 April 2006);

3) infringement of the prohibitions on soil, groundwater and subsoil dumping (Article 137, para. 11, of Legislative Decree 152 of 3 April 2006);

4) discharge into the sea, by ships and aircraft, of substances the spillage of which is prohibited (Article 137, paragraph 13, Legislative Decree 152 of 3 April 2006).

Waste

1) collection, transport, recovery, disposal, trade and brokerage of waste without the required authorisation, registration or notification (Article 256, paragraph 1a) and b), of Legislative Decree 152 of 3 April 2006);


2) construction or management of an unauthorised landfill (Article 256, paragraph 3, first and second sentence, Legislative Decree 152 of 3 April 2006);

3) failure to comply with the requirements contained in the authorisation for the management of a landfill or other waste-related activities (Article 256, paragraph 4, Legislative Decree 152 of 3 April 2006);

4) unlawful mixing of waste (Article 256, paragraph 5, of Legislative Decree 152 of 3 April 2006);

5) temporary storage of hazardous medical waste at the place of production (Article 256, paragraph 6, of Legislative Decree 152 of 3 April 2006);

6) preparation or use of a false waste analysis certificate (Article 258, paragraph 4 and Article 260-bis, paragraphs 6 and 7, Legislative Decree 152 of 3 April 2006);

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 22	of 72

7) unlawful trafficking in waste (Article 259, paragraph 1, of Legislative Decree 152 of 3 April 2006);

8) Conspiracy to engage in the unlawful trafficking of waste (Article 260 of Legislative Decree 152 of 3 April 2006);

9) Non-compliance with the Italian waste traceability control system (Article 260-bis, paragraph 8, of Legislative Decree 152 of 3 April 2006).

Reclamation of polluted sites

Pollution of the soil, subsoil, surface waters and groundwater and failure to notify the relevant authorities (Article 257, paragraphs 1 and 2, Legislative Decree 152 of 3 April 2006).

Air pollution


Exceeding the air quality limits provided for by the current legislation (Article 279, paragraph 5 of Legislative Decree 152 of 3 April 2006).

International trade of endangered animals and plant species in danger of extinction (Washington Convention of 3 March 1973)

- import, export, transport and illicit use of animal species and trade in artificially reproduced plants (Article 1, paragraphs 1 and 2 and Article 2, paragraphs 1 and 2, Law 150 of 7 February 1992);
- falsification or alteration of certifications and licenses and use of false or altered certifications and licenses for the import of animals (Article 3-bis, Law 150 of 7 February 1992).

Ozone

Infringement of provisions on the use of ozone-depleting substances (Article 3, paragraph 6, Law 549 of 28 December 1993).

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 23	of 72

Ship pollution

- intentional spillage of pollutants into the sea by ships (Article 8, paragraphs 1 and 2, Legislative Decree 202 of 6 November 2007);
- negligent spillage of pollutants into the sea by ships (Article 9, paragraphs 1 and 2, Legislative Decree 202 of 6 November 2007).

New offences introduced through Legislative Decree 121/2011


- killing, destruction, withdrawal or possession of protected wild animal or plant species (Article 727-bis of the Italian Penal Code);
- destruction or deterioration of habitat within a protected site (Article 733-bis of the Italian Penal Code).

An entity's administrative liability also arises in relation to **transnational offences** (Law 146 of 16 March 2006, Articles 3 and 10).

Article 3 of the Law defines transnational offence the offence that is punished with the penalty of imprisonment of not less than a maximum of four years, if an organised criminal group is involved, as well as: a) is committed in more than one State; b) or it is committed in one State, but a substantial part of its preparation, planning, direction or control takes place in another State; c) or, is committed in one State, but it involves an organised criminal group engaged in criminal activities in more than one State; d) in was committed in one State but it has substantial repercussions in another State.

The following types of offence fall into this category:

- o Criminal conspiracy (Article 416 of the Italian Penal Code);
- o Mafia-type conspiracy (Article 416-bis of the Italian Penal Code);
- o Criminal conspiracy to smuggle foreign processed tobacco products (Article 291-*quater* of the consolidated law as per Presidential Decree 43 of 23 January 1973);

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 24	of 72

- Conspiracy to engage in illegal trafficking of narcotic drugs or psychotropic substances (Article 74 of the consolidated law as per Presidential Decree 309 of 9 October 1990);
- Provisions on clandestine immigration (Article 12, paragraphs 3, 3-bis, 3-ter and 5, of consolidated law as per Legislative Decree 286 of 25 July 1998);
- Inducement to refrain from rendering testimony or render false testimony before judicial authorities (Article 377-bis of the Italian Penal Code);
- Complicity after the fact (Article 378 of the Italian Penal Code).

Furthermore, an entity's administrative liability may also arise in relation to a situation in which **abandoned waste or waste left on the ground and in the ground and the introduction of waste of any kind, in solid or liquid state, in surface and ground waters** is not recovered as required by Article 192 of Legislative Decree 152/2006.

More specifically, paragraph 4 of this article states that if liability for the unlawful act is attributable to directors or representatives of a legal entity pursuant to paragraph 3 (i.e. removal, recovery or disposal of waste), the legal person and those who have taken over the rights of said person shall be jointly and severally liable in accordance with legislative decree 231 of 8 June 2001 on the administrative liability of legal entities, companies and associations.


- **Employment of illegally staying third-country nationals** (Article 25-duodecies of Legislative Decree 231/2001], introduced through Legislative Decree 109/2012 (published in the Italian Official Gazette 172 of 25 July 2012)

“In respect of the commission of the offence punishable under Article 22, paragraph 12-bis, of Legislative Decree 286 of 25 July 1998, the entity shall be subject to a fine of between 100 and 200 units, up to a ceiling of €150,000.”

Article 22, paragraph 12-bis, of Legislative Decree 286/1998 provides for the following:

“The sentences for the offence punishable under paragraph 12 shall be increased by between one-third and one-half:

- a) if more than three workers are employed;*
- b) if the workers employed are minors below working age;*

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 25	of 72

c) if the employed workers are subject to the other particularly exploitative working conditions as per the third paragraph of article 603-bis of the Italian penal code."

The above mentioned Article 22, paragraph 12, of Legislative Decree 286/98 provides for the following:

"An employer who maintains in his employ any foreigner worker who has not been issued a residence permit as contemplated in this Article, or whose residence permit has been revoked or cancelled, or otherwise has expired without being submitted for renewal by the applicable statutory deadlines, shall be punishable by imprisonment for a term of between six months and three years, and by a fine of €5,000 for each worker employed."

The particularly exploitative working conditions referred to in the third paragraph of Article 603-bis of the Italian Penal Code is, as well as those cited in points a) and b), the "commission of the offence whilst exposing the intermediated workers to serious danger, in light of the features of the work undertaken and working conditions."


Briefly, the entity who maintains in its employ any foreigner worker who has not been issued a residence permit, or whose residence permit has been revoked or cancelled, or otherwise has expired without being submitted for renewal by the applicable statutory deadlines, shall be subject to a fine of between 100 and 200 units, up to a ceiling of € 150,000, if the workers employed are:

- more than three;
- minors below working age;
- exposed to serious danger with reference to work undertaken and working conditions.

2.3. Sanctioning system

The penalties provided for by Legislative Decree 231/2001 against the Company as a result of the commission or attempted commission of the offences mentioned above are:

- fine applied by units (from a minimum of € 258 up to a maximum of €1,549 each) up to a maximum of €1,549,370.69 (and precautionary attachment under interim relief proceedings);
- disqualification sanctions (also as an interim measure) for a period of not less than three months and not exceeding two years, which may consist of:

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 26	of 72

- disqualification from engagement in business;
- suspension or revocation of the authorisations, licences or concessions used or relied upon in the commission of the offence;
- ineligibility to negotiate, treat or contract with the Public Administration;
- ineligibility for facilitated loans, funding, contribution or subsidies and possible revocation of those already granted;
- disqualification from advertising goods or services;
- confiscation (and preventive seizure under interim relief proceedings);
- publication of the sentence (only if a disqualification sanction is imposed on the Entity).


Disqualification penalties are applicable only to offences for which they are expressly envisaged, provided that at least one of the following conditions is met:

- a. the legal entity has derived significant profits from an underlying offence that was committed by Top Managers, or a person subject to the supervision of others (in such latter case, the organisational failures must be found to have caused or enabled the commission of the offence);
- b. in case of repetition of the offence.

2.4. Attempted offences

When the offences specified in Chapter I of Legislative Decree. 231/2001 (articles from 24 to 25- *sexies*) are only attempted, the fines (in terms of amount) and the disqualification sanctions (in terms of time) are reduced from one third to one half, while no sanctions are imposed in cases where the Entity voluntarily prevents the completion of the action or the occurrence of the event (Article 26).

The exclusion of sanctions is justified, in this case, by virtue of the interruption of any identification between an Entity and the individuals who assume they are acting in its name and on its behalf. This is a special case of "Active withdrawal from the offence" provided by Article 56, paragraph 4, of the Italian Penal Code.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 27	of 72


2.5. Perpetrators

Pursuant to Legislative Decree 231/2001, the entity is responsible for the offences committed in its interest or to its advantage:

- by “any and all persons who are vested with powers of corporate representation and/or managerial and administrative responsibilities within the legal entity or one of its financially and functionally independent organisational units, and/or who, albeit only de facto, exercise management and control over the same” (the so-called “Top Managers”; Article 5, paragraph 1, subparagraph a), of Legislative Decree 231/2001);
- by persons who are under the direction or supervision of one of the persons in top positions (subordinates pursuant to article 5, paragraph 1, b), Legislative Decree 231/2001). By express legislative provision (Article 5, paragraph 2, Legislative Decree 231/2001), the Company is not liable if the specified persons have acted in their own or third parties’ exclusive interest.

2.6. The interest or benefit for the entities

Liability only arises when certain types of offences are committed by persons who are linked in various ways to the entity and only if the unlawful conduct has been put in place the *interest* or *for the benefit* of the entity. Therefore, not only when the unlawful conduct has led to a financial or other benefit for the Entity, but also in the event that, although such tangible result is not achieved, the offence was nevertheless justified by the entity’s interest. As regards the meaning of the terms “interest” and “benefit”, the governmental report that accompanies the decree assigns a “subjective” value to the former term, i.e. It refers to the perpetrator’s intention (natural person) (who must have acted with the purpose of achieving a specific interest of the Entity), while to the latter an “objective” value, referred to the actual results of his/her conduct (the reference here is to cases in which the perpetrator, although not directly aiming an interest of the entity, nevertheless achieves a benefit for it). Finally, the Report also suggests that first requirement (the interest) requires an “ex ante” assessment; vice versa, the “benefit” that can be drawn by the entity, including if the natural person did not act in its interest, always requires an “ex post” analysis, as only the result of the criminal conduct must be assessed. Regarding the nature of both requirements, it is not necessary that the interest or benefit have a financial content. The mentioned Article 5, paragraph 2 of Legislative Decree 231, defines the type of liability excluding those cases where the offence was committed by the

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 28	of 72

individual exclusively pursuing his/her own interests or that of third parties. This provision should be read in conjunction with Article 12, first paragraph, letter a), providing for an attenuation of the fine where "the perpetrator has committed the fact mainly in his/her own or third parties' interest and the entity did not obtain an advantage or obtained a minimum advantage. Therefore, if the individual has acted by pursuing both his own interest and that of the entity, the latter may be punished with sanctions. If the interest of the perpetrator prevails over that of the entity, the sanction can be mitigated on condition, however, that the entity did not obtain any benefit or only obtained a minimum benefit from the commission of the offence.


2.7. Exemption from liability

Article. 6 of Legislative Decree 231/2001 provides that the Company may be exempted from liability arising from the commission of the specified offences if it proves that:

- a) before the criminal offence was committed or attempted, management had effectively implemented an appropriate organisational and management model designed to prevent offences of the type in question;
- b) Compliance, efficacy and functional oversight, as well as updating and improvement tasks in respect of the model, had been entrusted to an in-house body specifically appointed and vested with independent powers of initiative, inspection and control;
- c) the offence was committed or attempted by individuals through the fraudulent circumvention of the organisational and management model;
- d) there was no omission or insufficient supervision by the body referred to in letter b) above.

Legislative Decree 231/2001 outlines the content of the organisation and management models, by providing that — in relation to the extension of delegated powers and the risk of committing offences — they have to satisfy the following needs:

- a) the mapping of all activities and areas at risk to the commission of Offences;
- b) models must incorporate specific protocols aimed at planning decision-making and the implementation of corporate decisions with regard to the offences to be prevented;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 29	of 72

- c) the implementation of financial resources management procedures designed to preclude and ensure exemption from said offences;
- d) the models must impose reporting obligations to the body in charge of overseeing the functioning of and compliance with the model itself;
- e) a disciplinary system suited to punishing non-compliance with the measures implemented through the organisational Model must be set up.

For offences committed by individuals reporting to superiors, the entity is not liable if it proves that the commission of the offence cannot be attributed to non-compliance with management or supervisory obligations. Liability is in any case excluded if the entity prior to the commission of the offence, has adopted and effectively implemented an organisational, management and control model suitable for preventing offences similar to the one committed. The organisational and management models may be adopted on the basis of codes of conduct drawn up by representatives of the Bodies and notified to the Ministry of Justice which, acting in concert with the other relevant Ministries, may, within 30 days, issue its observations with regard to the appropriateness of the Models for preventing the offences in question (Article 6, paragraph 3, of Legislative Decree 231/2001).

2.8. Assessment of suitability


In any case, it should be noted that the Company's liability to be ascertained by a Criminal Court, takes place (in addition to the opening of ad hoc proceedings in which the entity is equated with the individual) by:

- Assessing whether any underlying offence has been committed entailing the Company's liability;
- Assessing the suitability on the organisational models adopted.

EXTRA intends to comply with the regulations laid down by Legislative Decree 231/2001 with the aim of preventing the commission of all offences and adopting a suitable Model for the prevention of said offences.

The Model was developed in accordance with:

- the requirements set forth in Legislative Decree 231/2001 and in the accompanying Report;
- the guidelines issued by Confservizi, Confindustria and the *AllA Position Paper*;
- the case law.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 30	of 72

2.9. GUIDELINES OF CONFINDUSTRIA (ITALIAN MANUFACTURERS' ASSOCIATION)

In implementation of the provisions of Article 6, paragraph 3, of the aforementioned decree, Confindustria has defined its Guidelines for the construction of organisational, management and control models which provide the associated companies with methodological indications on how to identify the risk areas and structure the Organisational, Management and Control Model. The Guidelines suggest that companies use *risk assessment* and *risk management* processes and provide the following steps for the definition of the Model:


- identification of risks;
- preparation and implementation of an audit system suitable to preventing the above-mentioned risk through the adoption of specific protocols.

The most significant components of the audit system conceived by Confindustria are as follows:

1. code of ethics;
2. sufficiently formalised and clear organisational system, especially as regards the assignment of responsibilities, hierarchical reporting lines and description of tasks, providing for specific control principles such as, for example, the counterbalancing of functions;
3. manual and/or IT procedures that regulate the performance of activities and providing the appropriate control points;
4. powers of authorisation and signature delegated in light of the organisational and managerial responsibilities assigned, providing, when required, a clear indication of thresholds on expenditure approval;
5. control and management systems that can timely warn about any general and/or specific critical situations that has or is occurring.
6. information to staff and staff training.

These components must be based on principles of:

- verifiability, documentability, coherence and congruence of each transaction;
- application of principle of the separation of powers;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 31	of 72

- documentation of controls;
- setting up of an adequate disciplinary system for the violation of the rules of the code of ethics and procedures imposed under the Model;
- autonomy, independence, professionalism and continuity of action by the Supervisory Board.


Prior to distribution, pursuant to Article 6, paragraph 3 of Legislative Decree 231/2001, the Guidelines of Confindustria were sent to the Ministry of Justice in order for the ministry to make its observations within 30 days. No observations were made by the Ministry within such period. By Ministerial Decree 201 of 26 June 2003, (published in the Official Gazette 179 of 4 August 2003 and entered into force on 19 August 2003), the Ministry of Justice has provided that the General Manager of Criminal Justice at the Ministry:

- examine the codes of conduct prepared by the representative associations of the entities, including the codes of conduct already sent to the Ministry up to the date of entry into force of the decree;
- may notify the representative association for the specific industry — within thirty days from the date of receipt of the code of conduct or, for those sent to the Ministry up to the date of entry into force of the decree, within thirty days from such date — any observations on the suitability of the code of conduct in providing specific industry indications for the adoption and implementation of organisational and management models. The Guidelines of Confindustria have been approved by the Ministry of Justice through a Ministerial Decree dated 4 December 2003.

Subsequently, on 31 March 2008 Confindustria published the latest update of the Guidelines in question, which were taken into account in the drafting of this Model. In the event further Guidelines are issued by Confindustria, this model may subsequently be adjusted, on the initiative of the Supervisory Body of the Company, subject to prior approval by the Board of Directors.


2.10. GUIDELINES OF CONSERVIZI

In implementation of the provisions of Article 6, paragraph 3, of the aforementioned decree, Conservizi has defined its Guidelines for the construction of organisational, management and control models which provide the associated companies with methodological indications on how to identify the risk areas and structure the Organisational, Management and control Model.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 32	of 72


The Guidelines suggest that companies use *risk assessment* and *risk management* processes and provide the following steps for the definition of the Model:

- identification of the activities in which offences may be committed (Article 6, paragraph 2, letter a), through the mapping of the areas at risk, the identification of the possible methods for committing the offences, the attribution of a level of risk, the classification of activities based on potential risk;
- setting up of specific protocols aimed at planning decision-making and the implementation of corporate decisions with regard to the offences to be prevented;
- preparing an effective preventive control system, which includes the following activities:
 - a) clear and detailed description of the organisational system in order to outline the responsibility functions, the hierarchical lines of reporting, the forms of control and the reward systems;
 - b) corporate control procedures, both manual and IT, that can regulate the performance of the activities and the decision-making processes subject to authorisation. The latter in particular must be assigned consistently with the responsibilities held within the company and must specify, if necessary, the threshold for approval of the expenses;
 - c) exhaustive forms of accounting control. Specifically, the following should be defined: the methods for accessing the company assets, the criteria for separating functions, periodic checks and reporting systems that can promptly detect any critical situations, procedures for recording transactions (for each transaction there should be adequate documentary support in order to be able to carry out checks if deemed appropriate);
 - d) adoption of a Code of conduct drawn up pursuant to the provisions of Legislative Decree 231/2001;
 - e) implementation of a suitable information (Article 6, paragraph 2, letter d) and communication system addressed to all personnel;
 - f) setting up of an adequate disciplinary system for the violation of the rules of the code of ethics and procedures imposed under the Model;
 - g) setting up of a Supervisory Board meeting the requirements of autonomy, independence, professionalism and continuity of action;
 - h) reporting obligations to the Supervisory Board.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 33	of 72

The Confservizi guidelines provide useful indications on the structure and content of the code of ethics and rules of conduct, as well as on the composition and characteristics of the Supervisory Body.

In the event further Guidelines are issued by Conservizi, this Model may subsequently be adjusted, on the proposal of the Supervisory Body of the Company and subject to prior approval by the Board of Directors.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
1. GENERAL SECTION		Page 34	of 72

3. PURPOSES AND UNDERLYING PRINCIPLES OF THE MODEL

3.1. Purpose of the Model


The Model aims at formalising a structured and organic system of control procedures and activities — preventive and ex post facto — in order to prevent and reduce the risk that offences included within the scope of Legislative Decree 231/2001 might be committed. Specifically, the identification of activities at risk of offence and the development of procedures to organise them into an effective control system, aims to:

- ensure that all those who work in the name and on behalf of ESTRA are fully aware that, in the event they breach the provisions of the Model, they incur the risk of committing an unlawful act punishable with sanctions under criminal and administrative law, not only against them but also against the Company;
- reiterate that such forms of unlawful conduct are strongly condemned by ESTRA, since (although apparently beneficial to the Company), they are in any case contrary to law as well as to the ethical and social principles ESTRA intends to comply with in the performance of its corporate mission;
- enable the Company, through the monitoring of the areas of activities at risk, to promptly take steps to prevent or oppose the commission of the offences. Thus, the purposes of the Model include ensuring that Employees, Corporate Bodies, Consultants and Partners, who operate on behalf of or in the interest of the Company in the areas at risk, respect roles, operating procedures, rules and, in other words, the organisational model adopted, and the awareness of the social value of the Model in order to prevent offences.

3.2. Reconciliation with company procedures

In preparing this document, due account has been taken of the existing procedures and control systems, insofar as they also contribute towards preventing the commission of offences and overseeing areas at risk areas.

Please note that Company Procedures that act as “safeguard” in sensitive activities under Legislative Decree 231/2001 are to be considered, for all intents and purposes, an integral part of the Organisation, Management and Control


	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 35	of 72

Model pursuant to Legislative Decree 231/2001. To this end, the map of the company safeguards is presented in a specific document of the Model.

3.3. Key principles of the Model

In addition to the foregoing, the key principles that inspire the Model are:

- The Guidelines of Confindustria, on the basis of which the Company has mapped the activities at risk;
- the requirements set forth in Legislative Decree 231/2001 and in particular:
 - internal supervisory body entrusted with the duty to promote the effective and correct implementation of the Model, including through monitoring the conduct of the company and the right to being constantly informed about the activities relevant under Legislative Decree 231/2001;
 - monitoring the operation of the Model with consequent periodic updating (*ex post* control);
 - activity to raise awareness about, and disseminate across the company, the rules of conduct and the procedures laid down in the Code of Ethics;
- general principles of an adequate internal control system, and especially:
 - each process, transaction, action must be verifiable, documented, consistent and appropriate;
 - nobody must be able to independently manage an entire process, i.e. the principle of separation of functions must be complied with;
 - authorisation powers must be assigned consistently with the responsibilities assigned;
 - the controls performed must be documented by the control system.
 - the relevant information must be notified to the Supervisory Body.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 36	of 72


4. THE COMPANY ESTRA S.P.A.

Formed from the agreement between holding companies (Consiag in Prato, Intesa in Siena, Coingas in Arezzo) that chose to join in order to create a large company with public shareholders, ESTRA S.p.A. is today one of the major multi-utilities in Italy in the energy sector.

The group comprises the following business areas:

- purchasing, distribution and sale of natural gas and LPG;
- sale of electricity;
- telecommunications;
- energy services.

The description of the activities and the results achieved in the individual business units can be found in the "Company Profile" documents and in the "institutional brochure", to which reference is made.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
1. GENERAL SECTION		Page 37	of 72

4.1. Corporate purpose

In accordance with its Articles of Association:

4.c.1. The Company's purpose is the direct and indirect management, including through investee companies, of activities related to the gas, telecommunications, energy, water, environment and related sectors, in compliance with the general public law and industry regulations in force, and, more specifically:


- a) production, transport, processing, distribution and sale of gas for multiple uses and related services;
- b) production, processing, distribution, transport and sale of medium and low voltage electricity;
- c) production, transport and sale of energy, including through initiatives in the field of renewable energy and energy efficiency, processing of waste, plant products and other fuels and their use and/or sale in accordance with law;
- d) design, construction, maintenance of telecommunications networks, research and implementation of broadcasting technologies in the telecommunications, information and multimedia fields and sale of related services;
- e) activities related to municipal waste management and street cleaning (sweeping, transport of solid urban waste), including the management of ordinary and special landfills, maintenance of the urban environment and street furniture, design, construction and management of systems for providing the services referred to in this sub-paragraph;
- f) management of urban services related to the protection of soil, subsoil, water and air from various forms of pollution and management of environmental monitoring and research services;
- g) collection, lifting, transport, treatment and distribution of water for any use, integrated management of water resources, transport, processing, disposal or reuse of urban and industrial waste water;
- h) construction, management and maintenance of thermal and technological plants, of lighting and traffic light systems, of cemetery facilities, technical management and maintenance of real estate assets and of public and private services;
- i) design, construction and maintenance of road and other infrastructures, of related primary and secondary urban infrastructure, for local entities, management of public and private related facilities;
- j) carrying out, also on behalf of third parties, of all activities related to the above services concerning studies, research, consultancy, technical assistance in the Public Services sector, as well as all the activities related to these services, concerning the design, construction and maintenance of plant and equipment, planning and promotion;
- k) any other complementary and/or subsidiary activity to that stated in the Articles of Association, including publishing, excluding the publishing of newspapers, to inform and make users aware of issues related to water, energy, telecommunications and the environment;
- l) the company may also carry out any industrial, commercial, financial and service activities, howsoever connected with or complementary to those specified above, as well as the technical, administrative, financial coordination and the provision of management and technical, administrative, financial and management consulting in favour of associates and investees of the entire group and to third parties. In these areas the company may also carry out study, consulting and planning activities, unless they are expressly regulated by law

4.c.2. With reference to associates and investees —and always for the achievement of the corporate purpose — the following management functions may be delegated to the company — by way of example and without the list being a limitation or obligation:

- i) activities outside the group:
 - coordination among the investees, in the areas concerning its services, including with regard to relations with public entities with respect to all the policies for the performance of the activities included in the corporate purpose;
 - coordination among the investees, in the concerned areas, with regard to relations with operators in the sectors included in the corporate purpose, in order to encourage and develop integration and improve the overall economic viability of the supply chain;
 - the acquisition of contracts, services and works and/or orders, including through participation in tenders, as individual company or in association with other companies or consortia, to be allocated in advance among the members, including in different quotas, among some or all the members;
 - the production and marketing of support services for the planning, organisation and management of service delivery systems included in the corporate purpose;
 - relations with trade associations.
- ii) activities inside the group
 - coordination and promotion of the interests of the company and of the individual investee companies;
 - carrying out studies and research concerning the demand for services included in the corporate purpose;
 - promoting initiatives aimed at training and at ensuring the ongoing education of personnel of the investee companies;
 - providing services for shareholders, including through the promotion and activation of shared tools;
 - carrying out promotion and incentive activities for the achievement of the common objectives of the group;
 - study and promotion of technological innovation and management techniques for the growth of individual subsidiaries, including the design and development of IT services;
 - coordination and promotion of quality policies and service charters.

More specifically, with reference to the Group companies, the Company may perform the following functions:

- Group strategic planning, intended as management activity designed to ensure the entire Group works according to a single strategic plan;
- Group strategic development, intended as defining development guidelines that maximise the value of the individual equity investments, also considering mutual synergies;
- Group general and legal affairs, intended as centralised management of services aimed at ensuring that the individual investees receive highly qualified assistance both for the ordinary management of business activities and for the handling of legal matters;
- Group communication, intended as activity aimed at ensuring the quality of Group's relations with the outside world and, accordingly, at presenting a unitary image;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 38	of 72

- Group administration, finance and control, intended as activities for the management of financial resources and assets, including treasury activities, for obtaining the financial resources necessary to achieve the corporate purpose, and for internal control;
- Group operations (contracts, investments, IT), intended as all assets and liabilities, that can be optimised through unitary management;
- management of Group personnel, intended both as strategic management of personnel, through the definition of organisational charts, and as management of relations with personnel, including relations with trade unions.

In carrying out coordination of the investees subject to regulations on administrative and accounting separation — pursuant to law and regulations — the Company shall pursue, in accordance with laws and regulations, the objective of ensuring neutrality in the management of infrastructure essential for the development of a free energy market, preventing discrimination in the access to commercially sensitive information and preventing cross transfers of resources between segments of the supply chains.

4.c.3. Lastly, the Company may provide consulting services to third parties on energy matters, as well as perform services and/or works related to the industrial sector of activity. To this end, the Company may organise and manage courses and /or seminars for the dissemination and application of scientific, technological, managerial and organisational knowledge in the fields of interest, or to promote the development of its activities and raise the quality of environmental services and activities through improved professional skills of its own and external staff.

4.c.4. The Company may perform, within the limits set by the industry regulations in force, all activities that are instrumental and/or complementary to those listed above, including the purchase, sale, exchange, lease of properties, the rental of plant, machinery, vehicles, and movable goods in general.

4.c.5. The Company may carry out all transactions that are useful or necessary to achieve the corporate purpose and, specifically, all commercial, financial, industrial, securities and real estate transactions, acquire holdings and interests in other companies — including by forming them — entities and firms, the corporate purpose excluding any type of acceptance of deposits from the public, any form, in relation to the applicable laws in force, accept contracts or subcontracts concerning the corporate purpose. The Company may also receive or give guarantees and endorsements for obligations or debts, also of third parties, grant pledges and mortgages and, in general provide security interests and personal guarantees without any limitation; these last mentioned activities shall not be carried out in contrast with the provisions of the Decree Law 143 of 3 May 1991 (converted by Law 197 of 5 July 1991), as amended.

4.c.6. In any case, regulated activities reserved for financial intermediaries are expressly excluded, as well as those reserved for securities brokerage companies pursuant to Article 1 of Law 1 of 2 January 1991, with specific reference to the repealing and amending provisions under Legislative Decree 415 of 23 July 1996 and Legislative Decree 58 of 24 February 1998.

4.c.7. To ensure that its activities are carried out efficiently, effectively and in a cost-effective manner, the Company may also outsource individual non-core activities or specific non-core services to third parties.

4.c.8. Finally, the Company may resort to any form of financing, with credit institutions, banks, companies and individuals, according to methods that do not constitute acceptance of deposits from the public.

4.c.9. In exercising its activity, the Company complies with principles of equal treatment of users, transparency, impartiality and neutrality in transportation and dispatching, and in any case in accordance with laws and with the regulations of the Authority for Electricity and Gas. More specifically, the Company, in compliance with the principles of cost effectiveness, profitability and maximisation of shareholders' investment, and subject to confidentiality requirements with regard to corporate data, carries out its activity with the aim of promoting competition, efficiency and adequate quality levels in the provision of services. To this end, it guarantees neutrality in the management of essential infrastructures for the development of a free energy market; prevents discrimination in access to commercially sensitive information; and prevents cross transfers of resources between segments of the supply chains.

4.2. GOVERNANCE SYSTEM AND AUTHORISATION SYSTEM


4.2.1. Governance system

ESTRA is a *Società per Azioni* (company limited by shares).

ESTRA S.p.A. has adopted a traditional governance and control system.

Shareholders' Meeting

The proceedings of this body are governed by specific Regulations, in addition to the law and Articles of Association. The Shareholders' Meeting is empowered

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 39	of 72

to pass resolutions on the matters provided for by law and the Articles of Association.

Board of Directors

The Company has adopted a traditional governance system.

In accordance with the Articles of Association, the Company is managed by a Board of Directors made up of no more than three members. If share capital exceeds €2 million, the Company shall be governed by a Board of Directors of up to five members.

Board of Statutory Auditors or Independent Auditor

The Articles of Association provide for a Board of Statutory Auditors composed of three standing auditors, one of whom shall act as chairperson, and by two alternate auditors appointed by the Ordinary Shareholders' Meeting.

Where not carried out by the Board of Statutory Auditors, statutory auditing shall be conducted by a statutory auditor or auditing firm meeting the legal requirements. The Company is currently obligated to assign statutory auditing to an independent auditor or auditing firm.


At the time of preparation of the Model, statutory auditing (pursuant to Legislative Decree 39/2010) was being carried out by an auditing firm.

4.2.2. Powers of authorisation and signature

The Company has implemented a specific system for authorising expenditures and signing authority, according to which only those who hold formal, specific powers can enter into binding commitments with third parties on the Company's behalf.

The Company has established the following general guidelines for its authorisation system:

- Powers relating to “specific affairs” are granted by specific notarised powers of attorney or other forms of delegation of authority, depending on the content thereof;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
1. GENERAL SECTION		Page 40	of 72

- Ongoing powers of representation are granted by notarised powers of attorney, registered in relation to the exercise of authority within the company on an ongoing basis.

In addition, powers of attorney conferring ongoing representation are only granted in respect of roles within the company that effectively entail the need for representative powers. Such powers are therefore granted in light of both the organisational responsibilities formally assigned to the part of the company for which the attorney-in-fact is responsible and the actual need for the person in question to be granted external representative powers.

As stated in the Articles of Association, signing authority and the power to represent the Company before third parties and at trial have been awarded to the Chairperson of the Board of Directors and Chief Executive Officers, if any, within the limits of the powers delegated to them.

4.3. Powers of governance and representation

4.3.1 Powers of the Board of Directors

The Board of Directors is responsible for ordinary and extraordinary governance of the Company, for which it holds the fullest powers. More specifically, it may do all that it believes appropriate to implementing and achieving the Company's objects that is not reserved for the purview of the shareholders by the law or the Articles of Association.


The Board of Directors may appoint one or more Chief Executive Officers, indicating the powers assigned to each, as well as a General Manager, who is not required to sit on the Board of Directors, with the duties it sees fit to assign to him or her.

The Board of Directors may appoint one or more executive committees and determine the powers and number of their members.

4.3.2 Chairperson's powers

The Chairperson of the Board of Directors shall have all of the powers and attributes provided for by law, the Articles of Association and shareholders' agreements. In particular, within the framework of the Chairperson's function as representative of the Company and exercise of signing authority, the Chairperson of the Board of Directors:

- may represent the Company, in the latter's capacity as claimant and defendant, in respect of third parties and at trial, before all courts, of all orders and degrees, and shall hold free company signing authority;
- may initiate all legal action relating to management and governance of the Company, lodge petitions with all judicial and jurisdictional authorities, administrative and tax authorities and commissions, and grant general and special powers of attorney in respect of litigation and election of domicile, including with respect to appearance as civil claimant;
- may grant special powers of attorney for certain acts or categories of acts, within the framework of his or her powers;
- within the framework of his or her powers as Chairperson of the Board of Directors, in its collegial aspect:
 - “may call meetings of the Board of Directors and announce extraordinary sessions, where he or she deems it necessary to do so;
 - “may set the agenda for meetings of the Board of Directors;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
1. GENERAL SECTION		Page 41	of 72

“may coordinate the proceedings of the Board of Directors, with the power to invite experts to attend sessions so that they may contribute to ensuring that its members are well informed;

“may ensure that adequate information regarding the matters on the agenda is provided to all members and to this end request information from the other directors, who are required to provide it without delay.

He or she is also responsible for the following:

- ensuring the implementation of the guidelines set by the Shareholders' Meeting and coordinating the activities of company bodies, ensuring that they keep one another informed and achieve operational integration, without prejudice, in any event, to powers that by law or the Articles of Association are conferred exclusively on the Shareholders' Meeting and cannot be delegated by the Board of Directors;

- undertaking all activities that are necessary to ensuring the functionality and adequacy of the internal auditing system, acting in concert with the Chief Executive Officer and General Manager;

- coordinating the external institutional relations function, general affairs service and legal and corporate affairs service;

- overseeing institutional and political relations regarding local public services.

The Chairperson of the Board of Directors shall also have the power to enter into contracts governing the supply of goods and services, external institutional relations activities, the general affairs service, the legal and corporate affairs service and policies relating to local public services and more generally relating to matters within his or her purview, concerning amounts of up to €500,000.00.

The Chairperson may in turn grant special powers of attorney for specific, individual acts and/or categories of acts.

The Chairperson shall report to the Chief Executive Officer and General Manager on the activity performed in managing the Company with monthly frequency — and in any event promptly in cases of particular significance to the management of the Company — in order to implement fully the principles of parity, open collaboration and team spirit that the shareholders intend should inform the Company's governance.

4.3.3 Chief Executive Officer's powers

In accordance with the Articles of Association and the shareholders' instructions, the following delegated powers are granted to the Chief Executive Officer:

a. to conduct the Company's ordinary business;

b. to submit proposals to the Board of Directors, through its Chairperson, regarding matters within the scope of the decision-making authority of the Board of Directors;

c. by agreement with the General Manager, to prepare the financial statements and business plans/budgets to be submitted for the approval of the Board of Directors;

d. to ensure that the Chairperson receives all of the collaboration required for adequate preliminary information regarding the matters on the agenda of the Shareholders' Meeting and Board of Directors;

e. to verify that the decisions of the Company's bodies have been fully and promptly implemented, reporting on them to the Chairperson and submitting the Company's performance and operating results for assessment by the Board of Directors;

f. to plan projects and initiatives, in concert with the General Manager, to be proposed to the competent collegial bodies and to see to their implementation through the General Manager;

g. to implement the decisions of the Board of Directors on the management of human resources and the organisation of offices and services by agreement with the General Manager, and to determine their staff and resources, in accordance with the criteria indicated and guidelines set by the Board of Directors;

h. to hire employees — with the exception of middle managers and executives — by proposal of the General Manager and in accordance with the Board of Directors' guidelines;

i. to sign supply contracts:

- for assets with values of up to €500,000.00 per category of assets and within the overall budget limits;

- for goods and services relating to extraordinary activities with values up to €500,000.00 each;

j. to carry out all other activities and to exercise all powers granted to him or her by the Board of Directors;

k. the Chief Executive Officer may in turn grant special powers of attorney for specific acts and/or categories of acts;

l. the Chief Executive Officer shall:


- report to the Board of Directors on the activity carried out in the exercise of the powers delegated to him or her with at least quarterly frequency, in specific reports;

- inform the Chairperson and General Manager of the activity carried out in managing the Company, with monthly frequency — and in any event promptly following events of particular significance — in order to ensure full implementation of the principles of parity, open collaboration and team spirit that the shareholders intend should inform the Company's governance.

4.3.4 General Manager's powers

In accordance with the Articles of Association and the shareholders' wishes, the General Manager is granted the following delegated powers:

a. to cooperate actively with all company bodies, and in particular with the Chief Executive Officer, ensuring that they are kept constantly

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 42	of 72

informed of all organisational and management activities, doing all that is necessary to execute the said bodies' decisions;

b. to collaborate with the Chief Executive Officer and chairperson in preparing the financial statements and business plans/budgets to be submitted for the approval of the Board of Directors;

c. to supervise the management of the Company, its cash flow performance and financial position, management of human resources, the activities of its offices and services, and in particular:

- to sign correspondence with chambers of commerce, securities exchanges, ministries and other public and private entities and offices, in connection with obligations imposed on the Company by laws or regulations;
- to open bank accounts, withdraw funds, sign cheques drawn on such accounts, endorse and deposit cheques and bank drafts, make withdrawals and deposits and draw on the Company's accounts, including overdrafts within the agreed credit limits;
- to open postal accounts, make withdrawals from and deposits to such accounts, and carry out all related transactions that may be required by postal regulations;
- to pay and release security deposits consisting of cash and securities;
- to deposit public or private securities and instruments generally with credit institutions for safekeeping, administration or pledge, to withdraw such securities and instruments, and to issue receipts;
- to lodge protests, to appear in insolvency or composition with creditors proceedings and to file claims in insolvency proceedings;
- in respect of the Company's obligations as withholding agent, to sign returns, certificates and any other deeds or documents;
- to collect postal or telegram orders, bonds, cheques, bills of any and all amounts and types and documents;

d. to submit proposals to the Chief Executive Officer with regard to human resources policies and the management of human resources and to propose the hiring of personnel to the Chief Executive Officer, within the limits of his or her powers and in full accordance with the criteria indicated and guidelines set by the Board of Directors;

e. with regard to decisions taken by the Chief Executive Officer concerning the hiring, management and organisation of human resources, on the basis of the powers delegated to him or her, to organise, to coordinate and to supervise employees, ensuring that such decisions are properly implemented;

f. to oversee and ensure the proper implementation of legislation governing the environment, hygiene and safety in the workplace and worksites, to ensure adequate coordination of the roles and responsibilities of all parties involved and to assume all duties and powers attributable to the position of employer, as provided for in applicable health and safety legislation;

g. to oversee commercial and marketing, business development and product communication activities;

h. to sign supply contracts:

- for assets with values of up to €500,000.00 per category of assets and within the overall budget limits;
- for goods and services relating to extraordinary activities with a value of up to €500,000.00 per contract;

i. to carry out all other activities entrusted to him or her by the Board of Directors or Chief Executive Officer;

The General Manager shall:

j. submit an ad hoc report to the Board of Directors on the actions taken in exercising the powers delegated to him or her with at least quarterly frequency;

k. report to the Chief Executive Officer and Chairperson on the action taken in managing the Company, with monthly frequency, and in any event promptly following events of particular significance to the management of the Company — in order to ensure full implementation of the principles of parity, open collaboration and team spirit that the shareholders intend should inform the Company's governance; in the exercise of the powers delegated per the above, the General Manager may in turn grant special powers of attorney for specific, individual acts and/or categories of acts.

The General Manager shall act as the Company's legal representative with regard to participation in the general meetings and/or shareholders' meetings of subsidiaries or other investees.


4.3.5 Powers of representation

The Chairperson of the Board of Directors shall have the power to represent the Company. If the Chairperson is absent or incapacitated, the Chief Executive Officer shall have the power to represent the Company, provided that the matter falls within his or her remit.

The Chief Executive Officer(s) and/or General Manager shall have the power to represent the Company within the limits of the authority conferred on them by the Articles of Association or delegated to them by the Board of Directors.

Business agents and representatives shall also have the power to represent the Company, within the limits of the powers conferred on them upon their appointment.

The liquidator or the Chairperson of the board of liquidators and any other members of the board of liquidators shall also have the power to represent the Company in liquidation, subject to the terms and conditions established upon their appointment.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 43	of 72

4.4. Organisational structure

The organisational structure of Estra S.p.A. is described in the document “**Structure, Organisation and Functions**”, which is an integral part of this Organisation, Management and Control Model (Legislative Decree 231/2001) for all intents and purposes.

The Company's structural model reflects the division of organisational units into:

- areas;
- services;
- offices or departments; and
- staff units (management, service, etc.).

An area comprises one or more services/offices/departments management of which is assigned to a single person who oversees the related ongoing interactions.

A service is an organisational and operational entity whose purpose is to provide services and/or handle supporting activities.

An office or department is a possible structural element of a service and is the smallest operating unit.


A staff unit is associated with functional, operational and organisational content corresponding to that of a service or office. It plays an advisory supporting role to the functional unit with which it is associated.

4.5. Integrated management system

The Company has adopted an integrated management system compliant with the following standards:

- UNI EN ISO 9001: 2008 (Quality Management);
- UNI EN ISO 14001: 2004 (Environmental Management);
- OHSAS 18001:2007 (Safety Management).


The Company is pursuing certification in the areas governed by the above standards. At the time of the approval of version No. 3 of the Model, the Company had been awarded the certifications UNI EN ISO 9001: 2008 (Quality

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	<i>1. GENERAL SECTION</i>	Page 44	of 72

Management) and UNI EN ISO 14001: 2004 (Environmental Management) issued by the certification authority D.N.V.

The Company is also in the process of completing the documentation to undergo inspections in view of OHSAS 18001 certification.

The Company has adopted a "Quality Management System Manual" and an "Environmental Management System Manual" that are integral parts of this Model for all intents and purposes.


	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 45	of 72

5. CODE OF ETHICS

The Code of Ethics is an official document adopted by the Board of Directors of ESTRA S.p.A. on 12 October 2010 setting out the rights and duties of company persons and company responsibilities (principles of conduct) towards stakeholders.

The Code of Ethics forms integral part of the 231 Organisation, Management and Control Model of ESTRA S.p.A. and is attached hereto.

All company persons are required to abide by the standard of behaviour prescribed in the Code of Ethics.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 46	of 72

6. SUPERVISORY BOARD

The Supervisory Board defines and carries out the activities within its purview **collegially** and has “**autonomous powers of initiative and control**” pursuant to Article 6, paragraph 1, letter b), of Legislative Decree 231 of 2001.

The Supervisory Board's autonomy and independence are guaranteed by its position within the organisation, the requirements applicable to its members and reporting lines:

- from the standpoint of organisational structure, the Supervisory Board is part of the Board of Directors' staff;
- all the members of the Supervisory Board must meet the requirements of independence, integrity and professionalism;
- the Supervisory Board shall report directly to the Board of Directors.

In carrying out the operational activities within its purview, and in order to ensure full satisfaction of the requirement of continuity of action and legally mandated duties, the Supervisory Board shall avail itself of the company personnel deemed necessary and appropriate and/or on specifically appointed external professionals.


The Company shall provide the Supervisory Board with the human and financial resources required to carry out its activities. Any refusal by the Board of Directors to make such resources available to the Supervisory Board shall be adequately justified in writing.

6.1. COMPOSITION AND TERM OF OFFICE

The Supervisory Board is made up of no less than two and no more than seven members appointed by the Board of Directors.

In any event, the employer and delegated safety representatives shall not sit on the Supervisory Board.

Upon the appointment of the Supervisory Board, the Board of Directors shall determine the term in office of its members, which may not exceed three financial years and shall come to an end when the Shareholders' Meeting approves the financial statements for the final year indicated upon its appointment.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 47	of 72


At the end of its term, the old Supervisory Board shall remain in office until a new Supervisory Board is appointed.

If the Board of Directors has resolved to replace a member of the Supervisory Board, as provided for in the following paragraph, the new member shall remain in office until the end of the Supervisory Board's term in office, even if the remainder of the said term is less than three years.

6.2. INDEPENDENCE REQUIREMENTS

The following are grounds for the ineligibility and/or disqualification from office of individual members of the Supervisory Board:

- a)** serving as a member of the Board of Directors of the Company or its subsidiaries, parent companies or associates, even without executive duties;
- b)** serving in a management capacity, including on a de facto basis, within the Company or its subsidiaries, parent companies and/or associates or holding an interest in the Company, including on a de facto basis;
- c)** being a relative, spouse or kin of up to the fourth degree of a member of the Board of Directors, a person who serves in a representative, governance or management capacity within the Company or a person collaborating with the independent auditors;
- d)** having an actual or potential conflict of interest with the Company or its subsidiaries that jeopardises their independence;
- e)** directly or indirectly holding equity interests sufficient to exercise a significant influence over the Company or its subsidiaries;
- f)** holding delegated authority or powers of attorney that may undermine their independence of judgement;
- g)** being in a situation of incompatibility, as defined in Article 2399, letter c, of the Italian Civil Code and failing to meet the independence requirements set out in Article 2409-septiesdecies of the Italian Civil Code;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 48	of 72

- h)** having granted or received a surety or guarantee to or from a director (or a spouse of a director); or owing or being owed money to or by the foregoing persons not in an official capacity¹.

6.3. INTEGRITY REQUIREMENTS


The following are grounds for the ineligibility and/or disqualification from office of individual members of the Supervisory Board:

- a)** the circumstances set out in Article 2382 of the Italian Civil Code (legal debarment, legal incapacity, insolvency or a judgment of conviction with a sentence of permanent or temporary debarment from public offices or declaration of incapacity to serve in executive role);
- b)** a judgment of conviction, even where not yet *res judicata*, or acceptance of a plea bargain arrangement, in Italy or another jurisdiction, in respect of predicate offences giving rise to vicarious corporate liability pursuant to Legislative Decree 231 of 2001;
- c)** a judgment, even where not yet *res judicata*, or acceptance of a plea bargain arrangement, entailing a penalty of temporary or permanent debarment from public office or temporary incapacity to serve in executive positions at legal entities and enterprises;

To this end, upon accepting their appointment, members of the Supervisory Board shall submit a declaration in which they certify that they have not been the subject of a judgment of conviction or plea bargain arrangement for minor offences committed with criminal intent and/or predicate offences giving rise to vicarious corporate liability, even if they have received the legal benefits for such offences (conditional suspended sentence and no mention on personal criminal records).

The Board of Directors may require members of the Supervisory Board to provide not only a general criminal record certificate and certificate of ongoing proceedings pursuant to Articles 24 and 27 of Presidential Decree 313 of 14

¹ See Article 51, paragraph 1, No. 3, of the Italian Code of Civil Procedure. - Recusal of a judge: “A judge shall recuse himself (...) 3) if he or his wife has ongoing litigation, serious animosity or position of credit or debt in respect of one of the parties or the counsel to one of the parties (...)”.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 49	of 72

November 2002 (Consolidated Court Records Law), but also an excerpt of the entries from the person concerned pursuant to Article 33 of Presidential Decree 313 of 2002 that shows all entries, including those for which no mention on the criminal record certificate has been granted. Failure to provide the certificates pursuant to Articles 24 and 27 or the excerpt pursuant to Article 33 of Presidential Decree 313 of 2002, without cause, shall constitute grounds for disqualification from the office of member of the Supervisory Board.

6.4. CESSATION IN OFFICE

Except in the event of a revision of the role and position of the Supervisory Board on the basis of experience with implementing the Model, members may only cease in office as a result of:

- resignation;
- dismissal;
- disqualification; or
- death.


The Board of Directors shall replace the member of the Supervisory Board who has ceased in office without delay.

Members of the Supervisory Board may resign at all times by notifying the Chairperson of the Board of Directors, with a copy sent in writing to the Chairperson of the Board of Statutory Auditors.

Members of the Supervisory Board may only be disqualified for cause, by resolution of the Board of Directors, in consultation with the Board of Statutory Auditors.

Cause for disqualification shall include, but not be limited to, the following acts or circumstances:

- failure to respond, or delay in responding, to specific requests from the Board of Directors concerning the performance of supervisory and control activity, where the failure to reply or delay is significant and may give rise to a total lack or partial deficiency of supervision of the adequacy and actual application of the Model;
- failure to act in good faith and with the due diligence required by the nature of the office and the Supervisory Board's specific responsibilities, similarly to what applies to Directors and Statutory Auditors;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 50	of 72

- breach of confidentiality obligations;
- unjustified absence from meetings of the Supervisory Board on more than two consecutive occasions in a single year;
- failure to continue to meet the autonomy and independence requirements applicable to members of the Supervisory Board in accordance with the law and these Articles of Association;
- a judgment of conviction of the Company, or plea bargain arrangement, pursuant to Legislative Decree 231/2001, the grounds for which cite “a lack or deficiency of supervision” on the part of the Supervisory Board, per Article 6, paragraph 1, letter d), of Legislative Decree 231/2001;
- a judgement of conviction or plea bargain arrangement involving a single member of the Supervisory Board for committing one of the offences cited in Legislative Decree 231/2001.


A member shall be disqualified from office in the following cases.

If a member of the Supervisory Board no longer meets the requirements set out in paragraph 6.1. above, the Board of Directors of ESTRA S.p.A. — after conducting the appropriate enquiries and consulting the interested party, the other members of the Supervisory Board and the Board of Statutory Auditors — shall set a deadline of no fewer than 30 days by which the situation of incompatibility shall cease. If the above situation has not been remedied by the foregoing deadline, the Board of Directors of ESTRA S.p.A. shall declare the member concerned disqualified from office and pass the appropriate resolutions.

Similarly, a serious illness that renders one of the Supervisory Board's members unfit to discharge his or her supervisory duties, or an illness that otherwise entails an absence from the workplace for a period of more than twelve months, shall result in the disqualification of the member of the Supervisory Board from office, to be implemented in the manner set out above.

Members of the Supervisory Board shall be considered automatically disqualified from office if the Company is the subject of a precautionary measure, judgment of conviction or plea bargain arrangement in respect of a breach of Legislative Decree 231/2001, consequent to a finding of that the Model was unfit, inadequate or ineffective or that supervisory activity was deficient or inefficacious.

If one, two or all members of the Supervisory Board resign, are removed or are disqualified from office, the Board of Directors of ESTRA S.p.A. shall see to their replacement without delay and, in any event, within 30 days. In the event of the resignation, disqualification or dismissal of the Supervisory Board Chairperson, the

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 51	of 72

said Committee shall be chaired by the Statutory Auditor oldest in age until the appointment of a new Supervisory Board Chairperson.

The Supervisory Board shall remain validly in office, even if two of its members cease in office.

6.5. DUTIES, POWERS AND MEANS

DUTIES

The Supervisory Board is vested with independent powers of initiative and control.

The Supervisory Board's duties are defined as follows:


- a) supervising the efficacy of the 231 Model, i.e. of compliance with its provisions by covered persons;
- b) monitoring the process of implementing and updating the 231 Model;
- c) verifying the adequacy of the 231 Model, i.e. its efficacy in preventing unlawful behaviour;
- d) analysing that the 231 Model remains stable and effective over time and promoting its update, where needed;
- e) approving and implementing an annual plan of supervisory activities within the framework of the Company's units and functions (hereinafter the "Supervisory Programme");
- f) overseeing the flow of information within its remit to the Board of Directors and company functions.

The Supervisory Board is responsible for determining:

- a) the resources and operating methods required to perform activities actively to ensure that supervision is not deficient or insufficient (Article 6, paragraph 1, letter d) of the above Legislative Decree);
- b) the measures necessary to ensure that the Supervisory Board and other technical and operational support resources have the required autonomous powers of initiative and control (Article 6, paragraph 1, letter b) of the above Legislative Decree).

From a more operational standpoint, the Supervisory Board of ESTRA S.p.A. is responsible for:

- initiating control procedures, it being understood that operational management retains primary responsibility for controls, including in

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 52	of 72

areas at risk, and such controls (“line controls”) are an integral part of the company process;


- surveying company activity in order to update the map of areas at risk within the framework of the company's business;
- periodically conducting specific verification on certain transactions or specific actions taken within the framework of the areas at risk;
- promoting appropriate initiatives for the spread of knowledge and understanding of the model and verifying the presence of the internal organisational documentation necessary to the functioning of the model;
- collecting, processing and storing material information regarding compliance with the model and updating the list of information that must be submitted to the Supervisory Board on a mandatory basis;
- coordinating with the other company functions for optimal monitoring of activities in areas at risk;
- checking for the actual existence, regular keeping and efficacy of the documentation mandated by company procedures governing activities at risk of offences;
- conducting internal investigations into alleged violations of the provisions of the Model;
- verifying that the elements of the Model for the various types of offences are appropriate and suited to the need to comply with the provisions of the Decree, and updating those elements where this is not the case.

The Supervisory Board bears no direct responsibility for managing the activities at risk subject to review and is thus independent of the areas, functions and staff units to which this responsibility instead falls.

The Chairperson and General Manager shall be notified of any problems that may interfere with the supervisory process so that these problems may be solved.

The Supervisory Board has neither the authority nor the responsibility to change company policies and procedures. Rather, it assesses that they are suited to achieving the objectives laid down in Legislative Decree 231/2001. The Supervisory Board is responsible for proposing updates to the model deemed necessary to prevent behaviour that may result in the commission of offences, and to this end it shall provide the management with recommendations and suggestions to reinforce the model where it is found to be inadequate.

In any event, the Supervisory Board does have both the authority and the responsibility to recommend that the management update the model and to be informed before a procedure regarding an activity deemed at risk is put into place.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 53	of 72

POWERS


The Supervisory Board has the following **powers**:

1. the power to gain access to all of the Company's functions — without the need for any prior consent — in order to obtain all information or data regarded as necessary to the performance of the duties laid down in Legislative Decree 231/2001;
2. the Supervisory Board's proceedings are not subject to review by any other body or unit of the company, it being understood that the Board of Directors shall nonetheless supervise the adequacy of the Supervisory Board's actions, considering that it is the Board of Directors that bears ultimate responsibility for the functioning and efficacy of the Legislative Decree 231 Model;
3. all company functions, employees and/or members of company bodies are required to provide information in response to requests from the Supervisory Board or the occurrence of events or circumstances relevant to the performance of the Supervisory Board's duties;
4. the power to request additional information regarding matters relating to the application of the Model to all employees and independent contractors;
5. the power to participate in meetings of the Board of Directors at which the Legislative Decree 231 Organisation, Management and Control Model is discussed, in order to present its annual report. This presentation shall take place no later than 30 April of each year;
6. the power to propose the imposition of the penalties provided for in the Legislative Decree 231 Model to the Board of Directors and the General Manager;
7. the power to request that the Chairperson convoke the Board of Directors to report any material breaches of the model ascertained in the course of the enquiries conducted.

MEANS

The Supervisory Board has the following **means**:

1. the Board of Directors shall approve an adequate budget, as proposed by the Supervisory Board itself, of which the Supervisory Board shall avail itself for all needs relating to the proper performance of its duties. The

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 54	of 72

Supervisory Board may act with autonomous powers of representation in entering into, amending and/or terminating professional service agreements with third parties who possess the specific skills required to render the required services to the highest standards. The Supervisory Board shall provide the Board of Directors with a detailed accounting of the expenditures incurred during the previous year;

2. should it become necessary to carry out activities not envisaged in the annual plan, the Supervisory Board may request that the Board of Directors convene to revise its spending limits;
3. the power to benefit from the assistance of all the Company's units, under its direct supervision and responsibility;
4. the power to receive appropriate technical and operational support. It is responsible for:
 - a. supporting the regular conduct of meetings of the Supervisory Board (notices of meeting, circulation of meeting agendas, preparation of meeting documentation and minute-taking);
 - b. filing documentation relating to the Supervisory Board's proceedings (minutes of meetings, information received, working documents regarding verification performed, documents submitted to company bodies, etc.);
 - c. any other duties that the Supervisory Board sees fit to assign.


Technical and operational support shall ensure the confidentiality of the news and information obtained in the course of its duties and refrain from seeking and making use of confidential information. In any event, all information available to technical and operational support shall be processed in accordance with applicable legislation, and in particular the Consolidated Data Protection Law, Legislative Decree 196 of 30 June 2003.

6.6. POWERS OF ACCESS

In the course of performing the duties assigned to it, the Supervisory Board shall have unlimited access to company information to carry out its investigations, analyses and checks.

The Supervisory Board has the authority to access all company documents, confidential and otherwise, that are relevant to the control process, and in particular:

- a) company documentation;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 55	of 72

- b)** documentation regarding contracts with suppliers and customers;
- c)** information or data concerning company personnel and, more generally, all type of company information or data, even where classified as “confidential”, without prejudice to compliance with privacy legislation;
- d)** data and transactions recorded in the financial statements;
- e)** company procedures;
- f)** strategic plans, budgets, forecasts and, more generally, short-, medium- and long-term financial plans.

When conducting controls relating to personal and/or sensitive information, the Supervisory Board shall identify the methods best suited to ensuring that such information remains in confidence.

In order to achieve its aims, the Supervisory Board may coordinate its activity with that of the Board of Statutory Auditors and external auditors, enjoying access to their results and making use of the pertinent documentation.

The Supervisory Board has the authority to gain physical access to areas under review, and thus to conduct direct interviews of company personnel and, where necessary, to conduct enquiries aimed at establishing the existence of certain information or company property.


6.7. RECORD-KEEPING AND FILING REQUIREMENTS

The Supervisory Board shall ensure that any and all information, complaints and/or reports received pursuant to the 231 Model, are properly recorded in print or digital form.

Barring lawful orders from the authorities, the data and information contained in the archive shall only be made available to persons external to the Supervisory Board with authorisation from the Board itself and from the head of the company department to which the information refers.

6.8. CONFIDENTIALITY OBLIGATIONS

Members of the Supervisory Board are required to keep in confidence news and information obtained in the course of their duties, without prejudice to the disclosure obligations expressly established by the Legislative Decree 231/01 Model.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 56	of 72


Members of the Supervisory Board shall ensure the confidentiality of the information of which they come into possession — with particular regard to any reports that they should receive regarding alleged violations of the Legislative Decree 231/01 Model — and they shall refrain from seeking and making use of confidential information for purposes other than those set out in Article 6 of the Decree. In any event, all information in the possession of members of the Supervisory Board shall be processed in accordance with applicable legislation, and in particular with the Consolidated Data Protection Law, Legislative Decree 196 of 30 June 2003.

Failure to fulfil the above obligations shall constitute grounds for dismissal of members of the Supervisory Board for cause.

6.9. REGULATIONS OF THE SUPERVISORY BOARD

The proceedings of the Supervisory Board are governed by specific Regulations. In any event, such Regulations may not conflict with the provisions of this Model concerning the Supervisory Board.

The Board of Directors acknowledges the Regulations approved by the Supervisory Board.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
1. GENERAL SECTION		Page 57	of 72

7. INFORMATION FLOWS

7.1. INFORMATION FLOWS FROM THE SUPERVISORY BOARD TO TOP MANAGERS

The Supervisory Board shall report on the implementation of the Legislative Decree 231 Model and on the emergence of any critical aspects and shall indicate the results of the activities performed in the course of the duties assigned to it.

The Supervisory Board shall report to the Board of Directors on the activities carried out in accordance with the timeframe specifically identified in the Organisation, Management and Control Model and its Regulations.


The reporting lines shall be as follows:

- a) on an **ongoing** basis, to the Chairperson of the Board of Directors, who shall notify the Board of Directors within the framework of reporting on exercise of the delegated powers;
- b) on a **six-monthly** basis, to the Board of Directors and the Board of Statutory Auditors; a specific six-monthly report shall be prepared, documenting the activity performed and indicating the outcome of the verification conducted and changes to the legislation governing vicarious corporate liability;
- c) **immediately**, to the Chairperson of the Board of Directors, where particularly material or significant circumstances come to light.

In particular, the Supervisory Board shall periodically report the following information to the Board of Directors:

- the activities carried out during the period and results achieved, with an identification of any problems identified;
- the need to modify the model in response to organisational changes, changes in operational management methods, changes in the system of delegated authority or changes in the law;
- on an annual basis, a plan of activities for the following year.

The Supervisory Board shall also report on the outcome of specific audits conducted in response to reports from the Chairperson or the Supervisory Body to the party that requested the audit.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 58	of 72

The Supervisory Board may request that the Chairperson convoke the Board of Directors to report any significant breaches of the model identified following the verification conducted, informing the General Manager thereof as well.

The Board of Directors and Chairperson may convoke the Supervisory Board at any time for an account of its proceedings or an opinion on the actual application and adequacy of the model and on specific situations relating to the application of the model.

Minutes of the meetings held with the Chairperson or the Board of Directors shall be kept with technical and operational support from the Supervisory Board, as well as from the bodies concerned.

7.2. SUBMISSION OF REPORTS TO THE SUPERVISORY BOARD BY EMPLOYEES

All employees are required to inform the Supervisory Board of illegal situations or clear, material breaches of the company Code of Ethics.

The persons making such reports in good faith are protected against any and all forms of retaliation, discrimination or penalisation, and shall keep in any case the identity of such persons confidential, save in respect of statutory disclosure obligations or disclosure required to protect the rights of the company or any and all persons accused unjustly, erroneously and/or in bad faith.

A dedicated reporting channel shall be set up to permit anonymous reports and facilitate the flow of reports and information to the Supervisory Board. To this end, a dedicated post-office box has been set up on the second floor of the Company's office.


At its discretion and under its responsibility, the Supervisory Board shall assess in which cases to launch or conduct audits or investigations of the reports received, and in which situations to inform the Board of Directors of the events and circumstances.

Reports may be submitted in print form, labelled "**confidential**", to:

ESTRA S.p.A., Via Ugo Panziera n. 16 - 59100 Prato

Or by e-mail at the following address:

OrganismoDiVigilanza@estraspa.it

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 59	of 72

7.3. APPOINTMENT OF “LIAISONS” TO THE SUPERVISORY BOARD

The document “Overview of information flows” — a part of this Model — sets out the parties, heads of department or function staff members within the Company tasked with periodically preparing documents containing general and specific information flows and submitting them to the Supervisory Board. The Supervisory Board may also assign “Supervisory Board liaisons” specific, limited tasks relating to verification of the adequacy and actual application of the Legislative Decree 231/2001 Organisation, Management and Control Model.

7.4. INFORMATION FLOWS FROM SUPERVISORY BOARD LIAISONS


The Supervisory Board shall be informed by the Supervisory Board liaisons of events that could give rise to liability for ESTRA S.p.A. pursuant to Legislative Decree 231 of 2001.

In this regard, each liaison shall periodically fill in a pre-formatted document containing general and specific information flows, as indicated below. Failure to comply with this reporting obligation shall be punished by the disciplinary penalties set out in the document “Organisation, Management and Control Model”.

7.5. GENERAL INFORMATION FLOWS

Such flows concern all those who act on behalf of ESTRA S.p.A. (directors, executives, employees and contractors) and relate to actual or potential critical situations with regard to the offences set out in Legislative Decree 231/2001 and the related organisation, management and control model, as well as to events pertaining to the organisational system and control system. In the case of general information flows, the Supervisory Board must be notified promptly, and in any event within **no more than ten days** of the date of occurrence (“event-based” reports).


General information flows include: reports of behaviour or “practices” in material conflict with the provisions of Model 231, including breaches of the code of ethics;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 60	of 72

- reports of illegal or unethical situations or situations that may — even only potentially — give rise to illegal or unethical activities;
- reports of the commission of the offences identified in Model 231 by a member of the senior management or subordinate, brought to light in the course of performance of official duties or by reports, including reports by third parties;
- measures ordered and/or information provided by law enforcement organisations or any other authorities, from which it may be determined that investigations are being conducted into directors, statutory auditors, executives, employees or other external collaborators, for the offences set out in the Decree;
- requests for legal assistance by company directors, managers, other employees and external collaborators, in the event of the launch of legal proceedings in respect of an offence covered under the Decree;
- commissions of inquiry or internal reports that find in favour of liability for offences covered under Legislative Decree 231/2001;
- reports prepared by the heads of the company functions within the framework of their oversight activities, that uncover facts, acts, events or omissions that are critical in respect of compliance with the requirements of the Decree;
- any significant deficiencies in current procedures that govern activities sensitive to Legislative Decree 231/2001;
- reports received in respect of the actual implementation of the Organisational Model at all levels of the Company, with an indication of the disciplinary action taken and any sanctions imposed or the filing without further action of such reports, providing reasons for the same.

7.6. SPECIFIC INFORMATION FLOWS


For each **quarter**, or otherwise according to the schedule indicated by the Supervisory Board, the Supervisory Board's liaison officers must fill in pre-formatted forms and submit them to the Supervisory Board **within 20 days** of the end of the reporting period.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 61	of 72

The information flow forms must be filled in even when the responses are all in the negative (including for general flows) and there is no particular information to be reported to the Supervisory Board. The attachments to the above forms, consisting of tables containing the information to be reported, only need to be filled in if the answers to the corresponding questions presented in the forms are in the affirmative.

The Supervisory Board shall keep adequate records of all oral, written or electronically transmitted reports of violations or suspected violations of the Models it may receive, including those of an unofficial nature.

Specific information flows are adapted to each area of sensitive activity and are summarised in an attachment to the Model.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 62	of 72

8. DISCIPLINARY FRAMEWORK

8.1. FUNCTIONS OF THE DISCIPLINARY FRAMEWORK

The disciplinary framework, i.e. the set of sanctions envisaged for the infringement of the provisions set forth by the Organisation, Management and Control Model and the Code of Ethics, is an indispensable instrument for ensuring the effectiveness and implementation of the Model.

Article 6, paragraph 2, letter e) of Decree 231 of 2001 expressly requires the establishment of a suitable disciplinary framework to sanction the non-compliance with the measures set out in the Organisational Model.

The disciplinary sanctions apply regardless of the outcome of any criminal proceedings, as breach of the measures of the Organisational Model and the Code of Ethics.

ESTRA S.p.A. has put in place a system where the extent and type of the applicable sanction depend on the different degree of danger entailed by the conduct of the individual with respect to the commission of the offences.

Therefore, first, the disciplinary framework punishes all the infringements of the Model — from the most serious to the minor breach — through progressive sanctions and, second, it complies with the principle of proportionality between the detected breach and the sanction imposed.


The sanctions that can be imposed in case of infringement of the rules of the Model are, in ascending order of severity:

a) without termination of employment:

- Verbal reprimand;
- Written reprimand;
- suspension from duty without pay for a period no longer than the threshold provided for in the National Collective Labour Agreement;

b) with termination of the employment:

- dismissal for gross breach of contractual obligations (dismissal for good reason);

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 63	of 72

- dismissal for professional malpractice so serious as to preclude the continuation of the employment relationship even on a temporary basis (dismissal for cause).

The seriousness of the infringement will be assessed based on the following circumstances:

- when and how the infringement took place;
- the intentionality of the behaviour or the level of negligence, recklessness or carelessness involved, including in light of the foreseeability of the event;
- The overall behaviour of the employee;
- the employee's duties;
- the extent of the damage or danger resulting from the infringement for the Company and for all employees and stakeholders of the Company;
- the predictability of the effects;
- the circumstances in which the infringement took place.


Recurrence of the breach constitutes an aggravating circumstance and leads to the application of a more serious sanction.

Furthermore, the sanction system is constantly verified and assessed by the Supervisory Board.

8.2. PROCEDURE FOR ASCERTAINING THE INFRINGEMENT

The disciplinary power referred to in the Decree is exercised, after consulting with the Supervisory Board, according to the procedures and methods provided for by the law, by the current disciplinary framework and/or the National Collective Labour Agreement applied in the company. To this end, the powers already granted to the General Management, to the extent of their respective responsibilities, shall also apply to the infringements of the Model.

However, involvement of the Supervisory Board is mandatory in the procedure for ascertaining the infringements and the subsequent application of the sanction in the event of breaches of the rules set forth in the Model. Therefore, any infringement of the Model and of its implementing procedures by whomever committed, must be immediately notified in writing to the Supervisory Board.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 64	of 72

The duty to report the infringement of the Model concerns all recipients of the Model.

Pursuant to Article 7 of Law 300 of 30 May 1970 (Workers' Statute), in order for the rules governing the sanction system described below, to be valid and effective, they must be displayed within the Company's premises, in places accessible to all so as to be brought to the attention of the Recipients.


The powers invested in the Company's management shall be deemed unchanged, up to the full extent of the competences assigned, also in respect of the investigation of the above mentioned alleged breaches, the related disciplinary proceedings, as well as the imposition of punitive measures.

In the application of sanctions, full compliance with the Workers' Statute and the applicable National Collective Labour Agreement must be ensured.

8.3. SANCTIONS AGAINST EMPLOYEES

In detail, the following measures shall apply:

- a) an oral or written reprimand in the case of an infringement of any of the internal procedures laid down in the Model (for instance, failure to comply with required procedures, failure to comply with reporting obligations towards the Supervisory Board, failure to carry out required checks, etc.) or non-compliance with the rules of conduct set forth in the Model, in the performance of activities in areas at risk, such behaviour being regarded as a "minor breach of Company's rules";
- b) a fine in case the internal procedures envisaged by the Model are recurrently infringed or in case of non-compliance with the rules of conduct set forth in the Model when performing activities in areas at risk, even before these breaches have been individually ascertained and charges have been formally notified to the employee, such behaviour being regarded as the repeated commission of a "minor breach of the Company's rules" even before such breach has been individually ascertained and charges have been formally notified to the employee;
- c) suspension from duty without pay in case of infringement of any of the internal procedures laid down in the Model or in case of non-compliance with the rules of conduct set forth in the Model when performing activities in areas at risk, or in case of acting in a manner that is in contrast with the interests of ESTRA S.p.A., thereby causing damage to the Company or exposing it to objective danger for the integrity of the company's assets, such behaviour


	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 65	of 72

being regarded as causing damage to the Company, or as jeopardizing the integrity the Company's assets or as actions contrary to the Company's interests as a result of a "serious breach of the company's regulations";

- d) dismissal without notice in case of non-compliance with the rules of conduct set forth in the Model when performing activities in areas at risk that is unequivocally intended to commit any of the offences envisaged by the Decree, such behaviour being regarded as a commission of "actions that constitute an offence pursuant to law".

With regard to health and safety at work, Article 20 of Legislative Decree 81/2008 — Workers' obligations — provides that:

1. *Each worker must take care of their own health and safety and of that of other people present in the workplace, who are affected by their actions or omissions, in accordance with their training, instructions and means provided by the employer.*
2. *More specifically, workers must:*
 - a) *contribute, together with the employer, the managers and the persons in charge, to the fulfilment of the obligations envisaged to protect health and safety in the workplace;*
 - b) *observe the provisions and instructions given by the employer, the managers and the persons in charge, to ensure individual and general protection;*
 - c) *correctly use the work equipment, any hazardous substances and preparations, the means of transport and safety devices;*
 - d) *correctly use the protective devices provided to them;*
 - e) *immediately inform the employer, the manager or the person in charge of any deficiencies in the means and devices referred to in subparagraphs c) and d) above, as well as of any dangerous situation they may become aware of, and take direct action, in urgent cases, to the extent of their skills and possibilities and without prejudice to the obligation referred to in point f), to eliminate or reduce any situations of serious and imminent danger, giving notice to the H&S workers' representative;*
 - f) *not remove or modify any safety, warning or control devices without authorisation;*

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 66	of 72

- g) *not carry out on their own initiative any operations or manoeuvres that are not under their responsibility or which may compromise their own safety and that of other workers;*
 - h) *participate in education and training programmes organised by the employer;*
 - i) *undergo the health checks provided for by this legislative decree or in any case ordered by the company doctor;*
3. *Workers of companies that carry out activities under procurement or subcontracting arrangements, must display a special identification badge, complete with a photograph, containing the employee's particulars and the employer's name. This obligation also applies to self-employed workers who directly carry out their activities in the same workplace, who are required to autonomously fulfil this formality.*


8.4. SANCTIONS AGAINST MANAGERS

In case of infringement of the measures envisaged by the Organisational, Management and Control Model and by the Code of Ethics the manager may be sanctioned, in proportion to the seriousness of the fact and the extent of the damage caused to the Company, with the disciplinary measures set forth by law and by the contracts in force, as well as with dismissal for cause if it breaches the relationship of trust between the employer and the manager.

In terms of liability to third parties arising from breaches of the measures envisaged by the Organisational Model and the Code of Ethics, the Company shall be liable according to the provisions of the applicable laws and collective agreements in force.

8.5. SANCTIONS AGAINST DIRECTORS AND STATUTORY AUDITORS

In case of breach of the Model by one or more members of the Board of Directors, or by one or more members of the Board of Statutory Auditors, the Supervisory Board shall inform the Board of Statutory Auditors and the entire Board of Directors which shall take appropriate measures including, for example, calling the shareholders' meeting to adopt the most appropriate measures as required by law.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 67	of 72

8.6. MEASURES AGAINST THIRD PARTIES (CONSULTANTS AND PARTNERS)

Any breach by third parties (Consultants or external Partners, who are not in an employee-employer relationship but who are under the control and supervision of the Company in relation to each individual assignment) of the rules set out in this Model constitutes a breach of contractual obligations that may lead, in the most serious cases, to termination of the contract.

In this regard, the individual contracts entered into from time to time with third parties, must contain specific clauses that regulate the effects of a breach of the Organisational Model and the Code of Ethics.

In any case, the Company shall be entitled to compensation for the damage suffered as a result of breach of the measures envisaged by the Organisational Model and the Code of Ethics.

8.7. DISCLOSURE OF THE DISCIPLINARY FRAMEWORK

The disciplinary framework established by the Organisational Model must be appropriately disclosed to ensure knowledge thereof by the recipients.


For employees, the disclosure methods prescribed by the applicable laws and by collective labour agreements must be complied with, by displaying them in places freely accessible to workers.

For the other parties, specific disclosure methods shall be identified by the Board of Directors or the Supervisory Board, as deemed appropriate in each specific case.

8.8. REPORTING ON THE 231 DISCIPLINARY FRAMEWORK

The Company shall establish a special *register* specifying, for each employee, the *number* and the *reason* of the *verbal reprimands* inflicted, to ensure adequate traceability, provided that no reprimand may be taken into account after 2 years from its application for the purpose of establishing a recurring breach.

On a quarterly basis, the Human Resources Manager shall draw up a report concerning the disciplinary situation of the Company's personnel, including any observations and charges made in writing or verbally to the employees of ESTRA

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 68	of 72


S.p.A. for infringements of the Model. The mentioned *report* will be included in the periodic information flows sent to the Supervisory Board.

In the event of sanctions for breaches of the model imposed by the Chief Executive Officer or the Chairperson, the Board of Directors shall be informed at the next meeting.

The outcome of proceedings related to the application of sanctions for breaches of the 231 model must also be notified to the Supervisory Board so that the latter can exercise its supervisory powers pursuant to Legislative Decree 231/2001.

8.9. FINAL PROVISIONS

The application of disciplinary sanctions is independent of any criminal proceedings that may be brought in the event the breach constitutes a criminal offence. The Company has the right to apply, following appropriate assessments, the disciplinary measures deemed most appropriate to the specific case, which measures, being at the company's discretion, need not conform to the assessments made by the court in criminal proceedings. If a Recipient's conduct is such as to constitute an offence pursuant to Legislative Decree 231/01, the legal department, if it considers that there is sufficient evidence to prove the damage suffered by ESTRA and the Recipient's liability, shall, without delay, bring an action seeking compensation for the damage suffered.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 69	of 72

9. CIRCULATION AND PREPARATION OF THE MODEL

9.1. FOREWORD

ESTRA S.p.A. strives to ensure that all Covered Persons possess the full, requisite knowledge of the rules of conduct laid down in the Model, as appropriate to their various levels of involvement in sensitive processes.

The structure of training activity is set by the Supervisory Board, in coordination with the competent company functions.


Training must have the following minimum content:

- an institutional section common to all trainees, regarding the reference legislation (Legislative Decree 231/2001 and predicate offences), the Model and its application;
- a special section regarding specific areas of operation, aimed at mapping sensitive activities and spreading knowledge of the offences, the circumstances in which they may be committed, protocols and specific safeguards applicable to the operators' areas of responsibility.

Training content must be updated as appropriate to reflect changes in laws and regulations and the organisational model, modifying training materials as necessary in a way that ensures the mandatory completion of such training in the event of significant updates (e.g., an extension of vicarious corporate liability to include new types of offences).

The Supervisory Board is responsible for promoting initiatives aimed at spreading knowledge and understanding of the Model among all personnel and for verifying that that such initiatives are fully implemented.

The activities identified with the goal of ensuring the requisite full circulation of the Model to the employees and external collaborators of ESTRA S.p.A. and the training of all such persons are set out below.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 70	of 72

9.2. COMMUNICATION PLAN FOR MEMBERS OF GOVERNING BODIES

The Supervisory Board shall formally notify all members of executive and supervisory governing bodies of this Organisation and Management Model, on a personal, individual basis.

9.3. COMMUNICATION AND TRAINING PLAN FOR EMPLOYEES

Communication:

Initial communication

All employees in service shall be informed of the adoption of this Model within 30 days of its approval by a notice sent to them by the Chairperson. This circular shall concern:


- the approval or amendment of the Legislative Decree 231 Organisation, Management and Control Model;
- the availability for consultation of a full print version of the Model at the Company's registered office;
- the availability for consultation of a full electronic version of the Model on the Company's Intranet;
- access to clarification regarding the contents of the Model and its application by the Supervisory Board.

This circular shall be posted on the Company's message boards.

Employees shall also receive a print copy of the Company's Code of Ethics.

All employees and directors shall sign a declaration acknowledging receipt of the Code of Ethics. This declaration shall be filed and kept by the Supervisory Board or by a party acting on its behalf.

Heads of areas, services and staff functions entrusted with filling out periodic information flow forms, the Chief Executive Officer and General Manager shall sign a declaration acknowledging that they have viewed and undertake to abide by the Legislative Decree 231 Organisation, Management and Control Model. This declaration shall be filed and kept by the Supervisory Board.

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 71	of 72

Circulation

The Model shall also be circulated via the Company's Intranet.

A print copy shall be kept on file at the Company's registered office and freely available for consultation by all employees.

Distribution to new employees

New recruits will be provided with an information package designed to ensure that they are aware of the principles deemed to be of fundamental importance. This information package shall contain — in addition to the documents normally provided to new recruits — the Code of Ethics and notice of the existence of the Legislative Decree 231 Organisation, Management and Control Model, indicating that it is available for consultation on the Intranet. All new recruits are bound to provide ESTRA with a signed declaration attesting that they have received the information package.


Training:

Training activities will be targeted at familiarising recipients with the provisions of Legislative Decree 231/2001 to varying degrees, in terms of content and training methods, in function of the job description of recipients, the level of risk involved in the area in which they operate, as well as on the basis of whether or not they are empowered to represent the company towards third parties.

Training of Supervisory Board liaison officers (sensitive activity process owners)

Presentation for ESTRA's operational heads of department during which:

- information on the provisions of the Decree is provided;
- awareness of the importance that ESTRA attaches to adopting a risk governance and management system is raised;
- the main organisational and supervisory measures in place in the various sensitive areas are illustrated;
- a description is given of the structure and main content of the Model adopted, as well as of the methodological approach taken to implement and update it;
- a description is given of the conduct to be observed with regard to notification and training of subordinates, and particularly of personnel operating in company areas deemed sensitive;

	ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001	Rev.:	4
		12/09/2017	
	1. GENERAL SECTION	Page 72	of 72

- an account is given of the conduct to be observed in dealings with the Supervisory Board regarding communications, reports or collaboration in the process of supervising and updating the Model;
- an account is given of the periodic information flows to be submitted to the Supervisory Board.

The Company also undertakes to provide periodic training to heads of department at risk to refresh their preparation in view of any changes in the contents of the Model and/or the Decree and, in any event, to ensure that they remain aware of such issues.

9.4. COMMUNICATION AND TRAINING PLAN FOR EXTERNAL COLLABORATORS

ESTRA promotes knowledge of and compliance with the Model among its commercial partners and external collaborators according to the following methods:

- Publication on the company website: creation of specific, constantly updated Web pages to spread the Model adopted by ESTRA to the public, containing in particular:
 - a notice of a general nature regarding Legislative Decree 231/2001 and the importance that ESTRA attaches to the adoption of a risk governance and management system;
 - the structure of the Model adopted by ESTRA;
- the inclusion of a declaration in all supply, service or consulting contracts (in the body of the document or as an annex):
 - of knowledge of the provisions of Legislative Decree 231/2001 and the Model's prescriptions;
 - of a commitment to comply fully therewith, while also agreeing that any violations may, if repeated, be grounds for termination of the contract, as well as for compensation for damages, where applicable.