

**MORE THAN ACCESS S.R.L.
BENEFIT CORPORATION**

**MODEL OF ORGANIZATION,
MANAGEMENT AND CONTROL**

(Pursuant to Legislative Decree No. 231 of June 8, 2001)

GENERAL PART

Approved by the Sole Administrator
of More Than Access S.r.l. Benefit Corporation
on July 15, 2024

INDEX

1. The Legislative Decree No. 231/2001	4
1.1. The administrative responsibility of the Entity	4
1.2 The list of crimes and administrative offenses relevant to the Decree	5
1.3 The Organization, Management and Control Model	18
2. More Than Access S.r.l. S.B. and the main elements of the internal control system	21
2.1 The Company	21
2.2 Corporate Governance of More Than Access S.r.l. S.B.	21
2.3 The system of compliance and internal control	20
3. The Organization, Management and Control Model by More Than Access S.r.l. S.B.	22
3.1 Adoption of the Organizational Model of More Than Access S.r.l. S.B.	22
3.2 Identification of risk activities and definition of protocols: working methodology	23
3.2.1 Collection and analysis of essential documentation	23
3.2.2 Determination of risk activities	24
3.2.3 Identification and analysis of risk profiles and determination of procedures	254
3.3 The structure of the organizational model of More Than Access S.r.l. S.B.	26
3.4 Recipients of the Model	27
4. The Supervisory Board: composition and requirements	28
4.1 The Supervisory Board: duties and powers	32
4.2 Disclosure obligations to the of the Supervisory Board of More Than Access S.r.l. S.B.	34
4.3 Whistleblowing - employee and/or co-worker protection reporting wrongdoing - Article 6, paragraph 2-bis of Legislative Decree 231/2001	38
5. Training and information	40
6. The Disciplinary System	41
6.1 Purpose of the disciplinary system	41
6.2 Penalties applicable to Employees (Clerks and Managers)	42
6.3 Penalties applicable to Executives	42
6.4 Sanctions applicable in dealings with external collaborators and partners	43
6.5 Types of violations of the Model and their penalties	43

1. The Legislative Decree No. 231 of June 8, 2001.

1.1 The administrative responsibility of the Entity

Legislative Decree No. 231 (hereafter referred to as the “Decree”), which came into force on July 4, 2001, on “Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality,” introduced into the Italian legal system a regime of administrative liability for Entities (to be understood as companies, associations, consortia, etc.) for crimes indicated in the Decree itself (so-called “predicate crimes”) and committed, in their interest or to their advantage:

- (i) by natural persons who hold positions of representation, administration or management of the Entities themselves or of one of their organizational units with financial and functional autonomy, as well as by natural persons who exercise, even de facto, the management and control of the Entities themselves, or
- (ii) by individuals subject to the direction or supervision of any of the above individuals.

The subjects referred to by the rule under consideration are, as reported above, not only those who hold functions of representation, administration or management of the entity but also those who perform, in fact, functions inherent in the management and control of the entity or its articulations, even in the absence of the formal offices: the legislator has turned its attention to the concrete activity carried out, rather than to the qualification formally held, favoring a “functionalist” choice over a “nominalist” one.

The Legislature has identified several types of offenses that can be committed, in the interest or to the advantage of the Entity, by natural persons traceable to the Entity, and from this follows a direct liability of the Entity, parallel to that to which the natural person who committed the offense is nevertheless subject.

In fact, the Entity's liability is distinct and autonomous from that of the natural person committing the offense and exists even if the perpetrator has not been identified or the offense has been extinguished for a cause other than amnesty.

In any case, the liability of the Entity is always in addition to, and never in place of, that of the individual perpetrator of the crime.

Therefore, it is not sufficient that one of the crimes under the Decree has been committed and that it has been committed for the benefit of the entity: it is necessary that the illegal conduct be carried out by individuals who are in a special relationship with the entity.

For the identification of the entity's liability, in addition to the existence of the requirements already mentioned, which allow an *objective* connection to be made between the crime committed and the entity's activity, the legislature also requires the establishment of a *subjective* requirement. The crime must constitute an expression of the company's policy or at least derive from an organizational fault, understood as a violation of adequate rules of diligence self-imposed by the entity itself and aimed at preventing the specific risk of crime.

This is not the introduction of a generic duty of supervision and control of the entity over the conduct of the company, but rather the obligation, in order to benefit from the exemption from liability, to have appropriate behavioral models aimed at preventing, through the introduction of rules of conduct, the commission of certain crimes.

1.2 The list of crimes and administrative offenses relevant to the Decree

The Entity's liability exists only for those crimes (committed or attempted) expressly provided for by the legislature.

Specifically, these are the following crimes and administrative offenses:

Offenses against the Public Administration and its property (Articles 24 and 25 of the Decree)

- Misappropriation of public funds (Article 316 *bis* of the Criminal Code);
- Misappropriation of public funds (Article 316*b* of the Criminal Code);
- Fraud to the detriment of the state or another public body or the European Communities (Article 640, paragraph 2, no. 1, Criminal Code);
- Fraud in public supply (Article 356 of the Criminal Code);

- Aggravated fraud for obtaining public funds (Article 640 *bis* of the Criminal Code);
- Computer fraud to the detriment of the state or other public entity (Article 640 *ter* of the Criminal Code);
- Agricultural fraud (Article 2 Law 898/1986);
- Embezzlement (Article 314 of the Criminal Code);
- Embezzlement by profiting from the error of others (Article 316 of the Criminal Code);
- Bribery (Article 317 of the Criminal Code);
- Corruption for the exercise of function (Articles 318 and 321 of the Criminal Code);
- Bribery for an act contrary to official duties (Articles 319, 319 *bis* and 321 of the Criminal Code);
- Aggravating circumstances (Article 319 *bis* of the Criminal Code);
- Bribery in judicial acts (Articles 319*b* and 321 of the Criminal Code);
- Undue inducement to give or promise benefits (Article 319*c* of the Criminal Code);
- Bribery of a person in charge of a public service (Article 320 of the Criminal Code);
- Penalties for the corruptor (Article 321 of the Criminal Code);
- Incitement to bribery (Article 322 of the Criminal Code);
- Embezzlement, extortion, undue inducement to give or promise benefits, bribery and incitement to bribery of members of bodies of the European Communities and officials of the European Communities and foreign states (Article 322 *bis* of the Criminal Code)
- Abuse of office (Article 323 of the Criminal Code);
- Trafficking in unlawful influence (Article 346 *bis* of the Criminal Code);
- Disturbance of freedom of tenders (Article 353 of the Criminal Code);

- Disturbed freedom of the process of choosing contractors (Article 353-bis of the Criminal Code).

Computer crimes and unlawful data processing (Article 24 bis of the Decree)

- Forgery of a public or evidentiary computer document (Article 491bis of the Criminal Code);
- Unauthorized access to a computer or information system (615b c.p.);
- Unauthorized possession and dissemination of access codes to computer or telematic systems (615-quater c.p.);
- Dissemination of computer equipment, devices or programs aimed at damaging or disrupting a computer or telecommunications system (615 quinquies c.p.);
- Unlawful interception, obstruction or interruption of computer or telematic communications (Article 617c of the Criminal Code);
- Installation of equipment to intercept, prevent or interrupt computer or telematic communications (Article 617 quinquies of the Criminal Code);
- Damage to computer information, data and programs (Article 635 bis of the Criminal Code);
- Damage to information, data, and computer programs used by the state or other public body or otherwise of public utility (Article 635 ter of the Criminal Code);
- Damage to computer or telematic systems (Article 635c of the Criminal Code);
- Damage to computer or telematic systems of public utility (Article 635 quinquies of the Criminal Code);
- Computer fraud of the person providing electronic signature certification services (Article 640 quinquies of the Criminal Code);
- Obstructing or conditioning the performance to national cybersecurity measures (Article 1, Paragraph 11, Decree Law 105/2019).

Organized crime offenses (art. 24b of the Decree)

- Criminal conspiracy (Article 416 of the Criminal Code);
- Mafia-type association including foreigners (Article 416 bis of the Criminal Code);

- All crimes if committed by taking advantage of the conditions provided for in Article 416 *bis* of the Criminal Code to facilitate the activities of the associations provided for in the same article (Law 203/91);
- Political-mafia electoral exchange (Article 416*b* of the Criminal Code);
- Kidnapping for the purpose of robbery or extortion (Article 630 of the Criminal Code);
- Conspiracy for the purpose of dealing drugs or psychotropic substances (Art. 74 Presidential Decree 309/1990);
- Crimes of unlawful manufacture, introduction into the state, offering for sale, transfer, possession and carrying in a public place or place open to the public of weapons of war or war-like weapons or parts thereof, explosives, clandestine weapons as well as more common firearms (Article 407, paragraph 2, letter a], number 5], Criminal Code).

Crimes of counterfeiting money, public credit cards, revenue stamps, and identification instruments or signs (Article 25 *bis* of the Decree)

- Counterfeiting of money, spending and introduction into the state, in concert, of counterfeit money (Article 453 of the Criminal Code);
- Alteration of currency (art. 454 Penal Code);
- Spending and introduction into the State, without concert, of counterfeit money (Article 455 of the Criminal Code);
- Spending of counterfeit money received in good faith (Article 457 of the Criminal Code);
- Forgery of revenue stamps, introduction into the state, purchase, possession or circulation of forged revenue stamps (Article 459 of the Criminal Code);
- Counterfeiting watermarked paper in use for the manufacture of public credit cards or revenue stamps (Article 460 of the Criminal Code);
- Manufacture or possession of watermarks or instruments intended for the counterfeiting of money, revenue stamps or watermarked paper (Article 461 of the Criminal Code);

- Use of counterfeit or altered stamps (Article 464 of the Criminal Code);
- Counterfeiting, alteration or use of trademarks or distinctive signs or of patents, models and designs (Article 473 of the Criminal Code);
- Introduction into the State and trade of products with false signs (Article 474 of the Criminal Code).

Crimes against industry and trade (Article 25 *bis*.1 of the Decree)

- Disturbing freedom of industry or trade (Article 513 of the Criminal Code);
- Unlawful competition with threats or violence (Article 513 *bis* of the Criminal Code);
- Fraud against national industries (Article 514 of the Criminal Code);
- Fraud in the exercise of trade (Article 515 of the Criminal Code);
- Sale of non-genuine foodstuffs as genuine (Article 516 of the Criminal Code);
- Sale of industrial products with false signs (Article 517 of the Criminal Code);
- Manufacture and trade of goods made by usurping industrial property rights (Article 517*b* of the Criminal Code);
- Counterfeiting of geographical indications or appellations of origin of agricultural and food products (Article 517*c* of the Criminal Code).

Corporate crimes (art. 25 *ter* of the Decree)

- False corporate communications (art. 2621 Civil Code);
- Trivial acts (Article 2621 *bis* of the Civil Code);
- False corporate communications of listed companies (Article 2622 of the Civil Code);
- Obstruction of control (art. 2625 Civil Code);
- Improper return of contributions (Article 2626 Civil Code);
- Illegal distribution of profits and reserves (Article 2627 Civil Code);
- Illegal transactions involving shares or quotas of the company or the parent company (Article 2628 of the Civil Code);
- Transactions to the detriment of creditors (Article 2629 Civil Code);

- Failure to disclose conflict of interest (Article 2629 *bis of the Civil Code*);
- Fictitious formation of share capital (Article 2632 Civil Code);
- Improper distribution of corporate assets by liquidators (Article 2633 Civil Code);
- Bribery among private individuals (art. 2635 Civil Code);
- Instigation of bribery among private individuals (Article 2635 *bis of the Civil Code*);
- Unlawful influence on the assembly (Art. 2636 Civil Code);
- Market rigging (art. 2637 Civil Code);
- Obstructing the exercise of the functions of public supervisory authorities (Article 2638 of the Civil Code).

Crimes for the purpose of terrorism or subversion of the democratic order (Art. 25 *quater of the Decree*)

- Subversive associations (art. 270 c.p.)
- Associations for the purpose of terrorism, including international terrorism or subversion of the democratic order (Article 270 *bis of the Criminal Code*);
- Assistance to associates (Article 270*b of the Criminal Code*);
- Enlistment for the purpose of terrorism, including international terrorism (Article 270*c of the Criminal Code*);
- Training for activities with the purpose of terrorism, including international terrorism (Article 270 *quinquies of the Criminal Code*);
- Subtraction of seized property or money (Article 270 *quinquies 2 of the Criminal Code*);
- Conduct for the purpose of terrorism (Article 270 *sexies of the Criminal Code*);
- Attack for the purpose of terrorism or subversion (Article 280 of the Criminal Code);
- Act of terrorism with deadly or explosive devices (Article 280 *bis of the Criminal Code*);
- Acts of nuclear terrorism (Article 280*b of the Criminal Code*);

- Kidnapping for the purpose of terrorism or subversion (Article 289 *bis* of the Criminal Code);
- Incitement to commit any of the crimes provided for in Chapters One and Two (Article 302 of the Criminal Code);
- Political conspiracy by agreement (Article 304 of the Criminal Code);
- Political conspiracy by association (Article 305 of the Criminal Code);
- Armed gang: formation and participation (Article 306 of the Criminal Code);
- Assisting participants in conspiracy or armed gang (Article 307 of the Criminal Code);
- Financing of conduct for the purpose of terrorism (Law No. 153/2016, Art. 270 *quinquies* 1 Penal Code);
- Possession, hijacking and destruction of an aircraft (L. No. 342/1976, Art. 1);
- Damage to ground installations (L. No. 342/1976, Art. 2);
- Penalties (L. No. 422/1989, Art. 3);
- Inactive repentance (Legislative Decree No. 625/1979, Art. 5);
- New York Convention of December 9, 1999 (Art. 2).

Crime of female genital mutilation practices (Article 25*quater*.1 of the Decree)

- Practices of female genital organ mutilation (Article 583 *bis* of the Criminal Code).

Crimes against the individual (Article 25*quinquies* of the Decree)

- Reduction or maintenance in slavery or servitude (Article 600 of the Criminal Code);
- Child prostitution (art. 600 *bis* paragraphs 1 and 2, Criminal Code);
- Child pornography (Article 600*b* of the Criminal Code);
- Possession of pornographic material (Article 600-*quater* of the Criminal Code);
- Virtual pornography (art. 600*c* 1 Penal Code);
- Tourism initiatives aimed at the exploitation of child prostitution (Article 600-*quinquies* of the Criminal Code);

- Trafficking in persons (Article 601 of the Criminal Code);
- Alienation and purchase of slaves (Article 602 of the Criminal Code);
- Illegal intermediation and exploitation of labor (Article 603 *bis* of the Criminal Code);
- Solicitation of minors (Article 609 *undecies* of the Criminal Code).

Crimes of market abuse

Offenses (Article 25 *sexies* of the Decree):

- Abuse of inside information (Article 184, Legislative Decree 58/1998 - TUF);
 - Market manipulation (Article 185, Legislative Decree 58/1998 - TUF).
- Administrative Offences (Article 187 *quinquies* TUF):
- Prohibition of insider trading and unlawful disclosure of inside information (Article 14, EU Regulation No. 596/2014);
 - Prohibition of market manipulation (Article 15, EU Regulation No. 596/2014).

Crimes of culpable homicide and grievous or very grievous bodily harm, committed in violation of occupational health and safety regulations (Article 25 *septies* of the Decree)

- Manslaughter (Article 589 of the Criminal Code);
- Negligent personal injury (Article 590 of the Criminal Code).

Offenses of receiving stolen goods, money laundering, use of money, goods or benefits of illicit origin, and self-money laundering (Article 25 *octies* of the Decree)

- Receiving stolen goods (Article 648 of the Criminal Code);
- Money laundering (Article 648 *bis* of the Criminal Code);
- Use of money, goods or utilities of illicit origin (Article 648 *b* of the Criminal Code);
- Self-laundering (Article 648 *b.1* of the Criminal Code).

Crimes relating to non-cash payment instruments (Article 25 *octies* 1 of the Decree)

- Misuse and forgery of credit and payment cards (Article *493b* of the Criminal Code);
- Possession and dissemination of computer equipment, devices or programs aimed at committing crimes regarding non-cash payment instruments (Article *493 quater* of the Criminal Code)
- Computer fraud, in the hypothesis aggravated by the implementation of a money transfer (Article *640ter* of the Criminal Code)
- Fraudulent transfer of valuables 512-bis Penal Code.

Copyright infringement crimes (Article *25-novies* of the Decree)

- Criminal protection of rights of economic and moral use (Article 171, paragraph 1, lett. a] *-bis* and paragraph 3, L. 633/1941);
- Criminal protection of *software* and databases (Article 171 *bis*, paragraph 1, L. 633/1941);
- Criminal protection of audiovisual works (Article *171b*, L. 633/1941);
- Media-related criminal liability (Article *171f*, L. 633/1941);
- Criminal liability related to conditional access audiovisual transmissions (Article *171 octies*, L. 633/1941).

Offense of inducement not to make statements or to make false statements to judicial authorities (Article *25i* of the Decree)

- Inducement not to make statements or to make false statements to judicial authorities (Article *377 bis* of the Criminal Code).

Environmental crimes (art. *25 undecies* of the Decree)

These are offenses under the Criminal Code and special laws.

- Environmental pollution (Article *452 bis* of the Criminal Code);
- Environmental Disaster (Article *452c* of the Criminal Code);
- Culpable crimes against the environment (Article *452 quinquies* of the Criminal Code);

- Trafficking and abandonment of highly radioactive material (Article 452 *sexies of the Criminal Code*);
- Aggravating circumstances (Article 452 *octies of the Criminal Code*);
- Killing, destroying, capturing, taking possession of specimens of protected wild animal or plant species (Article 727 *bis of the Criminal Code*);
- Destruction or deterioration of habitat within a protected site (Article 733 *bis of the Criminal Code*).
- Import, export, possession use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (Law No. 150/1992, Art. 1, Art. 2, Art.3 *bis* and Art. 6);
- Discharges of industrial wastewater containing hazardous substances; discharges to soil, subsoil and groundwater; discharges to sea water from ships or aircraft (Legislative Decree 152/2006, Article 137);
- Unauthorized waste management activities (Legislative Decree 152/2006, Art. 256);
- Site remediation (Legislative Decree 152/2006, Art. 257);
- Violation of reporting requirements, mandatory record keeping and forms (Legislative Decree 152/2006, Article 258, paragraph 4, second sentence);
- Illegal waste trafficking (Legislative Decree 152/2006, Article 259, Paragraph 1);
- Organized activities for illegal waste trafficking (Legislative Decree 152/2006, Article 260, paragraphs 1 and 2);
- Computerized waste traceability control system (Legislative Decree 152/2006, Article 260 *bis*, paragraphs 6 and 7, second and third sentences, and paragraph 8, first and second sentences);
- Crimes related to emissions (Legislative Decree 152/2006, Article 279, Paragraph 5);
- Malicious pollution caused by ships (Legislative Decree No. 202/2007, Art. 8);
- Negligent pollution caused by ships (Legislative Decree No. 202/2007, Art. 9);

- Cessation and reduction of the use of injurious substances (Law No. 549/1993, Art. 3).

Crime of employment of citizens of third countries whose stay is irregular (art. 25duodecies of the Decree)

- Provisions against illegal immigration (Article 12, Paragraphs 3, 3a, 3b and 5, Legislative Decree No. 286/1998);
- Employment of third-country nationals whose stay is irregular (Article 22, paragraph 12 *bis*, Legislative Decree No. 286/1998).

Crimes of racism and xenophobia (Article 25terdecies of the Decree)

- Propaganda and incitement to commit racial ethnic and religious discrimination (Article 604 *bis* of the Criminal Code).

Fraud in sports competitions, abusive gaming or betting and gambling exercised by means of prohibited devices (Article 25quaterdecies of the Decree)

- Fraud in sports competitions (Art. 1, L. No. 40/1989);
- Abusive exercise of gambling or betting activities (Article 4, L. No. 401/1989);

Tax crimes (art. 25quinqüiesdecies of the Decree)

- Fraudulent declaration through the use of invoices or other documents for nonexistent transactions (Article 2 of Legislative Decree No. 74/2000);
- Fraudulent declaration by means of other artifices (Art. 3 Legislative Decree No. 74/2000);
- Misrepresentation (Art. 4 Legislative Decree No. 74/2000);
- Failure to declare (Article 5 of Legislative Decree No. 74/2000)3;
- Issuance of invoices or other documents for nonexistent transactions (Article 8 of Legislative Decree No. 74/2000);
- Concealment or destruction of accounting documents (Art. 10 Legislative Decree No. 74/2000);
- Undue compensation (Article 10c of Legislative Decree No. 74/2000)4;

- Fraudulent evasion of payment of taxes (Art. 11 Legislative Decree No. 74/2000).

Crimes of smuggling (Article 25 *sexiesdecies* of the Decree), provided for in Title VII “Customs violations” of Presidential Decree No. 43 of January 23, 1973.

- Contraband in the movement of goods across land borders and customs spaces (Article 282 Presidential Decree No. 43/1973);
- Contraband in the movement of goods in border lakes (Article 283 Presidential Decree No. 43/1973);
- Contraband in the maritime movement of goods (Article 284 Presidential Decree No. 43/1973);
- Smuggling in the movement of air cargo (Article 285 Presidential Decree No. 43/1973);
- Smuggling in non-customs zones (Article 286 Presidential Decree No. 43/1973);
- Contraband for wrongful use of goods imported with customs facilities (Article 287 Presidential Decree No. 43/1973);
- Contraband in customs warehouses (Article 288 Presidential Decree No. 43/1973);
- Smuggling in cabotage and traffic (Article 289 Presidential Decree No. 43/1973);
- Contraband in the export of goods eligible for duty drawback (Article 290 Presidential Decree No. 43/1973);
- Contraband in temporary import or export (Article 291 Presidential Decree No. 43/1973);
- Smuggling of foreign tobacco products (Article 291 *bis* Presidential Decree No. 43/1973);
- Aggravating circumstances of the crime of smuggling foreign tobacco products (Article 291*b* Presidential Decree No. 43/1973);

- Criminal conspiracy to smuggle foreign processed tobacco products (Article 291c Presidential Decree No. 43/1973);
- Other cases of smuggling (Article 292 Presidential Decree No. 43/1973);
- Aggravating circumstances of smuggling (Article 295 Presidential Decree No. 43/1973).

Crimes against cultural heritage (Article 25septiesdecies of the Decree).

- Theft of cultural property (Article 518bis of the Criminal Code);
- Misappropriation of cultural property (Article 518ter of the Criminal Code);
- Receiving cultural property (Article 518c of the Criminal Code);
- Forgery in private writing relating to cultural property (Article 518octies of the Criminal Code);
- Violations of alienation of cultural property (Article 518novies of the Criminal Code);
- Illegal importation of cultural property (Article 518i of the Criminal Code);
- Illicit exit or export of cultural property (Article 518undecies of the Criminal Code).
- Destruction, dispersion, deterioration, defacement, and illegal use of cultural and landscape heritage (Article 518duodecies, Criminal Code)
- Counterfeiting of works of art (Article 518 quaterdecies of the Criminal Code).

Laundering of cultural property and devastation and looting of cultural and landscape property (Article 25duodevicies of the Decree)

- Laundering of cultural property (Article 518sexies of the Criminal Code);
- Devastation and looting of cultural and scenic property (Article 518terdecies of the Criminal Code).

Transnational crimes (Art. 10 - L. 146/2006)

The following crimes are prerequisites for the administrative liability of Entities if they are committed transnationally:

- Criminal conspiracy (Article 416 of the Criminal Code);

- Mafia-type association, including foreigners (Article 416 *bis* of the Criminal Code);
- Conspiracy to smuggle foreign processed tobacco products (Article 291*c* of the Unified Text of Presidential Decree No. 43 of January 23, 1973);
- Association for the purpose of illicit trafficking in narcotic drugs or psychotropic substances (Article 74 of the Unified Text of Presidential Decree No. 309 of October 9, 1990);
- Provisions against illegal immigration (Art. 12, paragraphs 3, *3a*, *3b* and 5, of the Consolidated Text of Legislative Decree 286/1998);
- Inducement not to make statements or to make false statements to judicial authorities (Article 377 *bis* of the Criminal Code);
- Aiding and abetting (Article 378 of the Criminal Code).

If committed abroad, the crimes and administrative offenses referred to above may result in the Entity's administrative liability even if the Entity had its headquarters in Italy.

1.3 The Organization, Management and Control Model

The legislature introduced certain elements preventing the liability of the entity, consisting of the adoption, prior to the commission of the crime, of an organizational, management and control model prepared in accordance with the provisions of the Decree and suitably implemented to prevent the crimes listed therein.

The evidentiary regime of the entity's liability differs depending on whether the predicate offense is committed by persons in top positions or by subordinates.

Introducing a reversal of the burden of proof, the Decree in fact provides that the entity is not liable for crimes committed by individuals in apical positions if it can be proven that:

- (a) the management body has adopted and effectively implemented, prior to the commission of the act, organization and management models suitable to prevent crimes of the kind that occurred;

- (b) the task of supervising the operation of and compliance with the models, as well as ensuring that they are updated, has been entrusted to a body of the entity with autonomous powers of initiative and control;
- (c) the individual committed the crime by fraudulently circumventing the organization and management models;
- (d) there has been no failure or insufficient supervision by the inspection body.

With reference to crimes committed by individuals subject to the direction of others, the entity is only liable if the commission of the crime was made possible by the failure to comply with management or supervisory obligations. Thus, the presumption of guilt of the entity does not operate, and therefore the burden of proof is shifted back to the prosecution. In any case, these obligations are presumed to have been met if the entity, prior to the commission of the crime, adopted and effectively implemented an organizational, management and control model capable of preventing crimes of the kind that occurred.

The adoption of an effective and effective model, therefore, represents a possibility offered to the entity, aimed at obtaining an exclusion of liability. The model must provide, in relation to the legal nature, size as well as the type of activity carried out, appropriate measures to ensure the performance of the activity in compliance with the law and to identify and eliminate risk situations in a timely manner.

According to Article 6 paragraph 2 of the Decree, the organizational model to be effective must:

- (i) Identify the activities within the scope of which crimes may be committed;
- (ii) Provide specific protocols aimed at implementing the formation and implementation of the entity's decisions in relation to the crimes to be prevented;
- (iii) Identify ways of managing financial resources suitable for preventing the commission of crimes;
- (iv) Provide for information obligations to the body responsible for supervising the operation of and compliance with the models.

Instead, the effectiveness of the model is traced back to its effective implementation, which, according to Article 7, paragraph 4, of the Decree, requires that the model:

- is periodically checked and modified where there are significant violations of the requirements imposed, or where changes occur in the organization or activity carried out (so-called “updating” of the Model);
- provides for a disciplinary system that is suitable for punishing the violation of the measures specified therein.

Organizational models, according to the provisions of Article 6, paragraph 3, of the Decree “*may be adopted (...) on the basis of codes of conduct drawn up by associations representing the entities, communicated to the Ministry of Justice, which, in consultation with the competent ministries, may make observations within thirty days on the suitability of the models to prevent crimes.*”

In implementation of this regulatory provision, Confindustria drafted the “Guidelines for the *construction of organization, management and control models pursuant to Legislative Decree 231/2001.*” These guidelines were approved by the Ministry of Justice with a Ministerial Decree of December 4, 2003. On May 24, 2004, Confindustria published an update of the guidelines, which were finally approved by the Ministry of Justice in June 2004. The guidelines were updated until June 2021.

Given the scope of the company's operations, as described in Section 2, the preparation of this Model is inspired by the Guidelines issued by Confindustria, as updated over time, and the guidance provided to member companies by Farindustria and Assobiomedica.

More Than Access S.r.l. Benefit Company, in fact, as a service provider to companies that market both drugs and medical devices, it is inspired by the rules issued by the aforementioned associations and their respective European Federations (EFPIA and MedTech Europe), as well as aimed at regulating relations between industries and the scientific and healthcare world.

In line with what is defined by the aforementioned Codes, in all occasions of interaction More Than Access S.r.l. Benefit Corporation is required to respect the obligation that Healthcare Professionals have to make autonomous decisions

regarding treatment and to protect the context in which the interaction takes place to ensure the integrity of the field.

2. More Than Access S.r.l. Benefit Company and the main elements of the internal control system

2.1 The Company

More Than Access S.r.l. Benefit Corporation (henceforth the “Company” or “MTA”), is a Benefit Company that primarily provides consulting and support services, in the area of market access (both for drugs and medical devices), to companies operating in the *healthcare* sector.

Specifically, MTA's core business consists of the following activities:

- i) strategic consulting, consisting of the implementation of market access plans, strategy development and negotiation support with public decision makers, and *stakeholder* mapping;
- ii) Operational support in P&R dossier preparation, *regional dossier* and *advisory board* management;
- iii) Implementation and management of customized trainings for companies and health professionals in the areas of market access, pricing and reimbursement, and HTA;
- iv) Implementation and management of events, such as conferences, *workshops*, and *webinars*, focused in the areas of *market access* and related topics

MTA has established its registered office in Milan (MI), via Cesare Mangili, 2, also having its operational headquarters in Milan (MI), via Giosuè Carducci, 24.

2.2 The Corporate Governance of More Than Access S.r.l. Benefit Corporation

The Company has a traditional top-down organizational structure.

The Sole Director plays a central role in the system of corporate governance, being vested with the powers for ordinary and extraordinary management and having the authority to perform all acts that she deems appropriate for the implementation and achievement of the corporate purposes, excluding those that the law or the bylaws

peremptorily reserve for the exclusive jurisdiction of the Shareholders or the Shareholders' Meeting.

The statutory financial statements are prepared by the Sole Director and approved by the Assembly in accordance with relevant regulations and standards.

2.3 The system of compliance and internal control

In constructing MTA's Model, the governing instruments of the Company's organization that ensure its operation were taken into account, namely:

- *Bylaws*, which includes several provisions related to corporate governance aimed at ensuring the proper conduct of management activities.
- *Organizational system*, consisting of the organizational structures and areas of responsibility, illustrated in the Organizational Chart and forming an integral part of this Model. The organizational system must meet the requirements of:
 - (i) clarity, formalization and communication, with particular reference to the allocation of responsibilities, the definition of hierarchical lines and the assignment of operational activities;
 - (ii) separation of roles, so as to avoid functional overlaps and the concentration on one person of activities that lend a high degree of criticality or risk.
- *Code of Ethics and Conduct*, consisting of the set of rules of conduct and principles of a general nature addressed to all internal and external parties, who have directly or indirectly a relationship with MTA, the violation of which entails the application of the sanctions provided for in the disciplinary system of this Model.
- *Procedural system*, consisting of procedures, job descriptions, operating instructions and internal communications aimed at clearly and effectively regulating relevant processes and providing operating methods and control tools for carrying out business activities. decision-making, by providing, where possible, defined reference criteria and methodologies for making business decisions.

All employed personnel are therefore:

- Duly trained in the proper application of the Model;

- Informed of the procedures to be followed,
- required to operate consistently with that system,
- Informed by management on the specific objectives defined annually,
- called upon to be consistent with corporate values.

3. The Organization, Management and Control Model of More Than Access

S.r.l. Benefit Corporation

3.1 Adoption of the Model organization of More Than Access S.r.l. Benefit Corporation.

MTA has determined to develop and implement the Model in accordance with the company's broader business policy, which is expressed in interventions and initiatives aimed at raising awareness among both employees, external collaborators and partners of the transparent and fair management of the company.

The purpose of the Model is the construction of a system of rules and control activities aimed at preventing the crimes set forth in Legislative Decree 231/2001, through the identification of activities exposed to the risk of crime and their consequent proceduralization.

Through the adoption of the Model, the company aims to pursue the following main purposes:

- Set the values of ethics and respect for legality;
- to determine in the recipients of the Model the awareness that they may incur, in the event of violation of the provisions set forth therein, the commission of offenses liable to criminal sanctions that may be imposed on them and administrative sanctions that may be imposed on the Company;
- to reiterate that such forms of unlawful behavior are strongly condemned by the company, since the same (even if the Company were apparently in a position to take advantage of them) are in any case contrary not only to the provisions of the law, but also to the ethical principles to which it intends to adhere in the exercise of the company's business;
- enable the Company, by monitoring areas of activity at risk, to take timely action to prevent or counteract the commission of the predicate offenses.

MTA, moreover, aims, through the adoption and effective implementation of such a system, to reduce the risk of prejudicial events within acceptable levels, directly intervening on the probability of the event occurring and the impact of the same, and in any case, in the unintended event that an offense nevertheless occurs, to be able to benefit from the exemption from liability provided by Legislative Decree 231/2001.

3.2 Identification of risk activities and definition of protocols: working methodology.

The Model was constructed starting from an analysis of the situations that concretely arise in the course of the Entity's operational activities, and thus the actual “risks of crime” abstractly attributable to the Entity's actual activities and organizational structures.

The Model, consequently, was prepared only as a result of a series of preparatory activities, divided into several stages, so as to track and verify all the operations carried out within the scope of the Entity's activity, so as to allow effective control over the activity itself, as well as consistency with the provisions of the Decree.

3.2.1. Collection and analysis of essential documentation

The first stage in the development of the Model involved the collection and evaluation of official documentation, available at the company, and relating to:

- organigram;
- allocation of functions;
- Code of Ethics and Conduct;
- Other corporate, accounting and financial reporting;
- Operating regulations and formalized procedures;
- Any other relevant information.

These documents were reviewed, in order to form an information platform of the company's organization and operations, as well as the allocation of powers and responsibilities, functional for the performance of activities falling under the following phase.

3.2.2. Determination of activities at risk

All activities of More Than Access S.r.l. were, therefore, identified. Benefit Company , through special interviews with senior individuals. The activities have been carefully analyzed, so as to verify their precise contents, the actual operating methods, the division of responsibilities, as well as for each of them the possible existence (or non-existence), of a risk of traceability to the crime hypotheses indicated by the Decree. The main activities and business processes that may constitute an opportunity or method for the occurrence of the offenses under the Decree are:

- *Management of the delivery of consulting services*
- *Relationship management with HCP - Scientific consultancies, Congresses and events*
- *Donation and gift management*
- *Management of Market Access activity*
- *Managing relationships with third parties*
- *Inspection activities*
- *Litigation management and debt collection*
- *Personnel selection and management*
- *Management of the incentive system*
- *Managing expense reports and entertainment expenses*
- *Budget and taxation management*
- *Management of financial flows*
- *Purchases of goods and services*
- *Occupational health and safety management*
- *Management of activities with environmental impact*
- *Information security management*

3.2.3. Identification and analysis of risk profiles and determination of procedures

With reference to these risk areas, the responsible party identified from time to time was asked to clarify any operating procedures and controls concretely in place that might be suitable for preventing the risk identified on a case-by-case basis.

Finally, for each activity in which a concrete risk hypothesis has been identified, one or more procedures have been identified, containing the concrete discipline to be undertaken.

These procedures have been implemented with the intention of allowing verification of the various stages of the decision-making process, so that the motivation behind the decision can be traced. Each of these procedures will have to be formally transposed by a written document addressed to the relevant function, thus making the rules of conduct contained therein official and compulsory with respect to all those who find themselves performing the activity within the scope of which a risk has been identified.

The elaboration of the procedures is integrated with the rules laid down in the Code of Ethics and Conduct of MTA, which is an essential element in expressing the principles recognized by the latter Company. on which is based a proper management of the activities performed by employees and subjects in any way related to the activity of MTA.

3.3 The structure of the organizational model of More Than Access S.r.l. Benefit Corporation

The Model consists of a **General Part** and the following **Special Parts** aimed at guarding the previously identified risk activities:

- **Special Part A:** Crimes against the Public Administration, crime of inducement not to make statements or to make false statements to the Judicial Authority, and crime of bribery among private individuals;
- **Special Part B:** Computer crimes and unlawful data processing and copyright infringement crimes;
- **Special Part C:** Corporate and tax crimes;
- **Special Part D:** Crimes of Organized Crime, Receiving of Stolen Goods, Money Laundering, Use of Money, Goods or Benefits of Unlawful Origin, and Self-Laundering;
- **Special Part E:** Crimes in violation of regulations to protect health and safety at work;

- **Special Part F:** Environmental Crimes;
- **Special Part G:** Crimes against individual personality and crime of employment of third-country nationals whose stay is irregular.

The risk profiles inherent in the crimes of forgery of money, public credit cards, revenue stamps and identification instruments or signs, crimes for the purpose of terrorism or subversion of the democratic order, crimes against industry and commerce, crimes of female genital mutilation practices, market abuse, transnational crimes and crimes of racism and xenophobia, smuggling crimes crimes against cultural heritage and landscape, crimes of fraud in sports competitions, abusive exercise of gambling or betting and games of chance exercised by means of prohibited devices, and crimes relating to non-cash payment instruments are considered as a whole to be guarded by the provisions set forth in this Organization, Management and Control Model and the general safeguards set forth in the Code of Ethics and Conduct adopted by MTA.

The following **annexes form an** integral part of the Model:

1. Updated organizational chart of More Than Access S.r.l. Benefit Corporation;
2. Documents inherent to the Company: *job descriptions* of managers of areas with activities identified at risk;
3. Company procedures in place;
4. Code of Ethics and Conduct.

The Model, including its annexes, is kept by the Supervisory Board. However, access to the documentation is allowed to all recipients, who have the right to contact the aforementioned Body at any time. The Model is also available at MTA's registered office. The assigned personnel is fully aware of its location and - upon request - authorizes and allows its consultation by registering the relevant access.

3.4. Recipients of the Model

The Model is primarily aimed at all personnel of More Than Access S.r.l. Benefit Corporation who perform the activities identified as risky. The provisions contained in the Model must, therefore, be complied with by MTA's employees, namely management personnel, who work in the name and on behalf of the Company, and

subordinate workers, who must be punctually informed about the contents of the Model and its updates.

The individuals thus identified are hereinafter referred to as “Recipients.”

In order to ensure effective and efficient prevention of the crimes referred to in the Decree, it is necessary that the Model also address external collaborators, understood as both natural persons and legal entities that collaborate with MTA in carrying out its activities. Compliance with the Model is ensured with the provision of a contractual clause obliging the contractor to abide by the principles of the Model in the activity involving MTA

4. The Supervisory Board: composition and requirements

Article 6 of the Decree stipulates that the entity may be exonerated from liability resulting from the commission of the crimes provided for if it has entrusted the task of supervising the functioning and observance of the model and taking care of its updating to a body of the entity with autonomous powers of initiative and control, the Supervisory Board (hereinafter also “SB”).

In order to effectively implement the Model, MTA has determined to appoint a Supervisory Board with a single-member structure composed of a professionally qualified person.

This composition was considered the most suitable to guarantee the effectiveness of the controls to which the Supervisory Board is charged, in view of the characteristics of MTA's organizational structure.

The Supervisory Board has the requirements described below, which are necessary to properly fulfill its mandate:

a) Autonomy and independence

The requirements of autonomy and independence must be understood in relation to the functionality of the body and, in particular, to the tasks assigned to it by law. The position of the Supervisory Board within the entity must guarantee the autonomy of the control initiative from any form of interference and conditioning by any component of the entity. These requirements are achieved by ensuring that the Supervisory Board, to be considered as a separate unit in the organizational structure,

has substantial hierarchical independence or at least the highest possible dependence, and by providing that, in the performance of its functions, the Supervisory Board is answerable only to the highest hierarchical level (Sole Director).

In order to make the aforementioned requirements effective, it was necessary to define certain forms of protection for the Supervisory Board, so as to ensure that it is adequately protected from any forms of retaliation (consider the case in which the investigations carried out by the Supervisory Board reveal elements that trace the crime, or the attempt to commit it, or a violation of this Model, back to top management).

To this end, the Sole Director will be adequately informed about the evaluations on the overall professional activity, and any remuneration or organizational interventions related to the Supervisory Board; the same body will verify their congruity with the company's internal policy.

b) Professionalism

The Supervisory Board must possess a set of tools and skills appropriate to the task it is called upon to perform. In particular, it must possess specialized skills in inspection and advisory activities and legal expertise, with particular reference to the crimes provided for in the Decree. These characteristics, combined with independence, guarantee objectivity of judgment.

The single-member member of the Supervisory Board must possess, in addition to the technical skills described above, additional formal subjective requirements that further guarantee its autonomy and independence, such as honorability, absence of conflicts of interest and kinship relations with corporate bodies and top management, and absence of convictions in criminal proceedings involving the offenses under the Decree.

In addition, upon appointment, the person appointed to serve as a single-member member of the Supervisory Board must sign a statement attesting to the absence of incompatibility factors such as, for example:

- relationships of kinship or marriage or affinity within the fourth degree with the Sole Director or senior individuals in general of MTA;

- conflicts of interest, even potential ones, with MTA, such as to undermine the independence required by the role;
- administrative functions, in the three fiscal years prior to the appointment as a member of the Supervisory Board, or the establishment of the consulting/collaboration relationship with the same Body, of companies subject to bankruptcy, compulsory liquidation or other insolvency procedures;
- public employment relationship with national or local public administrations in the three years prior to assuming the position of member of the Supervisory Board, or the establishment of the consulting/collaboration relationship with the same Body;
- Conviction with final judgment, or application of the penalty on request (so-called plea bargaining), in Italy or abroad, for the crimes referred to in the Decree or other crimes similar to them or in any case crimes committed not negligently;
- Conviction, with a final judgment, to a punishment that entails disqualification from public office, or temporary disqualification from the executive offices of legal persons and enterprises.

c) Continuity of action:

The Supervisory Board must:

- constantly work on the supervision of the Model with the necessary powers of investigation;
- be an “internal” structure of the company, even if it is all composed of individuals who are independent (whether internal - in the aforementioned sense - or external) from the administrative body of MTA, so as to ensure the continuity of supervisory activities;
- see to the implementation of the Model and ensure that it is constantly updated;
- not to perform purely operational tasks that may affect the overall view of business activities that is required of it, and undermine its objectivity of judgment.

The Supervisory Board is appointed by the Sole Director of MTA.

The Supervisory Board may have bylaws to regulate its operation, in accordance with the law and the provisions of the Code of Ethics and Conduct and the Model.

The occurrence of causes of incompatibility or ineligibility on the part of the single-member member of the Supervisory Board will result in immediate removal from office.

In such a case, the supervisory body may still operate on a temporary basis.

The compensation payable to the single-member member of the Supervisory Board will be established by the Sole Director at the time of their appointment, and may not be subject to any changes during the term of office, other than those determined by the appropriateness of adjustment to legal indices.

Removal of the single-member member of the Supervisory Board may be ordered only for reasons related to serious failures to fulfill the mandate conferred and must be approved by the Sole Director.

Revocation of the powers of the Supervisory Board must be by special resolution of the Sole Director, exclusively for reasons of just cause, including organizational restructuring measures.

MTA, at the same time as appointing the Supervisory Board, charged each senior manager with the task of conducting, on an ongoing basis, checks on compliance with the Model and its adequacy.

Senior managers have been trained according to a training plan related to the Model validated by the Supervisory Board and have contributed to the definition of protocols suitable for guarding against the risks present in their field of activity.

The Supervisory Board remains solely responsible for the fulfillment of the supervisory obligations described above, it being understood that the activity carried out by senior managers does not replace that of the Supervisory Board.

Underlying the decision to involve top managers is the intention to implement a more concrete guarantee for the implementation of the Model, through those individuals who are most familiar with the concrete operation and functioning of the activities identified in the risk areas they oversee.

In addition, senior managers are the point of contact between the operational sectors in which risk profiles have been identified and the Supervisory Board.

There is an obligation for senior managers to inform the Supervisory Board of all information necessary for it to comply with and fulfill its obligations to supervise the functioning and observance of the Model, as well as for the needs to update it.

4.1. The Body of Supervision : duties and powers

In exercising its powers, the SB, in accordance with the provisions of Article 6, Legislative Decree No. 231/2001:

- Interprets, applies and monitors compliance with the Code;
- Supervises the compliance, operation, updating and optimization of the Model;
- Supervises the actual effectiveness and capacity of the Model;
- carries out, directly or has third parties carry out, inspection, monitoring and coordination activities with other endo-extra corporate bodies;
- detects and reports any violators to the designated bodies for the activation of the penalty procedure;
- verifies the concrete execution of dissemination and training initiatives on the principles, values and rules of conduct contained in the Code of Ethics and Conduct and the Model of Organization, Management and Control as well as the level of knowledge of them, including on the basis of requests for clarification and reports received.

For the purpose of carrying out the aforementioned tasks, the Supervisory Board is granted the broadest and unquestionable powers; in particular, the Board may, at any time, within the scope of its autonomy and discretion, carry out control and verification activities regarding the application of the Code of Ethics and Conduct and the Model, exercisable even severally by each of its members.

In order to carry out its control activities, in particular, the Supervisory Board may make use of all company facilities and resources and has the right to obtain all requested information, as well as free access, without prior notice, to all Company premises and offices.

For these activities, the SB periodically prepares and reports to the administrative body a report on the status of the implementation process of the Organization, Management and Control Model, illustrating the necessary and instrumental

interventions to improve the functionality and effectiveness of the established prevention system.

Should the Supervisory Board need to carry out activities that require specialized skills beyond those of the members of the Supervisory Board, the Supervisory Board may use external consultants and professionals, choosing them from those qualified by MTA.

The task entrusted to the Supervisory Board to take care of updating the Model results in at least the following activities:

- Prepare the annual plan of audits on the adequacy and functioning of the Model;
- To regulate the verification activities of the apical individuals and its coordination with the activities of the Supervisory Board;
- Prepare suitable measures in order to keep the Company updated on the mapping of risk areas and the traceability of information and decision-making flows, according to the methods and principles followed in the adoption of this Model;
- To regulate the manner of reporting on the development of activities in risk areas by responsible parties;
- collect, process, and store information relevant to compliance with the Model, including ensuring that it is updated and that the required information is effectively transmitted.

For the purpose of full and autonomous fulfillment of its duties, the Supervisory Board has an adequate budget. The aforementioned budget is quantified annually by the Supervisory Board and is approved by the Sole Administrator of MTA, who may not review the amount, but simply ask for justification in case of obvious inconsistencies. In exceptional cases, any needs

of exceeding the budget determined by specific needs will be communicated by the Supervisory Board to the Chief Executive Officer and approved by him.

The Supervisory Board has no decision-making powers with reference to MTA's business activities.

In any case, the Sole Director must be informed of each resolution of the Supervisory Board.

In order to fulfill its duties, the Supervisory Board will avail itself of the cooperation of every function and resource of the Company in order to obtain relevant information or data, for the performance of its institutional duties, without the need for any prior authorization.

In any case, the Supervisory Board may interact with the parties entitled by law to control activities, and solicit verification of the existence of the elements required by law for the purpose of the possibility of bringing liability actions or revocation for just cause.

Meetings with corporate bodies to which the Supervisory Board reports must be documented. Copies of such documentation must be kept by the Supervisory Board itself.

4.2 Reporting obligations to the Supervisory Board of More Than Access S.r.l. Benefit Corporation

The Supervisory Board is the recipient of any information, documentation and/or communication, including from third parties pertaining to compliance with the Model.

The Recipients of this Model are required to report to the Supervisory Board, to be carried out following:

- i) reports;
- (ii) information (information flows).

The Supervisory Board, in compliance with the regulations on Whistleblowing introduced by Legislative Decree No. 24/2023 and better defined in point 4.3 , guarantees the utmost confidentiality with regard to any information or report, under penalty of revocation of the mandate and disciplinary measures defined below, without prejudice to the needs inherent to the conduct of investigations in the event that the support of consultants external to the SB or other corporate structures is required.

The Supervisory Board keeps all information and reports referred to in this Model in a special computer and paper file, in accordance with the provisions on the protection of personal data.

i) The reports

Recipients shall promptly report to MTA's Supervisory Board any “violation,” understood as unlawful conduct or suspicion of unlawful conduct relevant under Legislative Decree no. 231/2001 of their own knowledge, in the terms provided for by Legislative Decree no. 24/2023 and described in point 4.3. In particular, any derogation, violation or suspected violation of one's own knowledge of behavioral norms set forth in the Company's Code of Ethics as well as the principles of conduct imposed in the performance of sensitive activities regulated in the Model must be considered relevant.

Reports addressed to MTA's Supervisory Board can be made

- in written form, through access to the communication channel implemented by MTA and accessible at <https://morethanaccess.trusty.report/>, which allows for confidential and possibly anonymous reporting of violations or suspected violations of the Code of Ethics and Conduct or applicable laws and regulations;
- orally, by requesting an in-person meeting with the Reporting Manager appointed by the Company to be held within a reasonable time frame (10 days from the date of the request).

The Supervisory Board evaluates all reports received and takes the initiatives it deems appropriate at its reasonable discretion and responsibility within the scope of its competences, possibly hearing the author of the report and the person responsible for the alleged violation. Any resulting decision must be justified; any consequent measures are applied in accordance with Legislative Decree No. 24/2023 and with the provisions of the chapter on the Disciplinary and Sanctions System.

The Supervisory Board, in accordance with Legislative Decree No. 24/2023, acts in such a way as to guarantee the authors of the reports against any form of retaliation, discrimination, penalization or any consequence arising from them, ensuring their

confidentiality regarding their identity, without prejudice, however, to legal obligations and the protection of the rights of MTA or the persons wrongly accused or in bad faith.

ii) The information (information flows)

The Supervisory Board establishes in its control activities the documentation that, on a periodic basis, must be submitted to its attention.

The Supervisory Board must be mandatorily provided with:

- measures and/or news from judicial police organs or any other authority, from which it can be inferred that investigations are being carried out, even against unknown persons for the types of crimes provided for in the Decree, concerning the Company;
- visits, inspections and investigations initiated by the relevant bodies (regions, regional bodies and local authorities) and, upon their conclusion, any findings and penalties imposed;
- requests for legal assistance made by the Company's insiders in the event of the initiation of legal proceedings for any of the offenses under the Decree;
- reports prepared by the corporate structures as part of their control activities, from which critical elements emerge with respect to the rules of the Decree;
- periodically, news regarding the effective implementation of the Model in all company areas/functions at risk;
- periodically, news regarding effective compliance with the Code of Ethics and Conduct at all levels of the company;
- Information on the development of activities pertaining to risk areas;
- The system of proxies and powers of attorney adopted by the Company.

Recipients shall immediately contact the Supervisory Board in the event of information and/or news, even unofficial, concerning the commission of the crimes provided for in the Decree or in any case concerning possible violations of the Model and the Code of Ethics and Conduct.

Information flows must be received by the Body, through the methods and addresses previously indicated.

ii) The information (information flows)

The Supervisory Board establishes in its control activities the documentation that, on a periodic basis, must be submitted to its attention.

The Supervisory Board must be mandatorily provided with:

- measures and/or news from judicial police organs or any other authority, from which it can be inferred that investigations are being carried out, even against unknown persons for the types of crimes provided for in the Decree, concerning the Company;
- visits, inspections and investigations initiated by the relevant bodies (regions, regional bodies and local authorities) and, upon their conclusion, any findings and penalties imposed;
- requests for legal assistance made by the Company's insiders in the event of the initiation of legal proceedings for any of the offenses under the Decree;
- reports prepared by the corporate structures as part of their control activities, from which critical elements emerge with respect to the rules of the Decree;
- periodically, news regarding the effective implementation of the Model in all company areas/functions at risk;
- periodically, news regarding effective compliance with the Code of Ethics and Conduct at all levels of the company;
- Information on the development of activities pertaining to risk areas;
- The system of proxies and powers of attorney adopted by the Company.

Recipients must immediately contact the Supervisory Board in case of information and/or news, even unofficial, concerning the commission of the crimes provided for in the Decree or in any case concerning possible violations of the Model and the Code of Ethics and Conduct.

Information flows must be received by the Body, through the methods previously indicated.

4.3 Whistleblowing - protection of the employee and/or collaborator who reports wrongdoing - Article 6, paragraph 2 *bis*, of Legislative Decree No. 231/2001 as amended by Legislative Decree No. 24/2023.

The Company has adapted its internal communication system to the regulations on *Whistleblowing* introduced by Legislative Decree No. 24/2023, to the tenor of which, for what is relevant here, the following definitions apply:

- 1) violations: behaviors, acts or omissions that harm the public interest or integrity of the entity and consist of illegal conduct relevant under Legislative Decree No. 231 of June 8, 2001, or violations of the organization and management models provided therein;
 - 2) reporting or flagging: the written or oral communication of information about violations;
 - 3) internal reporting: the communication, written or oral, of information about violations, submitted through the internal reporting channel” made available by the Company;
 - 4) reporting person: the individual who makes the report on the violations acquired within his or her work context;
 - 5) person involved: the natural or legal person mentioned in the internal report as the person to whom the violation is attributed or as a person otherwise implicated in the reported violation.”
- 4) Retaliation: any conduct, act or omission, even if only attempted or threatened, carried out on account of the report and which directly or indirectly causes or may cause the reporting person unjust damage.

Reports concerning unlawful conduct, relevant under Legislative Decree 231/2001 and based on precise and concordant factual elements, or violations (including alleged violations) of the Organization, Management and Control Model and/or the Code of Ethics and Conduct of which the Recipients of this Model have become aware by reason of their functions and within the scope of their activities, are made in

compliance with the regulatory provisions provided for *whistleblowing*, with particular reference to the protection of the reporter from any form of retaliation. .

For this purpose, the Company has equipped itself with an internal reporting channel that guarantees, including through the use of encryption tools, the confidentiality of the identity of the reporting person, the person involved and the person in any case mentioned in the report, as well as the content of the report and related documentation, in accordance with Legislative Decree No. 24/2023.

The identity of the reporting person and any other information from which such identity may be inferred, directly or indirectly, may not be disclosed, without the express consent of the reporting person himself, to persons other than those mentioned above, within the limits expressly provided for by current privacy regulations and Article 12 of Legislative Decree No. 24/2023.

In accordance with Articles 17 and 19 of Legislative Decree No. 24/2023, it is prohibited to carry out direct or indirect acts of retaliation or discrimination against the reporting person for reasons directly or indirectly related to the report.

The adoption of discriminatory measures against reporting persons may be reported to the ANAC, which may use the National Labor Inspectorate for measures within its competence, not only by the reporting person but also by the labor organization.

In accordance with the provisions in force, retaliatory or discriminatory dismissal of the reporting person is to be considered null and void, as likewise are null and void the change of duties, as well as any other retaliatory or discriminatory measures taken against him.

The burden of proof is on the employer, who will have to prove that, in the case of disputes related to the imposition of disciplinary sanctions, or to demotions, dismissals, transfers, or subjecting the reporting person to other organizational measures having direct or indirect negative effects on working conditions, subsequent to the filing of the report, such measures are based on reasons unrelated to the report itself.

Any violations of the measures to protect the reporting person, in particular any acts of retaliation or breach of confidentiality duties, acts of hindering, even if only

attempted, reporting, the adoption of reporting procedures that do not comply with Legislative Decree No. 24/2023, as well as unfounded reports made with malice or gross negligence will be punished in accordance with the provisions of Chapter 6 “The Disciplinary and Sanctions System” below.

5. Training and information

In order to ensure effective knowledge of the Model and the procedures it contains, MTA organizes specific training activities aimed at its personnel.

In particular, a course will be conducted for senior individuals, during which the contents of the Decree, the contents of the Model, responsibilities and relevant crimes will be explained.

Senior individuals will be in charge of managing a training activity to be addressed to all personnel and will be available to provide clarification and insight, should the need arise.

Senior persons must also make a declaration that they have read the Model and must undertake to comply with it and to train employees under their supervision. This statement will be kept by the Personnel Manager.

MTA will set up a dedicated area on the local computer network or a physical location where the hard copy of the Model can be kept.

The Company enforces knowledge of and compliance with the Model and the Code of Ethics and Conduct among so-called “Third Party Recipients,” such as consultants, collaborators, agents, suppliers, wholesalers, distributors, business *partners*, and additional external parties working on behalf of the Company.

Information is ensured through the circularization of an official communication or by explicit reference within contracts regarding the existence of the Model and the Code of Ethics and Conduct.

MTA shall ensure that contracts with third parties with which it does business include special clauses providing for the termination of negotiating obligations in the event of non-compliance with established ethical principles.

6. The Disciplinary System and Sanctions

6.1 Purpose of the disciplinary system

MTA's disciplinary system was developed to implement the Decree.

MTA has prepared the Model on the assumption that the application of the sanctions provided for is untied and completely independent of the conduct and outcome of any criminal proceedings initiated by the competent judicial authority.

The sanctions indicated in the Model, therefore, supplement those provided for in the law and collective bargaining. These, without prejudice to the regulatory provisions on the relationship between disciplinary and criminal proceedings, may be implemented regardless of the criminal relevance of the offending conduct.

The sanctions indicated in the Model also supplement those provided for in Article 21 of Legislative Decree No. 24/2023 on *Whistleblowing* and applied by ANAC:

- (a) when it determines that retaliation has been committed or when it determines that the report has been obstructed or attempted to be obstructed or that the duty of confidentiality has been violated;
- b) when it ascertains that reporting channels have not been established, that procedures for making and handling reports have not been adopted, or that the adoption of such procedures does not comply with the Decree, as well as when it ascertains that the verification and analysis of the reports received has not been carried out;
- c) in the case referred to in Article 16 paragraph 3 of the Decree, unless the reporting person has been convicted, even at first instance, of the crimes of defamation or slander or otherwise of the same crimes committed by reporting to the judicial or accounting authority.

The Disciplinary System applied by MTA, referring to the violation of rules of conduct provided for in the company's organizational procedures, Code of Ethics and Conduct and this Model, identifies and defines:

- default conduct;
- Penalties applicable to different categories of workers in the Company;
- The criteria for their commensuration.

6.2 Penalties applicable to Employees (Clerks and Managers)

MTA employees who violate any of the behavioral rules set forth in the Model commit a disciplinary offense.

The disciplinary measures that can be imposed against said workers-according to the provisions of Article 7 of Law No. 300 of May 30, 1970 (Workers' Statute) and any applicable special regulations-are those provided for in the sanctions apparatus of the industry CCNL, namely:

- verbal reminder
- written reminder
- fine
- suspension
- dismissal

MTA has the right to temporarily suspend as a precautionary measure a worker from service for the time strictly necessary, pending a decision on the final disciplinary measure, where serious harm to the company and/or impairment of the bond of trust may result from the misconduct ascribed to workers.

6.3 Penalties applicable to Executives

In the event of violation of the behavioral rules set forth in the Model by Managers, MTA shall apply the most appropriate disciplinary measures against them, in accordance with the provisions of the law and any provisions of the CCNL for managers.

MTA has the authority to temporarily suspend the employee from service for the time strictly necessary, pending a decision on the final disciplinary action, where serious harm to the company and/or impairment of the bond of trust may result from the misconduct ascribed to managers.

Compliance with the provisions of the Model constitutes fundamental fulfillment of the executive contract, therefore, any violation of the Model by an MTA Executive will be considered, for all purposes, as a serious breach.

6.4 Sanctions applicable in dealings with external collaborators and partners

In order to ensure the full preventive effectiveness of the Model, provisions are established to be used as the discipline of relations with external collaborators and business partners.

In particular, contracts entered into between MTA and such parties must contain a specific express termination clause that provides for the termination of the contract in the event that the counterparty violates principles set forth in the Model, integrating a danger of committing the crimes provided for in the Decree, without prejudice, however, to MTA's right to claim compensation for damages, if the counterparty's conduct is such as to result in damage to the company, as in the case of the application to it by the judge of the measures provided for in the Decree.

Suppliers, prior to the commencement of any business activity with MTA, must first undergo an audit designed to ensure that they act in compliance with applicable regulations.

For these purposes, a copy of the Model must be made available to contractual counterparts.

6.5 Types of violations of the Model and their penalties

The sanctionable conduct that constitutes a violation of the Model are as follows:

- Violation of internal procedures provided for in the Model or adoption, in the performance of activities related to sensitive activities, of conduct contrary to the requirements of the Model;
- violation of internal procedures provided for in the Model, or adoption, in the performance of activities related to sensitive activities, of conduct contrary to the requirements of the Model itself that exposes the company to the risk of committing one of the crimes referred to in the Decree;
- Adoption, in the performance of activities related to sensitive activities, of conduct contrary to the requirements of the Model, and directed unambiguously to the realization of one or more crimes;
- Adoption, in the performance of activities related to sensitive activities, of conduct manifestly different from the prescriptions of the Model, such as to

determine the concrete application against MTA of the sanctions provided for in the Decree.

The disciplinary system is subject to constant review and evaluation by the Supervisory Board and the Sole Administrator.

The Chief Executive Officer is responsible for the concrete application of the disciplinary measures described above, after hearing the line manager of the perpetrator of the conduct.