



**PESARESI GIUSEPPE spa**

## **ORGANISATIONAL MODEL 231**

*- Approved by the Board of Directors with Resolution of 19/06/2017 -*

***Organisation, Management and Control Model,  
complying with the Legislative Decree of 8th  
June 2001 no. 231,  
complying with the Legislative Decree of 4th April 2008 no. 81  
approved by the Administrative Body on 16/03/2017***

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Società soggetta all'attività di direzione e coordinamento della Promozioni Industriali s.r.l.**





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## **- GENERAL SECTION -**

### **G 1 - PURPOSE OF THE ORGANISATIONAL MODEL**

The purpose of the Organisational Model is to create an organisational structure with an internal control system in order to prevent the commission of the offences envisaged by the Legislative Decree no. 231/2001.

The organisational structure is aimed at preventing the commission, in the interest or for the benefit of the entity, of all the offences envisaged by Legislative Decree no. 231/2001, which are a prerequisite for the administrative liability of the entity.

The "General Section" contains the rules applicable to all corporate activities and in relation to all the offences to be prevented.

Following an in-depth mapping of risk areas and sensitive activities in relation to the types of predicate offences, the company has also adopted procedures specifically aimed at preventing certain offences, which are described in the "Special Section".

### **G 2 - PURPOSE**

The organisational and management model meets the following needs:

- To identify the activities within the scope of which offences may be committed;
- To provide for specific protocols intended for planning the formation and implementation of the Organisation's decisions in relation to the offences to prevent;
- To identify appropriate methods to manage financial resources suitable for preventing the commission of such offences;
- To provide for obligations to inform the body responsible for supervising the functioning and observance of the Model;
- To introduce a disciplinary system to sanction non-compliance with the measures set out in the model.
- To determine, in all those who work in the name and on behalf of the Company in the "areas of risk activities", the awareness of being able, to incur, in the event of violation of the provisions contained therein, in an offence liable to penalties, at a penal and administrative level, not only towards your own but also towards the Company;
- To allow the Company, thanks to a monitoring action on the "areas of activity risk", to intervene promptly to prevent or counter the commission of the offences themselves;

- To structure and implement an OHSMS (Occupational Safety Management System) that eliminates or minimise in an acceptable way the risks associated with the activities to which their workers and other involved parties are exposed;
- To maintain and continuously improve the Safety Management System;
- To raise awareness and disseminate behavioural rules and established procedures at all company levels;
- To attribute specific powers of control to the Supervisory Body (SB) over the effective and correct functioning of the Organisational Model;
- To verify and to document transactions at risk;
- To verify the functioning of the Organisational Model with consequent periodic updating;
- To provide for specific protocols intended for planning the formation and implementation of the Organisation's decisions in relation to the offences to be prevented;
- To identify appropriate methods to manage financial resources suitable for preventing the commission of such offences;
- To set up suitable recording systems for the execution of activities relating to safety in the workplace;
- To provide information obligations towards the SB;
- To introduce a disciplinary system to sanction non-compliance with the measures set out in the model.

### **G 3 - RECIPIENTS OF THE MODEL**

the Organisational Model is intended for all those who work for the achievement of the Company's purpose and objectives.

### **G 4 - APPROVAL, AMENDMENTS AND ADDITIONS TO THE ORGANISATIONAL MODEL**

The Organisational Model, also drawn up with the possible help of professionals, is approved by the Administrative Body.

Subsequent changes, which may become necessary to improve the suitability to prevent offences or due to legislative changes, are always the responsibility of the Administrative Body.

The SB is empowered to propose changes to improve organisational structures and to adapt the Organisational Model to legislative changes.

## **G 5 - SUPERVISORY BODY: COMPOSITION**

The Company Establishes a Supervisory Body (SB) envisaged by art. 6, letter b, of Legislative Decree 231/2001,

## **G 6 - FUNCTIONS AND POWERS OF THE SB**

The SB has the following skills:

- It ensures that the recipients of the Organisational Model observe the provisions contained herein (inspection and repressive function of offences);
- It verifies the results achieved in the application of the Organisational Model in relation to the prevention of offences and assesses the need to propose changes to the Organisational Model.

In a nutshell, the control activities are aimed at carrying out constant supervision by the SB regarding the transposition, implementation and adequacy of the Organisational Model.

If it appears that the state of implementation of the required operating standard is deficient, it is up to the SB to take all the necessary steps to correct this condition:

- By urging the managers of the individual organisational units to comply with the behaviour models;
- By directly indicating which corrections and changes should be made to the protocols;
- By reporting the cases of non-implementation of the Organisational Model to the heads and officers of the controls within the individualised functions.

If, on the other hand, from the monitoring of the state of implementation of the Organisational Model the needs for its adjustment emerges, the SB must take the necessary steps to ensure that the necessary updates are made in a short time.

In carrying out the control activity, the SB must:

- Carry out periodic interventions aimed at ascertaining the application of the Organisational Model and in Particular Ensuring that the procedures and controls contemplated by it are implemented and documented in a compliant manner and that the ethical principles are respected;
- report any deficiencies and / or inadequacies of the Organisational Model in the prevention of the offences referred to the Legislative Decree 231/2001;
- suggest appropriate verification procedures;
- initiate extraordinary internal investigations where the violation of the Organisational Model or the commission of offences has been highlighted or suspected;
- periodically check the most significant corporate deeds and the most important contracts concluded by the company in the area of risk areas;



- promote initiatives to spread knowledge and effective understanding of the Organisational Model among employees, collaborators and third parties who in any case have relations with the Company, prepare internal documentation (instructions, clarifications, updates) or specific training seminars, necessary for the Organisational Model can be understood and applied;
- coordinates with the heads of the various corporate functions to control activities in the areas at risk and discuss with them on all the problems relating to the implementation of the Organisational Model;
- coordinate with other corporate functions;
- request any update of the Organisational Model;
- request periodic updating of the map of activities at risk and verify their effective updating by carrying out periodic and targeted checks on activities at risk. To this end, the SB must report any situations that may expose the Company to the risk of administrative offence dependent on a crime by the directors and by the employees in charge of the control activities;
- collect, process and store all relevant information received on compliance with the Organisational Model;
- verify that the rules provided by the individual Special Sections of this Organisational Model are in any case adequate and comply with the requirements of compliance with the provisions of Legislative Decree 231/2001.

To this end, the SB must have free access, without the need for any prior consent, to all company documentation, as well as the possibility of acquiring relevant data and information from the responsible parties.

The SB has the right to attend the meetings of the Administrative Body.

The SB has the right to make use of external consultants if there is a need to have an opinion which presupposes adequate professional knowledge of the subject.

Finally, in relation to the aspects concerning the scheduling of the activities, the methods of reports of the meetings, the regulation of the information flows, the internal delegations on the verifications regarding the matter of competence, the SB has an internal regulation that must be sent to the Administrative Body.

## **G 7 - INFORMATION FLOWS FROM THE SB**

The SB sends the Administrative Body and the reports of the periodic checks without delay indicating any prescription for the effective application of the Organisational Model and the hypotheses of violation of the same.

The SB with respect for the Administrative Body is responsible for:



- Communicating, at the beginning of each fiscal year, the plan of activities it intends to carry out to fulfil the tasks assigned to it;
- Periodically communicating the progress of the defined program and any changes made to the plan;
- Immediately communicating any significant problems arising from the activities;
- Reporting, at least every six months, on the implementation of the Organisational Model.

The SB may be summoned, or request to be summoned, at any time by the aforementioned bodies, to report on the functioning of the Organisational Model or on other specific situations that may arise in the performance of its business.

The SB will also be able to assess the individual circumstances:

- To communicate the results of its assessments to the heads of the functions and / or processes, should the activities result in aspects likely to improve.
- To report any conduct and / or actions that are not in line with the Organisational Model and company procedures in order to:
- acquire, on the basis of specific reports received or objective data found, all the elements to be in case communicated to the structures responsible for the evaluation and application of disciplinary sanctions;
- avoid recurrence of the event, giving indications for the removal of the deficiencies.

The activities indicated in the previous point must, in the shortest possible time, be communicated by the SB to the Administrative Body, also requesting the support of the corporate structures capable of collaborating in the assessment and identification of the appropriate actions to prevent the recurrence of such circumstances.

## **G 8 - INFORMATION FLOWS TO THE SB**

In order to facilitate the supervision of the effectiveness of the Organisational Model, any information, communication and documentation, even if coming from third parties, concerning or in any case connected to the implementation of the Organisational Model must be forwarded to the SB.

Employees and corporate bodies must report to the SB the information relating to the commission, or the reasonable conviction of commission, of offences or information regarding conduct not in line with the Code of Ethics or with the Organisational Model.

The recipients of the Model (corporate representative, employee, collaborator, person who, although not belonging to the company, operates on mandates or in the interest of the same in Italy and abroad), must report to the SB, in the manner provided by the Code of Ethics, the violations of the Organisational Model or the Code of Ethics.



The reports must be made in writing and not anonymously and may concern any violation or suspected violation of the Organisational Model and the Code of Ethics.

The information acquired by the SB is processed in compliance with the Code of Ethics, in order to guarantee respect for the person, human dignity and confidentiality and to avoid any form of retaliation, discrimination or penalisation for reporting persons.

The SB assesses the reports received with discretion and responsibility.

The report and the attached documentation cannot be viewed or extracted from a copy by applicants, as required by Law no. 179/2017. The identity of the whistle-blower must remain covered by secrecy both in the context of a criminal proceeding (pursuant to Art. 329 of the Italian Penal Code Procedure), and in the proceedings before the Court of Auditors (at least until the closing of the preliminary investigation phase).

Employees and directors cannot refuse to be heard by the SB.

The declarations are reported in the forms provided for by the SB Regulations.

## **G 9 - MANDATORY INFORMATION AND PROXIES**

Regardless of an explicit request, information relating to:

- decisions related to requests, disbursements and the use of public funds;
- the commissions of inquiry or internal relations from which liability for the offences referred to in Legislative Decree no. 231/2001;
- measures and / or information from the Criminal Investigation Department (police), or any other authority, which indicate that investigations are underway, also against unknown persons, for the crimes referred to in the Legislative Decree no. 231/2001;
- requests for legal assistance forwarded by the Directors, Executives and / or employees against whom the Judiciary proceedings for the crimes envisaged by Legislative Decree no. 231/2001;
- information relating to the disciplinary proceedings carried out and any sanctions imposed or the measures to close these proceedings with the related reasons;
- the reports prepared by the managers of the various corporate functions from which facts, events or omissions emerge, even if only potentially attributable to the types of crime envisaged by Legislative Decree 231/2001;
- information on the evolution of the activities relating to the areas at risk identified by the Organisational Model and / or on the changes in the company organization;
- the reports of the Administrative Body;
- the convocation and agenda of the Administrative Body;

- updates of the corporate risk assessment as prepared pursuant to art. 28 and 29 of Legislative Decree 81/08;
- accidents at work and occupational diseases;
- the results of health surveillance that includes partial and total unsuitability for specific tasks;
- updates and changes in the organisation of work.

The corporate organisation chart, the system of delegated functions and any changes related to it must be Communicated to the SB.

## **G 10 - TRAINING AND INFORMATION**

Personnel training for the purposes of implementing the Organisational Model is managed by the administration in close cooperation with the SB and will be divided into the levels indicated below:

- *Management staff and functions representing the organisation:*
  - initial seminar extended from time to time to all new hires;
  - annual updating seminar;
  - occasional update emails;
  - information in the letter of employment for new hires;
- *other Staff:*
  - internal disclosure;
  - information in the letter of employment for new hires;
  - e-mail update;

## **G 11 - DISCIPLINARY SYSTEM**

An essential aspect for the effectiveness of the Organisational Model is the provision of an adequate sanctioning system for the violation of the rules of conduct imposed for the purpose of preventing the crimes set out in Legislative Decree no. 231/2001 and, in general, of the internal procedures envisaged by the Organisational Model itself.

## **G 12 - PENALTIES FOR EMPLOYEES**

The behaviour of employees in violation of the individual rules of behaviour deduced in this Organisational Model are defined as disciplinary offences.

With reference to the penalties imposed on employees, they are among those provided for by the company disciplinary code, in compliance with the procedures provided for by article 7 of law of 30 May 1970 (Workers' Statute), any applicable special regulations, as well as the contractual provisions of the National Collective Bargaining Employment Contract.

## **G 13 - MEASURES AGAINST MANAGERS**

In the event of managers' violation of the internal procedures provided for in this Organisational Model or of adoption, when carrying out activities in areas at risk of conduct that does not comply with the provisions of the Organisational Model, they will be applied to the managers the most suitable measures in accordance with the provisions of the National Collective Bargaining Employment Contract for Managers.

## **G 14 - MEASURES AGAINST DIRECTORS**

In the event of a violation of the Organisational Model by the Directors, the SB informs the Administrative Body, which takes steps to take appropriate action and inform the shareholders' meeting without delay.

## **G 15 - MEASURES AGAINST EXTERNAL COLLABORATORS**

Any behaviour carried out by external Collaborators in contrast with the guidelines indicated in this Organisational Model and such as to entail the risk of committing an offence envisaged by Legislative Decree no. 231/2001, may determine, in accordance with the specific contractual clauses included in the assignment letters or in partnership agreements, the termination of the contractual relationship.



## **G 16 - ORGANISATIONAL MODEL AND CODE OF ETHICS**

The rules of conduct contained in this Organisational Model integrated with those of the Code of Ethics, despite having the Organisational Model, for the purposes it intends to pursue in implementation of the discipline referred to in Legislative Decree no. 231/2001, a different legal nature. In this respect, in fact:

- the Code of Ethics represents an instrument adopted autonomously and capable of general application by the Company in order to express the principles of "corporate ethics" which it recognises as its own and on which it requires compliance by all employees, managers, administrators;
- the Organisational Model, on the other hand, responds to specific provisions contained in Legislative Decree no. 231/2001, aimed at preventing the commission of particular types of crimes committed in the interest or to the advantage of the Company.

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**- SPECIAL SECTION -**

**S 1 - OFFENCES AGAINST THE PUBLIC ADMINISTRATION (ART. 24 AND 25)**

In carrying on business, many companies come into contact with the Public Administration. This category includes, in particular, that companies participate on tenders or in procurement procedures, obtain authorisations, concessions and licences, to participate on procedures for receiving public funding, are involved in providing services or carrying out works for Public Administrations.

Significant crimes against the Public Administration for the purposes of Legislative Decree 231/2001 231/2001 are carried out by subjects who, due to their offices or functions, have come into contact with subjects who perform public functions or public services; the prerequisite for these crimes is therefore the establishment of relations with the Public Administration (understood in a broad sense and such as to also include the Public Administration of Foreign States).

In general, it should be remembered that the Public Body is the subject through which the Public Administration carries out its institutional activity. The State, the Regions, the Provinces, the Municipalities and the Mountain Communities are territorial Public Bodies, while the Local Health Units, the Autonomous Public Health Institutions and the Chambers of Commerce are local non-territorial Public Bodies. Consortia between territorial public bodies are considered themselves as territorial Public Bodies. Non-territorial Public Bodies have general competence for the whole national and special territory in relation only to some activities of public interest (think for example of the National institute for insurance against industrial injuries, the National insurance institute for civil service employees, the National social security institute the National road board etc.).

The legal object of the offences in question is the regular performance, the correct asset management and the impartiality of the state function by the Public Bodies and those people who are part of those Bodies: the responsibility for the crime for companies therefore lies in the context of this enhanced protection of the state apparatus and function.

The main crimes against the PA, relevant for the administrative liability of entities, concerning the undue perception of disbursements, embezzlement against the State or the European Union, fraud against the State or a Public Body, or for the achievement of public funds and computer fraud to the detriment of the State or a public body (art.24 of Legislative Decree 231/2001).

A particularly important role is entrusted to the cases of extortion and corruption (art. 25 of Legislative Decree 231/2001). In this regard, the offences of corruption for an official act, for an act contrary to official duties, corruption in judicial acts, instigation to corruption and bribery are relevant.

#### **News after the entry into force of Law no. 190/2012.**

The catalogue of predicate offences included in art. 25 of Legislative Decree 231/2001 has undergone numerous changes following the approval of the so-called anti-corruption law (Law 190/2012), in force since November 28, 2012, which provided for an overall tightening of penal sanctions in the context of public crimes officers against the public administration.

The main changes concerning the crime of extortion (limited only to cases in which the public official exercises a compulsion aimed at receiving money or other utilities) and the introduction into the Italian Penal Code of the crime of undue induction to give or promise utility (art. 319-quater), which has also been included in the list of predicate offenses envisaged by art. 25 of Legislative Decree 231/2001.

Furthermore, the heading and content of the provision pursuant to art. 318 of the Italian Penal Code. The regulation in question is today entitled "corruption for the exercise of the function" and represses the purchase and sale of not only the acts of the public administration, but also the same functions (or powers) of the public administrator.

Furthermore, art. 322-ter on confiscation has been amended. In particular, confiscation by equivalent was extended by Law 190/2012 to the "profit"; hypotheses of the crime.

Finally, it should be stressed that the regulation of public officials' offences against the public administration has undergone a further modification as a result of Law of May 27 no. 69 (Provisions relating to crimes against the Public Administration, mafia-type associations and false accounting), which entered into force on June 14, 2015.

In particular, for the purposes that are relevant here, it should be noted that the recalled amendment has:

- Rendered more severe the penalty for the so-called improper corruption crime (art. 318 of the Italian Penal Code), currently punished with imprisonment from one to six years;
- Rendered more severe the penalty for the crime of the so-called proper corruption (art. 319 of the Italian Penal Code), currently punished with imprisonment from six to ten years;

- Rendered more severe the punishment for the crime of corruption in judicial documents has been tightened (art.319-ter of the Italian Penal Code), currently punished with six to twelve years' imprisonment (in the case referred to in paragraph I), as well as from six to fourteen or eight years at twenty years (the two cases referred to in paragraph II);
- rendered more severe the penalty for the crime of undue induction to give or promise benefits has been tightened (art.319-quater of the Italian Penal Code), currently punished with a sentence of six to ten years and 6 months (in the case referred to in paragraph I);
- introduced the so-called "pecuniary reparation" by the public official in favour of the public administration. In particular, art. 322-quater, introduced by Law 69/2015, provides that "With the sentence of conviction for the crimes provided for in articles 314, 317, 318, 319, 319-ter, 319-quater, 320 and 322-bis, it is always ordered the payment of a sum equal to the amount unduly received by the public official or by a person in charge of a public service by way of financial compensation in favour of the administration to which the public official or a person in charge of a public service belongs, or, in the case referred to in article 319-ter, in favour of the administration of justice, without prejudice to the right to compensation for damage ".

Lastly, Law 69/2015 introduced a special mitigating circumstance (Article 323-bis, paragraph II, of the Italian Penal Code) which benefits those who, following the commission of one of the main crimes against the public administration (i.e. those foreseen by the Articles 318, 319, 319-ter, 319-quater, 320, 321, 322 and 322-bis) has conducted a collaborative conduct with the Authority.

The Law of January 9, 2019 no. 3, Measures for the fight against crimes against the public administration, as well as on the prescription of the crime and on the transparency of political parties and movements, better known with the journalistic expression "sweeps-corrupt", has further aggravated the sanctioning treatment, both from the side of natural persons (intervening on the main penalties but also on ancillary ones) and from the side of legal persons, it has also included the traffic of illicit influences (art. 346-bis of the Italian Penal Code) among the predicate offenses, and has also introduced specific provisions aimed at encouraging repentance and collaboration in judicial investigations (art.323-ter of the Italian Penal Code), as well as various mechanisms for strengthening investigative tools and purely procedural provisions. With respect to some types of crimes against the Public Administration, the category of public agents has also been extended to certain foreign, EU and international public agents. With the art. 322-bis of the Italian Penal Code, in fact, the legislator wanted to fulfil the indictment obligations assumed by our country by adhering to some international conventions, thus also affecting those corruptive behaviours that affect non-Italian public subjects. Pursuant to paragraph 2, as recently modified and integrated, the private



individual who corrupts or tries to corrupt public agents of the EU or of international organisations, as listed in the paragraph, commits undue induction to give or promise benefits, active corruption and active instigation to passive corruption 1,

The 3/2019 law, the so-called "sweepers" introduced a new crime against the Public Administration among the predicate offences of the administrative liability of the entities. This is the trafficking of illicit influences, introduced in 2012, reformulated and extended to companies with the latest reform of 2019. Article 346-bis of the Italian Penal Code provides:

*"Anyone, outside the cases of concurrence in the offences referred to in articles 318, 319, 319-ter and in the corruption offences referred to in article 322-bis, exploiting or boasting existing or alleged relationships with a public official or a person in charge of a public service or one of the other subjects referred to in article 322-bis, improperly causes money or other benefits to be given or promised to itself or to others, as the price of its illicit mediation towards a public official or a person in charge of a public service or one of the other subjects referred to in article 322-bis, or to remunerate him in relation to the exercise of his functions or powers, is punished with a penalty of imprisonment from one year to four years and six months.*

*The same penalty applies to those who unduly give or promise money or other benefits. The penalty is increased if the person who unduly gives or promises, to himself or others, money or other benefits is a public official or a person in charge of a public service. Penalties are also increased if the acts are committed in relation to the exercise of judicial activities or to remunerate the public official or the person in charge of a public service or one of the other subjects referred to in art. 322-bis in relation to the performance of an act contrary to official duties or the delay or omission of an act of his office. If the facts are particularly tenuous, the penalty is reduced».*

The case, which today also includes the hypothesis originally envisaged in art. 346 of the Italian Criminal Code as a "credit claim" (repealed by Law 3/2019), affects those who, by exploiting relationships (for example, friendship, kinship, professional, etc.) that actually exist with public subjects, or boasting similar relationships, actually non-existent, obtain or promise an undue utility (money or other benefits, including non-patrimonial benefits) as a price for one's own brokerage, or to remunerate public subjects for the exercise of their functions or powers.

It is therefore an offense that affects conduct that anticipates corruption (placing oneself out of the competition in this offence), usually carried out by mediators who intervene - really or by boasting - between public and private and obtaining undue benefits.

The case in point refers to a corruptive dynamic that involves several subjects: no longer the only two traditional parts, the public and the private ones, but in particular also those who precisely assert a power of influence over the public part.

The crime does not affect regular "lobbying" activities, but affects the hypotheses in which, through contacts and relationships, the offender works to unduly condition the decisions of the public authorities or in any case to obtain undue utility.

The crime, in the new formulation which came into force on 31 January 2019, punishes not only the mediator, but also those who give or promise them undue benefits.

Note that the case is aggravated if the facts are committed in connection with the performance of public activities of a judicial nature, or to remunerate the public entity for the performance of an act contrary to official duties, or for the omission or delay of an act of his office.

### **Risk areas**

- Participation in tender or direct negotiation procedures called by Public Bodies for the awarding of orders.
- Management of relations with public entities for obtaining authorisations and licences for the exercise of company activities.
- Participation in procedures for obtaining grants, contributions or subsidised loans from Italian or EU public bodies and their concrete use.
- Management of relations with public subjects in the case of execution of conventions or program agreements.
- Assignment / management of assignments and external consultancy.
- Management of relations with contractors in the drafting and execution of procurement contracts.
- Acquisition and / or management of contributions, subsidies, loans granted by public administrations.
- Management of relations with supervisory bodies, such as Consob and Bank of Italy.
- Management of inter-group relations;
- Management of relations with credit institutions, management of payments and collections and management of bank current accounts; small cash-flow management;
- Expense reimbursement management;
- Management of inspection visits; obtaining authorisations, permits or licences by the public administration; compliance with bodies belonging to the public administration;
- Management of active and passive proceedings and conclusion of settlement agreements;
- Contracts Management;

- Administrative Management of Personnel;
- Selection, hiring and evaluation of personnel, as well as management of disputes in the workplace;
- Indirect purchases and / or passive leasing activities;
- Management of deed for benefit;
- Sponsorship management;
- Management of commercial negotiations and sales activities.

## **Prohibitions**

### ***General Prohibitions***

Express prohibition against the Company Representatives [Company Representatives means both managers and directors and employees in any capacity they operate within the Pesaresi Giuseppe S.p.A] directly, and at the expense of external Collaborators and Partners through specific contractual clauses, to put in place:

- behaviours such as to integrate the types of offence considered by articles 24 and 25 of the Legislative Decree 231/2001;
- behaviours which, although they are such as not to constitute in themselves a type of crime included among those considered by articles 24 and 25 of the Legislative Decree 231/2001, can potentially become so;
- any situation of conflict of interest towards the Public Administration in relation to the provisions of the aforementioned Offences.

### ***Specific Prohibitions***

It is specifically prohibited to:

- perform services in favour of external suppliers of products / services, consultants, partners and collaborators in general, who do not find adequate justification in the context of the contractual relationship established with them, or in relation to the type of assignment to be carried out and the practices in force in local area;
- allocate sums received from national or community public bodies as disbursements, contributions or loans for purposes other than those for which they were intended.

## **Specific procedures for high-risk areas**

There is an express obligation on the Company Representatives [Company Officers means both managers and directors and employees in any capacity they operate in the Pesaresi Giuseppe S.p.A] directly, and, through specific contractual clauses, to borne by external Collaborators and Partners, of:

- strict observance of all laws and regulations governing company activity, with particular reference to activities that involve contacts and relations with the Public Administration or public officials or public service officers;
- managing any relationship with the Public Administration on the basis of criteria of maximum propriety and transparency;

In order to prevent the implementation of prohibited behaviours:

- relations with the Public Administration for the aforementioned areas of activity at risk must be managed in a uniform manner, identifying the person responsible for each operation or plurality of operations (in case of particular repetitiveness of the same) carried out in the areas of activity at risk;
- the association agreements with the Partners must be defined in writing with the highlighting of all the conditions of the agreement itself, in particular with regard to the economic conditions agreed for joint participation in the procedure and must be proposed, verified or approved by at least two subjects belonging to Pesaresi Giuseppe S.p.A;
- the assignments conferred to external Collaborators, for whatever reason they are made, must also be drawn up in writing, with an indication of the agreed remuneration and must be proposed or verified or approved by at least two subjects belonging to Pesaresi Giuseppe S.p.A;
- to verify the correct application of the procedure for participation in calls for tenders both with reference to the phase of receiving information about the nature of the call to which you wish to participate also in associated form (i.e. the way in which you became aware of the call), and with reference to the evaluation of the announcement itself, to its approval, and to the preparation and forwarding of the documentation to the body (or to the leader) indicates that the relevant announcement;
- to verify the existence of any conflicts of interest, also concerning the possibility of participating in the call;
- carry out checks on the documentation certifying the existence of essential conditions for participating in the tenders both directly and through outsourcers, on the entities contacted, on the checks carried out by the legal department, on the authorising resolutions to participate in the tender, on the integrity of the envelope accompanying the necessary documentation to participate in the tender;
- monitor the powers also with reference to the verification of the authorisation signatures for the notices won and for those in which one participates;
- other elements and circumstances relating to the risky operation (such as: money movements made within the procedure itself).

The SB ensures that the procedures referred to in the previous paragraph are suitable for compliance with the provisions contained therein, proposing any changes and additions.

### **SB activity**

It is the duty of the Company's SB to:

- periodically check, with the support of the other competent functions, the validity of the finalised standard clauses:
  - observance by the Recipients of the provisions of Legislative Decree no. 231/2001;
  - the possibility for the Company to carry out effective control actions against the Recipients of the Organisational Model in order to verify compliance with the provisions contained therein;
  - the implementation of sanction mechanisms (such as, for example, the withdrawal from the contract with regard to External Collaborators) if violations of the provisions are found;
- to examine any specific reports from the control bodies or from third parties or from any Company Representative and carry out the assessments deemed necessary or appropriate as a consequence of the reports received.

## **S 2 - IT CRIMES AND UNLAWFUL DATA PROCESSING (ART. 24-BIS)**

On April 5, 2008, Law no. 48, containing "Ratification and execution of the Council of Europe Convention on Cybercrime", signed in Budapest on 23 November 2001.

The Convention constitutes the first international agreement concerning crimes committed through the Internet or other computer networks, entered into force on July 1, 2004 and ratification is open to all States, even if they are not part of the Council of Europe. The Convention extends the scope of the cybercrime by including all crimes in any way committed through an IT system, even if the proof of the crime is in electronic form.

In addition, it establishes three general principles in international cooperation: a) it must be provided to the greatest extent possible; b) must be extended to all crimes related to computerised systems and data; c) must comply not only with the provisions of the Convention, but also comply with the relevant international agreements.

In particular, Law no. 48 introduced, among other things, in Legislative Decree 231/2001, art. 24-bis relating to computer crimes and illegal data processing.

It should be noted that some of the incriminating provisions referred to in art. 24-bis of Legislative Decree 231/2001 have undergone a change due to the enactment of Legislative Decree no. 7 (Provisions

relating to the repeal of crimes and the introduction of offenses with civil fines, pursuant to article 2, paragraph 3, of law no. 67 of 28 April 2014), which entered into force on 6 February 2016.

In particular, art. 2 Legislative Decree 7/2016 modified the provisions of articles 635-a, 635-b, 635-c and 635-d cp

### **S 3 - ORGANISED CRIME OFFENCES (ART.24-TER)**

Law 15 July 2009 n. 94, containing provisions on public safety, provided, inter alia, for the inclusion of article 24-ter in Legislative Decree 231/01 (hereinafter the "Organised Crime Offences").

The aforementioned article therefore expanded the list of so-called Predicate offenses, adding:

- Article 416 of the Italian Penal Code ("criminal association");
- Article. 416 bis of the Italian Penal Code ("mafia-style association");
- Article. 416ter of the Italian Penal Code ("political-mafia electoral exchange");
- Article. 630 of the Italian Penal Code ("kidnapping for the purpose of robbery or extortion");
- Article. 74 of Presidential Decree no. 309/1990 ("criminal association aimed at the sale of narcotic or psychotropic substances");
- Article. 407 paragraph 2, letter a) n. 5 of the Code of Criminal Procedure (crimes of illegal manufacture, introduction into the State, sale, possession and port of war or war-type weapons, explosives and illegal weapons in a public or open place).

With reference to the cases of criminal associations considered above, the penal sanction is linked to the mere fact of the promotion, constitution, participation in a criminal association made up of three or more people, regardless of the actual commission (and distinct punishment) of the crimes that constitute the purpose of the association. This means that the mere conscious participation in a criminal association by an exponent or employee of the entity could determine the administrative responsibility of the entity itself, provided that participation or participation in the association is instrumental to the pursuit of the interest or advantage of the institution itself. It is also required that the associative bond is expressed through a minimum of organization with a stable nature over time and the sharing of a program for the realisation of an indeterminate series of crimes. That is, the occasional agreement for the commission of one or more specific crimes is not enough.

## **S 4 - CRIMES OF COUNTERFEITING MONEY (AND DUTY STAMP PAPERS) (ART.25-BIS)**

Article. 25 bis of the Decree (introduced by Decree Law no. 350 of 25 September 2001, as coordinated and modified by Conversion Law no. 409/2001, containing "Urgent provisions in view of the introduction of the euro, in the matter of income taxation of a financial nature, of the emergence of assets held abroad, of securitisation and of other financial transactions "), contemplates a series of crimes envisaged by the Italian Penal Code to protect public faith, that is, of the social entrustment in the authenticity and integrity of some specific symbols, essential for quick and certain conduct of economic transactions. The punished conduct concerns coins - to which public credit cards are equated,

It should be noted that art. 1 of Legislative Decree no. June 21, 2016, nr. 125 (Implementation of Directive 2014/62 / EU on the protection by criminal law of the euro and other currencies against counterfeiting and which replaces Framework Decision 2000/383 / JHA), which entered into force on 27 July 2016:

- has inserted two new paragraphs within the provision of art. 453 of the Italian Penal Code;
- has made changes within the provision pursuant to art. 461 of the Italian Penal Code

The legislative news referred to, therefore, reverberates its effects also for the purposes of the application of Legislative Decree 231/2001, given that both the incriminating norms mentioned - those referred to in art. 453 and 461 of the Italian Penal Code - constitute predicate offences suitable for configuring administrative liability of the entity.

## **S 5 - OFFENCES AGAINST INDUSTRY AND TRADE (ART. 25-BIS.1)**

Law 23 July 2009 n. 99 "Provisions for the development and internationalisation of companies, as well as on energy", in a broader framework of initiatives to relaunch the economy and protect the "Made in Italy", introduced art. 25 bis I of Legislative Decree 231/2001, entitled "Offences against industry and commerce", which recalls cases envisaged by the Italian Penal Code regarding industry and commerce.

The sanctions applicable to the Company in the event of the commission of offences against industry and commerce are of a monetary nature [up to 500 quotas for the crimes referred to in articles 513, 515, 516, 517, 517-ter and 517-quater ; up to 800 quotas for the crimes referred to in articles 513-bis and 514) and of a disqualification nature (in the case of conviction for the crimes referred to in letter b) paragraph 1, art. The 25 bis of Legislative Decree no. 231/2001], such as:

- disqualification from carrying out the activity;



- suspension or revocation of authorisations, licences and / or concessions functional to the commission of the offence;
- a ban on contracting with the public administration, except to obtain the performance of a public service;
- the exclusion from concessions, loans, contributions or subsidies and the possible revocation of those already granted;
- a ban on advertising goods or services for a period not exceeding 24 months.

## **S 6 - CORPORATE OFFENCES (ART.25-TER)**

The penal rules provided for by the Italian Civil Code, reformed with Legislative Decree no. 61 of 11 April 2002, in implementation of the delegation expressed by art.11 of the Law of 3 October 2001 on the discipline of criminal and administrative offenses concerning commercial companies, have found acceptance within the Legislative Decree 231/2001, through the introduction, in the latter, of article 25-ter (Corporate offences) which has further extended the operational scope of the administrative liability of the entity .

The entity is therefore responsible if the crimes are committed in the interests of the company, by directors, general managers or liquidators or by persons subject to their supervision and, if, if they had supervised in accordance with the obligations inherent to their office , the fact would not have materialised.

For corporate crimes, the regulatory text did not provide for the application of disqualification or ancillary sanctions, but only for pecuniary sanctions, which can increase up to a third, if following the commission of the crimes the entity has achieved a profit of relevant entity. In any case, in accordance with the provisions of Article 19 of Legislative Decree 231/2001, the confiscation of the price or profit of the crime will always be applied.

All the crimes foreseen by the reform of the Civil Code can be prosecuted ex officio unless it is expressly foreseen that only a partial complaint will be made against them, and they are prescribed within the times and with the ordinary methods of the individual crimes in relation to the penalties for they provided.

Finally, it should be remembered that, by express provision of article 25-ter of Legislative Decree 231/2001, the administrative sanctions against the entity are applied only under the precise conditions that the crimes are committed in the interest of the entity itself and that, therefore, they are aimed at achieving their purposes - including illegal ones - and are committed, unless specifically provided for, by directors, general managers or liquidators (subjects in top positions), or by persons subject to their supervision (subjects subjected) . In other words, the entity is also liable when there is no advantage for it, but the offence was committed in its interest, even concurrent and non-exclusive.

The "Anti-corruption Law" (Law 190/2012), in force since November 28, 2012 has rewritten the heading and the content of the art. 2635 of the Civil Code, thus defining the new crime of "Corruption between private individuals". Acknowledging the measures provided for in Articles 7 and 8 of the Penal Law Convention on Corruption (signed by Italy January 27, 1999 and ratified by Law 110/2012), the new law punishes:

- the top managers, managers and statutory auditors of the companies, as well as the subjects subject to their control and supervision which, following the gift or promise of money or other benefits, for themselves or for others, perform or omit acts in violation of the obligations inherent their office or loyalty obligations, causing damage to their company (paragraphs 1 and 2);
- anyone who gives or promises money or other benefits to senior managers, managers, statutory auditors, as well as to subjects, subject to their control and supervision (paragraph 3.)

Law 190/2012 finally introduced in paragraph 1 of art. 25-ter of Legislative Decree 231/2001 (Corporate offences), letter s-bis, which extends the administrative liability of Entities to the illegal conduct referred to in the third paragraph of art. 2635 of the Italian Civil Code (i.e. the conduct of the corrupting parties), if implemented in the interest of its own Body.

Finally, it should be noted that, with the Law of 27 May 2015, no. 69 (Provisions relating to crimes against the public administration, associations of the mafia type and false accounting), published in the Official Journal on 30 May 2015 and entered into force on 14 June 2015, some provisions of particular relevance have been introduced in corporate crime matters.

For the purposes that are relevant here, it is useful to specify that the Measure has made a significant modification of Articles 2621 - 2622 Civil Code, relating to false accounting, and introduced art. 2621-bis of the Italian Penal Code.

Furthermore, art. 25-ter of Legislative Decree 231/01, which implemented the amendments relating precisely to the so-called false statements.

The text of paragraph I of art. 25-ter Legislative Decree 231/01, as amended by Law 69/2015:

"In relation to the corporate offenses envisaged by the civil code, the following financial penalties apply to the entity:

*a) for the crime of false corporate communications provided for in article 2621 of the civil code, the pecuniary sanction from two hundred to four hundred quotas;*

*a-bis) for the crime of false corporate communications provided for in article 2621-bis of the civil code, the fine from one hundred to two hundred quotas;*

*b) for the crime of false corporate communications provided for in article 2622 of the civil code, the pecuniary sanction from four hundred to six hundred quotas "*



## **Risk areas**

- Preparation of direct communications to the shareholders or to the public in general regarding the economic, equity and financial situation of the Company, even in the case of communications other than the periodic accounting documents (financial statements, consolidated financial statements, quarterly and half-yearly reports, etc.);
- Preparation and external disclosure of data or information relating to the Company;
- Warehouse management
- Bookkeeping;
- Management of relations with the person in charge of accounting control and with the auditing firm, the board of statutory auditors and other corporate bodies;
- Activities relating to assembly meetings;
- Corporate transactions that may affect the integrity of the share capital;
- Corporate restructuring / reorganisation processes;
- All business activities, which is required to relate to top management, executives of other companies and organizations Control
- Stipulation and management of partnership agreements with other companies
- Changes in corporate structure
- Purchasing office activities

## **Prohibitions**

### ***General prohibitions***

Express prohibition of recipients of the Organizational Model from:

- to put in place, collaborate or give cause to the realisation of behaviours such as to integrate the types of crime considered by art. 25ter of Legislative Decree 231/2001;
- to put in place, collaborate or give cause to the realisation of behaviours which, although they are such as not to constitute per se a type of crime falling among those considered by art. 25ter of Legislative Decree 231/2001, can potentially become so.

### ***Specific prohibitions***

In particular, it is forbidden to:

- prepare or communicate false, incomplete or otherwise likely to provide an incorrect description of the reality, regarding the Company's economic, equity and financial situation;
- omit to communicate data and information required by current legislation and procedures regarding the Company's economic, equity and financial situation;



- not to comply with the principles and requirements contained in the instructions for the preparation of the financial statements, the half-yearly and quarterly report, in the administrative and accounting procedures, in the General Accounting chart of accounts and in the Industrial Accounting manual;
- alter or, in any case, incorrectly report the data and information intended for the preparation of information prospectuses;
- offer money or other benefits to top management, executives, statutory auditors, liquidators or employees of other companies.

### **Specific procedures for sensitive areas**

#### ***General principles of conduct prescribed in areas of activity at risk***

There is an express obligation on the Company Representatives [for Company Representatives means both managers and directors and employees in any capacity they operate within the sphere of Pesaresi Giuseppe S.p.A], directly and, through specific contractual clauses, borne by external Collaborators and Partners, of:

- know and respect the principles of corporate governance approved by the corporate bodies of Pesaresi Giuseppe S.p.A which reflect the applicable regulations and international best practices;
- know and respect the internal control system, and therefore the company procedures, the documentation and the provisions relating to the corporate and organizational hierarchical-functional structure of Pesaresi Giuseppe S.p.A and the management control system;
- know and comply with the internal rules relating to the administrative, accounting, financial and reporting system; - know and respect the internal rules concerning the use and functioning of the information system of Pesaresi Giuseppe S.p.A.

The following procedural principles must be observed in the management of transactions concerning contributions, distribution of profits or reserves, subscription or purchase of shares or company shares, operations on share capital, mergers and divisions, allocation of assets upon liquidation:

- a) all activities relating to the establishment of new companies, the acquisition or sale of significant corporate equity investments, as well as the making of contributions, the distribution of profits or reserves, operations on share capital, mergers and demergers and the allocation of assets in seat of liquidation must be submitted to the Board of Directors of the Company;
- b) documentation relating to the operations referred to in point a) it must be made available to the TOE.

#### ***Specific procedures for sensitive areas***

In order to prevent the implementation of prohibited conduct, Company Representatives, directly, and consultants and partners, through specific contractual clauses, depending on the type of relationship with the Company, will:

- maintain correct, transparent and collaborative behaviour, ensuring full compliance with the law and regulations, as well as internal company procedures, in carrying out all activities aimed at preparing the financial statements, periodic accounting situations and other corporate communications, in order to provide shareholders and the general public with appropriate truthful information on the economic, equity and financial situation of Pesaresi Giuseppe S.p.A;
- ensure the proper functioning of Pesaresi Giuseppe S.p.A and the corporate bodies, guaranteeing and facilitating all forms of internal control over the management of the Company itself;
- strictly observe all the rules set by law to protect the integrity and effectiveness of the share capital, in order not to damage the guarantees of creditors and third parties in general;
- carry out promptly, correctly and completely all the communications required by law and regulations towards the public Supervisory Authorities, without placing any obstacle in the exercise of the functions they perform;
- refrain from carrying out simulated or otherwise fraudulent operations, as well as from disseminating false or incorrect information, likely to cause a significant distortion of the economic / equity and financial results achieved by Pesaresi Giuseppe S.p.A;
- ensure, in the fulfilment of significant transactions concluded with both third parties with related parties, transparency and compliance with the substantive and procedural fairness as well as the terms and conditions of approval laid down by domestic legislation;
- constantly monitor the management reports relating to the incoming and outgoing flows from the warehouse;
- verify the methods of application of the warehouse evaluation criteria;
- verify that the physical warehouse counting is regularly carried out;

All economic transactions in favour of third-party companies must be documented and verifiable, through adequate information media.

Those who have commercial relationships with third-party companies cannot have access to financial resources.

No corporate entity can manage relations with third party companies in complete autonomy.

## **SB activity**

The supervisory tasks of the SB in relation to compliance with the Organisational Model as regards Corporate Offences are as follows:

- to carry out periodic checks on compliance with internal procedures;
- to carry on performing periodic checks of communications to the public supervisory authorities and compliance with the procedures adopted in the course of any inspections carried out by officials of the latter;
- to periodically evaluate the effectiveness of the procedures aimed at preventing the commission of offences;
- to examine any specific reports from the supervisory bodies, third parties or any Company Representative and carry out any assessments deemed necessary or appropriate in relation to the reports received;
- to periodically check - with the support of the other competent functions - the system of proxies in force, recommending changes in the event that the management power and / or qualification does not correspond to the representative powers conferred to the Company Representatives and / or the Internal Manager (or to the Internal Managers) or to the Sub Internal Managers;
- to indicate to the Management the appropriate additions to the management systems of financial resources (both incoming and outgoing).

Note: it may be useful to form a table where the different procedures (listed above) are on the left and the comments and conclusions of the SB on the right. Example: Check list - SB procedures in relation to the risks deriving from the commission of corporate crimes. Procedures Comments and conclusions a) ensure that physical warehouse counting is carried out regularly.

## **S 7 - OFFENCES WITH THE PURPOSE OF TERRORISM AND OF SUBVERSION OF THE DEMOCRATIC ORDER (ART. 25-QUATER)**

This Special Section refers to crimes aimed at terrorism or subversion of the democratic order.

Article. 3 of the Law of 14 January 2003 n. 7 ratified and implemented in Italy the International Convention for the Suppression of the Financing of Terrorism, signed in New York on December 9, 1999, introducing art. 25quater to Legislative Decree 231/2001.

This article does not specifically list the crimes for terrorism or subversion of the democratic order for which the entity's liability is envisaged, limiting itself to referring, in paragraph 1, to the crimes provided for in the Criminal Code and the special laws and, in paragraph 3, crimes other than those disciplined in the

first paragraph but committed in violation of the provisions of the aforementioned International Convention for the suppression of terrorist financing.

The terrorist offences envisaged by the special laws consist of all that part of the Italian legislation, enacted in the 70s and 80s, aimed at combating terrorism.

The crimes falling within the scope of the New York Convention, on the other hand, are those aimed at providing, directly or indirectly, but in any case voluntarily, funds in favour of subjects who intend to carry out terrorist crimes, including the hijacking of aircraft, attacks on diplomatic personnel, kidnapping of hostages, illegal construction of nuclear weapons, hijacking of ships, explosion of weapons, etc.

In these cases, those who (natural person or entity provided or not with legal personality) provide the funds or in any case collaborate in their retrieval must be aware of the use that will subsequently be made of them.

#### **Law 172/2012 ratifying the Lanzarote Convention.**

The Council of Europe Convention for the Protection of Children against Sexual Exploitation and Sexual Abuse, signed in Lanzarote on 25 October 2007 and entered into force on 1 July 2010, requires States to criminalise all forms of sexual abuse against minors, (including abuse within the home or within the family), with the use of force, compulsion or threats. Among the preventive measures set out in the Convention are:

- the recruitment, training and awareness of people who work in contact with children;
- the education of minors, so that they receive information on the risks they can take, and on ways to protect themselves;
- intervention measures and programs to prevent the risk of acts of abuse by subjects who have already been guilty of such crimes or who could commit them.

The Convention also provides victim support programs and invites states to encourage reporting of episodes of abuse or sexual exploitation; and to create information services, such as special help telephone lines and websites, to provide advice and assistance to minors.

It also provides that certain conduct, such as sexual activities with a minor, prostitution of minors and child pornography, be prosecuted as criminal offences. The agreement also penalises the use of new technologies, in particular the Internet, for the purpose of carrying out acts of corruption or sexual abuse of minors, for example through "grooming" (to lure the child by creating a climate of trust to meet him for sexual purposes), a particularly disturbing and growing phenomenon, which involves minors sexually harassed by adults met in online chats or gaming sites.

In order to combat sex tourism involving children, the Convention establishes that perpetrators can be prosecuted for certain crimes, even if the act was committed abroad. This new legal instrument also



ensures that children who are victims of abuse are protected during court proceedings, for example by protecting their identity and their private life.

The Lanzarote Convention was ratified and enforced in Italy through law 172/2012, which introduced substantial changes in the text of articles 416 (criminal association), 600-bis (child prostitution) and 600-ter (child pornography), already included in the number of predicate offenses of Legislative Decree 231/2001.

## **S 8 - MUTILATION OF FEMALE GENITAL ORGANS (ART.25-QUATER.1)**

Law 9 January 2006 n. 7, containing "Provisions concerning the prevention and prohibition of female genital mutilation practices", has introduced a series of amendments to the Criminal Code and to Legislative Decree 231/2001, to prevent, oppose and repress intolerable practices that affect girls and adolescents and who violate the fundamental rights of the person, first of all that of physical integrity.

The new measures have been introduced in implementation of the principles referred to in articles 2, 3 and 32 of the Constitution and as enshrined in the Declaration and Protocol of Action adopted in Beijing on September 15, 1995 at the fourth United Nations World Conference on Women.

The law introduced art. 583 bis (Mutilation of female genital organs) and art. 583ter, according to which "the sentence against the operator of a health profession for any of the crimes provided for by article 583-bis implies the accessory penalty of the interdiction from the profession from three to ten years. The conviction is communicated to the Order of surgeons and dentists "

Law no. 7/2006, introduced art. 25quater n. 1 in the legislative decree n. 231/2001, by virtue of which: "1. In relation to the commission of the crimes referred to in article 583-bis of the Criminal Code, the entity, in whose structure the crime is committed, the pecuniary sanction from 300 to 700 quotas and the disqualification sanctions provided for in article 9, paragraph apply 2, for a duration of not less than one year. In the case of an accredited private body, accreditation is also revoked. 2. If the entity or one of its organizational units is permanently used for the sole or main purpose of allowing or facilitating the commission of the crimes indicated in paragraph 1, the sanction of the definitive interdiction from the exercise of the activity pursuant to article 16, paragraph 3 ".

**Article. 25quater no. 1** of Legislative Decree no. 231/2001 provides for a hypothesis of administrative liability for the entity "in whose structure" one of the offenses referred to in art. 583-bis of the Italian Penal Code. The general rules indicated in articles 5 and following of Legislative Decree no. 231 of 2001: in particular, among others, the one under which the entity can be called to answer only for criminal events committed "in its interest or advantage" and not instead when the offender has put them into action "in the exclusive interest of one's own or of third parties ".

Beside the fines, under the sanctions side, disqualification sanctions are also provided. The sanctioning system is strengthened by a new disqualification measure, that of revocation of accreditation, when it is an accredited private body operating within the National Health Service.

## **S 9 - OFFENCES AGAINST INDIVIDUAL PERSONALITY (ART.25-QUINQUIES)**

Article. 5 of the Law of 11 August 2003 n. 228 introduced into the Legislative Decree 231/2001 the art. 25-quinquies, which provides for the application of the relative sanctions to the Entities whose representatives commit crimes against the individual personality (if the Entity or an organisational unit is used permanently for the sole or prevailing purpose of allowing or facilitating the commission of the crimes considered in this Special Section, the sanction of the definitive interdiction from the exercise of the activity applies).

As with the other types of crimes with which the entity is liable, the crimes mentioned above must also be committed in the interest or to the advantage of the company.

For some of the crimes mentioned above it is difficult to identify the existence of an interest or advantage for the entity (e.g. child prostitution).

Although it should be noted that they can be held responsible for them not only the subjects that directly realise the criminal cases, but also individuals who knowingly facilitate, even financially, the same conduct.

Consequently, any disbursements of economic resources in favour of third parties, carried out by the Body with the awareness that the disbursements themselves can be used by these subjects for criminal purposes, could fall within the hypothesis of the offense considered.

There are also hypotheses in which the entity can benefit from the offense. This is the case, for example, of child pornography or tourism initiatives aimed at exploiting child prostitution.

The first offense could be committed, for example, by a company that, operating in the publishing or audio-visual sector, publishes pornographic material relating to minors, or, again, by companies that manage Internet sites on which these materials are present or that publish advertisements regarding the materials described.

In this regard, it is important to consider that the introduction of the new case of "virtual child pornography" envisaged by art. 600-quater, paragraph 1, of the Italian Penal Code, extending the scope of juvenile pornography crimes and possession of pornographic material to the cases in which these offences are committed through the use of pornographic material depicting virtual images of minors under the age of eighteen or parts of these, it also broadens the scope of the corporate areas of activities at risk of committing crimes of this type.

Companies that carry out activities electronically (e.g. in the publishing, advertising, electronic commerce, etc.) sectors are therefore particularly exposed to criminal cases of this species, for which they are required to analyse more carefully the internal company context in order to identify the areas, processes and subjects at risk and to set up a control system suitable for effectively contrasting, i.e. reducing to an acceptable level, the risks thus identified.

In practice, the new crime of "virtual child pornography" occurs when the pornographic material used in the commission of one of the offences of child pornography or possession of pornographic material represents images relating to minors, made with graphic processing techniques not associated with real situations, whose quality of representation makes real situations appear (real virtual images).

Therefore, following the change introduced by Law no. 38/2006, the entity may respond to the child pornography crimes committed and detention of pornographic material, in its interest or to its advantage, by people in the apical or subordinate position, even if relating to the virtual pornographic material that has a smaller object.

Penalties - a purely financial nature - applicable to Pesaresi Giuseppe S.p.A for criminal cases under investigation vary in consideration of the concrete embodiment of the offences, for which you will have a fine:

- from three hundred to eight hundred quotas in the cases provided for by art. 600-ter, paragraphs 1 and 2, of the Italian Penal Code (pornographic performances or pornographic material made using minors; trade in juvenile pornography materials), even if related to the "virtual pornography" material referred to in art. 600-quater, paragraph 1, of the Italian Penal Code;
- from two hundred to seven hundred quotas in the cases provided for by art. 600-ter, paragraphs 3 and 4, of the Italian Penal Code;
- (distribution, diffusion or advertising of pornographic material relating to minors; disclosure of information aimed at the solicitation or sexual exploitation of minors; offer or transfer, even free of charge, of child pornography material) and art. 600-quater of the Italian Criminal Code (possession of pornographic material), even if related to the "virtual pornography" material pursuant to art. 600quater, paragraph 1, of the Italian Penal Code

As for the other type of crime, that of tourism initiatives for the exploitation of child prostitution, this is a hypothesis that could concern companies operating in the travel organization sector.

In these cases, companies must take all necessary precautions to avoid being put in action such offences mentioned. In this regard, it will be appropriate to carry out checks on corporate areas at risk (for example, production and distribution or management of Internet sites, to recall some of them) and to prepare sanctioning measures against those involved in the offences described.

As for the slavery-related crimes, in addition to remembering that these hypotheses of crime extend not only to the person who directly carries out the illegal case, but also to those who knowingly facilitate the same conduct even financially, it is also appropriate here to provide for specific measures of prevention.

The relevant conduct in these cases is the illegal procurement of the workforce through the trafficking of migrants and the slave trade.

### **Law 172/2012 ratifying the Lanzarote Convention**

The Council of Europe Convention for the Protection of Children against Sexual Exploitation and Sexual Abuse, signed in Lanzarote on 25 October 2007 and entered into force on 1 July 2010, requires States to criminalize all forms of sexual abuse against minors, (including abuse within the home or within the family), with the use of force, compulsion or threats. Among the preventive measures set out in the Convention are:

- the recruitment, training and awareness of people who work in contact with children;
- the education of minors, so that they receive information on the risks they can take, and on ways to protect themselves;
- intervention measures and programs to prevent the risk of acts of abuse by subjects who have already been guilty of such crimes or who could commit them.

The Convention also provides victim support programs and invites states to encourage reporting of episodes of abuse or sexual exploitation; and to create information services, such as special help telephone lines and websites, to provide advice and assistance to minors.

It also provides that certain conduct, such as sexual activities with a minor, prostitution of minors and child pornography, be prosecuted as criminal offenses. The agreement also penalizes the use of new technologies, in particular the Internet, for the purpose of carrying out acts of corruption or sexual abuse of minors, for example through "grooming" (to lure the child by creating a climate of trust to meet him for sexual purposes) , a particularly disturbing and growing phenomenon, which involves minors sexually harassed by adults met in online chats or gaming sites.

In order to combat sex tourism involving children, the Convention establishes that perpetrators can be prosecuted for certain crimes, even if the act was committed abroad. This new legal instrument also ensures that children who are victims of abuse are protected during court proceedings, for example by protecting their identity and their private life.

The Lanzarote Convention was ratified and enforced in Italy through law 172/2012, which introduced substantial changes in the text of articles 416 (criminal association), 600-bis (child prostitution) and 600-ter (child pornography), already included in the number of predicate offenses of Legislative Decree 231/2001.

### **Law 199/2016 on corporal**

Finally, the Law 29 October 2016, n. 199 - Provisions relating to the fight against illegal labour, the exploitation of work in agriculture and the realignment of remuneration in the agricultural sector - which responds to a need to contrast the phenomenon of the so-called "corporal", introduced the Articles . 603-bis, 603-bis.1, 603-bis.2. Specifically, with reference to Legislative Decree 231/01, art. 603-bis of the Italian Criminal Code is a predicate offense capable of generating administrative liability for the entity (art. 25-quinquies, paragraph I, letter a), Legislative Decree 231/01).

Law 199/2016 certainly represents an important milestone for workers' rights; with its entry into force, the penalties for those who commit crimes attributable to hired workers, and in any case relating to the exploitation of the work, have been tightened; in fact, the new regulation provides for a penalty for the crime of illicit brokerage and exploitation of work, which will go from 1 to 6 years of imprisonment. Penalties can be increased up to 8 years if there is violence or threat and a fine of 500 to 1,000 euros for each worker recruited.

### **Risk areas**

- Conclusion of contracts with companies that use unskilled workforce from non-EU countries and that do not already have a business relationship with Pesaresi Giuseppe S.p.A.
- Conclusion of contracts with Internet Provider regarding the supply of digital content.
- Selection and recruitment of staff.
- Use of personnel administered by employment agencies.
- Maintenance, cleaning, storage or other activities to which personnel employed by external companies are authorized, authorized to access the offices and departments of Pesaresi Giuseppe S.p.A.

### **Prohibitions**

- Carry out staff searches, by contacting intermediaries (natural persons or companies), who do not prove that they are accredited or authorized to provide personnel selection services.
- Initiate selection or hiring processes for third-country nationals, without having previously verified the regular possession of a residence permit or card.

### **Specific procedures for sensitive areas**

#### **Recruitment procedure for third-country nationals.**

Before hiring a non-EU citizen, the office of the pedestrianised must verify the proper possession of a residence permit or other residence permit, valid for the job, and valid. A copy of the permit must be archived and kept by the personnel department. the interview must be managed by the function manager in

order to verify the following: qualification and experience, personal and professional aptitudes and need for additional training.

Below are the procedural principles that, in relation to each individual Risk Area, the Company Representatives are required to comply with and which, where appropriate, must be implemented in specific company procedures or can be communicated by the SB.

- The selection of counterparties destined to provide particular services (such as companies with a high incidence of unskilled labour), be they Partners or Suppliers, must be carried out with particular attention. In particular, the reliability of these Partners or Suppliers must be assessed, for the purposes of preventing the Offences referred to in this Special Section, also through specific ex ante investigations.
- In case of direct recruitment of personnel by the Company, it must be verified compliance with the labour laws and union agreements for the recruitment and employment in general. Compliance with the rules of correctness and good behaviour in the workplace must also be verified and in any case particular attention must be paid to abnormal or abnormal work situations.
- Anyone who detects an anomalous management of the personnel used by the Partner, is required to immediately inform the SB of such anomaly.
- All the Company Representatives must comply with the provision of the Code of Ethics aimed at prohibiting behaviours that are in conflict with the prevention of the Offenses contemplated by this Annex.

### **SB activity**

The SB's supervisory responsibilities in relation to compliance with the Organisational Model in respect of the Offences against the Individual personality are as follows:

- To carry out periodic checks on compliance with internal procedures and periodically evaluate the effectiveness of procedures aimed at preventing the commission of offences;
- To examine any specific reports from the control bodies, third parties or any Company Representative and carry out any assessments deemed necessary or appropriate in relation to the reports received.

The list of names of non-EU employees must be sent annually to the SB, which will verify, for each employee, the documentation filed at the time of hiring, to verify its regularity. If it finds any critical issues, the SB summons the Personnel Manager to identify the appropriate corrective actions.

## **S 10 - MARKET ABUSE (ART.25-SEXIES)**

This Special Section refers to the types of crime and administrative offence of market abuse governed by Part V, Title I - Bis - entitled "Abuse of privileged information and market manipulation" -, Chapter II (criminal sanctions) and Chapter III (administrative sanctions), of the TUF Legislative Decree 58/1998 "Consolidated Law on Financial Intermediation Provisions", pursuant to Articles 8 and 21 of the Law of 6 February 1996, no. 52 (updated with the changes made with Legislative Decree no. 233 of 15 December 2017, in force since 28 February 2018).

The Community Law 2004, introducing the art. 25-sexies of Legislative Decree 231/2001, has expanded the categories of predicate offenses of administrative liability of the body referred to in the Decree, including the regulatory cases referred to in the aforementioned chapter II and providing, in relation to the commission of such crimes, the applicability to the entity itself of a monetary sanction ranging from a minimum of four hundred to a maximum of one thousand shares.

When the entity is liable in relation to a plurality of offences committed with a single action or omission or committed in carrying out the same activity, the pecuniary sanction provided for the most serious offense is applied increased up to three times (therefore, up to about 4.5 million euros).

If the product or profit achieved by the institution is significant, the sanction may be increased up to ten times that product or profit.

### **Inside information**

At the heart of the entire discipline of insider trading is the notion of inside information. According to the art. 181 of the TUF, "inside information" means information:

- of a precise nature, in the sense that
  - i) it must refer to a set of circumstances that exist or that can reasonably be expected to come into existence or to an event that has occurred or that can reasonably be expected to occur and
  - ii) it must be sufficiently specific to allow conclusions to be drawn as to the possible effect of the set of circumstances or the event mentioned above on the prices of the financial instruments;
- which has not yet been made public;
- which concerns, directly (corporate information, facts generated or coming from the issuing company) or indirectly (market information, facts generated outside the sphere of the issuer and which have a significant effect on the issuer's market position), one or more issuers financial instruments or one or more financial instruments.



By information which, if made public, could significantly affect the prices of financial instruments (price sensitive information), we mean information that presumably a reasonable investor would use as one of the elements on which to base their investment decisions.

With regard to the notion of financial instruments, it should be noted that, pursuant to art. 180 TUF, means financial instruments: the financial instruments referred to in art. 1, paragraph 2 of the same TUF, or:

- a) shares or other equity securities negotiable on the capital market;
- b) bonds, government bonds and other debt securities negotiable on the capital market;
- b-bis) the financial instruments, negotiable on the capital market, envisaged by the Italian Civil Code;
- c) units of mutual investment funds;
- d) securities normally traded on the money market;
- e) any other securities normally traded that allows to acquire the instruments indicated in the previous letters and the relative indices;
- f) futures contracts on financial instruments, interest rates, currencies, commodities and related indices, even when the execution takes place through the payment of cash differentials;
- g) spot and forward exchange contracts (swaps) on interest rates, currencies, commodities as well as on equity indices (equity swaps), even when the execution takes place through the payment of cash differentials;
- h) forward contracts linked to financial instruments, interest rates, currencies, commodities and related indices, even when the execution takes place through the payment of cash differentials;
- i) the option contracts to buy or sell the instruments indicated in the previous letters and the related indices, as well as the option contracts on currencies, interest rates, goods and the related indices, even when the execution takes place through the payment of differentials cash;
- j) the combinations of contracts or securities indicated in the previous letters, admitted to trading on an Italian or other EU regulated market, as well as any other instrument admitted or for which an application for admission to trading has been submitted on a regulated market of a country of the European Union.

## **S 11 - SAFETY AND OCCUPATIONAL HEALTH OFFENCES (ART.25-SEPTIES)**

Law 3 August 2007 n. 123, introduced art. 25septies of Legislative Decree 8 June 2001 n. 231, article subsequently replaced by art. 300 of Legislative Decree 9 April 2008 n. 81, which provides for fines and disqualification sanctions to entities whose members commit offences under Articles. 589 (manslaughter) and 590 third paragraph (serious or very serious personal injury) of the Italian Penal Code, in violation of the rules on the protection of health and safety at work.

The criminal cases included in art. 25-septies only concern the hypotheses in which the event was not determined by a general fault (and therefore by inexperience, imprudence or negligence) but by "specific fault" which requires that the event occur due to non-compliance of the rules for the prevention of accidents at work.

In order to configure the administrative liability of Pesaresi Giuseppe S.p.A pursuant to Legislative Decree 231/2001, art. 5 of the same Decree, however, requires that the offenses have been committed in its interest or to its advantage (for example in terms of savings in health and safety at work costs).

## **Risk areas**

### **Business roles involved**

Employer, Managers, Prevention and Protection Service, Supervisors, Workers.

### **Sensitive activities and abstractly conceivable crimes**

In relation to the offences referred to in articles 589 and 590 of the Italian Penal Code, the areas deemed most at risk are, for the purposes of this Organisational Model, the business areas of activity where general risk factors can be developed, valid for all employees, apprentices, third parties and visitors, such as:

- outsourcing of work to external companies;
- risk assessment and preparation of safety procedures;
- staff training and information;
- emergency management;
- compliance management of machines and plants;
- purchase of services;
- award of contract work to outside companies;
- maintenance of fire-fighting equipment;
- staff training on safety;
- maintenance of machines and equipment.

## **Prohibitions**

### ***General prohibitions***

It is expressly forbidden for the recipients of the Organisational Model to put in place, collaborate or give cause to the conduct of behaviours such as to integrate the types of crime considered by art. 25-septies of Legislative Decree 231/2001. In particular, in carrying out the activities related to the Risk Areas, the recipients are expressly prohibited from putting in place, collaborating or creating the conditions for the

conduct of behaviours that, taken individually or collectively, integrate, directly or indirectly, the cases of crime and administrative offence included among those considered in this point.

### ***Specific prohibitions***

In particular, it is forbidden to:

- circumvent the safety restrictions imposed in the use of machinery and work tools and those described in the appropriate internal and external signs affixed in the workplace;
- silence any non-conformities, unevaluated risks or incorrect behaviour;
- avoiding periodic medical examinations, lying about one's state of health and suitability for the assigned job;
- escape the training promoted by the company for safety and health in the workplace, or taking on specific tasks assigned in accordance with specific regulations;
- implement any form of activity that has as its purpose the mitigation or violation of the rules and procedures envisaged to ensure, maintain and control the health and safety of the workers of Pesaresi Giuseppe S.p.A and of all those who are located on the workplaces of Pesaresi Giuseppe S.p.A.

### **Specific procedures for sensitive areas**

There is an express obligation on the Company Representatives [Company Representatives means both managers and directors and employees, for whatever reason they operate in the Pesaresi Giuseppe S.p.A sphere], directly and, through specific contractual clauses, borne by external Collaborators and Partners, of:

- knowing and respecting all the rules and principles contained in the following documents, for the parts of their interest;
- keeping the Risk Assessment Document up to date and follow its guidelines for risk mitigation;
- verifying the fulfilment of the measures indicated in the Risk Assessment Document and their effectiveness;
- verifying the correct application of procurement requirements;
- verifying the correct application of the requirements on construction sites;
- periodically checking the status of corporate compliance with applicable laws and regulations;
- checking the correct scheduled maintenance of the machines / equipment;
- verifying the maintenance of the efficiency of fire-fighting equipment;
- verifying the occurred information, education and training of workers;

In selecting the suppliers of works and evaluating the relative technical-professional skills, the company subjects who carry out their duties in this instrumental area are required to comply with the company safety provisions regarding the management of contracts.

In addition to defining roles and responsibilities, these provisions provide for the control by the company of the technical-professional skills of the external personnel in charge.

The company staff involved in the human resources management process verify that:

- before being assigned to the job, the staff has been properly trained;
- the personnel newly hired at the time of hiring are informed and trained on workplace safety risks;
- the personnel assigned to the emergency teams is adequately trained according to the deadlines;
- all company staff participate in emergency tests according to the deadlines;
- the safety training plan prepared by the RSPP and approved by the Management is implemented;
- the manager of the IMS periodically checks the registration of maintenance as per the maintenance program and according to the Company procedures.

In carrying out their respective activities / functions, in addition to the rules defined in the Organisational Model and its protocols (proxy system, Code of Ethics, etc.), all company staff are required to comply with all the rules and principles contained in the following documents:

- *the Code of Ethics*;
- *the Risk Assessment Document*;
- all company procedures, instructions or provisions put in place by the Employer and by the *Prevention and Protection Service* regarding safety and hygiene at work, including the documentation relating to contracts.

### **SB activity**

The supervisory tasks of the SB in relation to compliance with the Organisational Model with regard to workplace health and safety offenses are as follows:

To carry out periodic checks on compliance with this Special Section and periodically evaluate their effectiveness in preventing the commission of the Offences referred to in art. 25f of the Legislative Decree 231/2001. With reference to this point, the SB - possibly making use of the collaboration of technical consultants competent in the matter - will conduct a periodic analysis of the functionality of the preventive system adopted with this Special Section and will propose any improvement or improvement actions to the competent subjects of Pesaresi Giuseppe S.p.A changes if significant violations of the rules on the protection of health and safety at work are detected, or on the occasion of changes in the organization and activity in relation to scientific and technological progress;

In order to carry out its duties, the SB can:

- a) examine any reports of alleged violations of the Organisational Model and carry out the assessments deemed necessary or appropriate in relation to the reports received.
- b) periodically meet the Company Managers (appointed pursuant to Legislative Decree 81/08);
- c) access all documentation and all sites relevant for the performance of their duties.

In carrying out the above activities, the SB can make use of all the competent resources within Pesaresi Giuseppe S.p.A (for example: the Employer, the Head of the Prevention and Protection Service; the Employees of the Prevention and Protection; the Workers' Representative for Safety; the Competent Doctor; those in charge of implementing emergency and first aid measures).

## **S 12 - FENING, MONEY LAUNDERING AND USE OF MONEY, GOODS OR BENEFITS OF UNLAWFUL ORIGIN AND SELF-MONEY LAUNDERING (ART. 25-OCTIES)**

Money laundering offences (hereinafter the "Money Laundering Offenses") were introduced in the corpus of Legislative Decree 231 of 2001, in art. 25-g, through the Legislative Decree no. 231 of 21 November 2007 (the "Anti-Money Laundering Decree").

Money-laundering offences, considered as such even if the activities which generated the property to be laundered were carried out in the territory of another member state or a non-EU country, are: Fencing (art. 648 cod. Pen.); Money laundering (art. 648-bis of the Italian Penal Code); Use of money, goods or benefits of illegal origin (art. 648-ter of the Italian Penal Code); Self-laundering (art. 648-ter.1 of the Italian Penal Code).

The Italian legislation on the prevention of Money Laundering Crimes provides for rules aimed at hindering money laundering practices, prohibiting, among other things, the carrying out of operations for the transfer of significant amounts with anonymous tools and ensuring the reconstruction of the operations through the identification of the customers and recording data in special archives.

Specifically, the regulatory body in the field of recycling is made primarily from Anti-Money Laundering Decree, which has partly repealed and replaced the law of 5 July 1991 n. 197.

The Anti-Money Laundering Decree essentially provides the following tools to combat the phenomenon of money laundering:

1. the provision of a prohibition on the transfer of cash or bank or post office bearer passbooks or bearer securities (checks, money orders, certificates of deposit, etc.) in Euro or in foreign currency, carried out

for any reason between different parties when the transaction value is equal to or greater than Euro 1,000.

However, the transfer can be made through banks, electronic money institutions and Poste Italiane SpA;

2. the obligation of adequate verification of customers by some recipients of the Anti-Money Laundering Decree (listed in Articles 11, 12, 13 and 14 of the Anti-Money Laundering Decree) in relation to the relationships and operations inherent in the performance of the institutional or professional activity of the themselves;
3. the obligation on the part of some subjects (listed in articles 11, 12, 13 and 14 of the Anti-Money Laundering Decree) to keep, within the limits set by art. 36 of the Anti-Money Laundering Decree, the documents or copies of the same and record the information they have acquired to fulfil the customer due diligence obligations so that they can be used for any investigation of any money laundering or terrorist financing operations or for corresponding analyses carried out by the FIU or any other competent authority;
4. the obligation of reporting by some subjects (listed in articles 10, paragraph 2, 11, 12, 13 and 14 of the Anti-Money Laundering Decree) to the FIU, of all those operations carried out by customers, deemed "suspicious" or when they know, suspect or have reasonable grounds to suspect that they are being or has been committed or attempted money laundering or terrorist financing.

Those subject to the obligations referred to in n. 2., 3., 4., are shown below.

- 1) Financial intermediaries and other entities carrying on financial activities. Such subjects include, for example:
  - banks;
  - Italian post;
  - stock brokerage company (SIM);
  - asset management companies (SGR);
  - variable capital investment company (SICAV).
- 2) The professionals, among which indicate:
  - the subjects registered in the register of accountants and commercial experts;
  - notaries and lawyers when, in the name and on behalf of their clients, they perform any financial or real estate transaction and when they assist their clients in certain transactions.
- 3) The auditors.
- 4) Other subjects, understood as operators who perform certain activities whose exercise remains subject to the possession of licences, authorisations, registration in registers or registers, or to the prior declaration of the start of activities required by the regulations. Activities include:
  - debt collection for others;

- transport of cash;
- gambling house management;
- offering, via the Internet, games, bets or betting contests with cash prizes.

Lastly, it should be noted that Law no. 186 (Provisions relating to the emergence and return of capital held abroad as well as to strengthen the fight against tax evasion. Provisions relating to self-laundering) introduced the crime of self-laundering into Italian law (art. 648-ter.1). This is a very important innovation, destined to affect the same catalogue of crimes governed by Legislative Decree 231/01, whose article 25-octies has, in fact, been modified.

### **S 13 - COPYRIGHT INFRINGEMENT CRIMES (ART. 25-NOVIES)**

The July 31, 2009 was published in the Official Gazette no. 176 the law n. 94/09 of 23 July 2009 which introduces (art. 15, paragraph 7) definitively in Legislative Decree 231/2001 the new article 25novies "Offences relating to copyright infringement".

This article contemplates some crimes envisaged by the Copyright Law such as, for example, the import, distribution, sale or possession for commercial or business purposes of programs contained in media not marked by the SIAE; reproduction or re-utilisation of the contents of databases; the abusive duplication, reproduction, transmission or diffusion in public of intellectual works destined for the television or cinema circuit; the introduction into a system of telematic networks, through connections of any kind, of an intellectual work protected by copyright, or part of it.

The penalties applicable to the Company in the event of the commission of offences relating to copyright infringement are of a monetary nature up to 500 quotas and of a disqualification nature, such as the interdiction from the exercise of the activity or the suspension or revocation of authorisations, licences or concessions functional to the commission of the offense for a duration not exceeding one year.

### **S 14 - INDUCTION NOT TO MAKE STATEMENTS OR TO MAKE MENDACIOUS STATEMENTS TO THE JUDICIAL AUTHORITY (ART. 25-DECIES)**

Law 3 August 2009 n. 116 introduced the offence of "Induction not to make statements or to make false statements to the court" art. 25decies of Legislative Decree 231/2001.

This criminal case - already covered by Legislative Decree no. 231/2001 between transactional offences (article 10, paragraph 9 of Law No. 146/2006) - now assumes relevance in the national context.



Article. 377-bis cod. pen. means to penalize any direct behaviour to influence the person calling before the Judicial Authority to make statements that can be used in a criminal proceeding, or in other related proceedings. This influence may have as its object the induction not to make declarations or to make false declarations, in order to conceal "compromising" elements against a certain entity, with evident interest of the same.

The rule aims to protect the proper conduct of the procedural activity against any form of undue interference.

As regards instead the sanctions applicable to the Entity in the event of commission of the Induction crimes not to make declarations or to make false declarations to the judicial authority, they can consist of fines of up to 500 quotas (and therefore up to a maximum of approximately Euro 780,000).

## S 15 - ENVIRONMENTAL OFFENCES (ART.25-UNDECIES)

Environmental crimes have been included in Legislative Decree 231/2001 by Legislative Decree 7 July 2011 n. 121, and by law 22 May 2015, n. 68.

Legislative Decree 121/2011 introduced the new article 25-undecies into decree 231, which identifies the predicate offenses for the administrative liability of companies in the environmental field.

Among the new environmental crimes, two articles of the Italian Penal Code stand out, introduced from scratch:

- art. 727-bis - Killing, destruction, capture, removal, possession of specimens of protected wild animal or plant species
- art. 733-bis. - Destruction or deterioration of habitats within a protected site

The remaining predicate offenses come from different legislative sources:

From Legislative Decree 3/4/2006 n. 152 "Environmental regulations" (also known as the Environmental Consolidation Act) the offences of the following articles have been included:

- Art. 137 - Criminal sanctions, limited to the sanctions foreseen for the crimes associated with the discharges of industrial wastewater and the discharge in the waters of the seas.
- Art. 256 – Unauthorised waste management activity
- Art. 257 Remediation of sites
- Art. 258 Violation of communication obligations, keeping of mandatory registers and forms
- Art. 259 Illicit trafficking of waste

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- Art. 260-bis: IT system for controlling the traceability of waste

- Art. 279 - Sanctions

As regards, again, protected species, the offenses referred to in articles 1, 2, 3-bis and 6 of law 150/1992 "Discipline of offences relating to the application in Italy of the convention on international trade in species become predicate offenses endangered animals and plants, signed in Washington on March 3, 1973, pursuant to law no. 874, and of the regulation (CEE) n. 3626/82 and subsequent amendments, as well as rules for the marketing and possession of live specimens of mammals and reptiles that can constitute a danger to public health and safety ", as amended by the law of 13 March 1993".

Other predicate offenses (concerning pollution of the atmosphere) derive from law n ° 549 of 28/12/1993 "Measures to protect stratospheric ozone and the environment", art. 3 - "Cessation and reduction of the use of harmful substances".

Finally, as regards the pollution of the seas, reference is made to the following articles of the Legislative Decree 6 November 2007 n. 202 "Implementation of Directive 2005/35 / EC relating to pollution caused by ships and consequent penalties":

- art. 8 - Malicious pollution
- art.9 - Culpable Pollution

The penalties provided for the body responsible for environmental offences are mainly pecuniary, of a different entity in relation to the type of crime. However, if the entity or an organisational unit is permanently used for the sole or prevailing purpose of allowing or facilitating activities organised for illicit trafficking of waste and / or activities that cause malicious pollution, the sanction of the definitive interdiction from the exercise is applied. of the activity pursuant to art. 16, paragraph 3, of Legislative Decree 8 June 2001 n. 231. ».

The Law 22 May 2015 n. 68 (Provisions relating to crimes against the environment), which entered into force on 29 May 2015, included Title VI-bis (Of crimes against the environment) in the Second Book of the Italian Penal Code, containing the articles 452-bis - 452undecies of the Italian Penal Code

For the purpose of detecting herein, it should be noted that the new law, intended to affect the Legislative Decree no. 231/01 - whose art. 25undecies has been modified, precisely, by Law 68/2015 - are the following:

- art. 452-bis of the Italian Penal Code (Environmental pollution);
- art. 452-quater of the Italian Penal Code (Environmental disaster);
- art. 452-quinquies of the Italian Penal Code (culpable crimes against the environment);
- art. 452-e cp (Traffic and abandonment of high-level radioactive material);
- art, 452-octies of the Italian Penal Code (Aggravating circumstances).

The text of art. 25-undecies of Legislative Decree 231/01, as modified by effect of Law 68/2015:

*"In relation to the commission of the offences envisaged by the Italian Penal Code, the following financial penalties apply to the entity:*

- a) for the violation of article 452-bis, the fine from two hundred and fifty to six hundred quotas;*
  - b) for the violation of article 452-quater, the pecuniary sanction from four hundred to eight hundred quotas;*
  - c) for the violation of article 452-quinquies, the fine from two hundred to five hundred quotas;*
  - d) for aggravated association crimes pursuant to article 452-octies, a fine of between three hundred and one thousand shares;*
  - e) for the crime of trafficking and abandonment of highly radioactive material pursuant to article 452-sexies, a fine of between two hundred and fifty to six hundred quotas;*
  - f) for the violation of article 727-bis, a fine of up to two hundred and fifty quotas;*
  - g) for the violation of article 733-bis, the fine from one hundred and fifty to two hundred and fifty quotas.*
- In the cases of conviction for the crimes indicated in paragraph 1, letters a) and b) of this article, in addition to the pecuniary sanctions provided for therein, the disqualification sanctions provided for in article 9, for a period not exceeding one year for the crime referred to in letter a) ".*

Finally, it should be noted that following the introduction of Legislative Decree 1/03/2018, n. 21, art. 260 (Activities organized for the illegal trafficking of waste) was repealed, a type of crime now governed by art. 452-quaterdecies ("Activities organised for the illicit trafficking of waste").

## **Risk areas**

- Preparation of waste analysis certificates concerning the nature, composition and chemical-physical characteristics of the waste.

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- Company production processes, with particular regard to those process phases that generate emissions into the atmosphere.
- Business processes that cause atmospheric emissions that require specific authorisations.
- Administrative management of practices relating to the request, issue and maintenance of the authorization to spill wastewater from company production processes into the environment

## **Prohibitions**

### **General prohibitions.**

All company representatives (directors, managers, employees and collaborators in any capacity operating within and on behalf of Pesaresi Giuseppe S.p.A), external consultants and company partners are prohibited from putting in place:

1. Behaviours such as to integrate the types of environmental crime considered in art. 25-undecies of Legislative Decree 231/2001;
2. Behaviours that can in any way favour or cause the commission of the environmental crimes considered in art. 25-undecies of Legislative Decree 231/2001;
3. any conduct that could harm the protection of the environment.

**Specific prohibitions.**

In particular, it is prohibited to:

- Carry out the administrative management of the practices relating to the request, issue and maintenance of the authorisation for the spillage of wastewater from the company's production processes into the environment, without complying with the provisions of art. 137 of the Environment Code.
- While conducting business processes, implement, implement choices or behaviours that may generate the risk of contamination of soil, water or air.
- Fail to communicate to the competent authorities any events, caused by the company, which may cause damage to the environment.
- Falsify any type of document concerning the type of waste produced by the company, in order not to comply with legal obligations, regarding the qualification, transport and disposal of waste.
- Provide untruthful data about the nature of the waste produced, transported or managed by Pesaresi Giuseppe S.p.A.

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**Specific procedures for sensitive areas**

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- The Environmental Manager is delegated to participate in the inspections carried out by the competent authorities for the protection of the environment.
- In the event of inspections by the company, the BOD must promptly notify the SB of the start of the inspection, with a clear indication of the authority that is carrying out the inspection and the issues under investigation.
- The Board of Directors of Pesaresi Giuseppe S.p.A, with its formal delegation, identifies an Environmental Manager within the Company.
- The Environmental Departments are responsible for the corporate functions in charge of the administrative management of the practices relating to the request, release and maintenance of the authorisation to spill wastewater from the company's production processes into the environment, which must comply with the provisions of art. 137 of the Environmental Consolidation Act.

- The machinery and plants of the production departments of Pesaresi Giuseppe S.p.A, as well as the wastewater and atmospheric systems, must undergo constant maintenance, to avoid the release of polluting substances into the environment. A special register of performed maintenance needs to be updated in the treatment of plant managers functions.

### **SB activity**

- Periodically, the SB performs a documentary verification, to verify the application of company protocols aimed at mitigating the risk of committing environmental crimes (art. 25-undecies of Legislative Decree 231/2001). In the event that critical issues should emerge, the SB will convene the Environmental Manager and the BOD, to evaluate the corrective actions and disciplinary sanctions necessary.
- In the event of inspections by the company, the BOD must promptly notify the SB of the start of the inspection, with a clear indication of the authority that is carrying out the inspection and the issues under investigation. At the end of the inspection, the BOD must transmit the inspection report and the report prepared by the Environmental Manager to the SB.
- In the event that the environmental manager detects irregularities in the documentation certifying the composition of the waste sent, transported or received by Pesaresi Giuseppe S.p.A, a notification must be sent to the SB. Once the seriousness of the irregularities has been assessed, the SB summons the Environmental Manager and the Board of Directors to evaluate the corrective actions and disciplinary sanctions necessary.

## **S 16 - TRANSNATIONAL OFFENCES (ART. 10 OF LAW 146/2006)**

With the Law No. 146 of 16.03.2006 (1) the Italian Convention ratified the transnational organized crime that puts an end to a regulatory vacuum in the discipline of the matter.

In particular, the new law defines as "transnational crime" the crime punished with the penalty of imprisonment of no less than four years, if an organised criminal group is involved, as well as:

- a) it 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 it is committed in one state, but an organized criminal group involved in criminal activities in more than one state is involved;
- d) or it is committed in one state but has substantial effects in another state.