

Vernay Italia S.r.l. Unipersonale

ORGANIZATION, MANAGEMENT AND CONTROL MODEL

pursuant to Legislative Decree no. 231 of 8 June 2001

APPROVED BY THE BOARD OF DIRECTORS ON DECEMBER 5, 2023

DOCUMENT STATUS: LIST OF REVISIONS

REVIEW/DATE	DESCRIPTION
00 05 /12/2023	<i>Adoption of the Organization, Management and Control Model pursuant to Legislative Decree 231/01 by the Board of Directors;</i>
01 30/112024	<i>Update of the document following introduction of new predicate offenses; update chapters General part 2.2 offenses committed abroad; 2.3 Penalties; 2.4 attempted crimes; Special part 9.3 Crimes in dealings with the public administration and the crimes of extortion, undue inducement to give or promise benefits and bribery (Articles 24 and 25 Legislative Decree No. 231/01), 12.2 Contraband;; 18. Computer crimes and unlawful data processing art.24 bis d.lgs. N. 231/01); Code of Ethics and Gender Equality;</i>

DOCUMENT	WRITING AND VERIFICATION	AUTHORIZATION
DOC.: MOG Vernay REV: 01 DATA: 30/11/2024	Avv. Barbara Passanisi Supervisor Body	Board of Directors

TABLE OF CONTENTS

GENERAL PART	ERRORE. IL SEGNALIBRO NON È DEFINITO.
1. COMPANY PRESENTATION	ERRORE. IL SEGNALIBRO NON È DEFINITO.
1.1 ROLES, DUTIES AND RESPONSIBILITIES WITHIN THE ASTI CORPORATE STRUCTURE	ERRORE. IL SEGNALIBRO NON È DEFINITO.
2. THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL	ERRORE. IL SEGNALIBRO NON È DEFINITO.
2.1 APPLICABLE REGULATORY FRAMEWORK AND RECIPIENTS	ERRORE. IL SEGNALIBRO NON È DEFINITO.
2.2 CRIMES COMMITTEED ABROAD	ERRORE. IL SEGNALIBRO NON È DEFINITO.
2.3 PENALTIES.....	ERRORE. IL SEGNALIBRO NON È DEFINITO.
2.4 ATTEMPTED CRIMES	ERRORE. IL SEGNALIBRO NON È DEFINITO.
2.5 FUNCTION OF THE MODEL	ERRORE. IL SEGNALIBRO NON È DEFINITO.
2.6 MODEL CONSTRUCTION.....	ERRORE. IL SEGNALIBRO NON È DEFINITO.
2.7 IN PARTICULAR: DESCRIPTION OF THE RISK ANALYSIS METHODOLOGY	ERRORE. IL SEGNALIBRO NON È DEFINITO.
2.7.1 Risk Assessment.....	19
2.7.2 Gap Analysis.....	21
2.7.3 Confindustria Guidelines.....	21
3. THE ORGANIZATIONAL MODEL IN THE CONTEXT OF VERNAY ITALIA S.R.L. UNIPERSONALE	23
3.1 DRAFTING AND PRINCIPLES	23
3.2 ADOPTION AND UPDATING.....	24
3.3 FUNCTION AND EFFECTIVENESS OF THE MODEL	26
3.4 TRAINING OF RESOURCES AND DISSEMINATION OF THE MODEL	27
4. THE SUPERVISORY BODY	29
4.1 INTRODUCTION.	29
4.2 FUNCTIONS, COMPOSITION AND REQUIREMENTS	30
4.3 FUNCTIONS, DUTIES AND POWERS	32
4.4 SUPERVISORY BODY REPORTING TO THE SENIOR MANAGEMENT.....	36
4.5 INFORMATION FLOWS TO THE SUPERVISORY BODY: GENERAL INFORMATION AND SPECIFIC MANDATORY INFORMATION	37
5. THE SYSTEM OF DELEGATED POWERS AND POWERS OF ATTORNEY	39
6. THE WHISTLEBLOWER PROTECTION SYSTEM.	40
7. THE DISCIPLINARY AND SANCTIONS SYSTEM	46
7.1 GENERAL PRINCIPLES.....	46
7.2 SUBJECT RECIPIENTS	49
7.3 SANCTIONS AGAINST EMPLOYEES	50
7.3.2 MEASURES AGAINST DIRECTORS	51
7.4 PROCEDURE FOR THE DETERMINATION AND IMPOSITION OF SANCTIONS AGAINST EMPLOYEES	53

7.4.1	PROCEEDINGS AGAINST EMPLOYEES AND MANAGERS	54
7.4.2	PROCEEDINGS AGAINST DIRECTORS	54
7.5	MEASURES AND RELATED PROCEEDINGS AGAINST DIRECTORS AND STATUTORY AUDITOR	55
7.6	DISCIPLINARY MEASURES AGAINST COLLABORATORS, CONSULTANTS AND PARTNERS/SUPPLIERS	56
7.7	DISCIPLINARY MEASURES AGAINST THE SUPERVISORY BODY	57
7.8	MEASURES REGARDING WHISTLEBLOWING	57
8.	RELATIONSHIP BETWEEN THE MODEL AND THE CODE OF ETHICS AND GENDER EQUALITY	58
	SPECIAL PART	59
	FOREWORD TO THE SPECIAL PART	60
9.	CRIMES COMMITTED IN DEALINGS WITH THE PUBLIC ADMINISTRATION, EXTORTION, UNLAWFUL INDUCEMENT BY AN OFFICIAL TO GIVE OR PROMISE A BENEFIT AND CORRUPTION (ART. 24 AND 25 OF LEGISLATIVE DECREE 231/01)	62
9.1	DEALINGS WITH THE PUBLIC ADMINISTRATION	62
9.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	63
9.3	OFFENCES IN DEALINGS WITH THE PUBLIC ADMINISTRATION, UNLAWFUL RECEIPT OF DISBURSEMENTS, FRAUD TO THE DETRIMENT OF THE STATE OR OF A PUBLIC OR EU BODY OR FOR OBTAINING DISBURSEMENTS OF PUBLIC FUNDS, COMPUTER FRAUD TO THE DETRIMENT OF THE STATE OR OF A PUBLIC BODY AND FRAUD IN PUBLIC PROCUREMENT (ARTICLE 24 OF LEGISLATIVE DECREE 231/2001). EMBEZZLEMENT, EXTORTION, UNLAWFUL INDUCEMENT BY AN OFFICIAL TO GIVE OR PROMISE A BENEFIT AND BRIBERY/CORRUPTION AND ABUSE OF OFFICE (ARTICLE 25 OF LEGISLATIVE DECREE 231/2001).	65
9.4	FORBIDDEN CONDUCT WITHIN THE COMPANY	73
9.5	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES	75
10.	CORPORATE CRIMES (ARTICLE 25-TER LEGISLATIVE DECREE 231/01)	76
10.1	CORPORATE CRIMES	76
10.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	79
10.3	FORBIDDEN CONDUCT WITHIN THE COMPANY	ERRORE. IL SEGNA LIBRO NON È DEFINITO.
10.4	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES	ERRORE. IL SEGNA LIBRO NON È DEFINITO.
11.	CRIMES OF BRIBERY/CORRUPTION AMONG PRIVATE INDIVIDUALS (ARTICLE 25-TER(1) S-BIS OF LEGISLATIVE DECREE 231/01)	83
11.1	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	84
11.2	FORBIDDEN CONDUCT WITHIN THE COMPANY	85
11.3	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES	85
12.	CRIMES OF RECEIVING STOLEN GOODS, MONEY-LAUNDERING AND USE OF MONEY, GOODS OR ASSETS OF ILLICIT ORIGIN, AND SELF-LAUNDERING (ARTICLE 25-OCTIES OF LEGISLATIVE DECREE 231/01), AND SMUGGLING	86
12.1	CRIMINAL OFFENCES OF RECEIVING STOLEN GOODS, MONEY-LAUNDERING AND USE OF MONEY, GOODS OR ASSETS OF ILLICIT ORIGIN, AND SELF-LAUNDERING	86
12.2	CRIMES OF SMUGGLING	90
12.3	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	94

12.4	FORBIDDEN CONDUCT WITHIN THE COMPANY.....	97
12.5	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES.....	98
13.	CRIMES OF MANSLAUGHTER AND SERIOUS OR GRAVE PERSONAL INJURY, COMMITTED IN BREACH OF APPLICABLE WORKPLACE HEALTH AND SAFETY PREVENTION RULES (ART. 25-SEPTIES OF LEGISLATIVE DECREE 231/01)	99
13.1.	CRIMES OF MANSLAUGHTER AND SERIOUS OR GRAVE PERSONAL INJURY, COMMITTED IN BREACH OF APPLICABLE WORKPLACE HEALTH AND SAFETY PREVENTION RULES	99
13.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE.	101
13.3	FORBIDDEN CONDUCT WITHIN THE COMPANY.....	102
13.4	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES.....	102
14.	ENVIRONMENTAL OFFENSES (ART. 25-UNDECIES OF LEGISLATIVE DECREE 231/01) 105	
14.1	ENVIRONMENTAL OFFENSES	105
14.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	108
14.3	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES.....	108
15.	CRIMES OF RECRUITMENT OF UNDOCUMENTED THIRD COUNTRY NATIONALS (ART. 25-DUODECIES OF LEGISLATIVE DECREE 231/01)	110
15.1	CRIMES OF RECRUITMENT OF UNDOCUMENTED THIRD COUNTRY NATIONALS.....	110
15.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	110
15.3	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES.....	111
16.	CRIMES AGAINST INDUSTRY AND COMMERCE (ART. 25-BIS(1) OF LEGISLATIVE DECREE 231/01).....	111
16.1	CRIMES AGAINST INDUSTRY AND COMMERCE.....	111
16.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	112
16.3	FORBIDDEN CONDUCT WITHIN THE COMPANY.....	113
16.4	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES.....	113
17.	CRIMES OF FALSIFICATION OF CURRENCY, PUBLIC CREDIT NOTES, OFFICIAL STAMPS AND IDENTIFICATION INSTRUMENTS OR MARKS (ART. 25-BIS OF LEGISLATIVE DECREE 231/01).....	114
17.1	CRIMES OF FALSIFICATION OF CURRENCY, PUBLIC CREDIT NOTES, OFFICIAL STAMPS AND IDENTIFICATION INSTRUMENTS OR MARKS.....	114
17.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	115
17.3	FORBIDDEN CONDUCT WITHIN THE COMPANY.....	115
17.4	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES.....	115
18.	COMPUTER CRIMES AND UNLAWFUL DATA PROCESSING (ART. 24-BIS OF LEGISLATIVE DECREE 231/01)	116
18.1	COMPUTER CRIMES AND UNLAWFUL DATA PROCESSING	116
18.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	121
18.3	FORBIDDEN CONDUCT WITHIN THE COMPANY.....	121
18.4	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES.....	122
19.	COPYRIGHT INFRINGEMENT (ART. 25-NOVIES OF LEGISLATIVE DECREE 231/01)...	125

19.1	COPYRIGHT INFRINGEMENT OFFENSES.....	125
19.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	127
	THE FOLLOWING ARE THE SENSITIVE PROCESSES CONNECTED WITH THE CATEGORY OF CRIMINAL OFFENSES CONSIDERED IN THIS SECTION:.....	127
19.3	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES.....	127
20.	CRIMES AGAINST PERSONAL DIGNITY (ART. 25-QUINQUIES OF ITALIAN LEGISLATIVE DECREE NO. 231/01).....	127
20.1	CRIMES AGAINST PERSONAL DIGNITY	127
20.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	128
20.3	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES.....	128
21.	CRIMES OF INDUCEMENT NOT TO MAKE STATEMENTS, OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITIES (ART. 25-DECIES OF LEGISLATIVE DECREE 231/01).....	ERRORE. IL SEGNALIBRO NON È DEFINITO.
21.1	CRIMES OF INDUCEMENT NOT TO MAKE STATEMENTS, OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITIES	128
21.2	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	129
21.3	FORBIDDEN CONDUCT AND SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES ..	129
22.	TAX OFFENSES	129
22.1	RELEVANT OFFENSE CATEGORIES	129
22.2.	DEFINITIONS	131
22.3	PREDICATE OFFENSES	133
22.4	SENSITIVE PROCESSES IN VERNAY ITALIA S.R.L. UNIPERSONALE	137
22.5	FORBIDDEN CONDUCT WITHIN THE COMPANY.....	139
22.6	SPECIFIC PRINCIPLES FOR THE APPLICATION OF PROCEDURES.....	140
22.7	USE OF THIRD-PARTY SERVICES.....	141
22.8	APPROVAL BY THE SENIOR MANAGER IN CHARGE OF ACCOUNTING AND TAX MANAGEMENT 142	
23.	ANNEXES	143

THE DOCUMENT IN ITS ENTIRETY IS STORED AND AVAILABLE FOR
CONSULTATION AT THE COMPANY'S HEADQUARTERS, RILATE
LOCATION, 21 - 14100 ASTI (AT)