

LEVONI S.p.A.

Organization, Management and Control Model pursuant to Legislative Decree 231/01

Approved by the Board of Directors on 18 December 2023

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Definitions

Sensitive activities: Business activities with a significant risk of criminal conduct by individuals acting on behalf of the organization.

CCNL: The National Collective Bargaining Agreement applicable to the employees of Levoni S.p.A., namely the National Collective Bargaining Agreement for the Food Industry.

Code of Ethics: The Code of Ethics adopted by Levoni S.p.A.

Board of Directors (also BoD): The Board of Directors of Levoni S.p.A.

Collaborators: Individuals engaged in non-subordinate collaborative relationships with the Company, including commercial representation and other professional service connections, whether ongoing or occasional. This also encompasses those representing the Company to third parties through specific mandates and proxies.

Legislative Decree 231/2001: Discipline of the administrative liability of legal persons, companies, and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of September 29, 2000, as amended from time to time.

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

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

Suppliers: Entities or individuals who provide goods or services to the Company to enable it to carry out its activities.

Group: The Levoni Group consisting of Levoni S.p.A. and its subsidiaries.

Model or Organization Model: This Organization, Management and Control Model, adopted pursuant to Articles 6 and 7 of Law Decree 231/2001 and its annexes.

Supervisory Board (also SB): Organizational unit with independent powers of initiative and oversight, responsible for monitoring the adequacy, functioning, and adherence to the Model.

Public Administration, PA, or Public Entities: The Public Administration, including its officials and persons in charge of public service.

Public Officer: Persons exercising a legislative, judicial, or administrative public function.

Offenses: Categories of offenses subject to the provisions outlined in Legislative Decree 231/2001, encompassing any modifications or additions introduced subsequently.

Company: Levoni S.p.A., with registered office in Via Matteotti, 23, Castellucchio (Mantua), on which this Model is based.

Senior Persons: Individuals in positions of representation, administration, or management within the Company or its units, holding financial and functional autonomy. This includes those actively involved in management or control activities within the Company.

Subordinates: Individuals under the guidance or oversight of those mentioned in the preceding point. This encompasses all individuals with a subordinate (non-managerial) employment relationship with the Company, including those on secondment or employed under semi-subordinate contracts. It also includes external individuals assigned tasks under the

Introduction

Levoni S.p.A., with a view to ensuring full fairness and transparency in the conduct of business, for the protection of the Company itself, its employees and all its stakeholders, has deemed it appropriate to strengthen its internal control and corporate governance system by adopting and periodically updating the Organization, Management and Control Model, pursuant to Legislative Decree 231/2001.

This document consists of a General Section and a Special Section.

The General Section includes an examination of the regulations contained in Legislative Decree 231/2001 (hereinafter also referred to as "Decree") and describes:

- The Company, its corporate governance, and the internal control system
- The Recipients of the Model
- The methods of adoption and revision of the Model by Levoni S.p.A.
- The structure of the adopted Model, relevant offenses, and sensitive activities
- The Supervisory Board (hereinafter also referred to as "SB")
- Model communication and staff training obligations
- The system of penalties in place to guard against breaches of the Model and the Code of Ethics.

The Special Section identifies the sensitive activities pertinent to the Company according to the Decree, outlining the principles of conduct and the corresponding control measures for these activities. These measures are designed to prevent or mitigate offenses.

In addition to what is expressly stated above, the following are also an integral part of this document:

- The Code of Ethics, which defines the principles and standards of corporate behavior
- All directives, operational procedures, communications, and internal documents serving as implementations of this document (e.g., authorities, delegations, organizational charts, bylaws, etc.). These acts and documents can be accessed as per the distribution procedures established by the Company.

GENERAL SECTION

1 Legislative Decree 231/2001

1.1 General principles

The decree introduced administrative liability for "Entities" in Italy, encompassing legal persons, companies, and associations, including those without legal personality. If specific crimes or administrative breaches are committed or attempted for the benefit of these "Entities," this liability comes into play. This involves two distinct categories:

- Individuals in positions of representation, administration, or management within the Entity or its units, holding financial and functional autonomy. This includes those actively involved in management or control activities within the Entity. They are known as **Senior persons**
- **Subordinate** individuals under the guidance or oversight of those mentioned in the preceding point.

While the legislature labels this liability as "administrative," parallels exist with criminal liability. It is embedded within a criminal process, arises from the commission of crimes, and entails the imposition of penalties akin to the criminal justice system.

The Entity's liability under the decree is supplementary to, and not a replacement for, the (criminal) liability of the offender. Both natural and legal persons will therefore be liable for criminal prosecution.

1.2 List of offenses

The administrative liability of entities, in accordance with the Organization, Management and Control Model provided for in the Decree, arises when the crimes and administrative offenses listed below and explicitly detailed are committed or attempted:

Offenses against the Public Administration and its property (Articles 24 and 25 of the Decree)

- Misappropriation of public funds (Article 316-bis of the Criminal Code)
- Undue receipt of public funds (Article 316-ter of the Criminal Code)
- Fraud in public supplies (Article 356 of the Criminal Code)
- Fraud to the detriment of the state or another public entity or the European Communities (Article 640, paragraph 2, no. 1 of the Criminal Code)
- Aggravated fraud to obtain public funds (Article 640-bis of the Criminal Code)
- Cyber fraud to the detriment of the state or other public entity (Article 640-ter of the Criminal Code)
- Fraud against the European Agricultural Fund (Article 2 Law no. 898/1986)
- Embezzlement (Article 314 of the Criminal Code)
- Embezzlement by profiting from the error of others (Article 316 of the Criminal Code)
- Bribery (Article 317 of the Criminal Code)
- Corruption for the exercise of function (Article 318 of the Criminal Code)
- Bribery for an act contrary to official duties (Article 319 of the Criminal Code)
- Aggravating circumstances (Article 319-bis of the Criminal Code)
- Bribery in judicial acts (Article 319-ter of the Criminal Code)
- Undue inducement to give or promise benefits (Article 319-quater of the Criminal Code)
- Bribery of a person in charge of a public service (Article 320 of the Criminal Code)
- Penalties for the briber (Article 321 of the Criminal Code)
- Incitement to bribery (Article 322 of the Criminal Code)
- Embezzlement, extortion, undue inducement to give or promise benefits, bribery, and incitement to bribery of members of international courts or bodies of the European

Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign states (Article 322-bis of the Criminal Code)

- Abuse of office (Article 323 of the Criminal Code)
- Trafficking in unlawful influence (Article 346-bis of the Criminal Code)
- Disturbance of freedom of tenders (Article 353 of the Criminal Code)
- Disturbance of freedom of the process of choosing a contractor (Article 353-bis of the Criminal Code).

Cybercrimes and unlawful data processing (Article 24-bis of the Decree)

- Computer documents (Article 491-bis of the Criminal Code)
- Unauthorized access to a computer or information system (Article 615-ter of the Criminal Code)
- Unauthorized possession, dissemination and installation of equipment, codes, and other means for the access of computer or information systems (Article 615-quater of the Criminal Code)
- Dissemination of computer equipment, devices or programs aimed at damaging or disrupting a computer or telecommunications system (Article 615-quinquies Criminal Code)
- Illegal interception, impediment or interruption of computer or telematic communications (Article 617-quater of the Criminal Code)
- Installation of equipment designed to intercept, impede, or interrupt computer or telematic communications (Article 617-quinquies of the Criminal Code)
- Damage to computer information, data, and programs (Article 635-bis of the Criminal Code)
- Damage to information, data, and computer programs used by the state or other public body or otherwise of public utility (Article 635-ter of the Criminal Code)
- Damage to computer or telematic systems (Article 635-quater of the Criminal Code)
- Damage to computer or telematic systems of public utility (Article 635-quinquies of the Criminal Code)
- Computer fraud of the electronic signature certifier (Article 640-quinquies of the Criminal Code)
- Obstructing or conditioning the implementation of rules concerning the scope of national cybersecurity measures (Article 1, paragraph 11 of Legislative Decree No. 105 of 21 September 2019).

Organized crime offenses (Article 24-ter of the Decree)

- Criminal conspiracy (Article 416 of the Criminal Code)
- Mafia conspiracy, including when foreign (Article 416-bis of the Criminal Code)
- Mafia-political vote exchange (Article 416-ter of the Criminal Code)
- Kidnapping for extortion (Article 630 of the Criminal Code)
- Conspiracy for the illicit trafficking of narcotic drugs or psychotropic substances (Article 74 Presidential Decree Oct. 9, 1990, No. 309)
- All crimes committed by availing oneself of the conditions provided for in Article 416 of the Criminal Code with the purpose of facilitating conspiracy activities foreseen by the same article (Law 203/91)
- Illegal manufacture, introduction into the State, offering for sale, transfer, possession, and public carrying, or carrying in a place open to the public, of weapons of war or war-like weapons or their components, explosives, and covert weapons, as well as more common firing weapons, excluding those provided for in Article 2, Paragraph 3 of Law No. 110 of April 18, 1975 (Article 407, Paragraph 2, Letter a), Number 5], Criminal Code).

Offenses related to the counterfeiting of currency, public credit cards, revenue stamps, and identification

instruments or symbols (Article 25-bis of the Decree)

- Forging currency and distributing and introducing counterfeit money into the State in collusion with others (Article 453 of the Criminal Code)
- Alteration of currency (Article 454 of the Criminal Code)
- Spending and introducing counterfeit currency into the State without colluding with others (Article 455 of the Criminal Code)
- Spending counterfeit currency received in good faith (Article 457 of the Criminal Code)
- Forging revenue stamps and participating in their introduction into the state, as well as engaging in the acquisition, possession, or circulation of forged revenue stamps (Article 459 of the Criminal Code)
- Counterfeiting watermarked paper in use for the manufacture of public credit cards or revenue stamps (Article 460 of the Criminal Code)
- Producing or possessing watermarks or tools designed for the counterfeiting of currency, revenue stamps, or watermarked paper (Article 461 of the Criminal Code)
- Using counterfeit or altered stamps (Article 464 of the Criminal Code)
- Forging, altering, or utilizing trademarks, distinctive markings, patents, models, and designs (Article 473 of the Criminal Code)
- Introducing into the state and engaging in the trade of products with false markings (Article 474 of the Criminal Code).

Offenses against industry and commerce (Article 25-bis.1 of the Decree)

- Disturbing freedom of industry or trade (Article 513 of the Criminal Code)
- Unlawful competition with 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 food products that are falsely represented 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 Criminal Code)
- Counterfeiting of geographical indications or designations of origin of food and agricultural products (Article 517-quater of the Criminal Code).

Corporate crimes (Article 25-ter of the Decree)

- False corporate communications (Article 2621 of the Civil Code)
- Minor misdeeds (Article 2621-bis of the Civil Code)
- False corporate communications of listed companies (Article 2622 of the Civil Code)
- Obstruction of control (Article 2625, paragraph 2 of the Civil Code)
- Undue return of contributions (Article 2626 of the Civil Code)
- Illegal distribution of profits and reserves (Article 2627 of the Civil Code)
- Illegal transactions involving shares or stakes of the company or the parent company (Article 2628 of the Civil Code)
- Transactions to the detriment of creditors (Article 2629 of the Civil Code)
- Failure to disclose conflict of interest (Article 2629-bis of the Civil Code)
- Fictitious formation of share capital (Article 2632 of the Civil Code)
- Improper distribution of corporate assets by liquidators (Article 2633 of the Civil Code)
- Bribery among private individuals (Article 2635 of the Civil Code)
- Incitement to bribery among private individuals (Article 2635-bis of the Civil Code)
- Undue influence on the shareholders' meeting (Article 2636 of the Civil Code)

- Market rigging (Article 2637 of the Civil Code)
- Obstruction of the exercise of the functions of public supervisory authorities (Article 2638, paragraphs 1 and 2 of the Civil Code)
- False or omitted statements for the issuance of the preliminary certificate (Article 54 Legislative Decree 19/2023).

Offenses connected to terrorism or the subversion of the democratic order (Article 25-quater of the Decree)

- Subversive associations (Article 270 of the Criminal Code)
- Associations 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)
- Enlistment for the purpose of terrorism, including international terrorism (Article 270-quater of the Criminal Code)
- Training in activities for the purpose of terrorism, including international terrorism (Article 270-quinquies of the Criminal Code)
- Theft of seized property or money (Article 270-quinquies.2 of the Criminal Code)
- Engaging in conducts for the purpose of terrorism (Article 270-sexies of the Criminal Code)
- Carrying out an attack for the purpose of terrorism or subversion (Article 280 of the Criminal Code)
- Acts of terrorism with deadly or explosive devices (Article 280-bis of the Criminal Code)
- Acts of nuclear terrorism (Article 280-ter of the Criminal Code)
- Kidnapping for the purpose of terrorism or subversion (Article 289-bis of the Criminal Code)
- Instigation to commit any of the crimes provided for in Chapters One and Two (Article 302 of the Criminal Code)
- Political conspiracy by agreement (Article 304 of the Criminal Code)
- Political conspiracy by association (Article 305 of the Criminal Code)
- Armed gang formation and participation (Article 306 of the Criminal Code)
- Assisting participants in conspiracy or members of armed gangs (Article 307 of the Criminal Code)
- Financing conducts with the purpose of terrorism (Law No. 153/2016, Article 270 quinquies 1 of the Criminal Code)
- Possession, hijacking, and destruction of an aircraft (Law No. 342/1976, Article 1)
- Damage to ground facilities (Law No. 342/1976, Article 2)
- Penalties (Law No. 422/1989, Article 3)
- New York Convention of December 9, 1999 (Article 2).

Offense of female genital mutilation practices (Article 25-quater.1 of the Decree)

- Practices of female genital organ mutilation (Article 583-bis of the Criminal Code).

Crimes against individuals (Article 25-quinquies of the Decree)

- Enforcing or perpetrating 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 (Article 600-quater of the Criminal Code)
- Virtual pornography (Article 600-quater 1 of the Criminal Code)
- Tourist initiatives aimed at the exploitation of child prostitution (Article 600-quinquies of the Criminal Code)
- Human trafficking (Article 601 of the Criminal Code)
- Purchase and sale of slaves (Article 602 of the Criminal Code)
- Illegal intermediation and exploitation of labor (Article 603-bis of the Criminal Code)

- Soliciting of minors (Article 609-undecies of the Criminal Code).

Market abuse offenses (Article 25-sexies of the Decree)

- Abuse or illegal communication of insider information (Article 184 of the Consolidated Law on Finance (TUF))
- Market manipulation (Article 185, TUF)
- Abuse of insider information and illegal communication of insider information (Article 187-quinquies, TUF, in relation to Article 14 of Regulation (EU) 596/2014)
- Market manipulation (Article 187-quinquies, TUF, in relation to Article 15 of Regulation (EU) 596/2014).

Crimes of manslaughter and grievous or very grievous bodily harm, committed in violation of occupational health and safety regulations (Article 25-septies of the Decree)

- Manslaughter (Article 589 of the Criminal Code)
- Grievous bodily harm (Article 590 of the Criminal Code).

Receiving, laundering, and use of money, goods, or utilities of illicit origin, as well as self-money laundering (Article 25-octies of the Decree)

- Receiving stolen goods (Article 648 of the Criminal Code)
- Money laundering (Article 648-bis of the Criminal Code)
- Use of money, goods, or utilities of illicit origin (Article 648-ter of the Criminal Code)
- Self-money laundering (Article 648-ter.1 of the Criminal Code).

Offenses regarding non-cash payment instruments (Article 25-octies.1 of the Decree)

- Improper use and falsification of non-cash payment instruments (Article 493-ter of the Criminal Code)
- Possession and dissemination of computer equipment, devices or programs aimed at committing crimes concerning non-cash payment instruments (Article 493-quater of the Criminal Code)
- Computer fraud aggravated by the realization of a transfer of money, monetary value, or virtual currency (Article 640-ter of the Criminal Code)
- Fraudulent transfer of values (Article 512-bis).

Copyright infringement crimes (Article 25-novies of the Decree)

- Criminal protection of rights related to economic and moral use (Article 171, paragraph 1, lett. a]-bis and paragraph 3, Law No. 633/1941)
- Criminal protection of software and databases (Article 171-bis, paragraph 1 and paragraph 2, Law No. 633/1941)
- Criminal protection of audiovisual work (Article 171-ter, Law No. 633/1941)
- Criminal liability relating to media (Article 171-septies, Law No. 633/1941)
- Criminal liability relating to audiovisual communications with conditional access (Article 171-octies, Law No. 633/1941).

Offense of inducing individuals into not making statements or making false statements to judicial authorities (Article 25-decies of the Decree)

- Inducing individuals into not making statements or making false statements to judicial authorities (Article 377-bis of the Criminal Code).

Environmental offenses (Article 25-undecies of the Decree)

- Environmental pollution (Article 452-bis of the Criminal Code)
- Environmental disaster (Article 452-quater of the Criminal Code)
- Culpable crimes against the environment (Article 452-quinquies of the Criminal Code)
- Trafficking and abandonment of highly radioactive material (Article 452-sexies of the Criminal Code)
- Aggravating circumstances (Article 452-octies of the Criminal Code)
- Killing, destroying, capturing, or taking possession of specimens of protected wild animal or plant species (Article 727-bis of the Criminal Code)
- Destruction or deterioration of habitats within a protected site (Article 733-bis of the Criminal Code)
- Importing, exporting, possessing, using for profit, buying, selling, displaying, or holding protected species for sale or commercial purposes (Law No. 150/1992, Article 1, Article 2, Article 3-bis and Article 6)
- Release of industrial wastewater containing hazardous substances, discharges into the soil, subsoil, and groundwater, as well as discharges into the sea by ships or aircraft (Legislative Decree 152/2006, Article 137)
- Unauthorized waste management activities (Legislative Decree 152/2006, Article 256)
- Pollution of soil, subsoil, surface water, or groundwater (Legislative Decree 152/2006, Article 257)
- Violation of reporting obligations, mandatory record keeping, and forms (Legislative Decree 152/2006, Article 258)
- Illegal waste trafficking (Legislative Decree 152/2006, Article 259)
- False information on the nature, composition, and chemical and physical characteristics of waste in the preparation of a waste analysis certificate (Legislative Decree 152/2006, Article 260-bis)
- Organized activities for the illegal trafficking of waste (Article 452-quaterdecies of the Criminal Code)
- Penalties (Legislative Decree 152/2006, Article 279)
- Malicious pollution caused by ships (Legislative Decree 202/2007, Article 8)
- Culpable pollution caused by ships (Legislative Decree 202/2007, Article 9)
- Cessation and reduction of the use of injurious substances (Law No. 549/1993, Article 3).

Offenses regarding the employment of illegally staying third-country nationals (Article 25-duodecies of the Decree)

- Provisions against illegal immigration (Legislative Decree 286/1998, Article 12, paragraph 3, 3-bis, 3-ter and paragraph 5)
- Employment of illegally staying third-country nationals (Legislative Decree 286/1998, Article 22, paragraph 12-bis).

Crimes of racism and xenophobia (Article 25-terdecies of the Decree)

- Propaganda and incitement to commit crimes for reasons of racial, ethnic, and religious discrimination (Article 604-bis of the Criminal Code).

Fraud in sports competitions, abusing gambling or betting and games of chance by means of prohibited devices (Article 25-quaterdecies of the Decree)

- Fraud in sports competitions (Article 1, Law No. 401/1989)
- Abuse of gambling or betting activities (Article 4, Law No. 401/1989).

Tax crimes (Article 25-quinquiesdecies of the Decree)

- Fraudulent declaration with invoices or other documents for non-existent transactions (Legislative Decree 74, March 10, 2000, Article 2 par. 1 and 2-bis)
- Fraudulent declaration by other artifices (Legislative Decree 74, March 10, 2000, Article 3)
- Untrue declaration (Legislative Decree 74/2000, Article 4)
- Failure to make a declaration (Legislative Decree 74 /2000, Article 5)

- Issuance of invoices or other documents for nonexistent transactions (Legislative Decree 74, March 10, 2000, Article 8 par. 1 and 2 -bis)
- Concealment or destruction of accounting documents (Legislative Decree 74, March 10, 2000, Article 10)
- Undue compensation (Legislative Decree 74/2000, Article 10-quater)
- Fraudulent evasion of tax payments (Legislative Decree 74, March 10, 2000, Article 11).

Smuggling crimes (Article 25-sexiesdecies of the Decree)

- Smuggling goods across land borders and customs areas (Article 282 of Presidential Decree No. 73/1943)
- Smuggling goods across border lakes (Article 283 of Presidential Decree No. 73/1943)
- Smuggling goods by sea (Article 284 of Presidential Decree No. 73/1943)
- Smuggling goods by air (Article 285 of Presidential Decree No. 73/1943)
- Smuggling in non-customs areas (Article 286 of Presidential Decree No. 73/1943)
- Smuggling by wrongful use of goods imported with customs facilities (Article 287 of Presidential Decree no. 73/1943)
- Smuggling in customs warehouses (Article 288 of Presidential Decree No. 73/1943)
- Smuggling during camotage and movement (Article 289 of Presidential Decree No. 73/1943)
- Smuggling export goods eligible for duty drawback (Article 290 of Presidential Decree no. 73/1943)
- Smuggling during temporary import or export (Article 291 of Presidential Decree No. 73/1943)
- Smuggling foreign tobacco products (Article 291-bis of Presidential Decree No. 73/1943)
- Aggravating circumstances associated with the crime of smuggling foreign tobacco products (Article 291-ter of Presidential Decree No. 73/1943)
- Conspiracy for the purpose of smuggling foreign processed tobacco products (Article 291-quater of Presidential Decree No. 73/1943)
- Other cases of smuggling (Article 292 of Presidential Decree No. 73/1943)
- Aggravating circumstances associated with smuggling (Article 295 of Presidential Decree No. 73/1943).

Crimes against cultural heritage (Article 25-septiesdecies of the Decree)

- Theft of cultural property (Article 518-bis of the Criminal Code)
- Misappropriation of cultural property (Article 518-ter of the Criminal Code)
- Receiving cultural property (Article 518-quater of the Criminal Code)
- Forgery in private contracts relating to cultural property (Article 518-octies of the Criminal Code)
- Violations regarding the alienation of cultural property (Article 518-novies of the Criminal Code)
- Illegal import of cultural property (Article 518-decies of the Criminal Code)
- Illegal exit or export of cultural property (Article. 518-undecies of the Criminal Code)
- Destruction, dispersion, deterioration, defacement, and illegal use of cultural or landscape goods (Article 518- duodecies of the Criminal Code)
- Counterfeiting works of art (Article 518-quaterdecies of the Criminal Code).

Laundering of cultural property and destruction and looting of cultural and landscape heritage (Article 25-duodevicies of the Decree)

- Laundering of cultural property (Article 518-sexies of the Criminal Code)
- Destruction and looting of cultural and landscape heritage (Article 518-terdecies of the Criminal Code).

Liability of entities for administrative offenses resulting from crime [These constitute a prerequisite for entities operating in the virgin olive oil sector] (Article 12, Law No. 9/2013)

- Adulteration and counterfeiting of food substances (Article 440 of the Criminal Code)
- Trade in counterfeit or adulterated food substances (Article 442 of the Criminal Code)

- Trade in harmful food substances (Article 444 of the Criminal Code)
- Counterfeiting, alteration, or use of distinctive markings of works of art or industrial products (Article 473 of the Criminal Code)
- Introduction into the State and trade of products with false markings (Article 474 of the Criminal Code)
- Fraud in the exercise of trade (Article 515 of the Criminal Code)
- Sale food products that are falsely represented as genuine (Article 516 of the Criminal Code)
- Sale of industrial products with false markings (Article 517 of the Criminal Code)
- Counterfeiting of geographical indications or designations of origin of food and agricultural products (Article 517-quater of the Criminal Code).

Transnational offenses (Article 10, Law No. 146/2006) [The following offenses, if committed transnationally, constitute a prerequisite for the administrative liability of entities]

- Criminal conspiracy (Article 416 of the Criminal Code)
- Mafia conspiracy, including when foreign (Article 416-bis of the Criminal Code)
- Criminal conspiracy for the purpose of smuggling foreign processed tobacco (Article 291-quater of the Consolidated Text referred to in Presidential Decree No. 43 of January 23, 1973)
- Conspiracy for the illicit trafficking of narcotic drugs or psychotropic substances (Article 74 of the Consolidated Text referred to in Presidential Decree No. 309 of October 9, 1990)
- Provisions against illegal immigration (Article 12, paragraphs 3, 3-bis, 3-ter and 5, of the Consolidated Text referred to in Legislative Decree 286 /1998)
- Offense of inducing individuals into not making statements or making false statements to judicial authorities (Article 377-bis of the Criminal Code)
- Aiding and abetting (Article 378 of the Criminal Code).

Entities headquartered within the territory of the State can be held accountable for offenses committed abroad, as specified in Articles 7, 8, 9, and 10 of the Criminal Code. This is applicable when the State where the offense occurred does not take legal action against them.

Additionally, in situations where the law stipulates that an offender can be prosecuted upon the request of the Minister of Justice, the entity is pursued only if such a request is directed towards it (Article 4 of Legislative Decree 231/2001).

1.3 Penalties

The Decree provides for various penalties applicable to entities, identified by the legislator based on the principle of legality.

Monetary penalties are imposed upon confirmation of the legal entity's culpability. The criminal court calculates these penalties according to a "quota" system, determining their amount. The number of quotas may vary from a minimum of one hundred to a maximum of one thousand, taking into account the seriousness of the offense, the company's degree of culpability, and the measures taken to eliminate or mitigate the consequences of the offense, as well as to prevent future offenses. The individual amount for each quota may vary from a minimum of approximately 258 euros to a maximum of approximately 1549 euros, determined on the company's economic and asset conditions.

The fine is subject to reduction in certain circumstances. Firstly, if the perpetrator acted primarily for personal gain or the benefit of others, with minimal or no advantage gained by the corporation. Secondly, if the harm inflicted is minor. Notably, a fine resulting from an offense may be decreased by one-third to one-half if, before the commencement of the first-instance trial, the entity fully compensates for the damage, eliminates the harmful consequences of the crime, or implements effective preventive measures against future offenses.

Conversely, in cases involving offenses under Article 25-sexies of the Decree or administrative offenses, the fine may be increased by up to ten times the amount of any significant profits obtained by the entity through its conduct.

Disqualifying penalties are applied in specific cases of severe offenses and encompass various restrictions, including:

- Prohibition from conducting the company's business activities
- Suspension or revocation of authorizations, licenses, or concessions linked to the commission of the offense
- Prohibition from entering into contracts with the public administration, except when necessary for obtaining public services
- Exclusion from facilitations, financing, contributions, or subsidies, with the possibility of revoking those previously granted
- Prohibition from advertising goods or services.

However, these disqualifying penalties may be averted or rescinded if, before the initiation of the first-degree trial, the entity has:

- Compensated or rectified the damage
- Eliminated or demonstrated efforts to eliminate the harmful or hazardous consequences of the offense
- Made the proceeds of the crime available to the Judicial Authority for confiscation
- Addressed organizational deficiencies that led to the offense by adopting suitable organizational models to prevent future crimes.

The duration of disqualifying penalties ranges from three months to two years and specifically pertains to "*the activity related to the offense committed by the entity.*" Additionally, the court may impose these penalties as a precautionary measure if there are substantial indications of the entity's liability and specific elements indicating a real risk of committing crimes similar to the one being prosecuted.

Furthermore, there is a provision for **confiscation**, which involves the state acquiring money, property, or other resources equivalent to the price or profit obtained from a crime. However, this measure excludes the portion of the money or proceeds that can be returned to the victim. Confiscation is consistently applied in conjunction with a conviction.

Publication of the judgment may be mandated when an entity is subject to a disqualifying penalty. This involves posting the judgment in the municipality where the entity has its main office and publishing the information on the Ministry of Justice's website.

1.4 The Organization, Management and Control Model

According to the Decree, companies can be exempted from penalties if they demonstrate the implementation and effective adherence to **Organization, Management and Control Models** capable of preventing the specified crimes. However, the personal liability of the individual offender remains unaffected.

The Legislature has recognized a value of exemption for Organization, Management and Control Models that have been adapted to prevent the specific offenses, provided that they have been adopted and effectively implemented. The Decree also establishes the requirements that these models must meet, including:

- Identifying activities susceptible to offenses outlined in the Decree
- Providing specific protocols for planning and executing company decisions related to offense prevention
- Defining methods of managing financial resources to prevent offenses

- Imposing obligations to report to the supervisory body overseeing the Model
- Introducing a disciplinary system to penalize noncompliance with the Model's measures.

If an offense is committed by individuals in representative, administrative, or managerial roles within the company or an autonomous organizational unit with financial and functional independence, as well as those exercising control, the company is not held liable if it can prove that:

- The management previously adopted and effectively implemented an adequate Model to prevent similar offenses
- A company body with autonomous powers of initiative and control has been appointed to supervise the operation and compliance with the Model
- The perpetrators of the offense have fraudulently circumvented the Model
- Oversight of the Model by the control body has not been neglected or insufficient.

In the event that the crime is committed by individuals under the management or supervision of the aforementioned figures, corporate liability exists if the offense resulted from a failure to meet management and supervision obligations. However, such failure is exempted if the company, before the crime occurred, implemented and effectively executed an adequate model to prevent offenses of a similar nature.

2 The Levoni Group

The Levoni Group, a multinational company operating in the processing and marketing of deli meats and sausages derived from pork, as well as other consumer products, has stood as a symbol of excellence in the deli meat industry for over a century. Rooted in the Italian charcuterie tradition, the company upholds a philosophy centered on craftsmanship and quality, attested by the "100% Made in Italy" designation of its products.

Founded in 1911 by Ezechiello Levoni on the outskirts of Milan, the company relocated to Castellucchio (Mantua) after a few years. Today, the Group is still under the leadership of the Levoni family, employing more than 700 individuals across 5 production sites. Its deli meats are distributed to 10,000 customers in Italy and 50 countries worldwide.

Levoni S.p.A, as the parent company, provides strategic and market direction for the Group. The Group consists of subsidiaries MEC Carni S.p.A. and MCS S.r.l. (controlled by MEC Carni S.p.A.), which are both under Italian law, two subsidiaries in the United States (Levoni America Corporation and Levoni Re Management), and Swiss subsidiary Carlo Foppa Sa.

2.1 Levoni S.p.A.

Levoni S.p.A. produces deli meats and sausages at the Castellucchio site, and cured hams at the Lesignano de' Bagni and Daniele del Friuli sites.

The product offering is aimed at two types of customers, both in Italy and abroad:

- "**Professionals**," such as delicatessens, butcheries, and delis all over the world
- "**Large-scale retailers**," i.e., supermarkets renowned for the high quality of the products offered.

According to the provisions outlined in the Articles of Association, the Company's objectives include:

- Engaging in the food industry, specifically focusing on the processing, utilization, import, export, production, promotion, and trade of meat and its derived products. This encompasses the utilization of any equipment and industrial and commercial tools associated with the meat industry, along with all related processing activities
- Conducting wholesale and retail trade in all forms of food products
- Providing technical-professional training, consulting, and technical-managerial assistance

- Organizing trade fairs, conventions, and travel; conducting advertising and market research; managing human resources; and offering services aimed at food business operators
- Trading, both wholesale and retail, in a diverse range of goods and non-food products, including cutlery, tools, publishing articles, furniture, clothing, paper, cardboard, stationery, gift items, promotional gadgets, shopping vouchers, costume jewelry, jewelry, watches, consumer electronics, software, hi-fi products, photography, cinematography, optical items, games, toys, cultural and recreational items, as well as goods for personal and household use
- Providing services to subsidiaries, affiliates, and parent companies
- Undertaking and conferring mandates and agencies, with or without representations, deposits, and exclusive commercial distribution both in Italy and abroad
- Establishing and managing warehouses for third parties and engaging in the transport of goods on its own account on behalf of third parties

2.2 Corporate governance

The Levoni Group has adopted a traditional corporate governance model.

The Board of Directors consists of five members, including one with the role of Chairman and two Managing Directors. The Board is vested with the broadest powers for ordinary and extraordinary management and has the authority to carry out all actions it deems appropriate for the implementation and achievement of the Company's purposes, excluding only those that the law or the Bylaws strictly reserve to the exclusive jurisdiction of the Shareholders' Meeting.

The Chairman of the Board of Directors, without limitation, and the members of the Board of Directors possessing delegated powers, officially represent the Company within the limits of the delegation.

The governing body may appoint general, administrative, and technical directors, determining their duties and possible salaries, as well as attorneys for individual business or categories of business.

The Board of Directors, where it deems it appropriate and where the shareholders' meeting has not already done so, may appoint an Honorary President the maximum duration of three fiscal years. The Honorary President, chosen from existing members with a long history of service to the Company, is not entitled to representation rights and voting privileges in the Board and Shareholders' Meetings.

A Board of Statutory Auditors is also appointed and is responsible for supervising legal and bylaw compliance, adherence to the principles of proper administration, and the adequacy of the Company's organizational structure and internal control system.

Finally, accounting control is entrusted to an external auditing firm.

2.3 The internal control system

In the construction of Levoni's Model, consideration was given to the Company's organizational governance instruments that ensure its operation. These include:

- **Bylaws**, which include various provisions relating to corporate governance aimed at ensuring the proper conduct of management activities
- An **organizational system**, which forms an integral part of this Model. It encompasses organizational structures/positions and areas of responsibility outlined in the organizational chart. The organizational system must comply with the following requirements: (i) Clarity, formalization and communication, with a focus on the assignment of responsibilities, the definition of hierarchical lines, and the assignment of operational activities; (ii) Separation of roles to avoid functional overlaps and the concentration of critical or high-risk activities on any one person. To ensure these requirements are met, the Company uses organizational tools (charts, communications, codified procedures, etc.)

marked by general principles of: (i) Awareness within the Company; (ii) Clear description of reporting lines; (iii) Clear and formal demarcation of roles with description of the tasks and responsibilities assigned to each function

- A **system of delegated powers of attorney**, encompassing both internal authorizing powers that underpin the company's operational decision-making processes and powers of representation for signing deeds or documents to be used externally, capable of binding the Company. The delegations of authority must adhere to the following requirements: (i) Be clearly defined and formally assigned through written communications; (ii) Be aligned with the delegated responsibilities and tasks and with the positions held within the organizational structure; (iii) Provide for limits of exercise consistent with the roles assigned, paying particular attention to spending powers and the authorization or signature of operations and acts deemed at risk within the company; (iv) Be updated as a result of organizational changes
- The **Code of Ethics**, a set of general rules and principles governing the conduct of all internal and external parties who have a direct or indirect relationship with Levoni. Violations result in penalties outlined in the disciplinary system of the Model
- A **procedural system**, consisting of guidelines, regulations, procedures, and internal communications aimed at regulating relevant processes clearly and efficiently, and providing operating methods and control principals for the performance of company activities. Formalized internal procedures must provide for: (i) Adequate dissemination within the corporate structures involved; (ii) Regulation of the ways in which activities are carried out; (iii) Clear definition of roles and responsibilities; (iv) Traceability of decision-making and authorization processes, operations, and transactions through adequate documentary supports that attest to the characteristics and reasons behind actions, identifying the persons involved in the operation in various capacities; (v) The objectification of decision-making processes through the provision, where possible, of defined reference criteria and methodologies for making business decisions; (vi) The provision of specific control mechanisms to ensure the integrity and completeness of data managed and information exchanged within the organization.

2.3.1 Certified management systems

To ensure operational excellence and the quality of the products marketed, the Company has implemented the following management systems and obtained the relevant certifications:

- Management system for food safety certified according to **HACCP** and **BRC (British Retail Consortium) standards**
- Food supply chain traceability system certified according to the **ISO 22005:2008 standard**
- **Certification of PDO products** issued by the certifying bodies appointed by the Ministry of Agricultural, Food and Forestry Policies
- Environmental management system for the Castellucchio and San Daniele in Friuli sites, certified according to the **ISO 14 001:2015 standard**.

The Company has also signed the "IVSI Manifesto," the charter of values of the Italian Dei Meats Valorization Institute that defines principles and values to which companies that sign it must adhere.

2.4 Relations with Group companies

Levoni maintains commercial relationships with Group companies with registered offices both in Italy and abroad. These relationships may involve activities and operations that fall within the scope of risk as outlined in the Special Section of this Model.

Specifically, intercompany relations concern the following activities:

- Commercial relationships with subsidiaries related to the purchase and sale of meat and/or finished products
- Administrative, HR, and IT service provision to subsidiaries

- Intercompany financing.

Transactions with Group companies:

- Are conducted on an arm's length basis
- Take place in accordance with the provisions of the Code of Ethics and this Model
- Must be governed by specific formalized agreements, communicated to the Company's Supervisory Board.

3 Levoni's Organizational Model

3.1 Adoption and revision of the Model

The Company adopted the first edition of the Organization, Management and Control Model by resolution of the Board of Directors on December 20, 2017, and subsequently updated it by resolutions of the Board of Directors, most recently on December 18, 2023.

Amendments and additions to this Organizational Model are made by the administrative body, also upon information from the Supervisory Board, which is responsible for updating it.

3.2 Objectives pursued

With the premise of operating under conditions of fairness and transparency in the conduct of company business and in line with company policies, the Company is committed to adopting and periodically updating an Organization, Management and Control Model.

In particular, through the adoption of the Model, the Company aims to:

- Inform all individuals working in the name and on behalf of the Company, especially those in "sensitive areas," about the potential consequences of breaching the provisions outlined in the Model. This includes the risk of incurring criminal penalties against individuals and "administrative" penalties that can be imposed on the Company
- Disseminate a business culture marked by legality, emphasizing the Company's condemnation of any illegal behavior that deviates from the provisions of the law, the corporate culture, and the ethical principles guiding its activities
- Ensure the Company has the capacity to act promptly to prevent or counteract planned crimes. In cases where a crime has already occurred, the aim is to act swiftly to significantly reduce the associated damages
- Improve the governance and image of the Company by effectively allocating powers, formulating decisions, implementing controls, and providing accurate and truthful internal and external information.

The drafting of this Model is inspired by the guidelines issued by *Confindustria*, as updated over time.

3.3 Recipients of the Model

The principles and provisions outlined in this document must be followed by:

- Members of the Board of Directors
- Executives
- Employees

- All individuals, whether employees or not, who work directly or indirectly for the Company. This includes consultants, collaborators, agents, suppliers, and any partners, especially when their involvement relates to activities in which there is a conceivable risk of committing one of the predicate offenses outlined in the Decree
- Those who act under the direction or supervision of top management within the scope of their assigned tasks and functions.

The individuals identified above are hereinafter referred to as "Recipients."

3.4 Development and maintenance of Levoni's Model

The process of preparing and subsequently updating the Model involved the following activities:

- Gathering and examining company documentation and contextual information
- Identifying and analytically examining processes and sensitive activities
- Identifying existing internal rules and protocols, whether formalized or not, specifically focusing on activities identified as at risk of criminal conduct
- Formulating and updating appropriate control safeguards
- Creating and updating of the Organization, Management and Control Model.

The individual activities carried out during each phase are briefly described below:

Gathering and examining company documentation

In this phase, the most relevant corporate documentation was analyzed. The documents scrutinized included, but were not limited to:

- Bylaws
- Organization chart
- Chamber of commerce company registration
- System of proxies and powers of attorney
- Formalized policies, manuals, procedures, and protocols
- Relevant contracts
- Other.

Identification and analytical examination of sensitive processes and activities

The preparation of the Model incorporates a crucial risk assessment activity, as mandated by Article 5, paragraph 2, of Legislative Decree 231/2001. This process aims to "identify the activities within the scope of which crimes may be committed" and to "provide specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the crimes to be prevented."

In pursuit of this objective, the Company has conducted a comprehensive analysis of activities susceptible to the risk of criminal conduct. The activities have been categorized by type of crime and are detailed in the following sections. This analysis encompasses potential criminal activities that could be committed by the company, its administrative bodies, employees, and individuals falling under the purview of Article 5 of the Decree.

Identification of areas and processes at risk was facilitated through meetings and interviews with managers overseeing sensitive activities and processes, or with company figures with knowledge of the operation of each process analyzed.

Identification of existing internal rules and protocols

For each identified sensitive activity, a comprehensive assessment was conducted, noting and preliminarily evaluating the control mechanisms and existing elements of compliance with regard to potential crimes, namely:

- The existence of formalized procedures and policies
- The traceability of operations through adequate documentary/informative supports
- The segregation of duties
- The existence of formalized proxies consistent with assigned organizational responsibilities
- Other controls.

Identification of adequate control safeguards

For each identified sensitive activity, the minimum control measures necessary for the prevention of crimes outlined in the Decree or for the mitigation of the risk of their commission were defined.

Creation and updating of the Organization, Management and Control Model

Levoni's Organization, Management and Control Model, in accordance with Legislative Decree 231/2001, was crafted and subsequently updated. The Model is articulated in all its components and operating rules and is designed to prevent the predicate offenses specified within the Decree.

3.5 The structure of Levoni's Model

The Model consists of a General Section and the following Special Sections aimed at safeguarding the risk activities identified above:

Special Section A: Offenses against the Public Administration and its assets, crimes of bribery among private individuals, inducing individuals into not making statements or providing false statements to Judicial Authorities, and smuggling

Special Section B: Cybercrimes, unlawful data processing, and infringement of copyright

Special Section C: Crimes of receiving stolen goods, money laundering, and use of money, goods, or benefits of illicit origin, as well as self-laundering and organized crime offenses

Special Section D: Crimes against industry and commerce

Special Section E: Corporate crimes, tax crimes and smuggling

Special Section F: Offenses against the individual and crimes regarding the employment of illegally staying third-country citizens

Special Section G: Manslaughter and grievous or very grievous bodily harm committed in violation of the rules protecting occupational health and safety

Special Section H: Environmental crimes.

The risk profiles associated with offenses such as forgery of money, public credit cards, revenue stamps, and recognition instruments, crimes related to terrorism or subversion of democratic order, market abuse, female genital mutilation practices, offenses involving non-cash means of payment, racism and xenophobia, fraud in sports competitions, abusive gaming or betting, gambling by means of devices, laundering of cultural property, destruction and looting of cultural and scenic heritage, and crimes against cultural heritage are collectively addressed and safeguarded by the provisions outlined in the Code of Ethics and the general safeguards established in the Company's Organizational Model.

3.5.1 Levoni's sensitive activities

In accordance with the provisions of the Decree and with the methods outlined above, the Company's "sensitive" activities have been identified, taking into account Levoni's current operations and existing organizational structure.

The main activities and business processes that may constitute an opportunity or a way of carrying out the types of offenses referred to in the Decree are:

- Management of commercial activities
- Management of relations with the PA and inspection visits
- Production management (Quality and PDO)
- Management of judicial and extrajudicial disputes
- Acquisition and management of public financing
- Managing production purchasing
- Selection and management of agents and commercial intermediaries
- Personnel selection and management
- Management of subcontractors
- Relations with certification bodies
- Management of purchases of goods and services
- Management of financial flows
- Management of intercompany relations
- Management of expense reports and entertainment expenses
- Marketing activities, gifts, and donations
- Accounting, budgeting, and taxation
- Relations with supervisory bodies
- Corporate secretariat and extraordinary transactions
- Information security management
- Management of the prevention and protection system
- Management of activities with environmental impact

3.6 Internal reporting channels (Whistleblowing)

Article 6 paragraph 2-bis of Legislative Decree No. 231/2001 stipulates that the Organization, Management and Control Model adopted by the Company must provide for internal reporting channels pursuant to Legislative Decree No. 24/2023 implementing EU Directive 2019/1937 of the European Parliament and of the Council of October 23, 2019, on the protection of persons who report breaches of Union law.

Pursuant to Legislative Decree 24/2023, violations subject to reporting concern conduct, acts, or omissions that harm the interest or integrity of the Company and consist of:

- Administrative, accounting, civil or criminal offenses
- Unlawful conduct under Legislative Decree 231/2001 or breaches of the Organization, Management and Control Models adopted under Legislative Decree 231/2001
- Offenses falling within the scope of European Union acts relating, but not limited to, the following areas: Public procurement; financial services; products and markets and prevention of money laundering and terrorist financing; product safety and compliance; environmental protection
- Acts or omissions affecting the financial interests of the European Union and/or concerning the internal market.

Reports will be processed in accordance with the Whistleblowing Policy established by the Company, facilitating the submission of reports concerning violations witnessed by the reporter within the scope of their work environment and/or professional activities.

Both written and oral reports can be submitted through an IT platform. This platform ensures, through the implementation of encryption tools, the confidentiality of the reporter's identity, as well as the content of the report and associated documentation. The platform is accessible at the following address:

<https://wb.levoni.it/#/>

The Company ensures the safeguarding of the reporter against any form of retaliation and/or discrimination, as outlined in Article 17 of Legislative Decree 24/2023. This protection against retaliatory acts extends to all individuals broadly associated with the organization and/or person of the reporter, as defined in Article 3 of Legislative Decree 24/2023.

The protective measures for whistleblowers are implemented in accordance with the provisions set forth in Chapter III of Legislative Decree 24/2023.

In cases where reports are submitted by individuals who have disclosed their personal details in bad faith and/or contain slanderous or defamatory content, the measures specified in Section 7 below, titled "The Disciplinary System," will be activated. Additionally, appropriate legal actions for protection will be assessed. It is important to note that outside the instances of liability for slander or defamation, the act of submitting a report within the scope of this procedure does not constitute a breach of the obligations arising from the employment relationship.

4 The Supervisory Board

The Company has designated the responsibility of overseeing the operation of the Model and ensuring compliance with it to a Supervisory Board (SB). The SB, outlined with the requirements detailed below, is established to facilitate the effective and efficient implementation of the Model.

In adherence to regulatory stipulations within the Decree, the Company has chosen a collegial composition for the Board, consisting of two members, with a mandatory requirement that at least one member is external.

The term of office for the Supervisory Board is three years, unless otherwise specified in the resolution appointing the SB.

The remuneration for the members of the Supervisory Board is determined by the Board of Directors at the time of appointment and is applicable for the entire term of office.

4.1 Requirements of the Supervisory Board

The members of the Supervisory Board must fulfill the criteria outlined in the Confindustria Guidelines, specifically focusing on the following:

Autonomy and independence: The Board should maintain autonomy and independence, avoiding any interference or pressure from top management. It should not be involved in operational activities or management decisions. The Supervisory Board and its individual members should not be in a conflict-of-interest situation, and no tasks compromising autonomy should be assigned to the SB as a whole or its individual members.

The requirement of autonomy and independence extends to the absence of parental ties and hierarchical dependence with top management or individuals with operational powers within the Company.

The Supervisory Board should report to the company's top operational management and engage in a dialogue with them as equals.

Professionalism: Members must possess the necessary tools and techniques for the effective performance of their assigned activities. The professionalism and authority of the Board are tied to its professional experience. Candidates' resumes and previous experience are carefully examined, with a preference for profiles demonstrating specific expertise in the field.

Continuity of action: The Supervisory Board must consistently carry out necessary activities for Model supervision with commitment and investigative powers, holding meetings at least quarterly.

Honorability: Members should meet criteria related to eligibility, revocation, suspension, or disqualification from the Supervisory Board function, as specified below.

The above requirements must be verified at the time of appointment by the Board of Directors.

4.2 Causes of ineligibility, revocation, suspension, and disqualification

The Company's Board of Directors has explicitly defined the causes of ineligibility for members of the Supervisory Board. Accordingly, individuals meeting any of the following criteria cannot be elected:

- Individuals convicted with a sentence, even if not final, including sentences with a penalty applied through plea bargaining, and conditionally suspended sentences, without prejudice to the effects of rehabilitation, for:
 - 1) Imprisonment for a term of not less than one year for crimes outlined in Royal Decree No. 267 of March 16, 1942
 - 2) Imprisonment for a term of not less than one year for crimes specified in rules governing banking, financial, securities, insurance activities, and regulations governing securities and markets, payment instruments
 - 3) Imprisonment for a term of not less than one year for crimes against Public Administration, public faith, property, public economy, or crimes in the field of taxation
 - 4) Any non-negligent crime leading to imprisonment for a term of not less than two years
 - 5) For any of the crimes set forth in Title XI, Book V of the Civil Code as reformulated by Legislative Decree No. 61 of April 11, 2002
 - 6) Crimes that imply or have previously led to disqualification, including temporary disqualification, from public office or executive offices of legal persons and companies
 - 7) One or more offenses among those exhaustively provided for in the Decree, even if convicted with sentences lower than those indicated in the previous points
- Those against whom one of the prevention measures provided for in Article 10, paragraph 3, of Law 575/1965, as replaced by Article 3 of Law 55/1990 and subsequent amendments, has been definitively applied.
- Those against whom the ancillary administrative penalties provided for in Article 187-quater D. Legislative Decree 58/1998 have been definitively applied
- If there are any conflicts of interest, including potential conflicts, with the Company that could compromise the independence required by the role and duties of the Supervisory Board.

Any revocation of the members of the Board must be resolved by the Board of Directors of the Company and may be ordered exclusively for reasons related to serious failures to comply with the mandate assumed, including breaches of confidentiality obligations, as well as for the intervening causes of forfeiture listed below.

The members of the Supervisory Board also forfeit their office if any of the following occur subsequent to their appointment:

- They are convicted by final judgment or plea bargaining for any of the offenses stipulated in numbers 1 to 7 of the conditions of ineligibility indicated above

- They breach confidentiality obligations strictly related to the performance of their duties.

The members of the SB are, in addition, suspended from exercising their functions in the cases of:

- Conviction by non-definitive judgment for one of the crimes indicated in numbers 1 to 7 of the conditions of ineligibility indicated above
- Application of a personal precautionary measure
- Application at the request of the parties of one of the sentences indicated in numbers 1 to 7 of the conditions of ineligibility indicated above
- Provisional application of one of the prevention measures provided for in Article 10, par. 3, of Law No. 575 of May 31, 1965, as replaced by Article 3 of Law No. 55 of March 19, 1990, as amended.

In the event that one or more members of the Supervisory Board cease to serve in the course of the Company's business, the Board of Directors is instructed to replace them. The term of office for replacements corresponds to that of the individuals they are replacing.

4.3 Duties of the Supervisory Board

The Board of Directors annually allocates an expense budget to the Supervisory Board for its duties. However, the Supervisory Board is authorized to autonomously commit resources exceeding its spending powers, in line with company procedures, in cases of exceptional and urgent situations, with the obligation to promptly inform the Board of Directors.

To execute its delegated tasks, the Supervisory Board can leverage all Company functions. It may collaborate with internal functions, structures, or external consultants, utilizing their expertise and professionalism.

The activities of the Supervisory Board encompass:

- Supervising the effectiveness of the Model, ensuring its alignment with concrete rules in sensitive areas
- Periodically verifying Model compliance across all company functions, ensuring the defined safeguards prevent risks of crimes
- Ensuring compliance with the Code of Ethics by all individuals operating within the Company
- Reporting updates to the Model to the Board of Directors, aligning with legal changes, jurisprudence, or organizational shifts
- Overseeing the proper functioning of control activities in sensitive areas, promptly reporting any anomalies or dysfunctions in the Model
- Evaluating and proposing disciplinary penalties, in coordination with relevant functional area heads.

4.4 Information flows

Information flows constitute a crucial element of an internal control system, and they should be directed through suitable corporate communication processes. The range of information that may require sharing extends beyond economic and financial aspects to encompass production, business activities, and regulatory matters. All Recipients of this Model are obliged to notify the Supervisory Board (SB) of any acts or behaviors that could lead to a breach or evasion of the Company's ethical principles, along with sensitive activities pertinent to the Decree. This obligation arises from reporting or information.

4.4.1 The reporting of the SB

To ensure complete autonomy and independence in executing its functions, the Supervisory Board communicates information regarding the Model's implementation and the emergence of critical issues to the Company's Board of Directors through two reporting channels:

- On an ongoing basis
- On an **annual basis**, by means of a written report to the Board of Directors and the Board of Statutory Auditors. This report comprehensively details the activities undertaken during the reference period, including conducted controls, achieved results, and any proposed Model updates.

Annually, the Supervisory Board prepares a plan for the upcoming year, outlining activities, areas to be audited, intervention timings, and priorities.

Within the scope of sensitive activities, the Supervisory Board may also carry out inspections that are not provided for in the intervention plan (so-called "surprise inspections") if it deems it necessary for the performance of its functions.

The Supervisory Board is entitled to request to be heard by the Board of Directors, or the Administrative Board, when interaction is deemed appropriate. Additionally, the SB has the right to seek clarifications and information from the Board of Directors.

Similarly, the Supervisory Board may be convened at any time by the Board of Directors to report on particular events or situations relating to the operation of and compliance with the Model.

The meetings of the Board must be minuted and copies of the minutes must be kept by the Supervisory Board.

4.4.2 Obligations to report to the SB

The Supervisory Board serves as the Recipient for any information, documentation, or communication, including from third parties, related to Model compliance.

All Model Recipients must report to the SB.

The SB defines the periodic documentation to be submitted, and it must mandatorily receive:

- Measures and/or information from judicial and police authorities or any competent body indicating investigations, particularly against unknown persons, for offenses outlined in the Decree, concerning the Company
- Notifications of visits, inspections, and investigations initiated by relevant bodies (regions, regional bodies, and local authorities), along with any subsequent findings and imposed penalties
- Requests for legal assistance from internal Company subjects when legal proceedings are initiated for Decree-specified crimes
- Reports from corporate structures as part of their control activities, highlighting critical elements concerning Decree regulations
- Periodic updates related to the effective implementation of the Model in all at-risk areas/corporate functions
- Periodic updates on effective compliance with the Code of Ethics at all company levels
- Information on the development of activities in risk-prone areas
- The system of proxies and powers of attorney adopted by the Company.
-

For any reports, information, or news related to potential violations of Legislative Decree 231/2001 or the Model and the Code of Ethics, it is essential to promptly inform the SB through the channels outlined in Section 3.6 "Internal reporting channels (Whistleblowing)."



Information flows to Levoni's Supervisory Board can be sent via email to:

odv231@levoni.it

or physical mail to:

**Supervisory Board of Levoni S.p.A.
Via Matteotti, 23
46014 Castellucchio (Mantua)**

The Supervisory Board ensures the utmost confidentiality with regard to any news, information and reports received, under penalty of revocation of the mandate, subject to the requirements inherent to the performance its duties and in any case in line with the reference regulatory provisions.

5 Communication and Training

5.1 General principles

The Company, for the purpose of effective implementation of the Model, ensures the widest dissemination of the Model among all Recipients and guarantees adequate knowledge and dissemination of the rules of conduct contained therein.

To achieve this, the Company conducts training sessions over time, incorporating mandatory, reiterative, and diversified criteria.

Training and communication are managed by the CEO assisted by the HR Department and the SB, in close coordination with the Heads of the functions involved in the application of the Model.

5.2 Communication

This Model is communicated to all company resources through a communication by the CEO.

All Employees and Senior Executives must sign the Company Regulations, which refer explicitly to this Model. A copy is available to them in the company network.

New employees receive an information set containing the Model and the Code of Ethics, ensuring they have access to crucial knowledge.

All subsequent changes and information concerning the Model will be communicated to company resources through official information channels.

5.3 Training

Participation in training activities aimed at disseminating knowledge of the regulations outlined in the Decree, the Organization, Management and Control Model, and the Code of Conduct is mandatory.

The training is tailored to the qualifications of the Recipients, the risk level of their operational areas, and whether they hold representative functions. The content and delivery methods of the courses are designed accordingly.

Training sessions cover topics such as the regulatory context, the Company's Ethical Principles, and its Organization, Management, and Control Model, including the Special Section.

Unjustified absence from training sessions is considered a disciplinary offense, in accordance with the provisions of the Disciplinary System detailed below.

5.4 Disclosure to third parties

The Company enforces knowledge and compliance with the Model on "Third Party Recipients," including Consultants, Collaborators, Suppliers, Agents, and any Business Partners. This is achieved through specific contractual clauses that stipulate termination of negotiation obligations in case of non-compliance with established ethical principles.

7 The Disciplinary System

7.1 General principles

The establishment of a disciplinary system to address non-compliance with the rules outlined in the Model is a crucial requirement mandated by Legislative Decree 231/2001. This is essential for securing exemption from administrative liability for Entities and ensuring the effectiveness of the Model.

The disciplinary system is designed to penalize breaches of the principles and obligations outlined in this Model, as well as infringements of the obligations specified in Legislative Decree 24/2023. The imposition of disciplinary penalties for Model violation is independent of potential criminal proceedings and the outcome of resulting judgments for offenses covered by the Decree.

Upon receiving notification of a Model violation from the Supervisory Board, an assessment procedure is initiated in accordance with the provisions of the employee's relevant CCNL. The assessment procedure is conducted by the corporate bodies responsible for imposing disciplinary penalties, considering factors such as the gravity of the behavior, the potential recurrence of the failure, or the degree of culpability.

Levoni, through the designated bodies and functions, ensures the consistent, impartial, and uniform imposition of penalties proportionate to the respective Model violations, complying with current regulations governing labor relations. The specific penalty measures for various professional roles are detailed below.

It's important to note that, as per the provisions of Legislative Decree 24/2023, Recipients are prohibited from engaging in direct or indirect acts of retaliation or discrimination against the reporter for reasons directly or indirectly related to the report.

In this context, it is emphasized that disciplinary penalties are established:

- In case of non-compliance with the measures and principles set forth in the Model
- When retaliatory or discriminatory actions are ascertained, or when hindrance or attempts to hinder reporting occur, or when the reporter's obligation of confidentiality is violated
- When reporting channels have not been established, procedures for making and handling reports have not been adopted, or the adoption of such procedures does not comply with those referred to in Articles 4 and 5 of Legislative Decree 24/2023. This includes cases where the verification and analysis of received reports have not been carried out
- Against those who maliciously or grossly negligently make reports that are found to be unfounded.

7.2 Penalties against employees

Conduct by employees that results in:

- The violation of individual behavioral rules deduced in this Model, the Code of Ethics, and the corporate rules and protocols adopted by the Company
- The violation of the measures put in place to protect whistleblowers referred to in Legislative Decree 24/2023
- The submission of unfounded reports with malice or gross negligence

Constitutes a disciplinary offense.

The penalties that can be imposed on employees are adopted in compliance with the procedures provided for by the applicable regulations, in particular, express reference is made to the categories of sanctionable acts provided for by the sanctioning apparatus set forth in the National Collective Bargaining Agreement for workers in the food industry (hereinafter CCNL).

In application of the principle of proportionality, depending on the seriousness of the infraction committed, the following disciplinary penalties are provided for:

- **Verbal warning:** Applicable for the most minor non-compliance with the principles and rules of behavior provided for in this Model, correlating said behavior to a minor non-compliance with contractual rules or directives and instructions given by management or superiors
- **Written warning:** Applicable in the event of a recurrence of the violations referred to in the previous point
- **Fine or suspension from service and pay:** Applicable in instances of non-compliance with the principles and rules of conduct outlined in this Model. It is triggered by conduct that fails to align with or falls short of the Model's requirements to a significant degree, including repeated offenses. Such conduct encompasses the violation of obligations to report to the Supervisory Board regarding the commission of crimes, including attempted ones, as well as any breach of the Model. The same penalty will be enforced for recurrent non-participation (without justification) in the training sessions provided by the Company over time, related to the Decree, the Organization, Management and Control Model, and the Code of Corporate Conduct adopted by the Company. The fine imposed may not exceed the equivalent of three hours' pay. Suspension from duty and pay, reserved for major misconduct, is limited to a maximum of three days
- **Dismissal for disciplinary reasons:** when an individual consciously engages in behavior contrary to the provisions of this Model, which, even if merely likely to constitute an offense under the Decree, undermines the fundamental element of trust inherent in the employment relationship, or is sufficiently serious to preclude the continuation of the relationship, even temporarily. Examples of intentional conduct that may lead to this penalty include:
 - The creation of incomplete or untrue documentation (e.g., documents addressed to the Public Administration, accounting documents, etc.)
 - Failure to prepare the documentation required by the Model
 - Violation of the measures to protect the confidentiality of the reporter provided for by the Model and Legislative Decree 24/2023
 - The malicious or grossly negligent creation of reports of unlawful conduct that is found to be unfounded
 - The adoption of discriminatory measures against individuals who make reports of unlawful conduct
 - The violation or circumvention of the control system provided for by the Model carried out in any way, including the removal, destruction, or alteration of documentation inherent in the procedure, obstruction of controls, and prevention of access to information and documentation by the persons in charge of controls or decisions.

3. Penalties against executives

Executives found in violation of the principles and rules of conduct outlined in this Model, engaging in behavior inconsistent with the specified requirements, and breaching measures designed to protect whistleblowers or

submitting unfounded reports with malice or gross negligence, will be subject to disciplinary measures. The severity of the violation will determine the extent and nature of the disciplinary action.

In the most severe instances, termination of employment is prescribed, considering the unique fiduciary relationship that exists between executives and the employer.

The following also constitute disciplinary offenses for executives:

- Failure to oversee the proper application of the rules outlined in the Model by hierarchically subordinate workers
- Violation of obligations to inform the Supervisory Board about the commission of relevant crimes, even if attempted
- Violation of the rules of conduct outlined in the Model
- Conducting themselves, during the performance of their duties, in ways that do not conform to their role and degree of independence recognized by the Company
- Violation of the whistleblower protection measures set forth in Legislative Decree 24/2023
- Submission, with malice or gross negligence, of reports that are found to be unfounded.

4. Penalties against directors, statutory auditors, and external auditors

The Board of Directors, promptly notified by the Supervisory Board and in collaboration with the Board of Statutory Auditors, holds the authority to apply any appropriate measures permitted by law against Directors who have:

- Breached this Model
- Breached the measures put in place to protect whistleblowers
- Made unfounded reports with malice or gross negligence

Penalties will be determined by the severity and consequences of the action and degree of culpability, and include:

- Formal written warning
- Financial penalty, taking into account the seriousness of the act, equal to the amount of two to five times the emoluments calculated on a monthly basis
- Total or partial revocation of any powers of attorney.

7.5 Penalties against third parties

Any breach of the stipulations outlined in the Model by consultants, collaborators, suppliers, agents, and business partners, or individuals temporarily categorized as Recipients of the Model, shall incur penalties imposed by the appropriate authorities. These penalties will be administered in adherence to internal corporate regulations and in accordance with contractual clauses specified in the relevant agreements. Furthermore, conventional penalties, as outlined, may be applied, potentially leading to the automatic termination of the contract (pursuant to Article 1456 of the Civil Code), without prejudice to compensation for damages.

MEC-CARNI S.p.A.

Organization, Management and Control Model pursuant to Legislative Decree 231/01

Approved by the Board of Directors on 18 December 2023

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Definitions

Sensitive activities: Business activities with a significant risk of criminal conduct by individuals acting on behalf of the organization.

CCNL: The National Collective Bargaining Agreement applicable to the employees of Mec-Carni S.p.A., namely the National Collective Bargaining Agreement for the Food Industry.

Code of Ethics: The Code of Ethics adopted by Me-Carni S.p.A.

Board of Directors (also BoD): The Board of Directors of Mec-Carni S.p.A.

Collaborators: Individuals engaged in non-subordinate collaborative relationships with the Company, including commercial representation and other professional service connections, whether ongoing or occasional. This also encompasses those representing the Company to third parties through specific mandates and proxies.

Legislative Decree 231/2001: legislative Decree 231 of 8 June, 2001, containing the “Discipline of the administrative liability of legal persons, companies, and associations, including those without legal personality”, pursuant to Article 11 of Law No. 300 of September 29, 2000, as amended from time to time.

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

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

Suppliers: Entities or individuals who provide goods or services to the Company to enable it to carry out its activities.

Group: The Levoni Group consisting of Levoni S.p.A. and its subsidiaries.

Model or Organization Model: This Organization, Management and Control Model, adopted pursuant to Articles 6 and 7 of Law Decree 231/2001 and its annexes.

Supervisory Board (also SB): Organizational unit with independent powers of initiative and oversight, responsible for monitoring the adequacy, functioning, and adherence to the Model.

Public Administration, PA, or Public Entities: The Public Administration, including its officials and persons in charge of public service.

Public Officer: Persons exercising a legislative, judicial, or administrative public function.

Offenses: Categories of offenses subject to the provisions outlined in Legislative Decree 231/2001, encompassing any modifications or additions introduced subsequently.

Company: Mec-Carni S.p.A., with registered office in Via Virgilio, 22, Marcaria (Mantua), on which this Model is based.

Senior Persons: Individuals in positions of representation, administration, or management within the Company or its units, holding financial and functional autonomy. This includes those actively involved in management or control activities within the Company.

Subordinates: Individuals under the guidance or oversight of those mentioned in the preceding point. This encompasses all individuals with a subordinate (non-managerial) employment relationship with the Company, including those on secondment or employed under semi-subordinate contracts. It also includes external individuals assigned tasks under the

direction and supervision of senior personnel within the Company.

Introduction

Mec-Carni S.p.A., with a view to ensuring full fairness and transparency in the conduct of business, for the protection of the Company itself, its employees and all its stakeholders, has deemed it appropriate to strengthen its internal control and corporate governance system by adopting and periodically updating the Organization, Management and Control Model, pursuant to Legislative Decree 231/2001.

This document consists of a General Section and a Special Section.

The General Section includes an examination of the regulations contained in Legislative Decree 231/2001 (hereinafter also referred to as “Decree”) and describes:

- The Company, its corporate governance, and the internal control system
- The Recipients of the Model
- The methods of adoption and revision of the Model by Mec-Carni S.p.A.
- The structure of the adopted Model, relevant offenses, and sensitive activities
- The Supervisory Board (hereinafter also referred to as “SB”)
- Model communication and staff training obligations
- The system of penalties in place to guard against breaches of the Model and the Code of Ethics.

The Special Section identifies the sensitive activities pertinent to the Company according to the Decree, outlining the principles of conduct and the corresponding control measures for these activities. These measures are designed to prevent or mitigate offenses.

In addition to what is expressly stated above, the following are also an integral part of this document:

- The Code of Ethics, which defines the principles and standards of corporate behavior
- All directives, operational procedures, communications, and internal documents serving as implementations of this document (e.g., authorities, delegations, organizational charts, bylaws, etc.). These acts and documents can be accessed as per the distribution procedures established by the Company.

GENERAL SECTION

1 Legislative Decree 231/2001

1.1 General principles

The decree introduced administrative liability for "Entities" in Italy, encompassing legal persons, companies, and associations, including those without legal personality. If specific crimes or administrative breaches are committed or attempted for the benefit of these "Entities," this liability comes into play. This involves two distinct categories:

- Individuals in positions of representation, administration, or management within the Entity or its units, holding financial and functional autonomy. This includes those actively involved in management or control activities within the Entity. They are known as **Senior persons**
- **Subordinate** individuals under the guidance or oversight of those mentioned in the preceding point.

While the legislature labels this liability as "administrative," parallels exist with criminal liability. It is embedded within a criminal process, arises from the commission of crimes, and entails the imposition of penalties akin to the criminal justice system.

The Entity's liability under the decree is supplementary to, and not a replacement for, the (criminal) liability of the offender. Both natural and legal persons will therefore be liable for criminal prosecution.

1.2 List of offenses

The administrative liability of entities, in accordance with the Organization, Management and Control Model provided for in the Decree, arises when the crimes and administrative offenses listed below and explicitly detailed are committed or attempted:

Offenses against the Public Administration and its property (Articles 24 and 25 of the Decree)

- Misappropriation of public funds (Article 316-bis of the Criminal Code)
- Undue receipt of public funds (Article 316-ter of the Criminal Code)
- Fraud in public supplies (Article 356 of the Criminal Code)
- Fraud to the detriment of the state or another public entity or the European Communities (Article 640, paragraph 2, no. 1 of the Criminal Code)
- Aggravated fraud to obtain public funds (Article 640-bis of the Criminal Code)
- Cyber fraud to the detriment of the state or other public entity (Article 640-ter of the Criminal Code)
- Fraud against the European Agricultural Fund (Article 2 Law no. 898/1986)
- Embezzlement (Article 314 of the Criminal Code)
- Embezzlement by profiting from the error of others (Article 316 of the Criminal Code)
- Bribery (Article 317 of the Criminal Code)
- Corruption for the exercise of function (Article 318 of the Criminal Code)
- Bribery for an act contrary to official duties (Article 319 of the Criminal Code)
- Aggravating circumstances (Article 319-bis of the Criminal Code)
- Bribery in judicial acts (Article 319-ter of the Criminal Code)
- Undue inducement to give or promise benefits (Article 319-quater of the Criminal Code)
- Bribery of a person in charge of a public service (Article 320 of the Criminal Code)
- Penalties for the briber (Article 321 of the Criminal Code)
- Incitement to bribery (Article 322 of the Criminal Code)
- Embezzlement, extortion, undue inducement to give or promise benefits, bribery, and incitement to bribery of members of international courts or bodies of the European

Communities or international parliamentary assemblies or international organizations and officials of the European Communities and foreign states (Article 322-bis of the Criminal Code)

- Abuse of office (Article 323 of the Criminal Code)
- Trafficking in unlawful influence (Article 346-bis of the Criminal Code)
- Disturbance of freedom of tenders (Article 353 of the Criminal Code)
- Disturbance of freedom of the process of choosing a contractor (Article 353-bis of the Criminal Code).

Cybercrimes and unlawful data processing (Article 24-bis of the Decree)

- Computer documents (Article 491-bis of the Criminal Code)
- Unauthorized access to a computer or information system (Article 615-ter of the Criminal Code)
- Unauthorized possession, dissemination and installation of equipment, codes, and other means for the access of computer or information systems (Article 615-quater of the Criminal Code)
- Dissemination of computer equipment, devices or programs aimed at damaging or disrupting a computer or telecommunications system (Article 615-quinquies Criminal Code)
- Illegal interception, impediment or interruption of computer or telematic communications (Article 617-quater of the Criminal Code)
- Installation of equipment designed to intercept, impede, or interrupt computer or telematic communications (Article 617-quinquies of the Criminal Code)
- Damage to computer information, data, and programs (Article 635-bis of the Criminal Code)
- Damage to information, data, and computer programs used by the state or other public body or otherwise of public utility (Article 635-ter of the Criminal Code)
- Damage to computer or telematic systems (Article 635-quater of the Criminal Code)
- Damage to computer or telematic systems of public utility (Article 635-quinquies of the Criminal Code)
- Computer fraud of the electronic signature certifier (Article 640-quinquies of the Criminal Code)
- Obstructing or conditioning the implementation of rules concerning the scope of national cybersecurity measures (Article 1, paragraph 11 of Legislative Decree No. 105 of 21 September 2019).

Organized crime offenses (Article 24-ter of the Decree)

- Criminal conspiracy (Article 416 of the Criminal Code)
- Mafia conspiracy, including when foreign (Article 416-bis of the Criminal Code)
- Mafia-political vote exchange (Article 416-ter of the Criminal Code)
- Kidnapping for extortion (Article 630 of the Criminal Code)
- Conspiracy for the illicit trafficking of narcotic drugs or psychotropic substances (Article 74 Presidential Decree Oct. 9, 1990, No. 309)
- All crimes committed by availing oneself of the conditions provided for in Article 416 of the Criminal Code with the purpose of facilitating conspiracy activities foreseen by the same article (Law 203/91)
- Illegal manufacture, introduction into the State, offering for sale, transfer, possession, and public carrying, or carrying in a place open to the public, of weapons of war or war-like weapons or their components, explosives, and covert weapons, as well as more common firing weapons, excluding those provided for in Article 2, Paragraph 3 of Law No. 110 of April 18, 1975 (Article 407, Paragraph 2, Letter a), Number 5], Criminal Code).

Offenses related to the counterfeiting of currency, public credit cards, revenue stamps, and identification

instruments or symbols (Article 25-bis of the Decree)

- Forging currency and distributing and introducing counterfeit money into the State in collusion with others (Article 453 of the Criminal Code)
- Alteration of currency (Article 454 of the Criminal Code)
- Spending and introducing counterfeit currency into the State without colluding with others (Article 455 of the Criminal Code)
- Spending counterfeit currency received in good faith (Article 457 of the Criminal Code)
- Forging revenue stamps and participating in their introduction into the state, as well as engaging in the acquisition, possession, or circulation of forged revenue stamps (Article 459 of the Criminal Code)
- Counterfeiting watermarked paper in use for the manufacture of public credit cards or revenue stamps (Article 460 of the Criminal Code)
- Producing or possessing watermarks or tools designed for the counterfeiting of currency, revenue stamps, or watermarked paper (Article 461 of the Criminal Code)
- Using counterfeit or altered stamps (Article 464 of the Criminal Code)
- Forging, altering, or utilizing trademarks, distinctive markings, patents, models, and designs (Article 473 of the Criminal Code)
- Introducing into the state and engaging in the trade of products with false markings (Article 474 of the Criminal Code).

Offenses against industry and commerce (Article 25-bis.1 of the Decree)

- Disturbing freedom of industry or trade (Article 513 of the Criminal Code)
- Unlawful competition with 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 food products that are falsely represented 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 Criminal Code)
- Counterfeiting of geographical indications or designations of origin of food and agricultural products (Article 517-quater of the Criminal Code).

Corporate crimes (Article 25-ter of the Decree)

- False corporate communications (Article 2621 of the Civil Code)
- Minor misdeeds (Article 2621-bis of the Civil Code)
- False corporate communications of listed companies (Article 2622 of the Civil Code)
- Obstruction of control (Article 2625, paragraph 2 of the Civil Code)
- Undue return of contributions (Article 2626 of the Civil Code)
- Illegal distribution of profits and reserves (Article 2627 of the Civil Code)
- Illegal transactions involving shares or stakes of the company or the parent company (Article 2628 of the Civil Code)
- Transactions to the detriment of creditors (Article 2629 of the Civil Code)
- Failure to disclose conflict of interest (Article 2629-bis of the Civil Code)
- Fictitious formation of share capital (Article 2632 of the Civil Code)
- Improper distribution of corporate assets by liquidators (Article 2633 of the Civil Code)
- Bribery among private individuals (Article 2635 of the Civil Code)
- Incitement to bribery among private individuals (Article 2635-bis of the Civil Code)
- Undue influence on the shareholders' meeting (Article 2636 of the Civil Code)

- Market rigging (Article 2637 of the Civil Code)
- Obstruction of the exercise of the functions of public supervisory authorities (Article 2638, paragraphs 1 and 2 of the Civil Code)
- False or omitted statements for the issuance of the preliminary certificate (Article 54 Legislative Decree 19/2023).

Offenses connected to terrorism or the subversion of the democratic order (Article 25-quater of the Decree)

- Subversive associations (Article 270 of the Criminal Code)
- Associations 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)
- Enlistment for the purpose of terrorism, including international terrorism (Article 270-quater of the Criminal Code)
- Training in activities for the purpose of terrorism, including international terrorism (Article 270-quinquies of the Criminal Code)
- Theft of seized property or money (Article 270-quinquies.2 of the Criminal Code)
- Engaging in conducts for the purpose of terrorism (Article 270-sexies of the Criminal Code)
- Carrying out an attack for the purpose of terrorism or subversion (Article 280 of the Criminal Code)
- Acts of terrorism with deadly or explosive devices (Article 280-bis of the Criminal Code)
- Acts of nuclear terrorism (Article 280-ter of the Criminal Code)
- Kidnapping for the purpose of terrorism or subversion (Article 289-bis of the Criminal Code)
- Instigation to commit any of the crimes provided for in Chapters One and Two (Article 302 of the Criminal Code)
- Political conspiracy by agreement (Article 304 of the Criminal Code)
- Political conspiracy by association (Article 305 of the Criminal Code)
- Armed gang formation and participation (Article 306 of the Criminal Code)
- Assisting participants in conspiracy or members of armed gangs (Article 307 of the Criminal Code)
- Financing conducts with the purpose of terrorism (Law No. 153/2016, Article 270 quinquies 1 of the Criminal Code)
- Possession, hijacking, and destruction of an aircraft (Law No. 342/1976, Article 1)
- Damage to ground facilities (Law No. 342/1976, Article 2)
- Penalties (Law No. 422/1989, Article 3)
- New York Convention of December 9, 1999 (Article 2).

Offense of female genital mutilation practices (Article 25-quater.1 of the Decree)

- Practices of female genital organ mutilation (Article 583-bis of the Criminal Code).

Crimes against individuals (Article 25-quinquies of the Decree)

- Enforcing or perpetrating 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 (Article 600-quater of the Criminal Code)
- Virtual pornography (Article 600-quater 1 of the Criminal Code)
- Tourist initiatives aimed at the exploitation of child prostitution (Article 600-quinquies of the Criminal Code)
- Human trafficking (Article 601 of the Criminal Code)
- Purchase and sale of slaves (Article 602 of the Criminal Code)
- Illegal intermediation and exploitation of labor (Article 603-bis of the Criminal Code)

- Soliciting of minors (Article 609-undecies of the Criminal Code).

Market abuse offenses (Article 25-sexies of the Decree)

- Abuse or illegal communication of insider information (Article 184 of the Consolidated Law on Finance (TUF))
- Market manipulation (Article 185, TUF)
- Abuse of insider information and illegal communication of insider information (Article 187-quinquies, TUF, in relation to Article 14 of Regulation (EU) 596/2014)
- Market manipulation (Article 187-quinquies, TUF, in relation to Article 15 of Regulation (EU) 596/2014).

Crimes of manslaughter and grievous or very grievous bodily harm, committed in violation of occupational health and safety regulations (Article 25-septies of the Decree)

- Manslaughter (Article 589 of the Criminal Code)
- Grievous bodily harm (Article 590 of the Criminal Code).

Receiving, laundering, and use of money, goods, or utilities of illicit origin, as well as self-money laundering (Article 25-octies of the Decree)

- Receiving stolen goods (Article 648 of the Criminal Code)
- Money laundering (Article 648-bis of the Criminal Code)
- Use of money, goods, or utilities of illicit origin (Article 648-ter of the Criminal Code)
- Self-money laundering (Article 648-ter.1 of the Criminal Code).

Offenses regarding non-cash payment instruments (Article 25-octies.1 of the Decree)

- Improper use and falsification of non-cash payment instruments (Article 493-ter of the Criminal Code)
- Possession and dissemination of computer equipment, devices or programs aimed at committing crimes concerning non-cash payment instruments (Article 493-quater of the Criminal Code)
- Computer fraud aggravated by the realization of a transfer of money, monetary value, or virtual currency (Article 640-ter of the Criminal Code)
- Fraudulent transfer of values (Article 512-bis).

Copyright infringement crimes (Article 25-novies of the Decree)

- Criminal protection of rights related to economic and moral use (Article 171, paragraph 1, lett. a]-bis and paragraph 3, Law No. 633/1941)
- Criminal protection of software and databases (Article 171-bis, paragraph 1 and paragraph 2, Law No. 633/1941)
- Criminal protection of audiovisual work (Article 171-ter, Law No. 633/1941)
- Criminal liability relating to media (Article 171-septies, Law No. 633/1941)
- Criminal liability relating to audiovisual communications with conditional access (Article 171-octies, Law No. 633/1941).

Offense of inducing individuals into not making statements or making false statements to judicial authorities (Article 25-decies of the Decree)

- Inducing individuals into not making statements or making false statements to judicial authorities (Article 377-bis of the Criminal Code).

Environmental offenses (Article 25-undecies of the Decree)

- Environmental pollution (Article 452-bis of the Criminal Code)
- Environmental disaster (Article 452-quater of the Criminal Code)
- Culpable crimes against the environment (Article 452-quinquies of the Criminal Code)
- Trafficking and abandonment of highly radioactive material (Article 452-sexies of the Criminal Code)
- Aggravating circumstances (Article 452-octies of the Criminal Code)
- Killing, destroying, capturing, or taking possession of specimens of protected wild animal or plant species (Article 727-bis of the Criminal Code)
- Destruction or deterioration of habitats within a protected site (Article 733-bis of the Criminal Code)
- Importing, exporting, possessing, using for profit, buying, selling, displaying, or holding protected species for sale or commercial purposes (Law No. 150/1992, Article 1, Article 2, Article 3- bis and Article 6)
- Release of industrial wastewater containing hazardous substances, discharges into the soil, subsoil, and groundwater, as well as discharges into the sea by ships or aircraft (Legislative Decree 152/2006, Article 137)
- Unauthorized waste management activities (Legislative Decree 152/2006, Article 256)
- Pollution of soil, subsoil, surface water, or groundwater (Legislative Decree 152/2006, Article 257)
- Violation of reporting obligations, mandatory record keeping, and forms (Legislative Decree 152/2006, Article 258)
- Illegal waste trafficking (Legislative Decree 152/2006, Article 259)
- False information on the nature, composition, and chemical and physical characteristics of waste in the preparation of a waste analysis certificate (Legislative Decree 152/2006, Article 260-bis)
- Organized activities for the illegal trafficking of waste (Article 452-quaterdecies of the Criminal Code)
- Penalties (Legislative Decree 152/2006, Article 279)
- Malicious pollution caused by ships (Legislative Decree 202/2007, Article 8)
- Culpable pollution caused by ships (Legislative Decree 202/2007, Article 9)
- Cessation and reduction of the use of injurious substances (Law No. 549/1993, Article 3).

Offenses regarding the employment of illegally staying third-country nationals (Article 25-duodecies of the Decree)

- Provisions against illegal immigration (Legislative Decree 286/1998, Article 12, paragraph 3, 3-bis, 3-ter and paragraph 5)
- Employment of illegally staying third-country nationals (Legislative Decree 286/1998, Article. 22, paragraph 12-bis).

Crimes of racism and xenophobia (Article 25-terdecies of the Decree)

- Propaganda and incitement to commit crimes for reasons of racial, ethnic, and religious discrimination (Article 604-bis of the Criminal Code).

Fraud in sports competitions, abusing gambling or betting and games of chance by means of prohibited devices (Article 25-quaterdecies of the Decree)

- Fraud in sports competitions (Article 1, Law No. 401/1989)
- Abuse of gambling or betting activities (Article 4, Law No. 401/1989).

Tax crimes (Article 25-quinquiesdecies of the Decree)

- Fraudulent declaration with invoices or other documents for non-existent transactions (Legislative Decree 74, March 10, 2000, Article 2 par. 1 and 2 -bis)
- Fraudulent declaration by other artifices (Legislative Decree 74, March 10, 2000, Article 3)
- Untrue declaration (Legislative Decree 74/2000, Article 4)
- Failure to make a declaration (Legislative Decree 74 /2000, Article 5)

- Issuance of invoices or other documents for nonexistent transactions (Legislative Decree 74, March 10, 2000, Article 8 par. 1 and 2 -bis)
- Concealment or destruction of accounting documents (Legislative Decree 74, March 10, 2000, Article 10)
- Undue compensation (Legislative Decree 74/2000, Article 10-quater)
- Fraudulent evasion of tax payments (Legislative Decree 74, March 10, 2000, Article 11).

Smuggling crimes (Article 25-sexiesdecies of the Decree)

- Smuggling goods across land borders and customs areas (Article 282 of Presidential Decree No. 73/1943)
- Smuggling goods across border lakes (Article 283 of Presidential Decree No. 73/1943)
- Smuggling goods by sea (Article 284 of Presidential Decree No. 73/1943)
- Smuggling goods by air (Article 285 of Presidential Decree No. 73/1943)
- Smuggling in non-customs areas (Article 286 of Presidential Decree No. 73/1943)
- Smuggling by wrongful use of goods imported with customs facilities (Article 287 of Presidential Decree no. 73/1943)
- Smuggling in customs warehouses (Article 288 of Presidential Decree No. 73/1943)
- Smuggling during camotage and movement (Article 289 of Presidential Decree No. 73/1943)
- Smuggling export goods eligible for duty drawback (Article 290 of Presidential Decree no. 73/1943)
- Smuggling during temporary import or export (Article 291 of Presidential Decree No. 73/1943)
- Smuggling foreign tobacco products (Article 291-bis of Presidential Decree No. 73/1943)
- Aggravating circumstances associated with the crime of smuggling foreign tobacco products (Article 291-ter of Presidential Decree No. 73/1943)
- Conspiracy for the purpose of smuggling foreign processed tobacco products (Article 291-quater of Presidential Decree No. 73/1943)
- Other cases of smuggling (Article 292 of Presidential Decree No. 73/1943)
- Aggravating circumstances associated with smuggling (Article 295 of Presidential Decree No. 73/1943).

Crimes against cultural heritage (Article 25-septiesdecies of the Decree)

- Theft of cultural property (Article 518-bis of the Criminal Code)
- Misappropriation of cultural property (Article 518-ter of the Criminal Code)
- Receiving cultural property (Article 518-quater of the Criminal Code)
- Forgery in private contracts relating to cultural property (Article 518-octies of the Criminal Code)
- Violations regarding the alienation of cultural property (Article 518-novies of the Criminal Code)
- Illegal import of cultural property (Article 518-decies of the Criminal Code)
- Illegal exit or export of cultural property (Article. 518-undecies of the Criminal Code)
- Destruction, dispersion, deterioration, defacement, and illegal use of cultural or landscape goods (Article 518- duodecies of the Criminal Code)
- Counterfeiting works of art (Article 518-quaterdecies of the Criminal Code).

Laundering of cultural property and destruction and looting of cultural and landscape heritage (Article 25-duodevicies of the Decree)

- Laundering of cultural property (Article 518-sexies of the Criminal Code)
- Destruction and looting of cultural and landscape heritage (Article 518-terdecies of the Criminal Code).

Liability of entities for administrative offenses resulting from crime [These constitute a prerequisite for entities operating in the virgin olive oil sector] (Article 12, Law No. 9/2013)

- Adulteration and counterfeiting of food substances (Article 440 of the Criminal Code)

- Trade in counterfeit or adulterated food substances (Article 442 of the Criminal Code)
- Trade in harmful food substances (Article 444 of the Criminal Code)
- Counterfeiting, alteration, or use of distinctive markings of works of art or industrial products (Article 473 of the Criminal Code)
- Introduction into the State and trade of products with false markings (Article 474 of the Criminal Code)
- Fraud in the exercise of trade (Article 515 of the Criminal Code)
- Sale food products that are falsely represented as genuine (Article 516 of the Criminal Code)
- Sale of industrial products with false markings (Article 517 of the Criminal Code)
- Counterfeiting of geographical indications or designations of origin of food and agricultural products (Article 517-quater of the Criminal Code).

Transnational offenses (Article 10, Law No. 146/2006) [The following offenses, if committed transnationally, constitute a prerequisite for the administrative liability of entities]

- Criminal conspiracy (Article 416 of the Criminal Code)
- Mafia conspiracy, including when foreign (Article 416-bis of the Criminal Code)
- Criminal conspiracy for the purpose of smuggling foreign processed tobacco (Article 291-quater of the Consolidated Text referred to in Presidential Decree No. 43 of January 23, 1973)
- Conspiracy for the illicit trafficking of narcotic drugs or psychotropic substances (Article 74 of the Consolidated Text referred to in Presidential Decree No. 309 of October 9, 1990)
- Provisions against illegal immigration (Article 12, paragraphs 3, 3-bis, 3-ter and 5, of the Consolidated Text referred to in Legislative Decree 286 /1998)
- Offense of inducing individuals into not making statements or making false statements to judicial authorities (Article 377-bis of the Criminal Code)
- Aiding and abetting (Article 378 of the Criminal Code).

Entities headquartered within the territory of the State can be held accountable for offenses committed abroad, as specified in Articles 7, 8, 9, and 10 of the Criminal Code. This is applicable when the State where the offense occurred does not take legal action against them.

Additionally, in situations where the law stipulates that an offender can be prosecuted upon the request of the Minister of Justice, the entity is pursued only if such a request is directed towards it (Article 4 of Legislative Decree 231/2001).

1.3 Penalties

The Decree provides for various penalties applicable to entities, identified by the legislator based on the principle of legality.

Monetary penalties are imposed upon confirmation of the legal entity's culpability. The criminal court calculates these penalties according to a "quota" system, determining their amount. The number of quotas may vary from a minimum of one hundred to a maximum of one thousand, taking into account the seriousness of the offense, the company's degree of culpability, and the measures taken to eliminate or mitigate the consequences of the offense, as well as to prevent future offenses. The individual amount for each quota may vary from a minimum of approximately 258 euros to a maximum of approximately 1549 euros, determined on the company's economic and asset conditions.

The fine is subject to reduction in certain circumstances. Firstly, if the perpetrator acted primarily for personal gain or the benefit of others, with minimal or no advantage gained by the corporation. Secondly, if the harm inflicted is minor. Notably, a fine resulting from an offense may be decreased by one-third to one-half if, before the commencement of the first-instance trial, the entity fully compensates for the damage, eliminates the harmful consequences of the crime, or implements effective preventive measures against future offenses.

Conversely, in cases involving offenses under Article 25-sexies of the Decree or administrative offenses, the fine may be increased by up to ten times the amount of any significant profits obtained by the entity through its conduct.

Disqualifying penalties are applied in specific cases of severe offenses and encompass various restrictions, including:

- Prohibition from conducting the company's business activities
- Suspension or revocation of authorizations, licenses, or concessions linked to the commission of the offense
- Prohibition from entering into contracts with the public administration, except when necessary for obtaining public services
- Exclusion from facilitations, financing, contributions, or subsidies, with the possibility of revoking those previously granted
- Prohibition from advertising goods or services.

However, these disqualifying penalties may be averted or rescinded if, before the initiation of the first-degree trial, the entity has:

- Compensated or rectified the damage
- Eliminated or demonstrated efforts to eliminate the harmful or hazardous consequences of the offense
- Made the proceeds of the crime available to the Judicial Authority for confiscation
- Addressed organizational deficiencies that led to the offense by adopting suitable organizational models to prevent future crimes.

The duration of disqualifying penalties ranges from three months to two years and specifically pertains to "*the activity related to the offense committed by the entity.*" Additionally, the court may impose these penalties as a precautionary measure if there are substantial indications of the entity's liability and specific elements indicating a real risk of committing crimes similar to the one being prosecuted.

Furthermore, there is a provision for **confiscation**, which involves the state acquiring money, property, or other resources equivalent to the price or profit obtained from a crime. However, this measure excludes the portion of the money or proceeds that can be returned to the victim. Confiscation is consistently applied in conjunction with a conviction.

Publication of the judgment may be mandated when an entity is subject to a disqualifying penalty. This involves posting the judgment in the municipality where the entity has its main office and publishing the information on the Ministry of Justice's website.

1.4 The Organization, Management and Control Model

According to the Decree, companies can be exempted from penalties if they demonstrate the implementation and effective adherence to **Organization, Management and Control Models** capable of preventing the specified crimes. However, the personal liability of the individual offender remains unaffected.

The Legislature has recognized a value of exemption for Organization, Management and Control Models that have been adapted to prevent the specific offenses, provided that they have been adopted and effectively implemented. The Decree also establishes the requirements that these models must meet, including:

- Identifying activities susceptible to offenses outlined in the Decree
- Providing specific protocols for planning and executing company decisions related to offense prevention
- Defining methods of managing financial resources to prevent offenses

- Imposing obligations to report to the supervisory body overseeing the Model
- Introducing a disciplinary system to penalize noncompliance with the Model's measures.

If an offense is committed by individuals in representative, administrative, or managerial roles within the company or an autonomous organizational unit with financial and functional independence, as well as those exercising control, the company is not held liable if it can prove that:

- The management previously adopted and effectively implemented an adequate Model to prevent similar offenses
- A company body with autonomous powers of initiative and control has been appointed to supervise the operation and compliance with the Model
- The perpetrators of the offense have fraudulently circumvented the Model
- Oversight of the Model by the control body has not been neglected or insufficient.

In the event that the crime is committed by individuals under the management or supervision of the aforementioned figures, corporate liability exists if the offense resulted from a failure to meet management and supervision obligations. However, such failure is exempted if the company, before the crime occurred, implemented and effectively executed an adequate model to prevent offenses of a similar nature.

2 The Levoni Group

The Levoni Group, a multinational company operating in the processing and marketing of deli meats and sausages derived from pork, as well as other consumer products, has stood as a symbol of excellence in the deli meat industry for over a century. Rooted in the Italian charcuterie tradition, the company upholds a philosophy centered on craftsmanship and quality, attested by the "100% Made in Italy" designation of its products.

Founded in 1911 by Ezechiello Levoni on the outskirts of Milan, the company relocated to Castellucchio (Mantua) after a few years. Today, the Group is still under the leadership of the Levoni family, employing more than 700 individuals across 5 production sites. Its deli meats are distributed to 10,000 customers in Italy and 50 countries worldwide.

Levoni S.p.A, as the parent company, provides strategic and market direction for the Group. The Group consists of subsidiaries MEC Carni S.p.A. and MCS S.r.l. (controlled by MEC Carni S.p.A.), which are both under Italian law, two subsidiaries in the United States (Levoni America Corporation and Levoni Re Management), and Swiss subsidiary Carlo Foppa Sa.

2.1 Mec-Carni S.p.A.

MEC Carni, a wholly owned subsidiary of Levoni S.p.A., stands as one of the most advanced and globally recognized pork slaughtering and sectioning facilities. Established in 1976, the company processes over 14,000 pigs per week, amounting to more than 710,000 annually. Operating exclusively at the Marcaria facility, MEC Carni plays a crucial role as the primary supplier of pork products to its parent company, Levoni, while also catering to the broader market.

Beyond its slaughtering operations, the company boasts a curing warehouse for cured hams under the PDO Prosciutto di Parma brand in Corniglia (Parma). The resulting products are marketed under the Mec-Carni brand or distributed to third parties prior to the completion of the curing process.

As outlined in its Articles of Association, MEC Carni's primary objectives include:

- Engaging in the food industry as a whole, specifically focusing on the breeding and slaughtering of pigs and cattle; the production of deli meats and their derivatives for both retail and wholesale trade, including all inherent and consequential processing activities; the utilization and reprocessing

of materials derived from the above-mentioned processes; retail and wholesale trade of food products in general; and providing services to subsidiary, associated, or parent companies, including labor loan services

- Facilitating commercial intermediation and distribution relationships domestically and internationally
- Establishing and managing warehouses for third parties, along with handling the transportation of goods both for self-account and on behalf of third parties.

2.2 Corporate governance

The Company has adopted a traditional corporate governance model.

The Board of Directors consists of four members, including one with the role of. The Board is vested with the broadest powers for ordinary and extraordinary management and has the authority to carry out all actions it deems appropriate for the implementation and achievement of the Company's purposes, excluding only those that the law or the Bylaws strictly reserve to the exclusive jurisdiction of the Shareholders' Meeting.

The Chairman of the Board of Directors, without limitation, and the members of the Board of Directors possessing delegated powers, officially represent the Company within the limits of the delegation.

The governing body may appoint general, administrative, and technical directors, determining their duties and possible salaries, as well as attorneys for individual business or categories of business.

The Board of Directors, where it deems it appropriate and where the shareholders' meeting has not already done so, may appoint an Honorary President the maximum duration of three fiscal years. The Honorary President, chosen from existing members with a long history of service to the Company, is not entitled to representation rights and voting privileges in the Board and Shareholders' Meetings.

A Board of Statutory Auditors is also appointed and is responsible for supervising legal and bylaw compliance, adherence to the principles of proper administration, and the adequacy of the Company's organizational structure and internal control system.

Finally, accounting control is entrusted to an external auditing firm.

2.3 The internal control system

In the construction of Mec-Carni's Model, consideration was given to the Company's organizational governance instruments that ensure its operation. These include:

- **Bylaws**, which include various provisions relating to corporate governance aimed at ensuring the proper conduct of management activities
- An **organizational system**, which forms an integral part of this Model. It encompasses organizational structures/positions and areas of responsibility outlined in the organizational chart. The organizational system must comply with the following requirements: (i) Clarity, formalization and communication, with a focus on the assignment of responsibilities, the definition of hierarchical lines, and the assignment of operational activities; (ii) Separation of roles to avoid functional overlaps and the concentration of critical or high-risk activities on any one person. To ensure these requirements are met, the Company uses organizational tools (charts, communications, codified procedures, etc.) marked by general principles of: (i) Awareness within the Company; (ii) Clear description of reporting lines; (iii) Clear and formal demarcation of roles with description of the tasks and responsibilities assigned to each function
- A **system of delegated powers of attorney**, encompassing both internal authorizing powers that underpin the company's operational decision-making processes and powers of representation for signing deeds or documents to be used externally, capable of binding the Company. The delegations of

authority must adhere to the following requirements: (i) Be clearly defined and formally assigned through written communications; (ii) Be aligned with the delegated responsibilities and tasks and with the positions held within the organizational structure; (iii) Provide for limits of exercise consistent with the roles assigned, paying particular attention to spending powers and the authorization or signature of operations and acts deemed at risk within the company; (iv) Be updated as a result of organizational changes

- The **Code of Ethics**, a set of general rules and principles governing the conduct of all internal and external parties who have a direct or indirect relationship with Mec-Carni. Violations result in penalties outlined in the disciplinary system of the Model
- A **procedural system**, consisting of guidelines, regulations, procedures, and internal communications aimed at regulating relevant processes clearly and efficiently, and providing operating methods and control principals for the performance of company activities. Formalized internal procedures must provide for: (i) Adequate dissemination within the corporate structures involved; (ii) Regulation of the ways in which activities are carried out; (iii) Clear definition of roles and responsibilities; (iv) Traceability of decision-making and authorization processes, operations, and transactions through adequate documentary supports that attest to the characteristics and reasons behind actions, identifying the persons involved in the operation in various capacities; (v) The objectification of decision-making processes through the provision, where possible, of defined reference criteria and methodologies for making business decisions; (vi) The provision of specific control mechanisms to ensure the integrity and completeness of data managed and information exchanged within the organization.

2.3.1 Certified management systems

To ensure operational excellence and the quality of the products marketed, the Company has implemented the following management systems and obtained the relevant certifications:

- Management system for food safety certified according to **HACCP** and **BRC (British Retail Consortium) standards**
- Food supply chain traceability system certified according to the **ISO 22005:2008 standard**
- **Certification of PDO products** issued by the certifying bodies appointed by the Ministry of Agricultural, Food and Forestry Policies
- The **DTP 109** certification, which guarantees no use of antibiotics in the animal's final 4 months of life
- **Animal welfare certification acquired** in accordance with standard **DTP 130**, ensuring that products originate from animals raised, transported, and processed under more rigorous welfare conditions than those stipulated by current regulation.

2.4 Relations with Group companies

Mec-Carni maintains commercial relationships with Group companies with registered offices both in Italy and abroad. These relationships may involve activities and operations that fall within the scope of risk as outlined in the Special Section of this Model.

Specifically, intercompany relations concern the following activities:

- Commercial relationships with the parent company and other Group companies related to the purchase and sale of meat and/or finished products
- Administrative, HR, and IT services received by the parent company
- Intercompany financing.

Transactions with Group companies:

- Are conducted on an arm's length basis
- Take place in accordance with the provisions of the Code of Ethics and this Model

- Must be governed by specific formalized agreements, communicated to the Company's Supervisory Board.

3 Mec-Carni's Organizational Model

3.1 Adoption and revision of the Model

The Company adopted the first edition of the Organization, Management and Control Model by resolution of the Board of Directors on December 20, 2017, and subsequently updated it by resolutions of the Board of Directors, most recently on December 18, 2023.

Amendments and additions to this Organizational Model are made by the administrative body, also upon information from the Supervisory Board, which is responsible for updating it.

3.2 Objectives pursued

With the premise of operating under conditions of fairness and transparency in the conduct of company business and in line with company policies, the Company is committed to adopting and periodically updating an Organization, Management and Control Model.

In particular, through the adoption of the Model, the Company aims to:

- Inform all individuals working in the name and on behalf of the Company, especially those in "sensitive areas," about the potential consequences of breaching the provisions outlined in the Model. This includes the risk of incurring criminal penalties against individuals and "administrative" penalties that can be imposed on the Company
- Disseminate a business culture marked by legality, emphasizing the Company's condemnation of any illegal behavior that deviates from the provisions of the law, the corporate culture, and the ethical principles guiding its activities
- Ensure the Company has the capacity to act promptly to prevent or counteract planned crimes. In cases where a crime has already occurred, the aim is to act swiftly to significantly reduce the associated damages
- Improve the governance and image of the Company by effectively allocating powers, formulating decisions, implementing controls, and providing accurate and truthful internal and external information.

The drafting of this Model is inspired by the guidelines issued by **Confindustria**, as updated over time.

3.3 Recipients of the Model

The principles and provisions outlined in this document must be followed by:

- Members of the Board of Directors
- Executives
- Employees
- All individuals, whether employees or not, who work directly or indirectly for the Company. This includes consultants, collaborators, agents, suppliers, and any partners, especially when their involvement relates to activities in which there is a conceivable risk of committing one of the predicate offenses outlined in the Decree
- Those who act under the direction or supervision of top management within the scope of their assigned tasks and functions.

The individuals identified above are hereinafter referred to as "Recipients."

3.4 Development and maintenance of Mec-Carni's Model

The process of preparing and subsequently updating the Model involved the following activities:

- Gathering and examining company documentation and contextual information
- Identifying and analytically examining processes and sensitive activities
- Identifying existing internal rules and protocols, whether formalized or not, specifically focusing on activities identified as at risk of criminal conduct
- Formulating and updating appropriate control safeguards
- Creating and updating of the Organization, Management and Control Model.

The individual activities carried out during each phase are briefly described below:

Gathering and examining company documentation

In this phase, the most relevant corporate documentation was analyzed. The documents scrutinized included, but were not limited to:

- Bylaws
- Organization chart
- Chamber of commerce company registration
- System of proxies and powers of attorney
- Formalized policies, manuals, procedures, and protocols
- Relevant contracts
- Other.

Identification and analytical examination of sensitive processes and activities

The preparation of the Model incorporates a crucial risk assessment activity, as mandated by Article 5, paragraph 2, of Legislative Decree 231/2001. This process aims to "identify the activities within the scope of which crimes may be committed" and to "provide specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the crimes to be prevented."

In pursuit of this objective, the Company has conducted a comprehensive analysis of activities susceptible to the risk of criminal conduct. The activities have been categorized by type of crime and are detailed in the following sections. This analysis encompasses potential criminal activities that could be committed by the company, its administrative bodies, employees, and individuals falling under the purview of Article 5 of the Decree.

Identification of areas and processes at risk was facilitated through meetings and interviews with managers overseeing sensitive activities and processes, or with company figures with knowledge of the operation of each process analyzed.

Identification of existing internal rules and protocols

For each identified sensitive activity, a comprehensive assessment was conducted, noting and preliminarily evaluating the control mechanisms and existing elements of compliance with regard to potential crimes, namely:

- The existence of formalized procedures and policies
- The traceability of operations through adequate documentary/informative supports
- The segregation of duties

- The existence of formalized proxies consistent with assigned organizational responsibilities
- Other controls.

Identification of adequate control safeguards

For each identified sensitive activity, the minimum control measures necessary for the prevention of crimes outlined in the Decree or for the mitigation of the risk of their commission were defined.

Creation and updating of the Organization, Management and Control Model

Mec-Carni's Organization, Management and Control Model, in accordance with Legislative Decree 231/2001, was crafted and subsequently updated. The Model is articulated in all its components and operating rules and is designed to prevent the predicate offenses specified within the Decree.

3.5 The structure of Mec-Carni's Model

The Model consists of a General Section and the following Special Sections aimed at safeguarding the risk activities identified above:

Special Section A: Offenses against the Public Administration and its assets, crimes of bribery among private individuals, inducing individuals into not making statements or providing false statements to Judicial Authorities, and smuggling

Special Section B: Cybercrimes, unlawful data processing, and infringement of copyright

Special Section C: Crimes of receiving stolen goods, money laundering, and use of money, goods, or benefits of illicit origin, as well as self-laundering and organized crime offenses

Special Section D: Crimes against industry and commerce

Special Section E: Corporate crimes, tax crimes and smuggling

Special Section F: Offenses against the individual and crimes regarding the employment of illegally staying third-country citizens

Special Section G: Manslaughter and grievous or very grievous bodily harm committed in violation of the rules protecting occupational health and safety

Special Section H: Environmental crimes.

The risk profiles associated with offenses such as forgery of money, public credit cards, revenue stamps, and recognition instruments, crimes related to terrorism or subversion of democratic order, market abuse, female genital mutilation practices, offenses involving non-cash means of payment, racism and xenophobia, fraud in sports competitions, abusive gaming or betting, gambling by means of devices, laundering of cultural property, destruction and looting of cultural and scenic heritage, and crimes against cultural heritage are collectively addressed and safeguarded by the provisions outlined in the Code of Ethics and the general safeguards established in the Company's Organizational Model.

3.5.1 Mec-Carni's sensitive activities

In accordance with the provisions of the Decree and with the methods outlined above, the Company's "sensitive" activities have been identified, taking into account Mec-Carni's current operations and existing organizational structure.

The main activities and business processes that may constitute an opportunity or a way of carrying out the types of offenses referred to in the Decree are:

- Management of commercial activities
- Management of relations with the PA and inspection visits
- Production management (Quality and PDO)
- Management of judicial and extrajudicial disputes
- Acquisition and management of public financing
- Managing the purchasing of pigs
- Selection and management of agents and intermediaries
- Personnel selection and management
- Selection and management of subcontractors
- Relations with certification bodies
- Management of purchases of goods and services
- Management of financial flows
- Management of intercompany relations
- Management of expense reports and entertainment expenses
- Sponsorships, gifts, and donations
- Accounting, budgeting, and taxation
- Relations with supervisory bodies
- Corporate secretariat and extraordinary transactions
- Information security management
- Management of the prevention and protection system
- Management of activities with environmental impact

3.6 Internal reporting channels (Whistleblowing)

Article 6 paragraph 2-bis of Legislative Decree No. 231/2001 stipulates that the Organization, Management and Control Model adopted by the Company must provide for internal reporting channels pursuant to Legislative Decree No. 24/2023 implementing EU Directive 2019/1937 of the European Parliament and of the Council of October 23, 2019, on the protection of persons who report breaches of Union law.

Pursuant to Legislative Decree 24/2023, violations subject to reporting concern conduct, acts, or omissions that harm the interest or integrity of the Company and consist of:

- Administrative, accounting, civil or criminal offenses
- Unlawful conduct under Legislative Decree 231/2001 or breaches of the Organization, Management and Control Models adopted under Legislative Decree 231/2001
- Offenses falling within the scope of European Union acts relating, but not limited to, the following areas: Public procurement; financial services; products and markets and prevention of money laundering and terrorist financing; product safety and compliance; environmental protection
- Acts or omissions affecting the financial interests of the European Union and/or concerning the internal market.

Reports will be processed in accordance with the Whistleblowing Policy established by the Company, facilitating the submission of reports concerning violations witnessed by the reporter within the scope of their work environment and/or professional activities.

Both written and oral reports can be submitted through an IT platform. This platform ensures, through the implementation of encryption tools, the confidentiality of the reporter's identity, as well as the content of the report and associated documentation. The platform is accessible at the following address:

<https://wb.levoni.it/#/>

The Company ensures the safeguarding of the reporter against any form of retaliation and/or discrimination, as outlined in Article 17 of Legislative Decree 24/2023. This protection against retaliatory acts extends to all

individuals broadly associated with the organization and/or person of the reporter, as defined in Article 3 of Legislative Decree 24/2023.

The protective measures for whistleblowers are implemented in accordance with the provisions set forth in Chapter III of Legislative Decree 24/2023.

In cases where reports are submitted by individuals who have disclosed their personal details in bad faith and/or contain slanderous or defamatory content, the measures specified in Section 7 below, titled "The Disciplinary System," will be activated. Additionally, appropriate legal actions for protection will be assessed. It is important to note that outside the instances of liability for slander or defamation, the act of submitting a report within the scope of this procedure does not constitute a breach of the obligations arising from the employment relationship.

4 The Supervisory Board

The Company has designated the responsibility of overseeing the operation of the Model and ensuring compliance with it to a Supervisory Board (SB). The SB, outlined with the requirements detailed below, is established to facilitate the effective and efficient implementation of the Model.

In adherence to regulatory stipulations within the Decree, the Company has chosen a collegial composition for the Board, consisting of two members, with a mandatory requirement that at least one member is external.

The term of office for the Supervisory Board is three years, unless otherwise specified in the resolution appointing the SB.

The remuneration for the members of the Supervisory Board is determined by the Board of Directors at the time of appointment and is applicable for the entire term of office.

4.1 Requirements of the Supervisory Board

The members of the Supervisory Board must fulfill the criteria outlined in the Confindustria Guidelines, specifically focusing on the following:

Autonomy and independence: The Board should maintain autonomy and independence, avoiding any interference or pressure from top management. It should not be involved in operational activities or management decisions. The Supervisory Board and its individual members should not be in a conflict-of-interest situation, and no tasks compromising autonomy should be assigned to the SB as a whole or its individual members.

The requirement of autonomy and independence extends to the absence of parental ties and hierarchical dependence with top management or individuals with operational powers within the Company.

The Supervisory Board should report to the company's top operational management and engage in a dialogue with them as equals.

Professionalism: Members must possess the necessary tools and techniques for the effective performance of their assigned activities. The professionalism and authority of the Board are tied to its professional experience. Candidates' resumes and previous experience are carefully examined, with a preference for profiles demonstrating specific expertise in the field.

Continuity of action: The Supervisory Board must consistently carry out necessary activities for Model supervision with commitment and investigative powers, holding meetings at least quarterly.

Honorability: Members should meet criteria related to eligibility, revocation, suspension, or disqualification from the Supervisory Board function, as specified below.

The above requirements must be verified at the time of appointment by the Board of Directors.

4.2 Causes of ineligibility, revocation, suspension, and disqualification

The Company's Board of Directors has explicitly defined the causes of ineligibility for members of the Supervisory Board. Accordingly, individuals meeting any of the following criteria cannot be elected:

- Individuals convicted with a sentence, even if not final, including sentences with a penalty applied through plea bargaining, and conditionally suspended sentences, without prejudice to the effects of rehabilitation, for:
 - 1) Imprisonment for a term of not less than one year for crimes outlined in Royal Decree No. 267 of March 16, 1942
 - 2) Imprisonment for a term of not less than one year for crimes specified in rules governing banking, financial, securities, insurance activities, and regulations governing securities and markets, payment instruments
 - 3) Imprisonment for a term of not less than one year for crimes against Public Administration, public faith, property, public economy, or crimes in the field of taxation
 - 4) Any non-negligent crime leading to imprisonment for a term of not less than two years
 - 5) For any of the crimes set forth in Title XI, Book V of the Civil Code as reformulated by Legislative Decree No. 61 of April 11, 2002
 - 6) Crimes that imply or have previously led to disqualification, including temporary disqualification, from public office or executive offices of legal persons and companies
 - 7) One or more offenses among those exhaustively provided for in the Decree, even if convicted with sentences lower than those indicated in the previous points
- Those against whom one of the prevention measures provided for in Article 10, paragraph 3, of Law 575/1965, as replaced by Article 3 of Law 55/1990 and subsequent amendments, has been definitively applied.
- Those against whom the ancillary administrative penalties provided for in Article 187-quater D. Legislative Decree 58/1998 have been definitively applied
- If there are any conflicts of interest, including potential conflicts, with the Company that could compromise the independence required by the role and duties of the Supervisory Board.

Any revocation of the members of the Board must be resolved by the Board of Directors of the Company and may be ordered exclusively for reasons related to serious failures to comply with the mandate assumed, including breaches of confidentiality obligations, as well as for the intervening causes of forfeiture listed below.

The members of the Supervisory Board also forfeit their office if any of the following occur subsequent to their appointment:

- They are convicted by final judgment or plea bargaining for any of the offenses stipulated in numbers 1 to 7 of the conditions of ineligibility indicated above
- They breach confidentiality obligations strictly related to the performance of their duties.

The members of the SB are, in addition, suspended from exercising their functions in the cases of:

- Conviction by non-definitive judgment for one of the crimes indicated in numbers 1 to 7 of the conditions of ineligibility indicated above
- Application of a personal precautionary measure

- Application at the request of the parties of one of the sentences indicated in numbers 1 to 7 of the conditions of ineligibility indicated above
- Provisional application of one of the prevention measures provided for in Article 10, par. 3, of Law No. 575 of May 31, 1965, as replaced by Article 3 of Law No. 55 of March 19, 1990, as amended.

In the event that one or more members of the Supervisory Board cease to serve in the course of the Company's business, the Board of Directors is instructed to replace them. The term of office for replacements corresponds to that of the individuals they are replacing.

4.3 Duties of the Supervisory Board

The Board of Directors annually allocates an expense budget to the Supervisory Board for its duties. However, the Supervisory Board is authorized to autonomously commit resources exceeding its spending powers, in line with company procedures, in cases of exceptional and urgent situations, with the obligation to promptly inform the Board of Directors.

To execute its delegated tasks, the Supervisory Board can leverage all Company functions. It may collaborate with internal functions, structures, or external consultants, utilizing their expertise and professionalism.

The activities of the Supervisory Board encompass:

- Supervising the effectiveness of the Model, ensuring its alignment with concrete rules in sensitive areas
- Periodically verifying Model compliance across all company functions, ensuring the defined safeguards prevent risks of crimes
- Ensuring compliance with the Code of Ethics by all individuals operating within the Company
- Reporting updates to the Model to the Board of Directors, aligning with legal changes, jurisprudence, or organizational shifts
- Overseeing the proper functioning of control activities in sensitive areas, promptly reporting any anomalies or dysfunctions in the Model
- Evaluating and proposing disciplinary penalties, in coordination with relevant functional area heads.

4.4 Information flows

Information flows constitute a crucial element of an internal control system, and they should be directed through suitable corporate communication processes. The range of information that may require sharing extends beyond economic and financial aspects to encompass production, business activities, and regulatory matters. All Recipients of this Model are obliged to notify the Supervisory Board (SB) of any acts or behaviors that could lead to a breach or evasion of the Company's ethical principles, along with sensitive activities pertinent to the Decree. This obligation arises from reporting or information.

4.4.1 The reporting of the SB

To ensure complete autonomy and independence in executing its functions, the Supervisory Board communicates information regarding the Model's implementation and the emergence of critical issues to the Company's Board of Directors through two reporting channels:

- On an ongoing basis
- On an **annual basis**, by means of a written report to the Board of Directors and the Board of Statutory Auditors. This report comprehensively details the activities undertaken during the reference period, including conducted controls, achieved results, and any proposed Model updates.

Annually, the Supervisory Board prepares a plan for the upcoming year, outlining activities, areas to be audited, intervention timings, and priorities.

Within the scope of sensitive activities, the Supervisory Board may also carry out inspections that are not provided for in the intervention plan (so-called "surprise inspections") if it deems it necessary for the performance of its functions.

The Supervisory Board is entitled to request to be heard by the Board of Directors, or the Administrative Board, when interaction is deemed appropriate. Additionally, the SB has the right to seek clarifications and information from the Board of Directors.

Similarly, the Supervisory Board may be convened at any time by the Board of Directors to report on particular events or situations relating to the operation of and compliance with the Model.

The meetings of the Board must be minuted and copies of the minutes must be kept by the Supervisory Board.

4.4.2 Obligations to report to the SB

The Supervisory Board serves as the Recipient for any information, documentation, or communication, including from third parties, related to Model compliance.

All Model Recipients must report to the SB.

The SB defines the periodic documentation to be submitted, and it must mandatorily receive:

- Measures and/or information from judicial and police authorities or any competent body indicating investigations, particularly against unknown persons, for offenses outlined in the Decree, concerning the Company
- Notifications of visits, inspections, and investigations initiated by relevant bodies (regions, regional bodies, and local authorities), along with any subsequent findings and imposed penalties
- Requests for legal assistance from internal Company subjects when legal proceedings are initiated for Decree-specified crimes
- Reports from corporate structures as part of their control activities, highlighting critical elements concerning Decree regulations
- Periodic updates related to the effective implementation of the Model in all at-risk areas/corporate functions
- Periodic updates on effective compliance with the Code of Ethics at all company levels
- Information on the development of activities in risk-prone areas
- The system of proxies and powers of attorney adopted by the Company.
-

For any reports, information, or news related to potential violations of Legislative Decree 231/2001 or the Model and the Code of Ethics, it is essential to promptly inform the SB through the channels outlined in Section 3.6 "Internal reporting channels (Whistleblowing)."

Information flows to Mec-Carni's Supervisory Board can be sent via email to:

odv231@mec-carni.it

or physical mail to:

**Supervisory Board of Mec-Carni S.p.A.
Via Virgilio, 22
46010 Marcaria (Mantua)**

The Supervisory Board ensures the utmost confidentiality with regard to any news, information and reports received, under penalty of revocation of the mandate, subject to the requirements inherent to the performance its duties and in any case in line with the reference regulatory provisions.

5 Communication and Training

5.1 General principles

The Company, for the purpose of effective implementation of the Model, ensures the widest dissemination of the Model among all Recipients and guarantees adequate knowledge and dissemination of the rules of conduct contained therein.

To achieve this, the Company conducts training sessions over time, incorporating mandatory, reiterative, and diversified criteria.

Training and communication are managed by the CEO assisted by the HR Department and the SB, in close coordination with the Heads of the functions involved in the application of the Model.

5.2 Communication

This Model is communicated to all company resources through a communication by the CEO.

All Employees and Senior Executives must sign the Company Regulations, which refer explicitly to this Model. A copy is available to them in the company network.

New employees receive an information set containing the Model and the Code of Ethics, ensuring they have access to crucial knowledge.

All subsequent changes and information concerning the Model will be communicated to company resources through official information channels.

5.3 Training

Participation in training activities aimed at disseminating knowledge of the regulations outlined in the Decree, the Organization, Management and Control Model, and the Code of Conduct is mandatory.

The training is tailored to the qualifications of the Recipients, the risk level of their operational areas, and whether they hold representative functions. The content and delivery methods of the courses are designed accordingly.

Training sessions cover topics such as the regulatory context, the Company's Ethical Principles, and its Organization, Management, and Control Model, including the Special Section.

Unjustified absence from training sessions is considered a disciplinary offense, in accordance with the provisions of the Disciplinary System detailed below.

5.4 Disclosure to third parties

The Company enforces knowledge and compliance with the Model on "Third Party Recipients," including Consultants, Collaborators, Suppliers, Agents, and any Business Partners. This is achieved through specific contractual clauses that stipulate termination of negotiation obligations in case of non-compliance with established ethical principles.

7 The Disciplinary System

7.1 General principles

The establishment of a disciplinary system to address non-compliance with the rules outlined in the Model is a crucial requirement mandated by Legislative Decree 231/2001. This is essential for securing exemption from administrative liability for Entities and ensuring the effectiveness of the Model.

The disciplinary system is designed to penalize breaches of the principles and obligations outlined in this Model, as well as infringements of the obligations specified in Legislative Decree 24/2023. The imposition of disciplinary penalties for Model violation is independent of potential criminal proceedings and the outcome of resulting judgments for offenses covered by the Decree.

Upon receiving notification of a Model violation from the Supervisory Board, an assessment procedure is initiated in accordance with the provisions of the employee's relevant CCNL. The assessment procedure is conducted by the corporate bodies responsible for imposing disciplinary penalties, considering factors such as the gravity of the behavior, the potential recurrence of the failure, or the degree of culpability.

Mec-Carni, through the designated bodies and functions, ensures the consistent, impartial, and uniform imposition of penalties proportionate to the respective Model violations, complying with current regulations governing labor relations. The specific penalty measures for various professional roles are detailed below.

It's important to note that, as per the provisions of Legislative Decree 24/2023, Recipients are prohibited from engaging in direct or indirect acts of retaliation or discrimination against the reporter for reasons directly or indirectly related to the report.

In this context, it is emphasized that disciplinary penalties are established:

- In case of non-compliance with the measures and principles set forth in the Model
- When retaliatory or discriminatory actions are ascertained, or when hindrance or attempts to hinder reporting occur, or when the reporter's obligation of confidentiality is violated
- When reporting channels have not been established, procedures for making and handling reports have not been adopted, or the adoption of such procedures does not comply with those referred to in Articles 4 and 5 of Legislative Decree 24/2023. This includes cases where the verification and analysis of received reports have not been carried out
- Against those who maliciously or grossly negligently make reports that are found to be unfounded.

7.2 Penalties against employees

Conduct by employees that results in:

- The violation of individual behavioral rules deduced in this Model, the Code of Ethics, and the corporate rules and protocols adopted by the Company
- The violation of the measures put in place to protect whistleblowers referred to in Legislative Decree 24/2023
- The submission of unfounded reports with malice or gross negligence

Constitutes a disciplinary offense.

The penalties that can be imposed on employees are adopted in compliance with the procedures provided for by the applicable regulations, in particular, express reference is made to the categories of sanctionable acts

provided for by the sanctioning apparatus set forth in the National Collective Bargaining Agreement for workers in the food industry (hereinafter CCNL).

In application of the principle of proportionality, depending on the seriousness of the infraction committed, the following disciplinary penalties are provided for:

- **Verbal warning:** Applicable for the most minor non-compliance with the principles and rules of behavior provided for in this Model, correlating said behavior to a minor non-compliance with contractual rules or directives and instructions given by management or superiors
- **Written warning:** Applicable in the event of a recurrence of the violations referred to in the previous point
- **Fine or suspension from service and pay:** Applicable in instances of non-compliance with the principles and rules of conduct outlined in this Model. It is triggered by conduct that fails to align with or falls short of the Model's requirements to a significant degree, including repeated offenses. Such conduct encompasses the violation of obligations to report to the Supervisory Board regarding the commission of crimes, including attempted ones, as well as any breach of the Model. The same penalty will be enforced for recurrent non-participation (without justification) in the training sessions provided by the Company over time, related to the Decree, the Organization, Management and Control Model, and the Code of Corporate Conduct adopted by the Company. The fine imposed may not exceed the equivalent of three hours' pay. Suspension from duty and pay, reserved for major misconduct, is limited to a maximum of three days
- **Dismissal for disciplinary reasons:** when an individual consciously engages in behavior contrary to the provisions of this Model, which, even if merely likely to constitute an offense under the Decree, undermines the fundamental element of trust inherent in the employment relationship, or is sufficiently serious to preclude the continuation of the relationship, even temporarily. Examples of intentional conduct that may lead to this penalty include:
 - The creation of incomplete or untrue documentation (e.g., documents addressed to the Public Administration, accounting documents, etc.)
 - Failure to prepare the documentation required by the Model
 - Violation of the measures to protect the confidentiality of the reporter provided for by the Model and Legislative Decree 24/2023
 - The malicious or grossly negligent creation of reports of unlawful conduct that is found to be unfounded
 - The adoption of discriminatory measures against individuals who make reports of unlawful conduct
 - The violation or circumvention of the control system provided for by the Model carried out in any way, including the removal, destruction, or alteration of documentation inherent in the procedure, obstruction of controls, and prevention of access to information and documentation by the persons in charge of controls or decisions.

3. Penalties against executives

Executives found in violation of the principles and rules of conduct outlined in this Model, engaging in behavior inconsistent with the specified requirements, and breaching measures designed to protect whistleblowers or submitting unfounded reports with malice or gross negligence, will be subject to disciplinary measures. The severity of the violation will determine the extent and nature of the disciplinary action.

In the most severe instances, termination of employment is prescribed, considering the unique fiduciary relationship that exists between executives and the employer.

The following also constitute disciplinary offenses for executives:

- Failure to oversee the proper application of the rules outlined in the Model by hierarchically subordinate workers

- Violation of obligations to inform the Supervisory Board about the commission of relevant crimes, even if attempted
- Violation of the rules of conduct outlined in the Model
- Conducting themselves, during the performance of their duties, in ways that do not conform to their role and degree of independence recognized by the Company
- Violation of the whistleblower protection measures set forth in Legislative Decree 24/2023
- Submission, with malice or gross negligence, of reports that are found to be unfounded.

4. Penalties against directors, statutory auditors, and external auditors

The Board of Directors, promptly notified by the Supervisory Board and in collaboration with the Board of Statutory Auditors, holds the authority to apply any appropriate measures permitted by law against Directors who have:

- Breached this Model
- Breached the measures put in place to protect whistleblowers
- Made unfounded reports with malice or gross negligence

Penalties will be determined by the severity and consequences of the action and degree of culpability, and include:

- Formal written warning
- Financial penalty, taking into account the seriousness of the act, equal to the amount of two to five times the emoluments calculated on a monthly basis
- Total or partial revocation of any powers of attorney.

7.5 Penalties against third parties

Any breach of the stipulations outlined in the Model by consultants, collaborators, suppliers, agents, and business partners, or individuals temporarily categorized as Recipients of the Model, shall incur penalties imposed by the appropriate authorities. These penalties will be administered in adherence to internal corporate regulations and in accordance with contractual clauses specified in the relevant agreements. Furthermore, conventional penalties, as outlined, may be applied, potentially leading to the automatic termination of the contract (pursuant to Article 1456 of the Civil Code), without prejudice to compensation for damages.