Client: RIS s.r.l.
From: LDP COMPLIANCE s.r.l.
Date: 5 May 2023 updated on 27th November 2024 and 6th February 2026
Oggetto: Organisation & Management Model pursuant to Leg. Decree n. 231/2001

ORGANISATION, MANAGMENT AND CONTROL MODEL PURSUANT TO THE LEGISLATIVE DECREE N. 231/2001

The adoption of the model by RIS

RIS s.r.l. (known as "RIS") is an operating company in the education sector, that offers children and young adults cutting edge methods which are innovative with an international approach and scope. RIS manages an international school in Rome in Via Guglielmo Pecori Giraldi 137, that operates in the teaching sector in both English and Italian languages for students from 2 to 18 years with over 50 nationalities present in the institute.

The school is part of the ICS network - schools of excellence of the Group Globeducate- with whom they share an important pedagogical route inspired by the philosophy and educational ethos of the International Baccalaureate.

The company is 100% owned by the Strategic Education Group S.p.A. (known as "SEG") Company which is part of the Group Globeducate, specialised in the education sector that operates in various countries (Spain, France, Portugal, Italy, United Kingdon, Andorra, Marocco, the Netherlands, Canada and India).

The last indirect parent company is PN VII Holdco S.à r.l., which holds 100% of SEG.

The Company is subject to management and co-ordination by its direct parent company Strategic Education Group S.p.A.

Other than curriculum activity, RIS carries out the interests of their students' by offering the following services:

- Canteen.
- Uniform shop;
- Extracurricular activities, including summer camp.
- Educational day trips and residential trips.

To achieve their goals, RIS maintains relationships with public and private entities. They can stipulate contracts and commercial agreements for academic activities and research, of professional consultation and services in favour of third parties.

In compliance with its company policies, RIS has deemed necessary to proceed with the implementation of this *Model of organisation and management* expected by the Legislative decree n. 231/2001 (known as **Model 231**), defining a structured system and management team and of control activities, finalised non only in the prevention of the commission of various types of crimes chargeable to the legal person but also to equip the company with an organizational, management and control structure aimed at rationalizing and monitoring corporate behaviour.

The **Model 231** represents a together of coherent of principles, procedures and dispositions that:

1. Affects the internal functioning of the school and how it reacts to relationships with external parties
2. Regulates the diligent management of a control system for sensitive activities aimed at preventing the commission or attempted commission of crimes referred to in D.lgs 231/2001.

This Model is made up of a general section and a special section.

The **General Section** descriRIS the general characteristics, the functions and structure of the model.

The S**pecial Section** identifies the areas and functions that are at risk in the company and indicates also the guidelines/direction that need to be complied with when carrying out the company activities.

The adoption of an organisational, management and control model for the prevention of crimes is a strategic decision of the company.

The Model 231 is structured in this manual, contains the system of regulations, statute and organizational procedures intended to prevent the commission of crimes and in each case to limit the effects that depend on RIS and includes the following documents which are enclosed:

- Enclosed A - Procedure
- Enclosed B – Ethical Code
- Enclosed C- Organisational chart of RIS
- Enclosed D- Powers of Attorney of the organisation and management
- Enclosed E- The Legislation Decree 231/2001
- Enclosed F – Privacy Assessment Model

The statute indicated in this manual is aimed at those employees who operate internally within the company and those who collaborate or work with it.

This model has been adopted by the Board of Directors in the date of 8th May 2023 and updated on 27/11/2024 and 06/02/2026.

GENERAL SECTION

THE ADMINISTRATIVE RESPONSIBILITY OF THE INSTITUTIONS OF WHICH THE D.LGS. n. 231/2001

1. The system of responsibility introduced by the d.lgs. n. 231/2001

With the Legislative Decree 8 June 2001 n. 231 (hereby know as "**Decree**"), bears the *"Discipline of the administration responsibility of the legal person of the company and the association also without the legal personality by the regulation of the article 11 of law 29 September 2000, n. 300",* was introduced into the Italian law a system of administrative responsibility applicable to the legal person for certain crimes committed in their interest or advantage:

- of physical people who represent the company in the roles of administration or management of the entities themselves or one of the organizational units with financial and functional autonomy, as well as by people who exercise, even de facto, the management of the entities
- by persons subject to the management or supervision of one of the subjects indicated above.

This responsibility is added to the person who is the actual performer of this fact

The Entities shall not be liable if the people indicated above acted in their own exclusive interest or in the interest of third parties.

The liability provided for in the Decree also applies to offences committed abroad, provided that the State where the offence was committed does not prosecute them.

The offences for which the Entities may be held administratively liable are indicated in the following articles of the Decree, as amended and supplemented by Legislative Measures nos. 350/2001, 61/2002, 231/2007, 121/2011, 109/2012, 39/2014, 38/2017, 90/2017, 150/22, 156/22, 19/23, 141/2024, 81/2025, 116/2025 e dalle Leggi nn. 7/2003, 228/2003, 62/2005, 262/2005, 7/2006, 38/2006, 123/2007, 48/2008, 94/2009, 99/2009, 190/2012, 68/2015 e 199/2016, 161/2017, 3/2019, 39/2019, 157/2019, 75/2020, 22/2022, 137/2023, 90/2024, 112/2024, 143/2024, 145/2024, 166/2024, 187/2024, 80/2025, 82/2025 e 147/2025.

Article 24 — Offences of undue receipt of payments, fraud against the State, a public body or the European Union or for the purpose of obtaining public payments, computer fraud against the State or a public body and fraud in public procurement

- Embezzlement of public funds (Article 316-bis of the Criminal Code)
- Misappropriation of public funds (Article 316-ter of the Criminal Code)

- Disruption of public auctions (Article 353 of the Criminal Code)

- Interference with the freedom of the contractor selection process (Article 353-bis of the Italian Criminal Code)

- Fraud in public funds (Article 356 of the Italian Criminal Code)

- Fraud (Article 640, paragraph 2, no. 1 of the Italian Criminal Code)

- Aggravated fraud for the purpose of obtaining public funds (Article 640-bis of the Italian Criminal Code)

- Computer fraud against the State or another public body (Article 640-ter of the Italian Criminal Code)

- Fraud in agriculture (Article 2 of Law No. 898 of 23 December 1986)

Article 24-*bis* (2) – *Cybercrime and unlawful data processing*

- Electronic documents (Art. 491-bis of the Italian Criminal Code)

- Unauthorised access to a computer or telecommunications system (Art. 615-ter of the Italian Criminal Code)

- Possession, dissemination and unauthorised installation of equipment, codes and other means designed to access computer or telecommunications systems (Art. 615-quater of the Italian Criminal Code)

- Illegal interception, obstruction or interruption of computer or telecommunications communications (Art. 617-quater of the Italian Criminal Code)

- Illegal possession, dissemination or installation of equipment and other means used to intercept, obstruct or interrupt computer or telecommunications communications (Art. 617-quinquies of the Italian Criminal Code)

- Extortion (Article 629 of the Italian Criminal Code)

- Damage to computer and telecommunications information, data and programmes (Article 635-bis of the Italian Criminal Code).

- Damage to computer information, data and programmes used by the State or other public body or in any case of public utility (Article 635-ter of the Italian Criminal Code)

- Damage to computer and telecommunications systems (Article 635-quater of the Italian Criminal Code)

- Possession, dissemination and unlawful installation of equipment, devices or computer programmes intended to damage or interrupt a computer or telecommunications system (Article 635-quater.1 of the Italian Criminal Code)

• Damage to public utility computer and telecommunications systems (Art. 635-quinquies of the Italian Criminal Code)

• Computer fraud by a person providing electronic signature certification services (Art. 640-quinquies of the Italian Criminal Code)

Articolo 24-*ter (3)* – *Organised crime offences*

- Criminal association (Art. 416, paragraph 6 of the Criminal Code)
- Mafia-type association, including foreign associations (Art. 416-bis of the Criminal Code)
- Electoral exchange between politicians and the mafia (Art. 416-ter of the Criminal Code)

• Kidnapping for the purpose of extortion (Art. 630 of the Italian Criminal Code)

• Association for the purpose of illicit trafficking in narcotic drugs or psychotropic substances (Art. 74, Presidential Decree No. 309/90)

Articolo 25 – *Embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits, corruption*

• Embezzlement (Article 314 of the Criminal Code)

• Misappropriation of money or movable property (Article 314-bis of the Criminal Code)

- Embezzlement by taking advantage of another person's mistake (Article 316 of the Italian Criminal Code)
- Extortion (Article 317 of the Italian Criminal Code)
- Bribery for the exercise of a function (Article 318 of the Italian Criminal Code)
- Bribery for an act contrary to official duties (Article 319 of the Italian Criminal Code)
- Corruption in judicial proceedings (Article 319-ter of the Italian Criminal Code)
- Undue inducement to give or promise benefits (Article 319-quater of the Italian Criminal Code)
- Corruption of a person in charge of a public service (Article 320 of the Italian Criminal Code)

• Incitement to corruption (Article 322 of the Italian Criminal Code)

- Embezzlement, extortion, undue inducement to give or promise benefits, corruption and incitement to corruption of members of international courts or bodies of the European Union or international parliamentary assemblies or international organisations and officials of the European Union and foreign states (Article 322-bis of the Italian Criminal Code)

- Trafficking in illicit influences (Article 346-bis of the Italian Criminal Code)

Articolo 25-*bis* (2)– C*rimes against public trust*

- Counterfeiting of coins, spending and introduction into the State, by prior agreement, of counterfeit coins (Article 453 of the Criminal Code)
- Alteration of coins (Article 454 of the Criminal Code)
- Spending and introduction into the State, without prior agreement, of counterfeit coins (Article 455 of the Criminal Code)
- Spending counterfeit coins received in good faith (Article 457 of the Criminal Code)
- Counterfeiting revenue stamps, introducing counterfeit revenue stamps into the country, purchasing, possessing or putting them into circulation (Article 459 of the Criminal Code)
- Counterfeiting of watermarked paper used for the manufacture of public credit cards or revenue stamps (Article 460 of the Italian Criminal Code)
- Manufacture or possession of watermarks or instruments intended for the counterfeiting of coins, revenue stamps or watermarked paper (Article 461 of the Italian Criminal Code)
- Use of counterfeit or altered revenue stamps (Article 464 of the Italian Criminal Code)
- Counterfeiting, alteration or use of distinctive signs of intellectual property or industrial products (Article 473 of the Italian Criminal Code)
- Introduction into the country and trade in products bearing false marks (Article 474 of the Italian Criminal Code)
- Misuse and falsification of credit and payment cards (Article 493-ter of the Italian Criminal Code)
- Fraudulent transfer of securities (Article 515-bis of the Italian Criminal Code)

Articolo 25-*bis* 1 (2.1) – *Crimes against Industry and Commerce*

- Disruption of industry or commerce (Article 513 of the Criminal Code)
- Unlawful competition involving threats or violence (Article 513-bis of the Criminal Code)
- Fraud against national industries (Article 514 of the Criminal Code)
- Fraud in the exercise of trade (Article 515 of the Criminal Code)
- Sale of non-genuine foodstuffs as genuine (Article 516 of the Criminal Code)
- Sale of industrial products with false markings (Article 517 of the Criminal Code)

• Manufacture and trade of goods made by usurping industrial property rights (Article 517-ter of the Italian Criminal Code)

• Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-quater of the Italian Criminal Code)

Articolo 25-*ter* (3)– *Corporate Crimes provided for by the civil code.*

• False corporate communications (Article 2621 of the Civil Code)

• False corporate communications by listed companies (Article 2622 of the Civil Code)

• Obstruction of control (Art. 2625 of the Civil Code)

• Undue return of contributions (Art. 2626 of the Civil Code)

• Illegal distribution of profits and reserves (Art. 2627 of the Civil Code)

• Illegal transactions involving shares or quotas of the company or its parent company (Article 2628 of the Italian Civil Code)

• Transactions prejudicial to creditors (Article 2629 of the Italian Civil Code)

• Failure to disclose conflicts of interest (Article 2629-bis of the Italian Civil Code)

• Fictitious formation of capital (Article 2632 of the Italian Civil Code)

• Undue distribution of company assets by liquidators (Article 2633 of the Italian Civil Code)

• Corruption between private individuals (Article 2635 of the Italian Civil Code)

• Incitement to corruption between private individuals (Article 2635-bis of the Italian Criminal Code)

• Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code)

• Market manipulation (Article 2637 of the Italian Civil Code)

• Obstruction of the functions of public supervisory authorities (Article 2638, paragraphs 1 and 2 of the Italian Civil Code)

Article 25-*quater* (4)– *Crimes with the purpose of terrorism or subversion of democracy*, as provided for by the Criminal Code and special laws, as well as by Article 2 of the International Convention for the Suppression of the Financing of Terrorism, signed in New York on 9 December 1999.

• Subversive associations (Article 270 of the Criminal Code)

• Association for the purpose of terrorism, including international terrorism, or subversion of the democratic order (Article 270-bis of the Criminal Code)

• Assistance to associates (Article 270-ter of the Criminal Code)

- Recruitment for the purpose of terrorism, including international terrorism (Article 270-quater of the Criminal Code)

- Organisation of transfers for the purposes of terrorism (Article 270-quater1 of the Criminal Code)

- Training for activities for the purposes of terrorism, including international terrorism (Article 270-quinquies of the Criminal Code)

- Financing of conduct for the purposes of terrorism (Article 270-quinquies1 of the Criminal Code)

- Removal of seized property or money (Article 270-quinquies2 of the Italian Criminal Code)

- Possession of material for terrorist purposes (Article 270-quinquies3 of the Italian Criminal Code)

- Conduct for terrorist purposes (Article 270-sexies of the Italian Criminal Code)

- Attack for terrorist or subversive purposes (Article 280 of the Criminal Code)

- Act of terrorism with deadly or explosive devices (Article 280-bis of the Criminal Code)

- Act of nuclear terrorism (Article 280-ter of the Criminal Code)

- Kidnapping for terrorist or subversive purposes (Art. 289-bis of the Italian Criminal Code)

- Kidnapping for coercive purposes (Art. 289-ter of the Italian Criminal Code)

- Incitement to commit any of the crimes referred to in sections one and two (Art. 302 of the Italian Criminal Code)

- Political conspiracy through agreements (Art. 304 of the Criminal Code)

- Political conspiracy through association (Art. 305 of the Criminal Code)

- Armed gang: training and participation (Art. 306 of the Criminal Code)

- Assistance to participants in conspiracy or armed gang (Art. 307 of the Criminal Code)

- Manufacture or possession of explosive materials (Art. 435 of the Italian Criminal Code)

- Seizure, hijacking and destruction of an aircraft or damage to ground installations (Art. 1 and 2 of Law 342/1976)

Article 25-*quater*.1 (4.1)– *Crimes against the person*

- Practice of mutilation of female genital organs (art. 583-*bis* c.p.)

Articolo 25-*quinquies* (4) – *Crimes against the individual*

- Reducing or maintaining a person in slavery or servitude (Article 600 of the Criminal Code)
- Child prostitution (Article 600-bis of the Criminal Code)
- Child pornography (Article 600-ter of the Criminal Code)
- Possession of or access to pornographic material (Art. 600-quater of the Criminal Code)
- Virtual pornography (Art. 600-quater 1 of the Criminal Code)
- Tourism initiatives aimed at the exploitation of child prostitution (Art. 600-quinquies of the Criminal Code)
- Trafficking in persons (Art. 601 of the Italian Criminal Code)
- Purchase and sale of slaves (Art. 602 of the Italian Criminal Code)
- Illegal intermediation and exploitation of labour (Art. 603-bis of the Italian Criminal Code)
- Solicitation of minors (Art. 609-undecies of the Italian Criminal Code)
- Torture (Art. 613-bis of the Italian Criminal Code)
- Incitement of public officials to commit torture (Art. 613-ter of the Italian Criminal Code)

Articolo 25-*sexies* (6) – *Abuse of Market and other cases relating to market abuse.*

- Insider trading (Article 184, Legislative Decree No. 58/1998)
- Market manipulation (Article 185, Legislative Decree No. 58/1998)
- Misuse and unlawful disclosure of inside information (Article 187-bis of Legislative Decree No. 58/1998)
- Market manipulation (Article 187-ter of Legislative Decree No. 58/1998)
- Liability of the entity (Art. 187-quinquies of Legislative Decree No. 58/1998)
- Prohibition of insider dealing and unlawful disclosure of inside information (Art. 14 of EU Regulation No. 596/2014)
- Prohibition of market manipulation (Art. 15 of EU Regulation No. 596/2014)

Article 25-*septies* (7) – *Crimes of manslaughter or very serious negligent injury committed in violation of accident prevention and occupational health and safety regulations*

• Manslaughter (Article 589 of the Criminal Code)

• Negligent personal injury (Article 590 of the Criminal Code)

Article 25-*octies (8)* – *Crimes against property/assets*

- Receiving stolen goods (Art. 648 of the Criminal Code)
- Money laundering (Art. 648-bis of the Criminal Code)
- The use of money, goods or benefits of illegal origin (Art. 648-ter of the Italian Criminal Code)
- Personal money laundering (Art. 648-ter.1 of the Italian Criminal Code)

Article 25-*octies1* (8.1)– *Crimes related to non-cash payment methods /instruments and fraudulent transfer of valuables*

• Unlawful use and falsification of non-cash payment instruments (Article 493-ter of the Criminal Code)

• Possession and dissemination of equipment, devices or computer programs intended for committing offences relating to non-cash payment instruments (Article 493-quater of the Criminal Code)

• Fraudulent transfer of valuables (Article 512-bis of the Criminal Code) other than cash and fraudulent transfer of values

Article 25-*nonies (9)* – *Crimes relating to copyright infringement*

• Making available to the public, in a telematic network system, through connections of any kind, a protected intellectual work, or part thereof (Article 171, paragraph 1, letter a-bis, Law No. 633/1941)

• Offences referred to in the previous point committed on works by others not intended for publication if they result in damage to honour or reputation (Art. 171, paragraph 3, Law No. 633/1941)

• Unlawful duplication, for profit, of computer programmes; importation, distribution, sale or possession for commercial or business purposes or leasing of programmes contained in media not marked by the SIAE; provision of means to remove or circumvent the protection devices of computer programmes (Article 171-bis, paragraph 1, Law No. 633/1941)

- Reproduction, transfer to another medium, distribution, communication, presentation or demonstration in public of the contents of a database; extraction or reuse of the database; distribution, sale or rental of databases (Article 171-bis, paragraph 2, Law No. 633/1941)

- Unauthorised duplication, reproduction, transmission or public dissemination by any means, in whole or in part, of intellectual works intended for television, cinema, sale or rental of discs, tapes or similar media or any other medium containing phonograms or videograms of musical, cinematographic or similar audiovisual works or sequences of moving images; literary, dramatic, scientific or educational works, musical or dramatic-musical works, multimedia works, even if included in collective or composite works or databases; unauthorised reproduction, duplication, transmission or dissemination, sale or trade, transfer for any reason or unauthorised importation of more than fifty copies or specimens of works protected by copyright and related rights; inputting into a telematic network system, through connections of any kind, a work of intellectual property protected by copyright, or part thereof (Article 171-ter, Law No. 633/1941);

- Failure to communicate to the SIAE (Italian Society of Authors and Publishers) the identification data of media not subject to marking or false declaration (Art. 171-septies, Law No. 633/1941)

- Fraudulent production, sale, import, promotion, installation, modification, use for public and private use of equipment or parts of equipment designed to decode conditional access audiovisual transmissions carried out via the airwaves, satellite, cable, in both analogue and digital form (Art. 171-octies, Law No. 633/1941)

Article 25-*decies (10)* – *Crimes against the Administration of Justice*

- Inducement not to make statements or to make false statements to the authorities (Article 377-bis of the Criminal Code)

Article 25-*undecies (11)* – *Envrionmental Crimes*

- Environmental pollution (Article 452-bis of the Criminal Code)

- Environmental disaster (Article 452-quater of the Criminal Code)

- Negligent offences against the environment (Article 452-quinquies of the Criminal Code)

- Trafficking and abandonment of highly radioactive material (Art. 452-sexies of the Italian Criminal Code)

- Activities organised for the illegal trafficking of waste (Art. 452-quaterdecies of the Italian Criminal Code)

- Killing, destruction, capture, removal, or possession of specimens of protected wild animal or plant species (Art. 727-bis of the Italian Criminal Code)

- Destruction or deterioration of habitats within a protected site (Art. 733-bis of the Italian Criminal Code)

- Discharge of industrial wastewater containing hazardous substances; discharge onto the ground, into the subsoil and into groundwater; discharge into sea water by ships or aircraft (Legislative Decree No. 152/2006, Art. 137)

- Unauthorised waste management activities (Legislative Decree No. 152/2006, Art. 256)

- Pollution of soil, subsoil, surface water or groundwater (Legislative Decree No. 152/2006, Art. 257)

- Violation of obligations to communicate, keep mandatory records and forms (Legislative Decree No. 152/2006, Art. 258)

- Illegal trafficking of waste (Legislative Decree No. 152/2006, Art. 259)

- Activities organised for the illegal trafficking of waste (Legislative Decree No. 152/2006, Art. 260)

- False statements regarding the nature, composition and chemical-physical characteristics of waste in the preparation of a waste analysis certificate; entry of a false waste analysis certificate into the SISTRI system; omission or fraudulent alteration of the paper copy of the SISTRI form - waste transport handling area (Legislative Decree No. 152/2006, Art. 260-bis)

- Import, export, possession, use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (Law No. 150/1992, Articles 1 and 2)

- Malicious pollution caused by ships (Article 8 of Legislative Decree No. 202/2007)

Article 25-duodecies (12)– *Employment of third country nationals whose residence is illegal.*

- Employment of third-country nationals whose stay is irregular (Article 22, paragraphs 12 and 12-bis, Legislative Decree No. 286/1998)

- Provisions against illegal immigration (Art. 12, paragraphs 1, 3, 3-bis, 3-ter and paragraph 5 of Legislative Decree No. 286/1998, amended by Decree Law No. 20 of 10 March 2023)

- Death or injury as a result of crimes relating to illegal immigration (Article 12-bis of Legislative Decree No. 286/1998, added by Decree Law No. 20 of 10 March 2023)

- Additional administrative penalty of payment of the average cost of repatriation of the illegally employed foreign worker (Article 22, paragraph 12-ter of Legislative Decree No. 286/98)

Article 25-*terdecies* (13)– *Racism and Xenophobia*

- Propaganda and incitement to commit crimes for reasons of racial, ethnic and religious discrimination (Art. 604-bis Italian Criminal Code, Law n. 654/19775)

Article 25-*quaterdecies* (14)– *Fraud in sporting competitions, abusive gambling or betting and gambling using prohibited devices.*

- Fraud in sporting competitions (art. 1 legge n. 401/1989)
- Illegal practise of gaming or betting activities (art. 4 legge n. 401/1989)

Articolo 25-*quinquiesdecies* (15) – *Tax Offences*

- Fraudulent declaration through the use of invoices or other documents for non-existent transactions (Article 2, paragraphs 1 and 2-bis, Legislative Decree No. 74/2000)

- Fraudulent declaration through other means (Art. 3 of Legislative Decree No. 74/2000)
- Issuing invoices or other documents for non-existent transactions (Art. 8, paragraph 1 and paragraph 2-bis, Legislative Decree No. 74/2000)
- Concealment or destruction of accounting documents (Article 10 of Legislative Decree No. 74/2000)

- Fraudulent evasion of tax payments (Article 11 of Legislative Decree No. 74/2000)
- Unfaithful declaration (Article 4 of Legislative Decree No. 74/2000)
- Failure to declare (Article 5 of Legislative Decree No. 74/2000)
- Undue compensation (Article 10-quater of Legislative Decree No. 74/2000)

Articolo 25 – *sexiesdecies (16)* – *Smuggling*

- Smuggling in the movement of goods across land borders and customs areas (Art. 282 TU No. 43/1973)
- Smuggling in the movement of goods across border lakes (Art. 283 TU No. 43/1973)
- Smuggling in the maritime movement of goods (Art. 284 TU No. 43/1973)
- Smuggling in the maritime movement of goods by air (Art. 285 TU No. 43/1973)
- Smuggling in extra-customs areas (Art. 286 TU No. 43/1973)
- Smuggling through the improper use of goods imported with customs concessions (Art. 287 TU No. 43/1973)
- Smuggling in customs warehouses (Art. 288 TU No. 43/1973)
- Smuggling in cabotage and circulation (Art. 289 TU No. 43/1973)
- Smuggling in the export of goods eligible for duty refunds (Art. 290 TU No. 43/1973)
- Smuggling in temporary import or export (Art. 291 TU No. 43/1973)
- Smuggling of foreign manufactured tobacco (Art. 291-bis TU No. 43/1973)
- Criminal association for the purpose of smuggling foreign manufactured tobacco (Art. 291-quater TU No. 43/1973)
- Other cases of smuggling (Art. 292 TU No. 43/1973)
- Asset security measures. Confiscation (Art. 301 TU No. 43/1973)

Article 25 – *septiesdecies (17)* – *Crimes against cultural heritage*

- Theft of cultural property (Article 518-bis of the Criminal Code)
- Misappropriation of cultural property (Art. 518-ter of the Italian Criminal Code)
- Receiving stolen cultural property (Art. 518-quater of the Italian Criminal Code)
- Falsification of private documents relating to cultural property (Art. 518-octies of the Italian Criminal Code)
- Violation relating to the disposal of cultural heritage (Art. 518-nonies of the Italian Criminal Code)
- Illegal importation of cultural heritage (Art. 518-decies of the Italian Criminal Code)
- Illegal removal or exportation of cultural heritage (Art. 518-undecies of the Italian Criminal Code)
- Destruction, dispersion, deterioration, defacement, damage and unlawful use of cultural or landscape heritage (Article 518-duodecies of the Italian Criminal Code)
- Counterfeiting of works of art (Article 518-quaterdecies of the Italian Criminal Code)

Article 25 – *duodevicies (18)* – *Recycling of cultural property and devastation and looting of cultural and landscape heritage.*

- Recycling of cultural property (Article 518-sexies of the Criminal Code)
- Devastation and looting of cultural property (Article 518-terdecies of the Criminal Code)

Article 25 – *Undevicies (19)* – *Crimes against animals*

- Killing animals (Art. 544-bis of the Criminal Code)
- Mistreating animals (Art. 544-ter of the Criminal Code)
- Prohibited shows or events (Art. 544-quater of the Criminal Code)
- Prohibition of animal fighting (Article 544-quinquies of the Criminal Code)
- Killing or harming animals belonging to others (Article 638 of the Criminal Code)

Article 26 – *Attempted Crimes*

- Attempted Crimes (art. 56 c.p.)

2. 2. Identification of "Sensitive Activities

RIS has defined sensitive activities at risk of crime as those relating to the following categories:

1. Crimes against the Public Administration.

2. Corporate crimes;
3. Transnational crimes;
4. Crimes committed in violation of accident prevention regulations and the protection of hygiene and health at work.
5. Crimes relating to copyright
6. Tax crimes;
7. Illegal immigration crimes;
8. Crimes against the individual personality.
9. Crimes against property.Reati contro la Pubblica Amministrazione;
10. Corporate crimes
11. Transational Crimes
12. Crimes committed in violation of accident prevention regulations and the protection of hygiene and health at work.
13. Crimes relating to copyright.
14. Tax crimes.
15. Illegal immigration crimes
16. Crimes against individual personality
17. Crimes against property or assets

3. The Sanctions System

The Decree provides for pecuniary sanctions up to a maximum of Euro 1,549,370.69 (combined with precautionary seizure) and/or disqualification sanctions (applicable also as a precautionary measure) lasting no less than three months and no more than two years (with the clarification that, pursuant to art. 14, paragraph 1, of the Decree, the interdictory sanctions have as their object the specific activity to which reports the offense attributable to the Entity).

The **disqualifying sanctions**, in turn, may consist of:

- a ban from carrying out the activity.
- suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence.
- prohibition on contracting with the public administration.
- exclusion from benefits, financing, contributions or subsidies and possible revocation of those granted.
- prohibition on advertising goods or services.
- confiscation (and precautionary seizure);
- publication of the sentence (in case of application of a disqualifying sanction).

The **pecuniary sanction** is determined by the criminal judge through a system based on "quotas" in numbers of no less than one hundred and no more than one thousand, with an amount varying between a minimum of Euro 258.22 and a maximum of Euro 1,549.37.

In assessing the financial penalty, the judge determines:

• the number of shares, taking into account the seriousness of the fact, the degree of responsibility of the company as well as the activity carried out to eliminate or mitigate the consequences of the fact and to prevent the commission of further offences.

• the amount of the individual quota, based on the economic and financial conditions of the company, in order to ensure the effectiveness of the sanction.

Interdictory sanctions apply only in relation to crimes for which they are expressly provided for and provided that at least one of the following conditions is met:

• the company derived a significant profit from the crime;

• the crime was committed by individuals in top positions or by individuals subject to the management of others when, in the latter case, the commission of the same was determined or facilitated by serious organizational deficiencies.

In case of repetition of the offences, the judge determines the type and duration of the disqualification sanction, considering the suitability of the individual sanctions to prevent offenses of the type committed and, if necessary, can apply them jointly (art. 14, paragraph 1 and paragraph 3, Legislative Decree no. 231/2001).

The sanctions of the ban from carrying out the activity, the ban on contracting with the public administration and the ban on advertising goods or services can be applied - in the most serious cases - even definitively.

Furthermore, the continuation of the company's activity (instead of the imposition of the sanction) by a commissioner appointed by the judge pursuant to and under the conditions set out in art. 15 of the Decree.

4. Attempted Crimes

In cases of attempted commission of crimes relevant to the administrative liability of entities, the pecuniary sanctions (in terms of amount) and interdictory sanctions (in terms of time) are reduced by a third to a half.

The imposition of sanctions remains excluded in cases where the entity voluntarily prevents the completion of the action or the realization of the event (art. 26, Legislative Decree no. 231/2001).

The exclusion of sanctions is justified, in this case, by virtue of the interruption of any relationship of identification between the entity and the subjects who assume to act in its name and on its behalf.

This is a particular hypothesis of the so-called "active withdrawal", provided for by art. 56, paragraph 4, c.p.

5. Crimes committed Abroad

Pursuant to the provisions of art. 4 of the Decree, the entity can be held accountable in Italy in relation to crimes - relevant for the purposes of the administrative liability of entities - committed abroad.

The conditions (provided for by the regulation in question or deduced from the whole of the Decree) on which the entity's liability for crimes committed abroad is based are:

• the crime must be committed abroad by a person functionally linked to the entity, pursuant to art. 5, paragraph 1, Legislative Decree no. 231/2001;

• the entity must have its main headquarters in the territory of the Italian State.

• the entity can respond only in the cases and under the conditions provided for by the articles. 7, 8, 9 and 10 c.p. in cases where the law provides that the guilty person - a natural person - is punished at the request of the Minister of Justice, proceedings are taken against the entity only if the request is also made against the entity itself (reference to articles 7- 10 of the Criminal Code is to be coordinated with the provisions of articles 24-25-novies of Legislative Decree no. 231/2001, so that - also in compliance with the principle of legality referred to in Article 2 of Legislative Decree no. 231/ 2001 - in relation to the series of crimes mentioned in articles 7-10 of the criminal code, the company will only be liable for those for which its responsibility is provided for by an ad hoc legislative provision);

• if the cases and conditions referred to in the aforementioned articles of the penal code exist, the State of the place where the crime was committed does not take action against the entity.

ORGANISATIONAL MODELS AS EXEMPTION FROM LIABILITY

1. Syndicate Suitability

The ascertainment of the company's liability, attributed to the criminal judge, occurs through:

• verification of the existence of the crime required for the liability of the company.

• the suitability review of the organizational models adopted.

The suitability judgment is formulated according to a substantially ex ante criterion whereby the judge ideally places himself in the company reality at the moment in which the offence occurred to test the congruence of the model adopted.

In other words, the organizational model which, before the commission of the crime, could and should be considered such as to eliminate or, at least, minimize, with reasonable certainty, the risk of the commission of the crime subsequently occurring must be judged "suitable for preventing crimes". .

The art. 6 of the Decree provides for a specific form of exemption from the aforementioned liability if the Organization demonstrates that:

• the management body of the Organization has adopted and effectively implemented, before the commission of the crime, organizational and management models suitable for preventing crimes of the type that occurred.

• the task of supervising the functioning and observance of the models, as well as ensuring their updating, has been entrusted to a body of the organisation with autonomous powers of initiative and control.

• the people who committed the crime acted by fraudulently evading the aforementioned organisation and management models.

• there has been no omitted or insufficient supervision by the Supervisory Body.

2. Responsibilities of the Institution

RIS must establish, document, implement, control and keep the Model updated and continuously improve its effectiveness.

Furthermore, based on what is indicated in this Manual:

• identify the obligations and ethical principles of reference.

• identify the processes necessary for the Model and ensure their application throughout the organisation;

• implement a risk management process (Risk Management);

• ensure the availability of the resources necessary to support the effective functioning and continuous monitoring of activities, through the establishment of the Supervisory Body.

• monitor, evaluate and analyze the above processes.

• implement the actions necessary to achieve the planned results and continuous improvement of the processes.

3. The characteristics of the Model

The Model must meet the following needs:

• identify the activities in which there is the possibility that the crimes envisaged by the Decree will be committed.

• provide specific protocols aimed at planning the formation and implementation of the organisation's decisions, in relation to the crimes to be prevented.

• identify ways of managing financial resources, suitable for preventing the commission of such crimes.

• provide for information obligations towards the Body responsible for supervising the functioning and observance of the Models.

• introduce an internal disciplinary system, suitable for sanctioning failure to comply with the measures indicated in the Models.

The Models can be defined, guaranteeing the above requirements, based on the codes of conduct, drawn up by the Associations representing the entities, communicated to the Ministry of Justice.

Confindustria has prepared and delivered to the Ministry of Justice guidelines for the preparation of the Models.

According to these guidelines, the adoption of a suitable Model corresponding to the requirements dictated by the Decree must necessarily include:

• risk assessment: in-depth analysis of the activities and offices at risk in relation to the possible commission of crimes of the type indicated by the Decree.

• creation of a risk management system: identification of organizational and preventive control procedures and systems that minimize the risks identified above.

• preparation of a Code of Ethics: it is an essential element to be able to maintain that all directors and employees are aware of the rules of conduct to be followed in carrying out work activities, with reference to activities identified as "at risk".

• establishment of an internal control body: the Supervisory Body.

4. The Functions of the Model

The purpose of the Model is the definition of a structured and organic system of directives and control activities, aimed not only at preventing the commission of the different types of crime contemplated by the Decree, but also as an organisational, management and control tool, aimed at rationalizing and monitoring corporate behaviour.

The effective implementation of the Model is also a function of its dissemination and knowledge within the Company and of the awareness, for all employees, of RIS's desire to operate within the context of a concrete and constant application of the behavioral principles contained therein.

The implementation of the Model, after its approval, must therefore be accompanied by:

• a formal presentation of the document to staff.

• the formal delivery of a document containing the Model to each employee.

• holding meetings to illustrate and raise staff awareness of the contents of the Model.

• the publication of the Model on the internal network, available to employees.

Effective implementation of the Model is also a function of its dissemination and knowledge within the Company and of the awareness, for all employees, of RIS's desire to operate within the context of a concrete and constant application of the behavioral principles contained therein.

5. Circulation of the Model Externally

Since the behaviour of collaborators or other subjects with whom the Company has contractual relationships (professionals, subjects operating as representatives, in various capacities, or as agents of the Company, other companies or companies with which there are business or partnership relationships, etc.), in contrast with the lines of conduct indicated by this Model, may entail the risk of committing a crime sanctioned by the Decree, it is essential that the implementation of the Model is accompanied by a specific dissemination of its contents to such collaborators and third parties.

To this end it will be necessary to:

• formally deliver to each external collaborator a document containing the general part of the Model, with a note of the delivery details.

• require collaborators, upon delivery of the document or at the time of signing the contract, to undertake to observe the rules of conduct set out therein.

• inform these external parties that failure to apply the rules of conduct may result in the termination of the contract and/or the application of other sanctions indicated in the document.

6. Modifications and integrations of the Model

In compliance with the provisions of article 6, paragraph 1, letter. a) of the Decree, this Model is an act issued by the governing body of the Institution.

Consequently, the organisation, management and control Model for risk prevention is adopted by the **Board of Directors** with the indication that the implementation and management activity of the Model, including the Guidelines, the Code of Ethics, the system sanctioning and the operating methods of the Supervisory Body (hereinafter also **SB**), is entrusted to the competences of the President of the **Board of Directors** – Head of School.

In consideration of the adoption of the Model by the Board of Directors, any relevant changes and additions must be approved within the same body.

7. Commitment of the Governing Body

The Head of School ensures the development and implementation of the Model through the following activities:

• communicate to the organisation the importance of complying without reservation with every requirement set out in the Model;

• promote a policy of compliance with the Model;

• ensure that the objectives of compliance with the Model are defined;

• ensure the availability of resources;

• ensure the functioning of the Supervisory Body;

• adopt sanctioning tools;

• ensure that responsibilities, tasks, delegations and authorities are defined and disclosed within the organization.

8. Ethical Code

The rules of conduct contained in this Model are integrated with those of the Code of Ethics which represents an instrument adopted autonomously and susceptible to application on a general level by the Company, with the aim of expressing the principles of "corporate ethics" that the Company itself recognizes as its own and calls for compliance by all employees.

The Code of Ethics recommends, promotes, or prohibits certain behaviors, regardless of what is required at a regulatory level.

Non-compliance must give rise to sanctions proportionate to the seriousness of any infringements committed by anyone who acts in such a way as to involve the organization with their actions.

9. Recipients of the Model

By "Recipients" we mean the subjects to whom the provisions contained in this Model are addressed and who are required to comply with them.

Specifically, they are Recipients:

• The Board of Directors (BoD);

• The President of the Board of Directors – **Head of School**;

• the Supervisory Body (OdV);

• the managers of the individual areas;

• internal management and other employees;

• Collaborators, Professionals, Persons operating as representatives or agents, in various capacities, of the Company;

• the Partners (companies of the same group, associated companies, other companies or companies with which there are business relationships, customers, suppliers, etc.) of RIS.

10. General Principles of behaviour

All Recipients must adopt rules of conduct compliant with what is prescribed, to prevent the occurrence of the crimes provided for herein.

To this end, the above Recipients are expressly prohibited from:

• carry out actions or behaviors such as to integrate the types of crime listed above.

• carry out actions or behaviors which, although they do not in themselves constitute a crime falling within those envisaged by the Decree, could potentially become one.

• create any situation of conflict of interest towards the Public Administration or those in charge of a Public Service, in relation to the provisions of the aforementioned crime cases.

In particular, the context of the aforementioned behaviours (also sanctioned by the Code of Ethics adopted by the Company) it is prohibited to:

• make cash donations to public officials or public service representatives or, in general, to representatives of the Public Administration (hereinafter, "Public Officials");

• distribute gifts and gifts of any form to Italian and foreign Public Officials or their family members, which may influence their independence of judgment or induce them to ensure any advantage for the company;

- grant other advantages of any nature (for example, promises of employment) in favour of Public Officials (or their family members), which may determine the same consequences envisaged in the previous point;
- carry out services in favour of commercial partners, which are not adequately justified in the context of the associative or collaborative relationship established with the partners themselves;
- recognize compensation in favour of collaborators that cannot be adequately justified in relation to the type of task to be carried out and current practices;
- accept for themselves or their family members donations of money, gifts or gifts outside of company practice, as well as other advantages or services of any nature, such that they may influence their independence of judgment or induce them to secure any advantage, also indirectly, to the company;
- submit untruthful declarations to national or community public bodies in order to obtain public grants, contributions or subsidized financing.

- submit untruthful declarations to national or community public bodies in order to obtain clearance, authorizations or concessions to carry out teaching activities;
- allocate sums received from national or community public bodies as disbursements, contributions or financing for purposes other than those for which they were intended.
- prevent the carrying out of controls or checks by the corporate bodies or by third parties, on behalf of the same bodies.
- alter the data contained in the company computer archives or in the databases to which the Company has access.
- produce documents of any kind or declarations that do not comply with the findings of the company information system, accounting data, resolutions of the corporate bodies.
- possess material and data relating to pornography or access websites presenting such data and images.
- install, or otherwise introduce into the RIS network, software, hardware or in any case programs or data that do not fall within the function relating to your profile or software, hardware, programs or data that may prevent, damage, interrupt the computer system or facilitate the loss, the alteration, destruction (even partial) or theft of data.
- illegally enter telematic or IT systems protected by security measures against the will of the holder of the right to access or in any case not being the legitimate holder of the access credentials.
- illegally possess, obtain, reproduce or disseminate access codes or means suitable for accessing RIS systems protected by security measures.

- procure, reproduce, disseminate, communicate, make available to unauthorized parties or parties without legitimacy or credentials devices, equipment, programs, systems and data belonging to the RIS information system.
- modify, in any way, computer documents and produce, forward, transmit false or otherwise modified computer documents;
- receive collections or make payments outside the banking channel except for sums of cash not exceeding 5,000.00 (five thousand) euros in relation to the collections received, and 500.00 (five hundred) euros for payments made.
- undertake initiatives that do not comply with environmental regulations.
- undertake initiatives by individuals who do not comply with labor and immigration regulations.

THE DISCIPLINARY SYSTEM

1. General Principles

In order to ensure the effectiveness of the organisation, management and control model, RIS intends to sanction failure to comply with the provisions contained therein by employees, external collaborators and partners, as well as administrators, recalling compliance with the disciplinary system currently in force in the company which refers to that envisaged by the CCA or CCNL applied to the RIS.

The application of disciplinary sanctions for violations of company rules of conduct can therefore regardless of the outcome of the criminal proceedings, as these rules are adopted by the Company in full autonomy and regardless of the offense that any conduct may cause.

2. Obligation to Communicate

Every RIS employee has the obligation to communicate, even anonymously, to the Supervisory Body any transgression by the Company's internal staff and external collaborators of the rules, guidelines and procedures set out in this Model.

3. Measures against the company's employees

Failure to comply with the rules set out in the Model adopted by RIS pursuant to the Decree may give rise, depending on the seriousness of the infringement, to the imposition of disciplinary sanctions in full compliance with the provisions of the art. 7, l. 20 May 1970 n. 300 and the current collective bargaining of the applicable sector, and precisely:

• verbal reprimand;

• written reprimand;

• suspension from service and salary, up to a maximum of 6 days;

• dismissal for justified reason.

• dismissal for a just cause.

The type and extent of each of the sanctions mentioned above will also be determined considering:

• the intentionality of the behaviour adopted by the worker or the degree of negligence, imprudence or incompetence also with regard to the predictability of the event;

• the overall behaviour of the worker, with particular regard to the existence or otherwise of previous disciplinary measures imposed on him;

• the worker's duties.

• the functional position of the people involved in the facts constituting the failure to comply.

• other circumstances connected or relating to the disciplinary offence.

In the event of violation of the provisions and behavioral rules contained in the Model by Managers, the Company - once the responsibility of the perpetrator of the violation has been ascertained - adopts the measure deemed most appropriate, among those reported above.

If the violation of the Model leads to a lack of trust between the Company and the manager, the sanction is dismissal.

4. Measures against the members of the Board of Directors

In case of violation of the Model by the **Head of School**, the SB informs in writing, the Sole Auditor who will carry out an investigation in order to verify what has been reported and transcribe the results in the designated book as provided by in art. 2421, paragraph 1, n. 5, c.c..

In the event that the Sole Auditor finds that the conduct carried out by the **Head of School** commits a type of crime, the findings of the investigation will be communicated to the competent Judicial Authority.

5. Measures against the Sole Auditor

In case of violation of this Model by the Sole Auditor, the Supervisory Body informs, in writing, the **Head of School** who will take appropriate measures.

6. Measures against third parties

Any conduct of external collaborators, commercial partners and, more generally, of suppliers of goods or services in conflict with the provisions of the Model, may lead to the termination of the contractual relationship through the provision of specific contractual clauses, without prejudice to the right to compensation for any damages incurred.

To this end, specific clauses are included in contracts which:

• acknowledge knowledge of the Decree and the principles contained in the Model adopted by the Company;

• require the assumption of a commitment to comply with the provisions contained in the Model;

• regulate the consequences in case of violation of these provisions;

• in the case of subcontracting of services, the contractor (or subcontractor) must ensure the inclusion of similar clauses in the subcontracting contract.

The Supervisory Body is responsible for evaluating the suitability of the sanctioning measures against third parties, as well as reporting any updates to the aforementioned clauses to the competent functions of the Company.

7. Measures against secondoment workers

For the purposes of exercising disciplinary power, which is reserved for the seconding party or the administrator, RIS will communicate to the companies with which the aforementioned relationships exist the elements that must be the subject of the dispute pursuant to article 7, l. 20 May 1970, n. 300 and current contractual regulations.

THE SUPERVISORY BODY

1. Assignments of the Supervisory Body

The Decree provides, in its art. 6, paragraph 1, letter. b), that the exemption from administrative liability operates if the task of supervising the functioning and observance of the Model, as well as ensuring that it is updated, is entrusted to a body of the organisation, with autonomous powers of initiative and control.

The Supervisory Body (SB) operates with maximum autonomy and independence and is authorized to carry out any type of control or inspection, functional to the performance of the tasks entrusted to it, and consisting of:

• supervise the effective application of the Model, or verify that corporate behavior corresponds to the Model;

• monitor compliance with the Code of Ethics by corporate bodies, managers and employees;

• constantly evaluate the adequacy of the Model adopted, verifying the actual ability to actually prevent unwanted behaviour;

• prepare an information report, on a six-monthly basis, to be sent to the Board of Directors, the Head of School and the Sole Auditor regarding the control and verification activities carried out and their outcome;

• submit to the Board of Directors proposals for modification, integration or adaptation of this Model and the Code of Ethics, to make these documents compliant with any changes to the structure or mission of the company, or to fill gaps or imperfections found during application of the Model or the Code of Ethics.

To allow the widest possibility of carrying out its surveillance activity, the SB and any internal or external collaborators, upon presentation of a specific letter of appointment, may:

• carry out inspections in all the Company's offices and locations, accessing all the documentation stored there.

• directly request information from employees regarding actions and activities carried out by them.

Identification of the Supervisory Body

The Body called upon to carry out supervisory functions on the operation and observance of the Model must possess specific characteristics, in particular:

• be an "organisation of the organisation", i.e. an internal body of the Company;

• be endowed with "autonomous powers of initiative and control", i.e. endowed with general functional autonomy within the company; the position of the Supervisory Body within the Company must be able to guarantee the autonomy of the control initiative from any form of interference and/or conditioning by any member of the Company;

• be equipped with the necessary professionalism (knowledge of inspection, accounting and legal techniques);

• be able to ensure constant supervision ("continuity of action") over company activity and compliance with the Model.

The SB is a monocratic body, appointed by the Board of Directors.

The duration and awarding of the emolument is always established by the Board of Directors at the time the mandate is granted.

The mandate ends for:

- expiration;
- resignation;

• revocation for just cause by the body that granted the mandate

In this regard, just cause for revocation must be understood as:

• interdiction or incapacitation, or a serious illness that makes the SB unfit to carry out its supervisory functions, or an illness that, in any case, leads to absence from the workplace for a period exceeding six months;

• a serious failure to fulfill the SB's duties, as defined in the Organization and Management Model;

• failure to comply with the principles of conduct indicated in the Code of Ethics and in the previous paragraph;

• the sentence of conviction of the Company pursuant to the Decree, which has become final, or a criminal proceeding concluded through so-called "plea bargaining", where the documents show "failure or insufficient supervision" by the SB, in accordance with the provisions of the art. 6, paragraph 1, letter. d) of the Decree;

• the conviction, with a final sentence, against the SB for having committed one of the crimes provided for by the Decree;

• the sentence of acquittal (for example, due to the statute of limitations of the crime) with attribution of responsibility;

• the conviction, with a final sentence, against the SB of a penalty which entails disqualification, even temporary, from the management offices of legal persons and companies.

In cases in which a conviction has been issued, the Board of Directors, pending the finalization of the sentence, may also order - with the approval of the Sole Auditor - the suspension of the powers of the SB and the appointment of an SB to interim.

The operational control and compliance activities may, by decision of the Board of Directors and upon proposal of the Supervisory Body, be entrusted to external professionals with proven experience and professionalism, even if they are not part of the Supervisory Body.

Any tasks delegated externally are those relating to the performance of technical-inspection activities, without prejudice to the obligation of external professionals to report to the SB; it is clear, in fact, that the assignment of this type of delegation does not reduce the responsibility of the Supervisory Body regarding the supervisory function conferred on it by law.

The SB and any external collaborators appointed, by presenting a specific letter of appointment, will be able to carry out inspections in the Company's offices, accessing all the documentation stored there, and will be able to directly request information from employees with reference to acts and activities carried out by them.

Employees must provide information in a clear, truthful and timely manner.

To achieve its objectives, the SB may also have access to the minutes of the Sole Auditor as well as to the results of the activity carried out by the external auditors and the company's lawyers, including those professionals who, even if not directly appointed by RIS, receive the compensation for work performed on behalf of employees.

A report is drawn up for each verification or inspection, registered in the Company's protocol, and kept in the records of the Supervisory Body. A copy of it will be sent to the **Head of School** and the Sole Auditor.

If the Supervisory Body finds the behaviour contrary to the legislative provisions in force, the Code of Ethics or this Model on the part of any of the subjects referred to in the Decree, it will forward a detailed report to the **Head of School** and the Sole Auditor as well as, where necessary, to the competent authorities.

The SB may be convened at any time by the corporate bodies and may in turn request to consult with the **Head of School** to report on the functioning of the Model or specific situations.

3. Information to be sent to the Supervisory Body

The following must be sent to the Supervisory Body by anyone who becomes aware of them within the Company:

• the provisions and information coming from judicial police bodies or any other authority, from which it is clear that investigations have been carried out, even against unknown persons (but falling within the sphere of reference of the RIS), for the crimes referred to in the Decree;

• requests for legal assistance forwarded by staff, in the event of initiation of legal proceedings for crimes envisaged by the Decree;

• any reports prepared by the Area Managers or by the Head of School or by the Sole Auditor as part of their control activities and from which facts, acts, events or omissions with critical profiles with respect to compliance with the provisions of the Decree may emerge;

• the disciplinary procedures carried out and any sanctions imposed in reference to the provisions of the Model and the crimes envisaged by the Decree;

• reports relating to the commission of crimes envisaged by the Decree, coming both from RIS, and from controlled and associated companies, and from companies or entities that are part of

the corporate structure (All. 4 “Whistleblowing procedure for reporting crimes and irregularities”)

4. Information on events or facts provided for within the Internal Protocols

The Supervisory Body will have access to the documentation required by the individual specific parts of the Model, such as:

• the "Intervention sheets", containing the data of the different management phases of the initiatives.

• the contracts stipulated, the agreements signed, the projects started, the assignments received and confirmed and anything else the company commits to the Public Administration and third parties.

• the declarations, issued by employees and collaborators, in such a way as to protect the privacy of the subject, regarding kinship or affinity relationships with subjects who belong to the Public Administration.

• the minutes of the Board of Directors, of the Sole Auditor and of the documentation exchanged with the auditing company responsible for the legal audit of the financial statements.

5. Method of Trasmitting Information

Reports of the data and facts referred to in the previous paragraphs must be sent to the Supervisory Body through written communications, expressly indicating that the correspondence is reserved for the Supervisory Body, or communications via e-mail, using the specific address reserved for the Supervisory Body; the report must strictly contain:

• the qualification of the existing relationship with the Company (employee, director, auditor, collaborator, etc.);

• the reference to the provisions of the Model and the crimes envisaged by the Decree;

• the provisions and information coming from judicial police bodies or any other authority, from which it is clear that investigations have been carried out, even against unknown persons (but falling within the sphere of reference of the RIS), for the crimes referred to in the Decree ;

• requests for legal assistance forwarded by staff, in the event of initiation of legal proceedings for crimes envisaged by the Decree;

• any reports prepared by the Area Managers or by the administrative body or by the Sole Auditor as part of their control activities and from which facts, acts, events or omissions with critical profiles with respect to compliance with the provisions of the Decree may emerge;

• the disciplinary procedures carried out and any sanctions imposed in reference to the provisions of the Model and the crimes envisaged by the Decree;

• reports relating to the commission of crimes envisaged by the Decree, coming both from RIS, and from controlled and associated companies, and from companies or entities that are part of the corporate structure.

The above communications must be registered by the Supervisory Body on a specific protocol, kept and updated under the responsibility of the Supervisory Body itself or of a person in charge, to guarantee the anonymity of the person carrying out the communication.

False reports submitted to the SB are defined as "disciplinary offenses" and will result in the application of the relevant disciplinary sanctions (All.4 "Whistleblowing procedure for reporting offenses and irregularities").

6. Periodic Checks by the Supervisory Body

This model provides several types of checks:

1. Checks on Documents

The Corporate Bodies and Area Managers must communicate in advance to the Supervisory Body the main acts of the Company (for example: extraordinary operations, particularly large contracts, annual budget, partnership, acquisition or sale of shareholdings, agreements with other companies, etc.).

They must also provide the following documentation:

• "Intervention sheets", containing the data of the different management phases of the initiatives;

• contracts stipulated, agreements signed, projects started, assignments received and confirmed and anything else the Company commits to the Public Administration and third parties;

• declarations, issued by employees and collaborators, in a form that protects the subject's privacy, regarding kinship or affinity relationships with subjects who belong to the Public Administration;

• minutes of the Board of Directors and documentation exchanged with the auditing company responsible for the legal audit of the financial statements.

Periodically, the Supervisory Body will carry out a verification of the most important contracts concluded by the Company in areas of activity at risk.

2. Checks on the application of the Model

At least every four months, the Supervisory Body will verify the effective application of this Model.

Furthermore, at least once a year the SB must carry out a surprise check on sensitive company activities.

3. Examination of the reports received

The SB must promptly examine the reports that come to its attention according to the procedures adopted by the RIS (All. 4 - "Whistleblowing procedure for reporting crimes and irregularities").

For each report, you must leave evidence of receipt, of the verification carried out, of the actions taken and of any reports made to the other interested parties (Board of Directors, Head of School, Sole Auditor, Judicial Authority, etc.).

Periodically the SB will issue a report on the activity performed, containing an indication of the checks carried out and the reports received, the outcome of the actions undertaken, and the feedback received.

The above report will be sent to the Board of Directors, the **Head of School** and the Sole Auditor.'

ELEMENTS OF THE GOVERNANCE MODEL AND THE ORGANISATIONAL STRUCTURE OF RIS

RIS has adopted a traditional governance system.

The body of the Company is the **Board of Directors** which appoints the **Head of School,** while the Sole **Auditor** carries out the function of control body. The corporate areas analysed - which refer to the Company's General Organization Chart - which were considered in the creation of the Organization and Management Model, are listed and analyzed below.

1. President of the Board of Directors – Head of School

The person of the **President of the Board of Directors** coincides with that of the H**ead of School (HoS)**

As per the minutes of the Board of Directors of 7 November 2025, the Head of School in addition to the powers that cannot be delegated by law or by the Articles of Association, reserves the following powers without the right to sub-delegate:

1. represent the Company in all relations with social security, welfare, insurance, and accident institutions and with labor and employment offices.

2. represent the Company before the public security authorities and the fire brigade, drafting and signing the appropriate reports, declarations and complaints.

3. represent the Company before any judicial, administrative, fiscal, ordinary or special authority, at any level, state and location including the council of state, the court of cassation and the courts of appeal and before the tax commissions, with powers to sign requests, pleadings, appeals, mediations, judicial conciliations, assessments with adhesion, adhesion to tax assessment reports and agreements for any object, defer and report oaths; refer and respond to interrogations or rulings, intervene in bankruptcy, composition and receivership procedures and promote their declaration, constitute a civil party in criminal trials by proposing and supporting actions (including precautionary ones), defenses and exceptions, both administrative and judicial, both in the of cognition, and of execution, promoting seizures and seizures in the hands of debtors or third parties, with the right to participate in judicial auctions, implementing all the relevant formalities and therefore also the issuing of powers of attorney and special or general mandates for disputes to lawyers legal attorneys, sponsors and domiciliary, chartered accountants and experts, electing the appropriate domiciles;

4. carry out all the acts and operations necessary to obtain concessions, licenses and authorizations from the public administration and, in general, represent the Company before any administrative authority, body and public office to obtain the issuance of licenses, authorisations, permits, registrations or certificates, as well as for any other activity necessary for the pursuit of the corporate purpose;

5. sign and keep all the Company's ordinary and extraordinary correspondence and invoicing; sign requests for news, information, and documents, requests for clarification and reminders

relating to supplier offers; sign letters of an informative, interlocutory, reminder and transmission nature.

6. sign communications to chambers of commerce, ministries and other public and private bodies and offices, regarding obligations imposed on the Company by laws and regulations.

7. stipulate, modify, terminate contracts of any nature (with the exclusion of property leasing, rent, rental and storage contracts) which entail the assumption by the Company of obligations for unit values lower than Euro 10,000 (ten thousand) and provided that alternatively
(i) in the ordinary course of business or
(ii) within the spending limits set by the Company's annual budget;

8. negotiate, sign, modify and terminate any contract or agreement concerning the provision or supply of services to customers of schools managed or owned by the Company, including contracts for the enrollment of pupils to attend school courses.

The Board of Directors has conferred the power, to be exercised with a single and separate signature, with the right to sub-delegate, in whole or in part, to third parties
(i) to carry out all acts and operations necessary before the public administration to obtain concessions, licenses, authorizations and, in general, represent the Company before any administrative authority, body and public office to obtain the issuing of licenses, authorisations, permits, registrations or certificates, as well as for any other activity necessary for the pursuit of the corporate purpose e
(ii) to represent the Company in matters relating to work, both self-employed and employed, including managers, towards the labor inspectorate, provincial labor directorates, social security, mutual, insurance and accident institutions, and trade union organizations as well as towards all offices and authorities competent in matters of immigration and/or issuing the residence permit or other document necessary and/or appropriate to carry out work in Italy.
(iii) implement what is necessary to sign the "Joint Ownership Agreement in the processing of personal data pursuant to art. 26 of Regulation (EU) 2016/679" among the companies of the Globeducate group in Italy.

In all the areas highlighted above, the Head of School has the right to issue (as well as revoke), in the name and on behalf of RIS, powers of attorney for individual acts and/or categories of acts as well as to appoint and revoke consultants, lawyers and prosecutors in disputes.

Furthermore, the Head of School has specific and direct visibility on the activity carried out in the following company sectors: Administrative Area, Personnel Office, Communication and Marketing, Admission, School Manager and Teaching Area.

In any case, the choices of the Head of School must always be based on investigations prepared by the managers of the above-mentioned sectors.

2. Administrative Area

2.1. Amministration, accounting and Tax compliance

- Updates the company timetable regarding appointments and deadlines.
- takes care of the protocol activities of correspondence, contracts and any other act that involves commitments for RIS;
- creates the records for new customers and suppliers based on the information received respectively from the School Manager and the Purchasing Office.
- promptly takes care of all accounting records, ensuring their accuracy and completeness and compliance with legal deadlines and Group reporting deadlines.
  In particular:
  a) for the active cycle receives from the School Manager the updated situation of the services sold with the related contractual amounts and issues the invoices and/or credit notes, ensuring that the revenues accounted for match the situation of the services sold received by the School Manager. Receives receipts from the School Manager relating to collections via POS, check and cash within the limits of the law, checking that they are correct and complete and that there are no jumps in numbers and registers the collections. Transmits the list of receipts received daily to the School Manager and Admission for the identification of the relevant customer, where not directly detectable by banking provisions, and to allow them to formally define the enrollment of students.
  b) for the passive cycle, records the invoices received from suppliers after verifying their consistency with the approved orders and transport documents and registers the payments;
  c) for personnel, records the amounts communicated monthly by the employment consultant following verification by the Personnel Office Manager and the related payments;

- carries out cash checks on a daily basis, promptly depositing cash and checks into the bank;
- carries out bank reconciliations at least monthly;
- prepares the documents necessary for the functioning of the corporate bodies, fulfilling the provisions of the laws and the Articles of Association regarding their proper functioning and ensuring compliance with the prescribed procedural procedures;
- ensures the correct fulfillment of tax and administrative obligations;
- provides for the preparation of periodic accounting situations, tax returns and income tax returns;
- processes customer and supplier schedules for credit monitoring and payment management
- prepares the operating budget, the investment budget and the financial budget to be submitted for approval by the **Head of School,** the **CFO Italy** and the **Board of Directors;**
- prepares monthly control reports which highlight deviations from the budget;
- interfaces with auditors and consultants on fiscal, fiscal and budgetary matters appointed by the competent bodies (assembly, **Board of Directors, CFO Italy**);
- prepares the draft budget, including the explanatory notes and the management report;

- prepares the annual budget of the RIS to be submitted for approval by the Assembly.

2.2. Acquisions

- It is responsible for evaluating the suitability and integrity of suppliers of goods and services and planning the related procurement methods;
- receives requests for the supply of goods and services approved by the Head of School or by the Purchasing Manager Italy for purchases respectively up to and over Euro 10,000.00, evaluating the financial availability to carry out the relevant purchase, in agreement with the manager of the Administrative Area;
- select the supplier (minimum 3 estimates) for purchases up to Euro 3,000.00;
- liaises with the Purchasing Manager Italy for the selection of suppliers for purchases over Euro 3,000.00;
- prepares the purchase order using the dedicated software and transmits it to the Head of School for purchases of amounts up to €3,000.00 and to the Purchasing Manager Italy for those exceeding €3,000.00 for final approval (always via the software dedicated);
- receives the original signed contracts between the RIS and its suppliers from the Purchasing Manager Italy and archives them.
- send the signed order/contract to the supplier by email, copying it to the administrative office for the management of provisions for invoices to be received.
- informs the Applicant via e-mail about the positive outcome of the order.
- takes care of the maintenance of the Supplier Register, updating it periodically.
- manages insurance and claims;
- manages rental contracts with property owners.
- manages relations with the Chamber of Commerce.
- archives a copy of the aforementioned documentation.

2.3. Payments

- Provides, based on the schedule and consistently with the financial planning, the payments of the invoices supported by the purchase orders approved by the **Head of School** and/or the **Purchasing Manager**;
- provides for the payments of the rental fees of the properties subject to authorization from the Head of School;
- provides for the payments of salaries and contributions and all amounts due to employees and collaborators, subject to authorization from the **Personnel Office Manager (HR**) and the **Head of School.**
- rovvede, in base allo scadenzario e coerentemente con la pianificazione finanziaria, ai pagamenti delle fatture supportate dagli ordini di acquisto approvati dall'**Head of School** e/o dal **Responsabile Acquisti**;

2.4. Debt Collection

- Verifies the consistency of the contracts between RIS and its customers with the invoices issued and the collections received.

- assumes responsibility and coordination of the activity aimed at debt collection, after verifying the accuracy and completeness of the accounting balances.
- collaborates with external professionals involved in legal disputes involving the Company.

3. Personnel Office

- Exercises control over the implementation of personnel policies, following the indications of the HR Manager Italy, in compliance with the applicable legislation and the guidelines approved by the Board of Directors.
- ensures the remuneration, assistance and administrative control of the RIS employees.
- manages the employee attendance register.
- manages and maintains personnel documentation and in particular that relating to accidents, illnesses, wages, holidays, criminal record certificates and pending charges, residence permits and work authorizations in Italy, in compliance with the GDPR regulations and in coordination with the DPO;
- supports the **Head of School** in personnel selection activities based on the provisions of the Italy Recruitment Policy (publication of advertisements, reference and reputation checks);
- manages hiring and firing practices under the supervision of the HR Manager Italy.
- identifies and organizes possible training development paths for the Company's internal resources.
- coordinates the professionals and external consultants contracted on the various projects managed by the RIS.
- ensures compliance with all obligations relating to health surveillance and mandatory training of employees, in coordination with the RSPP and the competent doctor.
- ensures personal presence for open days and events based on the predefined event calendar.

4. Comunicazione e Marketing

- Develops the annual marketing and communication plan, in collaboration with the Admission and Marketing Italy manager and the **Head of School.**
- manages RIS's public image through various channels (website, media, relationships with influencers, etc.), with the aim of increasing its presence in the media and general popularity.
- designs all marketing materials (newsletters, brochures, merchandising, etc.);
- organises events for both potential and current students, also taking care of social communication for this purpose (open days, social events, "Globeducate" days, graduation parties, etc.);
- devises strategies and designs campaigns that help the company maintain or improve its reputation and credibility. Furthermore, it monitors media coverage and uses communication channels and media platforms to promote the company image and brand in coordination with the Communications and Marketing manager.

5. Admission

- Develops and implements commercial sales strategies in coordination with the Admission and Marketing Italy manager and the **Head of School**.
- identifies new initiatives for the services offered.
- manages contacts and maximizes their conversion into visits and registrations.
- presents the school structure to the parents of potential students.
- plans and manages the organization of events for the acquisition of new students in collaboration with the **Head of School** and the Marketing area.
- collects all documentation relating to students for the admission process (report cards, evaluations, admission check list, etc.);
- reviews and verifies prospective students' credentials and processes admission applications through enrollment.
- formalize registration via:
- to. the preparation of the economic and financial payment plan, defining the applicable discounts in accordance with the approved discount policy.
  a. the signing of the enrollment contract by the parents and the **Head of School**;
  b. obtaining documentation to support payment to confirm registration.
  c. produces weekly reports on new leads, visits and new registrations.

The activities set out above are the following in more detail:

5.1 Gestione contatti

• Manages the first contact with potential customers identified through marketing actions.
• manages the leads database, performs data analysis on a weekly basis.
• maximizes the conversion of leads, managing them through the admission process.

5.2 School Tour

- Presents the school structure to the students' parents following the guidelines provided by the Admissions manager and the **Head of School.**

5.3 Events

- Plans and manages the organization of events for the acquisition of new students in collaboration with the **Head of School** and the **Communication and Marketing** department.

5.4 Formalization of Registration

- Prepares economic and financial payment plans by defining applicable discounts in accordance with the approved discount policy.
- takes care of the complete and accurate preparation of the enrollment contracts for new students admitted to the teaching area, including all related documents (identity documents, tax code, billing data, privacy consent, health form, etc.), making them sign to the parents of the pupils and the **Head of School.**

- after receiving confirmation from the Administrative Area of the collection, send a copy of the signed enrollment contracts and the documentation certifying the payment of the amount due for enrollment to the School Manager's office.
- inserts all new student data into the database of services sold, communicating this to the School Manager's office and to teaching.

5.5 Reporting

- Produces weekly reports on new leads, visits and new registrations.

6. School Manager

6.1 Obligations with the Public Administration

- Maintains relationships with public offices in the area in which the activity is carried out (e.g. ASL, Fire Brigade, Municipality, Civil Protection, Traffic Police, Law Enforcement, etc.);
- manages everything relating to the authorisations issued by the Public Administration: clearances, requirements, deadlines, renewals.
- prepares the procedures for new authorisations and/or for the renewal or integration of existing ones.
- Maintains relations with the MIUR - Ministry of Education and with the competent Regional School Office.
- manages everything relating to the authorizations issued by the MIUR - Ministry of Education, with the Regional School Office and with the Public Administration: authorizations, requirements, deadlines, renewals.
- prepares the procedures for new authorizations and/or for the renewal or integration of existing ones.
- receives from the School Manager all the documentation useful for obtaining authorization from the MIUR.

6.2 Enrollment Contracts

- Prepares economic and financial payment plans for re-enrollments by defining the applicable discounts in accordance with the approved discount policy, coordinating with the Admission Manager.
- sends reminders to the families of students for whom payments for enrollment in the following school year have not been received by the deadlines set by the contract (31 January); after 2 reminders the **Head of School** intervenes.
- verifies the complete and accurate preparation of enrollment contracts for new students.
- manages the database of services sold, ensuring its consistency with the contractual data.
- periodically sends information to the Administrative Area for the creation of records for new customers and the issuing of invoices.
- prepares periodic reports;
- manages and maintains the contracts, complete with all documentation, signed between the RIS and the students' parents.

- transmits the list of students registered and withdrawn to the secretariat for data entry into ISAMS.

6.3 Relations with the families of the enrolled students

- Maintains relations with students' families.

6.4 Front Office

- Provides secretarial support to all the company functions

6.5 Information and Communication Technologies Help Desk (ICT)

- Deals with the implementation, management and maintenance of the network and the HW and SW systems connected to it instrumental to the activities carried out by the RIS, in accordance with the guidelines received from the IT Italy manager.
- takes care of the resolution of problems inherent to the aforementioned systems (for example, malfunctions of workstations and equipment supplied to the school such as network printers, multimedia devices, WI-FI systems), managing the opening and closing of tickets with companies providing IT services.

6.6 Auxiliary Services (logistics, canteen, transport, security, uniforms, maintenance and cleaning, school medical infirmary, covid officer)

- Collects the specific needs of an instrumental and material nature that arise in the places dedicated to educational, administrative, sporting and recreational activities.
- deals with the logistics of the RIS, understood as the management and maintenance of spaces dedicated to teaching, administrative, sporting and recreational activities.
- manages, supervises and coordinates all other services instrumental to the activity carried out by the organisation, provided with internal staff and through external suppliers.
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7. Extra-curricular Activities and Summer School

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  Develops and implements commercial sales strategies in coordination with the Communications and Marketing manager and the **Head of School**.
- identifies the extracurricular activities and school trips to offer as well as the program for the Summer School in coordination with the **Head of School** and the Communications and Marketing Manager.
- prepares the revenue and related costs budget, in collaboration with the Communications and Marketing Manager and the Administrative Manager.
- formalizes student registration for activities through:

  a. the signing of the contract by the parents and the Head of School.
  b. obtaining documentation to support payment.

- plans activities in coordination with:

a) the Head of School with the teaching staff regarding the teaching programmes;
b) with the School Manager regarding logistics and related auxiliary services.
c) with HR for the use of internal staff and for the definition of agreements with external collaborators.
d) with the Administrative Area (Purchasing Office) regarding the supply of related goods and services.

- manages the database of services sold, ensuring its consistency with the contractual data.
- supervises and coordinates the activities carried out by internal staff and/or external suppliers
- periodically sends information to the Administrative Manager for the creation of records
- for new customers and the issuing of invoices.
- sends information on the hours worked by employees and external collaborators to HR monthly.
- produces weekly reports on services sold and deviations from the budget (revenues and costs) in collaboration with the Administrative Area and HR.

8. Obligations to the Ministry of Education

- Takes care of relationships with the MIUR (Ministry of Education) and the competent Academic Regional office (Ufficio Scolastico Regionale)
- Manages the process of obtaining and maintaining the authorisations/licences issued by MIUR with the Academic Regional office and the public administration, clearance requirements, deadlines, renewals
- Prepares the procedures for new authorizations and/or renewals the integration of existing onces
- Receives from the School manager all the documents that are needed for obtaining authorisations from the MIUR.

9. Teaching Area

- Deals with everything that is inherent in carrying out the teaching and curriculum activities for the students.