

**ORGANISATIONAL,
MANAGEMENT AND
CONTROL MODEL
EX D.LGS 231/2001**

Version 02 – 11/24/2022

Sommario

GENERAL PART	4
1. BAI Brescia Antincendi International SRL	7
1.1 Company Presentation.....	7
1.2 Corporate Governance System.....	7
1.3 Organisational Structure	8
1.4 Management System.....	8
2. The Italian Legislative Decree No. 231/2001	8
2.1 Object of the Legislative Decree	8
2.2 Authors of the so-called Crimes-Predicate.....	9
2.3 The scope of application	9
2.4 Type of offence	10
2.5 Sanctions.....	11
2.5.1 Pecuniary sanctions	11
2.5.2 Disqualification sanctions	11
2.5.3 Confiscation	12
2.5.4 Publication of the sentence	12
2.6 Release from administrative liability	12
3. Organisational, Management and Control Model of the Company	13
3.1 Mapping of the Company's risks	14
3.2 Integrability of the Organisational Model with other Management Systems	15
3.3 Organisational Model: Structure and components	15
3.4 BAI Srl Anti-Corruption Guidelines	15
3.5 Ethical Code	16
3.6 Recipients.....	16
4. Supervisory Body (OdV)	16
4.1 Essential requirements of the Supervisory Body	16
4.2 Designation, Duration and Composition.....	17
4.3 Functions of the Supervisory Body	18
4.3.1 Supervisory and Control Activities	19
4.3.2 Adaptation and updating activities of the Organisational Model	20
4.3.3 Reporting to corporate bodies	20
4.4 Information flows - Whistleblowing.....	21
4.5 Budget.....	22
5. Disciplinary system	22

5.1	General Principles	22
5.2	Employees (workers, managers and clerks).....	23
5.3	Executive	25
5.4	Persons in senior positions	26
5.5	External collaborators.....	27
6.	Communication and training plan	27
6.1	Staff Training and Communication of the Organisational Model.....	27
	SPECIAL PART A – CRIMES AGAINST THE PUBLIC ADMINISTRATION	29
	SPECIAL PART B - CRIMES AGAINST HEALTH AND SAFETY IN THE WORKPLACE.....	30
	SPECIAL PART C – ENVIRONMENTAL CRIMES	31

GENERAL PART

Glossary

For clarity, the definitions of some terms used in the Organisational, Management and Control Model adopted by BAI Brescia Antincendi International Srl (hereinafter also known as BAI or the Company) are provided.

Anti-Corruption Guidelines They mean procedures, ethical principles of behavior and control established by BAI in compliance with the main international anti-corruption regulations and conventions. The Guidelines are an integral part of the Organisational, Management and Control Model.

Ethical Code It means the ethical principles of behavior and control to be observed in order to avoid the commission of one or more crimes referred to the Italian Legislative Decree No. 231/2001. The Ethical Code is an integral part of the Organisational, Management and Control Model.

Legislative Decree or D. Lgs. 231/2001 The Italian Legislative Decree of June 8th 2001 No. 231 "Discipline of the administrative liability of legal persons, companies and associations even without legal personality, pursuant to article 11 of the law of September 29th 2000, n. 300" and subsequent amendments and additions.

Recipients The Organisational, Management and Control Model is addressed to all those who work to achieve Company's purposes and objectives.

External Subjects They are individuals with whom the Company maintains relationships inherent in its activities and who are involved in sensitive processes (for example, collaborators, agents, representatives, consultants, suppliers and partners)

Employees Unless otherwise specified, it means individuals who work for the Company, employed and under the direction of the Company with permanent or fixed-term contracts. Therefore, managers, middle managers, officials, white collars and workers whose employment relationships are regulated by a National Collective Labor Agreement (CCNL) are also included, as well as temporary workers and interns.

Intermediaries	<p>It means agents, distributors, procurers as well as all the subjects with whom BAI establishes relationships aimed at:</p> <ul style="list-style-type: none"> - promptly identifying a business opportunity before it is fully formulated in an offer; - maintaining institutional relations in the area so that the Company can promptly and continuously intercept information relating to a business opportunity, as well as to maintain relations with potential customers in order that a technical interaction could take place; - assisting the Company in promoting its commercial interests in connection with one or more agreements/projects in a specific geographical area and/or product line and/or assist the Company in entering into and/or executing contracts; - carrying out the activities described above also through the purchase and resale of the Company's products; - managing any differences of opinion with the client regarding the execution of the works to prevent them from turning into claims.
Organisational, Management and Control Model or Organisational Model	<p>It means the set of principles, rules, procedures, provisions, organisational schemes and related tasks and responsibilities, functional to the implementation and diligent management of a control and monitoring system of sensitive activities, to prevent the commission, even attempted, of crimes envisaged by the Italian Legislative Decree No. 231/2001, adopted by the Company pursuant to art. 6, paragraph I, letter a) of the Italian Legislative Decree No. 231/2001.</p>
Supervisory Body or OdV	<p>It means the control body envisaged by art. 6, paragraph 1, letter b) of the Italian Legislative Decree No. 231/2001, in charge of supervising the functioning and observance of the Organisational Model, as well as its updating.</p>
Behavior Principles	<p>They are general principles of conduct which the recipients must comply with, in reference to the activities referred in the Organisational Model.</p>
Sensitive Processes	<p>They are Company activities in relation to which the crimes sanctioned by the Italian Legislative Decree No. 231/2001 could potentially be committed.</p>

Protocol	It's the specific procedure for the prevention of crimes and administrative offenses and for the identification of the subjects involved in the risky phases of the Company processes.
Crimes-Predicate	They are the crimes to which the Italian Legislative Decree No. 231/2001 applies.
Disciplinary System	It's the set of sanctions against those who do not comply with the Organisational Model.
Top subjects	They are subjects who hold representation, administration or management functions within the Company or one of its organisational units with financial and functional autonomy, as well as subjects who exercise, even de facto, the management and control of the Company itself.
Traceability	It's the reconstruction of a certain decision-making process through documentary traces.

1. BAI Brescia Antincendi International SRL

1.1 Company Presentation

BAI Brescia Antincendi International S.r.l., established in December 1991, became operational from the first months of 1992.

Since its establishment, the Company has specialized in the development and industrialization of firefighting, rescue and civil protection vehicles, supplied to various types of private and public customers.

1.2 Corporate Governance System

The Corporate Governance Bodies of BAI Brescia Antincendi International Srl are:

- Board of Directors,
- Shareholders' Meeting.

The Board of Directors is made up of 3 members:

- the President,
- two Chief Executive Officers.

The authority to take care of the performance of the supervision, verification and controls envisaged by the general and specific rules and the preparation of all the precautions, measures and provisions that may be required by legal or regulatory provisions, with regard to the prevention of accidents, to the environmental hygiene, the protection of the external environment with powers of organisational disposition and autonomy, has been conferred to the Chief Executive Officer who also holds the position of Employer.

The Company has appointed a Board of Statutory Auditors.

1.3 Organisational Structure

The organisational structure of BAI Brescia Antincendi International Srl currently has around 180 employees as well as some temporary and apprentice workers.

1.4 Management System

BAI Brescia Antincendi International Srl has implemented and certified the following management systems:

- Quality management system, in compliance with international standards UNI EN ISO 9001:2015
- Safety management system, in compliance with international standards UNI EN ISO 45001:2018.,
- Environmental management system, in compliance with international standards UNI EN ISO 14001:2015.

2. The Italian Legislative Decree No. 231/2001

2.1 Object of the Legislative Decree

In execution of the delegation pursuant to art. 11 of the Law of 29th September 2000 n. 300, on 8th June 2001 Legislative Decree no. 231, entitled "*Discipline of the administrative liability of legal persons, companies and associations even without legal personality*", which entered into force on the following 4th July.

The Legislative Decree No. 231/2001 has the purpose of adapting the internal legislation on the liability of legal persons to the international conventions to which Italy had previously adhered, among which the following are relevant:

- the *Brussels Convention of 26th July 1995* on the protection of the financial interests of the European Communities,
- the *Brussels Convention of 26th May 1997* on the fight against corruption involving officials of the European Community or of Member States,
- the *OECD Convention of 17th December 1997* on the fight against bribery of foreign public officials in economic and international transactions.

2.2 Authors of the so-called Crimes-Predicate

The Legislative Decree introduced into the set of Italian laws a system of administrative liability for Entities for certain crimes committed in their interest or advantage by:

- people who hold representation, administration or management functions in the Bodies themselves or in one of their organisational units with financial and functional autonomy;
- people who exercise, even de facto, the management and control of the Entities themselves (for example, directors and general managers);
- people subject to the management or supervision of one of the subjects indicated above (for example, non-executive employees).

If the perpetrator of the crime or administrative offense is a natural person who holds functions of representation, administration, management or control of the Entity or of one of its organisational units with financial and functional autonomy, as well as a person who exercises de facto management and control of the Entity (so-called "top management"), a **presumption of guilt** is established against the Entity which requires the Entity to prove its innocence (so-called reversal of the burden of proof with respect to the rule of the code of criminal procedure). This in consideration of the fact that the natural person expresses, represents, and implements the management policy of the Entity.

On the other hand, there is no presumption of guilt on the part of the Entity if the perpetrator of the crime is a person subject to the management or supervision of one of the subjects referred to in the previous period. It will therefore be the Public Prosecution who will have to prove the Entity's responsibility.

2.3 The scope of application

The Italian Legislative Decree 231/2001 applies to:

- **Subjects with legal personality:**
 - Partnership Companies (Snc, Sas),
 - Limited Companies (Spa, S.r.l., Consortia, Cooperatives, etc.),
 - Foundations and public and private bodies for economic purposes.
- **Subjects without legal personality** such as unrecognized associations, committees, etc.

On the contrary,

- the State,
- local public bodies,
- and any other body with functions of constitutional importance (for example political parties, trade unions, etc.)

are not subject to Legislative Decree 231/2001.

The liability identified by the legislation in question is not an alternative to that of the natural person who physically carried out the fact, but is added to it. The extension of liability has the purpose of involving in the sanctioning of certain criminal offenses also the Organizations that have benefited from the commission of the offence.

The liability expected by Italian Legislative Decree 231/2001 is also configured with regard to crimes committed abroad, provided that the State of the place where the crime was committed does not proceed.

2.4 Type of offence

The types of offence contemplated by Italian Legislative Decree 231/2001 which constitute the administrative liability of Entities are many and are divided into:

- ◆ **Crimes against the Public Administration** (articles 24 and 25 of Legislative Decree 231/2001);
- ◆ **IT crimes and unlawful data processing** (art. 24 bis of Legislative Decree 231/2001);
- ◆ **Organized crime offences** (art. 24 ter of Legislative Decree 231/2001);
- ◆ **Crimes of forgery of coins, public credit papers, revenue stamps and instruments or identification marks** (art. 25-bis of Legislative Decree 231/2001);
- ◆ **Crimes against industry and commerce** (25-bis.1 of Legislative Decree 231/2001);
- ◆ **Corporate crimes** (art. 25-ter of Legislative Decree 231/2001);
- ◆ **Crimes for the purposes of terrorism or subversion of the democratic order envisaged by the penal code and by special laws and crimes committed in violation of the provisions of article 2 of the International Convention for the suppression of the financing of terrorism made in New York on 9.12.1999** (art. 25-quater of Legislative Decree 231/2001);
- ◆ **Female genital mutilation practices** (art. 25 quater 1, of Legislative Decree 231/01);
- ◆ **Crimes against the individual personality** (art. 25-quinquies of Legislative Decree 231/2001);
- ◆ **Market abuse** (art. 25-sexies of Legislative Decree 231/2001 and art. 187-quinquies TUF);
- ◆ **Crimes of manslaughter or serious or very serious injury committed in violation of the rules on the protection of health and safety in the workplace** (art. 25-septies of Legislative Decree 231/2001);
- ◆ **Crimes of receiving, laundering and using money, goods or utilities of illicit origin, as well as self-laundering** (art. 25 octies of Legislative Decree 231/2001);
- ◆ **Crimes relating to infringement of copyright** (art. 25-novies of Legislative Decree 231/2001);
- ◆ **Inducement not to make statements or to make false statements to the judicial authorities** (art. 25-decies of Legislative Decree 231/2001);
- ◆ **Environmental crimes** (art. 25- undecies of Legislative Decree 231/2001);
- ◆ **Employment of people illegally staying in the Country** (art. 25-duodecies of Legislative Decree 231/2001);
- ◆ **Racism and Xenophobia** (art. 25 terdecies of Legislative Decree 231/2001);
- ◆ **Fraud in sporting competitions, abusive gaming or betting and games of chance performed using prohibited devices** (art. 25-quaterdecies of Legislative Decree 231/2001);

- ◆ **Tax crimes** (Art. 25 quinquiesdecies of Legislative Decree 231/2001);
- ◆ **Transnational crimes** (art. 10 Law 146/2006).

2.5 Sanctions

Italian Legislative Decree 231/2001, following the commission or attempted commission, by a person indicated by Legislative Decree 231/2001 in art. 5, of one of the crimes envisaged by articles 24 and following of the same Decree, establishes a series of sanctions for the Entity, which are divided into:

- Pecuniary sanctions,
- Disqualification sanctions,
- Confiscation,
- Publication of the sentence.

If the crime has not been committed but has instead remained at the attempted stage, the pecuniary and disqualification sanctions are reduced from one third to one half.

Furthermore, due to the provisions of art. 26 of Legislative Decree 231/2001, the entity is not liable when it voluntarily prevents the completion of the action or the realization of the event.

2.5.1 Pecuniary sanctions

The pecuniary sanctions are applied in quotas in a number not less than one hundred nor more than a thousand. The amount of the individual shares can fluctuate between a minimum of 258 euros and a maximum of 1,549 euros.

The pecuniary sanctions are determined on the basis of the seriousness of the crime committed and the degree of responsibility recognized to the legal entity, taking into account the activities implemented by the Entity to mitigate or prevent the commission of offences.

Only the Entity is responsible for the pecuniary sanction with its assets or with the common fund.

2.5.2 Disqualification sanctions

Disqualification sanctions are applied in relation to the crimes for which they are expressly envisaged, when at least one of the following conditions occurs:

- the Entity obtained a significant profit from the crime and the crime was committed by persons in senior positions or by persons subject to the direction of others when, in this case, the commission of the crime was determined or facilitated by serious shortcomings organisational;
- in the event of repetition of the offences.

Disqualification sanctions are:

- disqualification from exercising the activity usually for a period between three months and two years (in particularly serious cases this sanction can also be adopted definitively). It can also be ordered by the judge as a precautionary measure in the event that there are concrete elements such as to make the danger of committing offenses similar to the one already committed to be considered concrete;
- suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- ban on negotiating with the Public Administration;
- exclusion from concessions, loans, contributions or subsidies and possible revocation of those granted;
- ban on advertising goods or services.

2.5.3 Confiscation

The confiscation of the profit or the price deriving from the crime committed is a mandatory sanction that follows any conviction.

In the event that it is not possible to carry out the confiscation of the price or the profit of the crime, it can concern sums of money, goods or other utilities of equivalent value (so-called confiscation by equivalent).

2.5.4 Publication of the sentence

Publication of the sentence is a possible sanction that can be ordered when a disqualification sanction has been applied to the entity.

2.6 Release from administrative liability

Before the identification of the administrative liability of the Entity, Legislative Decree 231/2001 has provided for a form of exemption from this liability if the Entity demonstrates that it has adopted and effectively implemented, before the commission of the act, a Organisational, Management and Control Model suitable for preventing crimes of the type that may have occurred and has appointed a specific independent body to supervise that the Organisational Model is observed and continuously updated.

In particular, article 6 of Legislative Decree 231/2001 provides that, in the event that the crime was committed by a **top manager**, the Entity is not liable if it demonstrates that:

- the Executive Body has adopted and effectively implemented, before the crime was committed, Organisational, Management and Control Models suitable for preventing crimes of the type that occurred;

- the task of supervising the functioning and observance of the Models and taking care of their updating has been entrusted to a Body of the Entity with independent powers of initiative and control;
- the persons committed the crime by fraudulently evading the Organisational, Management and Control Models;
- there was no omission or insufficient supervision by the Supervisory Body.

There is a presumption of responsibility for the Entity which finds its reason in the fact that the senior subjects express and represent the will of the Entity itself. This presumption can be overcome if the Entity is able to demonstrate the existence of the aforementioned conditions. In this case, even if there is a personal liability of the top manager, the Entity cannot be held liable pursuant to Legislative Decree 231/2001.

Article 7 of Legislative Decree 231/2001, on the other hand, deals with the cases in which the crime is committed by **subjects dependent on the control and supervision of a top management** and establishes the administrative liability of the Entity if the commission of the crime it was made possible by the non-compliance with the management and supervisory obligations placed on top managers.

3. Organisational, Management and Control Model of the Company

In relation to the regulatory provisions described above, BAI Brescia Antincendi International Srl has decided to equip itself with an Organisational, Management and Control Model pursuant to Legislative Decree 231/2001 and to set up a Supervisory Body (OdV), appointed to supervise the observance, functioning and updating of the Organisational Model implemented.

This document responds to the need for:

- identify the activities in which one of the crimes envisaged by Legislative Decree 231/2001 could be committed;
- identify the specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the crimes to be prevented;
- identify the methods of managing the financial resources suitable for preventing the commission of such offences;
- impose information obligations towards the Supervisory Body.

The Organisational, Management and Control Model adopted by the Company has been prepared and adopted taking into consideration the current structure and operations of BAI Brescia Antincendi International Srl. It follows that the modification of the corporate activities and/or the organisational chart must necessarily follow the integration of the Organisational Model.

The adoption, amendments, and additions to this Organisational, Management and Control Model are the responsibility of the Board of Directors of BAI Brescia Antincendi International Srl. The document constitutes, in fact, an act issued by the Executive Body (pursuant to the provisions of Art. 6, paragraph 1, letter a of Legislative Decree 231/2001).

BAI Brescia Antincendi International Srl will make the Organisational Model known to all Recipients and communicate the relative provisions referring to the specific activity or function performed. It is therefore mandatory for anyone who works in BAI Brescia Antincendi International Srl, or collaborates with it, to comply with the provisions of the Organisational Model and observe the obligations dictated therein.

Periodically, the OdV will carry out checks on the Organisational Model, which must be modified and/or supplemented in the event of significant violations of the provisions or changes in the organization or activities of the Company, or in the reference standards.

Even the specific protocols envisaged by the Organisational Model, if necessary, must be reviewed, updated and integrated on the proposal of the OdV. In such cases, the Supervisory Body must inform the BoD to implement the necessary changes.

3.1 Mapping of the Company's risks

Based on its specificity and its organisational and industrial context, BAI Brescia Antincendi International Srl has identified as areas of risk of administrative liability those deriving from:

- crimes against the Public Administration (articles 24 e 25 of the Legislative Decree. 231/2001)

For this purpose, it analyzed company activities, decision-making processes and internal control systems by examining company documentation (activities performed, main processes, organisational charts, etc.) and interviews with the managers of the various company structures.

Of particular importance is the moment of analysis of the Company's organisational structure in order to:

- identify the **sensitive activities** in which offenses could be identified, then analyze the corporate context to identify in which areas or sectors of activity and according to which methods the aforementioned offenses could occur;
- describe the **internal control system** to oversee the sensitive activities identified, i.e. evaluate the existing system within the Entity for the prevention of the aforementioned crimes and its possible adaptation, in terms of ability to effectively counter the identified risks.

The Organisational Model therefore consists of a set of general (Principles of Conduct) and specific (Protocols) rules, compliance with which makes it possible to prevent illicit and irregular behavior in carrying out activities in the context of processes at risk.

These Principles of Conduct and Protocols also have the purpose of making the Recipients aware of the conduct to be followed in the context of processes at risk and of identifying the subjects responsible and those involved.

3.2 Integrability of the Organisational Model with other Management Systems

This Organisational Model completes and integrates with the corporate management systems based on the UNI EN ISO 9001:2015, UNI EN ISO 14001:2015 and UNI EN ISO 45001:2018 standards.

3.3 Organisational Model: Structure and components

The descriptive document of the Organisational, Management and Control Model of BAI Brescia Antincendi International Srl consists of:

- a **General Part**, which describes the corporate governance system, the definition process and the operating principles of the Organisational Model and the mechanisms for concrete implementation of the same.
- a **Special Part** concerning the risk of committing crimes against the Public Administration, which lists:
 - the list of types of crime;
 - the specific sensitive corporate activities;
 - the principles of behavior to be respected;
 - the control protocols implemented to monitor sensitive activities;
 - the systematic information flows prepared.

3.4 BAI Srl Anti-Corruption Guidelines

The Anti-Corruption Guidelines drawn up taking into consideration the main international anti-corruption regulations and conventions complete the Organisational Model of BAI Brescia Antincendi International Srl and form an integral part of it, including:

- Foreign Corrupt Practices Act (USA 1977),
- Bribery Act (Regno Unito, 2010),
- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (Paris, 1997),
- Criminal Law Convention on Corruption (Council of Europe, Strasbourg, 1999),
- United Nations Convention against Corruption (Merida, 2003).

3.5 Ethical Code

The **Ethical Code** adopted by BAI Brescia Antincendi International Srl clarify the values, principles of behavior and commitments of the Company in relations with its stakeholders - collaborators, partners, customers, suppliers, financiers, the community and the environment.

This Ethical Code revises and takes as a reference the main regulations, guidelines and documents existing at national and international level, about Human Rights and corporate social responsibility.

The provisions of this Organisational Model integrate with the general principles contained in the Ethical Code.

3.6 Recipients

Recipients of this Organisational Model are the Board of Directors and all Company personnel who fall into the categories of executives, middle managers, white collars and workers, including temporary or posted workers (hereinafter also "Recipients"). Each Special Part also identifies its specific Recipients.

Finally, all the subjects with whom the Company maintains relations inherent to its corporate activities and who are involved in sensitive processes can also be Recipients of the Organisational Model.

All Recipients are obliged to know and comply with the provisions contained in the Organisational, Management and Control Model that concern them.

4. Supervisory Body (OdV)

Article 6, first paragraph, letter b) states that *"the task of supervising the functioning and observance of the models and of taking care of their updating has been entrusted to a body of the entity with independent powers of initiative and control"*.

This body of the Entity is the Supervisory Body which therefore represents the corporate function responsible for supervising the Organisational, Management and Control Model, in terms of control of the typical organisational and management procedures.

4.1 Essential requirements of the Supervisory Body

In consideration of the specificity of the tasks that fall to it and the provisions of Italian Legislative Decree 231/2001, the choice of the internal body with independent powers of initiative and control must take place in such a way as to guarantee the Supervisory Body the requirements of autonomy, independence, professionalism and continuity of action that Legislative Decree 231/2001 requires for this function.

In particular, the requirements can be qualified as follows:

- **Autonomy**

The Supervisory Body is autonomous in relation to the Company, i.e. it is not involved in any way in operational activities, nor does it participate in management activities. Furthermore, the Body has the possibility of carrying out its role without direct or indirect conditioning by the controlled subjects. The activities carried out by the Supervisory Body cannot be syndicated by any other corporate body or structure.

The Body is also autonomous in the regulatory sense, i.e. it has the possibility of determining its own behavioral and procedural rules within the scope of the powers and functions determined by the Board of Directors.

- **Independence**

The independence of the Supervisory Body is a necessary condition for not being subject to the Company. Independence is obtained through a correct and adequate hierarchical position.

- **Professionalism**

The Supervisory Body is professionally capable and reliable. Consequently, the technical-professional skills adequate to the functions that he is called to perform must be guaranteed, as a whole at collegial level; skills of a legal, accounting, business, organisational and occupational health and safety nature are presumed.

These characteristics, together with the character of independence, guarantee objectivity of judgement.

- **Continuity**

In order to guarantee the effective and constant implementation of the Organisational Model, the Supervisory Body acts continuously.

The Supervisory Body, in the operational solutions adopted, therefore guarantees a prevalent, even if not necessarily exclusive, commitment, in any case suitable for effectively and efficiently fulfilling its institutional duties.

4.2 Designation, Duration and Composition

The Supervisory Body is appointed by the Board of Directors which is also responsible for any revocation. The OdV remains in office for 3 years and can be renewed.

The following constitute grounds for ineligibility or forfeiture (if they arise from the appointment):

- situations of incompatibility, envisaged for the Board of Statutory Auditors pursuant to art. 2399 of the civil code;

- the conviction, with final judgment, for having committed one of the crimes envisaged by the Legislative Decree;
- the sentence, with a final judgment, to a penalty involving the disqualification, even temporary, from public offices, or the temporary disqualification from managing offices of legal persons and companies.

Each member of the Supervisory Body must, at the time of appointment, certify with a written declaration that they are not in the aforementioned conditions of ineligibility.

If there is just cause, it is possible to proceed with the revocation of the office of member of the OdV following a resolution by the Board of Directors, having heard the opinion of the Board of Statutory Auditors.

In the event of a temporary impediment to the performance of the office, lasting more than three months, the Board of Directors appoints a substitute who ceases to hold office when the impediment of the original member ceases to exist.

The composition of the Supervisory Body of BAI Brescia Antincendi International Srl is multi-subjective.

The Supervisory Body has the right to avail itself of a specific secretaryship authorized to carry out operational support activities, within the sphere of its full decision-making autonomy. The performance by the secretarial function of operational activities in support of the Supervisory Body is regulated by a specific mandate or assignment.

The tasks that can be delegated externally are those relating to the performance of all activities of a technical nature, without prejudice to the obligation on the part of the function or any other external person used as support to report to the Supervisory Body of the Entity. Entrusting this type of assignment does not eliminate the responsibility of the Supervisory Body of the entity with regard to the supervisory function conferred on it by law.

The collegiate composition is recognized as adequate to ensure that the Supervisory Body is in possession of the prescribed requirements of autonomy of intervention and continuity of action.

The current members of the Supervisory Body and those who will be called to belong to it in the future have been chosen from subjects who possess the specific skills necessary in relation to the peculiarities of the Supervisory Body's powers and related professional contents.

The members of the Supervisory Body as well as the subjects the Body makes use of for the performance of its activities, are bound by the obligation of confidentiality on all the information of which they have become aware in the exercise of their functions or activities.

4.3 Functions of the Supervisory Body

The Supervisory Body performs the tasks indicated in articles 6 and 7 of Legislative Decree 231/2001, in particular:

- supervisory and control activities;
- adaptation and updating activities of the Organisational Model;
- reporting to Corporate Bodies;
- information flow management activities.

The Supervisory Body defines and carries out the activities within its competence and is endowed with "independent powers of initiative and control" as indicated by the Legislative Decree in art. 6. In particular:

- benefits complete autonomy in verifying the effectiveness and effective implementation of the Organisational Model, considering in any case that the Company's Management Body is responsible for assessing the adequacy of its intervention;
- has free access to all the functions of the Company without the need to provide any notice in order to obtain information or data necessary for the performance of its duties;
- can make use of the collaboration of the structures which the Company has, or resort to the help of external consultants;
- has unrestricted access to corporate information for investigation, analysis and control activities.

The activity carried out by the OdV must be documented, also in summary form and kept by the OdV itself, in such a way as to ensure its confidentiality.

4.3.1 Supervisory and Control Activities

The main function of the OdV concerns the continuous supervision of the efficiency of the Organisational, Management and Control Model adopted, with regard, in particular:

- in compliance with the provisions of the Organisational Model by the Recipients;
- the effectiveness of the Organisational Model in relation to the corporate structure and the ability to prevent crimes against the Public Administration.

For this purpose, the Supervisory Body carries out periodic checks of the individual areas considered sensitive, verifying:

- the effective adoption and correct application of the protocols,
- the preparation and regular maintenance of the documentation required by the protocols themselves,
- the efficiency and functionality of the measures adopted in the Organisational Model with respect to the prevention and impediment of the commission of the predicate crimes.

In order to adequately exercise these supervisory powers, the OdV presents its Work Plan for the following semester to the Board of Directors every six months, identifying the activities to be carried out and the areas that will be subject to checks.

It can also carry out checks not envisaged in the Work Plan (so-called "surprise checks"), as part of sensitive corporate activities, if it deems it necessary for the purpose of carrying out its duties.

Following the checks carried out, the OdV can report any observations and/or suggestions to the Functions concerned.

4.3.2 Adaptation and updating activities of the Organisational Model

The fundamental task attributed to the OdV is to propose the adjustments and updates to the Organisational Model deemed necessary as a result of:

- violations of the provisions of the Organisational Model;
- changes to the Company's structure;
- changes in the methods of carrying out company activities;
- regulatory changes.

To this end, the OdV must:

- conduct investigations into company activities to update the mapping of sensitive activities;
- coordinate with the person responsible for staff and collaborators' training programs;
- verify the adequacy of the internal control system in relation to the regulatory requirements or to the Confindustria Guidelines.

4.3.3 Reporting to corporate bodies

The Supervisory Body must constantly communicate with the Board of Directors, reporting any relevant issues relating to the Organisational Model..

On a six-monthly basis (or at different times in the case of specific or significant situations) the OdV informs the Board of Directors in writing regarding the application and effectiveness of the Organisational Model, specifying in particular the checks carried out and their outcome, as well as any updating of processes at risk..

The OdV may be summoned by the Board of Directors to report on its activities and may request to confer with the same.

The Supervisory Body, whenever it deems it appropriate to promptly report to the Board of Directors, may also request to be heard regarding violations of the Organisational, Management and Control Model, or request its attention on critical issues relating to the functioning and compliance with the Model itself.

4.4 Information flows - Whistleblowing

The Supervisory Body must be informed, through specific reports by the Recipients, of the occurrence of events that may give rise to liability of the Company pursuant to Legislative Decree 231/2001.

In general, the Supervisory Body must be notified in cases of:

- commission or attempted commission of illicit conduct envisaged by the Legislative Decree which may integrate the types of predicate crime identified as applicable to the Company;
- any violations of the behavioral and operational methods established in the Organisational Model;
- verification of any act, fact, event or omission detected or observed in the exercise of the responsibilities and tasks assigned, with a critical profile with respect to the provisions of the Legislative Decree;
- observations on the adequacy of the system, highlighting emerging needs.

Pursuant to art. 6 of the Legislative Decree, any reports of violations, even presumed, of the Organisational Model or of unlawful conduct relevant in the 231 area must be brought to the attention of the Supervisory Body, in a non-anonymous form, through the following reporting channels:

Organismo di Vigilanza di BAI Brescia Antincendi International Srl

c/o

Via Bruno Buozzi, n. 34 – 25021 Bagnolo Mella (BS)

or

e-mail OdV@bai.it

These reports must be detailed and based on precise and consistent factual elements.

It is specified that the communication channels, as well as the methods of managing the reports themselves, guarantee the confidentiality of the identity of the reporter, without prejudice to legal obligations and the protection of the rights of the Company or of persons accused erroneously or in bad faith..

The authors of reports in good faith are guaranteed against any form, direct or indirect, of retaliation, discrimination or penalization for reasons connected, directly or indirectly, to the report (for example: any retaliatory or discriminatory dismissal of the reporting person or change of duties pursuant to art. 2103 of the Civil Code).

Sanctions are therefore foreseen against those who violate the measures put in place to protect the whistleblower as well as disciplinary sanctions against those who, with malice or gross negligence, make reports which subsequently prove to be unfounded.

Each report sent to the OdV is stored by the OdV itself in a specific electronic and/or paper archive to which only the members of the OdV will have access, who undertake to use it solely for the inspection and verification purposes of their function covered.

The general reporting obligations towards the OdV are integrated by the *ad hoc* information flows provided for in the specific Special Parts of this Organisational Model, to which reference should be made.

Any failure or delay in communicating to the OdV the information flows set out above, as well as the *ad hoc* information flows, will be considered a violation of the Organisational Model and may be sanctioned in accordance with the provisions of the Disciplinary System..

4.5 Budget

To carry out its functions, the Supervisory Body is equipped with an adequate annual budget approved in advance by the Board of Directors upon proposal of the OdV itself in relation to its needs.

The Supervisory Body will be able to use this budget in full autonomy, without prejudice to the need to report its use on at least an annual basis and to justify the presentation of the budget for the following period, as part of the periodic information report to the Board of Directors.

5. Disciplinary system

5.1 General Principles

Legislative Decree 231/2001 establishes in art. 6 that the Company, to ensure effective implementation of the Organisation, Management and Control Model, must implement an adequate disciplinary system that sanctions behavior that does not comply with the measures indicated by the Model itself.

The Organisational Model therefore constitutes a set of rules with which the Company's staff must also comply in accordance with the provisions of the respective collective agreement regarding behavioral rules and disciplinary sanctions..

Violation of the provisions of the Organisational Model and of the implementation procedures therefore entails the application of the disciplinary procedure and the related sanctions, pursuant to the Law and the collective agreement.

The implementation of behaviors that meet the following requirements constitutes a violation of the Organisational Model:

- omission or violation of the directives in the Organisational Model in carrying out one's activities;
- exposure of the Company to the risk of commission of crimes envisaged by Legislative Decree 231/2001;
- non-compliance with the principles contained in the Company's Ethical Code.

In particular, the establishment of a sanctioning system commensurate with possible violations responds to a dual purpose of:

- increasing the likelihood of effectiveness of the Organisational Model, performing a deterrent function to violations of the provisions of the Model itself;
- strengthening the effectiveness of the control action carried out by the OdV.

The application of sanctions is independent of the initiation or outcome of any proceedings initiated before the competent judicial authorities.

BAI Brescia Antincendi International Srl expects a graduation of the applicable sanctions, in relation to the degree of danger that the behavior may present with respect to the commission of crimes.

The sanctions imposed must, in any case, respect the principle of gradualness and proportionality with respect to the seriousness of the violations committed.

The **determination of the type**, as well as the amount of the sanction imposed following the commission of infringements must be based on the evaluation of:

- the intentionality of the behavior from which the violation arose (malice);
- the negligence, imprudence and incompetence demonstrated by the author when committing the infringement, especially in reference to the effective possibility of predicting the event (guilt);
- the relevance and possible consequences of the violation or offense;
- the position held by the acting individual within the company organisation, especially in consideration of the responsibilities connected to his duties;
- any aggravating and/or mitigating circumstances that may be detected in relation to the behavior of the recipient (including, by way of for example, the imposition of disciplinary sanctions against the same person in the two years preceding the violation or offence);
- the possible participation of multiple recipients, in agreement with each other, in the commission of the violation or offense.

The procedure for notifying the infringement and the imposition of the sanction are diversified based on the category to which the offending party belongs.

To guarantee adequate efficiency of the sanctioning system, it is necessary that any violation of the Organisational Model and of the procedures established in its implementation by anyone committed are communicated to the OdV.

5.2 Employees (workers, managers and clerks)

Behaviors carried out by employees in violation of the individual behavioral rules deduced in this Organisational Model are defined as disciplinary offences.

The sanctions that can be imposed on employees fall within those provided for by the company disciplinary system and/or by the sanctioning system provided for by the relevant collective agreement, in compliance with the procedures provided for by article 7 of the Workers' Statute and any applicable special regulations.

The Company's corporate disciplinary system is therefore made up of the relevant provisions of the civil code and the contractual provisions established by the collective agreement. In particular, the disciplinary system describes the behavior sanctioned, depending on the importance of the individual cases considered and the sanctions actually foreseen for the commission of the facts themselves based on their seriousness.

The Organisational Model refers to the sanctions and categories of sanctionable facts provided for by the existing sanctioning system within the collective agreement, in order to bring any violations of the Organisational Model into the cases already provided for by the aforementioned provisions.

The Company believes that the aforementioned sanctions provided for in the collective agreement are applied, in accordance with the methods indicated below and in consideration of the general principles and criteria identified in the previous point, in relation to the infringements defined previously.

In particular, for employees, in application of the National Collective Labor Agreement, the following sanctions are envisaged:

- verbal warning;
- written warning;
- fine not exceeding three hours of hourly pay calculated on the minimum table;
- suspension from work and pay for up to a maximum of three days;
- dismissal for failures with notice and without notice.

➤ *Verbal warning and written warning*

Verbal warning and written warning, in accordance with the collective agreement, are applicable to the employee in the event of:

- a first offense of limited severity;
- violation of the information obligations towards the Supervisory Body provided for by the Organisational Model;
- in general, the adoption of behavior that does not comply with the provisions of the Organisational Model itself in the performance of an activity in a risk area or with the instructions given by superiors.

➤ *Fine not exceeding three hours of hourly pay calculated on the minimum table*

The fine, in accordance with the collective agreement, is applicable to the employee in the event of:

- recurrence of an infringement already sanctioned with a verbal warning and a written warning;
- proven negligence in the implementation of the control protocols envisaged by the Organisational Model;

- in general, repeated failure to comply with the duties established by the internal procedures envisaged by the Organisational Model or adoption of behavior that does not comply with the provisions of the Model itself in carrying out an activity in a risk area or instructions given by superiors.

➤ *Suspension from work and pay*

The suspension from work and pay, in accordance with the collective agreement, is applicable to the employee in the event of:

- recurrences of an infringement already punished with a fine in the previous year;
- in general, non-observance (repeated and of a certain severity) of the duties established by the internal procedures envisaged by the Organisational Model or adoption of behavior that does not comply with the provisions of the same in carrying out an activity in a risk area or with the instructions given by the superior.

➤ *Dismissal for failures with notice and without notice*

The worker who, when carrying out an activity in one of the risk areas, adopts behavior that does not comply with the provisions of the Organisational Model and is unequivocally aimed at committing one of the crimes sanctioned by Legislative Decree 231/2001, is for this reason subjected to the disciplinary sanction of dismissal in compliance with the collective agreement.

In particular, the sanction applies in the event that an employee has maliciously committed an infringement of such importance that it constitutes, even in an abstract manner, a crime pursuant to Legislative Decree 231/2001.

È prevista la necessaria informativa all'Organismo di Vigilanza nella procedura di irrogazione delle sanzioni per violazione del Modello di Organizzazione, Gestione e Controllo, nel senso che non potrà essere irrogata una sanzione disciplinare per violazione dello stesso senza la preventiva comunicazione all'Organismo di Vigilanza. Tale comunicazione è superflua se la proposta per l'applicazione della sanzione proviene direttamente dall'Organismo di Vigilanza.

All'Organismo di Vigilanza dovrà essere data parimenti comunicazione di ogni provvedimento di archiviazione inerente i procedimenti disciplinari di cui al presente paragrafo.

Il sistema disciplinare è applicato nei confronti dei lavoratori dipendenti con qualifica di operaio, impiegato e quadro in riferimento a quanto previsto dall'art. 7 della Legge 20 maggio 1970 n. 300 (Statuto dei lavoratori) ed ai vigenti CCNL per i lavoratori dipendenti.

5.3 Executive

The executive relationship has a fiduciary nature, the Executive's behavior is in fact reflected not only within the Company, but also externally (for example in terms of image with respect to the market and in general with respect to the various stakeholders).

Compliance by the Company's Executives with the provisions of this Organisational Model and the obligation to enforce it are considered essential elements of the executive employment relationship.

Therefore, any infringements of the Organisational Model carried out by Company Managers, in consideration of the fact that they constitute failures to fulfill the obligations deriving from the employment relationship, will be sanctioned with the disciplinary measures deemed most suitable for the individual case in compliance with the general principles above specified and compatibly with legal and contractual provisions..

Disciplinary measures are also envisaged in cases in which a manager expressly or through failure to supervise allows employees hierarchically subordinate to him to adopt,

- behavior that does not comply with the Organisational Model and/or in violation of the same,
- behaviors that can be classified as infringements.

In the event that infringements of the Organisational Model by Executives constitute a criminally relevant case, the Company may apply some alternative provisional measures against those responsible and while awaiting criminal judgement:

- precautionary suspension of the Executive from the relationship with the right to full remuneration;
- attribution of a different position within the Company.

The sanctions resulting from the violation of the Organisational Model by an Executive must be imposed with the prior involvement of the Supervisory Body, which is considered presumed if the proposal for the application of the sanction comes from the Supervisory Body.

The Supervisory Body must also be notified of any dismissal measures relating to the disciplinary proceedings in question.

5.4 Persons in senior positions

With reference to violations of the Organisational Model committed by Persons in senior positions (i.e. the Directors of the Company), the Board of Directors has the task of evaluating the infringement and taking appropriate measures against the Administrator who committed the infringement itself. In this assessment, the Board of Directors is assisted by the Supervisory Body and decides by an absolute majority of those present, excluding the Director or Directors who committed the infringements.

Any suitable measure permitted by law may be applied against Directors who have committed a violation of the Organisation, Management and Control Model or the procedures established to implement it, including:

- Formal written warning;
- Revocation, total or partial, of any delegations;
- Revocation of office;

- Dismissal (if the Director is linked to the Company by an employment relationship).

5.5 External collaborators

In cases where facts occur which may constitute a violation of the Organisational Model, the Ethical Code and/or the Anti-Corruption Guidelines by external parties such as to entail the risk of committing a crime provided for by Legislative Decree 231/2001, the Supervisory Body, having received the report and carried out the appropriate checks, informs the administrative body.

The contracts stipulated with these subjects must preferably contain specific express termination clauses that can be applied in the case of behavior in contrast with the lines of conduct indicated in the Organisational Model, in the Ethical Code and in the Anti-corruption Guidelines, in order to determine the termination of the relationship contractual, or the right of withdrawal from the same, without prejudice to any request for compensation if such behavior causes damage to the Company.

6. Communication and training plan

6.1 Staff Training and Communication of the Organisational Model

Compliance with the provisions of the Organisation, Management and Control Model requires prior and adequate training and information action for the Recipients.

- **Information to employees**

The adoption of the Organisation, Management and Control Model is communicated to staff via individual communication. New hires will be notified of the Organisational Model in the same manner as above.

A printed copy in full version of the Organisation, Management and Control Model will be present at the SPP office for the site in via B. Buoizzi, 33 and at the Marketing Office for the site in via B. Buoizzi, 34

Any Recipient can obtain a paper copy of the Organisational Model by requesting it from the Marketing Office.

- **Information to third parties**

Upon starting a collaboration, intermediaries, consultants, suppliers and collaborators are informed of the adoption by BAI Brescia Antincendi International Srl of the Organisation, Management and Control Model, of the content of the Ethical Code and of the need that their behavior complies with the provisions of Legislative Decree 231/2001.

- **Training**

With regard to the training activity aimed at disseminating knowledge of the Organisation, Management and Control Model, it is supervised by the Supervisory Body and is specific with regard to:

- the qualification of the Recipients,
- the risk level of the area in which they operate,
- the responsibility inherent to their role.

The OdV and the Human Resources Manager develop a training and communication plan in order to achieve correct knowledge and implementation of the Organisational Model.

For Recipients who manage processes at particular crime risk, training with a greater degree of in-depth detail will be implemented.

Following changes made to the Organisational Model, training will be repeated in the parts affected by the changes.

Participation in training courses by the Recipients is mandatory and must be adequately documented; failure to participate without justified reason may be assessed by the OdV as a violation of the Organisational Model.

In addition to specific courses and seminars, training activities also include the use of dissemination tools, such as, for example, emails or internal information notes.

SPECIAL PART A – CRIMES AGAINST THE PUBLIC ADMINISTRATION

OMISSIS

**SPECIAL PART B - CRIMES AGAINST HEALTH AND
SAFETY IN THE WORKPLACE**

OMISSIS

SPECIAL PART C – ENVIRONMENTAL CRIMES

OMISSIS