

Introduction

Pursuant to the Italian regulations on the “administrative liability of legal entities deriving from offences” contained in Legislative Decree No. 231 of 8 June 2001 (hereinafter “Legislative Decree No. 231 of 2001”), legal entities – including limited companies – may be held liable, and consequently subject to financial penalties and/or interdiction, for any crimes committed or any attempts to commit crimes – in Italy or abroad – in the interest or to the advantage of the companies themselves:

- by individuals who are representatives, directors or managers of the company or of one of its organisational units that has financial and functional independence, or by individuals who are responsible for managing or controlling the company (individuals in top positions or “senior management”);
- by individuals who are managed or supervised by an individual in a top position (individuals managed by others).

However, companies may adopt organisational, management and control models designed to prevent these crimes; the principles of these models can be based on the guidelines drawn up by Confindustria (Italian Manufacturing Companies Association). In this regard, at the meeting of **November 27, 2023**, the Board of Directors of **Berardi Bullonerie S.r.l.** adopted the Organisation, Management and Control Model pursuant to Legislative Decree No. 231 of 2001.

The following updates were drawn up take into consideration:

- any changes in **Berardi Bullonerie’s** corporate organisation;
- any changes in case law and legal doctrine;
- the practices of Italian and foreign companies with regard to models;
- the results of supervisory activities and the findings of internal audits;
- any changes in the legal framework, with particular reference to the changes introduced with regard to tax offenses and smuggling offenses.
- the “Guidelines for the construction of organisational, management and control models pursuant to Legislative Decree No. 231/2001”, updated by Confindustria.

The company has approved the latest revision of the organization, management, and control model pursuant to Legislative Decree no. 231 of 2001, in the meeting of the Board of Directors on **November 27, 2023**.

The task of implementing and updating Model 231 is entrusted to the Chief Executive Officer, by virtue of the powers granted to him/her. However, the task of updating the Model’s is entrusted to the Board of Directors.

The General Part illustrates and describes the contents of the 231 Decree, recalling the types of Crime that determine the administrative liability of an entity, the possible sanctions, and conditions for the exemption of liability as well as the organizational and governance of the Company, the activities carried out for the construction, dissemination and updating of the Model, the duties and responsibilities of the Supervisory Body, the sanction system.

The Special Section contains the **Decision Protocols** or a set of rules and principles of control and behaviour deemed suitable for governing the areas for which a risk of potential commission of the Predicate Crimes of administrative liability has been identified pursuant to Legislative Decree No. 231 of 2001.

The following attached documents also form an integral part of the Model:

1. Catalog of relevant administrative offenses and offenses pursuant to Legislative Decree No. 231 of 2001.
2. Code of Ethics;

Code of Ethics

Berardi Bullonerie S.r.l. Code of Ethics “Code” is a useful tool for all of us. It is a set of standards and rules of conduct that we have chosen to adopt in order to preserve the value and integrity of our Company and to fuel the culture we wish to propagate. It is based on our values and contains principles to which our collaborators, intercompany subsidiaries, sales partners and suppliers must adhere in order to ensure that our conduct is always in line with the standards of ethics and integrity that we aim to guarantee in all of the activities carried out by or on behalf of the Company. It is designed to represent a valuable source of information for all of us, outlining the distinction between conduct we believe to be ethically acceptable or unacceptable in the course of our work. The information contained in the Code covers many aspects of our work: compliance with the provisions contained herein is an integral part of the contractual obligations assumed by all of our employees and should be taken into consideration in all contracts with external suppliers.

Supervisory Board

Berardi Bullonerie S.r.l. – as governed by Article 6 paragraph 1 of Italian Legislative Decree 231/2001 – also provides to appoint a Supervisory Board (the “Board” or “SB”), possessing autonomous power of control (allowing it to supervise functioning of the Model and compliance with its requirements) and autonomous power of initiative, to ensure that the Model itself is updated and therefore effectively and efficiently implemented. The autonomy of powers of initiative and control of the SB is met if:

- the SB is guaranteed hierarchical independence from all company bodies that it is required to supervise, ensuring that it reports directly to the Board of Directors;
- its members/member are/is not directly involved in management activities that are supervised by the Board itself;
- the SB is financially independent for the correct conduct of its activities. In addition to the autonomy of powers provided by the Decree, the Company has decided to align itself with the Confindustria Guidelines as well as the court’s rulings on the subject, which have pointed to professionalism and continuity of action as necessary requirements.

With regard to the requirement of professionalism, the SB must be equipped with the tools and techniques required to conduct its assigned tasks, whether inspection or consultative in nature. Professionalism is ensured by the Board having the recognised right to rely on the specific expertise of various company departments and external consultants for the performance of its duties with absolute expense autonomy (within its allocated budget).

With regard to continuity of action, the SB will ensure effective and consistent implementation of the Model and be a point of contact for Recipients of the Model. Continuity of action is also guaranteed by the fact that the Board works stably within the Company with the aid of the internal functions for the performance of its assigned task, as well as by the fact of receiving constant information from the structures identified as potential risk areas.
