

SCAM T.P.E. SRL

MODEL OF ORGANISATION, MANAGEMENT AND CONTROL pursuant to Lgs. 231/01

GENERAL SECTION

Approved by the Board of Directors on 10/02/2024
Updated on 12/02/2024

1. SCAM T.P.E. - presentation of the Company

SCAM T.P.E. was founded in 2006 with the aim of producing axial cooling towers for the global market.

SCAM T.P.E. is committed to continuous improvement in order to raise the industry standards regarding its towers design, production methods and use of materials.

The company's success has been sustained by a strong and constant commitment to research and development.

To achieve this, SCAM T.P.E. has brought together a team of experts for the design and development of efficient cooling towers.

After extensive efforts, the new product line has been developed, tested and produced also thanks to important collaborations with major users who have allowed to verify in-field the design and operation aspects.

The company has its registered office in Turin.

The headquarters are located in Buttigliera Alta -TO-, where the offices are located.

The business object of SCAM T.P.E. is the design, supply and assembly of cooling towers and related components.

The Company also aims at research, development and production of energy saving and technological innovation products and application systems, in the field of energy saving as well as the use of eco-friendly materials.

The company may also assume representations, concession and commission mandates. It can buy, sell, get a license or grant patents for use, manufacturing processes and production lines of products of its activity.

The company may also carry out, not predominantly, all commercial, industrial, financial, movable and immovable transactions deemed necessary or useful for the achievement of the object of the company, also provide bonds and real or personal guarantees, also for the benefit of third parties and acquire shareholdings in other companies or enterprises.

1.1. The governance model

SCAM T.P.E. is a limited liability company with a traditional administration system.

The Board of Directors has all the most extensive powers of ordinary and extraordinary administration of the Company and is therefore entitled to carry out any act it deems appropriate for the implementation and achievement of the social goals, excluding only those which the law and the current statutes reserve in an imperative way to the decision of the members.

The following have been appointed to the Council:

- the Chairman;
- 2 Managing Directors, who have been given equal management and organization powers as specified in the certificate of incorporation.

The audit was assigned to an Audit Firm.

1.2. The organizational structure, functions and procurations of the company

SCAM T.P.E. is divided into areas that manage the operations of the Company:

- **HEALTH AND SAFETY**

This area is responsible for the general management of risk prevention and protection, according to the laws applicable on occupational safety.

- **QEHS MANAGEMENT**

This area is responsible for the management of the quality/safety/environment system through:

- control of management documents;
- the system overall planning;
- management of audits and improvement actions,
- reporting to management;
- management of training and qualification activities.

- **ADMINISTRATION**

This area is responsible for the administrative management and general accounting and coordination of the support overall processes.

- **HUMAN RESOURCES**

This area is responsible for managing the staff in terms of pay, social security and insurance.

- **ERP & IT**

This area is responsible for the management of the company's information system and the development of the ERP (Enterprise Resource Planning) system.

- **RESEARCH & DEVELOPMENT**

This area has operational responsibility for products research and development, coordination of new products testing activities and management of measurement instruments.

- **TECHNICAL & ENGINEERING**

This area ensures the management of the delivery of engineering activities in line with the company requirements in terms of Quality, Costs and Timing and also ensures the delivery of engineering activities, in line with contractual obligations for all execution processes.

- **CAD**

This area is responsible for managing the development of designs.

- **SALES**

This area is responsible for the management of the activities of review of offers, orders and contracts interfacing with customers and also managing any complaints.

- **QUALITY CONTROL**

This area is responsible for managing the execution and recording of product evaluation, checks and testing in accordance with the procedures and business plans as well as managing the non-compliant product.

- **PROJECT MANAGEMENT & PRODUCTION PLANNING**

This area is responsible for the coordination of orders both towards the customer and other business functions through the coordination of production, personnel and infrastructure. This area is also responsible for the product's compliance with applicable technical specifications.

- **PURCHASING & WAREHOUSE**

This area is responsible for supply management, market research, negotiation of economic conditions, evaluation of suppliers, order management and general control over what is purchased. This area for the realization of its own purposes takes care of contacts and interfaces with suppliers.

- **LOGISTICS**

This area is responsible for the management of IN/OUT logistics.

In addition, SCAM T.P.E. has prepared a Company Job Description listing the responsibilities related to the various tasks and a detailed Organizational Chart (ANNEX I) in which the entire organisational structure is schematized, as shown above.

The Organisation Chart shall specify in particular:

- the functional areas in which the company's activities are divided;
- the entities responsible for the individual organisational units;
- the lines of hierarchical dependence of individual corporate entities.

The Organization Chart is communicated to all staff through publication on the company intranet.

1.3. Internal regulations and control provisions

SCAM T.P.E. believes that the quality of services and the correct management of occupational safety and environmental issues are important factors for the continuous development of the company.

Therefore, the Company has acquired ISO 9001: 2015 certification in order to effectively organize and manage the company and ensure the compliance of its products with predefined requirements.

SCAM T.P.E. is currently defining its health and safety and environmental protection policy, based on the information contained in the management system for occupational health and safety according to ISO 45001:2018 and ISO 14001:2015, defining the health and safety policy, planning the activities that

need monitoring, highlighting roles and responsibilities, establishing control procedures and establishing a verification system.

1.4. The information system

Among the various elements which constitute the control environment, the Information System also plays a significant role.

The Information System used by SCAM T.P.E. is of traditional type based on the client - server architecture, that is a centralized server system containing the data and the main applications to which users access through their PC. It allows you to manage processes by recording operations in real time. For the main processes, it is possible to trace operations and identify the authors of the transactions.

1.5. Ethical code

The Company has adopted its own Code of Ethics which forms an integral part of the Model itself (Annex II).

The Code of Ethics is an official corporate document and, as such, it explains the rights and duties, as well as the responsibilities of the Company towards the parties (natural or legal persons) who relate to it.

In particular, the Code of Ethics expresses the commitments and ethical responsibilities in the conduct of business and corporate activities assumed by employees, collaborators in various capacities or members of SCAM T.P.E.'s governing bodies.

In this perspective, the principles contained in the Code of Ethics also constitute a useful interpretative reference in the concrete application of the Model in relation to the dynamics of the company.

The model, in fact, responds to the need to prevent, as far as possible, the commission of crimes covered by Decree through the preparation of specific rules of behavior. From this emerges the difference with the Code of Ethics, which is a general tool, aimed at promoting a "corporate deontology", but without a specific procedural.

The effectiveness of the internal control system also depends on the integrity and ethical values of the people working in the organisation and certainly of those who administer and monitor the controls. For this reason, it is necessary to achieve a close integration between the organizational Model and the Code of Ethics, in order to form a body of internal rules that aim to encourage the culture of ethics and corporate transparency.

The Code of Ethics has, therefore, binding effectiveness for the recipients.

2. CONTROL, MANAGEMENT AND ORGANIZATION MODEL

In the light of the indications provided by D.lgs 231/01, SCAM T.P.E. has considered it is in line with its corporate policy to implement the Organization, Management and Control Model, with the aim of establishing a structured and organic system of prevention, deterrence and control, aimed at reducing the risk of committing offences by identifying sensitive activities and disciplining them.

2.1. Objectives and purpose

The adoption of the Model for the Company is not only a way to benefit from the exemption provided by decree 231, but it is also a tool to improve its system of management and control of the activity.

Furthermore, by identifying the «sensitive processes» constituted by the activities most likely to be «subject to criminal offences» and their consequent procedural aspects, the Company aims to:

- make all those who work for the same fully aware as the illegal behaviors are condemned and contrary to the interests of SCAM T.P.E. even when, apparently, it could gain from it, because they are behaviors contrary to the ethical-social principles of the same as well as to legal provisions;
- make these persons aware that they may be liable to criminal and administrative penalties in the event of a breach of the provisions contained in this document;
- to establish a full awareness that illegal behaviour could lead to administrative sanctions also against the company;
- enable the Company, through constant monitoring of sensitive processes and therefore of the risks of committing a crime, to react promptly in order to prevent and combat the commission of such crimes.

2.2. Subjective scope of application

The Model is addressed to, with the consequent commitment to its constant compliance:

- the members of the Board of Directors;
- the Company's management;
- Managers and all employees;
- collaborators, agents, representatives, suppliers and business partners, or all natural and legal persons linked to SCAM T.P.E. by contractual and non-contractual relationships, other than employment or any other relationship comparable to it, when they are operating in the so-called sensitive areas of activity.

2.3. A Preliminary activity on the creation of the Organisational Model

The elements that must characterize an organizational model, to have effectiveness according to the provisions of d. lgs. 231/01, are the effectiveness and adequacy.

The effectiveness is achieved by the correct adoption and application of the Model also through the activity of the Supervisory Body that operates in the actions of verification and monitoring and, therefore, assesses the consistency between the concrete behaviors and the established Model.

The adequacy depends, instead, on the suitability, in concrete terms, of the Model to prevent the offences covered by the decree.

It is guaranteed by the existence of preventive and corrective control mechanisms, in a way that is suitable to identify those operations or "sensitive processes" that have abnormal characteristics.

Therefore, the preparation of the Model required a series of activities aimed at realizing a risk prevention and management system, in line with the provisions of d. lgs. 231/01.

The following were then analysed:

- the governance model;
- the organisational structure, functions and powers of the company;
- the internal regulations and control provisions;
- the information system;

Once the above mentioned elements have been evaluated, we analysed all the activities of SCAM T.P.E. in order to identify among the "crimes foreseen" by decree 231 those which, even if hypothetical and abstract, may be configured in the company's reality.

This activity was carried out not only in the light of the documents related to the above-mentioned aspects, but also through interviews with the main subjects of the Company.

In this context, it has always been borne in mind that the evaluation in the commentary cannot be based exclusively on the concept of "acceptable risk" as normally understood in the economic-corporate context.

In fact, from an economic point of view the risk is considered "acceptable" when the additional controls "cost" more than the resource to be protected. Obviously this logical path is not sufficient to meet the principles of decree 231. However, it is essential to identify a risk threshold, since otherwise the amount of preventive controls would become virtually infinite, with obvious consequences on the effectiveness of the Model and on the company's operational continuity. With reference to malicious acts, it is considered that the risk is adequately addressed when the system of preventive control is such that it cannot be circumvented except in a fraudulent manner, thus adhering to the normative decree of 231. As for the offences committed, the conceptual threshold of acceptability is represented by the realization of a conduct, obviously characterized by involuntariness and not in accordance with the principles and rules provided for in the Model, despite the provision of specific protocols and the punctual compliance with the supervisory obligations provided for by the Decree by the appropriate Supervisory Body. Therefore, since the Model must face both malicious and negligent assumptions, the first objective to pursue is the regulation and monitoring of activities that involve a risk of crime in order to avoid the commission. On this logical assumption, we have mapped the areas potentially exposed to crime, taking as a reference point the best practices and indications provided by the guidelines of Confindustria.

The activity was carried out in interviews with the main subjects of the Company, in the analysis of internal documents from which relevant information can be obtained and in the analysis of possible organizational controls already in place. The mapping and risk assessment activity (whose results are illustrated and analysed in the Special Parts of the Model) also involved the evaluation of procedures, operating instructions, records or documents which provide evidence of internal processes and how control activities are carried out, in order to take into account what the company has already implemented and to assess its suitability also as a crime prevention measures and control of sensitive processes.

Therefore, in the face of insufficiently supervised risk activities, interventions were identified as effective and suitable to fully address the risk.

2.4. Structure of SCAM T.P.E. organizational model

The Model, the final document of the business analysis activity, consists of:

- the **General Part** describing the Company, explains the function and principles of the Model, identifying its essential components, including the system of sanctions and the Supervisory Body.

The General Part is also composed of the following documents, for convenience identified as "Annexes", which are an integral part of it:

ANNEX I: Organization chart;

ANNEX II: Code of Ethics;

ANNEX III: Principles of the law of the Italian Republic, Decree 231/01 and s.m.i.;

ANNEX IV - Risk mapping.

In case of an update, Annex I, or the "Company Organization", is replaced without transition to the board.

However, for the updating of Annexes II, III and IV, since it is an update of the Model, approval by the Board is required.

- the individual **Special Parties** that explain and deepen the Company's operational activities in relation to certain categories of crime provided for by the Decree where potential risk-crime profiles have been identified, following the identification of "sensitive" areas with indication of the principals suitable for containing the risk. In this respect it is already clear that the main risk profiles refer to the following categories of crime-assumption:
 - A. Murder and negligent bodily harm committed in violation of health and safety regulations at the workplace;
 - B. environmental crimes;
 - C. offences against the Public Administration;

- D. offences relating to trade mark and patent infringement and offences against industry and commerce;
- E. corporate crimes and corruption offences between private individuals;
- F. cyber crime - computer crimes and illegal data processing;
- G. Receiving, Recycling and use of money, goods or utilities from illicit sources, as well as self-recycling to ensure complete and comprehensive transparency in the management of corporate financial flows;
- H. tax offences;
- I. contraband.

- the business procedures and all other documents indicated and/or referred to in the various documents listed above and that make up the Model, which govern the "sensitive processes" in relation to what has emerged and reported in the risk mapping.

These procedures and documents are referred to in the Special Parts mentioned above.

The preparation of the model, as mentioned above, has considered the sensitive processes and existing management and control procedures, defining, where deemed appropriate, any necessary implementations, in compliance with the following principles:

- The documentation of risky transactions and controls in place to prevent crimes;
- Allocation and authorities of authorisation and decision-making powers, of competences and responsibilities based on the principles of transparency, clarity and verifiability and consistent with the actual activity.

The procedures of behavior attributable to the Model are integrated, obviously, with the internal regulations already in force, with the organizational charts, the management system adopted and operating within the Company.

If critical factors should emerge in the application of the law, the Company will adapt them to meet the requirements underlying the application of the Decree.

2.5. Model update

The Organizational Model is "act of emanation of the executive body", pursuant to art. 6 co. 1 lett. a) of the law of the Italian Republic, d. 231/2001, and therefore, the competence regarding any changes and additions to the same model are prerogatives of the Administrative Body of the Company.

In particular, the Model should be modified and integrated in response to special circumstances such as, by way of an example, not exhaustive:

- regulatory changes regarding the administrative responsibility of Institutions, including any significant innovations in the interpretation of the provisions on the matter resulting from new case law and/or authoritative and shared doctrinal guidelines;
- changes in the corporate structure;
- identification of new sensitive activities, or variation of those previously identified, including possibly related to the start of new business activities, changes in the internal structure of SCAM T.P.E. and/or the way of conducting business activities;
- the commission of crimes assumed by the recipients and third parties or, more generally, in case of serious violations of the Model;
- evidence of deficiencies and/or gaps in the model's forecasts following audits on its effectiveness.

In accordance with the provisions of art. 6, paragraph 1, lett. b) of the Decree, the Supervisory Body is entrusted with the task of updating the Model.

To this end, the Supervisory Body, also with the support of the corporate functions responsible for monitoring new regulations, organizational changes and relevant to the types of activities carried out by the Company, identifies and informs the Managing Director about the need to update the Model, and provides guidance on how to carry out the related actions.

The responsible functions carry out the deliberate interventions according to the instructions received and, after consultation with the Supervisory Body, submit for approval by the Board of Directors the proposals for updating the Model resulting from the outcomes of the related project.

The Board of Directors then decides on the revision of the Model and the adoption of the modifications and additions necessary to update it, as identified at the end of the project referred to in the preceding paragraphs.

The approval on the update of the Model is communicated to the Supervisory Body, which, in turn, ensures that the updates are properly implemented and disseminated.

3. DIFFUSION OF THE ORGANIZATIONAL MODEL

SCAM T.P.E. promotes the dissemination and knowledge of the Model by all the entities identified in the previous paragraph 2.2.

3.1. Information activity

The Model with all its Attachments is published on the Company's intranet and can therefore be consulted and downloaded by all employees.

In addition, SCAM T.P.E. promotes information through:

the sending of a communication to employees and agents, signed by the CEO, which explains the principles underlying the Model and its contents;

the inclusion of the following clause in contracts signed by the Company:

"Legislative Decree N. 231/2001

SCAM T.P.E., in the conduct of business and management of internal relations refers to the principles and rules contained in its Code of Ethics and in the general part of its Organizational Model, which can be consulted on the Company's intranet the (...) is committed to operate in line with the principles and rules of this Code of Ethics;

Upon acceptance of these conditions, the (...) undertakes not to commit any of the offences provided for by D.Lgs. 231/2001 and s.m.i. whose contents it declares to know;

The (...) also notes that SCAM T.P.E. has adopted an Organization and Management Model pursuant to art. 6 of Legislative Decree no. 231/2001 e s.m.i.. To this end SCAM T.P.E. has entrusted one of its Supervisory Bodies (hereinafter OdV) with the task of monitoring the ability of the aforementioned Model to prevent the commission of the crimes referred to in D.Lgs. 231/2001 and s.m.i.; Also the General Part of the Model is available on the Company's intranet; the (...) undertakes to operate in line with the principles and rules of this document. The (...) also undertakes to provide the OdV with reports, even unofficial , on the potential commission of offences under the aforementioned Decree, using the e-mail address odv@scamtpe.it.

Access to the company network and computer systems necessary for the performance of various tasks provided by the object of the (contract) is regulated by the assignment of credentials (user id and password) provided by SCAM T.P.E. These credentials are strictly nominal and linked to the specific user assigned by (...) to perform the task for which he is responsible. The (...), in case of replacement of personnel in the performance of these duties, is required to give prompt notice to SCAM T.P.E. so that it can make the credentials of the replaced user no longer valid; The (...) acknowledges that improper use or, worse, abuse of credentials referred to in the previous paragraph constitute a crime under D.Lgs. 231/2001 and s.m.i.; The commission of the crimes indicated by D.Lgs. 231/2001 and s.m.i. by (...) will result in serious breach of the obligations set forth in these conditions and will legitimise SCAM T.P.E. to declare the relationship terminated and subject to compensation for any consequential damage .

3.1. Training and information of managers and employees

The training activity aimed at disseminating knowledge of the legislation referred to in D.Lgs. 231/2001 and the principles of the Model is differentiated, in terms of content and delivery methods, according to the qualification of the recipients, the level of risk in the area where they operate, whether or not they have representation functions for the Company.

Training can be provided at the start of the employment relationship, or as part of occupational health and safety training, or through refresher courses.

All the training programmes have a common minimum content, consisting in the illustration of the principles of D.Lgs. 231/01, the constituent elements of the Model, the individual types of crime provided for by D.Lgs. 231/01 and the behaviour considered sensitive in relation to the completion of the offences covered by the decree.

In addition to this common matrix, each training program is modulated in order to provide its users with the necessary tools for full compliance with the D.Lgs. 231/2001 in relation to the scope of operations and to the tasks of the subjects beneficiaries of the program itself.

Participation in the training programmes described above is mandatory and the topics related to the dissemination of the D.Lgs. 231/01 regulation are provided within the training area with its signature of presence.

3.2. Information to Directors and the Audit Firm

The Model is delivered to the Board of Directors at the time of formal adoption of the Model. The Audit Company shall be notified of its adoption.

4. THE DISCIPLINARY SYSTEM

The model, to be compliant with the requirements of legislative decree 231/01, must also provide, pursuant to art. 6 paragraph 2 letter. e) and 7 paragraph 4 letter. b), an appropriate disciplinary system for the violation of

rules of conduct and internal protocols referred to in this document for the purpose of preventing the offences covered by the same decree. The violation of the rules of behavior and measures provided for in the Model by an employee and/ or managers constitutes a breach of obligations arising from the employment relationship pursuant to art. 2104 c.c. and art. 2106 c.c. Disciplinary sanctions are applied irrespective of the outcome of any criminal proceedings initiated by the judicial authority, as the rules of conduct and internal procedures are binding on the addressees, regardless of whether an offence has actually been committed. The possible imposition of disciplinary sanctions should be based, as far as possible, on the principles of timeliness, immediacy and fairness. The disciplinary sanctions indicated in this chapter also apply to those who violate the protective measures adopted for reports to the Supervisory Body (referred to in paragraph 5.5. below and the procedure "Information flows to the Supervisory Body") as well as against those who, with intent or gross negligence, make alerts which are unfounded.

4.1. Measures for non-managerial employees

The compliance of employees of SCAM T.P.E. with the requirements contained in this Model is added to the obligation to fulfil the general duties of loyalty, fairness and performance of the employment contract in good faith, and it is also required for the purposes of and for the effects referred to in art. 2104 of the Civil Code.

Art. 2104 c.c., identifying the duty of «obedience» to the worker, provides that the worker must observe, in the performance of his duties, the provisions given by the employer and the employees of this one from which he is hierarchically dependent.

The violation, by employees, of the rules of behavior provided for and regulated by the SCAM Model T.P.E. is a disciplinary offence.

Compliance with the requirements of this Model and the Code of Ethics is part of the general obligation of the employee to comply with the provisions established by the management to meet the technical, organizational and production needs of the Company. The sanctions applicable are those provided for by the legislation in force, or by collective bargaining applied, which in this case is represented by the CCNL for workers employed in the metalworking industry, the procedures provided for by Law 30 May 1970 n. 300 (Workers' Statute) and the relevant provisions contained in the CCNL.

The infringements will be established and the consequent disciplinary proceedings will be initiated according to the provisions of the aforementioned legislation.

The workers will therefore be subject to the measures provided for in art.8 and following, Section Four, Title VII of the CCNL Metalworking or:

- verbal recall,
- written warning,
- fine not exceeding three hours' pay,
- suspension from work and pay for up to three days,
- Dismissal for shortcomings with notice,
- Dismissal for shortcomings without notice.

In particular, it is expected, by way of example but not exhaustive, that:

- a) He is liable to verbal recall or written warning, depending on the seriousness of the infringement, the worker who violates the Code of Ethics or adopts, in the performance of his activity, a behaviour that does not comply with the requirements of the Model (e.g. failure to follow the prescribed procedures, failure to carry out checks, etc.
- b) He is liable to the penalty of fine or suspension from work and financial treatment, the worker who, in violating the Code of Ethics or in carrying out his activity, adopts a behaviour that does not comply with the requirements of the Model, as well as performing acts contrary to the Company's interest, engages in conduct considered more serious than those sanctioned by letter a);

- c) He is liable to dismissal with notice the worker who, in carrying out his or her activity, adopts a behaviour that does not comply with the requirements of the model and clearly directed to the commission of an offence;
- b) He is liable to dismissal without notice the worker who, in carrying out his or her activity, adopts a behaviour that does not comply with the requirements of the Model and liable to result in the concrete application of the Company , even only in a precautionary, of measures provided for by the Decree.

All the forecasts for the administration of the sanction procedure provided for by the CCNL - and they are meant here recalled - remain unchanged, including:

- the obligation - in relation to the application of any disciplinary measure - of the prior contestation of the employee's charge and of the employee's hearing with regard to his or her defence;
- the obligation - except for the verbal reminder - that the objection is made in writing and that the measure is not issued until 5 days after the objection of the charge (during which the employee can present his justifications);
- the obligation to give reasons to the employee and to inform him in writing of the imposition of the measure.

The types and extent of penalties applied in each case of infringement shall be proportionate to the seriousness of the infringements; in particular, will take into account the seriousness of the conduct, including the employee's previous disciplinary record, the duties performed by the employee and the circumstances in which the action or omission was taken up and completed.

4.2. Measures against managers

The breach, by managers, of the procedures provided for in the Model or the adoption, in carrying out activities within the «sensitive processes», of behaviours not in accordance with the requirements of the same or the Code of Ethics and the commission of offences provided for by D.Lgs. 231/2001, also taking into account the particular fiduciary nature of

employment relationship, will determine the application of appropriate measures with regard to what happened and in accordance with the provisions of the current legislation and the National Collective Labour Agreement of the category applied.

4.3. Measures against directors and auditors

Upon notification of violations of the Model of Organization and Management by the members of the Board of Directors, the Supervisory Body is required to inform promptly the entire Board of Directors for the adoption of appropriate measures including, for example, the convening of the General Meeting of Members in order to take the most appropriate measures.

Upon notification of violations of the Organisational and Management Model (as applicable) by the Audit Firm, the Supervisory Body is required to inform the Board of Directors promptly for the adoption of appropriate measures.

4.4. Measures against suppliers and external collaborators

Any behaviour by external collaborators of SCAM T.P.E. which is in conflict with the guidelines provided for in this Model and that may involve the risk of committing an offence under Legislative Decree 231 may entail - according to the specific contractual clauses included in the contract or letters of appointment - the termination of the relationship, except, in any case, compensation for damages suffered by the Company.

5. THE SUPERVISORY BODY

Decree 231 provides, for the purposes of the effectiveness of the exemption provided for by art. 6, also the establishment of a Supervisory Body, within the institution, with autonomous powers of initiative and control.

5.2. The identification of the Supervisory Body

In light of the tasks that decree 231 places on the Supervisory Body, this must have the following requirements:

a) Autonomy and independence

The requirements of autonomy and independence are fundamental and assume that the OdS is not directly involved in the management activities which are the subject of its control activity, thus avoiding any influence due to the performance of operational tasks and that its decisions regarding supervisory activities cannot be subject to review by any of the company's functions.

b) Professionalism

For the proper and efficient performance of its tasks, it is essential that the OdV guarantees adequate professionalism, intended as a whole of knowledge, tools and techniques necessary to carry out the assigned task, of an inspectorial and advisory nature, also with the use of specific external expertise.

c) Good repute

The members of the OdV must not have reported sentences, even non-final, of conviction or plea for crimes provided for by D.Lgs. 231/01 or the sentence to a penalty involving ban, even temporary, on public offices or the temporary disqualification from the management of legal persons or undertakings.

d) Continuity of action

The OdV must constantly monitor the application of the Model, ensuring the continuity of this activity.

SCAM T.P.E. guarantees compliance with these requirements by identifying the OdV in a body, monocratic or collegiate, composed of external and internal subjects, with proven experience and professional competence regarding the areas deemed to be most at risk.

The characteristics of the single components are better detailed and described in the minutes of the Board of Directors approving the Model and the simultaneous appointment of the Supervisory Body.

In addition, the fulfilment of the above-mentioned requirements is also guaranteed by the provision of a fund for expenses approved - within the overall company budget - by the board of directors, which it can draw on for any functional requirement to carry out its tasks correctly: therefore, if a specific and additional professional competence is required, the OdV may use the help of external consultants appointed by it at its discretion. If considered appropriate, the OdV may request the Board of Directors, by written communication, to allocate additional human and/or financial resources during its mandate. As a further guarantee, the OdV reports to the top management, or the Board of Directors.

The definition of aspects relevant to the way in which the OdV performs its tasks, such as the type of verification and supervision activities, the management of information flows to and from the OdV, the scheduling of activities, the procedures for convening and participating in meetings, as well as the minutes of the meetings, are left to the OdV itself, which will regulate its internal functioning by means of a special regulation.

5.3. Ineligibility and resignation

The grounds for ineligibility as a component of the Supervisory Body are the prohibition, disqualification, bankruptcy or, in any case, criminal conviction (or application of the penalty on request, ex art. 444 c.p.p., c.d. plea), even not passed into law, for one of the offences provided for in Decree 231 or, in any case, for one of the penalties referred to in art. 2 of the D.M. 30 March 2000, n. 162, or that it worth the prohibition, even temporary, from public offices or the inability to exercise executive offices.

If, during the course of the assignment, a cause of revocation should occur, the member concerned is obliged to inform the other members of the OdV and the Board of Directors immediately.

The waiver by the members of the Supervisory Body may be exercised at any time and must be communicated in writing to the Board of Directors.

5.4. Term of office, revocation and forfeiture

The appointment and dismissal of the OdV are acts of the Board of Directors. The appointment is for a period of three years and may be renewed.

The termination of the OdV' duties may occur due to one of the following reasons:

- deadline of the assignment;
- the Board of Directors revokes a member or the entire body;
- the waiver of all components of the OdV, formalized by a written communication sent to the Board of Directors.

The OdV may be revoked only for cause, also in order to guarantee its absolute independence.

The following may be considered as grounds for revocation of a component, but not limited to:

- the occurrence of one of the grounds for ineligibility referred to in the preceding paragraph;
- a serious medical condition which makes him unfit to perform his supervisory duties, or a medical condition which in any event entails an absence of more than six months;
- the breach of the confidentiality obligations imposed on the members of the OdV;
- a serious negligence in the performance of the tasks related to the assignment.

For cause of revocation of the Supervisory Body as a whole, it may be understood, without being exhaustive:

- serious negligence in the performance of the duties related to the assignment;
- the application of a precautionary measure against the Company, which is connected with an "omitted or insufficient supervision" by the Supervisory Body as provided for in art.6, paragraph 1, letter. d) of the Decree;

- a judgment of conviction of the Company pursuant to the Decree, which has become final, or a criminal proceeding concluded by c.d. "plea" where it appears from the documents the "omitted or insufficient supervision".

In the event of expiry, revocation or waiver, the Board of Directors shall appoint the new OdV without delay.

In the event of termination of an single component, this remains in office until its replacement, which is provided without delay by the Board of Directors. The appointed member shall expire together with the other members of the OdV.

5.4 The tasks and powers of the Supervisory Body

In accordance with the provisions of art. 6, paragraph 1 of the Decree, the OdV is entrusted with the task of monitoring:

1. on the compliance of the recipients with the requirements of the Model as identified in paragraph 2.2.
2. the effectiveness and appropriateness of the Model in relation to the corporate structure;
2. the advisability of updating the Model, if there is a need to adapt it in relation to changes in the standard and business conditions.

To this end, the ODAs shall also be entrusted with the tasks of:

- Verify compliance with the Organisational Model and its procedures and protocols, considering that, in any case, a primary responsibility for control remains with the management operating within the sensitive processes;
- Carry out, with the coordination of the business functions involved in each case, regular targeted audits to ensure compliance with the requirements of the Model. In particular, these checks shall verify that the procedures and controls provided for are properly carried out and documented and that ethical principles are respected;
- Agree on appropriate corrective actions, if critical situations are found;

- Promote appropriate initiatives for the dissemination of knowledge and understanding of the Model, also preparing any instructions for use, clarifications or updates thereof;
- Provide the person responsible for disciplinary action with information that he becomes aware of in the course of his duties if he considers that there is reason to initiate disciplinary proceedings;
- Conduct business surveys to update the mapping of "sensitive processes", in particular when new business activities and new business processes are activated;
- Verify the adequacy of the Model to regulatory requirements and, in collaboration with corporate functions (also through appropriate meetings), assess the adequacy and updating needs of the Model.

In carrying out its activities, the OdV is expected to:

- issue regulations and service orders aimed at regulating the activity of the Supervisory Body as well as the flow of information to and from it;
- use the help of external consultants, with financial resources allocated by the Board of Directors;
- use, under its direct supervision and responsibility, the assistance of all the structures of the Company;
- contact all the entities that have specific functions within the Company to obtain any information or data deemed necessary for the performance of the tasks provided by d. .lgs. 231/2001 and this Model;
- is authorised to acquire and process all information, data, documents and correspondence relating to the activities carried out in the single business areas and deemed necessary for the performance of its activities, in compliance with the applicable regulations on personal data processing;
- carry out, even by surprise, all inspections deemed appropriate for the proper performance of its tasks.

All business functions must cooperate with the OdV and, in particular, respond promptly to requests from the OdV and make available all documentation and in any case, any information necessary for the performance of the supervisory activity.

5.5. Information flows to the Supervisory and Whistleblowing Body

The D.Lgs. 231/2001 specifies, among the requirements that the Model must satisfy, the establishment of specific reporting obligations towards the Supervisory Body by the functions of the Company, to enable the same to carry out its own supervisory and verification activities.

Law 30/11/2017 n° 179 on "Provisions for the protection of authors of crimes reports or irregularities of which they have become aware in the context of a public or private employment relationship" affects the discipline referred to in Decree 231, amending art. 6 of . Lgs. 231/2001, providing for three additional paragraphs.

In particular, the new paragraph 2 bis establishes that the organizational model shall provide for:

a) one or more channels that allow all those who act in the interest of the institution (both top and bottom position) to submit, in order to protect the integrity of the institution, substantiated reports of illegal conduct relevant to the D.Lgs. 231/2001 and based on precise and consistent facts, or violations of the organizational model adopted by the institution, of which they have become aware due to the functions performed.

These channels should ensure the confidentiality of the identity of the reporting person in the handling of the report;

b) at least one alternative reporting channel suitable to ensure, by means of computer technology, the confidentiality of the identity of the informer;

c) the prohibition of direct or indirect retaliatory or discriminatory acts against the reporting person for reasons directly or indirectly related to the reporting;

d) in the disciplinary system adopted pursuant to paragraph 2, letter e) of D.Lgs. 231/2001, sanctions against those who violate the protection measures of the informer, as well as those who make unsubstantiated reports with intent or gross negligence.

The Company has therefore implemented the procedure Information flows to the OdV as part of the Organisational Model.

Every Director, employee or collaborator of the Company is therefore obliged to transmit to the OdV all information deemed useful in order to facilitate the activity of supervision on the effectiveness of the Model, or related to events that could generate or have generated violations of the Model, of its general principles and the Code of Ethics, attempts or exceptions to its procedures, as well as their unsuitability, ineffectiveness and any other aspect potentially relevant to those purposes. The following shall be reported to the OdV, but not limited to:

- on a periodic basis: information, data, news and documents as identified in the protocols and procedures provided for by this Organizational Model;
- on an occasional basis: any other information of any kind relating to the implementation of the Model in areas of activity where there is a risk of crime, which may be useful for the performance of the Body's tasks, as well as what is formally required by the same to the single functions of the company, according to the modalities and time frames defined by the Organization itself.

In addition, they must be transmitted immediately to OdV informations on:

- anomalies, atypical situations and violations of Model 231 found in the performance of work activities included in "risk areas";
- the measures and/or reports from the judicial police, or any other authority, which reveal the conduct of investigations, also against unknown persons, for the offences specified in Decree 231;
- visits, inspections and investigations undertaken by the competent bodies (for example: ASL, INPS, INAIL, Financial Police, etc.) and, at their conclusion, any findings and penalties imposed;
- requests for legal assistance from managers, executives, employees and collaborators in case of initiation of judicial proceedings for the offences indicated in Decree 231;

reports prepared by those responsible for other business functions as part of their control activities and from which they may come facts, acts, events or omissions with critical profiles in relation to compliance with the rules of Decree 231;

- internal reports from which the responsibility of corporate entities for the cases of crime provided for in Decree 231 emerges;
- information on the disciplinary proceedings and any sanctions imposed (including measures against employees and collaborators) or the discontinuance of such proceedings, including the reasons for them.

The OdV should also be promptly informed of:

- changes in the composition of the corporate bodies;
- changes in the company's organisational structure;
- variations in delegations and powers assigned;
- participation in the formation of companies and joint venture agreements.

To improve the flow of information to the Supervisory Body, a communication channel is established, consisting of a dedicated e-mail address, and specifically odv@scamtpe.it to which any reports may be sent and whose access is reserved for the OdV members only.

In addition, a mailbox for storing paper communications shall be set up at the plant entrance.

The Supervisory Body will evaluate the reports received and may call, if it deems appropriate, both the reporter to obtain more information, and the alleged perpetrator of the violation, giving rise, in addition, to all investigations and inquiries necessary to establish the validity of the alert.

Any information acquired by the OdV, regardless of the means of communication used, shall be treated in such a way as to ensure:

- the confidentiality of the reporting person and the report submitted;

- the absence of acts of retaliation, penalisation or discrimination against whistleblowers;
- the protection of the rights of persons in relation to whom alerts were made in bad faith and subsequently found to be unfounded, without prejudice to the possibility of taking appropriate action against those who intentionally made the false alert.

The company has adopted a special procedure "Information flows to the Supervisory Body" to regulate the communications that must be forwarded to the Supervisory Body, to which reference is made.

5.6. Reporting to corporate bodies

The Supervisory Body is obliged to keep the Board of Directors informed about the programme plan of activities it intends to carry out, on activities completed during the period, on results achieved and actions taken in response to findings.

It is assigned to OdV a line of reporting on a regular, annual basis to the board through sending an information report, unless it assumes an immediate character in the presence of problems or serious findings such that it becomes necessary to give urgent communication.

The OdV may be called at any time for urgent reasons by the board and may in turn make such a request whenever it deems necessary. The meetings with the bodies concerned must be recorded and copies of the minutes kept by the ODVs.