Pacorini

Pacorini Silocaf S.r.l.

Organizational Model according to Legislative Decree n. 231 of June 8th, 2001

This document has been approved by the Board of Directors of Pacorini Silocaf S.r.l. of March 28th, 2025.

N#	First implementation of the Organizational Model	Board of Directors	18.09.2024
N1	Update due to organizational changes	Board of Directors	28.03.2025

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Index

LEGISLATIVE DECREE N. 231 OF JUNE 8TH, 2001

1.1 ADMINISTRATIVE LIABILITY OF LEGAL ENTITIES 4
1.2 CRIMES ENCLOSED IN THE DECREE 5
1.3 SANCTIONS ACCORDING TO DECREE 231 14
1.4 EXEMPT FROM ADMINISTRATIVE LIABILITY 15
1.5 CONFINDUSTRIA GUIDELINES 17
2.1 AIM OF THE MODEL 19
2.2 MODEL'S RECIPIENTS 19
2.3 BASIC ELEMENTS OF THE MODEL 20
2.4 CODE OF ETHICS AND ORGANIZATIONAL MODEL 20
2.5 PREREQUISITES OF THE MODEL 21

ALLEGATO I: MATRIX OF AREAS "AT RISK"

ALLEGATO II: ORGANIZATIONAL CHART

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Legislative Decree n. 231 of June 8th, 2001

1.1 Administrative liability of legal entities

Legislative Decree n. 231 of June 8th, 2001, which provides regulation of the "Administrative liability of juridical persons, companies and associations including those which are not bodies corporate" (hereinafter the "Decree" or "Decree 231"), entered into force on July 4th, 2001, giving execution to art. 11 of Law n. 300 of September 29th, 2000, and introduced in the italian legal system, accordingly to what previously statuted in EU law, the administrative liability of legal entities, where "legal entity" stands for limited and partnership companies and associations, including those which are not bodies corporate.

This kind of liability, even though defined as "administrative" by the legislative body, has the features of a full criminal liability, since its assessment is entrusted to a criminal judge who is in charge of the decision on the crimes carried out according to it, and also because it extends to legal entities the same procedural safeguards of a criminal trial.

The administrative liability of legal entities descends from the execution of crimes, expressely enclosed in Decree 231, carried out in the interest or to the advantage of the legal entity, by natural persons serving as representatives, or seating on administrative or senior executive positions or leading an organizational unit of the same, which is financially and functionally independent, as well as by persons which are "*de facto*" in charge of managing or controlling functions of the legal, entity. Lastly, by persons subordinated to direction or supervision of one of the abovementioned persons.

Taken into account the existence of the requisites described so far, the Decree demands the assessment of the legal entity's guilt, in order to affirm its liability. This comes from a sort of "organizational guilt", which means a lack of implementation, by the legal entity, of the necessary measures to prevent the execution of those crimes, listed in the following chapter, by the individuals expressely identified in the Decree.

If the legal entity is able to prove an effective implementation of an organizational structure which can be deemed adequate to avoid the execution of the aforementioned crimes, thanks to the adoption of an Organizational Model, it will not be deemed liable on the account of administrative liability.

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1.2 Crimes enclosed in the Decree

Crimes which may give rise to the administrative liability of the legal entity are expressely listed in the Decree 231/2001 and later amendments.

The following is the list of crimes which, as of today, is included in the scope of application of the Decree. This list, probably, will be subject to a further widening:

1. Undue receipt of disbursements, fraud to the detriment of the State, a public body or the European Union, or aimed at obtaining public funds, computer fraud to the detriment of the State or a public body, and fraud in public procurement (Artt. 24):
   - Misappropriation of public funds (Art. 316-bis of the Criminal Code);
   - Undue receipt of public funds (Art. 316-ter of the Criminal Code);
   - Disruption of the freedom of auctions (Art. 353 of the Criminal Code);
   - Disruption of the procedure for selecting a contractor (Art. 353-bis of the Criminal Code);
   - Fraud in public procurement (Art. 356 of the Criminal Code);
   - Fraud to the detriment of the State, a public body, or the European Union (Art. 640, paragraph 2, no. 1 of the Criminal Code);
   - Aggravated fraud aimed at obtaining public funds (Art. 640-bis of the Criminal Code);
   - Informatic fraud to the detriment of the State (Art. 640-ter of the Criminal Code)
   - Fraud to the detriment of the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (Art. 2 of Law 898/1986).

2. Cybercrimes and unlawful data processing (art. 24 bis):
   - Falsification of a public electronic document having evidentiary value (Art. 491-bis of the Criminal Code);
   - Unauthorized access to an IT or telematic system (Art. 615-ter of the Criminal Code);
   - Unlawful possession, dissemination, and installation of devices, codes, or other means suitable for accessing IT or telematic systems (Art. 615-quater of the Criminal Code);
   - Unlawful interception, obstruction, or interruption of IT or telematic communications (Art. 617-quater of the Criminal Code);
   - Unlawful possession, dissemination, and installation of devices or other means suitable for intercepting, obstructing, or interrupting IT or telematic communications (Art. 617-quinquies of the Criminal Code);
   - Extortion committed through cybercrimes (Art. 629, paragraph 3 of the Criminal Code);
   - Damage to information, data, and IT programs (Art. 635-bis of the Criminal Code);

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- Damage to information, data, and IT programs used by the State or by other public bodies or otherwise of public utility (Art. 635-ter of the Criminal Code);
- Damage to IT or telematic systems (Art. 635-quater of the Criminal Code);
- Unlawful possession, dissemination, and installation of devices, equipment, or software intended to damage or interrupt an IT or telematic system (Art. 635-quater.1 of the Criminal Code);
- Damage to IT or telematic systems of public interest (Art. 635-quinquies of the Criminal Code);
- Computer fraud committed by a provider of electronic signature certification services (Art. 640-quinquies of the Criminal Code)
- Violation of provisions related to the cybernetic national security perimeter (Art. 1, paragraph 11 Law Decree 21 September 2019, n. 105).

3. Organized crimes (Art. 24 ter):
   - Criminal conspiracy (Art. 416, paragraphs 1–5 of the Criminal Code);
   - Criminal conspiracy aimed at reducing or keeping a person in slavery or servitude (Art. 416, paragraph 6 of the Criminal Code);
   - Mafia-type associations, including foreign ones (Art. 416-bis of the Criminal Code);
   - Political-mafia electoral exchange (Art. 416-ter of the Criminal Code);
   - Kidnapping for the purpose of extortion (Art. 630 of the Criminal Code);
   - Offenses under Art. 74 of Presidential Decree no. 309/1990 (drug trafficking conspiracy);
   - Unlawful manufacture, importation into the State, sale, transfer, possession, and carrying in public or open places of weapons of war or war-type weapons or parts thereof, explosives, clandestine weapons, as well as multiple common firearms (Art. 407, paragraph 2, letter a), no. 5 of the Code of Criminal Procedure).

4. Embezzlement, unlawful allocation of money or movable property, extortion, undue inducement to give or promise benefits, corruption (art. 25)
   - Extortion by a public official (Art. 317 of the Criminal Code);
   - Corruption in the exercise of official duties (Art. 318 of the Criminal Code);
   - Corruption for an act contrary to official duties (Art. 319 of the Criminal Code);
   - Aggravating circumstances (Art. 319-bis of the Criminal Code);
   - Corruption in judicial acts (Art. 319-ter of the Criminal Code);
   - Undue inducement to give or promise benefits (Art. 319-quater of the Criminal Code);
   - Penalties for the briber (Art. 321 of the Criminal Code);
   - Instigation to corruption (Art. 322 of the Criminal Code);
   - Embezzlement (Art. 314 of the Criminal Code);

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- Unlawful allocation of movable property (Art. 314-bis of the Criminal Code);
- Embezzlement through exploitation of another's error (Art. 316 of the Criminal Code);
- Trafficking in unlawful influence (Art. 346-bis of the Criminal Code).

5. Counterfeiting of currency, public credit instruments, revenue stamps, and identification instruments or marks (Art. 25 bis):
   - Counterfeiting of currency, circulation and introduction into the State, by prior agreement, of counterfeit currency (Art. 453 of the Criminal Code);
   - Alteration of currency (Art. 454 of the Criminal Code);
   - Circulation and introduction into the State, without prior agreement, of counterfeit currency (Art. 455 of the Criminal Code);
   - Circulation of counterfeit currency received in good faith (Art. 457 of the Criminal Code);
   - Counterfeiting of revenue stamps, introduction into the State, purchase, possession, or circulation of counterfeit revenue stamps (Art. 459 of the Criminal Code);
   - Counterfeiting of watermarked paper used for the production of public credit instruments or of watermarked paper in general (Art. 460 of the Criminal Code);
   - Manufacture or possession of watermarks or instruments intended for the counterfeiting of currency, revenue stamps, or watermarked paper (Art. 461 of the Criminal Code);
   - Use of counterfeit or altered revenue stamps (Art. 464, paragraphs 1 and 2 of the Criminal Code);
   - Counterfeiting, alteration, or use of trademarks or distinctive signs, or of patents, models, and designs (Art. 473 of the Criminal Code);
   - Introduction into the State and marketing of products bearing false marks (Art. 474 of the Criminal Code).

6. Crimes against industry and trade, introduced by Law 99/2009 (Art. 25 bis.1):
   - Disruption of the freedom of industry or commerce (Art. 513 of the Criminal Code);
   - Unlawful competition by means of threats or violence (Art. 513-bis of the Criminal Code);
   - Fraud against national industries (Art. 514 of the Criminal Code);
   - Fraud in the conduct of business (Art. 515 of the Criminal Code);
   - Sale of non-genuine food substances as genuine (Art. 516 of the Criminal Code):
   - Sale of industrial products with misleading signs (Art. 517 of the Criminal Code);
   - Manufacture and marketing of goods made by infringing industrial property rights (Art. 517-ter of the Criminal Code);

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- Counterfeiting of geographical indications or designations of origin of agri-food products (Art. 517-quater of the Criminal Code);

7. Corporate crimes (Art. 25 ter):
    - False corporate disclosures (Art. 2621 of the Italian Civil Code);
    - False corporate disclosures involving minor materiality (Art. 2621-bis of the Civil Code);
    - False corporate disclosures by listed companies (Art. 2622 of the Civil Code);
    - Obstruction of control (Art. 2625, paragraph 2 of the Civil Code);
    - Fictitious formation of capital (Art. 2632 of the Civil Code);
    - Undue return of contributions (Art. 2626 of the Civil Code);
    - Unlawful distribution of profits and reserves (Art. 2627 of the Civil Code);
    - Unlawful transactions involving shares or quotas of the company or of the parent company (Art. 2628 of the Civil Code);
    - Transactions to the detriment of creditors (Art. 2629 of the Civil Code);
    - Failure to disclose a conflict of interest (Art. 2629-bis of the Civil Code);
    - Undue distribution of company assets by liquidators (Art. 2633 of the Civil Code);
    - Corruption between private individuals (Art. 2635 of the Civil Code);
    - Instigation to corruption between private individuals (Art. 2635-bis, paragraph 1 of the Civil Code);
    - Unlawful influence over shareholders' meetings (Art. 2636 of the Civil Code);
    - Market manipulation (Art. 2637 of the Civil Code);
    - Obstruction of the functions of public supervisory authorities (Art. 2638, paragraphs 1 and 2 of the Civil Code).
    - False or omitted statements for the issuance of the preliminary certificate (Art. 54 of Legislative Decree No. 19/2023).

8. Crimes with terrorist purposes or aimed at overthrowing the democratic order (Art. 25 quater).
    - Subversive associations (Art. 270 of the Criminal Code);
    - Associations with terrorist purposes, including international terrorism, or aimed at overthrowing the democratic order (Art. 270-bis of the Criminal Code);
    - Assistance to members of such associations (Art. 270-ter of the Criminal Code);
    - Recruitment for terrorist purposes, including international terrorism (Art. 270-quater of the Criminal Code);
    - Organization of transfers for terrorist purposes (Art. 270-quater.1 of the Criminal Code);
    - Training for activities with terrorist purposes, including international terrorism (Art. 270-quinquies of the Criminal Code);
    - Financing conduct with terrorist purposes (Art. 270-quinquies 1 of the Criminal Code);

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- Removal of goods or money subject to seizure (Art. 270-quinquies 2 of the Criminal Code);
- Conduct with terrorist purposes (Art. 270-sexies of the Criminal Code);
- Attack for terrorist or subversive purposes (Art. 280 of the Criminal Code);
- Terrorist acts involving deadly devices or explosives (Art. 280-bis of the Criminal Code);
- Acts of nuclear terrorism (Art. 280-ter of the Criminal Code);
- Kidnapping for terrorist or subversive purposes (Art. 289-bis of the Criminal Code);
- Kidnapping for coercion purposes (Art. 289-ter of the Criminal Code);
- Incitement to commit any crimes provided in Chapters One and Two (Art. 302 of the Criminal Code);
- Political conspiracy by agreement (Art. 304 of the Criminal Code);
- Political conspiracy by association (Art. 305 of the Criminal Code);
- Armed band: formation and participation (Art. 306 of the Criminal Code);
- Assistance to participants in conspiracy or armed band (Art. 307 of the Criminal Code);
- Hijacking, diversion, and destruction of an airplane (Law No. 342/1976, Art. 1);
- Damage to ground installations (Law No. 342/1976, Art. 2);
- Sanctions (Law No. 422/1989, Art. 3);
- New York Convention of December 9th, 1999 (art. 2).

9. Mutilation practices of female reproductive organs introduced by Law 7/2006 (art. 25 quater.1 - art. 583-bis c.p.).

10. Crimes against the individual personality, introduced by Law 228/2003, partially amended by Law 38/2006 and Law 199/2016 (Art. 25 quinquies):
    - Enslavery (Art. 600 of the Criminal Code);
    - Human Trafficking (Art. 601 of the Criminal Code);
    - Sale and purchase of slaves (Art. 602 of the Criminal Code);
    - Child prostitution (Art. 600-bis, paragraphs 1 and 2 of the Criminal Code);
    - Child pornography (Art. 600-ter of the Criminal Code);
    - Possession or access to pornographic material (Art. 600-quater of the Criminal Code);
    - Virtual pornography (Art. 600-quater.1 of the Criminal Code);
    - Tourist initiatives aimed at exploiting child prostitution (Art. 600-quinquies of the Criminal Code);
    - Possession of pornographic material (Art. 600-quater of the Criminal Code);
    - Illegal mediation and exploitation of labor (Art. 603-bis of the Criminal Code);
    - Grooming of minors (Art. 609-undecies of the Criminal Code).

11. Crimes of market abuse, introduced by Law 62/2005 (Art. 25 sexies):

- abuse of privileged information (art. 184 Leg. Decree 58/1998, as amended by Leg. Decree n. 107/2018 and by Law n.238/2021);
- market manipulation (art. 185 D. Lgs. 58/1998).

12. Crimes executed with transgression of anti-injury provision and with the transgression of provision on hygiene and healts on workplaces, introduced by Law 123/2007 (Art. 25 septies):
    - unintentional homicide (art. 589 c.p.);
    - unintentional personal injuries (art. 590 c.p.).

13. Receiving, laundering, and use of money, goods or assets of illicit origin, as well as self-laundering (Art. 25 octies):
    - Receiving stolen goods (Art. 648 of the Criminal Code);
    - Money laundering (Art. 648-bis of the Criminal Code);
    - Use of money, goods, or assets of illicit origin (Art. 648-ter of the Criminal Code);
    - Self money laundering (Art. 648-ter.1 of the Criminal Code).

14. Crimes related to payment instruments other than cash and fraudulent transfer of assets (Art. 25 octies.1)
    - Unauthorized use and counterfeiting of credit and payment cards (Art. 493-ter of the Criminal Code);
    - Possession and dissemination of devices, tools, or software designed to commit crimes involving payment instruments other than cash (Art. 493-quater of the Criminal Code);
    - Aggravated computer fraud involving the transfer of money, monetary value, or virtual currency (Art. 640-ter of the Criminal Code);
    - Fraudulent transfer of assets (Art. 512-bis of the Criminal Code).

15. Crimes related to copyright infringement (Art. 25 nonies):
    - Making available to the public, within a telematic network system and through any type of connection, without authorization, a work or part of a copyrighted work, and if committed in relation to a third-party work not intended for publication, or by unlawfully claiming authorship, or through distortion, mutilation, or any other modification of the work that harms the author's honor or reputation (Art. 171, paragraph 1, letter a-bis, and paragraph 3, Law No. 633/1941);
    - Unauthorized duplication of computer programs for profit; importation, distribution, sale or possession for commercial or business purposes, or rental of programs stored on media not marked by SIAE; development of tools intended to remove or bypass protection devices of computer programs (Art. 171-bis of Law No. 633/1941);
    - Unauthorized duplication, reproduction, transmission or public dissemination by any means, in whole or in part, of copyrighted works intended for television or cinema distribution, sale or rental of discs,

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tapes, or similar media, or any medium containing phonograms or videograms of musical, cinematographic or audiovisual works, or sequences of moving images; literary, dramatic, scientific, educational, musical, or musical-dramatic works, multimedia works, including those contained in collective or composite works or databases; unauthorized reproduction, duplication, transmission, dissemination, sale, commercial distribution, transfer of any kind or unlawful importation of more than fifty copies of works protected by copyright or related rights; making available in telematic network systems, through any type of connection, of a copyrighted work or part of it (Art. 171-ter of Law No. 633/1941);

- Failure to report identification data of unmarked media to SIAE or making false declarations (Art. 171-septies of Law No. 633/1941);
- Fraudulent manufacture, sale, importation, promotion, installation, modification, or use for public or private purposes of devices or device components intended for decoding audiovisual transmissions with conditional access, broadcast via airwaves, satellite, or cable, whether in analog or digital form (Art. 171-octies of Law No. 633/1941).

16. Crime of incitement not to give deposition or to give false deposition to the judiciary authority (art. 377 bis c.p.), introduced by Law n.116/2009 (Art. 25 decies).

17. Environmental crimes, introduced by Legislative Decree n. 121/2011 and by Law 68/2015 (Art. 25 undecies):
    - Environmental pollution (Art. 452-bis of the Criminal Code);
    - Environmental disaster (Art. 452-quater of the Criminal Code);
    - Environmental crimes committed with negligence (Art. 452-quinquies of the Criminal Code);
    - Trafficking and abandonment of highly radioactive material (Art. 452-sexies of the Criminal Code);
    - Aggravated conspiracy crimes under Art. 416 of the Criminal Code (Art. 452-octies of the Criminal Code);
    - Killing, destruction, capture, taking, or possession of specimens of protected wild animal or plant species (Art. 727-bis of the Criminal Code);
    - Destruction or deterioration of habitats within a protected site (Art. 733-bis of the Criminal Code).

    Crimes enclosed in the Environmental Code (Leg. Decree 152/2006):
    - Offenses related to the discharge of industrial wastewater (Art. 137 of Legislative Decree No. 152/2006);
    - Unauthorized waste management (Art. 256 of Legislative Decree No. 152/2006);
    - Offenses related to the remediation of contaminated sites (Art. 257 of Legislative Decree No. 152/2006)
    - Falsification and use of false waste analysis certificates (Arts. 258 and 260-bis of Legislative Decree No. 152/2006);

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- Illegal trafficking of waste (Arts. 259 and 260 of Legislative Decree No. 152/2006);
- Air pollution (Art. 279 of Legislative Decree No. 152/2006).

Offenses under Law No. 150 of 7 February 1992, concerning the international trade of endangered species of wild fauna and flora and the possession of dangerous animals.

Offenses under Law No. 549 of 28 December 1993, concerning the protection of the stratospheric ozone layer and the environment

Offenses under Legislative Decree No. 202 of 6 November 2007, concerning marine pollution caused by ships.

18. Employment of third-country nationals with irregular immigration status (art. 25 duodecies):
    - Offense of employing more than three foreign workers without a residence permit, with an expired permit, or employing minors under the legal working age, or employing under particularly exploitative conditions as defined in Art. 603-bis of the Criminal Code (Art. 22, paragraph 12-bis of Legislative Decree No. 286 of 25 July 1998);
    - Crimes of facilitating illegal entry (Art. 12, paragraphs 3, 3-bis, and 3-ter of Legislative Decree No. 286/1998) and aiding and abetting illegal stay (Art. 12, paragraph 5 of Legislative Decree No. 286/1998).

19. Crime of racism and xenophobia (art. 25 terdecies)
    - Propaganda and istigation to execute crimes based on reasons of racial, ethnic and religious discrimination (art. 3, paragraph 3-bis of Law 654/1975).

20. Crimes of fraud in sports competitions, abusive operation of gaming and betting and gambling by means of forbidden devices (artt. 1 and 4 of Law 401/1989), introduced by Law 39/2019 (art. 25 quaterdecies)

21. Tax crimes (art. 25 quinquiesdecies):
    - Fraudulent tax return through the use of false invoices or other documents for non-existent transactions (Art. 2, paragraph 1 of Legislative Decree No. 74/2000);
    - Fraudulent tax return through the use of invoices or other documents for non-existent transactions (Art. 2, paragraph 2 of Legislative Decree No. 74/2000);
    - Fraudulent tax return by other fraudulent means (Art. 3 of Legislative Decree No. 74/2000);
    - Incorrect tax return (Art. 4 of Legislative Decree No. 74/2000);
    - Omitted tax return (Art. 5 of Legislative Decree No. 74/2000);

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- Issuance of invoices or other documents for non-existent transactions (Art. 8 of Legislative Decree No. 74/2000);
- Concealment or destruction of accounting documents (Art. 10 of Legislative Decree No. 74/2000);
- Improper tax credit compensation (Art. 10, paragraph 4);
- Fraudulent evasion of tax payment (Art. 11).

22. Smuggling – border duties (Presidential Decree January 23, 1973, no. 43), introduced by Legislative Decree July 14, 2020, no. 75 (art. 25 sexiesdecies):
    - Smuggling due to failure to declare (Art. 78 Legislative Decree 141/2024);
    - Smuggling due to false declaration (Art. 79 Legislative Decree 141/2024);
    - Smuggling in maritime, air, and border lake goods movements (Art. 80 Legislative Decree 141/2024);
    - Smuggling by improper use of goods imported with total or partial reduction of duties (Art. 81 Legislative Decree 141/2024);
    - Smuggling in the export of goods eligible for duty refunds (Art. 82 Legislative Decree 141/2024);
    - Smuggling in temporary export and in special use and processing regimes (Art. 83 Legislative Decree 141/2024);
    - Smuggling of manufactured tobacco (Art. 84 Legislative Decree 141/2024);
    - Aggravating circumstances of the crime of smuggling manufactured tobacco (Art. 85 Legislative Decree 141/2024);
    - Criminal association aimed at smuggling manufactured tobacco (Art. 86 Legislative Decree 141/2024);
    - Aggravating circumstances of smuggling (Art. 87 Legislative Decree 141/2024);
    - Evasion of assessment or payment of excise duty on energy products (Art. 40 Legislative Decree 504/1995);
    - Evasion of assessment or payment of excise duty on manufactured tobacco (Art. 40-bis Legislative Decree 504/1995);
    - Illegal manufacture of alcohol and alcoholic beverages (Art. 41 Legislative Decree 504/1995);
    - Association for the purpose of illegal manufacture of alcohol and alcoholic beverages (Art. 42 Legislative Decree 504/1995);
    - Evasion of assessment and payment of excise duty on alcohol and alcoholic beverages (Art. 43 Legislative Decree 504/1995)
    - Aggravating circumstances (Art. 45 Legislative Decree 504/1995)
    - Alteration of devices, marks, and stamps (Art. 46 Legislative Decree 504/1995).

23. Cross-border crimes, introduced by Law 146/2006, art. 10:

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- Criminal association (art. 416 Italian Penal Code);
- Mafia-type association (art. 416-bis Italian Penal Code);
- Criminal association aimed at smuggling foreign manufactured tobacco (art. 291-quater of Presidential Decree 43/1973);
- Association aimed at illicit trafficking of narcotic or psychotropic substances (art. 74 of Presidential Decree 309/1990);
- Provisions against illegal immigration (art. 12, paragraphs 3, 3-bis, 3-ter and 5 of the Consolidated Law as per Legislative Decree 286/1998);
- Inducement not to make statements or to make false statements to the Judicial Authority (art. 377-bis Italian Penal Code);
- Personal aiding and abetting (art. 378 Italian Penal Code)

24. Crimes relating to offenses against cultural heritage (Art. 25 septiesdecies):
    - Crimes against artefacts:
        - Theft of cultural goods (art. 518-bis Italian Penal Code);
        - Embezzlement of cultural goods (art. 518-ter Italian Penal Code);
        - Receiving stolen cultural goods (art. 518-quater Italian Penal Code);
        - Forgery in private writing relating to cultural goods (art. 518-octies Italian Penal Code);
        - Violations regarding the alienation of cultural goods (art. 518-novies Italian Penal Code);
        - Illegal importation of cultural goods (art. 518-decies Italian Penal Code);
        - Illegal exit or export of cultural goods (art. 518-undecies Italian Penal Code);
        - Destruction, dispersion, deterioration, defacement, vandalism, and illegal use of cultural or landscape goods (art. 518-duodecies Italian Penal Code);
        - Forgery of works of art (art. 518-quaterdecies Italian Penal Code).

25. Crimes related to cultural property and devastation and plundering of cultural and landscape heritage (Art. 25 duodevicies):
    - Laundering of cultural property (art. 518-sexies Italian Penal Code);
    - Devastation and plundering of cultural and landscape heritage (art. 518-terdecies Italian Penal Code).

1.3 Sanctions according to Decree 231

The sanctionatory system outlined in Decree 231, whether one of the above mentioned crimes is executed, is as follows, according to Art. 9:

- fines;
- interdictive sanctions;

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- confiscation;
- sentence's publication.

More in detail, interdictive sanctions, which can be imposed even provisionally, are:

- disqualification from doing business;
- ban on contracting with the Public Administration;
- suspension or revocation of authorizations, licences or concessions, which served to the execution of the crimes;
- disqualification from tax breaks, fundings, public subsides, with revocation of those already;
- ban on advertising of goods and services.

Furthermore, the Decree establishes that, when an interdictive sanction implying the business interruption can be applied, the judge, instead of imposing said sanction, can grant the business continuation by means of a commissioner for a timespan equal to the interdictive sanction, only if one of the following conditions occur:

- the legal entity provides a public service, whose interruption could imply a major harm for the community;

- the business interruption could imply, taking into account the legal entity's dimensions and economic situation of the territory where is located, major consequences on the employment.

1.4 Exempt from administrative liability

Established the administrative liability of the legal entities, art. 6 of Decree 231 provides that the legal entity cannot be held accountable for administrative liability if :

- the Governing Body implemented, before the execution of a crime, Organizational Models which are deemed to be adequate to prevent such crime;
- the duty to control on the functioning of the Model and its abidance and to take care of its updating is given to an independent Body, whom are granted controlling powers and the right to intervene;
- those who executed the crime did elude with fraud the provisions of the Organizational Models;
- the abovementioned body cannot be held accountable for lack or insufficient

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vigilance.

The implementation of an effective Organizational Model allows the legal entity to avoid a charge of administrative liability.
A plain implementation of this document by the Governing Body, which is the Board of Directors, cannot be considered a sufficient action to exclude a liability of the legal entity, which must be able to prove that the violation, even an unwilful violation, was perpetrated by an affiliate even though an effective monitoring system was put in place to avoid such occurrence..

Regarding the effectiveness of the Model, the Decree requires that:

- it identifies the internal processes where the crimes could be executed;
- it provides detailed protocols which focus on the programming of training inside the organization and on the legal entity’s decisions regarding the crimes which need to be prevented;
- it identifies the financial resources management measures adequate to prevent the execution of the crimes;
- it provides mandatory information to be submitted to the Body appointed on the vigilance and functioning of the Model.

Law n. 179/2017, titled “*Provisions for the protection of reporters of crimes or unlawful conducts which they knew while in a working relationship, public or private*” integrated the provision of art. 6 of the Decree 231 by inserting paragraph 2-bis, which stated that the Model had to furthermore provide:

- one or more dedicated channels which allow the subjects enclosed in art. 5, paragraph 1, lett. a) and b) to submit, in order to prevent the legal entity’s integrity, detailed reports of unlawful conducts, relevant according to the provisions of Decree 231, based on clear and non-contradicting evidences of breaches of the Organizational Model, which they knew because of their duties; such channels guarantee the complete anonymity of the reporter’s identity throughout the whole process of reports’s management;
- at least one alternative channel for reports, which must be adequate to guarantee, through informatic means, the anonymity of the reporter;
- a ban of retaliation and discrimination acts, whether direct or indirect, towards the reporter and related, directly or indirectly, to the report submitted;
- sanctions against all those in breach of all measures aimed at the reporter’s integrity, and against those who willingly or with gross negligence submit unfounded reports.

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Legislative Decree no. 24 of 10 March 2023, transposing EU Directive 2019/1937, then proceeded to modify the aforementioned paragraph 2-bis of the art. 6 of Legislative Decree 231/2001 and provided an overall reform related to the reporting of violations and the related submission channels, extending the scope of application also to violations further than those of the Model.
Pacorini Silocaf S.r.l., coadiuvated by the holding company B. Pacorini S.p.A., has taken steps to adapt to the provisions of Legislative Decree 24/2023, establishing a reserved internal channel for reporting offences and adopted a dedicated procedure, which is part of the Organizational Model.

Regarding the effectiveness of the Model, the Decree requires:

- its periodical check and its amendment, if any relevant breach of its provisions is discovered, or a change in the law or in the organizational structure or business activity occur;
- the implementation of a disciplinary system, which must be adequate to provide sanctions for the non-abidance to the Organizational Model's provisions.

1.5 Confindustria Guidelines

Art. 6, paragraph 3 of the Decree espressely states that Organizational Models can be implemented according to templates of Codes of Conducts set out by industry's Unions, and transmitted to the Ministry of Justice. The latter can provide, within 30 days and jointly with other competent Ministries, any observation related to the Model's effectiveness to prevent the crimes enclosed in Decree 231.

Confindustria, in June 2021, released an update of its "*Guidelines for the implementation of the Organizational Models according to Decree 231/2001*".

The Ministry of Justice approved the new guidelines, stating that the update could be considered "*overall adequate for the purpose set out in art. 6 of the Decree*".

When defining the Organizational Models, Confindustria's guidelines provide the following steps to be made:

- risk assessment, which means the business' context analysis in order to emphasize which internal processes could be affected by the execution of the crimes enclosed in Decree 231;
- the implementation of an internal control system deemed to be adequate to prevent the identified risks, thanks to dedicated protocols.

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Pacorini

The main features of this preventive control system set out by Confindustria, which must be implemented to guarantee the Model's effectiveness are:

- the adoption of a Code of Ethics;
- a clear and formalized organization, especially relating to responsibilities, to hierarchical reporting and job descriptions;
- manual or informatic procedures providing regulations to all activities, and which set out dedicated control;
- powers of authorization and powers of signature established consistently with the organizational and management responsibilities with the provision, if requested, of a spending limit approval;
- control and management systems adequate to provide a prompt report of the occur of any critical event;
- communication to employees and their education.

Taken for granted what previously stated concerning wilful crimes, Confindustria points out more guidelines related to prevention of unwilful crimes concerning safety and health protection in workplaces and the environment, which demand:

- the implementation of an organizational structure with duties and responsibilities formally defined, and consistent with the organizational and functional scheme of the business;
- the implementation of specific operating procedures to effectively operate the environmental risk management, such as procedures' set-up and monitoring the activity related to environmental risks evaluation, the definition of organizational provisions in order to identify those who are in charge to abide to environmental laws and those who are in charge of the operations connected with environmental matters, for the planning and budgeting of the environmental-related expenses;
- education and training of the employees;

In these Guidelines, Confindustria makes clear that all features of the controlling system must respect the following principles:

- traceability, documentability, consistency and congruence of every operation;
- implementation of the segregation of functions and segregation of duties (no one is allowed to manage an entire process on its own);
- traceability of the control activity;
- implementation of a disciplinary system in connection with the breaches of the Civil Code and the Organizational Model's procedures;
- establishing of the Supervisory Board, having the requirements of independence and autonomy, professionality and continuity of action, which must receive information from the business' functions.

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In the implementation of its Organizational Model, Pacorini Silocaf S.r.l. followed Confindustria's Guidelines.

The Organizational Model of Pacorini Silocaf S.r.l.

2.1 Aim of the Model

Pacorini Silocaf S.r.l. (hereinafter the "Company") gives great importance in assuring fairness and transparency while conducting its business and in all Company's activities, in order to protect its reputation, shareholders' expectations and the job of its employees. Moreover, the Company is well aware of the importance of an internal controlling system adequate to prevent illegal behaviors from the Directors, employees and partners.

Even though the implementation of a Model is not mandatory according to the Decree, but every legal entity can make a free choice whether to implement it or not, for the abovementioned reasons Pacorini Silocaf S.r.l. S.p.A., with a resolution adopted on September 18th, 2024, decided to implement an Organizational Model, which follows the Company's strategy to put in place initiatives aimed to attract the interest of both Pacorini Silocaf S.r.l. personnel (*management* and all employees) and consultants and commercial *partners* to a fair and transparent business, to abidance of the law and the basic principles of ethics while pursuing its mission.

With the implementation of the Model, B. Pacorini S.p.A. pursues the following::

- to instill in the Model's Recipients, as identified in the following paragraph 2.2, the awareness to potentially incur, if in breach of the Model's provisions, in illegal behaviors which can imply criminals sanctions to them, and administrative sanctions to the Company;
- emphasize that such behaviors are not tolerated by the Company, since they are in breach of the law and the ethical principles of Pacorini Silocaf S.r.l., even though the Company may get an advantage of any kind out of them;
- to allow the Company, with the monitoring of risk-prone activities, to promptly intervene in order to prevent the execution of the crimes.

2.2 Model's Recipients

The provisions of this Model apply towards the Board's Directors, all employees, partners, other legal representatives and all those who are involved in high risk

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activities, even if trained and well aware of the Model’s provisions.

2.3 Basic elements of the Model

Considering the Decree’s demands, the main features developed in the Model can be summarized as follows:

- mapping of business processes and activities which are of “high risk” of execution of a crime enclosed in the Decree, which must undergo periodic monitoring;
- provision of ethical principles to those behaviors which could integrate a crime as enclosed in the Decree, derived from the Code of Ethics and from the present Model;
- protocols connected to those processes which are of “high risk” of execution of a crime, in order to provide dedicated guidelines regarding the preventive controls to adopt, adherent to the principles outlined in the Model;
- a supervisory body, with specific attributions and duties of monitoring the effectiveness and functioning of the Model;
- a sanctionary system adequate to guanteee the Model’s effective implementation, with the disciplinary sanctions applicable to the Recipients in case of breach of the Model’s provisions;
- education, awareness and distribution of the model to the Recipients;
- rules and accountability for the adoption, implementation and future amendments or integrations of the Model (Model’s update), and also for its functioning and effectiveness.

2.4 Code of Ethics and Organizational Model

Pacorini Silocaf S.r.l. wishes to conduct its business accordingly to ethical principles, to pursue its mission and its development by abiding to the law.
To that aim, the Company adhered to the principles enclosed in the Pacorini Group Code of Ethics, adopted by the holding company B. Pacorini S.p.A. on December 12th, 2023, by formally adopting, on the same date such document, which stands as a guide in the conduction of the Company’s activities and which sets out some principles of “business professional ethics” that the Company acknowledges and demands to abide to them to all Company’s bodies, to all employees and all those who have a relationship of any kind in pursing the company’s mission.

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The Code of Ethics has a general reach and it's a tool implemented by the Company, coherently with the principles shared by all companies of the Pacorini Group.

The Organizational Model, on the other hand, is an answer to the specific demands of Decree 231, with the aim of preventing the execution of certain crimes (for facts apparently executed to the advantage of the Company, but may imply an administrative liability according to the provisions of the Decree).

Since the Code of Ethics recalls certain behavioral principles adequate to prevent illegal behaviors according to the Decree, it has its own dignity in relation to the aim of the Decree and has to be considered a part of the Organizational Model.

2.5 Prerequisites of the Model

While implementing the Model, Pacorini Silocaf S.r.l. took into account the existing internal controlling system, in order to check its adequacy to prevent the execution of the felonies enclosed in the Decree in the high risk areas.

In general, the internal controlling system must guarantee, with reasonable certainty, the reach of operative targets, of information and of compliance:

- the operative target of the internal controlling system is related to the effectiveness and efficiency of the Company to use its resources, to protect itself from losses and to preserve the net worth; furthermore, this system is oriented to make sure that the personnel operates toward the pursuit of the Company's targets, not putting its own interests first;
- the information target takes shape in the prompt preparing of reliable reports for the decisional process inside and outside of the Company's organization;
- the compliance target guarantees that all operations and actions taken are conducted abiding to laws and regulations, to caution and internal procedures.

The controlling system involves every sphere of business conducted by Pacorini Silocaf S.r.l., through the separation of operative and controlling roles, this way reducing potential conflicts of interests.

In particular, considering the Company's organizational structure and size, the controlling system is based on the following features:

- Code of Ethics;
- internal system of procedures and instructions;
- informatic systems aimed at the segregation of functions;

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- management control and reporting system;
- powers of authorization and powers of signature assigned consistently with the related responsabilities;
- functions dedicated to external communications;
- internal communication and personnel's education.

At the bottom of the controlling system of Pacorini Silocaf S.r.l. are the following principles:

- every operation, transaction and action must be truthful, traceable, consistent and documented;
- no one is allowed to manage an entire process alone (segregation of duties);
- the internal controlling system must give evidence of the execution of the controls, inclusing supervising controls.

The liability connected with the proper functioning of the internal controlling system is on each Head of function, for all underlying processes linked to him.

The business controls in Pacorini Silocaf S.r.l. involve:

- business units controls, carried out by each business units on the processes they are in charge of, aimed at assuring the proper execution of the operations;
- monitoring activities, carried out by the head of each process and aimed to assuring the proper execution of the underlying activities, based on a hierarchical relationship;
- collection of data, evaluation and monitoring activities on adminstrative and accounting processes, which have an impact on the annual financial report.

Even though the existing internal controlling system described above has multiple features which can be deemed adequate for the prevention of crimes enclosed in the Decree 231, the Company, giving great importance to the demands of assuring fairness and transparency while conducting its business and its social activities, and also to the integrity of its reputation, has decided to conduct an extensive assessment of its organizational, management and control tools, in order to verify they are compliant to the basic principles and procedures already implemented to the aim of the Decree and, if necessary, to amend them.

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