



Organization, Management and Control Model

(in implementation of Legislative Decree No. 231/2001 and
subsequent amendments and additions)

General Part



Approved by resolution of the F.I.S. Board of Directors
on December 19th, 2024

Summary

Definitions

1. FOREWORD

- 1.1. Structure of the Model
- 1.2. Addressees of the Model

2. LEGISLATIVE DECREE 231/2001

- 2.1 The administrative liability regime and predicate offenses
- 2.2. The penalties under the Decree
- 2.3. Adoption of the Model as an exemption

3. THE F.I.S. MODEL

- 3.1. Goals and Objectives of the Model
- 3.2. The governance model adopted by F.I.S.
- 3.3. Approval
- 3.4. Update
- 3.5. The relationships between the Model and the Standard Business of Conduct

4. TRAINING AND COMMUNICATION REGARDING THE CONTENT OF THE MODEL

- 4.1. Training and information on the Model
- 4.2. Internal and external communications

5. THE DISCIPLINARY SYSTEM

- 5.1. Principles
- 5.2. The recipients of the disciplinary system
- 5.3. The disciplinary system for internal subjects
- 5.4. The disciplinary system for external parties
- 5.5. The role of the Supervisory Board
- 5.6. Changes to the disciplinary system

6. PRINCIPLES OF PREVENTION AND STRUCTURE OF CONTROLS

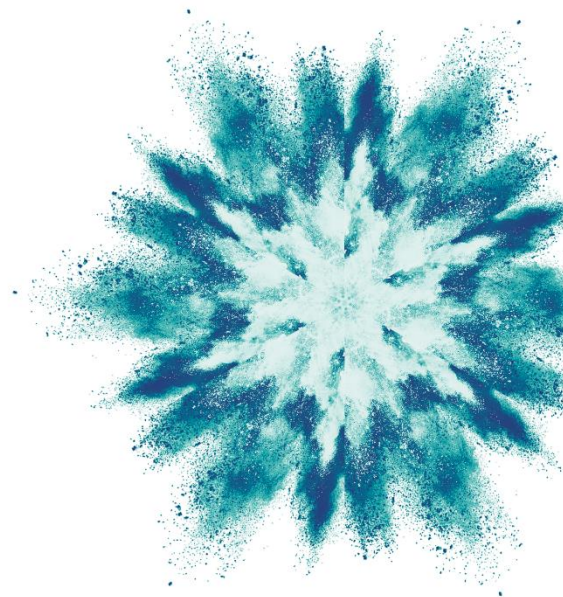
- 6.1. Principles of prevention
- 6.2. Types of control
- 6.3. Preventive Protocols 231

7. SUPERVISORY BODY AND DISCLOSURE REQUIREMENTS

- 7.1. Composition and rules
- 7.2. Powers and functions
- 7.3. Guidelines for the Regulations of the Supervisory Board
- 7.4. The information flows of the Supervisory Board
- 7.5. Information from the Supervisory Board to the Board of Directors and the Board of Statutory Auditors

8. REPRESENTATION IN COURT AND APPOINTMENT OF DEFENSE COUNSEL

9. WHISTLEBLOWING REPORTS



DEFINITIONS

Sensitive activities: business activities in the scope of which the opportunities, conditions and means for the commission of crimes could potentially be created.

Collaborators: individuals who have non-subordinate collaborative relationships with the Company, commercial representation and other relationships that result in professional service of a non-subordinate nature, whether continuous or occasional as well as those who, by virtue of specific mandates and proxies, represent the Company to third parties.

Decree (hereinafter also "Legislative Decree 231/01"): the Legislative Decree No. 231 of June 8, 2001, containing the "Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of September 29, 2000," in its content from time to time in force.

Recipients: the individuals to whom the provisions of the Model apply.

Employees: persons subject to the direction or supervision of individuals who hold positions of representation, administration or management of the Company, i.e., all persons who have an employment relationship of any nature with the Company, as well as workers with quasi-subordinate employment contracts.

Group: the Group of companies to which F.I.S. belongs that is directly controlled by Molecule (BC) Holdco SpA (MI), including F.I.S. Subsidiaries.

Organization, Management and Control Model (hereinafter also "The Model"): this Organizational Model adopted pursuant to Articles 6 and 7 of Legislative Decree 231/01.

Supervisory Board (hereinafter also "SB"): Body of the Entity endowed with autonomous powers of initiative and control, with the task of supervising the functioning, observance of the Model as well as taking care of its updating.

Society (or "F.I.S."): Fabbrica Italiana Sintetici SpA subject to management and coordination activities pursuant to Article 2497 bis of the Italian Civil Code by Molecule (BC) Holdco SpA (MI).

Subsidiaries of F.I.S.: the Company and the companies from time to time directly and/or indirectly controlled by the Company, including without limitation, FIS Japan K.K. and FIS North America Inc.

Standard of Business Conduct: latest version of the document adopted by resolution of the F.I.S. Board of Directors on December 19, 2024.



This is an English courtesy translation of the original documentation prepared in Italian language. Please consider that only the original version in Italian language has legal value (*)

FOREWORD

1.1 - Structure of the Model

This Organizational, Management and Control Model pursuant to Legislative Decree 231/01 (hereinafter, also only the "**Model**") contains an organic system of principles, values, safeguards, operational indications and ethical rules that F.I.S. S.p.A. (hereinafter, also only "**F.I.S.**" or the "**Company**") considers fundamental and inalienable for the conduct of all business activities, and of which it requires the most careful observance by members of corporate bodies and management, Company employees, and all those who work, even de facto, for the Company, including third parties such as, purely by way of example and not limited to, agents, collaborators, suppliers, consultants, etc.

The Company, in fact, considers preeminent-rather than any commercial requirement-the need to respect (and have anyone interfacing with it respect) the highest standards of ethics and transparency.

F.I.S., therefore, expects all those who have and intend to have legal relations with the Company to adopt conduct that complies with the provisions set forth in this Model and in line with the ethical principles contained herein.

The documents that make up the Model are:

1 General Part (this Document)

The General Part of the Model is intended to outline the Company's compliance system as a whole, specifically describing:

- The relevant regulatory context, for the benefit of all Model Recipients;
- The methodology followed in constructing the Model;
- The establishment and operation of the Supervisory Board (requirements, appointment, composition);
- The system of information flows to and from the Supervisory Board;
- The channels for reporting potential conduct that does not comply with the Model (so-called whistleblowing);
- The manner in which the Model is communicated and Recipients are trained on its contents;
- The penalty system for the case of violations of the provisions of the Model.

2 The Special Part

The Preventive Protocols of the Special Part contain, for each homogeneous family of relevant crimes:

- The description of the offenses;
- The identification of company activities potentially at risk of the commission of the crimes considered;
- A description of the business processes applied for each risk activity, including the protocols put in place to mitigate the risk of crimes being committed (so-called specific safeguards).

3 The assessment of processes at risk of crime

The assessment of risk processes contains a summary listing, of the risk activities identified in the Special Part Sheets, grouped by business area of reference (so-called business processes at risk), with an indication, for each activity, of the business functions involved and the crimes that can potentially be associated (**Annex 1- Risk Assessment**).

4 Information Flows Framework

The Information Flow Chart indicates the content and periodicity of information flows intended for the Supervisory Board (**Annex 4- Information Flow Chart**).

Finally, the Model consists of **Annex 2- List of predicate offenses** and **Annex 3- Sample tables of the sanctions system**, completing the General part.

5 Internal regulatory corpus

They are then an integral and essential part of the Model:

- the Corporate Standards & Policies on Ethics and Behavior;
- the organization chart of the company as updated from time to time
- the entire body of F.I.S. regulations: examples include, but are not limited to: Regulations, SOP Procedures c.d. "Standard Operating Procedures," non-GMP Administrative Policies and Procedures, ISO 9001, ISO 14001, ISO 45001 Management System Procedures, Circulars, Service Orders, whether or not referred to within the Model.

1.2 - Addressees of the Model

The provisions of the Model apply, without exception, to the following individuals (hereinafter, "**Recipients**"):

- Persons (hereinafter also referred to as "**Personnel**"): those who have an ongoing, fixed-term or open-ended relationship with the Company; by way of example, the Corporate Bodies, employees, collaborators (including para-employees), interns and trainees;
- Third Parties (hereinafter also the "**Third Parties**"): external professionals, partners, suppliers and consultants, supply companies and, in general, those who, having relations with the Company, in carrying out activities in the name of and/or on behalf of F.I.S. or in any case, in carrying out their activities for the Company, are exposed to the risk of committing offenses under Decree 231 in the interest or to the advantage of the Company.

Where possible and appropriate, Third Parties are bound to comply with the norms of the Model and the Standard of Business Conduct by means of appropriate contractual clauses that allow the Company, in case of non-compliance, to unilaterally terminate the contracts entered into and to claim compensation for any damages suffered (including the possible application of sanctions under Decree 231).

2. LEGISLATIVE DECREE 231/2001

2.1 - The Administrative Responsibility Regime and Predicate Offenses

Legislative Decree no. 231/2001 (Discipline of the administrative liability of legal persons, companies and associations, including those without legal personality- hereinafter the "**Decree**") introduced for the first time in our legal system the liability for certain crimes of entities or companies, which is in addition to that of the natural person who materially carried out the illegal act, in case these are committed for the "benefit of the organization," or even only "in the interest of the organization," without a concrete benefit necessarily having yet resulted.

The relevant liability of the company is linked to the commission of crimes exhaustively listed in the Decree and committed in the interest or to the advantage of the Company:

- 1) by individuals who hold positions of representation, administration or management of the Entities themselves or of one of their organizational units with financial and functional autonomy, as well as by individuals who exercise, even de facto, management and control over the Entities themselves;
- 2) by individuals subject to the direction or supervision of any of the above individuals.

The company's liability is in addition to the liability (criminal and civil) of the natural person, who materially committed the crime in the interest of the entity

The provision of administrative liability in the Decree involves, in the suppression of the criminal offenses expressly provided for therein, the Entities that have **benefited and/or interested** from the commission of the crime. Among the sanctions that can be imposed, the ones that are certainly the most onerous for the Entity are the disqualification measures, such as suspension or revocation of licenses and concessions, prohibition from contracting with the public administration, disqualification from conducting business, exclusion or revocation of loans and grants, and prohibition from advertising goods and services. The aforementioned liability also arises in connection with crimes committed abroad, provided that the state of the place where they were committed does not prosecute for their suppression.

The administrative liability of the Company presupposes the principle of legality provided for in Article 2 of the Decree, according to which "The entity cannot be held liable for an act constituting a crime if its administrative liability in relation to that crime and the related penalties are not expressly provided for by a law that came into force before the act was committed."



The following table shows the macrocategories- so-called families- of crimes currently relevant under the Decree, while for the list and description of individual crimes, please refer to **Annex 2- "Predicate Offenses."**

N.	Art. D. Decree no.	Article heading
1	24	Misappropriation of disbursements, fraud against the State or a public entity or for the purpose of obtaining public disbursements, and computer fraud against the State or a public entity
2	24 bis	Computer crimes and the crime of unlawful data processing
3	24 ter	Crimes of organized crime
4	25	Conspiracy, undue inducement to give or promise benefits, and bribery
5	25 bis	Forgery of coins, public credit cards, revenue stamps and
6	25 bis 1	Crimes against industry and trade
7	25 ter	Corporate crimes, including the crime of bribery between private parties and the crime of false or omitted statements for the issuance of the preliminary certificate provided for in the implementing legislation of Directive (EU) 2019/2121
8	25 quinquies	Crimes against the individual, including the crime of illicit intermediation of labor
9	25 sexies	Market abuse
10	25 septies	Manslaughter or serious or very serious injury committed with
11	25 octies	Receiving stolen goods, money laundering and use of money, goods or utilities of illicit origin, and self-money laundering
12	25 octies.1	Crimes involving non-cash payment instruments and fraudulent transfer of value
13	25 nonies	Copyright infringement crimes
14	25 decies	Inducement not to make statements or to make false statements to judicial authorities
15	25 undecies	Environmental crimes
16	25 duodecies	Employment of third-country nationals whose stay is irregular
17	25	Tax offenses
	quinquiesdecies	
18	25 sexiesdecies	Offenses related to smuggling

The list of predicate offenses has been expanded over time due to subsequent additions and is likely to be further modified in the future.

2.2-The penalties provided for in the Decree

The Decree provides 4 types of sanctions (Section II, Articles 9-23):

- a) **financial penalty;**
- b) **disqualifying sanction;**
- c) **confiscation;**
- d) **publication of the judgment of conviction.**

In detail:

(a) fine

It constitutes the general penalty of necessary application: it is provided for all crimes at all times, with no possibility that it can be suspended or revoked. The entity is liable for this penalty from its assets or common fund.

In order to commensurate the administrative fine to be imposed on the Entity, the Judge is required to assess:

- (i) the seriousness of the fact;
- (ii) the degree of accountability of the Entity;
- (iii) the activity carried out to eliminate or mitigate the consequences of the act and to prevent the commission of further offenses.

The penalty is applied within a number of not less than one hundred and not more than one thousand shares. Each share can then take a minimum value of 258.00 euros and a maximum value of 1,549.00 euros, depending on the economic and patrimonial conditions of the Entity, in order to ensure the effectiveness of the sanction.

(b) prohibitory sanction

Applies only in relation to offenses for which it is expressly provided, breaks down into:

- disqualification from doing business;
- suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense;
- prohibition of contracting with the public administration, except to obtain the performance of a public service;
- exclusion from facilitations, financing, contributions and subsidies, and/or the revocation of any already granted;
- ban on advertising goods or services.

In order for prohibitory sanctions to be imposed, at least one of the conditions set forth in Article 13, Decree 231 must be met, namely:

- "the entity has derived a significant profit from the crime and the crime has been committed by individuals in senior positions or by individuals under the direction of others when, in this case, the commission of the crime was determined or facilitated by serious organizational deficiencies."

or

- "in case of recurrence of offenses."

In any case, disqualification penalties are not applied when the crime was committed in the predominant interest of the perpetrator or third parties and the Entity gained little or no advantage from it, or the pecuniary damage caused is of particular tenuousness.

The application of prohibitory sanctions is also excluded by the fact that the Entity has carried out the remedial conduct provided for in Article 17, Decree 231 and, more specifically, when the following conditions are met:

- "the entity has fully compensated for the damage and eliminated the harmful or dangerous consequences of the crime or has otherwise effectively done so."
- "the entity has eliminated the organizational deficiencies that led to the crime through the adoption and implementation of organizational models suitable to prevent crimes of the kind that occurred."
- "the entity made the profit made available for the purpose of confiscation."

Disqualifying sanctions have a duration of not less than three months and not more than two years, and the choice of the measure to be applied and its duration is made by the Judge on the basis of the criteria previously indicated for the commensuration of the pecuniary sanction, always "taking into account the suitability of individual sanctions to prevent offenses of the type committed" (Art. 14, Decree 231).

(c) confiscation

Pursuant to Article 19, Decree 231, the confiscation- including for equivalent value- of the price (money or other economic benefit given or promised to induce or determine another person to commit the crime) or profit (immediate economic benefit derived) of the crime is always ordered upon conviction, except for the part that can be returned to the damaged party and without prejudice to the rights acquired by third parties in good faith.

(d) publication of the judgment of conviction

the publication of the judgment of conviction in one or more newspapers or on the website of the Ministry of Justice may be ordered by the Judge for a period of time set by the Judge, not exceeding 30 days but not less than 15, when a disqualifying sanction is imposed. Publication shall be carried out by the Clerk of the competent court and at the expense of the institution.

2.3- The adoption of the Model as an exemption

The Decree provides a specific form of exoneration from liability where the Entity demonstrates that it has put in place an organizational and management Model suitable for preventing the commission of the predicate offenses, supervising its operation and updating it as the business environment and regulatory framework evolve.

Said models of organization, management and control, must meet the following requirements:

- 1) Identify the activities in the scope of which the crimes under the Decree may be committed;
- 2) provide specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the crimes to be prevented;
- 3) Identify suitable ways of managing financial resources to prevent the commission of such crimes;
- 4) Provide for information obligations towards the body in charge of supervising the functioning and observance of the Models;

5) Introduce an appropriate disciplinary system to punish non-compliance with the measures specified in the Models.

Where the crime is committed by individuals who hold positions of representation, administration, or management of the Entity or one of its organizational units with financial and functional autonomy, as well as by individuals who exercise, even de facto, the management and control thereof, the Entity shall not be liable if it proves that:

- 1) the management body has adopted and effectively implemented, prior to the commission of the act, Organization and Management Models suitable for preventing crimes of the kind that occurred;
- 2) the task of supervising the operation of and compliance with the Models and taking care of their updating has been entrusted to a body of the Entity with autonomous powers of initiative and control (Supervisory Board- SB);
- 3) the subjects committed the crime by fraudulently circumventing the Models;
- 4) there was no failure or insufficient supervision by the supervisory body regarding the Models.

If, on the other hand, the crime is committed by individuals under the management or supervision of one of the above-mentioned individuals, the Entity is liable if the commission of the crime was made possible by the failure to comply with the management and supervisory obligations.

3. THE F.I.S. MODEL

3.1 - Goals and Objectives of the Model

F.I.S. is a company specializing in the manufacture of chemicals for the pharmaceutical industry and has been operating internationally since its founding in 1957. Since its inception, F.I.S. has been able to interpret the market and the industrial segment with strategic insights and continuous innovative choices of progressive development, which have enabled it to achieve the leading position in the industry. The company's core business is represented by:

- custom synthesis, or the exclusive production of intermediates, advanced intermediates and active ingredients for patent-holding pharmaceutical companies;
- the generic market, for which it develops and sells active ingredients such as tranquilizers, anxiolytics, antibacterials, anticonvulsants, anti-inflammatories, diuretics, analgesics, and cardiovascular drugs;
- the veterinary market, represented by both generic and custom products.

The Company also provides a range of integrated services that, with the support of a team of about 250 R&D experts, range from synthesis and scale-up process optimization to large-scale production for commercial quantities.

F.I.S. boasts a total production capacity of more than 3,500 m3 and more than 2,000 employees, divided into three production units in Italy:

- the F.I.S. site in Montecchio Maggiore, Veneto, Italy, the historic headquarters and main manufacturing plant, houses the research, development and production of active ingredients for pharmaceutical companies, accredited by the Italian Ministry of Health since 1958 and inspected by the Food and Drug Administration (FDA) since 1968;
- the F.I.S. site in Termoli (Molise), initially involved in the production of intermediates, now also produces active ingredients and is equally accredited by the Italian Ministry of Health and FDA;
- the F.I.S. site in Lonigo, Veneto, which became part of the company following the acquisition of the Zach System business, which produces active ingredients and is accredited-as are the other sites-by the Italian Ministry of Health and FDA.

As of today, F.I.S. is held by Molecule (BC) Bidco S.p.A., which in turn is held by Molecule (BC) Holdco S.p.A.

F.I.S. holds 100 percent of F.I.S. North America and F.I.S. Japan. Two sales offices take care of relationships with key customers in these geographic areas.

In addition, since the supply market has a strong concentration in the Far East, the Company-to better guard the area-has a representative office in Shanghai.

F.I.S. is convinced that the adoption and effective implementation of the Model itself not only enable it to benefit from the exemption provided for in Legislative Decree 231/2001, but also improves its ability to manage business processes, limiting the risk of crimes being committed.

In this regard, F.I.S. intends to spread an enterprise culture marked by:

- to legality, since no unlawful behavior, even if carried out in the interest or for the benefit of the Company, can be considered in line with the Company's values and policy;
- to control, which must govern all decision-making and operational phases of social activity, in full awareness of the risks arising from the possible commission of crimes.

Through the Model, the Company intends to:

- raise the awareness of those who collaborate in various capacities with the Company, the Recipients, requiring them- in the performance of activities in the interest of F.I.S. - to adopt correct and transparent behavior, in line with the values expressed in the Standard of Business Conduct, reiterating that all forms of illicit behavior have always been firmly condemned by F.I.S., as contrary not only to the provisions of the law, but also to the ethical principles to which the Company intends to adhere in the exercise of its business activities;
- strengthening the controls that enable the Company to prevent or react in a timely manner to prevent the commission of crimes, through the implementation of a structured system of rules and procedures, covering the main areas of risk, as well as through constant monitoring of the proper implementation of this system;
- to determine in the Recipients the awareness of the importance and obligatory nature of the behavioral principles and provisions set forth in the Model, as well as in the Standard of Business Conduct, the violation of which could result in the application of disciplinary and/or sanctioning measures against the author of the violation, as well as sanctioning measures (pecuniary and interdictory) also against the Company;
- raise awareness among Recipients so that, in addition to complying with them personally, they promote the knowledge and application of the Organizational Model and the Standard of Business Conduct, within their own organizational structures, including for the benefit of effectiveness and transparency in the management of business activities.

3.2-The governance model adopted by F.I.S.

F.I.S. has adopted the traditional type of administration and control model set forth in Articles 2380-bis et seq. of the Civil Code, characterized by the presence of:

- a management body, the Board of Directors,
- one of control, the Board of Statutory Auditors.

The audit is carried out by an independent external auditing firm.

The corporate governance system is articulated according to the general regulations, the Articles of Association, the Standard of Business Conduct and the internal regulations of F.I.S.

The Board of Directors

The Board of Directors is the central body of the corporate governance system adopted by F.I.S. It is vested with the broadest powers of management and strategic direction of the company.

In addition to the powers vested in it by law and the Articles of Association, the Board of Directors is vested with authority in relation to the most economically and strategically important decisions for the Company.

The Board of Statutory Auditors

The Board of Statutory Auditors is responsible for monitoring compliance with the law and the Articles of Association, compliance with the principles of proper administration and, to the extent of its competence, the adequacy of the internal control system and the organizational, administrative and accounting structure and its actual functioning.

The Auditing Company

In accordance with the provisions of the Articles of Association, the statutory audit of the accounts is carried out by a statutory auditing firm that meets the legal requirements.

The auditing firm is appointed by the Shareholders' Meeting, upon the proposal of the Board of Statutory Auditors, and carries out its work independently and autonomously.

The Internal Control System

The Company has an Internal Control System (ICS), which is suitable for continuously monitoring the typical risks of the company's business.

The Internal Control System is a set of tools, rules, procedures and organizational structures that enable management of business activities consistent with the Company's strategic and operational objectives, having the following purposes:

- effectiveness and efficiency of business processes;
- reliability of economic and financial information;
- compliance with laws and regulations, company rules and procedures;
- safeguarding the value of business assets and corporate assets and protecting against losses.

F.I.S.'s type of corporate control structure includes:

- **first-level controls:** operational functions identify and assess risks and implement specific treatment actions to manage them;
- **second-level controls:** risk control functions define methodologies and tools for risk management and carry out monitoring activities;
- **third-level controls:** the Internal Auditing Department provides independent assessments of the entire System.

Specifically, F.I.S.'s internal control system is based not only on the behavioral rules set forth in this Model, but also on the following elements:

- the Code of Conduct;
- the hierarchical-functional structure (corporate organizational chart);
- the proxy and power of attorney system;
- the system of company procedures, for each Company, also consisting of organizational provisions and operating instructions;
- information systems geared toward segregation of functions and protection of the information contained therein, with reference to both management and accounting systems and the systems used to support business-related operational activities.

F.I.S.'s current internal control system, understood as the process implemented by the Company in order to manage and monitor major risks and enable sound business management, is capable of ensuring the achievement of the following objectives:

- "every operation, transaction, and action must be verifiable, documented, consistent, and congruous": every operation must be supported by adequate documentation on which the responsible corporate functions can proceed at any time to carry out checks that attest to the characteristics and reasons for the operation and identify who authorized, carried out, recorded, and verified the operation.
- "no one can independently manage an entire process": the control system operating in the company must ensure the application of the principle of separation of functions, whereby the authorization to carry out a transaction, must be under the responsibility of a person other than the person who accounts for, operationally executes or controls the transaction. In addition, the system stipulates that:
 - (i) no one is given unlimited powers;
 - (ii) powers and responsibilities are clearly defined and known within the organization;
 - (iii) authorization and signature powers are consistent with assigned organizational responsibilities.

- "documentation of controls ": the performance of controls, including supervisory controls, carried out consistent with assigned responsibilities, must always be documented (possibly through the preparation of minutes).

In addition, the Company has identified a series of elements that make up the preventive control system, in order to ensure the effectiveness of the Model in compliance with the "control principles" mentioned above, these elements are summarized below:

- Model 231;
- Standards of Business Conduct & Corporate Ethics and Behavior Policies;
- Organizational system of assigning responsibilities and reward mechanisms;
- Manual and computerized control procedures (with emphasis on the financial area);
- Authorization and signature powers;
- Management control systems in place;
- Risk management systems.

The organizational structure

Of fundamental importance for the implementation of the Model is the organizational structure of the Company, according to which the organizational structures, their respective areas of competence and the main areas of responsibility assigned to them are identified.

The Company's organizational structure is updated by the Human Resources Department, which maintains the publication of the organizational chart and organizational communications on the intranet accessible to all employees.

3.3 - Approval

Approval of the Model and its subsequent formal adoption are the sole responsibility of the Board of Directors, which shall do so by special resolution.

3.4 - Update

The activity of updating, understood as both integration and modification, is aimed at ensuring the adequacy and suitability of the Model, evaluated with respect to the preventive function of the commission of offenses-presumed offenses. The Model and any updates, amendments, additions and changes to it are approved by the Board of Directors.

The Board of Directors may delegate to one or more of the directors:

- the necessary powers to make non-substantive changes (i.e., without potential impact on the Model's suitability and preventive effectiveness);
- the necessary powers to make substantive changes that result in strengthening the effectiveness of the Model, its protocols, and any other company procedures that have relevance to the prevention of alleged crimes;
- the powers necessary to implement the Model implementation plan, where there is one;
- the powers necessary to implement the training and dissemination required by the Model or otherwise necessary or appropriate.

Directors to whom the above powers have been delegated shall report promptly to the Board of Directors on the exercise of such powers.

Any other decisions regarding the Model or its implementation (in particular, any changes to the identification of activities within the scope of which crimes may be committed) are the exclusive responsibility of the Board of Directors, which has the power to assign to one or more of its members the power to implement the Board's resolutions.

The Board of Directors may identify one of its representatives to deal with the Supervisory Board.

Amendments, additions, changes and updates to this Model are also adopted upon the proposal of the Supervisory Board.

The Supervisory Board may be asked to render its non-binding opinion regarding the amendment of the Model.

The Model and the procedures inherent in the sensitive processes indicated therein must be promptly amended when significant changes occur in the regulatory system and corporate structure and/or company organization, such as to entail the need to vary the provisions of the Model itself, in order to maintain its efficiency.

This Model must also be amended when significant violations or circumventions of the requirements are identified, highlighting the inadequacy of the adopted Model to ensure the effective prevention of risks.

The heads of company departments, each within the scope of their responsibilities, are required to periodically verify the effectiveness and efficacy of the procedures and protocols aimed at preventing the commission of crimes and, if they find the need to modify and update them, propose their modification to the Board of Directors. If the Board of Directors grants powers to a director to amend and implement the Model or the Board of Directors identifies a representative of the Board of Directors for relations with the SB, the amendments must be proposed to the SB. In any case, the Supervisory Board must be informed.

The Body may request the heads of corporate functions to report the results of these periodic audits.

3.5 The relationship between the Model and Standards of Business Conduct- Corporate Standards & Policies on Ethics and Behavior

F.I.S. operates on the basis of core values, that is, principles that should guide the behavior of the company and the people who work for it.

To this end, the Company has adopted the Corporate Standards & Policies on Ethics and Behavior, which is an integral part of this Model and of F.I.S.'s body of internal regulations.

The Standard of Business Conduct is published on the Company's website and intranet.

It should be pointed out that the Model and the Standard of Business Conduct, while complementary, are different in scope; specifically:

- the Standard of Business Conduct represents an instrument adopted autonomously and susceptible to general application and is intended to express principles of business ethics that the Company recognizes as its own; it is concerned with criteria of conduct that, in themselves, may not be relevant from the point of view of Decree 231 but that contribute to creating an "environment" favorable to the prevention of crimes;
- the Model, on the other hand, responds to specific prescriptions contained in Decree 231, aimed at preventing the commission of particular types of crimes, and is designed to enable the Company to take advantage of the exemption set forth in Articles 6 and 7 of the Decree.

4 TRAINING AND COMMUNICATION REGARDING THE CONTENT OF THE MODEL

4.1 - Training and information on the Model

In order to effectively implement the Model, the Legal Department, in coordination with the Company's Internal Audit Department and Human Resources Department, to the extent of its competence, prepares an annual training plan for members of statutory bodies, Employees, and Collaborators working directly within the Company's structure.

In order to ensure the effectiveness of the Model, the Company aims to ensure that it is properly understood by all persons who, in various capacities, participate in so-called sensitive activities, also depending on their different levels of involvement in the sensitive processes themselves.

It turns out to be of paramount importance that the preventive control system be known to all individuals in the organization, primarily the top management and those under their direction or supervision.

Specifically, the training activity will cover, among other things:

- the Model as a whole,
- the Standards of Business Conduct & Corporate Ethics and Behavior Policies,

- the operation of the Supervisory Board,
- information flows to the latter,
- the Disciplinary System,
- the Company's operating procedures relevant to the Model,
- issues concerning the predicate offenses for the application of liability under Legislative Decree 231/01.

Training activities are differentiated in content and delivery methods according to the qualification of the recipients, the risk level of the area in which they work, and whether or not they have representative functions of the Company.

The Supervisory Board is informed by the relevant corporate functions about the training program and verifies its adequacy and effective implementation.

Participation of employees and members of corporate bodies in training activities is mandatory.

The Human Resources Department ensures that the participation of employees and collaborators in training activities is documented and that the relevant documentation is made available to the Supervisory Board and the Internal Audit Department as part of the controls they put in place.

4.2 - Internal and external communications

At an overall level, the activities identified for proper and comprehensive communication of the Model internally and externally are as follows:

- **internal communications when the Model was adopted:**
 - sending to all employees on staff a communication (containing the location and/or address of the company intranet where they can find the documents of the Model and in particular the Corporate Standards & Policies on Ethics and Behavior and the Sanctions System) to inform them that the Company has adopted an Organization, Management and Control Model pursuant to Decree 231;
 - notification of the adoption of the Model at the first useful Shareholders' Meeting;
 - training of function managers by top management and, cascading, training of other employees by their respective supervisors;
 - accessibility of the Model by all employees via intranet and retention of a hard copy at the Human Resources Office, with posting of the Corporate Standards & Policies on Ethics and Behavior and the Sanctions System on company bulletin boards.
- **continuous internal communications (training activities):**
 - meetings/training sessions for all personnel in case of updates to the Model;
 - to new employees and collaborators, information regarding place and/or the address of the company's intranet where they can find the Model documents and holding the first available training session through which to ensure their knowledge and understanding of the mechanisms and logic of Decree 231 and the Company's Model.
- **external communications when the 231 Model was adopted:**
 - publication of this General Part on the company's website;
 - communication of adoption of the Model to the main existing business partners and suppliers of goods and services with whom there is stability of supply;
 - signing by the main business partners and suppliers of goods and services with whom there is stability of supply of a declaration of knowledge of the provisions of the Decree, as well as a declaration of their commitment to comply with the Model and the Standard of Business Conduct with legal termination of the existing contract in the event of violation thereof (so-called 231 protection clause).

5 THE DISCIPLINARY SYSTEM

5.1 Principles

The introduction of an adequate system of sanctions, with sanctions proportionate to the seriousness of the violation with respect to violations of the rules set forth in the Model by the Recipients, is a prerequisite for the full effectiveness of the Model itself.

This Model and the Standard of Business Conduct, form an integral part of the disciplinary rules governing the employment relationship for any reason provided in favor of F.I.S. Conduct by employees or collaborators in violation or circumvention of the individual behavioral rules deduced in the Model, or in obstruction of their operation, are defined, for employees, as disciplinary offenses, punishable by the sanctions provided for in the applicable CCNL, including expulsion.

For collaborators, consultants or any other third parties who have relationships with the Company other than that of employment, violation of the rules of conduct established by the Model and the Standard of Business Conduct- Corporate Standards & Policies of Ethics and Behavior is sanctioned with the civil law remedies allowed by the legal system (e.g., express termination clause).

The application of these sanctions is irrespective of the possible application of criminal sanctions against the active parties of the crimes. The rules of conduct imposed by the Model and the Standard of Business Conduct, in fact, are assumed by F.I.S. in full autonomy, regardless of the offense in which any deviant conduct may materialize.

One of the essential elements for the construction, implementation and maintenance of an effective Model pursuant to Article 6 of the Decree, is the existence of an adequate system of sanctions suitable for sanctioning non-compliance with the measures indicated in the Model itself (protocols / internal procedures provided for in the Model, directives, instructions and service orders, etc.).

Therefore, the definition of an adequate system of sanctions is an essential prerequisite of the exemption value of the Model with respect to the administrative liability of entities.

Given the seriousness of the consequences for the Company in the event of unlawful conduct by employees in general, managers, directors and auditors, any failure to comply with the Model constitutes a violation of the duties of diligence and loyalty and, in the most serious cases, damages the relationship of trust established with the Company.

Violations of the Model entail the application of the disciplinary sanctions set forth below, regardless of any criminal liability and the outcome of the relevant trial; the rules set forth in this system of sanctions do not replace, but rather supplement the provisions of the law and the clauses of collective bargaining on the subject of disciplinary sanctions.

The existence of a disciplinary system for subordinate workers - who qualify as "persons subject to the direction or supervision" of one or more senior persons according to the definition contained in Art. 5 co. 1 lett. b), Decree - is inherent to the employment relationship, as provided for by civil law.¹ Specifically, the legislature explicitly placed on the employee a duty of diligence and fidelity in the performance of his or her duties, as well as the possibility for the employer to resort to the application of disciplinary sanctions in the face of behavior inconsistent with these obligations. The penalty response must be commensurate with the seriousness of the infraction committed and must comply with the provisions contained in the Workers' Statute and the current National Collective Bargaining Agreement for Chemical Industry workers and, in general, with the laws in force.² In accordance with current legal regulations, the disciplinary sanctions applicable to the Company's employees shall be brought to the attention of all persons subject to the application of the provisions

articles 2086, 2094, 2106 c.c.¹
art.7 L. 300/70²

contained therein, and this shall also be done through publication on the company bulletin board or other means deemed appropriate.

In addition to "internal" parties having a direct relationship with the Company, "external" parties may also act in the interest or benefit of the Company.

So, in the event that, for example, a supplier, external professional or business partner, in the performance of its activities in the name of and/or on behalf of the Company (or in any case, in the performance of its activities for the Company), commits or even only attempts to commit one of the offenses provided for in Decree 231/2001 or a violation of the Model, the Company is entitled to take any measure provided for by the law in force, including termination of the contract. To this end, the Company will adopt in its contracts with the aforementioned parties special express termination clause pursuant to Article 1456 of the Civil Code (so-called Safeguard Clause 231).

Pursuant to these regulations, therefore, employees and non-employees of the Company are subject to this Sanctions System.

*For a summary, by way of example, of case histories of reprehensible conduct held by top management and, in the area of occupational health and safety, of case histories of reprehensible conduct held by employees, please refer to **Appendix 3 - Sanctions System**.*

5.2- The recipients of the Disciplinary System

The provisions of this document, as, moreover, those of the Model in general, apply, to the extent respectively applicable, to the following parties (hereinafter, "**Recipients**"):

- Internal Persons (hereinafter also referred to as "**Personnel**"): those who have an ongoing, fixed-term or open-ended relationship with the Company; by way of example, members of the Corporate Bodies, employees, collaborators (including para-employees), interns and trainees;
- External Parties (hereinafter also the "**Third Parties**"): external professionals, partners, suppliers and consultants, supply companies and, in general, those who, having relations with the Company, in carrying out activities in the name of and/or on behalf of F.I.S. or in any case, in carrying out their activities for the Company, are exposed to the risk of committing offenses under Decree 231 in the interest or to the advantage of the Company.

The Society:

- (a) brings the Model to the attention of the above Recipients, through the most appropriate means, and
- (b) adequately informs and trains the Recipients on its contents.

5.3 The disciplinary system for internal subjects

I. Evaluation criteria

The type and amount of each of the following penalties vary in relation:

- to the intentionality of the behavior or the degree of negligence, recklessness or inexperience, with regard also to the foreseeability of the event;

- to the overall behavior of the insider, with particular regard to whether or not the insider has a disciplinary record, to the extent permitted by law;
- to the position, role and duties/missions of the internal person;
- to the functional position of the persons involved in the facts constituting the failure;
- to any circumstances accompanying the disciplinary offense;
- to the possible sharing of responsibility with other internal parties who contributed in bringing about the failure;
- to the Company's exposure to the risk of commission of crimes and the possible application of the sanctions provided for in Decree 231.

This is without prejudice to the Company's prerogative to seek compensation for damages resulting from an internal person's violation of the Model.

With regard to the investigation of infractions, disciplinary proceedings and the imposition of sanctions on employees, the powers already granted, within the limits of their respective delegated powers and competencies, to the Company's management remain valid.

II. The violations

In order to make the prohibited behaviors immediately intelligible, the main disciplinary infractions are specified below:

- violation of the prohibitions and obligations specifically set forth in the Model and the Standard of Business Conduct- Business Ethics and Conduct Standards & Policies;
 - failure to cooperate with the Supervisory Board or its operational staff, through the adoption of omissive or renegade behavior or in any case suitable to prevent or even hinder its control, assessment and verification functions;
 - violation or circumvention of the procedures and operational protocols adopted by the Company;
 - failure or inadequate oversight by supervisors of compliance with the requirements and procedures set forth in the Standard of Business Conduct- Corporate Standards & Policies on Ethics and Behavior and/or the Model by employees;
 - commission, even in an attempted form, of acts provided for by law as crimes that may result in the liability of the Company under the Decree;
 - the implementation of actions or conduct that do not comply with the requirements of the Model, or the omission of actions or conduct prescribed by the Model, in the performance of sensitive or instrumental activities that:
 - expose the Company to an objective situation of risk of committing one of the offenses covered by Decree 231, as amended; and/or
 - are uniquely directed to the commission of one or more of the offenses covered by Decree 231, as amended; and/or
 - are such as to result in the application against the company of sanctions provided for in Decree 231, as amended.
 - violation of the reporting procedure adopted by the Company and the provisions of Legislative Decree 24/2023 with particular reference:
 - to the violation of measures to protect the confidentiality of the reporter and other parties, as provided for in the regulations;
 - to engaging in conduct designed to obstruct or attempt to obstruct reporting;
 - to the adoption of discriminatory measures and retaliatory acts against reporting parties and other protected persons;
 - to the failure to carry out the activities of verification and analysis of the reports received;
 - as well as to the malicious or grossly negligent making of reports that turn out to be unfounded.
- Also relevant are failure to establish reporting channels or adopt procedures for making and handling reports or adopt procedures that do not comply with regulations;
- in the event that a sanction or precautionary prohibitory measure has been imposed on the Company, the violation of the obligations or prohibitions inherent in such sanctions or measures.
 - failure to participate in the training programs, without adequate justification, put in place by the Company in relation to the subject matter is also considered a violation;

(m) with special reference to occupational health and safety and environmental crimes:

- omissions in the observance, implementation and control or violation of occupational health and safety protection regulations Legislative Decree 81/08, as amended;
- omissions in compliance, implementation and control or violation of environmental protection regulations (Legislative Decree 152/2006, Penal Code and other special regulations).

All behaviors mentioned in this paragraph count as disciplinary infractions under this document even if they are committed in possible concurrence with others and/or are perfected through omissive conduct.

III. Sanctions

a. With respect to non-management employees

The company's disciplinary system is based on the relevant provisions of the Civil Code, the Workers' Statute, the relevant CCNL, and in any case the relevant applicable regulations.

The applicable sanctions against non-management employees are those provided for by law and by the regulations set forth in the National Collective Bargaining Agreement for Employees in the Chemical Industry, namely:

1. verbal warning;
2. written warning;
3. fine up to an amount equal to four hours' pay calculated on the minimum table; as well as in cases of recidivism in the commission of offenses from which the application of written reprimand may result, the fine may be applied in cases where, due to the level of hierarchical or technical responsibility, or in the presence of aggravating circumstances, the culpable and/or negligent behavior may undermine, even if at a potential level, the appropriate and effective implementation of the Model;
4. suspension from work and pay up to a maximum of eight days;
5. dismissal with notice;
6. dismissal without notice.

The system, as also provided for in the relevant CCNL, exemplifies the disciplinary behaviors according to the significance of each case, listing the applicable sanctions based on their severity.

In the event of a violation by the Company's non-management employees, the Supervisory Board-or other person who has become aware of the violation according to the Company's powers and procedures-will report it to the Internal Audit Function, the Supervisory Board or the General Counsel. If the violation has been reported, pursuant to Article 6 of Decree 231 and in accordance with the Whistleblowing Procedure adopted by the Company, the person who received the report must guarantee the confidentiality of the reporter's identity.

The Head of the function to which the employee in question belongs proceeds, in agreement with the Internal Audit Function, the Supervisory Board or the General Counsel, with all the necessary investigations- also making use of the technical support of the competent corporate structures, including the Human Resources Department itself- with all the broadest powers to acquire any useful element. Following the investigation activity, one of the above-mentioned Functions shall inform the Chief Executive Officer, who will take the appropriate initiatives, activating the disciplinary procedure, based on the provisions of the law, the CCNL for the category in force and the powers conferred on the same by the Board of Directors.

The Supervisory Board must be made aware of the outcome of the investigations conducted and any disciplinary sanction applied.

It is hereby clarified that in order to protect the authors of reports of crimes or irregularities referred to in Article 6 of Decree 231:

- the adoption of discriminatory measures against whistleblowers can be reported to the National Labor Inspectorate, for measures within its competence, not only by the whistleblower, but also by the labor organization indicated by the whistleblower;
- retaliatory or discriminatory dismissal of the whistleblower is null and void, and changes in duties under Article 2103 of the Civil Code are also null and void. It is the employer's burden, in the event of disputes related to the imposition of disciplinary sanctions, or to demotions, dismissals, transfers, or subjecting the reporter to other organizational measures having direct or indirect adverse effects on working conditions, subsequent to the submission of the report, to prove that such measures are based on reasons unrelated to the report itself.

b. With respect to executives

When the violation is carried out by company executives, the sanction deemed most appropriate will be applied against the perpetrators in accordance with the provisions of the law, the regulations set forth in the collective bargaining agreement for the category or any individual agreements, up to and including termination of employment.

In such cases, revocation of any powers of attorney granted to the executive himself or herself and, where possible, assignment to a different position may also be applied.

Penalties of a disciplinary nature, as well as any claim for damages, will be determined by taking as a reference the provisions of this paragraph as well as, given the role, the level of responsibility and the intensity of the fiduciary bond related to the assignment conferred.

In the event of a violation by executives, the Supervisory Board-or other person who has become aware of it in accordance with the company's powers and procedures-will report this to the Chief Executive Officer and, for information, to the Board of Directors. If the violation has been reported, pursuant to Article 6 of Decree 231 the person who received the report must guarantee the confidentiality of the reporter's identity.

The Chief Executive Officer, in consultation with the Board of Directors, shall make all necessary inquiries, with the broadest powers to acquire any useful elements.

Upon completion of the investigation, the action to be taken will be communicated in advance to the Board of Directors and approved by the Board of Directors if it is dismissal, as provided for in the powers conferred.

The outcome of the investigations conducted-and any disciplinary sanction applied-must be reported to the Supervisory Board by the Director of Human Resources.

c. With respect to directors and auditors and with respect to general managers appointed by the shareholders' meeting

When the violation of the provisions and rules of conduct of the Model and the Code of Conduct is carried out by members of the Board of Directors or the Board of Statutory Auditors, the Supervisory Board or other person who has become aware of it in accordance with the company's powers and procedures must promptly inform the entire Board of Directors and the entire Board of Statutory Auditors, as well as the Internal Audit Function, if the information does not come from the latter.

The Board of Directors and the Board of Statutory Auditors, each within the scope of its powers or functions or prerogatives, may take appropriate action, as provided by law or the Articles of Association, including the immediate or timely convening of the Shareholders' Meeting.

The Shareholders' Meeting shall examine the facts of the noncompliance stated in the agenda, formulate the objection to the facts with an indication of the circumstances of time and place inherent in the noncompliance itself and which gave cause for the convocation, and also set the date of its own reconvening for the examination of the offender's oral and/or written defenses and then to provide for them.

For the communication of the challenge to the offender, as formalized, the Chairman of the Board of Statutory Auditors may be delegated, if it is a challenge to a Board member, or a Board member may be delegated, if it is a challenge to a

member of the Board of Statutory Auditors, who will provide the communication by registered letter with return receipt or PEC indicating the date of the next Meeting for the above tasks.

A period of not less than twenty-five days and not more than forty days shall elapse between the date of receipt of the objection and the predetermined date of the Meeting.

At the time of formalization of the notice, if it deems there to be particularly serious violations, the Assembly may order, until the conclusion of the proceedings, the immediate provisional suspension of the offender, which will be communicated together with the notice.

If it is a member of **the Board of Directors**, the following sanctions may be imposed (as also described in detail in the sample table in **Annex 3- Sanction System**).

- formal written warning censuring the violation of the Model and intimation to comply with the provisions of the Model;
- suspension from office and compensation for a period including between one and six months;
- revocation of any delegation of authority in the exercise of which the violation was committed and, in the most serious cases, revocation of the office for just cause,

If it is a **member of the Board of Statutory Auditors**, on the other hand, the sanctions provided are:

- formal written warning censuring the violation of the Model and intimation to comply with the provisions of the Model;
- suspension from office and compensation for a period including between one and six months;
- removal from office, subject to approval by court decree pursuant to Article 2400, Paragraph 2 of the Civil Code.

Penalties of a disciplinary nature, as well as any claim for damages, will be commensurate taking as a reference the provisions of this paragraph as well as, given the role, the level of responsibility and the intensity of the fiduciary bond related to the assignment conferred.

In the event that the Director is linked to the Company by an employment relationship, all the sanctions referred to in this paragraph above may also be taken against him/her.

The outcome of the investigations conducted and any disciplinary sanction applied must be reported to the Supervisory Board by the Chairman of the Board of Directors.

If the violation has been reported, pursuant to Article 6 of Decree 231 and in accordance with the Whistleblowing Procedure adopted by the Company, the person who received the report must guarantee the confidentiality of the reporter's identity.

IV. Sanctions archive

The Company has a sanctions register maintained by the Supervisory Board.

Sanctions imposed on directors and auditors will be recorded in a register kept at the SB.

In the said register should also be noted:

- a) sanction proceedings initiated but not concluded with the imposition of sanctions
- b) any decisions/evaluations not to proceed-although there are reports of potentially reprehensible facts-to initiate disciplinary proceedings.

The register is maintained in accordance with the provisions of the General Data Protection Regulation (GDPR) and FIS' internal regulations regarding the retention of personal data.

5.4 The disciplinary system for external parties

I. The Evaluation Criteria

The type and amount of each of the following penalties vary in relation:

- to the intentionality of the behavior or the degree of negligence, recklessness or inexperience, with regard also to the foreseeability of the event;
- to the overall behavior of the third party with particular regard to the existence or non-existence of prior events, to the extent permitted by law;
- to the activities carried out by the third party;
- to the functional position of the persons involved in the facts constituting the failure;
- to any circumstances accompanying the disciplinary offense;
- to the possible sharing of responsibility with other parties who contributed in bringing about the failure;
- to the Company's exposure to the risk of commission of crimes and the possible application of the sanctions provided for in Decree 231.

This is without prejudice to the Company's prerogative to seek compensation for damages resulting from the third party's violation of the Model.

With regard to the investigation of infractions, disciplinary proceedings and the imposition of sanctions, the powers already granted, within the limits of their respective delegated powers and competencies, to the Company's management remain valid.

II. The violations

In order to make the prohibited behaviors immediately intelligible, the main disciplinary infractions are specified below:

- a) violation of the prohibitions and obligations specifically set forth in the Model and the Standard of Business Conduct- Business Ethics and Conduct Standards & Policies;
- b) violation or circumvention of the procedures and operational protocols adopted by the Company, where also applicable to the third party, which the latter has formally undertaken to comply with;
- c) commission, even in an attempted form, of acts provided for by law as crimes that may result in the liability of the Company under the Decree;
- d) the implementation of actions or conduct that do not comply with the requirements of the Model, or the omission of actions or conduct prescribed by the Model, in the performance of sensitive or instrumental activities that:
 1. expose the Company to an objective situation of risk of committing one of the offenses covered by Decree 231, as amended; and/or
 2. are uniquely directed to the commission of one or more of the offenses covered by Decree 231, as amended; and/or
 3. are such as to result in the application against the company of sanctions provided for in Decree 231, as amended.
- j) violation of the reporting procedure adopted by the Company and the provisions of Legislative Decree 24/2023 with particular reference:
 - a. to the violation of measures to protect the confidentiality of the reporter and other parties, as provided for in the regulations;
 - b. to engaging in conduct designed to obstruct or attempt to obstruct reporting;
 - c. to the adoption of discriminatory measures and retaliatory acts against reporting parties and other protected persons;
 - d. to the failure to carry out the activities of verification and analysis of the reports received;
 - e. as well as to the malicious or grossly negligent making of reports that turn out to be unfounded.

Also relevant are failure to establish reporting channels or adopt procedures for making and handling reports or adopt procedures that do not comply with regulations;

- e) in the event that a sanction or precautionary prohibitory measure has been imposed on the Company, the violation of the obligations or prohibitions inherent in such sanctions or measures.
- f) failure to participate in training programs, without adequate justification, put in place by the Company in relation to the subject matter in question in which the third party is required to participate (e.g., in cases of contracting out work to third-party firms within F.I.S. workplaces) is also considered a violation.
- g) in the case of activities carried out by third parties within the workplaces of F.I.S., with reference to occupational health and safety and environmental crimes:
 - o omissions in the observance, implementation and control or violation of occupational health and safety protection regulations Legislative Decree 81/08, as amended;
 - o omissions in compliance, implementation and control or violation of environmental protection regulations (Legislative Decree 152/2006, Penal Code and other special regulations).

The behaviors described above count as disciplinary infractions under this document even if they are committed through omissive conduct and/or in possible concurrence with others.

III. Sanctions

a. With regard to business partners, consultants and external collaborators

In the event that an offense provided for in Decree 231 or, in any case, a violation of the Model or the Standard of Business Conduct- Corporate Standards & Policies of Ethics and Behavior is committed by business partners, consultants and external collaborators of the Company itself, however named, or by other parties having contractual relations with the Company, this will be sanctioned in accordance with the provisions of the specific contractual clauses included in the relevant contracts.

Consequently, at the time of the stipulation of contracts for- purely by way of example- supply, contracting of goods and/or services, consulting, agency, distribution or commercial representation assignments, special clauses will be prepared, whereby the third party- in relations with the Company- undertakes to comply with the principles and operating practices defined in the Model and in the Standard of Business Conduct- Standards & Company Policies of Ethics and Behavior, as well as to adopt, to the extent of its competence, company procedures and/or to behave in such a way as to prevent the commission of the offenses provided for in the Decree.

Failure to comply with these obligations, constituting a serious and essential breach, will give the Company the right to proceed with the following remedies, which must be expressly provided for in the contract:

- reminder and intimation to comply;
- suspension of the execution of the contract and the concomitant intimation of a peremptory deadline within which the effects of the contested violation must be fully eliminated, under penalty of ipso jure termination of the contract;
- payment of a penalty in the amount that will be deemed appropriate and effective for the different types of relationships established with third parties;
- immediate termination of the contract under Article 1456 of the Civil Code without prejudice to the third party's duty to compensate her for damages.

In the event of a violation by collaborators, consultants or other third parties connected to the Company by a non-employee contractual relationship, the Supervisory Board-or other person who has become aware of it in accordance with the Company's powers and procedures-will report this circumstance to the Area Director to whom the contractual relationship pertains and to the Chief Executive Officer.

The aforementioned will proceed with all the necessary investigations, with all the broadest powers to acquire any useful element- also availing themselves of the support of the competent company structures- and will take the appropriate initiatives, pursuing the applicable contractual remedies, subsequently informing the Board of Directors.

The offense must be contested in writing by registered letter with return receipt or PEC to the offending party specifying the facts that gave rise to it with an indication of the circumstances of time and place.

The outcome of the investigations conducted and any initiatives taken toward Third Parties must be reported to the Supervisory Board by the Director of Human Resources.

If the violation has been reported, pursuant to Article 6 of Decree 231, as amended by Legislative Decree 24/2023, the person who received the report must guarantee the confidentiality of the identity of the reporter.

b. With respect to the Auditing Company

The contract with the Auditing Firm must include a special clause that provides for the assumption of obligations relating to compliance with the Code of Conduct adopted by F.I.S. and whatever else may be provided for in the relevant Model for the activities within the competence of the same Auditing Firm related to the relationship established and related sanctions in case of violation.

The expected penalties are:

- a. formal written warning censuring the violation of the Model and intimation to comply;
- b. payment of a penalty stipulated in the appropriate contractual clause;
- c. removal from office for just cause, after consultation with the Board of Statutory Auditors, subject to the notices referred to in Art. 13, para. 7 Legislative Decree 39/2010.

Penalties may be imposed in case of obstructing the supervisory activities of the Supervisory Board, in case of violation of the Code of Conduct and the provisions of the FIS Model of as far as the Auditing Company is concerned.

Penalties under a. and b. will be imposed by the Board of Directors.

The penalty under c. will be imposed by the General Assembly.

In any case, the Assembly must comply with the regulations of the Special Law.

When violations are detected by the Auditing Company, upon report of the SB or other party or on its own initiative, the Board of Directors shall consider the application of the sanctions in points a. and b. or urgently convene the Shareholders' Meeting in accordance with the Bylaws and in compliance with the Civil Code for the possible sanction in point c.

The Board of Directors or the Shareholders' Meeting, according to their respective competencies, shall examine the facts of the noncompliance stated in the agenda, formulate the objection of the facts with an indication of the circumstances of time and place inherent in the noncompliance itself and which gave cause for the convocation, and also set the date of its own reconvening for the examination of the oral and/or written defenses of the offender and then to act on them.

Decisions made should be reported to the Supervisory Board.

For the communication of the objection to the offender, as formalized, may be delegated to a Board Member who will provide the communication by registered letter with return receipt or PEC indicating the date of the next meeting for the above tasks.

A period of not less than twenty-five days and not more than forty days shall elapse between the date of receipt of the objection and the preset date of the meeting.

If the violation was the subject of a report, pursuant to Article 6, as amended by Legislative Decree 24/2023, of Decree 231 the person who received the report must guarantee the confidentiality of the identity of the reporter.

III. Sanctions archive

Sanctions imposed on third parties in relationship with the Company will be recorded on a register kept at the SB.

Upon notice of an alleged violation, the following steps are provided:

- i) is given impetus to deficiency detection activities by the relevant internal functions;
- ii) upon any report of the notice of violation by the individuals who have a coordinating and/or verification role, and having heard the hierarchical superior or the contact person of the perpetrator of the censured conduct (respectively in the event that the perpetrator himself is an employee or a third party external to the Company), the Company identifies the hypothesis of recurring violation in the case and proceeds to the notification of charges;
- iii) analyzed the motives of the perpetrator of the censured conduct, if provided and found to be insufficient, and then, if found to be in violation, the prescribed disciplinary sanction will be imposed;
- iv) after the application of the disciplinary sanction, the imposition of such sanction must be communicated to the Supervisory Board.

The Company monitors the application of disciplinary sanctions and verifies compliance with all legal and contractual requirements related to the imposition of the disciplinary sanction.

5.5- The Role of the Supervisory Board

Supervision of compliance with the Model is entrusted to the Supervisory Board, which, in the exercise of its functions, is also called upon to detect any violations.

Once breaches are detected directly or reports are received, the Supervisory Board will carry out an investigation into the causes, any corrective actions taken, and anything else that may be useful in preventing the underlying crime risk.

Upon the outcome of its investigations, if the fact is deemed well-founded and deserving of sanction, the Supervisory Board will forward the documentation accompanied by a written opinion to the Chief Executive Officer or to the Board of Directors and the Board of Statutory Auditors if the offense was committed by a Board Member. The Supervisory Board may make suggestions regarding actions to be taken.

5.6- Changes to the disciplinary system

Amendments to this Disciplinary System must be adopted by the Board of Directors, after obtaining the non-binding opinion of the Supervisory Board, unless they are non-substantial changes, i.e., without potential impact on the Model's suitability and preventive effectiveness (e.g., changing references to contractual rules on disciplinary matters).

Amendments shall be brought to the attention of all persons to whom the provisions contained therein are to be applied, including by posting on the company bulletin board or other means deemed appropriate.

6 PRINCIPLES OF PREVENTION AND STRUCTURE OF CONTROLS

6.1- Principles of prevention

The components of the Model are guided by the principles listed here:

- **the presence of procedures and regulations** that program operating methods and make behaviors explicit;

- **clear assumption of responsibility:** any activity must refer to a person or organizational unit that holds responsibility for it, so that responsibilities can be accurately identified in case of any deviations from procedures/regulations;
- **segregation, where possible, of authorization, execution and control activities:** within a business process, separate-and conflicting-functions must decide and authorize a transaction, execute it, record it, control it, and pay or collect the price;
- **process and control traceability:** every operation or management fact must be documented, so that at any time the responsibility of those who have operated (evaluated, decided, authorized, carried out, noted in the books, controlled) can be identified;
- **independent audits of operations performed:** carried out either by people in the organization but outside the process, or by people outside the organization;
- **compliance with the system of delegation of authority and powers of signature and authorization** established by the company, which must be faithfully reflected in operating procedures and verified by the system of controls.
- **proper and transparent use of financial resources,** which must be used within quantitatively and qualitatively determined limits (budgets, marketing and sales plans) and documented, authorized and unambiguously referable to the issuing and receiving parties and the specific motivation.

The principles have been appropriately combined and declined in the company's control system in consideration of the reality under consideration, in order to make it effective and efficient to the prevention of risks under Decree 231.

6.2- Types of control

Three types of controls are defined within the Model, which are distinguished according to the subject operating the controls:

- **1st level controls:** these are the control operations carried out within the function responsible for the proper execution of the activity in question. Subject to the guideline of segregation between those who control and those who operate, this category typically includes audits carried out by the head/director of the function on the work of his or her employees.
- **Level 2 controls:** these are the controls carried out, within normal business processes, by functions separate from the one responsible for the activity being controlled. In the process flow, which describes an internal supplier-customer chain, second-level controls are typically handled by the internal customer to verify that its supplier has operated properly (input controls). The above-mentioned principle of "contraposition of functions" applies to these controls.
- **Level 3 controls:** these are controls carried out by functions, internal or external to the company, that do not participate in the production process. This type includes, for example, audits conducted by the Internal Audit Department, of the Supervisory Board, audits of certification bodies, and audits of the Board of Statutory Auditors.

In addition, it is of paramount importance that the preventive control system is known to all parties in the organization and that the system is such that it cannot be circumvented except intentionally (i.e., not through human error, negligence, or inexperience).

Specific information/training arrangements have been made for this purpose (see supra para. 4).

6.3- Preventive Protocols 231

Preventive Protocols 231 (i.e., protocols containing rules aimed at planning the formation and implementation of the entity's decisions in relation to the crimes to be prevented) formalize the control system defined by the Company in order to:

- prevent unlawful conduct under Decree 231;

- exclude that any person operating within the Company can justify his or her conduct by alleging ignorance of the Company's directives;
- avoid that, in normal cases, the offense may be caused by human error (also due to negligence or inexperience) in the evaluation of the directives themselves.

The 231 preventive protocols also provide, by referring to the appropriate **Annex 4- Training Flows Framework**, which provides details for each function, the information flows that must be sent to the Supervisory Board.

Given the inherent purpose of Decree 231 and the Model provided for therein, in general, any other company act or procedure that, although possibly introduced with different purposes, in fact regulates the sensitive processes identified in the Special Part of this Model, essentially constitutes a relevant safeguard under Decree 231 and part of the Model itself.

In such cases, their prescriptions will be binding with respect to employees and/or third parties, will entail the reporting obligations to the SB under this Model as well as the application of the 231 sanction system.

In addition, with a view to "integrated" 231 risk management, what is provided for in the above-mentioned corporate acts or procedures may be expressly referred to by the specific 231 preventive protocols.

7. SUPERVISORY BODY AND DISCLOSURE REQUIREMENTS

7.1- Composition and rules

The task of continuously supervising the effective operation and compliance with the Model, as well as proposing its updating, is entrusted to a body of the company with autonomy, professionalism and continuity in the exercise of its functions. For this purpose, F.I.S. establishes a special collegial body, called the "**Supervisory Board**" (hereinafter and above, also just "**SB**") and governed by the following provisions.

The Board of Directors appoints the Supervisory Board by reasoned decision with respect to each member, chosen exclusively on the basis of the requirements of professionalism, honorability, competence, independence and functional autonomy. The Board of Directors also designates from among the appointed members the one who will serve as chairman.

Given the risk profile of the Company, the members of the Supervisory Board are chosen from individuals inside and outside the company with specific expertise in occupational safety, environment, legal, internal control, auditing, risk management, and organization; Therefore, the Supervisory Board is composed of a minimum of 3 members, 2 of whom are external.

The resolution appointing the Supervisory Board also determines the compensation and duration of the appointment.

Its members may be dismissed only for just cause and are eligible for reappointment; the Supervisory Board may not remain in office in the same composition for more than six consecutive years. Any member who is removed or resigns from office shall be promptly replaced, and the replacement shall serve until the expiration of the term of the Supervisory Board in effect at the time of his or her appointment. If the subordinate or para-subordinate employment relationship between the Company (or other group companies) and the person appointed as an internal member of the SB ceases for any reason, that person will automatically forfeit his or her position as a member of the SB and must be promptly replaced.

The Supervisory Board reports directly to the Board of Directors, unless otherwise provided.

The Supervisory Board has autonomous powers of initiative and control within the Company, such as to enable the effective exercise of the functions provided for by the law and the Model, as well as by subsequent measures or procedures taken to implement it.

In order to carry out, with objectivity and independence, its function, the Supervisory Board has autonomous spending powers on the basis of an annual sum approved and made available by the Board of Directors upon the Board's proposal. At the first meeting following the use of this budget, the Supervisory Board shall report such use to the Board of Directors.

The Supervisory Board may commit resources in excess of its spending powers in exceptional and urgent situations, with the obligation to inform the Board of Directors in a timely manner.

The members of the Supervisory Board, as well as the persons whose services the Board uses in any capacity, are bound by the obligation of confidentiality on all information of which they have become aware in the performance of their functions or activities and, in particular, to comply with the provisions of the General Data Protection Regulation (GDPR) and the Company's internal regulations on the processing of personal data, including the instructions from time to time issued by the competent bodies.

The Supervisory Board performs its functions by taking care of and fostering rational and efficient cooperation with the company's existing control bodies and functions.

The Supervisory Board does not have, nor can it be granted, even in lieu of, managerial, decision-making, organizational or disciplinary powers of intervention relating to the performance of the company's activities.

The activities carried out by the SB cannot be reviewed by any other corporate body or structure.

7.2- Powers and functions

The Supervisory Board, in pursuit of the purpose of supervising the effective implementation of the Model adopted by the Company, holds the following **powers of initiative and control**, which it exercises in compliance with the law, as well as the individual rights of the workers and persons concerned:

- carries out periodic inspection activities, the frequency of which is, at a minimum, predetermined in view of the various areas of intervention;
- has access to all information concerning at-risk activities;
- may request information or the production of documents, relevant to risk activities, from the Company's managers, as well as from all employees who perform risk activities or supervise them;
- if necessary, may request information or the production of documents, relevant to risk activities, from the directors, the Board of Statutory Auditors or the equivalent body, and the auditing firm;
- may request information or the exhibition of documents relevant to activities at risk from collaborators, consultants and representatives external to the company and in general from all persons required to comply with the Model; to this end, the Company aims to obtain the contractual commitment of the aforementioned persons to comply with the request of the Supervisory Board;
- receive periodic information from those responsible for at-risk activities;
- may call on outside consultants for issues of particular complexity or requiring specific expertise;
- submits non-compliance with the Model to the Board of Directors for the company to evaluate the adoption of sanctioning procedures and the elimination of any deficiencies found; if the Board of Directors assigns to a Managing Director the powers to modify and implement the Model, the Board of Directors identifies a representative of the BoD for relations with the SB, non-compliance should be submitted to this Director for evaluation of initiatives within the scope of his powers. In addition to these individuals, the Body is also empowered to report detected noncompliances to the Head of the department in which the noncompliance was found;
- submits the Model for periodic review and proposes that it be updated.

To ensure the effective and efficient performance of its functions, in addition to any general provisions dictated by the Board of Directors, this Body establishes appropriate operating rules and **adopts its own internal regulations** in order to ensure maximum organizational and action autonomy of the subject in question.

7.3- Guidelines for the Regulations of the Supervisory Board

The regulations must ensure continuity and effectiveness of the action of the Supervisory Board; to this end, the regulations must provide:

- a minimum number of annual meetings;
- the periodicity at least annually of the report to the BoD on the activity accomplished;
- the procedures for preparing the spending plan and the emergency action fund;
- the way in which allocated resources are managed and reporting is done;
- the management of documentation related to the activities carried out by the Supervisory Board and how it is filed;
- the arrangements to ensure the effective autonomy of the Body despite the presence of internal members of the company;
- the manner in which any communications, including anonymous ones, reporting circumstances relevant to the implementation of the 231 Model or to the administrative liability of the Company are collected, processed and stored.

In addition, the Regulations should provide that:

- the Supervisory Board shall exercise its functions and powers in the manner provided for in the Regulations themselves
- the Regulations are prepared by the Supervisory Board itself and unanimously approved by it and forwarded to the administrative body and the Board of Statutory Auditors.

7.4- The information flows of the Supervisory Board

In order to facilitate the supervisory activity on the effectiveness of the Model, the SB must be informed about events that could result in the Company's liability under Decree 231, as well as any other facts or circumstances useful for the performance of supervision and control activities by the SB ("**Information Flows**").

Specifically, Information Flows are defined as:

- the periodic or event-driven information flows defined in **Annex 4- Information Flow Framework**; and
- any data or elements relating to normal business activity that, given its nature, is relevant to assessing the effective application of the Model. This information is requested by the Supervisory Board from the specific individuals identified in advance in the manner set forth below.

Information Flows are to be transmitted on a periodic or event-driven basis with reference to the data, information and documents listed in the table in Annex 4- Information Flow Chart, to odv231@fisvi.com.

It should also be noted that the persons listed in Annex 4 are required to submit periodic information flows even if no relevant facts have emerged during the reporting period, where appropriate explicitly pointing this out.

It is understood that the Supervisory Board may request from department heads or any other corporate person, from time to time, any other data or information, even if not expressly provided for.

In particular, the SB:

- i. has access to all information concerning at-risk activities;
- ii. may request information or the production of documents, relevant to risk activities, from the Company's executives, as well as from all employees who perform risk activities or supervise them;
- iii. if it deems it necessary or appropriate, may request information or the production of documents, relevant to risk activities, from the directors, the Board of Statutory Auditors where present, the auditors or the auditing firm

In addition to reports of general violations described above, information concerning:

- measures and/or news from judicial police bodies, or any other authority, concerning the conduct of investigations involving the Company and/or members of corporate bodies;
- any reports prepared by the heads of other bodies as part of their control activities and from which facts, acts, events or omissions with profiles of criticality with respect to compliance with Decree 231 may emerge;

- news of disciplinary proceedings as well as of any sanctions imposed or of the measures of dismissal of such proceedings with the relevant reasons, if they are related to the commission of crimes or violation of the Model's rules of conduct or procedures;
- internal investigations or internal reports/communications from which responsibility for the offenses set forth in Decree No. 231 of 2001 emerges;
- organizational changes;
- updates to the system of delegation and authority;
- the operations significantly carried out within the Offense Risk Areas;
- changes in Offense Risk Areas or potentially at risk;
- any communications from the Board of Statutory Auditors regarding aspects that may indicate deficiencies in the system of internal controls, reprehensible facts, and observations on the Company's financial statements;
- the statement of truthfulness and completeness of the information contained in corporate communications.

7.5-Information from the Supervisory Board to the Board of Directors and the Board of Statutory Auditors

The Body prepares (at least annually) a report on its activities and presents it to the Board of Directors and the Board of Statutory Auditors at the first appropriate meeting.

Whenever it deems it necessary, the Body may in any case make reports to the Board of Directors and propose amendments and/or additions to the Organizational Model; if the Board of Directors assigns to a Managing Director the powers to amend and implement the Model referred to in the first paragraph of Section 12 above or, the Board of Directors identifies a representative of the Board of Directors for relations with the SB, the SB shall make the above reports to that Director, notifying the Board of Directors in the immediately following periodic report (in the case of reports of non-compliance with the Model, the SB shall specifically indicate the procedures in question and the type of non-compliance).

In addition to the above-mentioned individuals, the Body is also empowered to report detected noncompliances to the Head of the department in which the noncompliance was found.

The periodic reports prepared by the Supervisory Board are also prepared for the purpose of enabling the Board of Directors to make the necessary evaluations to make any updates to the Model and must at least contain, carry out, or report on:

- any issues that have arisen regarding the manner in which the procedures set forth in the Model or adopted in implementation of or in light of the Model and the Standard of Business Conduct;
- the reporting of reports received from internal and external parties regarding the Model;
- disciplinary procedures and any sanctions applied by the company, with exclusive reference to risk activities;
- an overall assessment of the functioning of the Model with possible directions for additions, corrections or modifications.

8. REPRESENTATION IN COURT AND APPOINTMENT OF DEFENSE COUNSEL

Under Article 39 of Decree 231, "the entity participates in criminal proceedings with its legal representative, unless the latter is charged with the crime on which the administrative offense depends."

In this regard, F.I.S., in order to avert the occurrence of possible situations of conflict of interest, formally recognizes a condition of incompatibility in the head of its legal representatives, as identified by the system of proxies and powers of attorney in place, to represent the Company in court, as well as to proceed to the appointment of the company's trusted defense counsel, if the same legal representative is under investigation and accused in criminal proceedings for the same crimes also ascribed to the company.

To this end, F.I.S. has seen fit to adopt the following principals:

- legal representatives are required to promptly report their involvement, in a personal capacity, in criminal proceedings related to charges potentially relevant under Decree 231 and connected with the activities of F.I.S., as well as found situations of incompatibility or conflict of interest in relation to any proceedings to which the Company is a party;

- the legal representative will be prohibited from representing the Company in court, as well as from appointing F.I.S.'s trusted counsel, in the situations described above;
- in the event that F.I.S. is involved in a proceeding pursuant to Decree 231 and when there are no individuals with general powers of representation and free from conflicts of interest, as in the situations described above, the Board of Directors, shall grant special power of attorney to one of the members of the Company's Management for the purpose of representing the company in court and to proceed with the appointment of the entity's counsel;
- the Board of Directors shall verify in advance that the corporate counsel and the legal representative correspond to two distinct personalities, not serving in the same office.

9. WHISTLEBLOWING REPORTS

The Council of Ministers, at its meeting on March 10, 2023, approved Legislative Decree 24/2023 for the transposition of EU Directive 2019/1937 on "the protection of persons who report breaches of Union law and laying down provisions concerning the protection of persons who report breaches of national laws." By virtue of the new regulatory dictate, following the amendment referred to in paragraph 2-bis of Article 6 ex Legislative Decree 231/01, F.I.S. has adopted its **own system for reporting offenses and irregularities**, providing for, by way of example and not limited to:

- the establishment of an internal reporting channel that guarantees, including through the use of encryption tools, the confidentiality of the identity of the reporting person, the person involved and the person in any case mentioned in the report as well as the content of the report and the related documentation (ex art. Legislative Decree 24/2023 and art. 6 paragraph 2-bis Legislative Decree 231/01);
- the provision of alternative reporting channels (e.g., a direct meeting with the body identified to handle reports);
- the management of the reporting channel entrusted to a dedicated Management Body with specifically trained staff;
- the provision of precise timelines in terms of feedback of reports (acknowledgement of receipt of report within 7 days, feedback to report within 3 months);
- the provision of protections against any retaliatory and/or discriminatory acts against the person making the report;
- the extension of protection measures to parties other than the whistleblower such as: facilitators, people in the same work environment who have a family and/or emotional ties or regular relationships and who have supported the whistleblower, entities owned-exclusively or in majority third-party ownership-by the whistleblower as well as entities at which the whistleblower works, including subcontractors;
- the provision of retention time (5 years from the date of receipt of the report and related documentation pursuant to Art. 14 ex Legislative Decree 24/2023);

The Company has equipped itself with a system for handling reports, including anonymous reports, in accordance with national regulations and the best standards for the protection of whistleblowers, designed, among other things, to ensure, by means of computer methods, the confidentiality of the identity of the whistleblower. Specifically, F.I.S. has activated the following reporting channels:

- **dedicated internet portal:** accessible from the F.I.S. website: www.fisvi.com - Ethics & Compliance section, whistleblowing link;
- **regular mail:** F.I.S. - Fabbrica Italiana Sintetici S.p.A. Viale Milano no. 26, 36075; Montecchio Maggiore (VI) - Marking on the outside of the envelope: "RESERVED FOR INTERNAL AUDIT."
- **direct meeting:** at the request of the reporter, a direct meeting with Internal Audit and/or, where appropriate, a different member of the Whistleblowing Committee will be arranged in a reasonable time.

Further information on the reporting channels adopted by the Group can be found in **the F.I.S. Whistleblowing Policy (P.A. 1002)**.

Notes:

(*)

THIS UNOFFICIAL ENGLISH LANGUAGE COURTESY TRANSLATION OF THE ORIGINAL ITALIAN LANGUAGE POLICY IS FOR INFORMATION PURPOSES ONLY AND SHOULD NOT BE RELIED UPON.

IN THIS UNOFFICIAL ENGLISH LANGUAGE COURTESY TRANSLATION, ITALIAN LEGAL CONCEPTS ARE EXPRESSED IN ENGLISH TERMS AND NOT IN THEIR ORIGINAL ITALIAN TERMS.

THE CONCEPTS CONCERNED MAY NOT BE IDENTICAL TO THE CONCEPTS DESCRIBED BY THE SAME ENGLISH TERM AS THEY EXIST UNDER THE LAWS OF OTHER JURISDICTIONS. IN THE EVENT OF ANY AMBIGUITY ABOUT THE MEANING OF CERTAIN TRANSLATED TERMS OR OF ANY DISCREPANCIES BETWEEN THE ITALIAN REPORT AND THIS UNOFFICIAL ENGLISH LANGUAGE COURTESY TRANSLATION, THE ITALIAN REPORT (A COPY OF WHICH IS AVAILABLE ON THE COMPANY'S WEBSITE) SHALL PREVAIL.

THE COMPANY MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE FAIRNESS, ACCURACY, COMPLETENESS OR CORRECTNESS OF THIS ENGLISH LANGUAGE COURTESY TRANSLATION, AND NONE OF THE COMPANY OR NOR ANY OF ITS DIRECTORS, MEMBERS, OFFICERS, EMPLOYEES, AGENTS OR AFFILIATES ACCEPTS ANY RESPONSIBILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM ANY USE OF SUCH TRANSLATION.

