ORGANIZATION, MANAGEMENT AND CONTROL MODEL

Pursuant to art. 6 of Legislative Decree 231/01

Revisions

Rev.	Nature of the review	Date of the Board of Directors resolution
0	First Issue	04/11/2023

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1. DEFINITIONS

GB SPARE PARTS or THE COMPANY	It stands for GB Ricambi S.P.A.
Decree	Refers to Legislative Decree no. 231 of 8 June 2001;
Recipients	Indicates all persons required to comply with the provisions contained in the Model, in particular: all those who operate in the name and on behalf of GB RICAMBI, including directors, statutory auditors, members of any other corporate bodies, employees, collaborators, including occasional collaborators, business partners, suppliers, as well as members of the Supervisory Board.
Entities or Entity	Pursuant to art. 1 of the Decree, indicates the entities with legal personality, GB Ricambi and associations, including those without legal personality, to which the provisions of the Decree apply and in particular the administrative liability introduced by the same;
Guidelines	Indicates the Guidelines for the construction of Organisational, Management and Control Models pursuant to Legislative Decree 231/2001 published by Confindustria in the most recent revision (June 2021);
Model	Indicates the Organisational, Management and Control Model provided for by the Decree;
Predicate offences	It indicates the offences for which the Decree has introduced the administrative liability of the Entity. These are, in particular, the types of crime identified by art. 24 et seq. of the Decree;
Consolidated Health and Safety Act	Indicates D. lgs. 81 of 9 April 2008. (c.d. Consolidated Law on the Protection of Health and Safety in the Workplace) and subsequent amendments and additions
TUF	Indicates D. lgs. 58 of 24 February 1998, Consolidated Law on Financial Intermediation and subsequent amendments and additions
Whistleblowing	Reporting by employees of any irregularities or violations of applicable regulations and internal procedures. Legislative Decree no. 24 of 10 March 2023

2. INTRODUCTION

2.1 The administrative liability regime of Entities

The adaptation of Italian legislation to some international conventions has led, in execution of the enabling law of 29 September 2000 n. 300, to the promulgation of Legislative Decree 8 June 2001 n. 231, which came into force on 4 July 2001, "*Discipline of the administrative liability of legal persons, GB Ricambi and associations also without legal personality".*

The Decree introduced into the Italian legal system the regime of administrative liability of Entities for certain crimes (indicated by Articles 24 et seq. of the Decree, the so-called Predicate Crimes) committed, or simply attempted, in the interest or to the advantage of the Entities themselves, or of one of their organizational units endowed with financial and functional autonomy, by:

(i) persons who represent, administer or manage or, even de facto, exercise the management or control of the Entity or one of its organised units (the top management pursuant to Article 5 of the Decree, paragraph 1, letter a);

(ii) subjects subject to the direction or supervision of the subjects referred to in letter (i) above (subjects subject to the direction of others pursuant to Article 5 of the Decree, paragraph one, letter b).

The administrative liability of the Entity is direct and distinct from the liability of the material perpetrator of the crime and is aimed at sanctioning the Entities for crimes committed to their advantage or in their interest.

By virtue of the liability introduced by the Decree, the Entity is therefore subject to an autonomous procedure and is liable to sanctions that can go so far as to block ordinary business activities.

In fact, in addition to financial sanctions, possible confiscation and publication of the conviction, the Decree provides that the Entity may also be subject to sanctions of a disqualifying nature (Article 9, paragraph two), such as:

- disqualification from carrying out the activity;
- the suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
- the prohibition of contracting with the Public Administration, except to obtain the performance of a public service;
- exclusion from concessions, loans, contributions or subsidies, and the possible revocation of those already granted;
- a ban on advertising goods and services.

On the basis of the provisions of art. 4, entities with headquarters in Italy may also be prosecuted for crimes committed abroad, if the legislation of the foreign country does not provide for a similar form of liability.

The administrative liability of the Entity is based on an "*organizational fault":* that is, the Entity is held administratively responsible for the crime committed by its exponent, if it has failed to give itself an organization capable of effectively preventing its implementation and, in particular, if it has failed to adopt an internal control system and adequate procedures for carrying out the activities at greatest risk of committing the crimes provided for by the Decree.

On the contrary, pursuant to art. 5 paragraph 2 of the Decree, the Entity is not liable if the above-mentioned persons have acted in their own exclusive interest or in the interest of third parties.

The processes through which to adopt such an organization and internal control system are indicated in art. 6 and 7 of the Decree, namely:

- the approval, adoption, and effective implementation, prior to the commission of a crime, of a Model suitable for preventing the commission of the Predicate Crimes provided for by the Decree. In general, and in a nutshell, the Model is considered "suitable" when the subjects who have committed the crime have acted in a deliberate and fraudulent manner in order to evade the relevant safeguards put in place by the Model itself;
- the creation of a Supervisory Body, with autonomous powers of initiative and control, responsible (i) for monitoring the effective functioning of the Model and compliance with the provisions contained therein by all recipients; (ii) the constant verification of the actual preventive effectiveness of the Model; and (iii) its updating.

The Model, based on the provisions of the Decree, with reference to the delegated powers and the possible risk of committing crimes, must:

- identify activities in the context of which offences may be committed;

- provide for specific controls aimed at planning the formation and implementation of the Entity's decisions in relation to the crimes to be prevented;
- identify ways of managing financial resources suitable for preventing the commission of crimes;
- provide for information obligations towards the Supervisory Board;
- introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model.

The adoption of the Model, although not mandatory but merely optional, is effective for the purposes of administrative liability only if accompanied by the effective and concrete implementation of the Model itself and its constant updating and adaptation.
The Judge of the criminal proceedings, in fact, is called upon to assess, as part of the procedure aimed at verifying the administrative liability of the Entity, the suitability of the Model to prevent the commission of crimes, and its concrete application and effectiveness.

2.2 History, activities and governance of GB RICAMBI

GB Ricambi is a company operating in the metalworking sector and specifically engaged in the design, production and sale of spare parts for tractors, agricultural and earthmoving machinery.

The company has a board of directors composed of nr. 3 directors with joint powers with regard to acts of extraordinary administration or for so-called significant transactions.

The Employer for safety purposes, with delegation of function in the field of Environment and Safety in the workplace and in the workplace is, as per the resolution of the Board of Directors of 16 December 2021, Dr. Fabrizio Saporita

From an organizational/managerial point of view, the company has implemented and certified the following management systems:

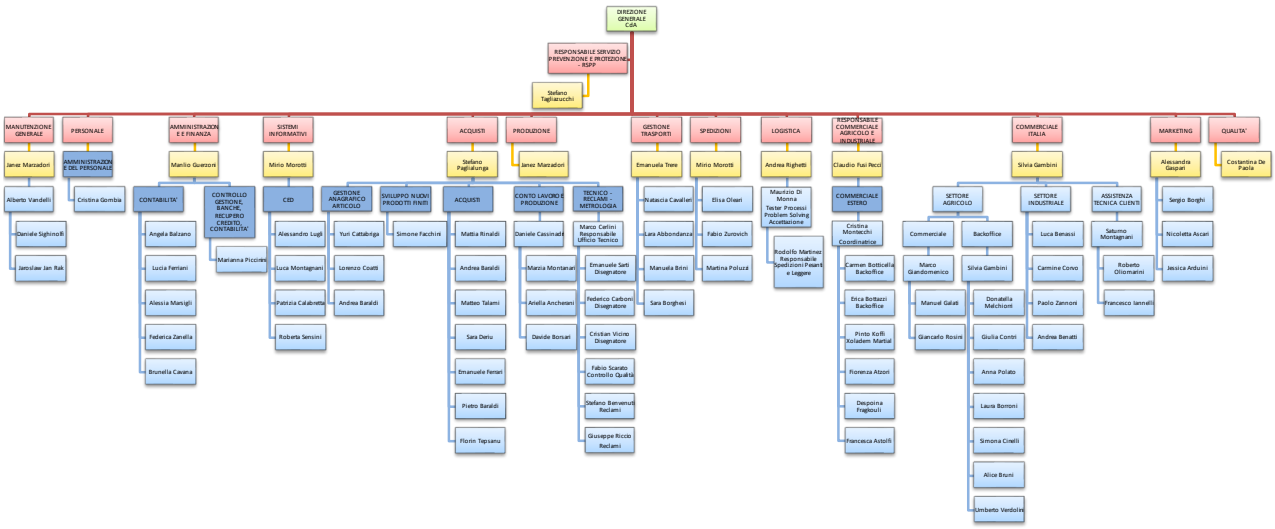
ISO 9001 quality certified by DNV

2.3 Summary of the main company data:

Company Name	*GB RICAMBI S.P.A.*
Company form:	S.P.A.
Share capital	3.563.182,00
Legal and Operational Headquarters	Nonantola (MO) Via di Mezzo 67/A CAP 410015 Hamlet: Casette
Operations	Nonantola (MO) Via di Mezzo 67/A CAP 410015 Hamlet: Casette
Telephone	+39 059 583111
Tax Code and VAT Number	01930221203
REA	MO – 327915

2.4 Company Organizational Chart

ORGANIGRAMMA AZIENDALE
GB RICAMBI SPA - SEDE NONANTOLA



07.02.2024 rev.44
Direzione Generale - Fabrizio Saporita

3. ORGANIZATIONAL AND MANAGEMENT MODEL

3.1 Function of the Model

The purpose of the Model is to put in place a structured system of protocols and procedures, together with a series of control and verification activities, suitable for preventing, or at least reducing, the risk of committing the Predicate Offences by the Recipients of the Model.
The Model aims, among other things, to:

- reiterate that such forms of unlawful conduct are strongly condemned by GB RICAMBI as they are contrary not only to the provisions of the law, but also to the ethical and social principles that inspire GB RICAMBI to carry out its business activities;

- allow GB RICAMBI, thanks to an action of identification of the areas of activity in which crimes may be committed, and the implementation of procedures, to intervene promptly to prevent or in any case combat the commission of crimes.

It follows that qualifying aspects of the Model are, in addition to what has been highlighted above:

- raising awareness and training of all Recipients of the behavioural provisions and procedures aimed at ensuring compliance with the Model;
- the mapping of the areas of activity of GB RICAMBI in relation to which the Predicate Offences may be committed;
- the provision and attribution to the Supervisory Board of GB RICAMBI of specific autonomous powers of initiative and supervision over the effectiveness and proper functioning of the Model;
- the control and documentation of high-risk transactions;
- respect for the principle of separation of duties;
- the definition of authorisation powers consistent with the responsibilities assigned;
- the verification of the Recipients' business behaviour, as well as the functioning and updating of the Model.

3.2 Model Structure

The Model is composed of a "General Part" and several "Special Parts", drawn up in relation to the types of Offences, a prerequisite for which GB RICAMBI has deemed there to be a risk of commission by the Recipients by virtue of the Activity carried out by it.
GB RICAMBI has also adopted a Code of Ethics, in which the company has formalized the principles that inspire the exercise of its business activities.
With regard to the prevention of the crimes referred to in Legislative Decree 231/01, the original text of the Decree was limited to identifying, as Predicate Crimes, some crimes against the Public Administration and others against property through fraud (Articles 24 and 25). Subsequent legislative interventions have expanded the number of Predicate Offences for which the administrative liability of the Entity can be configured, which has therefore been gradually extended. To date, therefore, there are:

- Computer Crimes (art. 24-bis);
- Crimes of Organized Crime (art. 24-ter)
- Forgery of coins, public credit cards and revenue stamps (art. 25-bis);
- Offences against industry and commerce (Art. 25 bis 1);
- Corporate crimes and corruption between private individuals (art. 25-ter);
- Crimes with the aim of terrorism or subversion of the democratic order, as well as the practices of mutilation of the female genital organs (art. 25-quarter);
- Offences against the individual personality (art. 25-quinquies);
- Offences of insider dealing and market manipulation (art. 25-sexies) together with the other cases of market abuse referred to in art. 187 – quinquiesTUF;
- Crimes of manslaughter and serious and very serious bodily injury committed in violation of the rules for the protection of health or safety at work (art. 25-septies);
- Crimes of money laundering, receiving stolen goods and use of money, goods or utilities of illegal origin as well as self-laundering (art. 25-octies);
- Offences relating to non-cash payment instruments (Article 25-octies 1);
- Offences relating to copyright infringement (art. 25 novies);
- Offences against judicial activity (art. 25i);
- Environmental crimes (art. 25j);
- Employment of illegally staying third-country nationals (Article 25k);
- Offences of racism and xenophobia (Art. 25l);

- Fraud in sports competitions, abusive gaming or betting and games of chance carried out by means of prohibited machines (Art. 25-quaterdecies);
- Tax offences (Art. 25-quinquiesdecies);
- Smuggling Offences (Art. 25 sexiesdecies);
- Crimes Against Cultural Heritage (Art. 25 – septiesdecies)
- Laundering of cultural property and devastation and looting of cultural and landscape property (Art. 25k)
- Liability of entities for administrative offences dependent on crime (for those who operate in the virgin olive oil supply chain) Art.12, L.9/2013;
- Transnational crimes (if committed in a transactional manner) L.146/2006;

In order to define which of the above-mentioned offences could affect, even potentially, GB Ricambi and for which it is therefore necessary to implement prevention work, a preliminary Assessment and Gap Analysis activity was carried out to map processes and risks with the collaboration of a consulting company expert in the field and specifically appointed. Should the list of offences provided for in Legislative Decree 231/01 be amended and/or supplemented, the Board of Directors of GB RICAMBI, also at the request of the Supervisory Board, shall adopt specific resolutions to supplement the Model with the inclusion of new *Special Parts* relating to offences which, as a result of further legislative interventions, should expand the scope of the Entity's administrative liability.

3.3 The Organizational Model in general

In accordance with the provisions of art. 6 of the Decree (and according to the aforementioned Guidelines), the Organization and Management Model must aim at three fundamental purposes:

I) Identification of the Corporate Activities in the context of which the Offences may be committed: risk mapping

Art. 6, paragraph 2, letter a) of the Decree requires first of all that the Model provides for the so-called risk mapping: it is therefore necessary to analyse the overall activity carried out by GB RICAMBI and to identify the operational or decision-making phases that involve the risk of committing the predicate Offences.

Given the legislative interventions that have led to a progressive extension of the Predicate Offences, and also given the changes that may occur both on the corporate structure of GB RICAMBI and on the activities carried out by it, the risk mapping can never be said to be definitive and unchangeable but, on the contrary, must be subject to continuous control and revision and must also be constantly updated.

GB RICAMBI, with the support of the Supervisory Board, will therefore review and integrate, where necessary, the risk mapping whenever necessary due to further legislative interventions, changes in the corporate structure of GB RICAMBI, or even just in consideration of changes in the circumstances and/or methods with which GB RICAMBI carries out its business activities.

II) Establishment of a preventive control system

Pursuant to art. 6, paragraph 2 letter b) of the Decree, once the risk mapping has been completed, it is necessary to provide for specific protocols aimed at planning the formation and implementation of the Entity's decisions in the identified risk areas.

To this end, the specific measures defined (also with reference to expressly specified internal procedures) capable of preventing or in any case significantly reducing the risk of committing crimes are indicated in the individual Special Parts of this Model.

In addition to these procedures, which have a preventive purpose, the Supervisory Board is expressly recognized as having the power/duty to carry out subsequent checks on individual transactions or individual corporate conduct.

Like risk mapping, the procedures and remedies adopted can never be said to be definitive: their effectiveness and completeness must, on the contrary, be subject to continuous re-evaluation by the company and the Supervisory Board, which also has the main task of proposing to the Board of Directors the improvements, additions and changes it deems necessary from time to time.

III) Designation of the Supervisory Board.

The third purpose of the Model is the identification of a Supervisory Body that provides, on the basis of the Decree:

- constant monitoring of compliance with the provisions of the Model, as well as with the specific provisions and procedures set up to implement it, by all Recipients;
- the constant and continuous assessment of the adequacy of the risk mapping and procedures described in points I) and II);
- the proposal to the Board of Directors of all the necessary amendments.

The Supervisory Board may be monocratic or collegial, internal or external to GB RICAMBI but in any case always and completely autonomous and independent, as better specified in point 4 of this Model.

3.4 Special Parts

As specified, this Model is also divided into a number of Special Parts, each dedicated to the different categories of Predicate Offences for which, on the basis of the risk mapping carried out pursuant to the Decree, GB RICAMBI has deemed there to be a risk of commission within it.
Each Special Section, in addition to the description of the criminal offences examined, contains the identification of the company areas considered particularly at risk, as well as a precise indication of the procedures adopted to avoid or at least reduce the commission of offences.
In the following Special Sections, the following cases will therefore be examined

I) Offences against the Public Administration (Special Section "A");
II) Computer crimes and unlawful processing of data as well as crimes in the field of copyright (Special Section "B");
III) Organised crime offences (Special Section "C");
iii) Crimes against industry and commerce (Special Section "D");
iv) Corporate Crimes and Corruption between Private Individuals (Special Section "E");
v) Market abuse (Special Section "F");
vi) Manslaughter and serious or very serious negligent injuries, committed in violation of accident prevention regulations, on the protection of hygiene and health at work (Special Part "G");
vii) Offences relating to receiving stolen goods and money laundering (Special Section "H");
vii) Offences relating to copyright infringement (Special Section "I");
(viii) environmental offences (Special Section "L");
ix) Irregular work (Special Section "M");
x) Tax offences (Special Section "N");

As a result of the risk mapping carried out in the current year 2023, GB RICAMBI has decided not to include in this Model the additional types of offences for which, in any case, the administrative liability of the Entity is provided for and this in consideration of the fact that, based on the results of the analysis, there are no real and concrete/significant risks of committing such crimes, taking into account the specific business activities carried out by GB Ricambi. Therefore, at least for the time being, the other types of offences not included in this list have been excluded

3.5 The implementation of the Decree by GB RICAMBI

In light of the desire to operate in a transparent and correct manner, also to protect its corporate reputation, as well as that of its shareholders, directors and employees, GB RICAMBI has deemed it appropriate, and in line with its corporate philosophy, to proceed with the adoption and implementation of this Model, and its subsequent constant updating.
The Model also aims to raise awareness among all Recipients, in order to guide their work towards principles of fairness and transparency and, at the same time, to avoid and prevent any risk of committing crimes in the context of company activities.

The Model has been prepared by GB RICAMBI with reference to its specific organization, size and structure, the prescriptions and rules of the Decree, the case law on the subject, as well as the Guidelines drawn up by the trade associations and, in particular, those drawn up by Confindustria (in the latest version, published in June 2021).
This Model has been adopted by the Board of Directors of GB RICAMBI with a specific resolution.
In addition, the Board of Directors has appointed the Supervisory Body, currently composed of 2 professionals from outside the organization, with proven professional experience.

3.6 Mapping of Processes at risk, identification of potential risks and analysis of the existing control system

As already mentioned above, on the basis of the provisions of the Decree and the indications provided by the Guidelines, GB RICAMBI has provided for the mapping of risks, identifying, within its company, the areas that are particularly at risk of committing any of the Predicate Crimes.
Here, the methodology used for risk mapping will be briefly illustrated.
GB RICAMBI first of all proceeded with the analysis of the constituent elements of the Predicate Crimes, in order to identify and define the concrete conducts that, within the company's activities, could carry out the various criminal cases.
Secondly, GB RICAMBI proceeded with the analysis of the company's reality, in order to identify the areas and sectors most at risk. The identification of these areas at risk was carried out with the support of the external consultants of the company IURE CONSULTING S.r.l. of Modena, experts in the field of Legislative Decree 231/01 and specifically appointed for the purpose that, analyzing the reality of GB RICAMBI on the basis of interviews with Directors, Process Managers and the analysis of some sample documents among those used for the management of company activities.
GB RICAMBI then proceeded to draw up, within the risk areas identified during the initial evaluation analysis, the procedures and protocols deemed appropriate in order to ensure the adequacy and efficiency of the model in relation to the provisions of the Decree. The results of the above-mentioned risk mapping activities will be described in detail in the individual Special Parts, where the procedures and measures prepared by GB RICAMBI in order to avoid or at least minimize the risk of committing the Predicate Crimes will also be illustrated.
The critical issues were identified by evaluating, for each trial declared, the one exposed to the risk of committing a crime. The Risk Index (IR) indicates the relationship between the estimated probability of occurrence of the event and the level of reliability of any control systems designed to prevent the occurrence of the crime itself.

In summary:

IR (risk index) = P (probability of occurrence of the event) × S (Control systems already in place to prevent the occurrence of the event in question)

S = Control systems already in place to prevent the occurrence of the event in question.

Below are the reference scales relating to probability:

0	**Impossible event**
1	Highly unlikely event
2	Unlikely event
3	Average Probable Event
4	Highly probable event

Here are the reference scales relating to the level of management control:

Levels of management control	
1	Managed/processed, complete records
2	Partially managed/processed, with full registrations
3	Partially managed/processed, with partial registrations
4	Unmanaged/processed, partial registration process
5	Unmanaged/processed, unlogged process

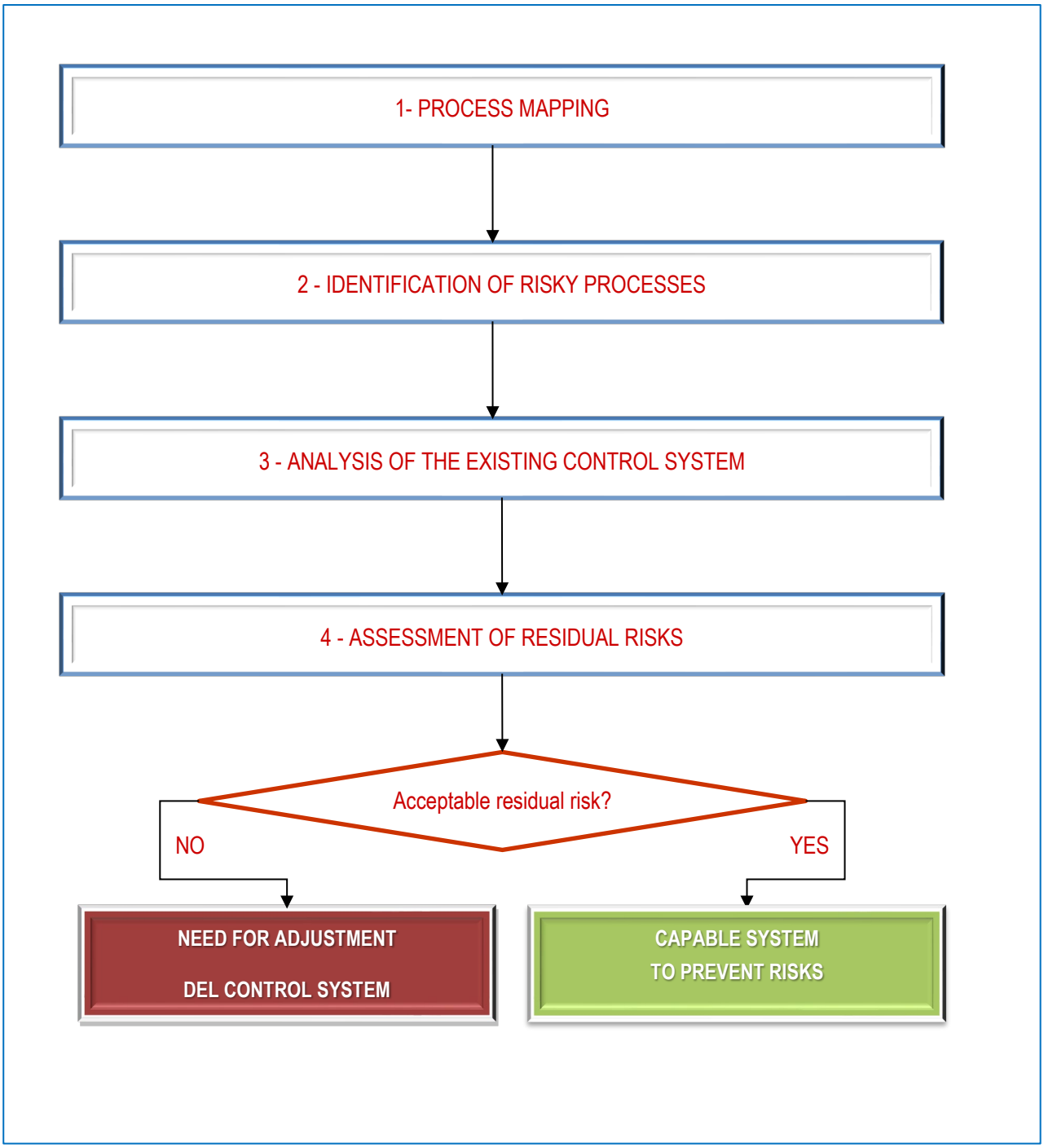
On the basis of the risk matrices indicated, it follows that, according to the table below:

S / P	1	2	3	4	5
0	0	0	0	0	0
1	1	2	3	4	5
2	2	4	6	8	10
3	3	6	9	12	15
4	4	8	12	16	20

If:

- IR ≤ 5 The risk is minimal and you don't need to take any special action
- 5 < IR ≤ 10 The risk is medium; The aspect is to be managed or deepened in the organizational model
- IR > 10 The risk is high and requires the initiation of timely reduction actions as well as inclusion in the organizational model

Below is a summary of the logical path followed, also known as the "Risk Management Process":



3.7 Recipients of the Model

The recipients of the rules and prescriptions contained in this Model and therefore required to comply with it in full are, in general, all those who operate in the name and on behalf of GB RICAMBI, including directors, members of any other

corporate bodies, employees, collaborators, including occasional collaborators, business partners, suppliers, and members of the Supervisory Board.

4. SUPERVISORY BOARD

4.1 Identification of the Supervisory Board

The Supervisory Body of GB RICAMBI is a body with autonomous powers of initiative and control with the task of supervising the functioning and compliance with the Model and providing for its updating.
The Supervisory Body of GB RICAMBI can be either monocratic or collegial with a composition of up to 3 members, to be chosen from among subjects with proven competence and professionalism who, on the occasion of the first meeting, will adopt a specific regulation for the functioning of the same.
The Supervisory Board is appointed by the Board of Directors of GB RICAMBI and remains in office for the duration indicated at the time of appointment or, in the absence of such term, for three years. Subsequently, if another Supervisory Body is not promptly appointed, the appointed Supervisory Body remains in office until the date of revocation or re-appointment by the Board of Directors. Its members can hold the office for several terms, with no limit on the number of offices.
The following are grounds for ineligibility or revocation as members of the Supervisory Board:
i) conviction, even with a non-final sentence or application of the penalty at the request of the parties, for crimes punished by way of intention, with the exclusion of culpable crimes, with the exception of those provided for and punished by articles 589 and 590 paragraph 3 of the Criminal Code, committed in violation of accident prevention regulations and on the protection of hygiene and health in the workplace, as well as contraventions that involve the application of an additional penalty referred to in art. 19 of the Criminal Code, or provided for by specific legal provisions;
ii) in any case, any conviction, even if not final, which involves the application of an additional penalty referred to in art. 19 of the Criminal Code or provided for by specific legal provisions;
iii) the application of a personal or patrimonial security measure, the application of a personal or patrimonial prevention measure or the application of a personal or patrimonial anti-mafia prevention measure;
iv) the declaration of disqualification or incapacity pursuant to the Civil Code, as well as the conflict of interest with GB RICAMBI.
The application of a personal precautionary measure (pre-trial detention in prison or in a place of care, house arrest, prohibition and obligation to stay, obligation to report to the Judicial Police, prohibition of expatriation) and the application of an interdictory measure (suspension from the exercise of a public office or service, prohibition of expatriation) and the application of a disqualification measure (suspension from the exercise of a public office or service, temporary prohibition on the exercise of certain professional and entrepreneurial activities).
The Supervisory Board and its members will be subject to the provisions of the Civil Code on mandate.

4.2 Prerogatives and resources of the Supervisory Board

The Supervisory Board may avail itself of the collaboration of persons belonging to the various company activities, if their specific knowledge and skills are necessary for particular analyses and for the evaluation of specific operational and decision-making steps of GB RICAMBI's activity.
In any case, the Supervisory Board will have the right, if the need arises to make use of professionals not present within it, or in any case in the organization chart of GB RICAMBI, to use the advice of external professionals.
The Supervisory Board, at the beginning of its mandate, and subsequently on an annual basis, may submit to the Board of Directors of GB RICAMBI a request for an annual expenditure budget to be disbursed by GB RICAMBI and in particular:
• the Supervisory Board will submit to the Board of Directors the request for the availability of the amount corresponding to the annual budget with sufficient detail of the expenses and costs to be incurred for the proper fulfilment of the mandate;

• The Board of Directors may not reasonably refuse to provide for the disbursement of this amount, it being understood that the Supervisory Board may use it, autonomously and without prior authorization, for the purposes set out in this Model;
• this amount must cover the expenses that, according to estimates, the Supervisory Board will have to incur in the exercise of its functions (it being understood that any costs relating to human or material resources made available by GB RICAMBI are not part of the budget);
If, due to extraordinary events or circumstances (i.e., outside the ordinary course of the Supervisory Board's activities) it becomes necessary for the Supervisory Board to make available sums in addition to the amount indicated above, the Chairman of the Supervisory Board must make a reasoned request to the Board of Directors of GB RICAMBI indicating in reasonable detail the reasons and facts underlying such request. The request for additional funds may not be rejected by the Board of Directors without good reason.

4.3 Functions and powers of the Supervisory Board

The Supervisory Board of GB RICAMBI is entrusted with the task of:
- supervise compliance with the provisions of the Model and the documents that may be linked to it by the Recipients, taking any necessary initiative;
- supervise the real effectiveness, efficiency and effective capacity of the provisions of the Model, in relation to the corporate structure, to prevent the commission of the Predicate Offences;
- act as a reference point for employees, managers, directors and collaborators who, in compliance with the obligations set out in the Code of Ethics and the legislation on whistleblowing, wish to report any relevant information relating to the violation of the model pursuant to Legislative Decree 231/01 and unlawful conduct suffered or carried out by other parties inside or outside the company;
- Ensure the protection of any whistleblowers of criminal situations and/or unlawful conduct in relation to their confidentiality and protection from retaliation of any kind (who may then direct their reports to the Supervisory Board's mailbox).
- verify the advisability of updating and adapting the procedures governed by the Model, formulating the appropriate proposals to the Board of Directors;
- report any violations of the Model to the Board of Directors so that it can take the consequent measures.
Without prejudice to the obligation to supervise compliance with the Model and the procedures indicated therein attributed to the Supervisory Board, its actions cannot be reviewed by the Board of Directors, except for reasons relating to non-compliance with the mandate conferred.
In particular, the Supervisory Board of GB RICAMBI will achieve the aforementioned purposes through:
- reconnaissance of the company's activities, for the purpose of periodically verifying the implementation of the provisions of the Model as well as updating the mapping of risk areas within the corporate context;
- the request for periodic or specific information to individual company functions in relation to the activities considered to be at risk. The information requested by the Supervisory Board must be promptly provided by the departments involved without omissions or alterations of any kind to ensure that the Body has a certain and concrete view of the activities being monitored; to this end, it should also be noted that the Supervisory Board must constantly receive information on the evolution of the risk areas, and has free access to all the relevant company documentation.
- coordination with other company functions (also through special meetings) for the better monitoring of activities in the areas identified at risk of committing the predicate crimes;
- coordination with the heads of the company functions for the various aspects relating to the implementation of the Model;
- the control of the actual presence and regular keeping of the required documentation in accordance with the provisions of the individual Special Parts of the Model for the different types of crimes;
- any other control, both periodic and targeted, on the actual performance of individual operations, procedures or activities within GB RICAMBI that is appropriate;
In addition, the Supervisory Board will:

- verify the adequacy of the rules in place in relation to any transformations, modifications and expansions of the company's activities;
- report to the Board of Directors any deficiencies in the Model and any related proposals for modification or improvement.
- consequently take care of the updating of the rules of conduct of the individual Special Parties;
- verify the validity of the standard clauses aimed at implementing sanctioning mechanisms (e.g. those for the termination of contracts with regard to business partners, collaborators or suppliers) if violations of the provisions of the Decree are ascertained;

the Supervisory Board shall prepare an information report for the Board of Directors, at least annually.

Finally, and in accordance with the provisions of art. art. 6, paragraph 1 letter b) of the Decree, the tasks of monitoring and updating the Model assigned to the Supervisory Board of the Model are divided into three different types of checks:

- *checks on documents:* the Supervisory Board will periodically verify the main corporate deeds and any contracts of significant importance concluded by GB RICAMBI in the areas of risk;
- *checks on procedures:* the Supervisory Board will periodically verify the effective implementation of this Model;
- *checks on reports and measures:* the Supervisory Board will examine each report received during the year, the actions taken in this regard, the events and episodes considered most risky, as well as the effectiveness of knowledge among all Recipients of the content of the Model and of the hypotheses of offences for which the administrative liability of the entity is envisaged.

The Supervisory Board shall report on the results of this audit, albeit briefly, in the report prepared annually by the Supervisory Board for the Board of Directors and the Board of Statutory Auditors.

5. INTERNAL INFORMATION FLOWS

5.1 Communications and reports to the Supervisory Board

It is possible to contact the Supervisory Board of GB RICAMBI in three ways:

- Personal contact with one of the members and possible joint drafting of a document addressed to the Supervisory Board;
- E-mail communication to the odv@grupporemark.it mailbox;
- written reports, also anonymously, in a sealed envelope sent to the address: Supervisory Body c/o GB RICAMBI, to the address Str. Scaglia Est, 31/A, 41126 Modena MO;

The Supervisory Board is required to conduct internal investigations following reports of any violations of this Model and, if they are deemed serious and well-founded, to formulate non-binding opinions on the type and extent of the interventions to be adopted as well as on possible sanctions against those responsible. The implementation of the interventions and possible sanctions are the responsibility of the Board of Directors, which decides the amount taking into account the opinions and indications of the Supervisory Board. In accordance with the provisions of art. 6-bis of Legislative Decree 231/01, the Supervisory Board is required to guarantee against any form of retaliation, discrimination or penalization any whistleblowers in good faith, also in accordance with the provisions on whistleblowing referred to in art. 6-bis of Legislative Decree 231/01 (see also paragraph 6 below)

5.2 Disclosure obligations to the Supervisory Board

In addition to the documentation expressly indicated by each individual Special Part of the Model according to the procedures contemplated therein, any other information relating to the implementation of the Model in the risk areas, as well as that relating to any violations of the provisions of the Model itself, must be brought to the attention of the Supervisory Board.

Every six months, the first-level managers of the company organization chart must send a communication to the Supervisory Board by e-mail in which:

1- the application and substantial compliance with the provisions of the Organisation, Management and Control Model in the six months prior to the communication is declared;
2- any violations found in the context of the functions or processes pertaining to the Model and/or the Code of Ethics are communicated or, alternatively, the absence of violations found with respect to the provisions of the Model and/or the Code of Ethics is declared;
3- The information pertaining to the function, provided for by the applicable Special Parts of the Model, is transmitted;

The Supervisory Board must always be notified of all information concerning the following areas:
- information on the effective implementation of the Model at all levels of the company;
- any decisions relating to the request, disbursement and use of public funding;
- any disciplinary proceedings initiated and consequent sanctions imposed, or measures to close such proceedings with related reasons;
- any injuries and accidents at work that can be considered serious or very serious (indicatively with an initial prognosis of more than 40 days)
- any corporate transactions such as acquisitions, demergers and mergers, sales of GB Ricambi or business units and the like.
- any results and conclusions of commissions of inquiry or other internal reports from which hypotheses of responsibility for the Predicate Offences emerge;
- any changes relating to the appointments of the Board of Directors and, more generally, of the top management functions of the company and/or of the GB Ricambi subsidiaries.

- any requests for legal assistance submitted by employees (including managers) against which the judiciary proceeds for any of the Predicate Crimes;
- any information on measures and/or news from the Judiciary and the Judicial Police or from any other authority, which shows that investigations have been carried out, including against unknown persons, for facts in which the business activities of GB RICAMBI are potentially affected;

The Board of Directors is required to provide the Supervisory Board with full information on matters falling within the competence of the Supervisory Board.
In order to allow the Supervisory Body to effectively carry out the tasks assigned to it, GB RICAMBI guarantees all Recipients of the Model, as well as any third parties, the right to report to this body any illegality, anomaly or suspicious activity, in relation to the commission or risk of committing one of the Predicate Crimes, of which they have become aware for any reason.
To all those who send communications or reports to the Supervisory Board, GB RICAMBI expressly guarantees the exclusion of any form of retaliation, discrimination or penalization, and in any case ensures the confidentiality of the identity of the whistleblower.
All employees of GB Ricambi therefore have the right, as well as the duty, to communicate, in written form, any information relating to possible internal anomalies or illegal activities.
The Supervisory Board may also receive and evaluate reports and communications, in the same written way, from outsiders to GB Ricambi.
The Supervisory Board may request any kind of information and/or documentation, useful for the investigations and controls entrusted to it, from the Board of Directors and employees, obliging the persons indicated to comply with any request of the Supervisory Board with the utmost care, completeness and promptness.
The Supervisory Board of GB RICAMBI must receive detailed information from the Board of Directors about any changes to the powers defined and the powers assigned.
The Supervisory Board verifies and analyses the information and communications received and the measures to be implemented; once implemented, the measures must be in line with and in compliance with the provisions dictated by the disciplinary system of this Model.
The Supervisory Board may request the Board of Directors to issue disciplinary sanctions against those who evade the obligation to provide information.
The Supervisory Board will inform the Board of Directors for its own determinations whether, as a result of the investigations carried out on the communications and reports received, they were drawn up with intent or gross negligence aimed at harming GB Ricambi, its directors, managers and employees.

5.3 Disclosure obligations of the Supervisory Board towards corporate bodies

The Supervisory Board is required to provide specific information obligations to the Board of Directors.
The Supervisory Board will also have the specific obligation to provide timely information on any modification, integration or update that may affect the Decree. The Supervisory Board also has the duty to notify the Board of Directors of any violation ascertained in the course of carrying out its activities.
The Supervisory Board of GB RICAMBI may be convened at any time by the Board of Directors or may in turn request to be heard by it, to report on the functioning of the Model or on specific situations.
In addition, annually/half-yearly, as already defined above, the Supervisory Board sends the Board of Directors a written report on the implementation of the Model.

5.4 Collection and Retention of Information

The information and *reports* prepared or received on the basis of the Decree must be kept by the Supervisory Board in a special electronic or paper archive which, subject to the written authorization of the Supervisory Board, may be made accessible to external parties on the basis of procedures to be outlined by the Supervisory Board itself.
This documentation will, of course, be available to the Supervisory Board and to anyone interested in viewing it.

6. WHISTLEBLOWING

In implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 "on the protection of persons who report breaches of Union law and laying down provisions on the protection of persons who report breaches of national legal provisions" and, with reference to Law No. 179 of 2017 (Official Gazette General Series No. 291 of 14-12-2017) on "Provisions for the protection of whistleblowers or irregularities of which they have become aware in the context of a public or private employment relationship", and also of Legislative Decree no. 24 of 10 March 2023, in line with the innovations also introduced in Article 6 of Legislative Decree 231/01 by the Legislator, this model provides, pursuant to the new Article 2bis and "pursuant to the legislative decree implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019, the internal reporting channels, the prohibition of retaliation and the disciplinary system, adopted pursuant to paragraph 2(e)."

Retaliatory or discriminatory dismissal of the reporting party is null and void. Any change of duties pursuant to Article 2103 of the Civil Code, as well as any other retaliatory or discriminatory measure taken against the whistleblower, are also null and void. It is the employer's responsibility, in the event of disputes related to the imposition of disciplinary sanctions, or to demotion, dismissal, transfer, or subjection of the whistleblower to other organizational measures having negative effects, direct or indirect, on working conditions, subsequent to the submission of the report, to demonstrate that such measures are based on reasons unrelated to the report itself.

Whistleblowing reports can come from people inside the company (e.g. employees) or external (e.g. suppliers, customers and third parties in general) and can be made in the following ways:

(a) Analogue written form:
Written reports, also anonymously, in a sealed envelope sent to the attention of the Company's Supervisory Body at the address of the Remark Group in via Strada Scaglia Est, 31/A, 41126 MO bearing the indication "PERSONAL CONFIDENTIAL".
In order to best guarantee confidentiality in the management of the data, it is recommended to send the method indicated above, i.e. through the use of the three sealed envelopes which must contain:
1. Envelope 1 (one): Identification data of the whistleblower, together with an identity document;
2. Envelope 2 (two): Subject of the report;
3. Envelope 3 (three): The other two envelopes;

Envelope 3(three) must contain, on the outside, the wording "reserved for the manager of the report".

b1) Oral form (face-to-face meeting at the request of the whistleblower):
Personal contact with one of the members of the Supervisory Board;

b2) Oral form (dedicated telephone line)
- By calling + 39 059/2914890 and releasing your recorded message, after having listened to and accepted the information on operating methods and privacy aspects;

The whistleblowing procedure is designed to ensure protection from retaliatory or discriminatory conduct at every stage, as well as the confidentiality/confidentiality of the report. The person who makes the report will in fact be protected from any disciplinary/punitive measure or retaliation, for the reports submitted, provided that they have been carried out in good faith and/or on the basis of a reasonable belief.

Each report is analysed by the Supervisory Body, which assesses its reliability (in particular for anonymous reports) and, following the assessments carried out, proceeds at its sole discretion to open an investigation (then initiating the consequent actions of the case) or, alternatively, to archive the report deemed to have no real foundation and/or valid evidentiary documentation. In any case, it will provide, pursuant to the aforementioned Legislative Decree 24/2023, a first acknowledgement of receipt within seven days from the date of receipt and a complete acknowledgment no later than 3 (three) months from the expiry of seven days from the submission of the report.

For the complete procedure, please refer to the "whistleblowing procedures" attached to this model and published on the company website.

7. DISCIPLINARY SYSTEM

7.1 General principles

Art. Article 6(2)(e) of the Decree establishes that a disciplinary system must be introduced to sanction violations that have occurred.
The definition of a disciplinary system (to be commensurate with the type of infringements) to be applied in the event of violation of the provisions of the Model, makes the supervisory and preventive action entrusted to the Supervisory Body effective and is intended to ensure the effectiveness of the Model itself.
The disciplinary system – also in light of the introduction of paragraph 2 bis letter d) – has been drawn up, in particular, on the basis of the following principles:

- differentiation based on the Recipients of the Model;
- identification of the disciplinary sanctions to be adopted against the recipients in compliance with the provisions of the CCNL and the applicable legislative requirements;
- identification of procedures for ascertaining violations, infringements, avoidances, imperfect or partial applications, as well as a specific procedure for the imposition of applicable sanctions, identifying the person in charge of imposing them and in general to supervise the observance, application and updating of the disciplinary system;
- Provision of sanctions against those who violate the whistleblower's protection measures, as well as those who make reports with intent or gross negligence that turn out to be unfounded;

In particular, the disciplinary system is aimed at:
- to all those who hold, even de facto, representative, administrative or managerial functions (including any liquidators) of GB RICAMBI or of one of its organizational units with financial and managerial autonomy;
- to persons subject to the direction or supervision of one of the above subjects and in general, to all employees as well as to all those who, in any capacity and at various levels of responsibility, operate within the Company contributing, with their own acts, to the performance of the overall company activity, including collaborators, business partners, suppliers.

This disciplinary system is divided into specific sections, each referring to a category of recipients, taking into account the legal *status* of the different subjects.
The Supervisory Board is entrusted with the task of supervising the observance and correct application of the disciplinary system and its effectiveness, as well as adopting the appropriate measures so that the Board of Directors of GB RICAMBI updates, modifies and/or integrates the disciplinary system itself.

The application of disciplinary sanctions is independent of the outcome of any criminal proceedings, since the rules of conduct imposed by the Model are adopted by the company in full autonomy, regardless of the criminal offence that the same conduct may constitute.
The Supervisory Board may propose to the Board of Directors of GB RICAMBI the adoption of disciplinary measures commensurate with the extent and seriousness of the violations ascertained.

7.2 Disciplinary Sanctions Against Employees

Conduct by employees in violation of the individual rules of conduct indicated in this Model will constitute disciplinary offences.
The sanctions that can be imposed on employees are among those provided for by the CCNL applied in the company, in compliance with the procedures provided for in Article 7 of Law no. 300 of 30 May 1970 (the so-called Workers' Statute) and any applicable special regulations.
The sanctions will be imposed, in compliance with the procedures provided for by the applicable CCNL, by the Board of Directors, on its own initiative or on the proposal of the Supervisory Board.
With regard to the protection of health and safety in the workplace, the application of disciplinary sanctions may be proposed by the RSPP and/or the Employer.
The disciplinary measures listed below, which may be imposed on non-managerial staff, are those provided for by the sanctioning apparatus of the CCNL and any amendments and renewals of this contract and will be adopted taking into account:

- the intentionality of the conduct and the degree of negligence, imprudence or inexperience with regard to the foreseeability of the event;
- the overall conduct of the worker, with particular regard to the existence or otherwise of a disciplinary record of the same within the limits permitted by law;
- the worker's duties;
- the functional position of the persons involved in the facts constituting the lack;
- of the other special circumstances surrounding the disciplinary violation.

All the provisions of art. 7 of Law 300/1970 in relation to both the exposition of the disciplinary codes, and in particular the obligation to contest the charge to the employee in advance, also in order to allow the employee to prepare an adequate defense and to provide any justifications, as well as for the purposes of the relevance of recidivism.

Therefore, the disciplinary measures that can be imposed against these workers, in compliance with the provisions of art. 7 of the Workers' Statute (Law no. 300 of 20 May 1970) and any applicable special regulations, are those provided for by the sanctioning apparatus of the CCNL of the sector COMMERCIO CONFCOMMERCIO CHAPTER XXI - Duties of personnel and disciplinary rules - articles 233 to 240 and CCNL METALMECCANICA INDUSTRIA TITLE VII - Relations in the company - articles 1 to 11.

In the event of non-compliance by managers with the principles and rules of conduct set out in the Organisational Model and the Code of Ethics, or in the event of a breach of the internal procedures and rules provided for and/or referred to, or in the event of the adoption, in the context of Sensitive Activities, of conduct that does not comply with or is inadequate to the aforementioned requirements, the most appropriate measures will be applied to those responsible in accordance with the provisions of the applicable National Collective Labour Agreement for Managers. Failure to supervise the correct implementation, by hierarchically subordinate workers, of the rules and procedures provided for by the Organizational Model and the Code of Ethics, as well as the direct violation of the same, or more generally the

assumption of behavior, held in the performance of activities related to their duties, that do not comply with conduct reasonably expected of a manager, is also unlawful, in relation to the role held and the degree of autonomy recognized, including the violation of the provisions of the issue of protection of whistleblowers, as specified below for Directors.

The disciplinary system referred to is constantly monitored by the SB and the Board of Directors. The Organizational Model and the Code of Ethics are considered binding for all recipients. Therefore, these documents and any subsequent updates thereof are made known by GB Ricambi to the recipients by sending an internal circular in accordance with the provisions of art. 7 of the Workers' Statute, highlighting in particular the penalties related to violations.

7.3 Measures against directors and statutory auditors

In the event of violations of the Model by the directors of GB RICAMBI, the Supervisory Board will inform the entire Board of Directors and, if deemed appropriate, the Shareholders' Meeting, which will take the appropriate initiatives pursuant to current legislation.
In particular, sanctions may also arise against directors in the event of violation of the provisions of the rules on the protection of whistleblowers, such as, for example, retaliation, demotion and/or dismissal of any whistleblowers. In this regard, it should be noted that retaliatory or discriminatory acts of demotion and/or dismissal of the reporting party are null and void.

7.4 Measures against employees, business partners and suppliers

Any conduct carried out by collaborators, business partners or suppliers in contrast with the guidelines indicated in this Model and such as to involve the risk of committing a Predicate Offence may determine, in accordance with the provisions of the specific contractual clauses included in the letters of appointment or in the agreements of *Partnership*, the termination of the contractual relationship, without prejudice to the request for compensation if such conduct results in damage to GB RICAMBI as in the case of application by the Judge of the measures provided for by the Decree.

8. DISSEMINATION AND KNOWLEDGE OF THE MODEL

A prerequisite for the Model to exempt the Entity from administrative liability is its effectiveness as well as its concrete and effective application.
An essential condition to ensure concrete and constant compliance with the Model and the procedures described therein is the knowledge of the same by all Recipients.
GB Ricambi has therefore adopted the initiatives that will be described below in order to ensure proper disclosure of the Model not only inside but also outside its company.

8.1 Staff training

GB RICAMBI promotes knowledge of the Model among all Recipients, who are therefore required to know its content, to observe it and to contribute to its better implementation.
For the purposes of implementing the Model, staff training (to which external consultants must also be added) will be structured as follows:
• Initial training through specific meetings in the period immediately following the approval of the Model and any subsequent substantial revision thereof.
• Dissemination of an internal information note explaining the Model and its functions;
• Publication on the website and in the company network or in any case in the storage area of GB RICAMBI's internal documents of this Model (General Part) and the Code of Ethics connected to it;
• Publication in the company network or in any case in the storage area of GB RICAMBI's internal documents of the internal procedures related to this Model;
• Dissemination of information material dedicated to the subject through an internal circular, with constant and timely communication of any updates and changes;
• Information at the time of recruitment for workers hired after the approval of the model and the initial training/information.

8.2 Information for employees, business partners and suppliers

GB RICAMBI promotes the knowledge and observance of the Model also among business partners, collaborators and suppliers, through the publication of this Model on the company website.

8.3 Contractual clauses

In order to ensure compliance with the provisions and procedures set out in this Model, also by third parties who participate, even indirectly, in the exercise of GB RICAMBI's business activities, GB Ricambi will include in the contracts and letters of appointment signed with business partners, suppliers and collaborators specific contractual clauses through which the subscribers undertake to comply with the rules of the Model, also accepting that their violation may constitute grounds for termination of the relevant contract by GB RICAMBI.
In fact, GB Ricambi believes that this contractual remedy is the only tool that allows to protect compliance with the procedures and principles developed by the Model also by subjects (such as collaborators, business partners and collaborators) who are not exposed to the risk of disciplinary sanctions expressly provided for employees