

		Governance_Organizational_Model_231_rev_2023-11-10.docx				Page 1 of 8	
DATE		DESCRIPTION OF CHANGES					
07/11/2023		First issue					
PREPARED		SDS KNOWLEDGE COMPANY		VERIFIED	COM	APPROVED	CHAIRMAN BOARD OF DIRECTORS

INDEX

1.	Presentation	1
1.1.	Governance tools	1
1.2.	The Quality and Environmental Management System (Corporate Management System).	2
1.3.	Organizational Chart.....	2
2.	The Organizational Governance Model (MOG)	2
2.1.	The plan for the introduction and management of the MOG	2
2.2.	The MOG	2
2.3.	Relevant offenses.....	3
2.4.	Adoption, updating and adaptation of the Model	3
3.	The Supervisory Board (SB)	3
3.1.	Function of the SB	3
3.2.	Requirements	3
3.3.	Composition, appointment and term.....	4
3.4.	Withdrawal.....	4
3.5.	Causes of suspension.....	5
3.6.	Temporary impediment.....	5
3.7.	Functions and powers	5
3.8.	Information flows to and from the SB.	6
3.8.1.	Reporting of the SB to corporate bodies.....	6
3.8.2.	Disclosure to the SB	6
4.	The Sanctions System.....	7
5.	The Training and Communication Plan	7
6.	Special Part.	8
7.	Attachments	8

1. Presentation

This MOG represents the Organizational Model Governance of companies:

Finultra Spa	
Ultraflex Spa	
Uflex Srl	
Ultraflex Control Systems Srl	
I.L. Industria di Leivi Srl	

henceforth referred to as Group Companies. For a better understanding of activities, sectors and products see the www.ultraflexgroup.it

1.1. Governance tools

The organisation's governance tools that ensure the functioning of the Company can be summarised as follows:

- **Articles of Association** - in accordance with the provisions of the law in force, contemplate various provisions relating to corporate governance aimed at ensuring the proper performance of management activities.
- **System of proxies and powers of attorney** - which establishes, through the assignment of specific powers of attorney, the powers to represent or engage the Company, and, through the system of proxies, the responsibilities with regard to aspects of quality, environment and safety. The system of proxies and powers of attorney is updated when the Organisational Structure is reviewed/modified.
- **Business Management System:** system of rules and document that define for the various applicable schemes (ISO 9001 – ISO 14001 - EU Directives and Regulations, etc.)

- **Code of Ethics** - expresses the ethical and deontology principles that the Company recognizes as its own and on which it calls for compliance by all those who work to achieve the Company's objectives.
 - **Sanctioning system** – document suitable for sanctioning non-compliance with the measures indicated in the Model itself.
- The internal documentation system, as well as the constant supervision by the Authorities in charge, are a tool to safeguard the prevention of illegal conduct, including those relating to the legislation on the administrative liability of Entities.

1.2. The Quality and Environmental Management System (Corporate Management System)

As part of the improvement of their processes, the Group Companies have adopted a Management System that is certified for some schemes.

1.3. Organizational Chart

For the purposes of implementing the Organisation, Management and Control Model *pursuant to* Legislative Decree no. 231/2001, the organisational structure of each Group Company is of fundamental importance, on the basis of which the essential organisational structures, their respective areas of competence and the main responsibilities assigned to them are identified.

2. The Organizational Governance Model (MOG)

The adoption of a MOG pursuant to Legislative Decree no. 231/01, in addition to representing a reason for exemption from liability with reference to the commission of the types of offences included in the Decree, is an act of social responsibility from which benefits arise for all Stakeholders: Shareholders, Managers, employees, creditors and all other parties whose interests are linked to the fate of the Companies. The MOG has been made compliant with the requirements of Legislative Decree no. 231/01 and consistent with both the principles already rooted in the corporate culture and with the indications contained in the Confindustria Guidelines.

2.1. The plan for the introduction and management of the MOG OG

The plan adopted for the introduction of the MOG was:

- Preliminary analysis and mapping of processes: in this phase, the processes, the Managers and the activities in which the crimes referred to in Legislative Decree no. 231/2001 can be committed (i.e. those processes and activities that are commonly defined as "sensitive") have been identified. Preparatory to this identification was the analysis of the corporate and organisational structure of the Group Companies, which allowed an initial identification of sensitive processes/activities and a preliminary identification of the Departments/Functions responsible for these processes/activities;
- Risk Analysis 231 with definition of applicability and definition of risks and possible actions for each type of crime. The file includes:
 - All the crimes of reference
 - Sensitive activities
 - Referral Process
 - Damage with calculation of micro criteria
 - Probability with micro criteria
 - Risk Index
 - Improvement actions aimed at reducing business risks
- Drafting of the Model: in this last phase, the objective was to proceed with the drafting of the Organisational Model (this document), Code of Ethics, Sanctioning System and updating of the Company Procedures File. For the purposes of preparing the Model 231 in question, the Confindustria Guidelines were taken into consideration.
- Appointment of the SB and approval of the MOG by the competent Board of Directors

2.2. The MOG

Legislative Decree no. no. 231/2001 attributes, together with the occurrence of the other circumstances provided for by art. 6 and 7 of the Decree, a discriminating value for the adoption and effective implementation of organisational, management and control models to the extent that the latter are suitable for preventing, with reasonable certainty, the commission, or attempted commission, of the offences referred to in the Decree.

In particular, pursuant to paragraph 2 of art. 6 of Legislative Decree no. 231/2001, a MOG must meet the following requirements:

- identify the activities in the context of which crimes may be committed;
 - provide for specific control protocols aimed at preventing the formation of crimes;
 - identify methods of managing financial resources suitable for preventing the commission of crimes;
 - provide for information obligations towards the Supervisory Body responsible for supervising the operation and compliance with the model;
 - introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the model.
- The Model, as approved, includes:
- The identification of the company activities in which the crimes referred to in Legislative Decree no. no. 231/2001;
 - The definition of control *protocols (or standards)* in relation to the sensitive activities identified (Company Procedures file);
 - The drafting and dissemination of a Code of Ethics;
 - The creation of a Supervisory Body;
 - The definition of information flows to and from the Supervisory Body and related management;
 - The definition of a system to sanction the violation of the provisions contained in the Model;
 - The management of a training and communication plan for employees and other parties who interact with the Group Companies;
 - The definition of the procedures for updating and adapting the Model.

The above-mentioned constituent elements are represented in the following documents:

- The Organisation, Management and Control Model *pursuant to* Legislative Decree 231/01 (consisting of this document, the risk analysis and the Company Procedures distributed on the network);
- the Code of Ethics;
- The sanctioning system.

This document is divided into two parts.

The first, chapters 1-5, of a general nature, describes:

- the structure of the Group and the Governance System;
- the methodology used for the preparation of the Model and the criteria for updating and adapting the Model.
- the characteristics of the Supervisory Body, with specification of the powers, tasks and information flows concerning it;
- the sanctioning system;
- the management of Training and Communication in order to ensure knowledge of the measures and provisions of the Model;

The second of a special nature, chapter 6, which contains an extract of the risk analysis (summary of the risk analysis file that is updated according to the introduction or revision of the reference crimes).

The MOG provides, as an integral part and essential element of the control system, the Code of Ethics, which collects the ethical principles and values that form the corporate culture.

2.3. Relevant offenses

Relevant offences are analysed within the Risk Analysis. Within the Analysis, a calculation of the risk index is carried out, the results of which determine the possible management of actions aimed at reducing risks.

2.4. Adoption, updating and adaptation of the Model

The individual Boards of Directors have exclusive competence for the adoption and modification of the Model. The adoption of the MOG is approved by all the BoDs after verification by the SB.

Subsequent changes to the MOG may emerge as a result of:

- i) significant violations of the provisions of the Model;
- ii) changes in the organisational structure and/or methods of carrying out business activities;
- iii) regulatory changes (e.g. introduction and/or amendments to offences relating to 231);
- iv) results deriving from management (e.g. corrective and/or improvement actions). The

amendments are forwarded to the various Board of Directors and approved by the Presidents with verification by the SB.

The SB holds precise tasks and powers regarding the care, development and promotion of the constant updating of the Model. To this end, it formulates observations and proposals, relating to the organisation and control system, to the corporate structures in charge of this or, in cases of particular importance, to the individual BoDs which have the precise duty to take appropriate action (for example: changes to the model, organisational changes, introduction of controls, etc.).

For internal coordination, the function of the Coordinator for the Organizational Model (CMO) has been established, who plays the role of internal contact person for the SB, also for the document management of the Model.

3. The Supervisory Board (SB)

3.1. Function of the SB

On the basis of Legislative Decree no. 231/01 – art. 6, paragraph 1, letters a) and b) – the entity may be exempted from liability resulting from the commission of crimes by qualified persons *pursuant to* art. 5 of Legislative Decree no. 231/01, if the management body has entrusted a body of the entity with autonomous powers of initiative and control with the task of supervising the functioning and compliance with the Model (adopted and effectively implemented) and of taking care of it – in the sense that to "propose" - its updating (given that the drafting and updating of the same falls under the responsibility of the Board of Directors, as established in paragraph 2.4 of this document).

The SB is entrusted with the task of continuously supervising the widespread and effective implementation of the Model, its compliance by the recipients, as well as proposing its updating in order to improve its efficiency in preventing crimes and offences.

3.2. Requirements

Subjective eligibility requirements

Appointment as a member of the SB is subject to the presence of the subjective eligibility requirements.

In any case, the conviction (or plea bargain), even if it has not become final, for one of the predicate offences provided for by the Decree or, in any case, the sentence of conviction (or plea bargain), even if it has not become final, to a penalty that involves even temporary disqualification from the management offices of legal persons, constitutes a cause of ineligibility or forfeiture as a member of the SB. Any reform of the non-final conviction (or plea bargain) sentence determines the overcoming of the cause of ineligibility but does not affect the forfeiture of office.

If the above-mentioned reason for ineligibility should arise against an appointed person, he or she will automatically lose his or her office following the ascertainment of ineligibility by the Board of Directors by resolution.

Autonomy and independence

The Confindustria Guidelines identify autonomy and independence among the main requirements of the SB.

In the exercise of its functions, the SB is endowed with autonomy and independence from corporate bodies and other internal control bodies and has autonomous powers (ref. par. 3.7).

The SB operates on the basis of a specific resolution by the Board of Directors, including attendance of meetings and remuneration. In the event that it is necessary to integrate the activities, a request is made to the Board of Directors for its approval.

Furthermore, the activities carried out by the SB cannot be reviewed by any other body or company structure.

During the audits and inspections, the SB is granted the broadest powers in order to effectively carry out the tasks entrusted to it. In the exercise of their functions, the members of the SB must not find themselves in situations, even potential, of conflict of interest deriving from any reason of a personal, family or professional nature. In this case, they are required to immediately inform the other members of the Body and must refrain from participating in the relevant deliberations.

Moreover, the same Confindustria Guidelines provide that *"in the case of a mixed composition or with internal subjects of the Body, since total independence from the body cannot be required by the members of internal origin, the degree of independence of the Body must be assessed as a whole"*.

Professionality

The connotation of professionalism must be referred, also according to what is specified by the Confindustria Guidelines, to the *"baggage of tools and techniques"*. The SB must be composed of individuals with specific skills in the specialized techniques of those who carry out "inspection" activities, but also consultancy for the analysis of control systems and of a legal and, more particularly, "criminal" type necessary to effectively carry out the SB activity, so that the presence of adequate professionalism to carry out the related functions is guaranteed. Where necessary, the SB may also make use of external consultants with reference to the execution of the technical operations necessary (e.g. audit activities or updating of the model itself) for the performance of the control function. In this case, the consultants must always report the results of their work to the SB.

Continuity of action

The SB must be able to guarantee the necessary continuity in the exercise of its functions, also through the scheduling of activities and controls, the minutes of meetings and the regulation of information flows from company structures.

3.3. Composition, appointment and term

Legislative Decree no. no. 231/2001 does not provide information on the composition of the SB.

A solution has been opted for which, taking into account the purposes pursued by the law, is able to ensure, in relation to its size and organizational complexity, the effectiveness of the controls to which the SB is responsible, identifying this Body, with the presence of at least 2 members and composed of individuals identified by virtue of the professional skills gained and personal characteristics, such as control skills, independence of judgment and moral integrity.

In the choice of members, the criteria are those relating to specific professionalism and competence, integrity and absolute autonomy and independence, elements that are made known to the Board of Directors thanks to the curricula.

The individual Boards of Directors appoint and dismiss the members of the Supervisory Board. The President of the SB is elected by the SB.

Upon acceptance of the office, the members of the SB, having read the Model, with particular reference to paragraph 3 concerning the SB, and having adhered to the Code of Ethics, undertake to carry out the functions assigned to them, ensuring the necessary continuity of action and to immediately notify the Board of Directors of any event likely to affect the maintenance of the above-mentioned requirements.

The failure of a member of the SB to meet the subjective requirements determines the immediate forfeiture of his office. In the event of forfeiture, death, resignation or revocation, the Board of Directors shall promptly replace the member who has ceased.

The term of office of the members of the SB is usually 3 years.

The members of the SB with resolution of the Board of Directors are: Giovanni Lombardo and Filippo Pennati Salvadori

3.4. Withdrawal

The revocation of the members of the SB can only take place for just cause, by resolution of the Board of Directors. In this regard, "just cause" for revocation of the powers connected with the office of member of the SB means, by way of example and not limited to:

- serious negligence in the performance of the tasks related to the assignment such as: failure to draw up the annual summary information report on the activities carried out to which the Body is required; failure to draw up the supervisory programme;
- the *"omitted or insufficient supervision"* by the SB – according to the provisions of art. 6, paragraph 1, letter d), Legislative Decree no. no. 231 resulting from a conviction, even if not final, issued against the Member of the SB pursuant to Legislative Decree no. no. 231 or by a sentence of application of the penalty on request (the so-called plea bargain);
- in the case of an internal member, the assignment of functions and operational responsibilities within the company organization that are incompatible with the requirements of *"autonomy and independence"* and *"continuity of action"* proper to the SB. In any case, any organisational provision concerning him (e.g. termination of employment, transfer to another position, dismissal, disciplinary measures, appointment of a new manager) must be brought to the Board of Directors' acknowledgement;
- serious and ascertained reasons for incompatibility that nullify its independence and autonomy. Any decision concerning individual members or the entire SB is the exclusive competence of the Board of Directors.

3.5. Causes of suspension

The following are grounds for suspension from the function of member of the SB:

- the ascertainment, after appointment, that the member of the SB has held the status of member of the SB within the individual Group Company against which the sanctions provided for by art. 9 of the same Decree, for offences committed during the office;
- the circumstance that the member is the recipient of an indictment order in relation to one of the predicate crimes provided for by the Decree or, in any case, for a crime whose commission is sanctioned with even temporary disqualification from the management offices of legal persons or companies.

The members of the SB must notify the Board of Directors, under their full responsibility, of the occurrence of one of the causes of suspension referred to above. The Board of Directors, also in all other cases in which it becomes directly aware of the occurrence of one of the causes of suspension mentioned above, shall declare the suspension of the person (or subjects) against whom one of the above causes has occurred, from the office of member of the SB.

In such cases, the Board of Directors assesses the opportunity to temporarily integrate the SB, appointing one or more members, whose term of office will last for a period equal to the period of suspension. If the Board of Directors does not deem it necessary to temporarily integrate the SB, it continues to operate in its reduced composition. In such situations, for the resolutions of the SB, the Chairman of the Body is granted the power of veto.

The decision on the possible revocation of suspended members must be the subject of a resolution of the Board of Directors. The non-revoked member is reinstated in full function.

3.6. Temporary impediment

In the event that causes arise that temporarily prevent a member of the SB from carrying out his or her functions or carrying them out with the necessary autonomy and independence of judgment, he or she is required to declare the existence of the legitimate impediment and, if it is due to a potential conflict of interest, the cause from which it derives, abstaining from participating in the meetings of the body itself or in the specific resolution to which the conflict itself refers, until the aforementioned impediment persists or is removed.

By way of example, an illness or accident that lasts for more than three months and prevents participation in the meetings of the SB is a cause of temporary impediment. In such cases, the Board of Directors assesses the opportunity to temporarily integrate the SB, appointing one or more members, whose office will last for a period equal to the period of impediment. If the Board of Directors does not deem it necessary to temporarily integrate the member of the SB, the latter shall continue to operate in its reduced composition. In such situations, for the resolutions of the SB, the Chairman of the Body is granted the power of veto.

This is without prejudice to the right of the Board of Directors, when the impediment lasts for a period of more than six months, which may be extended for a further six months for no more than twice, to revoke the member or members for whom the aforementioned causes of impediment have occurred.

3.7. Functions and powers

The SB has autonomous powers of initiative, intervention and control, which extend to all sectors and functions of the Group Company, powers that must be exercised in order to effectively and promptly carry out the functions provided for in the Model and by the rules implementing the same to ensure effective and efficient supervision of the operation and compliance with the Model in accordance with the provisions of art. 6 of Legislative Decree no. No. 231.

The activities carried out by the SB cannot be reviewed by any other body or function. The verification and control activity carried out by the SB is, in fact, strictly functional to the objectives of effective implementation of the Model and cannot replace or replace the institutional control functions of the Group Company.

If the SB has not been appointed by the Board of Directors, it appoints a Chairman from among its members who is assigned the role of coordinator and to whom it can delegate specific functions.

In particular, the SB is entrusted, for the performance and exercise of its functions, with the following tasks and powers:

- regulate its operation in addition to the provisions of this chapter 3, possibly also through the introduction of a regulation of its activities;
- the planning of activities which includes the planning of meetings, audits, the management of information flows from the company structures and directed to the SB, the preparation of periodic reports to be addressed to the Board of Directors and the cost estimate;
- the activity of verifying compliance with the Model, the rules of conduct, the prevention protocols provided for by the Model / Company Management Procedures and detecting any behavioral deviations. This activity is carried out through internal audits (direct or for appointed personnel), the management of internal or external reports, the analysis of documents deemed necessary (included within the information flows);
- promote the constant updating of the MOG, with proposals to the Board of Directors - where necessary - on the identification, mapping and classification of sensitive activities, so that any updates and adjustments can be made through any changes and/or additions that may be necessary;
- promote initiatives for the dissemination of knowledge and understanding of the Model, the contents of Legislative Decree no. 231/2001, the impact of the legislation on the Company's activities and on the rules of conduct, as well as initiatives for the training of personnel and their awareness of compliance with the Model, also establishing controls on attendance;
- verify the preparation of an effective internal communication system to allow the transmission of relevant information for the purposes of the Legislative Decree no. 231/2001 guaranteeing the protection and confidentiality of the whistleblower;
- formulate and submit to the approval of the Board of Directors the expenditure forecast necessary for the proper performance of the tasks assigned, with absolute independence. This expenditure estimate, which must guarantee the full and correct performance of its activities, must be approved by the Board of Directors. The SB may autonomously commit resources that exceed its spending powers, if the use of these resources is necessary to deal with exceptional and urgent situations. In these cases, the Body must subsequently inform the Board of Directors;

- promptly report to the Board of Directors, for appropriate measures, any ascertained violations of the Model that may result in the occurrence of liability on the part of the Group Company and propose any sanctions as per the SANCTIONING SYSTEM;
 - verify and evaluate the suitability of the SANCTIONING SYSTEM pursuant to and for the purposes of Legislative Decree no. 231/2001.
- The SB does not have management powers or decision-making powers relating to the performance of the activities of the Group Company, organisational powers or powers to change the corporate structure, or sanctioning powers.
- The members of the SB, as well as the persons used by the Body, in any capacity, are required to comply with the obligation of confidentiality on all information of which they have become aware in the exercise of their functions.

3.8. Information flows to and from the SB

3.8.1. Reporting of the SB to the corporate bodies

The SB reports on the implementation of the Model, the emergence of any critical aspects, and the need for modifications. Planned communication channels from the SB to the BOD. Especially:

1. reports to the Board of Directors, making it informed, whenever it deems it appropriate, of significant circumstances and facts. The SB immediately communicates the occurrence of extraordinary situations (e.g.: significant violations of the principles contained in the Model, legislative innovations on the administrative liability of entities, etc.) and the reports received that are of an urgent nature;
2. preparation of a report to the Board of Directors with the following information:
 - summary of the activities carried out in the period and plan of activities planned for the following period;
 - any problems or critical issues that have emerged;
 - any reports received (internal and external);
 - review of the risk analysis (on an annual basis);
 - The list of corrective actions to be taken and state of the art
 - disciplinary measures and sanctions applied;
 - information on the possible commission of crimes relevant to the purposes of the Decree;
 - reporting any changes in the regulatory and/or organisational framework that require updating the Model;
 - the reporting of any situation of conflict of interest, including potential within the SB;
 - any proposals for updating the Model.

In addition to these flows, the SB has the duty to report to the Board of Directors, when necessary, or at least in the half-yearly report, facts, circumstances or organisational deficiencies found in the supervisory activity that highlight the need or opportunity to amend or supplement the Model.

The Board of Directors and the Control and Verification Bodies (Board of Statutory Auditors, Statutory Auditors and Auditors) have the right to convene the SB at any time, so that it can inform them of the activities within its competence.

All documentation relating to the activity is archived by the SB for a minimum period of 10 years.

3.8.2. Information to the SB

The methods of communication to the SB are summarized in the following table:

Document	Communication frequency (*)	Responsible
1. Corporate changes	Event	A.D. (Adm. Del).
2. Financial statements (including the notes to the financial statements and the report)	Annual	AMM
3. Minutes of the meeting Safety art. 35	Annual	RSPP
4. DVR (Risk Assessment Document on Health and Safety in the workplace)	Event	RSPP
5. Accident Register / Accident Analysis	Annual	RSPP
6. Organization chart and appointments in the field of Security	Event	HR
7. Presence of new Agency or Joint Venture mandates	Annual	AMM
8. Complaints (Quality/Environment) with legal involvement	Annual/Event	RSG
9. Sanctions from External Bodies	Event	Responsible
10. Letters of reprimand/internal measures	Event	HR
11. Internal audits of the management system in the areas of Governance, Quality, Environment and Safety.	Annual	RSG
12. External audits (by clients, bodies, authorities, corporates, etc.)	Event	Responsible
13. System Review and Improvement Plan and KPIs	Annual	A.D. - RSG
14. Corrective Action Register (Governance, Quality, Environment and Safety)	Annual	HERE
15. List of Management Procedures Revisions, SG and MOG Manual	Annual	RSG
16. Reports to the SB	Event	Dependents
17. List of public funding	Annual	COG
18. List of new/modified permissions	Annual	Responsible
19. Implementation of environmental obligations	Annual	HERE

(*) The annual deadline is approximately 31 March

4. Reporting and Whistleblowing Management

In compliance with current legislation on Whistleblowing, any form of retaliation, discrimination or penalization against those who make reports to the SB in good faith is prohibited. Each Group Company reserves the right to take any action against anyone who makes untruthful reports in bad faith.

The reports may concern, as per Legislative Decree 24/2023, violations of national or European Union regulatory provisions that harm the public interest or the integrity of the public administration or private entity, of which they have become aware in a public or private work context. Disputes are excluded: i) related to a personal interest of the whistleblower, which relate to individual employment relationships; ii) in the field of defence and national security or relating to violations already regulated in certain special sectors.

Reports can be sent in writing by sending a registered letter with return receipt to the following address of the SB (c.a. Dr. Filippo Pennati Salvadori - Via V. Veneto 5/b - 40043 Marzabotto - BO). The registered letter must also contain, in a sealed envelope, a copy of the whistleblower's identification document.

Reports can also be communicated orally to the following number of the Supervisory Body 3405565833, with a possible request for an appointment for a meeting.

The reports are managed by the members of the SB listed below:

	Supervisory Body
ODV Components	- Giovanni Lombardo - Filippo Pennati Salvadori

Without prejudice to legal obligations, the identity of the whistleblower cannot be revealed without the express consent of the whistleblower with reference to Regulation (EU) 2016/679 (General Data Protection Regulation – GDPR).

The manager (SB) shall proceed with: i) acknowledgement of receipt to the reporter within seven days of receipt; ii) assessment of the admissibility / admissibility and adequate investigation to assess the validity of the facts reported, also by requesting additional elements from the whistleblower (the SB may make use of the activity of an internal team made up of the Managers concerned to conduct the appropriate investigations and define any corrective actions at company level); iii) reply to the whistleblower within three months of the acknowledgement of receipt.

If, according to the reporter, the report through the internal channel does not lead to any result, according to the indications of Legislative Decree 24/2023, the external channel (the link to the ANAC - National Anti-Corruption Agency) website can be activated <https://whistleblowing.anticorruzione.it/#/> where the report can be made.

The choice of each Group Company to use the channel of the ANAC (National Anti-Corruption Agency) website is purely institutional, organizational and privacy.

5. The Sanctioning System

Art. 6, paragraph 2, letter e) and art. 7, paragraph 4, letter b) of Legislative Decree no. 231/2001 indicate that for the effective implementation of the MOG, a disciplinary system must be introduced to sanction non-compliance with the measures indicated in the MOG itself. Each Group Company has set up the SANCTIONING SYSTEM by revising the existing one provided for by the CCNNL.

The penalties provided for will be applied to any violation of the provisions contained in the Model regardless of the commission of a crime and the course and outcome of any criminal proceedings initiated by the judicial authority.

For the contestation, the ascertainment of infringements and the application of disciplinary sanctions, the powers already conferred, within the limits of their respective powers and competences, to the Management of each Group Company remain valid.

The SB, having received the report and carried out the appropriate investigations, formulates a proposal regarding the measures to be adopted and communicates its assessment to the competent corporate bodies based on the Sanctioning System, which will rule on the possible adoption and/or modification of the measures proposed by the SB, activating the company functions concerned.

In any case, the phases of contesting the violation, as well as those of determining and effectively applying sanctions, are carried out in compliance with the laws and regulations in force, as well as the National Workers' Agreement, where applicable.

The sanctioning system is reported in Annex 3 of this document (MOG).

6. The Training and Communication Plan

Each Group Company ensures proper internal and external dissemination of the contents of the MOG.

The MOG (this document, code of ethics, sanctioning system and Company Management Procedures) is transmitted internally to all personnel. This document is uploaded on the www.ultraflexgroup.it website.

Service providers (e.g. SB consultants / Statutory Auditors / Collaborators Agents / suppliers who operate within the sites) are notified by forwarding the Code of Ethics. For other suppliers, the reference to the Code of Ethics on the website is indicated on the Supplier Order. In the case of new hires, the WELCOME PACK is distributed to the staff, a document containing the Code of Ethics, the Policies, the Procedures, the Organization Chart.

In terms of training/information, periodic meetings are held in which the principles of the MOG of each Group Company are illustrated, these activities are managed jointly by HR and the CMO (Coordinator for the Organizational Model).

7. Special Part

Attached to this document is the Legend for the definition of the risk analysis. For each type of crime it provides:

- the crime with reference to the sources of law
- the index of application of the crime to the company's activity (0 not applicable – 1 applicable)
- sensitive activity (as a practice cited within the Company Management Procedures);
- the reference process (with reference to the business processes indicated within the Company Management

Procedures); Other aspects that impact the definition of risks (defined within the Legend) are:

- the segregation index (i.e. the presence or absence of verification or control activities on the activity in question)
- The number of operations
- the presence of proxies and/or powers of attorney (*)
- the presence of procedures, registrations and formalization

The last aspect, which impacts on risk, is the frequency of events related to the crimes in question.

In the Company Management Procedures and according to the changes made necessary by the Risk Analysis in order to reduce the commission of crimes in advance, the various roles and responsibilities for the company's activities/processes are defined.

(*) *The power of attorney is the act by which each Group Company confers on a person (attorney) the power to act in its name and on its behalf in the performance of legal acts whose effects will arise directly on the Company itself. The delegation consists in conferring a power of administrative action from the Group Company (holder of such power) to another person, who temporarily acquires the power. By way of example, the proxy can be conferred through company organizational documentation (e.g. power of attorney/communication.).*

8. Attachments

Code of Ethics.....	Annex 1
Special part – Extract from Risk Analysis – (Legend on risk definition criteria and <u>Table of Contents</u>).....	Annex 2
Sanctioning system.....	Annex 3