
Stabilimenti	ABP142PROCP3	Regione Lombardia	- 24047 Treviglio (BG)	- Via Calvenzano, 10
	ABP142COLL3	Regione Lombardia	- 24047 Treviglio (BG)	- Via Calvenzano, 10
	ABP134COLL3	Regione Lombardia	- 24047 Treviglio (BG)	- Via Calvenzano, 15
	ABP963STORP3	Regione Lombardia	- 24047 Treviglio (BG)	- Via Fissi/Casirate Vecchia
	ABP53PROCP3	Regione Veneto	- 37060 Sorgà (VR)	- Via Sabbioni, 14

ORGANISATION, MANAGEMENT AND CONTROL MODEL

of

“ECB Company S.r.l.”

SPECIAL SECTION

Drawn up in accordance with Legislative Decree No. 231 of 8 June 2001, as subsequently amended.

Approved through the minutes of the meeting of the Board of Directors on February 27th, 2020

INTRODUCTION

This Special Section relates to the activities that the Addressees, as already defined in the General Section (the Corporate Bodies, Employees, Contractors, Consultants, Suppliers and more generally all those who, for any reason, operate in Sensitive Activities on behalf or in the interest of the Company) must put in place to adopt the rules of conduct compliant with the provisions of Legislative Decree No. 231/2001 to prevent the occurrence of the offences considered therein, and any unlawful conduct. This Special Section contains, for each of the sensitive processes identified, the control protocols provided under Article 6, Paragraph 2, point b) of Legislative Decree No. 231/01.

The provisions of Chapter 5 of the General Section apply to violations of these protocols and procedures. The provisions of Chapter 7 of the General Section apply to the updating/adjustment of the Special Section. The Addressees, in carrying out their respective activities and in relation to the transactions carried out in Italy, must comply with:

- the applicable Italian or foreign laws and regulations;
- the Group's Code of Conduct;
- this Model;
- the Code of Ethics;
- other resolutions of the Board of Directors;
- service orders issued by the relevant organisational units and supervisors;
- the internal organisational procedures and specific protocols which the Company transposes into formal documents in relation to the various areas of activity, and with particular regard to crime risk areas, and which it will disseminate appropriately.

The above are kept in the records of the Company and the SB under the supervision and control of the respective departments within their remit, also tasked with updating, if necessary, and of the SB for the purposes of supervising adequacy and compliance.

The analysis that led to identifying the Sensitive Activities for the purposes of committing the offences under Legislative Decree No. 231/01 was carried out according to the risk management approach, in compliance with the Guidelines issued by trade association Confindustria and in line with the Company's specific features. The work began with an analysis of the Company's organisational structure by acquiring the following documents:

- Powers and powers of attorney;
- Existing specific organisational arrangements, procedures and protocols and organisation chart;
- Code of conduct of the parent company;
- Risk assessment document.

For each of the Crime Risk Activities areas, **the areas at risk** and the ensuing activities to which each corporate process relates and the relevant contact persons involved were identified. By conducting interviews with the contact persons, and specifically the General Manager, Chief Financial Officer, Chief Technical Officer and IT Manager, it was possible to:

- investigate the areas in which the offences under Legislative Decree No. 231/01 might be committed considering the control and monitoring activities already carried out;
- study in depth the structure of the delegation system, appropriately identifying signing and expenditure powers, so as to better assess the level of autonomy and liability of each person, as well as the degree of supervision and related reporting activities;
- identify coordination relationships with other departments and related responsibilities;
- investigate the existence of *de facto* operational practices followed but not formalised and proposing that these rules be transposed into formal documents, where deemed necessary due to the risk involved in the specific process;
- provide an initial assessment on the suitability of the operating procedures to protect against the occurrence of the risks of “Major Offences”;
- provide an initial assessment on the suitability of the information flows, the documentation filing and traceability system.

The Internal Control System

The Internal Control System adopted by ECB Company s.r.l. provides for:

- **General standards of conduct:** applicable indiscriminately to all sensitive processes by laying down principles of conduct and prohibitions that must be complied with in carrying out any activity;
- **Specific procedural standards:** applied to individual sensitive processes and containing the targeted description of the rules and behaviour required in performing the respective activities.

General behavioural standards

The Addressees of the Model must comply with the following general standards, in line with the provisions of the Code of Ethics and the Model:

- being familiar with, adhering to and complying with the ethical and moral principles of the Company in conducting its business activities;

- neither taking action on behalf of the Company in violation of applicable laws or regulations nor encouraging others (e.g., suppliers, volunteers, partners or other employees) to take such action;
- promptly informing direct supervisors of any personal interest or other circumstances that might constitute or could be regarded as a conflict of interest;
- maintaining the utmost confidentiality of information regarding the Company, suppliers or customers and staff, except where disclosure of such information is authorised or required by law;
- strictly complying with applicable environmental, health and safety laws and the public policies they represent, both in Italy and abroad in the countries where ECB operates;
- always acting with the utmost fairness in relations with contractors, suppliers, competitors and employees of the Company;
- protecting the value of fair competition by refraining from collusive, predatory and abusive behaviour or participating in agreements that are contrary to the rules governing free competition among undertakings;
- maintaining fair cooperation with public or private departments during audits, reviews or inspections;
- encouraging responsible use of technology (e.g., computers, networks, e-mail, Internet) as a work tool.

In accordance with the above, it is expressly forbidden to:

- a) take advantage, for personal gain, of opportunities to use assets, or confidential information obtained as a result of one's position at ECB;
- b) use confidential assets or information, or exploit one's position in ECB for personal, financial or other gain;
- c) make bribes or authorise corrupt offers or other unlawful payments on behalf of ECB, irrespective of the entity making the payment;
- d) provide unauthorised entertainment or make or accept expensive gifts from or to suppliers, customers, physicians, researchers or others;
- e) take actions that could be seen as an attempt to improperly influence the decision-making process of a government or its officials, offering an advantage that could be considered a bribe;
- f) engage in abusive or discriminatory behaviour, including, but not limited to, that based on sex, race, ethnic origin, nationality, religion or sexual orientation;

- g) take unfair advantage or cause damage through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, fraudulent behaviour or any other unfair practice;
- h) buy or sell securities of the Company based on undisclosed information about the Company or buy or sell securities of any other company based on undisclosed information.

For the proper implementation of the general standards described above, ECB provided the following:

- relations with public administrations or auditors are managed by persons with adequate powers for this purpose (powers of attorneys, proxies, etc.);
- agreements with suppliers, distributors, agencies and contractors are formalised in writing;
- payments and receipts are managed exclusively by employees who are authorised under the internal authorisation system and in accordance with procedures in place to ensure transparency and traceability of transactions;
- money flows are managed in accordance with the provisions of existing rules and regulations, with particular reference to anti-money laundering legislation.

Specific procedural standards

The specific procedural standards adopted are set out below and form an integral part of the Policies and Procedures:

- Rules of conduct: formalised and shared reference ethical behavioural standards for all Company staff intended to regulate the conduct inherent in carrying out the Company's activities, such as, for example, the Code of Ethics, etc.
- Internal procedures: formalised internal procedures having the following characteristics:
 - adequate dissemination within the company departments involved in the activities;
 - regulation of the manner in which activities are carried out;
 - clear assignment of responsibilities for the activities, in compliance with the principle of separation between the person who initiates the decision-making process, the person who carries it out and concludes it, and the person who supervises it;
 - traceability of actions, operations and transactions by means of appropriate documentary evidence attesting to the characteristics and reasons for the operation or transaction and identifying the persons involved at various levels (authorisation, performance, recording and verification of the operation or transaction);
 - decision-making on an objective basis, through the provision, where possible, of defined criteria and reference methods for making corporate decisions;

- Separation of roles, assignment of responsibilities, management of information flows and archiving: existence of an organisational system that meets the requirements of:
 - clarity, formalisation and communication, with particular reference to the assignment of responsibilities, the definition of a hierarchy and the assignment of operational activities;
 - correct allocation of responsibilities and provision for adequate levels of authorisation (separation of roles) so as to avoid functional overlaps and the concentration into a single person of activities with a high degree of criticality or risk.
- Monitoring : existence and documentation of control and monitoring activities involving the heads of Internal Control departments and, more generally, all company staff.

The control tasks of these bodies are defined in accordance with the following types of control:

- line controls, aimed at ensuring the correct performance of the operations and carried out by the production facilities themselves or incorporated in the procedures;
- monitoring activities, aimed at detecting anomalies and violations of company procedures and assessing the functionality of the overall system of internal controls and carried out by departments independent of the operational ones;
- supervision over the proper management of the Company, the adequacy of the organisational structures and compliance with the law and the memorandum of association.

Ultimately, the analysis took into account all the circumstances provided under Legislative Decree No. 231/2001, which led to dividing the special section of this Model into 18 “Chapters” reflecting Articles 24 to 25-*quinquiesdecies* of Legislative Decree No. 231/2001.

This Special Section was approved by the Board of Directors of ECB on February 27th, 2020

Any changes and/or additions to this document must be approved by the Board of Directors and promptly circulated to the addressees, on the proposal of the General Manager and/or the Chairperson (including severally), having consulted with the Board of Statutory Auditors.