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**ORGANISATION AND MANAGEMENT
MODEL
PURSUANT TO LEGISLATIVE DECREE
231/01**

Preamble

Always sensitive to the need to ensure conditions of fairness and transparency when conducting business, MIONETTO has deemed it consistent with its corporate policies to adopt this organisation and management model pursuant to Legislative Decree 231/2001.

This initiative, which goes hand in hand with issuing the Code of Ethics, was taken in the belief that implementing and applying an organisational model, even if optional, can be a valid tool for raising awareness among all those working in the name and on behalf of the Company. Thus ensuring a competitive advantage resulting from the fact that it wants to be an “intrinsically lawful company”, even going beyond mandatory legal requirements.

The main purpose of the organisational model is preventive. It aims to organise the company in a way that does not generate or conceal unlawful conduct. The primary objective is to prevent the various types of offences contemplated by Legislative Decree 231/2001 being committed; through a system of organisational and control procedures designed to protect the company against illegal conduct committed internally, making the existing corporate governance system more effective.

This organisational model is also a tool for raising the awareness of the shareholders, administrative and control bodies, employees, collaborators and stakeholders of MIONETTO (meaning suppliers, customers, commercial and contractual partners, consultants) so that their behaviour is consistent with the ethical values inspiring the Company in the pursuit of its corporate purpose and, in any case, in order to prevent the risk of offences being committed.

The organisational model also aims to disseminate and declare a business culture based on legality and control of all the company’s decision-making and operational phases. These prerogatives are pursued by adopting appropriate measures to preserve compliance with the principles of fairness and transparency when making decisions; the presence of preventive and subsequent controls that enable identification of illegal conduct or symptomatic of illegal intentions achieved when performing corporate activities; and, more generally, situations of risk or conflict with the ethical values and principles of conduct set out in this Model. MIONETTO management will be happy to provide any clarifications on the contents of this organisational model.

Summary

BOOK I	9
GENERAL PART	9
1 LEGISLATIVE DECREE 231/01	10
1.1 The system of administrative liability for legal entities, companies and associations.....	10
1.2 Criteria for imputation of responsibility	22
1.2.1. Objective imputation criteria	22
1.2.2. Subjective imputation criteria	23
1.3 Adoption of the “Organisation and Management Model” as possible exemption from administrative responsibility	23
1.4 Sanctions.....	24
1.4.1. Administrative pecuniary fines.....	24
1.4.2. Disqualification sanctions	24
1.4.3. Seizure and publication of the sentence	25
1.4.4. Non-compliance with disqualification sanctions	25
1.5 Attempted crimes.....	26
1.6 Liability and modifying events	26
2 THE ORGANISATION, MANAGEMENT AND CONTROL MODEL	27
2.1 Objectives pursued by adopting the Model	27
2.2 Model Development Methodology.....	27
2.3 Structure of the Model	28
2.4 Adoption of the Model.....	29
2.4.1. Definition of “Internal Control System”.....	29
2.4.2. Identification of “Processes at risk of offence”	29
2.4.3. Improvement of the preventive control system	29
2.4.4. Approval of the Model.....	30
2.4.5. Amendments and additions to the Model	30
2.5 Recipients of the Model	31
3 CORPORATE AND COMPANY PROFILE OF MIONETTO	32
3.1 The Company	32
3.2 Recent company history	32
3.3 Corporate purpose.....	32
3.4 Business model (brief overview)	33
3.5 Processing phases and logistics (brief overview)	33
3.6 Company organisation chart	33
3.6.1. Administration, Finance and Control Division and purchase of materials and goods other than wine (for brevity, “dry materials”).....	33
3.6.2. Sales and Logistics Division	34
3.6.3. Division for the Marketing and Quality Control of Dry Materials	35
3.6.4. Wine Production and Purchasing Division.....	35
3.7 Services provided by third party companies	36
3.8 Corporate governance: administrative bodies, delegations and proxies.....	37
3.9 Organisation charts and adaptation of the Model	38
3.10 Mandatory audit and reporting to shareholders	38
4 IMPACT OF THE ORGANISATION MODEL ON MIONETTO’S CORPORATE GOVERNANCE RULES	39
5 CONSTRUCTION OF THE MODEL IN RELATION TO MIONETTO’S CORPORATE STRUCTURE	40
6 THE SENSITIVE ACTIVITIES OF MIONETTO	41
7 RELEVANT PREDICATE OFFENCES	42
8 SUPERVISORY BODY	43
8.1 Identification of the internal control body.....	43

8.2	Functions and powers of the supervisory body	43
8.3	Reporting to corporate body	44
8.4	Reports and reporting to the Supervisory Body	45
8.5	Support to the Judicial Authority	45
9	SELECTION AND TRAINING OF PERSONNEL AND EXTERNAL COLLABORATIONS	46
9.1	General principles in the selection and training of MIONETTO personnel	46
9.2	Personnel Selection	46
9.3	Selection of external collaborators	47
9.4	Personnel training and dissemination of the Model.....	47
9.5	Information to external collaborators and partners.....	48
10	GENERAL PRINCIPLES AND COMMON RULES	49
10.1	General Principles for granting of powers	49
10.2	General Principles for offering gifts.....	49
10.3	Cash Payments	49
10.4	Rules common to all payments	51
10.5	Additional general principles on economic and financial relations with customers, suppliers and employees.....	51
11	DISCIPLINARY SYSTEM	52
11.1	Function of the disciplinary system.....	52
11.2	Sanctions against employees (office workers)	52
11.3	Measures against managers	53
11.4	Measures against external collaborators and partners	53
11.5	Measures against members of the Board of Directors.....	54
	BOOK II	55
	SPECIAL PART	55
	SPECIAL PART A	56
1	OFFENCES AGAINST THE PUBLIC ADMINISTRATION	56
1.1	The Relevant Offences.....	56
1.2	Sensitive Activities	58
2	RECIPIENTS OF SPECIAL PART A AND GENERAL PRINCIPLES OF CONDUCT IN RELATIONS WITH THE PUBLIC ADMINISTRATION	60
2.1	Recipients of Special Part A.....	60
2.2	General principles of conduct or Area of Doing	60
2.3	Prohibitions or no-Doing Area	61
3	PROTOCOLS OF CONDUCT	63
3.1	Protocols to prevent the risks of crime pursuant to Articles 24 and 25 of the Decree	63
3.2	Additional protocols to prevent risks of crime pursuant to Articles 24 and 25 of the Decree ..	65
3.3	Reporting to the Supervisory Body	65
	SPECIAL PART B	66
1	COMPUTER CRIMES AND UNLAWFUL PROCESSING OF DATA	66
1.1	The Relevant Offences.....	66
1.2	Sensitive Activities	68
2	RECIPIENTS OF SPECIAL PART B AND GENERAL PRINCIPLES OF CONDUCT	69
2.1	Recipients of Special Part B.....	69
2.2	General Principles of Conduct or Area of Doing	69
2.3	Prohibitions or No Doing Area	70
3	PROTOCOLS OF CONDUCT	71
3.1	Purpose of the protocol of conduct for computer crimes and unlawful processing of data	71
3.2	Scope of application of the protocol and recipients	71
3.3	Responsibilities and roles involved in sensitive activities	71
3.4	Operating procedures for carrying out the activities referred to in point 1.2 of this Special Section.....	71
3.5	Reporting to the Supervisory Body	72
	SPECIAL PART C	73

1	CRIMES AGAINST INDUSTRY AND COMMERCE	73
1.1	The relevant offences	73
1.2	Sensitive Activities	77
2	RECIPIENTS OF SPECIAL PART C AND GENERAL PRINCIPLES OF CONDUCT	78
2.1	Recipients of Special Part C.....	78
2.2	General Principles of Conduct or Area of Doing	78
2.3	Prohibitions or No Doing Area	79
2.4	Regulatory guidelines on the marketing of wine products	79
3	PROTOCOLS OF CONDUCT	82
3.1	Purpose of the protocol of conduct for relations with Industry and Trade	82
3.2	Scope of application of the Protocol and recipients	82
3.3	Responsibilities and roles involved in sensitive activities	82
3.4	Operating procedures for carrying out the activities referred to in point 3.1	82
3.5	Reporting to the Supervisory Body	83
	SPECIAL PART D	84
1	CORPORATE OFFENCES AND MARKET ABUSE	84
1.1	The relevant offences.....	84
1.2	Sensitive Activities	88
2	RECIPIENTS OF SPECIAL PART D AND GENERAL PRINCIPLES OF CONDUCT	89
2.1	Recipients of Special Part D.....	89
2.2	General principles of conduct.....	89
2.3	Prohibitions	90
2.3.1	Measures to prevent the crime of corruption between private parties (art. 2635, paragraph 3, of the Italian Civil Code)	90
3	PROTOCOLS OF CONDUCT	92
3.1	Protocols to protect the risks of crime pursuant to article 25-ter of the Decree	92
3.1.1.	Activities for the preparation of financial statements	92
3.1.2.	Relations with auditing companies.....	92
3.2	Purpose of the protocol of conduct for corporate, financial and tax crimes	92
3.3	Scope of application of the Protocol and recipients	92
3.4	Responsibilities and roles involved in sensitive activities	93
3.5	Operating procedures for carrying out the activities referred to in point 1.2 of this Special Part	93
3.6	Reporting to the Supervisory Body	93
	SPECIAL PART E	94
1	CRIMES AGAINST THE INDIVIDUAL	94
1.1	The relevant offences	95
1.2	Sensitive Activities	95
2	RECIPIENTS OF THE SPECIAL PART E AND GENERAL PRINCIPLES OF CONDUCT	96
2.1	General Principles of Conduct or Area of Doing	96
2.2	Prohibitions or No Doing Area	97
3	PROTOCOLS OF CONDUCT	98
3.1	Scope of application of the Protocol and Recipients	98
3.2	Operating procedures for carrying out the activities referred to in point 1.2 of this Special Part.....	98
3.3	Reporting to the Supervisory Body	98
	SPECIAL PART F	99
1	CRIMES IN BREACH OF THE REGULATIONS ON OCCUPATIONAL SAFETY AND HEALTH	99
1.1.	The relevant offences	99
1.2	Sensitive Activities	100
2	RECIPIENTS OF SPECIAL PART F AND GENERAL PRINCIPLES OF CONDUCT	101
3	PROTOCOLS OF CONDUCT	102
3.1	Risk assessment and preventive measures for protection of occupational safety and health ..	102

3.2	Guidelines for defining the monitoring process to implement the prevention system described in the Risk Assessment Document	102
3.3	Adaptation of the Risk Assessment Document and the Management System for Occupational Safety and Health.....	102
3.4	General principles of conduct for occupational safety and health protection	103
3.5	Guidelines for monitoring the implementation of occupational safety, hygiene and health ...	103
3.6	Occupational safety and health management system	104
3.7	Reporting to the Supervisory Body	104
	SPECIAL PART G.....	105
1	CRIMES OF HANDLING STOLEN GOODS, LAUNDERING AND USE OF MONEY, ASSETS OR BENEFITS FROM ILLEGAL SOURCES, AND CRIMES OF SELF-LAUNDERING	105
1.1	The relevant offences.....	106
1.2	Sensitive activities with respect to the risk of committing the offences referred to in Article 25-octies of Leg. Decree no. 231/2001	106
2	RECIPIENTS OF SPECIAL PART G	108
2.1	General principles of conduct.....	108
3	PROTOCOLS OF CONDUCT	109
3.1	Purpose of the Protocol of conduct for crimes of handling, laundering and using money, assets or benefits from illegal sources, as well as self-laundering crimes	109
3.2	Scope of application of the protocol and recipients	109
3.3	Responsibilities and roles involved in sensitive activities	109
3.4	Elements for assessing the risk of money laundering and financing of terrorist activities	109
3.4.1.	Assessment criteria concerning the customer and/or business partner	109
3.4.2.	Assessment of so-called “country risk”	110
3.4.3.	Assessment of the morality requirements of the counterparty	111
3.5	Operating procedures for carrying out the sensitive activities referred to in paragraph 1.2 of this Special Part	111
4	CONTROLS.....	112
5	DUTIES OF THE SUPERVISORY BODY	113
6	REPORTING TO THE SUPERVISORY BODY	114
	SPECIAL PART H	115
1	OFFENCES RELATED TO COPYRIGHT INFRINGEMENT.....	115
1.1	THE RELEVANT OFFENCES.....	117
1.2	SENSITIVE ACTIVITIES	118
2	RECIPIENTS OF THE SPECIAL PART H.....	119
2.1	GENERAL PRINCIPLES OF CONDUCT OR AREA OF DOING	119
2.2	PROHIBITIONS OR NO DOING AREA.....	120
3	PROTOCOLS OF CONDUCT	122
3.1	PURPOSE OF THE PROTOCOL OF CONDUCT FOR OFFENCES RELATED TO COPYRIGHT INFRINGEMENT	122
3.2	SCOPE OF APPLICATION OF THE PROTOCOL AND RECIPIENTS.....	122
3.3	OPERATING PROCEDURES FOR CARRYING OUT SENSITIVE ACTIVITIES.....	122
3.4	Reporting to the Supervisory Body	123
	SPECIAL PART I.....	124
1	ENVIRONMENTAL OFFENCES	124
1.1	The relevant offences.....	128
1.2	Environmental offences that cannot be committed in the interest or to the advantage of the Company.....	128
1.3	Sensitive Activities	129
2	RECIPIENTS OF SPECIAL PART I AND GENERAL PRINCIPLES OF CONDUCT.....	130
2.1	Recipients of Special Part I.....	130
2.2	General Principles of Conduct or Area of Doing	130
2.3	Prohibitions or No Doing Area	131

3	PROTOCOLS OF CONDUCT	132
3.1	Purpose of the Protocol of Conduct for Environmental Offences	132
3.2	Scope of application of the Protocol and recipients	132
3.3	Responsibilities and roles involved in sensitive activities	132
3.4	Operating procedures for carrying out the activities referred to in point 1.3 of this Special Part and control procedures.....	132
3.5	Special measures to be taken by the Company, its collaborators and contractual partners...	134
3.6	Measures to be taken by Contractual Partners engaged in the production, manufacture, packaging, transport, storage or disposal of wine and related products	135
3.7	Reporting to the Supervisory Body	136
	SPECIAL PART L	137
1	EMPLOYMENT OF ILLEGALLY STAYING THIRD-COUNTRY NATIONALS	137
1.1	The relevant offences	137
1.2	Sensitive Activities	137
2	RECIPIENTS OF THE SPECIAL PART L AND GENERAL PRINCIPLES OF CONDUCT	138
2.1	Recipients of the Special Part L.....	138
2.2	General Principles of Conduct or Area of Doing	138
2.3	Prohibitions or No Doing Area	139
3	PROTOCOLS OF CONDUCT	140
3.1	Purpose of the protocol of conduct for the crime of employing illegally staying third-country nationals.....	140
3.2	Scope of application of the protocol and recipients	140
3.3	Responsibilities and roles involved in sensitive activities	140
3.4	Operating procedures for carrying out the activities referred to in point 1.2 of this Special Part	140
3.4.1.	Selection of personnel from third countries	140
3.4.2.	External collaborations with third-country nationals	140
3.5	Reporting to the Supervisory Body	141
	SPECIAL PART M	142
1	TAX OFFENCES	142
1.1	The relevant offences.....	142
1.2	Sensitive Activities	147
1.3	Scope of analysis of Risk Assessment	147
2	RECIPIENTS OF THE SPECIAL PART M AND GENERAL PRINCIPLES OF CONDUCT	149
2.1	Recipients of Special Part M.....	149
2.2	General principles of conduct.....	149
2.3	Prohibited Conduct	150
3	PROTOCOLS OF CONDUCT	152
3.1	Specific protocols to monitor the risks of crime under article 25- <i>quinquesdecies</i> of the Decree	152
3.2	Purpose of the protocols of conduct protocols for tax offences.....	153
3.3	Scope of application of the protocols and recipients.....	153
3.4	Responsibilities and roles involved in sensitive activities	154
3.5	Operating procedures for carrying out the activities referred to in point 1.2 of this Special Part	154
3.6	Reporting to the Supervisory Body	155
	BOOK III	156
	CODE OF ETHICS	156
	CODE OF ETHICS OF MIONETTO	157
	INTRODUCTION	157
	MESSAGE FROM THE PRESIDENT	158
1	THE MISSION OF MIONETTO	159

2	SHARING OF THE PROJECT	160
3	VALUE OF THE CODE OF ETHICS	161
4	THE VALUES OF MIONETTO	162
4.1	Compliance with the principle of legality	162
4.2	Compliance with Group's policies.....	162
4.3	Respect for the individual and attention to the consumer.....	162
4.4	Social responsibility	162
4.5	Trust and reciprocity.....	162
4.6	Impartiality	162
4.7	Confidentiality	163
4.8	Completeness and transparency of information	164
4.9	Advertising and information for consumers	164
4.10	Fight against corruption and conflicts of interest	165
4.11	Gifts.....	166
4.12	Use of company assets	166
4.13	Diligence and accuracy in the performance of duties and contracts	167
4.14	Fair competition.....	167
4.15	Authority fairness	167
4.16	Accounting transparency	168
4.17	Safety and Health.....	168
4.18	Environmental Protection.....	169
5	DUTIES OF TOP MANAGEMENT	170
6	CRITERIA OF CONDUCT IN RELATIONS WITH COLLABORATORS	171
6.1	Value of human resources	171
6.2	Child labour	171
6.3	Personnel Selection	171
6.4	Establishing of employment relationship.....	171
6.5	Forced labour	172
6.6	Freedom of association and right to collective bargaining.....	172
6.7	Personnel Management	172
6.8	Dissemination of personnel policies.....	173
6.9	Education and training.....	173
6.10	Development and training of resources	173
6.11	Management of employee working time	173
6.12	Involvement of employees	173
6.13	Organisation of work.....	174
6.14	Employee duties	174
7	RULES OF CONDUCT IN EXTERNAL RELATIONS	175
7.1	Customer Relations	175
7.2	Contracts and communications with customers	175
7.3	Relations with Suppliers.....	176
7.4	Relations with public officials.....	177
7.5	Business relations with parties, trade unions and associations	178
8	VALIDITY AND APPLICATION OF THE CODE	179
8.1	Responsible bodies	179
8.2	Revision of the Code of Ethics	180

BOOK I

GENERAL PART

1 LEGISLATIVE DECREE 231/01

1.1 The system of administrative liability for legal entities, companies and associations

On 8 June 2001, Legislative Decree no. 231 was issued to execute the delegation pursuant to Article 11 of Law no. 300 of 29 September 2000, containing the “*Discipline of the administrative liability of legal persons, companies and associations, including those without legal personality*” (“Decree”). The Decree introduced responsibility for companies regarding certain offences committed, to their advantage or in their interest, by natural persons holding positions of representation, administration or management of those companies or of one of their organisational units with financial or functional autonomy (top management), and by persons subject to the management or supervision of one of the above-mentioned persons (subordinates) into the Italian legal system. This responsibility is additional to that of the natural person who effectively committed the offence.

At the date this Model was adopted, the Decree covers the following predicate offences:

1. *Improper receipt of funds, fraud to the detriment of the State, a public body or the European Union or to obtain public funds, computer fraud to the detriment of the State or a public body and fraud in public supplies (Article 24 Legislative Decree no. 231/2001) [Article amended by Law no. 161/2017 and Legislative Decree no. 75/2020]*

- *Misappropriation to the detriment of the State (Article 316-bis of the criminal code)*
- *Improper receipt of funds to the detriment of the State (Article 316-ter of the criminal code) [amended by Law no. 3/2019]*
- *Fraud to the detriment of the State or other public body or the European Communities (Article 640(2)(1) of the criminal code)*
- *Aggravated fraud to obtain public funds (Article 640-bis of the criminal code)*
- *Computer fraud to the detriment of the State or other public body (Article 640-ter of the criminal code)*
- *Fraud in public supply (Article 356 of the criminal code) [introduced by Legislative Decree no. 75/2020]*
- *Fraud against the European Agricultural Fund (Art. 2. Law no. 898 of 23/12/1986) [introduced by Legislative Decree no. 75/2020]*

2. *Computer crimes and unlawful processing of data (Article 24-bis of Legislative Decree no. 231/2001) [article added by Law no. 48/2008; amended by Legislative Decree no. 7 and 8/2016 and by Legislative Decree no. 105/2019]*

- *Computer documents (Article 491-bis of the criminal code)*
- *Unauthorised access to a computer or information system (Article 615-ter of the criminal code)*
- *Unauthorised possession and dissemination of access codes to computer or information systems (Article 615-quater of the criminal code)*
- *Distribution of programmes intended to damage or interrupt a computer system (Article 615-quinquies of the criminal code)*

- *Illegal interception, obstruction or interruption of computer or telematic communications (Article 617-quater of the criminal code)*
- *Installation of equipment designed to intercept, prevent or interrupt computer or telematic communications (Article 617-quinquies of the criminal code)*
- *Damage to computer information, data and programmes (Article 635-bis of the criminal code)*
- *Damage to computer information, data and programmes used by the State or other public body or in any case of public utility (Article 635-ter of the criminal code)*
- *Damage to computer or information systems (Article 635-quater of the criminal code)*
- *Damage to computer or information systems of public utility (Article 635-quinquies of the criminal code)*
- *Computer fraud by the electronic signature certifier (Article 640-quinquies of the criminal code)*
- *Violation of the rules of the National Cybersecurity Boundary (Art. 1, par. 11, DL. no. 105 of 21 September 2019)*

3. *Organised crime offences (Article 24-ter of Legislative Decree no. 231/01) [article added by Law no. 94/2009 and amended by Law no. 69/2015]*

- *Criminal conspiracy (Article 416 of the criminal code)*
- *Mafia-type association including foreigners (Article 416-bis of the criminal code) [Article amended by Law No. 69/2015]*
- *Political-Mafia electoral exchange (Article 416-ter of the criminal code) (so replaced by Article 1(1) of Law No 62 of 17 April 2014, as of 18 April 2014, pursuant to the provisions of Article 2 (1) of the same Law 62/2014)*
- *Kidnapping for the purpose of extortion (Article 630 of the criminal code)*
- *Association aimed at the illegal trafficking of narcotic or psychotropic substances (Article 74 Presidential Decree no. 309 of 9 October 1990) [Paragraph 7-bis added by Legislative Decree no. 202/2016]*
- *All offences if committed by availing oneself of the conditions provided for in Article 416-bis of the criminal code in order to facilitate the activities of the associations provided for in that article (Law 203/91)*
- *Illegal manufacture, introduction into the State, offering for sale, transfer, possession and carrying in a public place or a place open to the public of weapons of war or warlike weapons or parts thereof, explosives, clandestine weapons as well as more common firing weapons except those referred to in Article 2(3) of Law no. 110 of 18 April 1975 (Art. 407, par. 2(a)(5) of the Code of Criminal Procedure)*

4. *Embezzlement, extortion, undue induction to give or promise benefits, bribery and abuse of office (Art. 25 Legislative Decree no. 231/2001) [amended by Law no. 190/2012, Law no. 3/2019 and Legislative Decree no. 75/2020]*

- *Extortion (Article 317 of the criminal code) [Article amended by Law no. 69/2015]*
- *Corruption to perform a function (Article 318 of the criminal code) [amended by Law no. 190/2012, Law no. 69/2015 and Law no. 3/2019]*
- *Bribery for an act contrary to official duties (Article 319 of the criminal code) [Article amended by Law no. 69/2015]*
- *Aggravating circumstances (Article 319-bis of the Criminal Code)*
- *Bribery in judicial proceedings (Article 319-ter of the criminal code) [Article amended by Law no. 69/2015]*
- *Undue inducement to give or promise benefits (Article 319-quater) [Article added by Law no. 190/2012 and amended by Law no. 69/2015]*
- *Bribery of a person in charge of a public service (Article 320 of the criminal code)*
- *Penalties for the corrupter (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 of international parliamentary assemblies or international organisations and of officials of the European Communities and of foreign States (Article 322-bis of the criminal code) [amended by Law no. 190/2012 and Law no. 3/2019]*
- *Trafficking in unlawful influence (Article 346-bis of the criminal code) [amended by Law 3/2019]*
- *Embezzlement (limited to the first paragraph) (Article 314 of the criminal code) [introduced by Legislative Decree no. 75/2020]*
- *Embezzlement by profiting from another person's error (Article 316 of the criminal code) [introduced by Legislative Decree no. 75/2020]*
- *Abuse of office (Article 323 of the criminal code) [introduced by Legislative Decree no. 75/2020]*

5. *Forgery of money, public credit cards, revenue stamps and identification instruments or signs (Art. 25-bis Legislative Decree no. 231/2001) [Article added by Decree Law no. 350/2001, converted with amendments by Law no. 409/2001; amended by Law no. 99/2009; amended by Legislative Decree no. 125/2016]*

- *Counterfeiting of money, spending and introduction into the State, in concert, of counterfeit money (Article 453 of the criminal code)*
- *Alteration of currency (Article 454 of the criminal code)*
- *Spending and introduction into the State, without concert, of counterfeit money (Article 455 of the criminal code)*
- *Spending of counterfeit currency received in good faith (Article 457 of the criminal code)*
- *Forgery of revenue stamps, introduction into the State, purchase, 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 stamps (Article 460 of the criminal code)*
- *Manufacture or possession of watermarks or instruments intended for the counterfeiting of money, revenue stamps or watermarked paper (Article 461 of the criminal code)*
- *Use of forged or altered revenue stamps (Article 464 of the criminal code)*
- *Counterfeiting, alteration or use of trademarks or distinctive signs or of patents, models and designs (Article 473 of the criminal code)*
- *Introduction into the State and trade of products with false signs (Article 474 of the criminal code)*

6. **Crimes against industry and trade (Art. 25-bis.1 Legislative Decree no. 231/2001)**
[article added by Law no. 99/2009]

- *Disturbing the freedom of industry or trade (Article 513 of the criminal code)*
- *Unlawful competition with threat or violence (Article 513-bis of the criminal code)*
- *Fraud against national industries (Article 514 of the criminal code)*
- *Fraud when exercising trade (Article 515 of the criminal code)*
- *Sale of non-genuine foodstuffs as genuine (Article 516 of the criminal code)*
- *Sale of industrial products with misleading signs (Article 517 of the criminal code)*
- *Manufacture of and trade in goods made by seizing industrial property rights (Article 517-ter of the criminal code)*
- *Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-quater of the criminal code)*

7. **Corporate offences (Article 25-ter of Legislative Decree no. 231/2001)** [article added by Legislative Decree no. 61/2002, amended by Law no. 190/2012, by Law no. 69/2015 and by Legislative Decree no. 38/2017]

- *False corporate communications (Article 2621 of the Civil Code) [Article amended by Law no. 69/2015]*
- *Misdemeanours (Article 2621-bis of the civil code)*
- *False corporate communications by listed companies (Article 2622 of the civil code) [Article amended by Law No. 69/2015]*
- *Obstruction of control (Article 2625(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 quotas 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 a conflict of interest (Article 2629-bis of the civil code) [added by Law no 262/2005]*

- *Fictitious formation of capital (Article 2632 of the civil code)*
- *Improper distribution of company assets by liquidators (Article 2633 of the civil code)*
- *Bribery among private individuals (Article 2635 of the civil code) [added by Law no. 190/2012; amended by Legislative Decree no. 38/2017 and Law no. 3/2019]*
- *Instigation to corrupt private individuals (Article 2635-bis of the civil code) [added by Legislative Decree no. 38/2017 and amended by Law no. 3/2019]*
- *Unlawful influence on the shareholders' meeting (Article 2636 of the civil code)*
- *Insider trading (Article 2637 of the civil code)*
- *Obstructing the functions of public supervisory authorities (Article 2638 (1) and (2) of the civil code)*

8. *Crimes for the purpose of terrorism or subversion of the democratic order provided for by the Criminal Code and special laws (Article 25-quater of Legislative Decree no. 231/2001) [Article added by Law no. 7/2003]*

- *Subversive associations (Article 270 of the criminal code)*
- *Associations for the purposes of terrorism, including international terrorism or subversion of the democratic order (Article 270 bis of the criminal code)*
- *Aggravating and mitigating circumstances (Article 270-bis.1 of the criminal code) [introduced by Legislative Decree no. 21/2018]*
- *Assistance to associates (Article 270 ter of the criminal code)*
- *Recruitment for the purposes of terrorism, including international terrorism (Article 270 quater of the criminal code)*
- *Organisation of transfer for the purpose of terrorism (Article 270-quater.1) [introduced by Decree-Law no. 7/2015, converted, with amendments, by Law no. 43/2015]*
- *Training in activities for the purposes of terrorism, including international terrorism (Article 270 quinquies of the criminal code)*
- *Financing conduct for the purpose of terrorism (Law no. 153/2016, Article 270 quinquies.1 of the criminal code)*
- *Subtraction of seized property or money (Article 270 quinquies 2 of the criminal code)*
- *Conduct for the purposes of terrorism (Article 270 sexies of the criminal code)*
- *Attacks 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)*
- *Kidnapping for the purpose of coercion (Article 289-ter of the criminal code) [introduced by Legislative Decree 21/2018]*
- *Incitement to commit any of the offences provided for in Chapters 1 and 2 (Article 302 of the criminal code)*
- *Political conspiracy by agreement (Art. 304 of the criminal code)*
- *Political conspiracy by association (Article 305 of the criminal code)*

- *Armed gangs: training and participation (Article 306 of the criminal code)*
- *Assisting participants in conspiracies or armed gangs (Article 307 of the criminal code)*
- *Possession, hijacking and destruction of an aircraft (Law no. 342/1976, Art. 1)*
- *Damage to ground installations (Law no. 342/1976, Art. 2)*
- *Sanctions (Law no. 422/1989, Art. 3)*
- *Involuntary Repentance (Legislative Decree no. 625/1979, Art. 5)*
- *New York Convention of 9 December 1999 (Art. 2)*

9. *Female genital mutilation practices (Art. 25-quater.1 Legislative Decree no. 231/2001) [Article added by Law no. 7/2006]*

- *Female genital mutilation practices (Article 583-bis of the criminal code)*

10. *Crimes against the individual (Art. 25-quinquies Legislative Decree no. 231/2001) [article added by Law no. 228/2003; amended by Law no. 199/2016]*

- *Reduction to or maintenance in slavery or servitude (Article 600 of the criminal code)*
- *Child prostitution (Article 600-bis of the criminal code)*
- *Child pornography (Article 600-ter of the criminal code)*
- *Possession of pornographic material (Art. 600-quater)*
- *Virtual pornography (Article 600-quater.1 of the criminal code) [added by Art. 10, Law no. 38 of 6 February 2006]*
- *Tourism to exploit child prostitution (Article 600-quinquies of the criminal code)*
- *People trafficking (Article 601 of the criminal code) [amended by Legislative Decree. 21/2018]*
- *Purchase and sale of slaves (Article 602 of the criminal code)*
- *Illegal intermediation and exploitation of labour (Article 603-bis of the criminal code)*
- *Solicitation of minors (Article 609-undecies of the criminal code)*

11. *Market abuse offences (Article 25-sexies of Legislative Decree no. 231/2001) [article added by Law no. 62/2005]*

- *Market manipulation (Article 185 of Legislative Decree no. 58/1998) [amended by Legislative Decree no. 58/1998]. 107/2018]*
- *Abuse of inside information (Article 184 of Legislative Decree no. 58/1998)*

12. *Other cases of market abuse (Article 187-quinquies TUF) [Article amended by Legislative Decree no. 107/2018]*

- *Prohibition of insider trading and unlawful disclosure of inside information (Art. 14 Reg. EU no 596/2014)*
- *Prohibition of market manipulation (Art. 15 Reg. EU no 596/2014)*

13. *Crimes of manslaughter and grievous or very grievous bodily harm, committed in breach of the rules on accident prevention and on the protection of occupational hygiene and health (Art. 25-septies Legislative Decree no. 231/2001) [Article added by L. no. 123/2007; amended by Law no. 3/2018]*

- *Manslaughter (Article 589 of the criminal code)*
- *Personal injury through negligence (Article 590 of the criminal code)*

14. *Receiving, laundering and using money, goods or benefits of unlawful origin, as well as self-laundering (Article 25-octies of Legislative Decree no. 231/2001) [Article added by Legislative Decree no. 231/2007; amended by Law no. 186/2014]*

- *Money laundering (Article 648-bis of the criminal code)*
- *Receiving stolen goods (Article 648 of the criminal code)*
- *Use of money, goods or benefits of unlawful origin (Article 648-ter of the criminal code)*
- *Self-laundering (Article 648-ter.1 of the criminal code)*

15. *Copyright infringement offences (Article 25-novies of Legislative Decree no. 231/2001) [article added by Law no. 99/2009]*

- *Making a protected intellectual work, or part of it, available to the public in a system of telematic networks, by means of connections of any kind (Article 171, Law No. 633/1941, paragraph 1(a) bis)*
- *Offences referred to in the preceding paragraph committed in respect of works of others not intended for publication where their honour or reputation is offended (Article 171, Law no. 633/1941, paragraph 3)*
- *Unauthorised duplication, for profit, of computer programmes; import, distribution, sale or possession for commercial or entrepreneurial purposes or rental of programmes contained in media not marked by the SIAE; preparation of means to remove or circumvent the protection devices of computer programmes (Article 171-bis, Section 1 of Law no. 633/1941)*
- *Reproduction, transfer to another medium, distribution, communication, presentation or demonstration in public of the contents of a database; extraction or re-use of the database; distribution, sale or rental of databases (Art. 171-bis Law no. 633/1941 par. 2)*
- *Full or partial unauthorised duplication, reproduction, transmission or dissemination in public by any process of intellectual works intended for*

television, cinema, the sale or rental of records, tapes or similar media or any other media containing phonograms or videograms of musical, cinematographic or similar audiovisual works or sequences of moving images literary; dramatic, scientific or didactic, musical or dramatic-musical, multimedia works, even if included in collective or composite works or databases; reproduction, duplication, transmission or unauthorised broadcasting, sale or trade, transfer for any reason or unauthorised importation of more than fifty copies or specimens of works protected by copyright and related rights; entering into a system of telematic networks, through links of any kind, of an original work protected by copyright, or part of it (Article 171-ter Law no. 633/1941)

- *Failure to notify the SIAE of the identification data of media not subject to the mark or false declaration (Article 171-septies of Law no. 633/1941)*
- *Fraudulent production, sale, import, promotion, installation, modification, use for public and private use of equipment or parts of equipment suitable for decoding audiovisual transmissions with conditional access made over the air, by satellite, by cable, in both analogue and digital form (Article 171-octies of Law no. 633/1941).*

16. Inducement not to make statements or to make false statements to the judicial authorities (Article 25-decies of Legislative Decree no. 231/2001) [article added by Law no. 116/2009]

- *Inducement not to make statements or to make false statements to the judicial authorities (Article 377-bis of the criminal code).*

17. Environmental offences (Article 25-undecies of Legislative Decree no. 231/2001) [article added by Legislative Decree no. 121/2011, amended by Law no. 68/2015, amended by Legislative Decree no. 21/2018]

- *Environmental pollution (Article 452-bis of the criminal code)*
- *Environmental Disaster (Article 452-quater of the criminal code)*
- *Culpable offences 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, taking or keeping 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)*
- *Import, export, possession, use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (Law no 150/1992, Art. 1, Art. 2, Art. 3-bis and Art. 6)*
- *Discharge of industrial waste water containing hazardous substances; discharge to the ground, subsoil and groundwater; discharge into the sea from ships or*

- aircraft (Legislative Decree no. 152/2006, Art. 137)*
- *Unauthorised waste management activities (Legislative Decree no. 152/2006, Art. 256)*
- *Pollution of soil, subsoil, surface water or groundwater (Legislative Decree no. 152/2006, Art. 257)*
- *Illegal trafficking of waste (Legislative Decree no. 152/2006, Art. 259)*
- *Breach of reporting obligations, keeping of compulsory registers and forms (Legislative Decree no. 152/2006, Art. 258)*
- *Organised activities for the illegal trafficking of waste (Article 452-quaterdecies of the criminal code) [introduced by Legislative Decree no. 21/2018]*
- *False information on the nature, composition and chemical/physical characteristics of waste in the preparation of a waste analysis certificate; inclusion in SISTRI (waste traceability control system) of a false waste analysis certificate; omission or fraudulent alteration of the hard copy of the SISTRI form - handling area in the transport of waste (Legislative Decree no. 152/2006, Art. 260-bis)*
- *Sanctions (Legislative Decree no. 152/2006, Art. 279)*
- *Malicious ship-source pollution (Legislative Decree no. 202/2007, Art. 8)*
- *Ship-source pollution (Legislative Decree no. 202/2007, Art. 9)*
- *Cessation and reduction of the use of harmful substances (Law no 549/1993 Art. 3)*

18. Employment of third country nationals whose stay is irregular (Art. 25-duodecies Legislative Decree no. 231/2001) [article added by Legislative Decree no. 109/2012, amended by Law no. 161 of 17 October 2017]

- *Provisions against illegal immigration (Article 12, par. 3, 3a, 3b and 5, Legislative Decree no. 286/1998)*
- *Employment of third-country nationals whose stay is irregular (Article 22(12a) of Legislative Decree no. 286/1998)*

19. Racism and xenophobia (Art. 25-terdecies Legislative Decree no. 231/2001) [article added by Law no. 167 of 20 November 2017, amended by Legislative Decree no. 21/2018]

- *Propaganda and incitement to commit racial, ethnic and religious discrimination (Article 604-bis of the criminal code) [added by Legislative Decree no. 21/2018]*

20. Fraud in sports competitions, unlawful gaming or betting and gambling by means of prohibited devices (Art. 25-quaterdecies of Legislative Decree no. 231/2001) [article added by Law no. 39/2019]

- *Fraud in sports competitions (Article 1, Law no. 401/1989)*
- *Unlawful gaming or betting activities (Article 4, Law no. 401/1989)*

21. Tax Offences (Article 25-quinquiesdecies of Legislative Decree no. 231/2001)
[article added by Law no. 157/2019 and Legislative Decree no. 75/2020]

- *Fraudulent declaration using invoices or other documents for non-existent transactions (Article 2 of Legislative Decree no. 74/2000)*
- *Fraudulent declaration by means of other devices (Article 3 of Legislative Decree no. 74/2000)*
- *Issuing invoices or other documents for non-existent transactions (Article 8 of Legislative Decree no. 74/2000)*
- *Concealment or destruction of accounting documents (Article 10 of Legislative Decree no. 74/2000)*
- *Fraudulent evasion of taxes (Article 11 of Legislative Decree no. 74/2000)*
- *False declaration (Article 4 of Legislative Decree no. 74/2000) [introduced by Legislative Decree no. 75/2020]*
- *Omitted declaration (Article 5 of Legislative Decree no. 74/2000) [introduced by Legislative Decree no. 75/2020]*
- *Undue compensation (Article 10-querter of Legislative Decree no. 74/2000) [introduced by Legislative Decree No. 75/2020]*

22. Smuggling (Article 25-sexiesdecies of Legislative Decree no. 231/2001)
[article added by Legislative Decree no. 75/2020]

- *Smuggling in the movement of goods across land borders and customs areas (Article 282 Presidential Decree no. 43/1973)*
- *Smuggling in the movement of goods in border lakes (Article 283 Presidential Decree no. 43/1973)*
- *Smuggling in the maritime movement of goods (Article 284 Presidential Decree no. 43/1973)*
- *Smuggling in the movement of goods by air (Article 285 Presidential Decree no. 43/1973)*
- *Smuggling in non-customs zones (Article 286 Presidential Decree no 43/1973)*
- *Smuggling for undue use of goods imported with customs facilities (Article 287 Presidential Decree no. 43/1973)*
- *Smuggling in customs warehouses (Article 288 Presidential Decree no. 43/1973)*
- *Smuggling in cabotage and traffic (Article 289 Presidential Decree no. 43/1973)*
- *Smuggling in the export of goods eligible for duty drawback (Article 290 Presidential Decree no. 43/1973)*
- *Smuggling in temporary import or export (Article 291 Presidential Decree no. 43/1973)*

- *Smuggling of foreign tobacco products (Article 291-bis Presidential Decree no. 43/1973)*
- *Aggravating circumstances of the offence of smuggling foreign manufactured tobacco (Article 291-ter Presidential Decree no. 43/1973)*
- *Criminal association to smuggle foreign tobacco products (Article 291-quater of Presidential Decree no. 43/1973)*
- *Other cases of smuggling (Article 292 Presidential Decree no. 43/1973)*
- *Aggravating circumstances of smuggling (Article 295 Presidential Decree no. 43/1973)*

23. *Responsibility of entities for administrative illegalities resulting from offences (Article 12, Law 9/2013) [The following shall apply to entities operating in the virgin olive oil sector]*

- *Adulteration and counterfeiting of foodstuffs (Article 440 of the criminal code)*
- *Trade in counterfeit or adulterated foodstuffs (Article 442 of the criminal code)*
- *Trade in harmful foodstuffs (Article 444 of the criminal code)*
- *Counterfeiting, alteration or use of distinctive signs of design works or industrial products (Article 473 of the criminal code)*
- *Introduction into the State and trade of products with false signs (Article 474 of the criminal code)*
- *Fraud when exercising trade (Article 515 of the criminal code)*
- *Sale of non-genuine foodstuffs as genuine (Article 516 of the criminal code)*
- *Sale of industrial products with misleading signs (Article 517 of the criminal code)*
- *Counterfeiting of geographical designations of origin indications of agri-food products (Article 517-quater of the criminal code)*

24. *Transnational offences (Law no. 146/2006) [The following offences constitute grounds for the administrative responsibility of entities if committed transnationally]*

- *Provisions against clandestine immigration (Article 12, paragraphs 3, 3-bis, 3-ter and 5, of the Consolidated Text of Legislative Decree no. 286 of 25 July 1998)*
- *Association for the illicit trafficking in narcotic drugs or psychotropic substances (Article 74 of the Consolidated Text referred to in Presidential Decree no. 309 of 09 October 1990)*
- *Criminal association to smuggle foreign manufactured tobacco (Article 291-quater of the Consolidated Text referred to in Presidential Decree no. 43 of 23 January 1973)*

- *Inducement not to make statements or to make false statements to the judicial authorities (Article 377-bis of the criminal code)*
- *Aiding and abetting (Article 378 of the criminal code)*
- *Criminal conspiracy (Article 416 of the criminal code)*
- *Mafia-type association (Article 416-bis of the criminal code)*

1.2 Criteria for imputation of responsibility

The regulation of body responsibility outlined in the Decree is based on the concurrence of:

- objective attribution criteria;
- subjective attribution criteria.

1.2.1. Objective imputation criteria

On application of the criteria of objective attribution, the body is responsible when:

- the offence was committed by a person functionally linked to the body and
- the offence was committed in the interest or to the advantage of the body.

The perpetrators of the offence from which body responsibility may arise may be:

- (A) top management, i.e. persons with the power of administration, management and direction of the body; this category includes directors, general managers, legal representatives, division or plant managers and, in general, all those who exercise, even only de facto, functions of representation, administration or direction of the bodies or of one of their organisational units with financial and functional autonomy;
- (B) subordinates, subject to the management and control of top management; this category includes all employees of the body as well as all those who act in the name of, on behalf of or in the interest of the body, such as collaborators and para-subordinates.

For the body to be held responsible under the Decree, the offence must have been committed in its interest or to its advantage. This requirement is deemed to be met when the offender has acted with the intention of favouring the body and the latter, thanks to the offence, has obtained an advantage or a favourable result. Conversely, the body is not responsible if the offence was committed solely in the interest of the offender or of third parties.

The criteria for objectively attributing the offence to the body are, however, articulated differently, depending on whether the offence was committed by a top management party or a subordinate:

- if the offence is committed by a person at the top of the body (A), it is presumed that the offence is attributable to a body policy or, at the very least, to an organisational deficit, which is why the body will be held responsible if it does not prove it is not involved in the offence;
- if the offence is committed by a person in a subordinate position (B), the body's responsibility is attributed to the failure (fraudulent or negligent) of persons in a top management position to fulfil their management or supervisory obligations.

The Body may also be held responsible, pursuant to Article 4 of the Decree, when the offence has been committed abroad. The prerequisites underpinning body responsibility for offences committed abroad (provided for in the regulation or inferable from the Decree as a whole) can be summarised as follows:

- a) the offence must be committed abroad by a person functionally linked to the body, pursuant to Article 5(1) of the Decree;
- b) the body must have its head office in Italy;
- c) the body may be responsible only in the cases and under the conditions provided for in Articles 7, 8, 9, 10 of the criminal code;
- d) if the cases and conditions provided for in the aforementioned articles of the criminal code apply, the State of the place where the act was committed shall not prosecute the body.

1.2.2. Subjective imputation criteria

The criteria for the subjective attribution of the body relate to the element of “guilt”: for the body to be held responsible for an offence, the offence must be “attributable” to it, i.e. an expression of company policy or, at the very least, an organisational deficit.

Body responsibility applies if management and control standards appropriate to the body's field of operation have not been adopted or effectively implemented. The culpability of the body and the possibility to contest responsibility depend on the establishment of organisational deficits that facilitated committing one of the predicate offences.

On the contrary, the Decree excludes body responsibility if, prior to the offence being committed, the body adopted an “organisation, management and control model” that could prevent the commission of offences of the kind committed within the body.

1.3 Adoption of the “Organisation and Management Model” as possible exemption from administrative responsibility

Article 6 of the Decree provides for exemption from administrative responsibility if the company proves that

- an “Organisational and Management Model” (the “Model”) suitable for preventing offences of the type committed was adopted and effectively implemented before the offence was committed;
- supervision of the functioning, effectiveness, updating and observance of the Model has been entrusted to a body attributed autonomous powers of initiative and control;
- the persons who committed the offence acted by fraudulently eluding the aforementioned Model;
- there has been no omission or insufficient supervision by the supervisory body.

These four circumstances must all come together.

If the offence was committed by a senior executive, the body is presumed “guilty” unless it proves that the model was fraudulently eluded. If, on the other hand, the offence was committed by a subordinate, the body is only responsible if the Public Prosecutor proves that the offence could only be committed through the failure of top management to comply with its management and supervisory obligations.

The Decree stipulates that the “Organisational Management and Control Model” must, inter alia:

- identify the activities within the scope of which offences may be committed (so-called “Sensitive Activities”) (Art. 6(2)(a));
- provide for *ad hoc* protocols that plan the formation and implementation of body decisions related to the offences to be prevented (Article 6(2)(b));
- identify methods to manage financial resources that can prevent the commission of such offences (Article 6(2)(c));
- identify a control body responsible for supervising Model functioning, observance and updating (Article 6(1)(b));
- provide for information obligations vis-à-vis the supervisory body (Article 6(2)(d));
- introduce an internal disciplinary system that penalises non-compliance with the measures indicated in the Model (Article 6(2)(e)).

Adoption of the Model is optional. The Decree (Article 6(3)) provides that the Model may be adopted on the basis of the Codes of Conduct drawn up by the trade associations representing the bodies and communicated to the Ministry of Justice.

This Model considers the principles contained in the “Guidelines for the construction of organisation, management and control models pursuant to the Legislative Decree 231/01” of Confindustria.

1.4 Sanctions

The Decree lists the sanctions applicable on ascertaining an administrative offence dependent on a criminal offence, of an administrative nature even though it results from a criminal court sentence. The Decree distinguishes four kinds of sanctions:

- the administrative monetary sanction;
- prohibitory sanctions;
- confiscation;
- publication of the sentence.

1.4.1. Administrative pecuniary fines

The administrative monetary sanction follows the Company being convicted of an administrative offence. The sanction amount is decided by the Judge in compliance with Decree criteria: amount calculation is based on a system of <<quotas>>, not less than one hundred nor more than one thousand; each one is attributed a fixed value (from a minimum of € 258.23 to a maximum of €1,549.37). On establishing the number of quotas making up the financial penalty, and ultimately its amount, the Judge assesses (i) the seriousness of the offence, (ii) the degree of Company responsibility, (iii) the activity carried out by the latter to eliminate or mitigate its consequences or to prevent other offences being committed and, finally, (iv) the economic and asset conditions of the Company in order to ensure penalty effectiveness.

Although the possibility of reduced payment is excluded, the Decree regulates cases where the fine can be reduced: (i) by half, if the financial damage caused is light or if the offender has committed the offence mainly in his/her own interest or in that of third parties and the Company has not benefited or gained a minimal advantage; (ii) from one third to a half if, before the hearing is declared open, the Company fully compensates for the damage and eliminates the harmful or dangerous consequences of the offence (or, at least, has taken steps to do so), or adopts a Model to prevent further offences of the kind being committed; (iii) from one half to two thirds, if both the conditions set out in the preceding points are met.

The monetary sanction established for the most serious offence, increased by up to three times, shall apply if the Company is responsible for a plurality of offences committed with a single action or omission or committed when performing the same activity and before a sentence, even if not final, has been passed for one of them.

1.4.2. Disqualification sanctions

The disqualification sanctions established in the Decree are:

- a temporary or permanent ban on performing the activity;
- suspension or revocation of authorisations, licences or concessions functional to commission of the offence;
- the prohibition to contract with the public administration, except to obtain the supply of a public service;

- exclusion from facilitations, financing, contributions or subsidies and the possible revocation of those already granted;
- a temporary or permanent ban on advertising goods or services.

Disqualification sanctions, which could be cumulated with a monetary sanction - except in cases where the latter may be reduced - may only be applied if the following conditions are met: (i) are specifically established for the offence for which proceedings are being taken; (ii) the Company has received a significant profit from the offence and the offence was committed by a senior executive, or a subordinate, but only if the offence has been facilitated by serious organisational deficiencies; (iii) with repeated offences.

The Decree establishes application of the disqualification sanction provided for the most serious offence when the Company is responsible related to a plurality of offences committed with a single action or omission or committed when performing the same activity and before a sentence, even if not final, has been passed for one of them.

On the contrary, disqualification sanctions are not applicable if the Company, before the hearing has opened (i) has compensated or repaired the damage and eliminated the harmful or dangerous offence consequences (or, at least, has taken steps to do so), (ii) has made the offence profit available to the judicial authority to be confiscated, or (iii) has eliminated the organisational deficiencies that led to the offence, adopting a Model to prevent new offences of that type being committed. Application of disqualification sanctions is also excluded if the financial damage caused is very slight or the offender has committed the offence mainly in his/her own interest or in the interest of third parties and the Company has not benefited or gained a minimal advantage.

Disqualification sanctions last no less than three months and no more than two years, although, in the most serious cases they may exceptionally have a final effect. They may also be applied as a precautionary measure, i.e. prior to conviction, if there are serious indications of the Company's responsibility and a well-founded danger of the offence being repeated.

1.4.3. Seizure and publication of the sentence

Following application of a disqualification sanction, the Judge may order publication of the sentence, at the Company's expense, in one or more newspapers or by a notice being posted in the municipality where the Company has its head office.

In the sentence, the Judge always orders confiscation of the offence price or profit, or of sums of money, goods or other utilities of equivalent value, except for the part that can be returned to the injured party.

The administrative sanctions expire within five years from the date the offence is committed, while non-compliance with them may lead to six months to three years imprisonment for the effective author of the offence and application of a fine and further disqualification measures against the Company.

1.4.4. Non-compliance with disqualification sanctions

Anyone who, when performing the activities of a body that has received a precautionary disqualification measure, transgresses the obligations or prohibitions in those sanctions or measures, shall be punished by from six months to three years imprisonment.

1.5 Attempted crimes

The Decree provides for and regulates cases in which the offence is only attempted. Article 26 of the Decree states that “*the monetary and disqualification sanctions are reduced by between one third and a half related to commission, as an attempt, of the offences indicated in this chapter of Decree 231/2001. The body is not responsible for attempted offences when it voluntarily prevents the action being carried out or the event being implemented*”.

1.6 Liability and modifying events

The Decree regulates responsibility if the Company changes its structure after an offence has been committed.

In a transformation or merger, the company resulting from the change is responsible for the offences committed by the original body, with resulting application of the sanctions imposed. In a partial division, the responsibility of the divided entity for offences committed prior to the division remains unaffected. However, bodies benefiting from the division are jointly and severally obliged, up to the value of assets transferred, to pay the fines owed by the divided entity for offences committed prior to the division. Any disqualification sanctions imposed shall apply to the bodies to which the branch of activity in which the offence was committed remained or was transferred, even partially.

If the business in which the offence was committed is transferred or assigned, the transferee is jointly and severally obliged with the transferor to pay the monetary sanction, except if the transferring body had been exonerated; in any case within the limits of the value of the transferred business and of the monetary sanctions resulting from the compulsory books of account, or of which the transferee was in any case aware.

2 THE ORGANISATION, MANAGEMENT AND CONTROL MODEL

2.1 Objectives pursued by adopting the Model

As part of its corporate policy based on the need to ensure conditions of correctness and transparency when conducting company business, to protect its image and position and the work of its employees, MIONETTO has decided to comply with the provisions of the Decree, preparing and implementing this Organisational, Management and Control Model (hereinafter also referred to as the "Organisational Model" or, simply, the "Model").

The Model is being implemented to raise the awareness of all those who work in MIONETTO and for MIONETTO so that they behave correctly when performing their activities; so that the offences contemplated in the aforementioned decree are not committed.

Adoption of this Organisational Model underlines MIONETTO's firm intention to implement an effective corporate compliance system. In particular, the Model lays down rules and procedures to prevent unlawful conduct relevant to the responsibility referred to in the Decree, also through a more advanced corporate governance system.

2.2 Model Development Methodology

In order to prepare this Model, MIONETTO analysed its organisation and its activities, taking into account, among other things, Confindustria Guidelines and the practice developed on the subject of organisational models pursuant to Legislative Decree no. 231/2001, as well as legal precedents. Any discrepancies in this Model with respect to the indications contained in the aforesaid guidelines - of general and non-binding content - shall not invalidate its validity, effectiveness and preventive suitability; since the Model was drawn up based on the organisational structure and the activities concretely performed by MIONETTO.

In order to prepare this Model, the following investigative activities were conducted, among others:

- ✓ general analysis of the organisational chart and the organisational structure of the Company, with reference, inter alia, to existing working methods and conduct protocols, the breakdown of management, operational and control functions adopted, existing company and group policies, and the IT tools used;
- ✓ mapping of Sensitive Activities, where offences considered in the Decree might be committed.

These investigative activities were conducted by analysing corporate and company documents and through interviews conducted with the heads of the departments of the various Company divisions.

When this Model was prepared the following requirements to be monitored were identified:

- A) the Company must adopt the Model and the Code of Ethics with a programmatic statement defining the rules inspiring company activities at its highest levels and its aversion to offences

- being committed in its interest, both in general terms and with specific regard to the criminal offences the Decree applies to;
- B) the Company - on preparing the Model - has considered the principles of conduct and procedures adopted at Oetker Group level, to be considered - in the version in force each time - an integral part of the Model itself;
 - C) in the Company, Top Management and Subordinates must be identified and/or be clearly identifiable;
 - D) the offence at-risk activities must be monitored all the time; if there should be significant changes to its organisation, a further investigation must be carried out to check for any further critical profiles emerging;
 - E) the Model must provide for specific protocols to plan the formation and implementation of decisions at risk of offence, by allocating tasks suitably among the various persons involved. The existence and proper functioning of the company's delegation and powers system, and the internal regulatory system, must be checked. In particular, the powers relating to those operations must not be concentrated in the hands of a single person; and it must be possible to clearly, unambiguously identify the role and responsibility of each person within the decision-making process;
 - F) in accordance with Article 25-septies of the Decree, the Company must also comply with provisions in the risk assessment document drawn up pursuant to Articles 17(1)(a) and 28 of Legislative Decree 81/2008, adopted by MIONETTO and kept with the Company records;
 - G) the Company has adopted an Occupational Health and Safety Management System (hereinafter SGSSL) certified and developed following the UNI/INAIL "Safe Work" Guidelines;
 - H) specific methods must be established to manage financial resources, to prevent any illegal behaviour, especially with regard to the creation of off-balance sheet accounts;
 - I) the particular situations in which persons in a senior position might have an interest in fraudulently eluding the model and how this might occur must be identified;
 - J) appropriate measures must be introduced to prevent those attempts at fraudulent elusion;
 - K) a Supervisory Board (SB) must be set up to monitor Model implementation and constant updating;
 - L) the Model must establish a monitoring and reporting system, consistent with the company organisation, enabling it to identify and report any illegal conduct, and any at-risk situations and attempts to elude the Model;
 - M) the flow of information between the various stakeholders, between them and other company bodies, and, specifically, vis-à-vis the Supervisory Board, must be regulated;
 - N) a system of disciplinary sanctions must be defined, including application of the typical sanctions established by company law or termination of the contractual or employment relationship;
 - O) financial resource (incoming and outgoing) management systems must be adopted (and, where already adopted, be maintained and effectively used) that make it possible to identify and prevent Decree offences being committed.

In any case, adoption of the Model must not have paralysing effects on management bodies or introduce costs, arising from excessive bureaucratic complications, exceeding what is needed to ensure its penal-preventive effectiveness.

2.3 Structure of the Model

This Model consists of a "General Part", individual "Special Parts" prepared for the different types of offences covered by the Decree, "Annexes" and an "Appendix":

- the "General Part", after a reminder of Decree principles, covers the essential Model components with particular reference to the control body, personnel training and the dissemination of the model in the corporate context, the disciplinary system and the measures adopted in any non-compliance with model provisions;

- the various Special Parts are drafted specifically in relation to the types of offences that could abstractly be committed for MIONETTO on account of the activities performed, and include:
 - the description of the respective offences;
 - the specific company activities found to be sensitive;
 - the behavioural principles to be observed;
 - the control protocols implemented to monitor sensitive activities;
 - the systematic information flows set up;

- the “Annexes” contain the documents referred to in the various Parts of the Model, including the Company’s updated organisation chart, the guidelines on trade receivables, the occupational safety management system, and the internal procedures on the payment of supplier invoices and on the mechanisms for whistle-blowing and reporting to the Supervisory Board, which form an integral, essential part of the Model itself.

2.4 Adoption of the Model

The Model was implemented in accordance with the methodological lines described below.

2.4.1. Definition of “Internal Control System”

The Internal Control System represents the corporate context within which the control system is designed and subsequently monitored. It comes from the choices made by management on the definition of organisational variables (e.g. organisational structure, IT system, management control processes, quality management systems). The MIONETTO control environment consists of the set of processes, procedures and control systems operating in the company, deemed suitable to prevent offences and to control "Processes at risk of offence".

2.4.2. Identification of “Processes at risk of offence”

Analysis of the corporate context, represented by the “Control System”, was implemented by examining corporate documents (organisational charts, main processes, delegation system, corporate procedures, operating instructions, organisational communications, etc.) and a series of interviews with key persons, resulting from the corporate organisational chart and delegation system; in order to identify the “at-risk processes” and elements of the preventive internal control system (existing procedures, verifiability, documentability, congruence and consistency of operations, separation of responsibilities, control documentability, etc.).

This phase is to identify “Processes at risk of offence” and verify the effectiveness of existing controls.

As a result of the risk mapping activity, the sensitive areas were identified and control protocols implemented in order to prevent offences being committed.

2.4.3. Improvement of the preventive control system

Based on the results of analyses carried out, the actions needed to strengthen the current internal control system were identified, making this system compatible with Decree provisions by adopting a corporate organisation, management and monitoring Model.

2.4.4. Approval of the Model

The MIONETTO Board of Directors is exclusively responsible for adopting, amending and supplementing the Model.

The first edition of this Model was approved by the Board of Directors of MIONETTO S.p.A. with a resolution passed unanimously by its members on 16/02/2015. Through which the Company also appointed the members of the Supervisory Board in charge of constantly monitoring Model adoption, adequacy, effective implementation and compliance.

2.4.5. Amendments and additions to the Model

Considering that the Model constitutes an "act of issuance by the management body", the competence for subsequent amendments and additions of a substantial nature to the Model itself is the prerogative of the MIONETTO Board of Directors. The Board of Directors decides on changes of a substantial nature proposed by the Chairman, the Managing Director or the Supervisory Board.

Changes include:

- ✓ the inclusion, integration and/or deletion of Special Parts;
- ✓ the inclusion, integration and/or deletion of certain Parts of the Model;
- ✓ changes to the responsibilities and activities of the Supervisory Board;
- ✓ updating of the Model following any event or circumstance that has a significant impact on the organisational and corporate structure of the Company;
- ✓ updating of the general delegation and control mechanisms provided for in this Model;
- ✓ inclusion of new cases amongst the predicate offences covered by the Decree;
- ✓ consolidation of jurisprudential or doctrinal interpretative guidelines, on the basis of which it is advisable to supplement or amend one or more Model provisions/sections.

In addition, the Chairman or Managing Director of MIONETTO are attributed the following operational powers related to the Model:

- ✓ addition of risk areas in the Special Parts already approved by the Board of Directors and definition of the relevant operational actions;
- ✓ non-substantial amendments to the Model, such as changing the name of areas, functions, etc;
- ✓ organisational changes that do not impact on the basic control principles, such as merging offices, procedures, processes, etc.
- ✓ amendments and/or updates to the company procedures adopted in the individual risk areas of the Special Parts.

In any case, this Model must be promptly amended or supplemented by the MIONETTO Board of Directors, also with a Supervisory Board proposal, when (i) breaches or elusions of Model provisions have occurred demonstrating its inefficacy or inconsistency for preventing offences or (ii) significant changes have occurred in the regulatory framework, organisation or activity of the Company.

All amendments, additions or updates to the Model must be promptly notified to the Supervisory Board.

2.5 Recipients of the Model

This Model applies to all those who hold corporate offices in MIONETTO and to its personnel and, in particular, to those who perform an activity included among those considered sensitive. More generally, the Model is addressed to all those who perform, even de facto, management, administration, direction or control functions in the Company or in one of its organisational units with financial and functional autonomy.

The provisions contained in the Model must also be observed by those acting in the name and on behalf of the Company and by all employees.

In order to preventive offences more effectively, the Model must be respected and complied with by external collaborators, whether individuals or companies, who supply continuous collaboration to MIONETTO through, for example, a contractual clause providing for it.

The Model is also addressed to those who, although not belonging to the Company, operate by mandate or on its behalf or are in any case bound by legal relations relevant to the prevention of the offences provided for in the Decree.

Lastly, the Model applies to employees, managers, consultants and/or collaborators of third party companies that hold positions in MIONETTO divisions or perform sensitive activities in its interest.

Model recipients, as identified above (hereinafter, “Recipients”), are required to comply with the provisions in the Model with the utmost diligence, conforming their activities to the procedures described in the Protocols of Conduct applicable to their respective operating division.

3 CORPORATE AND COMPANY PROFILE OF MIONETTO

3.1 The Company

MIONETTO S.p.A. (otherwise referred to in this Model as “MIONETTO”) is an Italian company with registered office in Valdobbiadene (TV), subject to management and coordination by its sole shareholder Henkell International GmbH, a German company with registered office in Wiesbaden (Germany).

When this Model was first adopted, and at the time of this update, the share capital of MIONETTO S.p.A. amounted to €12,620,000.00, divided into 1,262,000 ordinary shares, with a nominal value of €10.00 each, entirely held by the sole shareholder Henkell International GmbH.

3.2 Recent company history

MIONETTO was incorporated on 8 November 1984 and was entered in the Register of Companies on 19 February 1996. With civil law effects as of 18 May 2004, MIONETTO incorporated the subsidiary Wisco S.p.A. through a merger by incorporation.

In 2008, Henkell & Soehlein Sektkellereien KG (named Henkell & Co. Sektkellerei KG) - a German company based in Wiesbaden - leader in Europe in the sparkling and semi-sparkling wines sector, belonging to the Dr. August Oetker KG group, acquired part of the share capital of MIONETTO S.p.A., becoming its sole shareholder on 17 March 2009.

In 2009, again by means of a merger by incorporation, MIONETTO incorporated another company it already controlled, namely Amistani Guarda Venegazzù S.r.l., thus continuing its operations to simplify and rationalise its corporate structure.

On 15 January 2010, Henkell International GmbH acquired the entire share capital of MIONETTO from Henkell & Co. Sektkellerei KG and became its current sole shareholder.

3.3 Corporate purpose

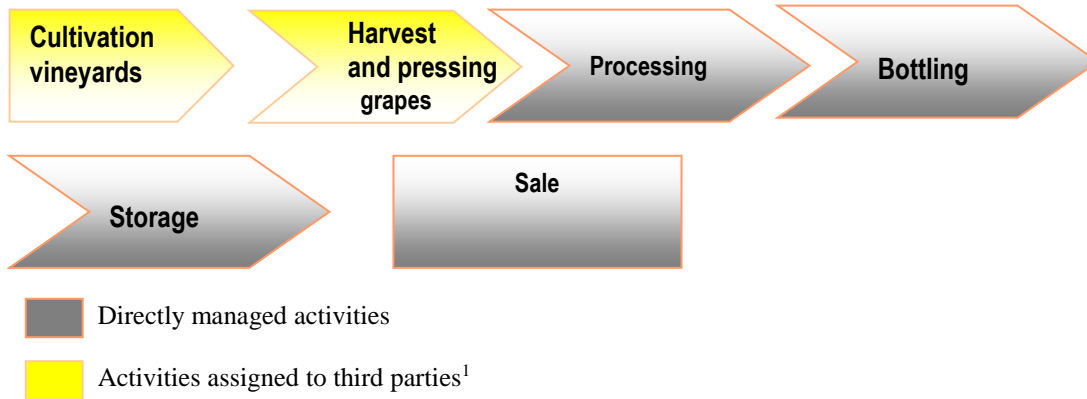
When this Model is first introduced and updated, the main activities included in the corporate purpose of MIONETTO are: the transformation and processing of wines, the wholesale and retail trade, and to consumer homes, of wines, liqueurs, spirits, mineral waters, various beverages and other similar products, as well as the trade of gifts and gifts useful for marketing company products.

Further activities contemplated by the corporate purpose of MIONETTO include developing commercial activities related to the main Company activity, i.e. the purchase of assets to operate bars, restaurants, wine bars, trattorias, which may be deemed useful to develop the main corporate activity; direct management of those premises, with application for user licences and all those commercial forms deemed suitable for the purpose; the marketing of food products, and all other commercial, industrial, financial, movable and real estate activities considered by the administrative body to be instrumental, accessory, connected, necessary or useful to implement activities that constitute the company purpose; including taking on and managing interests and shareholdings in other companies or enterprises with a purpose that is similar or connected to its own, both directly and indirectly, in Italy and abroad.

During 2018, the Company acquired an estate in Montereale Valcellina (PN), through its newly established wholly-owned subsidiary Mionetto Vineyards S.r.l. The estate has an extension there of about 90 Ha. of which about 80 Ha. to be used as a vineyard. It is considered a strategic, long-term investment to enable the company to source greater quantities of raw material needed for business to grow, while diversifying its forms of supply.

3.4 Business model (brief overview)

MIONETTO does not own any vineyards and does not buy grapes for production, but buys musts and wines directly. The business model is described in the following diagram, with a distinction made between activities carried out by the company and those outsourced to third parties.



3.5 Processing phases and logistics (brief overview)

The must and wine purchased from suppliers is filtered and stored at the Valdobbiadene site, the Vidor cellar and the Crocetta site, in special stainless steel, thermally insulated, temperature-controlled containers that enable ideal preservation of the wine before processing. From the Vidor site, depending on production needs, the wine is transferred to the Valdobbiadene and Crocetta del Montello facilities for the autoclave process.

Once processing is complete, the wine is bottled in modern automated systems and then stored, before being transported to the end customer, in the Vidor “finished products” warehouse.

The Vidor warehouse stores the finished product coming from the bottling lines. Shipping to customers takes place at the Vidor site.

3.6 Company organisation chart

On this Model approval date, MIONETTO activities are organised as described in the organisation chart in Annex 2.

3.6.1. Administration, Finance and Control Division and purchase of materials and goods other than wine (for brevity, “dry materials”)

The Division called Administration, Finance and Control and Dry Materials Procurement performs the following activities:

- ✓ administration: general account management, accounts receivable, accounts payable, full processing of financial statements, monthly financial statements, control reporting;

¹ In detail, it should be noted that, as of 2018, cultivation of the land takes place indirectly through the subsidiary Mionetto Vineyards srl which then sells the grapes to a third company that presses and finally resells the must to Mionetto.

- ✓ secretarial and general services: operational support to the administrative area (bank commission, relations with external firms), payment of employee travel reimbursements, etc;
- ✓ through the Credit Management Department: credit management (credit control and collection, order control and processing, blocking of goods shipment with any non-payment through system blocking, etc.), management of customer credit facilities;
- ✓ through the IT Office: control and management of IT systems, and relations with third-party companies assigned - by virtue of contractual agreements - maintenance of IT systems, archives and databases, as well as programmes used in the Company;
- ✓ personnel selection in cooperation with the Management Committee, also in collaboration with specialised third-party companies;
- ✓ management of relations with employees, all administrative tasks concerning employees (including recruitment, termination, verification of the correctness of salaries and contributions) and relations with third-party companies entrusted with processing the payroll;
- ✓ contract management and all administrative, social security and tax obligations concerning the sales force and agents;
- ✓ purchase of dry materials needed for production (excluding wine) of any other goods instrumental to marketing the finished product;
- ✓ negotiation and formalisation of contracts with suppliers to purchase services and capital goods (with the approval of Technical Management);
- ✓ accreditation of dry material suppliers.

The macro-function Administration, Finance and Control and Dry Materials Procurement is assigned to the MIONETTO CFO - Chief Financial Officer.

When this Model is introduced, the activities of the Administration, Finance and Control and Dry Materials Procurement Division are organised according to the organisation chart attached under Annex 2.

3.6.2. Sales and Logistics Division

The Sales and Logistics area is mainly concerned with the following activities:

- ✓ management of commercial contracts and the various sales channels (including definition of Canvass for the Ho.re.ca. channel);
- ✓ management of product supply/distribution and shipment;
- ✓ management of gifts;
- ✓ active order cycle management, logistics and commercial back office;
- ✓ invoicing management;
- ✓ warehousing/warehouse management (e.g. management of customer and article master data shared with the purchasing department and the administration and control division and dry materials purchasing, sales and stock management, etc.);
- ✓ definition of credit limits for customers in cooperation with the credit management department;
- ✓ definition of payment terms;
- ✓ monitoring compliance with payment deadlines through cooperation between the commercial and financial departments;
- ✓ definition of a credit limit for the customer in cooperation with the credit office;
- ✓ keeping the registers required for alcoholic beverages under wine legislation in force at the time (registers prepared by the Customs Agency);
- ✓ management of excise duties related to placing alcoholic beverages on the market;
- ✓ management of UTF (technical finance office) warehouses and management of various types of files with the Customs and Monopolies Agency (including sundry obligations, declarations, record keeping, obtaining qualifications and authorisations).

The macro-function is assigned to the Sales and Logistics Director of MIONETTO.

When this Model is introduced, the activities of the Commercial and Logistics Division are organised according to the organisation chart in Annex 2.

3.6.3. Division for the Marketing and Quality Control of Dry Materials

More specifically, the Marketing area covers the following activities:

- ✓ Strategic and operational marketing based on Group policy Operational marketing for direct markets
- ✓ Sponsorships
- ✓ Trade marketing
- ✓ Communication
- ✓ Fairs and exhibitions
- ✓ Product development in marketing terms (label study, packaging and labelling)
- ✓ Market Research
- ✓ Quality control of dry matter
- ✓ Management of the corporate point of sale and, more generally, hospitality
- ✓ Management of the corporate website

The macro-function is assigned to the CMO - Chief Marketing Officer of MIONETTO.

When this Model is introduced, the activities of the Marketing and Dry Materials Quality Control Division are organised according to the organisation chart in Annex 2.

3.6.4. Wine Production and Purchasing Division

The Division called Wine Production and Purchasing handles, in particular, the management and control of activities inherent and related to production and purchasing in coordination with the warehouse. Among others, please note the following activities:

- ✓ Production site management in Valdobbiadene
- ✓ Production site management in Crocetta del Montello
- ✓ Storage management in Vidor
- ✓ Chemical and organoleptic analyses (wine laboratory)
- ✓ Tank / autoclave management
- ✓ Wine purchases
- ✓ Co-ordination of Corporate Investment Management
- ✓ Production planning
- ✓ Maintenance Management
- ✓ Correspondence and mail management
- ✓ Wine and spirits registers under wine legislation
- ✓ Quality Management System
- ✓ Occupational Health and Safety Management
- ✓ Environmental Management
- ✓ Corporate compliance management
- ✓ Privacy management also through consultancy firms
- ✓ Managing Director

The macro-function Production and Wine Purchasing is assigned directly to the Managing Director of MIONETTO.

When this Model is introduced, the activities of the Wine Production and Procurement Division are organised according to the organisation chart in Annex 2.

3.7 Services provided by third party companies

When this Model was adopted, MIONETTO concluded agreements with third-party companies for the support or performance of certain corporate functions.

By virtue of the aforementioned service contracts, certain MIONETTO functions are supported or assigned to the employees and/or collaborators of these companies.

In particular, when the Model was adopted, third party companies were assigned the responsibility and management of the following activities (merely by way of example)

- ✓ maintenance of Hardware/Software needed to use the databases Customers, Suppliers, Agents, Tax Depositories, Representative Register; activities inherent and connected to the appointment of the third party company as data processor for the aforementioned databases;
- ✓ construction of building works of interest to MIONETTO;
- ✓ implementation of plumbing systems;
- ✓ implementation of electrical installations;
- ✓ maintenance of building infrastructures;
- ✓ maintenance of electrical installations and checking the effectiveness of safety equipment;
- ✓ maintenance of plumbing systems;
- ✓ maintenance and service of the nitrogen generator and supply of nitrogen;
- ✓ mechanical maintenance in general and maintenance of work equipment;
- ✓ maintenance of fire-fighting equipment;
- ✓ pest control intervention;
- ✓ maintenance of telephone lines;
- ✓ maintenance of green areas;
- ✓ maintenance of thermal power plants;
- ✓ maintenance of refrigeration systems;
- ✓ maintenance of the reverse osmosis plant;
- ✓ maintenance of weighing/calibration systems;
- ✓ maintenance of the stamping machine;
- ✓ photocopier maintenance;
- ✓ service and maintenance of the wastewater treatment plant;
- ✓ weighbridge maintenance;
- ✓ maintenance of alarm systems;
- ✓ maintenance of air-conditioning systems;
- ✓ maintenance of pressure tanks and autoclaves;
- ✓ maintenance of lifts;
- ✓ portorage;
- ✓ string tying and line services;
- ✓ transport services in general;
- ✓ software and hardware installation and support;
- ✓ training of workers;
- ✓ management of beverage dispensers;
- ✓ management consulting (administrative, technical and organisational);

- ✓ audits and inspections;
- ✓ night surveillance;
- ✓ cleaning of work premises;
- ✓ water purification and treatment;
- ✓ management of pay slips and payrolls;
- ✓ tax advisor (in relation to tax return submission activities);
- ✓ labour supply contracts (temporary work);
- ✓ agency contracts with Company agents;
- ✓ advertising campaigns;
- ✓ long-term rental of cars and forklift trucks (so-called “forklifts”);
- ✓ supply contracts to manage logistics;
- ✓ machinery maintenance contracts;
- ✓ consultancy contracts for management of occupational safety;
- ✓ transport contracts related to the purchase of wine (transport from supplier wineries to MIONETTO);
- ✓ contracts for the transport of tartaric material (processing of residues);
- ✓ passenger transport contracts;
- ✓ rental and maintenance of photocopying machines;
- ✓ maintenance of the point-of-sale cash register;
- ✓ keeping waste registers;
- ✓ contracts for paper/plastic/glass/dry waste removal services;
- ✓ maintenance of fall-arrest system Lifelines C
- ✓ compressed air system maintenance;
- ✓ gas cylinder rental (Tremonti);
- ✓ laundry services.

3.8 Corporate governance: administrative bodies, delegations and proxies

The administrative body of MIONETTO is represented by a Board of Directors (hereinafter also referred to as the "B.o.D." or "Board of Directors") composed of a plurality of Directors and has the broadest powers for the ordinary and extraordinary management of the Company without any limits, with the power to perform, within legal limits, all deeds deemed appropriate to implement and achieve the corporate purpose.

The Board of Directors may delegate its powers to one or more directors, establishing their tasks, powers and attributions. The Board of Directors may also appoint general managers and establish their tasks, powers, duties and remuneration. It may assign and revoke attorneys for single deeds or deed categories. For the latter, the relevant power of attorney must be attributed through an authenticated special power of attorney, which must be mentioned and, if necessary, attached to the minutes of the B.o.D.

When this Model was adopted, the Managing Director of the Company and three special attorneys were vested with delegated powers and the power to represent the company within the limits of those delegated powers. The Company also has a Board of Statutory Auditors consisting of five auditors, three of whom are regular auditors and two alternate auditors.

Power of attorney and proxies are attributed in accordance with the principles of need and non-excessiveness, only for those functions that imply a real representation need. Nevertheless, in order not to hinder day-to-day business and to protect the trust of third parties, the same powers of attorney and proxies do not have serious limits in substance or economic terms.

On the date this Model came into force, MIONETTO adopted a system of proxies and powers of attorney that establishes execution of specific operations and expenses only with the joint signature of two or

more persons. In any case, the powers contemplated in the powers of attorney granted by the Company must be exercised in full compliance with principles set out in the protocols of conduct illustrated in this Model. It is therefore understood that an agent is not exempt from complying with the protocols of conduct relevant to the activities performed. The attribution of power of attorney shall in no case be construed as an act overriding and derogatory to the principles and rules of conduct set out in the Model.

The Chairman of the Board of Directors and each of the Board members are vested with the corporate signature and representation of the company within the scope of the powers delegated to them.

The delegated persons and/or attorneys appointed are therefore expressly forbidden to make decisions and/or finalise transactions of any kind, exceeding the limits of the delegation or powers attributed to them.

Any Model recipient shall therefore be required to promptly report to the director of his/her division or, if top management is involved, directly to the Board of Directors and the Supervisory Board, any decisions or conduct undertaken by other recipients in excess of the powers delegated to them.

When performing its activities, the administrative body of MIONETTO shall comply with the provisions contained in all the conduct protocols set out in the Special Parts.

3.9 Organisation charts and adaptation of the Model

The Company reserves the right to amend and supplement the company organisation charts and allocation of competences and functions among its divisions according to its organisational and managerial needs.

Any amendments to one or more company organisation charts referred to in this Model resolved upon after it is adopted shall be incorporated in special illustrative charts which, attached to this Model under Annex 2, shall be an integral part and will prevail over the organisation charts drawn up at an earlier date.

In the event of organisational changes that are relevant for Model purposes, the Company - also in the light of any Supervisory Board indications - will adjust the Model itself in order to preserve its functional consistency, suitability and penal-preventive effectiveness.

3.10 Mandatory audit and reporting to shareholders

MIONETTO is subject to a mandatory statutory audit by a registered auditing company.

The MIONETTO Board of Directors prepares and sends its shareholders a monthly report on the Company's economic and financial situation, and a series of reports on its operational management.

4 IMPACT OF THE ORGANISATION MODEL ON MIONETTO'S CORPORATE GOVERNANCE RULES

MIONETTO is aware of the value that can come from an internal control system that prevents offences being committed by its employees and corporate bodies. Within the limits of activities carried out in the interest of MIONETTO, consultants, agents, partners and service companies are also required to behave in a way that does not entail the risk of committing offences according to the provisions set forth in the Model.

On the one hand, the principles in this Model must lead to full awareness in the potential perpetrator that he/she is committing an offence (the commission of which is strongly condemned and contrary to the interests of MIONETTO, even when it could apparently benefit from it). On the other hand, thanks to the activity being constantly monitored, to enabling MIONETTO to prevent or promptly react to prevent the commission of the offence itself.

The Model's purpose is to set up an organic, structured system of prevention, deterrence and control. In order to reduce the risk of offences being committed by identifying Sensitive Activities and, where necessary, their proceduralization.

The Model also includes and considers all principles of conduct and procedures adopted at Oetker Group level, which form an integral part of this Model.

5 CONSTRUCTION OF THE MODEL IN RELATION TO MIONETTO'S CORPORATE STRUCTURE

In order to prepare this Model, MIONETTO carried out a series of preparatory activities divided into different steps; all aimed at building a risk prevention and management system in line with Decree provisions.

First of all identifying the Sensitive Activities. This investigation consisted in an examination of company documentation (organisational chart, activities carried out, main processes, board meeting minutes, organisational provisions, delegation and power of attorney granted by the administrative body and/or the managing director, etc.) and a series of interviews with key persons in the company structure (Directors of specific areas, Division Managers, etc.).

As a result of this process, it was possible to identify and hypothesise a number of Sensitive Activities in the corporate structures where there was a risk of illegal conduct and, among them, offences relevant to the Decree.

Following this investigation phase, the company checked methods to manage Sensitive Activities, their control system (existing procedures, separation of functions, documentability of controls), and the latter's compliance with commonly accepted internal control principles (e.g. verifiability and documentability).

The Company's past activities were also reviewed in order to verify any areas of risk and their causes. This last phase was to analyse the company context in order to identify in which area/sector of activity and how offences could be committed.

6 THE SENSITIVE ACTIVITIES OF MIONETTO

Based on the findings of the corporate context analysis conducted on MIONETTO, the Company's current Sensitive Activities concern:

- purchase of wine and other dry materials (bottles, corks, labels, cages);
- direct wine sales, including through the on-line channel via the company website;
- storage and bottling of wines and sparkling wines and food products in general;
- industrial activities related to the wine processing cycle up to its distribution;
- autoclaves and waste water management;
- waste disposal;
- logistic activities related to the distribution and marketing of wines, sparkling wines and food products in general;
- relations with Public Authorities, Protection Consortia, Third Party Certification Bodies and/or Control Bodies authorised by the Ministry of Agricultural, Food and Forestry Policies (hereinafter, "MIPAAF");
- relations with members of the so-called "Nuclei Antisofisticazioni e Sanità" (anti-sophistication and health units) (hereinafter, "NAS");
- relations with other public bodies, public officials and subjects, including private ones, performing public services related to the production, marketing and advertising of wines, sparkling wines and food products in general;
- request of, or taking part in, control and verification activities carried out by Public Authorities, Protection Consortia, Third Party Certification Bodies and/or Control Bodies authorised by the MIPAAF;
- quality controls;
- processing the contents on the bands/labels of DOC, DOCG and IGT wines and checking they are true;
- use of trademarks, distinctive signs and appellations of origin;
- collection of cash payments from bars/restaurants;
- recruiting and hiring staff;
- sponsorship activities;
- advertising activities;
- contributions, financing and funds allocated by the Common Market Organisation (hereinafter, "CMO") and other public contributions.

7 RELEVANT PREDICATE OFFENCES

Based on the Sensitive Activities identified above, the predicate offences relevant to the Company, for Decree purposes, are the following:

- offences in relations with the Public Administration;
- offences of fraud against the public administration;
- embezzlement offences;
- computer fraud offences;
- computer crimes and illegal processing of data;
- inducement not to make statements or to make false statements to the judicial authorities;
- offences against industry and trade;
- corporate offences;
- offences against the individual;
- manslaughter and grievous or very grievous bodily harm, committed in breach of the rules on accident prevention and the protection of hygiene and health at work;
- receiving, laundering and using money, goods or benefits of illegal origin, as well as self-laundering;
- copyright infringement offences;
- environmental offences;
- employment of third-country nationals staying in the country illegally.

The risk related to the other offences covered by the Decree appears to be irrelevant.

The specific analysis of offences is the subject of the Special Parts of this Model.

The Supervisory Board has the power to identify any further at-risk activities which - depending on legislative developments or Company activities - may be included in the list of Sensitive Activities.

8 SUPERVISORY BODY

8.1 Identification of the internal control body

Pursuant to Decree provisions, the task of supervising model functioning and compliance, and ensuring that it is kept up-to-date, must be assigned - in order for the entity to be exempt from responsibility - to an internal body attributed autonomous powers of initiative and control.

In view of the specific nature of the tasks entrusted to this body, known as the “Supervisory Board” (SB), the relative office is assigned by Board of Directors’ resolution, at the proposal of the Chairman and the Managing Director.

In order to ensure continuity of action, the duration, composition, operation and how the Supervisory Board performs its tasks are regulated by specific bylaws approved by Board of Directors’ resolution.

When performing its duties, the Supervisory Board is in constant contact with the Board of Directors or one of its members. To perform its functions, the Supervisory Board has full financial autonomy. Management, use and allocation of the resources granted are then decided by the SB in an autonomous, independent manner.

When performing its supervisory and control tasks, the Supervisory Board may avail itself of other internal and external functions that could, from time to time, be needed for this purpose.

8.2 Functions and powers of the supervisory body

The MIONETTO Supervisory Board is generally assigned the task to supervise:

- compliance with Model provisions by directors, managers, employees, consultants and partners;
- Model effectiveness and adequacy, in relation to the corporate structure, to prevent offences being committed, safeguarding the Company;
- Model updating should there be a need to adapt it, in relation to changes in legislation or company conditions.

To this end, at a more operational level, the MIONETTO Supervisory Board is entrusted with:

- applying the control procedures provided for in this Model, bearing in mind that, in any case, the primary responsibility for the control of activities relating to at-risk processes lies with operational management, which confirms the importance of a personnel training process;
- conducting reconnaissance of company activities in order to update the mapping of “at-risk processes”, especially when new business activities, therefore, new company processes, are started;
- periodically conducting targeted checks on certain transactions or specific deeds performed in the at-risk activity areas;
- promoting suitable initiatives for the dissemination of Model knowledge and understanding and preparing the necessary internal documentation for the Model functioning purpose, containing instructions for use, clarifications or updates;
- promoting continuous updating, in cooperation with the Human Resources department, of the space on the Company intranet and Internet containing all information relating to the Decree and the Model;
- collecting, processing and storing the information communicated concerning Model compliance or any anomalies and atypicalities found in the information received in the performance of its duties;

- coordinating with other corporate functions (including through special meetings) to better monitor corporate activities in at-risk areas. To this end, the Supervisory Board is kept constantly informed of the development of activities in the at-risk areas for the offences mentioned in the Decree and has free access to all the company documentation it considers relevant. The Supervisory Board must also be notified by management of any situations in company activities that may concretely expose the company to the risk of offences being committed;
- controlling the actual presence, regular maintenance and effectiveness of documentation required in accordance with the provisions in the single Special Parts of the Model for the different types of offence. In particular, the Supervisory Board must be notified of the most significant activities and operations covered by the Special Parts, and data and documentation must be made available, in order to enable the controls;
- constantly verifying Model adequacy with regulatory requirements and, in cooperation with corporate functions (also through specific meetings), assessing the adequacy and need to update the Model;
- ascertaining alleged breaches to provisions in this Model;
- reporting Model shortcomings;
- coordinating with the heads of company departments on the various aspects relating to Model implementation;
- coordinating with any compliance officers (or persons in charge of compliance) in other companies, including foreign ones, of the same group MIONETTO belongs to in relation to implementation of the Model and/or other codes of conduct applied by the Company. In particular, the Supervisory Board has the power to liaise with the compliance officer or supervisory bodies set up by other companies of the group it belongs to in order to report and/or receive reports on conduct, circumstances, measures that may be relevant for the purposes of the Decree, this Organisational Model, the Code of Ethics or for application of other codes of conduct, codes of ethics or policies adopted by other companies of its group. What is envisaged herein shall in no case prejudice the prerogatives of autonomy, independence and continuity of action that the Supervisory Board shall enjoy when performing its functions;
- coordinating with company management to assess the adoption of possible disciplinary sanctions, without prejudice to the competence of Human Resources to impose the sanction and the relevant disciplinary measure.

With regard to the ethics of SB conduct, please note that, during its activities, the board must maintain the utmost discretion and confidentiality, with the corporate and company bodies indicated by this Model as its main contact persons.

8.3 Reporting to corporate body

The Supervisory Board annually submits to the MIONETTO Board of Directors and the Board of Statutory Auditors:

- the activity plan for the following year, which could be subjected to a specific resolution;
- the final report on the activity carried out during the past year, justifying any changes from the prior plan and the critical issues that emerged both in terms of conduct or events in MIONETTO and in terms of Model effectiveness.

With regard to the critical issues that emerged, the Supervisory Board proposes the corrective actions deemed appropriate to make the Model more effective to the Board of Directors. The meetings must be minuted and copies of the minutes must be kept by the Supervisory Board and the corporate bodies involved.

The Managing Director and the Board of Directors have the power to convene the Supervisory Board at any time, which, in turn, has the power to request that the corporate bodies be convened.

8.4 Reports and reporting to the Supervisory Body

The Supervisory Board must be notified by management of any aspects of company activities that may expose the company to the risk of one of the predicate offences set out in the Decree being committed.

The Supervisory Board must also be informed, in specific reports from directors, managers, employees, consultants and partners, of events that could entail MIONETTO responsibility for the offences set out in the aforementioned Decree.

In particular, reports must be collected concerning the commission or reasonable belief of commission of offences established in the decree in question or, in any case, of conduct not in line with the rules of conduct of this Model.

MIONETTO has adopted a special procedure for collecting reports - in compliance with the provisions in Article 6 of Legislative Decree 231/01 on whistleblowing - inserted as Annex 17.

Anyone who, when performing his/her duties, should come across a breach of the principles and rules set out above, or should become aware of or have reasonable suspicions of significant facts or deeds being committed, symptomatic of the risk of committing one or more of the offences covered by Legislative Decree no. 231/01, is obliged to promptly notify the Supervisory Board. The latter will take steps to adopt the appropriate measures, in accordance with the provisions of the notification and reporting Procedure attached to this Model as Annex 17 (referred to as Whistleblowing).

8.5 Support to the Judicial Authority

Should the Supervisory Board find that criminally relevant facts have been committed by MIONETTO directors, employees, collaborators or other Model Recipients, it must notify the members of the Board of Directors who are not involved in the criminal conduct reported. The Supervisory Board will also undertake to offer its support to the Judicial Authority by providing information and reports on offences of which it is aware.

9 SELECTION AND TRAINING OF PERSONNEL AND EXTERNAL COLLABORATIONS

9.1 General principles in the selection and training of MIONETTO personnel

The selection, training and constant information of personnel and of all Recipients to whom the Model is addressed, even indirectly, are essential aspects for the effective, correct application of its control and prevention system.

All persons working in the corporate organisation, or even external persons who perform sensitive activities in the name, on behalf of or in the interest of MIONETTO, must be provided with appropriate tools so that they are fully and effectively aware of the objectives of legality, correctness and transparency that inspire MIONETTO activities, and the tools set up to pursue them.

9.2 Personnel Selection

Personnel selection must be based on principles of fairness, correctness, objectivity and transparency: It must comply with criteria and procedures that guarantee the selection of people holding the requisites of professionalism, competence, integrity and reliability to ensure that the objectives pursued by this Model are achieved.

The corporate functions in charge of personnel selection and management shall identify and apply appropriate criteria based on merit and competence of a purely professional nature; as well as objective criteria for assessing personal reliability and integrity.

In the subsequent human resource management stage, the Company shall encourage the formation and development of corporate awareness of the pre-eminence of the values of legality, correctness, competence, professionalism and transparency, and the formation and dissemination of this Model, as illustrated below in § 9.4.

Without prejudice to the above, the selection and recruitment of MIONETTO personnel must comply with the following rules:

- ✓ candidates must undergo an assessment interview;
- ✓ candidate assessments must be recorded in special files, to be stored;
- ✓ if the candidate is hired, when remuneration exceeds the pre-established budget for the profile sought, adequate evidence must be provided on the remuneration awarded to the candidate;
- ✓ during candidate assessment, consideration must be given, where appropriate, to whether there are any circumstances that might prejudice the neutrality needed when performing their duties (such as, for example, any direct relations with institutional subjects, public bodies and/or subjects that perform public service functions of relevance for MIONETTO activities);
- ✓ when managing relations with MIONETTO personnel, the bonus remuneration systems and pay increases to employees and collaborators must respond to realistic objectives consistent with the tasks and responsibilities assigned;
- ✓ when the candidate is a foreign national of a Third Country, he/she must, at the time of recruitment, provide a copy of a regular residence permit (without prejudice to the provisions, in that case, of this Model Sub-Special Part L).

9.3 Selection of external collaborators

The selection and management of external collaborators, such as, as an example, suppliers, representatives, agents, partners and consultants, must be based on objective, transparent criteria, and must exclude those subjects that do not present suitable guarantees of correctness, professionalism, integrity and reliability.

For this purpose, for both ongoing relations and new interlocutors, all the information needed to understand and comply with the Code of Ethics, this Model and the protocols of conduct drawn up in relation to the at-risk activities must be provided.

All external partners are required to respect the compliance principles in this Model, the Code of Ethics and, in any case, those generally recognised principles of good corporate governance. Where adopted, external partners are called on to scrupulously observe their own system of management and control of corporate activities.

Whenever possible, the heads of the Divisions involved shall seek to obtain the commitment of external partners to comply with the Code of Ethics, this Model and the protocols of conduct prepared in relation to the at-risk activities, by proposing that they sign a form or declaration of knowledge and acceptance (or contractual clause) with regard to the sections of their respective competence and the relevant sanctions. In particular, where possible, the contractual relationship with external collaborators shall contain appropriate clauses allowing the Company to terminate the contract with conduct that does not comply with the provisions and spirit of the Model.

The administrative body, at the proposal of the Supervisory Board, may set up special assessment systems for the selection of both collaborators and external partners who have a relationship of interest with MIONETTO or who cooperate in any capacity with the Company in performing at-risk activities.

The corporate functions that use external collaborators and are responsible for the process involving their activities shall monitor them and record the data and information relevant to the knowledge and assessment of the conduct of external collaborators, making it available, if needed, to the Supervisory Board for it to conduct its controls.

9.4 Personnel training and dissemination of the Model

In compliance with Decree provisions, the Company has prepared a communication and training plan in order to disseminate and illustrate the Organisational Model and the Code of Ethics.

In particular, the training - for Decree purposes - of people operating in the company organisation will be structured as follows:

- **managerial personnel and those with body representation functions:** initial general classroom training will be provided and then specific training for new recruits; periodic updates will be provided when there are significant changes to the Model, and, in particular, with the introduction of additional offences by the legislator.

The Supervisory Board will be responsible for checking:

- course quality;
- the frequency of updates;
- effective personnel participation.

Training courses should include:

- an introduction to the regulations and the Confindustria Guidelines;
 - an in-depth study dedicated to the principles contained in the Code of Ethics and the General Part of the Model;
 - a description of the role of the Supervisory Board;
 - a description of the penalty system.
- **non-managerial personnel involved in sensitive activities:** a training course will be organised with similar contents in type and scope to those described above. The Supervisory Board will be responsible for checking the training course adequacy and its implementation, including by newly recruited persons or with a change of organisational position which should require taking part in the course itself;
- **non-managerial personnel not involved in sensitive activities:** an internal information notice will be distributed to all employees currently in force and to those subsequently recruited. The Supervisory Board will be responsible for checking the adequacy of the information provided and it being effectively communicated.

To facilitate dissemination, the Model and its annexes will also be published on the company's intranet site and this publication will be communicated to personnel.

9.5 Information to external collaborators and partners

External collaborators and business partners will also be informed of the publication of an extract of the Organisational Model and the Code of Ethics on the company website.

10 GENERAL PRINCIPLES AND COMMON RULES

When performing their corporate function, all Recipients of this Model, however involved in the activities described below, must comply with the principles and general rules contained in the following paragraphs of the General Part of the Model.

10.1 General Principles for granting of powers

The delegation system currently in place at MIONETTO is inspired by the principle of dual control related to all transactions involving liabilities or spending commitments for the Company, including those for ordinary administration.

The delegation system must apply the following principles:

- a) each delegation must clearly, precisely define the powers attributed to the delegated party and the person hierarchically superior to that delegate;
- b) delegations must combine each power with the relevant responsibility, with an appropriate position in the organisational chart, and must be amended and updated with any changes in the company;
- c) the delegate must have spending power commensurate with the function assigned to him/her.

The delegation system currently in place at MIONETTO is inspired by the principle of dual control related to all transactions involving liabilities or spending commitments for the Company. Delegations are differentiated by the level of responsibility of each delegate or special attorney. Transactions involving payments of a value exceeding the threshold set out in the power of attorney must be authorised in advance and approved, based on the case, by the Managing Director or the Procurement Department.

10.2 General Principles for offering gifts

Gifts permitted are always of a low value (meaning a value of €150.00 or less per single gift) and their *one-off* type.

In dealings with contractual partners or private third parties, corporate officers are forbidden to:

- make monetary donations of any amount, promise or offer them (or to their relatives, relatives-in-law or related parties) money, gifts or gratuities or other utilities of a monetary value, when those promises or offers of money, gratuities, gifts are pursuing corrupt or otherwise unlawful purposes;
- accept gifts and presents or other benefits of an economic value, when these are intended to pursue corrupt or otherwise unlawful purposes.

10.3 Cash Payments

In principle, Mionetto S.p.A. avoids using cash to pay suppliers. The following transaction types constitute exceptions to the above rule:

- purchases of insignificant amounts made directly by staff in shops for special small requirements, subject however to evaluation and authorisation by the purchasing department;
- purchases relating to services rendered by particular bodies (e.g. analyses by the municipality,

issue of certificates by the Chambers of Commerce, etc.) that do not accept payment by deferred transfer;

- reimbursement of employee travel and expenses (if the employee does not want the bank transfer);
- advances to employees for missions to be carried out on behalf of the company;
- payment of postal slips if they are the only method of payment for particular public bodies/suppliers, subscriptions to magazines useful for business purposes.

Normal payments of invoices to traditional suppliers of goods and services cannot be made in cash; traceable forms of payment such as bank receipts, bank transfers, RID or MAV must always be used.

There are three cash dispensers provided and they are located at the following company sites:

- 1) Headquarters in Valdobbiadene (main cash desk);
- 2) Valdobbiadene headquarters (company shop);
- 3) Headquarters in Crocetta del Montello for expenses incurred specifically in that plant.

As far as the Valdobbiadene company shop is concerned, every morning the previous day's takings are transferred to the main cash desk and are accounted for correctly. The company shop retains a fixed amount of €300.00 as a cash fund to manage the leftovers and purchases for hospitality management.

For the Crocetta del Montello site, petty expenses are grouped monthly in a "cash envelope" signed by the area manager.

Advances delivered to employees before a company mission are formalised by drafting of a delivery letter to be signed in acknowledgement of receipt by the employee and a manager in the administration department.

The cash balances of the two cash dispensers are to be monitored on a daily basis, and ceilings are set for cash balances. Once these have been reached, deposits must be made - as quickly as possible and in any case at short notice - into the bank account. The limits are as follows:

- Cassa di Valdobbiadene €5,000.00;
- Company Shop Cashier €300.00 (temporary surplus related to the day's takings);
- Crocetta del Montello cash desk €500.00.

Please note that there is a separation of roles in the Administrative office between those who record cash movements in the accounts and those who handle the money.

The handover of cash and safe keys by administrative staff must be formalised in an appropriate document.

In any case, all provisions contained in the internal procedures concerning payment in cash remain unaffected, insofar as they are compatible with the above and with the legal provisions in force at the time.

10.4 Rules common to all payments

Without prejudice to the foregoing, all payments must be made using credit instruments, bank transfers, deposits and other payment instruments through banking channels enabling full, constant traceability. The Company has adopted and constantly maintains an account registration system for all payments made and received when performing its activities; this makes it possible to identify, trace and file financial flows between the Company and all its creditors and debtors.

No payment may be made to or received from persons (natural or legal persons, sole proprietorships or entities of any kind or nationality) who have not been identified in advance, by recording their details in a register kept by the Company.

When opening customer positions, all data and addresses must be checked, if applicable, by carrying out appropriate chamber of commerce perusals.

In any case, all payments must respect the so-called “Four Eyes” principle. Payment approval for an invoice can take place automatically (when the order entered into the system balances with the amounts on the invoice transmitted by the supplier and the arrival of the goods or the supply of the service has been confirmed), by matching in ERP with the order or, in other cases, it can be authorised by a double signature on the invoice. For further details on payment procedures, please refer to the MOG annexes.

More generally, if the recipients of this Special Part A of the Model should find a breach of the principles set out herein, they must immediately notify their hierarchical superior or, in his/her absence, the Managing Director and, in any case, the Supervisory Board.

10.5 Additional general principles on economic and financial relations with customers, suppliers and employees.

The Company has also adopted further general principles to regulate economic and financial relations with customers, suppliers and employees.

These principles of conduct are expressly set out in Annexes A1 to A9, namely:

- A 1 Relations with Institutional Subjects;
- A 2 Relations with business customers;
- A 3 Investments;
- A 4 Relations with Suppliers;
- A 5 Payment of Supplier Invoices;
- A 6 Management of Financial Resources;
- A 7 Employee Expense Reimbursement Procedures;
- A 8 Personnel Selection and Recruitment;
- A 9 Selection and Management of External Employees and Consultants.

These form an integral, inseparable part of this Model and will be referred to from time to time in the individual Special Parts of interest.

11 DISCIPLINARY SYSTEM

11.1 Function of the disciplinary system

Defining an adequate sanction system is an essential Model requirement, to exempt the company of responsibility.

Disciplinary sanctions are applied regardless of the outcome of the criminal proceedings initiated by the judicial authorities if the conduct should constitute a relevant offence pursuant to the aforementioned Decree; since the rules imposed by the Model are adopted by the Company autonomously, regardless of the offence that any conduct may determine, and will be ordered by the competent corporate functions, also with a Supervisory Board proposal.

The Code of Conduct is considered an integral part of the Model. Therefore, what follows will also be applied if the rules of conduct governed by the Code are breached.

11.2 Sanctions against employees (office workers)

Conduct by employees in breach of single Model rules is defined as a “disciplinary offence”.

The disciplinary measures that can be imposed on those employees - in compliance with procedures set forth in Article 7 of Law 300/70 (Workers' Statute) and, therefore, after assessing and contesting the charges and subsequent evaluation of the justifications presented by the worker concerned - are those established by the sanction structure set out in the current National Collective Labour Contract (C.C.N.L.) applied by the Company and, in particular, by Article 68 of the National Collective Labour Contract for employees of similar companies operating in the following industries: mineral water and soft drinks, various foodstuffs, animal feed, soft drinks, beer and malt, meat, fish preserves, vegetable preserves, distillation of spirits and spirits, confectionery, natural sausage casings, dairy products, oils, fats, margarine, seed flours and de-oiled sausages, slaughtering and processing of poultry species, milling, pasta making, rice, wines, special wines, liqueurs, spirits, syrups and vinegars, sugar.

Compliance with Model provisions is fully part of the worker's general obligation to comply with company provisions and to act in the company's interests; in particular as referred to in the chapter “Workers' Duties” of the respective C.C.N.L.

The sanctionable behaviour constituting breach of this Model and which may constitute disciplinary charges, assessable and sanctionable pursuant to provisions in the C.C.N.L. applied by the Company are the following, merely as an example, without prejudice to the cases provided for in collective bargaining:

- breach of the internal procedures laid down in this Model (e.g.: non-compliance with procedures prescribed, failure to notify the Supervisory Board of information prescribed, failure to carry out controls) or conduct, when performing activities connected with “at-risk processes”, that

- does not comply with Model provisions and exposes the Company to a situation of objective risk of one of the offences referred to in the Decree being committed;
- conduct, when performing activities connected with “at-risk processes”, clearly in breach of Model provisions and unequivocally aimed at committing one or more offences;
 - conduct, when performing activities connected to “at-risk processes”, that does not comply with Model provisions, that can cause concrete application, against the Company, of sanctions provided for in the Decree.

The sanctions provided for by the C.C.N.L. applied by the Company and the possible claim for damages may be commensurate, in the balance between conduct and seriousness in a disciplinary perspective, related to

- the seriousness of the employee's overall conduct, with particular reference to the possible existence of previous disciplinary measures against him/her, within the limits permitted by law;
- the employee's level of responsibility and autonomy and his or her functional position;
- the intentionality of the conduct or degree of negligence, imprudence or inexperience, as well as the seriousness of the conduct in relation also to event foreseeability;
- any particular circumstances in which the conduct in breach of this Model occurred.

The applicable sanctions will be selected considering the seriousness of the conduct attributable to the employee in compliance with Article 68 of the aforementioned National Collective Labour Contract.

The disciplinary system is constantly checked and assessed by the Supervisory Board and the Human Resources function. The latter remains the guarantor of effective application of the disciplinary measures outlined, also with a report from the Supervisory Board and after hearing the hierarchical manager of the person subjected to the measure.

11.3 Measures against managers

The management relationship is characterised by eminently fiduciary requirements and the deeds performed by Company managers, which may be reflected not only internally but also externally in terms, for example, of the Company image with third parties, even regardless of the powers, functions and delegations received. Therefore, compliance by Company managers with Model provisions and their primary obligation to ensure that their subordinates comply with it is an essential element of the managerial employment relationship. So any violation constitutes a serious breach of contractual obligations.

In a breach by managers of the rules of conduct identified by the Model, the Company reserves the right to assess any breaches on a disciplinary basis, in compliance with the procedures laid down in Article 7 of Law 300/70 (Workers' Statute) and the provisions in the collective contract applied.

11.4 Measures against external collaborators and partners

Breach of this Model by external collaborators and partners with conduct that causes the risk of an offence sanctioned by the Decree being committed shall entail, related to the provisions of the specific

contractual clauses included in the letters of appointment or in the agreements finalised each time, termination of the contractual relationship.

This is without prejudice to any claim for compensation if that conduct results in concrete damage to the Company, for example application by a judge of the measures provided for in the Decree.

11.5 Measures against members of the Board of Directors

With reference to the persons vested with operational powers and Company representation, by virtue of the utmost trust placed in them, MIONETTO considers the forms of control already specifically set forth in regulations in force still valid and, with them, the remedies for any breaches for which they may be responsible.

In any case, the Supervisory Board retains the power to interact with the parties authorised by law to carry out controls and the power to request verification of the elements required by law, in order to suggest any responsibility actions and/or revocation for just cause.

MIONETTO rigorously assesses any breaches of this Model committed by those who constitute top management and who represent the Company, also in image terms, with employees, shareholders, creditors and the public in general. The formation and consolidation of corporate ethics based on legality, correctness, professionalism and transparency cannot ignore their sharing and implementation, first and foremost, by top management itself. The latter must set an example and stimulate all those who work for and/or with the Company.

The Supervisory Board notifies the Board of Directors of a breach of the Organisational Model committed by one or more members of the Board of Directors. The Board of Directors - with the member receiving the sanction abstaining - shall carry out the investigation needed and, with its outcome, inform the Shareholders' Meeting so that it can take any resulting measures.

BOOK II
SPECIAL PART

SPECIAL PART A

1 OFFENCES AGAINST THE PUBLIC ADMINISTRATION

1.1 The Relevant Offences

In this Special Part “A”, we provide a brief explanation of the offences against domestic or international public entities, indicated in Articles 24 and 25 of the Decree and in abstract that may be committed in the Company.

➤ *Misappropriation to the detriment of the State (Article 316-bis of the criminal code)*

This offence occurs when, having received funding or contributions from the Italian State or other minor public bodies or the European Union, one does not use the sums obtained for the purposes for which they were intended (the conduct, in fact, consists in having misappropriated, even partially, the sum obtained, without it mattering that the planned activity was in any case carried out).

Considering that the moment the offence is performed coincides with the execution phase, the offence may also occur with reference to financing obtained in the past and now not used for the purposes for which it was granted. An active party is anyone outside the Public Administration.

➤ *Undue receipt of payments to the detriment of the State (Article 316-ter of the criminal code)*

This offence occurs in cases where - through use or presentation of false declarations or documents or by omitting information due - one obtains, without being entitled to them, contributions, financing, subsidised loans or other disbursements of the same type granted or disbursed by the State, other public bodies or the European Community. In this case, the offence takes place when the financing is obtained.

➤ *Extortion (Article 317 of the criminal code)*

This offence occurs when a public official or a person in charge of a public service, abusing his/her position, compels someone to procure for him/herself or others money or other benefits that are not due. This offence could occur if an employee contributes to the offence of the public official, who, taking advantage of this capacity, requests services from third parties that are not due (providing that an advantage for the Company results from the conduct in some way).

➤ *Corruption to exercise a function or for an act contrary to official duties (Articles 318-319 of the criminal code)*

The first offence occurs when a public official or a person in charge of a public service unduly receives, for themselves or for others, money or other benefits, or accepts a promise thereof, in order to exercise functions or powers.

The second scenario occurs when a public official or a person in charge of a public service unduly receives, for themselves or for others, money or other advantages, or accepts a promise thereof, in order

to omit or delay or having omitted or delayed acts of his/her office or to perform or have performed an act contrary to official duties.

Please note that bribery is a crime that needs complicity, in which both the bribe-receiver and the corrupter are punished.

Both so-called active bribery (the director or employee bribes a public official or a person in charge of a public service in order to obtain an advantage for the company) and so-called passive bribery (the company representative receives money or another benefit in order to perform an act that is due or contrary to the duties of office), provided that, in the latter case, the activity performed in concrete terms must be qualified as a public function or public service.

This offence differs from extortion in that there is an agreement between the bribe-receiver and the corrupter to achieve a mutual advantage, whereas in extortion the private individual is forced to submit, with no alternative (*metus publicae potestatis*), to the conduct of the public official or the person in charge of a public service.

➤ *Incitement to bribery (Article 322 of the criminal code)*

This offence occurs when, in the presence of conduct aimed at bribery, the public official or person in charge of a public service refuses the offer illegally made to him/her.

➤ *Bribery in judicial proceedings (Article 319-ter)*

This offence occurs when, in order to favour or damage a party in the proceedings, a corporate representative commits the deeds indicated in Articles 318 and 319 of the criminal code, (not only a magistrate, but also a clerk of the court or other official).

➤ *Undue inducement to give or promise benefits (Article 319-quater)*

This offence occurs when a public official or a person in charge of a public service, abusing their position or powers, induces someone to illegally give or promise, to them or to a third party, money or another benefit (unless the act constitutes a more serious offence).

This offence also needs concurrence, since both the public official or person in charge of a public service and (albeit more lightly) the private individual who is induced to give the illegal gift or promise are punished.

➤ *Fraud to the detriment of the State, other public body or the European Union (Article 640(2)(1) of the criminal code)*

This offence occurs when, in order to obtain an unfair profit, tricks or deception are used to mislead and cause damage to the State (or other public body or the European Union). For instance, this offence may occur when preparing documents or data to take part in tenders, untruthful information is provided to the Public Administration (e.g. supported by forged documentation), in order to be awarded the tender.

Please also note, however, that silence may also constitute fraud if carried out in the presence of a legal obligation to communicate”.

➤ *Aggravated fraud to obtain public funds (Article 640-bis of the criminal code)*

This offence occurs when fraud is perpetrated to obtain public funds illegally. This offence may occur in the case of deception or fraud, for instance by communicating untrue data or preparing false documents, in order to obtain public funding.

➤ *Computer fraud to the detriment of the State or other public body (Article 640-ter of the criminal code)*

This offence occurs when, by altering the operation of a computer and/or telematic system (with reference both to its mechanical component and to the software) or by manipulating the data contained therein, an unfair profit is obtained causing damage to the State or another public body. For instance, the offence may be committed if, once a loan has been obtained, the computer system is hacked in order to enter a loan amount higher than the one legitimately obtained.

A more serious penalty is then envisaged if the computer fraud involves the theft or misuse of a person's digital identity, resulting in damage to one or more persons.

1.2 Sensitive Activities

The offences considered in paragraph 1.1 above may be committed when managing relations with the Public Administration (understood in a broad sense and including, where compatible, companies with public shareholdings) and when performing activities interacting with a public function.

MIONETTO currently has no contractual relations with the Public Administration, does not offer services or purchase or sell goods from/to the Public Administration, nor does it take part in public tenders or procedures for the signing of public contracts.

Relations with the Public Administration and persons in charge of public services are mostly limited to requests for contributions for marketing, authorisations, permits, licences, nulla osta related to Company activities, or to the controls required to market products and for the development and diffusion of products in foreign markets, as well as relations that may arise following any inspection by public authorities.

In order to identify the Sensitive Activities, attention was focused on the areas in which MIONETTO, when performing its activity, could, in abstract terms, commit the offences listed above.

Concretely, the following Sensitive Activities emerged:

- transactions related to obtaining subsidised loans, contributions or disbursements from the Public Administration (including contributions allocated by the Common Organisation of the Wine Market);
- management of payments (banking arrangements) and cash flows;
- expense reimbursement management (preparatory activity);
- tax compliance and inspections;
- management of sponsorships and charitable initiatives;
- management of gifts, gratuities and promotional activities;
- selection and management of business partners to supply goods and services;
- purchase of goods support services;

- defining the budget (preparatory activity);
- management of information systems;
- selection and management of suppliers for “material purchases”;
- selection and management of suppliers for wine purchases;
- purchase of goods and support services;
- management of information systems;
- updating the price list of products (preparatory activity);
- application and use of public funds for training;
- awarding bonuses (preparatory activity);
- payment of contributions;
- management of relations with public authorities and/or public officials (INPS, INAIL, ASL, Guardia di Finanza (Tax Police), NAS, Ministry of Health and MIPAAF) during audits, inspections, controls carried out by the P.A. in compliance with legal or regulatory provisions;
- relations with Public Authorities, Protection Consortia, Third Party Certification Bodies and/or Control Bodies authorised by the MIPAAF;
- relations with other public bodies, public officials and subjects, including private ones, performing public services related to the marketing of wines, sparkling wines and food products in general;
- request of, or participation in, control and verification activities carried out by Public Authorities, Protection Consortia, Third Party Certification Bodies and/or Control Bodies authorised by the MIPAAF;
- quality controls;
- sales management;
- communications to the Public Administration of company information and/or data;
- personnel selection, recruitment and management;
- management of relations with external consultants;
- negotiation and conclusion of contracts with public entities through private negotiations or participation in public procedures;
- management of judicial and extrajudicial litigation;
- sponsorship contracts.

Related to each of the areas listed, the conduct model usually adopted by MIONETTO when taking part in individual procedures was assessed, highlighting the areas in which its activity (internal and external) did not appear to be sufficiently traceable.

In addition, certain business variables were considered abstractly, that could give rise to or increase the risks being considered:

- internal company factors identifiable in the planned economic objectives and related to the business model adopted;
- implementation of illegal activities by groups of people; this variable may become relevant, as results may be the product of indefinite and elusive personal and business interactions, which by their very nature are difficult to trace;
- distortion of environmental values, i.e. common customs or usages in the sector that are essentially illegal, but experienced by operators as indispensable or even ethically positive.

2 RECIPIENTS OF SPECIAL PART A AND GENERAL PRINCIPLES OF CONDUCT IN RELATIONS WITH THE PUBLIC ADMINISTRATION

2.1 Recipients of Special Part A

This Special Part A refers to the conduct of Company directors, and executives (so-called top management), as well as Company employees (so-called internal persons subject to the management of others) involved, in any capacity, in the sensitive activities relevant for the purposes of this Special Part (hereinafter all referred to as the “Recipients”).

By virtue of agreements and/or specific contractual clauses and limited to the performance of sensitive activities in which they may be involved, the following external parties may be recipients of this Special Part:

- collaborators, consultants and, in general, all persons carrying out self-employment activities to the extent that they operate in the Sensitive areas of activity on behalf of or in the interest of the Company;
- suppliers and business partners operating in the Sensitive areas on behalf of or in the interest of the Company.

2.2 General principles of conduct or Area of Doing

The purpose of Special Part A is to address the sensitive activities carried out by the Recipients in order to prevent offences against the Public Administration referred to in Articles 24 and 25 of the Decree from occurring.

This Special Part establishes the specific obligation of corporate members to:

- strictly comply with all laws and regulations governing company activities, with particular reference to activities involving contacts and relations with the Public Administration or those assigned a public function or a public service;
- establish and maintain any relationship with the Public Administration on the basis of criteria of utmost fairness and transparency; in compliance with the principles in the Company's Code of Ethics, and with the provisions contained in the General Part and in the Special Part of this Model.

In particular, when carrying out the activities considered at-risk, the Recipients shall comply with the following general principles of conduct:

- (A) refrain from engaging in conduct that would constitute the types of offences provided for in this special part of the Model;
- (B) refrain from conduct which, although not constituting an offence per se, may potentially become one.

In addition, the following must be observed:

- MIONETTO shall not start or continue any relationship with company representatives, external collaborators or partners who do not intend to align themselves with the principle of strict compliance with the law;
- relations with the Public Administration for the at-risk activity areas and relations established with

third parties when performing a public function or a public service must be managed in a unified manner, by appointing managers for the at-risk areas in each Division (where this has not already been done);

- relations with Public Bodies, Public Administrations and/or Public Officials and/or Persons in Charge of Public Services must be based on utmost transparency, fairness and impartiality;
- declarations made to the Institutions and Public Administration must only contain true elements, must be complete and must be based on valid documents in order to guarantee their correct assessment by the Institution and Public Administration concerned;
- adequate documentary support must be kept for each transaction, enabling control of the features of the transaction itself, the relevant decision-making process, the authorisations issued and the checks carried out;
- any agreements on temporary associations of companies, joint ventures, project financing, co-partnerships or co-investments with contractual partners, both Italian and foreign, must be set out in writing, highlighting all the terms of the agreement itself; with special reference to the economic conditions agreed upon for joint participation in the procedure, project, association or special-purpose company, and must be verifiable at all times by the Supervisory Board;
- the selection of external collaborators, suppliers, business partners and consultants must be inspired by principles of objectivity, transparency, competence, cost-effectiveness and fairness; to this end, personnel selection must be carried out on the basis of objective criteria such as quality, price and the ability to supply and guarantee goods or services of an adequate level. Undue pressure of any kind by public officials and/or public service providers to favour one person over another is not permitted;
- appointments of external collaborators must be drawn up in writing, indicating the agreed remuneration, and be communicated to the Supervisory Board;
- any declaration of commitment or manifestation of the corporate will must be made by those acting on behalf of MIONETTO within the limits of the attributions/powers granted.

2.3 Prohibitions or no-Doing Area

In relations with Public Officials or Persons in Charge of a Public Service or with employees, in general, of the P.A. or of other Italian and/or foreign Public Institutions, it is forbidden for corporate representatives to:

- a) make monetary donations of any amount whatsoever, and promise or offer them (or their relatives, relatives-in-law or related parties) money, gifts or gratuities or other benefits of a monetary value;
- b) accept gifts and presents or other benefits of an economic value;
- c) ask third parties to propose the payment and/or giving of money or other benefits to a public official or person in charge of a public service;
- d) grant or promise other advantages of any kind (promises of employment and/or business opportunities, etc.) in favour of representatives of the Public Administration, public officials or persons in charge of a public service (or their relatives, relatives-in-law or related parties), which may be interpreted as actions providing an advantage beyond what is granted and described in the Decree;
- e) make unjustified entertainment expenses for purposes other than the mere promotion of the corporate image;
- f) perform services in favour of corporate Partners that have relations with subjects of the Public Administration, public officials or persons in charge of a public service, in the name and on behalf of MIONETTO, that are not adequately justified in the context of the business relationship established with the Partners themselves;
- g) recognise fees in favour of external partners that are not adequately justified in relation to both the

Recipients of Special Part A and General Principles of Conduct in Relations with the Public Administrator

- type of assignment to be performed and the amount of the fee related to accepted market practices;
- h) request and/or use loans, contributions, subsidised loans or other disbursements of the same type granted or issued by the State, the Public Administration, other national or European Union public bodies and/or institutions, or other bodies governed by international law, by submitting false declarations or documents or through omission of information due;
 - i) submit untrue declarations to national or foreign public bodies in order to obtain public grants, contributions or subsidised loans;
 - j) submit untrue declarations to domestic or foreign public bodies in order to create an economic or competitive advantage to be awarded contracts;
 - k) allocate and/or use sums received from national or foreign public bodies by way of disbursements, contributions or financing for purposes other than those for which they were intended or in a manner other than that established;
 - l) use tricks and/or deception, to mislead or cause damage to the State (or to another Public Body or the European Union or international public law bodies) in order to make an unfair profit;
 - m) gain unauthorised access to the information systems used by the Public Administration or other Public Institutions, alter their operations in any way, or intervene in any way to which one is not entitled on data, information or programmes in order to unduly obtain and/or modify information for the benefit of the Company or third parties;
 - n) undertake (directly or indirectly) illegal actions that may, in the course of civil, criminal or administrative proceedings, favour or damage one of the parties to the proceedings.

As regards relations with persons other than Public Officials or Persons in Charge of a Public Service or employees of the P.A. or other Public Institutions, the previously authorised payment of gifts and acts of commercial courtesy is permitted, provided they are of modest value and, in any case, do not compromise the integrity and reputation of the parties and cannot be interpreted, by a third and impartial observer, as aimed at obtaining advantages and favours in an improper manner. The right granted here is in any case subject to compliance with the protocols of conduct set out in § 3 below.

3 PROTOCOLS OF CONDUCT

3.1 Protocols to prevent the risks of crime pursuant to Articles 24 and 25 of the Decree

In addition to compliance with the relevant legal provisions and the rules of conduct referred to in the previous paragraphs of this Model and in the Code of Ethics, the Recipients of this Special Part will be required to comply with the Protocols of Conduct illustrated below.

– Gifts to officials

Any form of gift to Italian and foreign public officials, or their relatives, that could influence their independent judgement or induce them to guarantee any advantage for the company is prohibited. Gifts permitted are always characterised by being small in value (meaning a value equal to or less than €100.00 per individual gift), or because they are in order to promote the brand image of MIONETTO or of the Group it belongs to. The heads of the Commercial Division, the Marketing Division and the Administration, Finance and Control and Dry Materials Purchasing Division, together with the Managing Director of the Company will decide on an annual budget for the purchase of gifts. If it is exceeded, the written approval of the Managing Director will be required. The latter will notify the Supervisory Board for any necessary measures.

Gifts exceeding a modest value:

- require a prior report to the Supervisory Board which will notify the administrative body of cases where its intervention is deemed necessary;
- ensure traceability by creating and keeping copies of relevant documentation (e.g. transport document);
- avoid repeated donations to the same beneficiaries, unless there is a proven need;
- identify the office responsible for the purchase of gifts.

– Preventive measures

In order to implement the principles set out in the above articles, MIONETTO shall not initiate or continue any relationship with company representatives, external collaborators or partners who do not intend to align themselves with the principle of strict compliance with the laws, regulations and precepts contained in this Model.

Relations with the Public Administration for the at-risk activity areas and those established with third parties when performing a public function or a public service must be managed in a unified manner, by appointing managers for the at-risk areas, or for specific sub-areas of those at-risk areas.

Adequate documentary support must be kept for each at-risk operation, enabling its characteristics, the relevant decision-making process, authorisations issued for it and the checks carried out to be controlled at any time.

Any agreements with contractual partners - including temporary association agreements between companies and participation in consortia - must be defined in writing, highlighting all the conditions of the agreement itself; with particular reference to the reasons, results to be obtained and the economic

conditions agreed upon for joint participation in the procedure, and must be approved by the Managing Director and verifiable at all times by the Supervisory Board.

Assignments attributed to external collaborators must be drawn up in writing, with an indication of the remuneration agreed, and be communicated to the Supervisory Board if they establish conditions that differ from those normally applied to other collaborators.

Agreements relevant to this paragraph include:

- recruitment of agents;
- collaboration with third parties involving, for any reason, relations with the Public Administration or with public service officials or that may give MIONETTO a competitive advantage in breach of the rules laid down in the Decree.

– **Donations, funding and scholarships**

With donations, funding or scholarship grants:

- (1) MIONETTO must prepare and send the P.A., behaving correctly and transparently, a communication in which it expresses its intention to donate a sum of money or equipment, or to grant a scholarship;
- (2) this communication will be brought to the attention of the Supervisory Board to be checked;
- (3) the company will verify that the beneficiary P.A. complies with the regulations in force in order to implement the donation and obtain the funding and scholarships;
- (4) upon receipt of acceptance by the Public Administration, MIONETTO shall scrupulously observe all the relevant regulations and shall fulfil the obligations required by law;
- (5) all documentation on the procedure will be stored.

– **Payments to public officials or persons in charge of public services**

No payments to public officials or persons in charge of public services may be made in cash or by means that do not enable full, continuous traceability.

– **General Principles for the Management of Financial Resources**

All operations involving the use of economic or financial resources:

1. must always be for a specific reason;
2. must be properly documented and recorded applying professionally correct accounting principles.

When managing MIONETTO's financial resources, the spending limits resulting from the powers delegated by the Company's administrative body must be observed.

The use of financial resources must always be justified by the applicant, who, through the application, shall certify its suitability.

The Company only uses Credit Institutions subjected to regulations of transparency and fairness in accordance with European Union regulations.

The Company has a management system through which all purchase, sale and management of financial resource transactions of an ordinary nature are managed, tracked and recorded.

Use of financial resources connected to extraordinary transactions must always be authorised by a managing director or special attorney with the necessary spending powers, having consulted the head of the department affected by the transaction.

The provisions in Annex A 6 (Management of Financial Resources) remain unchanged.

3.2 Additional protocols to prevent risks of crime pursuant to Articles 24 and 25 of the Decree

In addition to complying with the above-mentioned protocols, the Recipients of this Special Part are required to comply with the Protocols of Conduct set forth in the following annexes, an integral, inseparable part of this Model, and specifically

- A 1 Relations with Institutional Subjects;
- A 2 Relations with business customers;
- A 3 Investments;
- A 4 Relations with Suppliers;
- A 5 Payment of Supplier Invoices;
- A 6 Management of Financial Resources;
- A 7 Employee Expense Reimbursement Procedures;
- A 8 Personnel Selection and Recruitment;
- A 9 Selection and Management of External Employees and Consultants.

3.3 Reporting to the Supervisory Body

Without prejudice to mandatory compliance with the provisions herein, anyone who, when performing his/her duties as a Recipient of this Special Part, ascertains, becomes aware or has reasonable suspicions of i) facts or deeds relevant to the types of offences referred to in this Special Part being committed, or ii) breach of the principles and protocols of conduct contemplated in this Special Part (and of the annexes or protocols which are an integral part) is obliged to promptly notify the Supervisory Board. The latter will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

SPECIAL PART B

1 COMPUTER CRIMES AND UNLAWFUL PROCESSING OF DATA

1.1 The Relevant Offences

This Special Part "B" contains a brief explanation of the offences against domestic or international public entities, indicated in Articles 24-bis of the Decree and that could be committed in the Company.

➤ *Unauthorised access to a telematic or computer system (Article 615-ter of the criminal code)*

The offence is committed by anyone who illegally breaks into a computer or telecommunications system protected by security measures or remains there against the will of those entitled to exclude him/her.

The offence can be prosecuted if reported by the injured party, unless the aggravating circumstances set forth in the regulation are applicable, including: destruction or damage of data, programmes or the system, or total or partial interruption of operations, or when systems of public interest are involved or acts are performed by abusing the system operator position.

➤ *Illegal interception, obstruction or interruption of computer or telematic communications (Article 617-quater of the criminal code)*

The conduct punishable under Article 617-quater of the criminal code consists in fraudulently intercepting communications relating to a computer or telecommunications system or between several systems, or preventing or interrupting them.

Unless the fact constitutes a more serious offence, that offence also applies to dissemination to the public of the content of those communications by any means of information.

Obstruction or interception can take place either through technical devices or through the use of software (so-called spyware). Obstructing or interrupting communications may also consist in slowing down communications and may take place not only by using computer viruses, but also, for example, by overloading the system through the input of numerous fake communications.

Unless the conduct was committed to the detriment of a system used by the State or other public body or by firms providing public services or for public needs or abusing the system operator position, the offence is punishable if reported by the injured party.

➤ *Installation of equipment to intercept, prevent or interrupt computer or telematic communications (Article 617-quinquies of the criminal code)*

Article 617-quinquies punishes the mere fact of installing, unless permitted by law, equipment designed to intercept, hinder or interrupt communications, regardless of whether those events occur or not. The offence is punishable ex officio.

➤ *Damage to computer information, data and programmes (Article 635-bis of the criminal code);*

Unless the deed constitutes a more serious offence, article 635-bis of the criminal code punishes anyone who destroys, deteriorates, deletes, alters, suppresses the information, data or computer programmes of others.

Based on strict interpretation, the "programs of others" concept could also include programs used by the agent insofar as they are licensed to him by the legitimate owners.

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

Unless the deed constitutes a more serious offence, article 635-ter of the criminal code punishes the conduct referred to in the preceding article that targets computer information, data or programmes used by the State or another public body or pertaining to them, or in any case of public utility. This also includes conduct relating to data, information and programmes used by private entities, provided they are needed to satisfy public requirements.

Both cases are regardless of whether the damage effectively occurs, which, if it did, would constitute an aggravating circumstance of the penalty.

Both offences are aggravated if the deeds are committed with violence against people or threats, or abusing the system operator position. The first offence can be prosecuted if reported by the injured party or ex officio, if one of the aggravating circumstances applies; the second offence is always prosecuted ex officio.

- *Damage to computer or information systems (Article 635-quater of the criminal code)*

Unless the deed constitutes a more serious offence, article 635-quater of the criminal code punishes anyone who, through the conduct referred to in Article 635-bis, or by introducing or transmitting data, information or programs, destroys, damages, renders wholly or partially unusable the computer or telecommunication systems of others or seriously hinders their operation.

The offence in question is committed when the system affected by the criminal conduct is damaged or rendered, even partially, inoperable or functioning is hindered.

- *Damage to computer or information systems of public utility (Article 635-quinquies of the criminal code)*

Article 635-quinquies of the criminal code punishes the same conduct described in Article 635-quater that endangers computer or telecommunication systems of public utility. Unlike Article 635-ter, the measure does not refer to use by public bodies, as it is enough for the systems attacked to be “of public utility”, even if used by private persons.

Both cases are regardless of whether the damage effectively occurs, which, if it did, would constitute an aggravating circumstance of the penalty. Moreover, both are punishable ex officio and provide for aggravating penalties if the deeds are committed with violence to people or threats, or with abuse of the system operator position.

Please note that offences related to damaging systems refer to damaging data and programs when they make the systems unusable or seriously hinder their proper functioning.

If the conduct described is the result of illegal access to the system, it will be punished pursuant to the above-mentioned Article 615-ter of the criminal code.

- *Unauthorised possession or dissemination of access codes to computer or telematic systems (Article 615-quater of the criminal code);*

Article 615-quater punishes any person who, in order to procure a profit for himself or others or to damage others, illegally obtains, reproduces, disseminates, communicates or delivers codes, passwords or other means of access to a system protected by security measures or in any case provides suitable indications for that purpose.

The offence requires the conduct to be committed for gain or to damage others. Moreover, when assessing that conduct, considering the objectively abusive nature of the transmission of data, programmes, e-mails, by those who, though not specifically motivated to make profit or cause damage, are aware of the presence of viruses that could cause the harmful events described by the article, could be of paramount importance.

- *Distribution of computer equipment, devices or programmes intended to damage or interrupt a computer or telecommunications system (Article 615-quinquies of the criminal code)*

Article 615-quinquies punishes anyone who procures, produces, reproduces, imports, disseminates, communicates, delivers or makes available to others equipment, devices or programmes in order to damage a system or its data and programmes, or to facilitate the interruption or alteration of its operations.

These offences, which can be prosecuted *ex officio*, are intended to repress the mere unauthorised possession or dissemination of access credentials or programmes (viruses, spyware) or potentially harmful devices, regardless of whether the other computer crimes illustrated above, which could be preparatory, are implemented or not.

- *Forgery of computer documents (Article 491-bis of the criminal code)*

Article 491-bis of the criminal code establishes that the criminal provisions applicable to forgeries committed concerning traditional paper documents, contemplated and punished by Articles 476 to 493 of the criminal code, shall apply to public or private computer documents to be used as evidence. These include, in particular, material or ideological forgery committed by a public official or a private individual, forgery in registers and notifications, forgery in a private deed, ideological forgery in certificates committed by people performing public services, and use of a false deed.

With regard to computer documents used as evidence, material falsification could take place by using someone else's electronic signature, whereas alteration after creation is less common.

The offence relating to use of a false deed (Article 489 of the criminal code) punishes anyone who, though not having committed the forgery, uses the false deed being aware it is false.

Offences referred to under Article 491-bis, including forgery of a private contract (Article 485 of the criminal code) and, if they relate to a private contract, use of a false deed (Article 489 of the criminal code) and the suppression, destruction and concealment of true deeds (Article 490 of the criminal code) are also punishable if reported by the injured party.

- *Computer fraud by the person providing electronic signature certification services (Article 640-quinquies of the criminal code)*

This offence is committed by a person who provides electronic signature certification services and who, in order to obtain an illegal profit for him/herself or others or to damage others, violates the obligations laid down by law for issuing a qualified certificate.

As regards MIONETTO, the possibility of this offence being committed appears to be entirely negligible, since the active party of the offence can only be a “qualified certifier” performing special certification functions for qualified electronic signatures.

1.2 Sensitive Activities

The activities that may lead to the offences described above being committed are specific to each company area and function using information technology.

In particular, the Company considers “sensitive” the following activities carried out through the Recipients of Special Part B and, if needed, in cooperation with external parties:

- management of IT services;
- processing of databases and/or computer data;
- holding wine registers.

2 RECIPIENTS OF SPECIAL PART B AND GENERAL PRINCIPLES OF CONDUCT

2.1 Recipients of Special Part B

This Model applies to all functions involved in the management and use of computer systems and data. In particular it refers to the conduct of Directors, Attorneys, Managers and Employees of MIONETTO, as well as partners and external collaborators operating with it based on a contractual relationship (hereinafter also referred to as "the Recipients").

In particular, it applies to:

- all functions involved in the management and use of information systems using public administration software (in a broad sense);
- all functions involved in the design, implementation or management of IT, technological or telecommunications tools;
- all functions that are responsible for implementing organisational, regulatory and technological measures to ensure the protection of information assets in activities related to their mandate and in relations with third parties accessing information assets;
- all the professional figures involved in company processes and operating therein in any capacity, whether as employees or in any other form of collaboration or professional service; who use the information systems and process the information asset data.

2.2 General Principles of Conduct or Area of Doing

The functions involved in managing and using computer systems and the Company's information assets in any way must comply with the relevant legal provisions, internal rules and the provisions in this Model in order to prevent computer offences.

Moreover, Recipients must:

- scrupulously comply with the company's security policies on the use and management of IT tools;
- only allow authorised persons to access and use the IT tools entrusted to them;
- avoid introducing and/or storing (in paper or computer form and by using company tools) in the company, for any reason whatsoever, documentation and/or computer material of a confidential nature and owned by third parties, unless acquired with their express consent, and applications/software that have not been approved in advance by the Division Manager or of doubtful origin;
- refrain from transferring outside the Company and/or transmitting files, documents, or any other confidential documentation belonging to the Company, except for purposes strictly related to performing their duties and, in case of doubt, with the prior authorisation of a Manager;
- comply with established procedures and standards, reporting any abnormal use and/or operation of IT resources to competent functions without delay;
- only use products officially acquired by the Company on Company equipment;
- observe any other specific rules concerning access to systems and protection of Company data and applications.

In addition, with reference to this Special Part and the activities described as sensitive in §1.2 above, the rules of conduct already set out in this Model and, in particular, those prescribed herein also apply, to the extent applicable:

- to annex A8 on "Selection and Recruitment of Personnel";

- to annex A9 on "Selection and management of external collaborators and consultants".

2.3 Prohibitions or No Doing Area

In order to avoid committing the offences described in this Special Part of the Model, company representatives and other Recipients are prohibited from:

- breaking into the information systems and databases of others without authorisation or licence;
- intercepting or interrupting telematic communications;
- downloading programmes for hacking activities;
- changing the settings of the IT tools available without authorisation from the persons in charge;
- using the computer tools available to the Company outside the prescribed authorisation;
- installing unauthorised software (e.g. spyware) or equipment potentially enabling "predicate offences" to be committed;
- disseminating access codes to internal or counterpart computer systems outside the Company;
- making non-specifically authorised copies of data and software;
- using electronic signatures of other corporate users, not even for access to protected areas in the name and on behalf of the same, unless specifically authorised;
- using passwords of other company users, not even for access to protected areas in the name and on behalf of the same, unless specifically authorised;
- lending or transferring any computer equipment to third parties without the prior authorisation of the Division Manager;
- leaving their own PC unattended and/or accessible to others, or allowing others (family members, friends, etc.) to use it.

3 PROTOCOLS OF CONDUCT

In addition to compliance with the relevant legal provisions and the rules of conduct referred to in the previous paragraphs of this Model and in the Code of Ethics, the Recipients of this Special Part will be required to comply with the Protocols of Conduct illustrated below.

3.1 Purpose of the protocol of conduct for computer crimes and unlawful processing of data

The purpose of this protocol of conduct (henceforth, the "IT offences and unlawful data processing protocol") is to identify the operating and behavioural methods to be observed by those involved in managing IT services, managing databases and/or computer data (including keeping wine registers) in any way, in the interest or on behalf of MIONETTO.

3.2 Scope of application of the protocol and recipients

This protocol of conduct is for all Senior Executives, directors, managers, employees and any other person, external collaborator or partner operating in MIONETTO (hereinafter "Recipients of the Protocol on computer offences and unlawful processing of data"), involved in performing the sensitive activities referred to in point 1.2 in any way.

3.3 Responsibilities and roles involved in sensitive activities

All model Recipients and, in particular, all employees and managers of the operating divisions in the areas at greatest risk of offence, including the following, must comply with the rules set out in this protocol:

- Administration, Finance and Control Division and Purchase of Dry Materials;
- Production Division / Wine Purchasing;
- Sales and Logistics Division;
- Marketing Division and Dry Materials Quality Control.

3.4 Operating procedures for carrying out the activities referred to in point 1.2 of this Special Section

In order to prevent the "predicate offences" covered by this Special Part, Model Recipients shall conform their activities to the company procedures adopted by MIONETTO, and in particular to the following documents:

- (a) Company computer regulations;
- (b) Data Breach Procedure;
- (c) Authorisation and instructions for the processing of personal data;
- (d) Hotline compliance.

MIONETTO has implemented the aforementioned organisational measures to prevent and control information technology risks, to protect its computer assets, and the confidentiality of personal data and security of corporate information systems against the risks of destruction or loss of information, unauthorised access and unauthorised processing. The rules of conduct provided for therein have,

inter alia, a preventive effect with respect to the risk of committing the computer offences set out in Article 24-bis of the Decree.

The aforementioned documents, understood as fully referred to herein, form an integral part of this Model.

3.5 Reporting to the Supervisory Body

Without prejudice to mandatory compliance with the provisions in Section 1.2, anyone who, when performing his/her duties as a Recipient of this Special Part, ascertains, becomes aware of or has a well-founded suspicion of (i) facts or deeds relevant to the types of offences set forth in this Special Part being committed, or (ii) a breach of the principles and protocols of conduct contemplated in this Special Part (and of the annexes or protocols that are an integral part of it) is obliged to promptly notify the Supervisory Board, which will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

SPECIAL PART C

1 CRIMES AGAINST INDUSTRY AND COMMERCE

Article 25-bis 1. of the Decree introduced by Law no. 99/2009 including the following offences against industry and commerce among the offences for which the entity is liable:

- *Disturbing the 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 non-genuine foodstuffs as genuine (Article 516 of the criminal code);*
- *Sale of industrial products with false signs (Article 517 of the criminal code);*
- *Manufacture of and trade in goods made by usurping industrial property rights (Article 517-ter of the Criminal Code);*
- *Counterfeiting geographical indications or designations of origin of agri-food products (Article 517-quater of the criminal code).*

1.1 The relevant offences

Related to the MIONETTO field of operation, the risk of the following offences being committed is abstractly conceivable:

- *Article 513 of the criminal code. Disturbed freedom of industry and trade*

If reported by the injured party, article 513 of the criminal code punishes anyone who uses violence against property or fraudulent means to prevent or disrupt operating an industry or trade, if the deed does not constitute a more serious offence.

The offence under article 513 of the criminal code provides for two alternatives: the use of violence or the use of fraudulent means. Violence to property occurs when the property is damaged, transformed or its purpose is changed. Fraudulent means are defined as all those suited to misleading the victim, such as trickery, deception and lies. Among these, the commentators include the deeds of unfair competition referred to in Article 2598 of the civil code (including, inter alia, disparaging or deceptive advertising, the confusing use of other people's registered or de facto trademarks, parasitic competition, and in general all conduct that does not comply with the principles of professional correctness and is likely to damage another party's company). For example, the use of keywords directly referable to the person, company and product of a competitor as "meta-tags" in an online search engine, in order to exploit the commercial reputation and popularity of the competitor's product, was considered conduct constituting the offence in question.

The conduct must be to hinder or disrupt an industry or trade: the offence is therefore an advance offence, since the hindering or disruption does not effectively need to be achieved, as long as the conduct can abstractly achieve the result. It is also an offence with "specific intent", consisting in the aim to disturb or prevent another person's business activity.

The term "hinder" refers to any conduct that temporarily, partially or permanently obstructs the conduct of the industrial or commercial activity. On the other hand, "disturbance" of another's

business activity occurs when its regular activity is hindered or the economic result expected is prejudiced.

➤ *Article 513 bis of the criminal code Unlawful competition by threat or violence*

On the other hand, anyone who, when performing a commercial, industrial or other productive activity, performs acts of competition with violence or threats shall respond for the offence referred to in Article 513-bis of the criminal code. The penalty is increased if the competitive deeds concern an activity financed fully or partially and in any way by the State or other public bodies.

On the other hand, the offence referred to in Article 513-bis of the criminal code occurs when deeds, which externally appear to be normal economic conflict between entrepreneurs, are carried out with violence or threats.

From an objective point of view, punishing any violent or intimidating conduct that can prevent a competitor from self-determination when performing his/her economic activity, including boycotts, the dismissal of employees, threats of lawsuits known to be groundless from the start, etc.

The offence is also committed in cases where the violence or threat is directed at third parties who are in any case bound by economic or professional relations with the competing entrepreneur, such as customers or collaborators.

For example, the offence was contested for the fraudulent award of a tender, where the objective element was recognised as the creation of a collusive agreement aimed at preparing bids leading to external imposition when choosing the company awarded, through intimidating intervention by the criminal organisation.

➤ *Article 514 of the criminal code. Fraud against national industries*

The offence in question takes place with “*harm to national industry*”; the attempt is not admissible, otherwise the offence provided for and punished by Article 474 of the criminal code would be committed.

Please note that:

- the conduct consists in offering for sale or circulating industrial products whose names, trade marks and signs are counterfeit;
- the subjective element of the offence is the generic intent and consists in the awareness and will to implement the conduct described well aware of the counterfeiting of names, trade marks and signs causing harm to national industry.

➤ *Article 515 of the criminal code. Fraud when exercising trade*

The offence in question punishes anyone who, when performing a commercial activity, or in a shop open to the public, delivers one movable item for another to the purchaser, or a movable item, by origin, provenance, quality or quantity, different from the one declared or agreed, provided that the deed does not constitute a more serious offence.

The legal asset protected is the fair exercise of trade, from both the point of view of the buyer's interest in not receiving something other than what was requested and from the point of view of the producer in not seeing its products surreptitiously exchanged for different products.

The typical conduct is found both in the delivery of an asset that is different from the one requested (*aliud pro alio*) and if the difference is only partial, provided that, considering the nature and proportion of the product's elements, this difference falls above a fundamental characteristic that enables the product to be distinguished from other similar ones.

The offence is committed in all cases of unfair performance of a contract, with no need for the agent to have used special devices to deceive the buyer (manipulation, subterfuge, deception), since the deception is inherent in delivery of a different thing.

Lastly, any monetary damage caused to the other party is irrelevant for completing this offence.

➤ *Article 516 of the criminal code. Sale of non-genuine foodstuffs as genuine*

This offence, like the previous one, is a common offence that may be committed by anyone who offers non-genuine foodstuffs for sale or otherwise markets them as genuine.

Please note that:

- the conduct consists in offering non-genuine foodstuffs for sale or trading them; through deception they are made to appear genuine. Foodstuffs are defined as all substances intended for human consumption, including beverages. Their non-genuineness lies in the fact that they have been modified by man who has altered or falsified them;
- the subjective element of the offence is general intent and consists in the consciousness and intention of having sold or marketed foodstuffs knowing they are not genuine and aimed at presenting them as genuine;
- the offence is performed when the perpetrator offers foodstuffs for sale or otherwise puts them on the market. For this reason, the attempt is also applicable when the goods have not yet left the manufacturer but when the latter has carried out acts unequivocally aimed at marketing the product (see Court of Cassation, Section III. 25.07.98, no. 8662).

➤ *Art. 517. Sale of industrial products with false signs*

The offence in question punishes anyone who offers intellectual works or industrial products for sale or otherwise circulates them, with domestic or foreign names, trade marks or distinctive signs, designed to mislead the purchaser as to the origin, source or quality of the work or product, if the act is not envisaged as an offence by another legal provision.

The offence considered is a common and subsidiary offence. The sanctions provided for therein were amended by Law 99/09 which raised the penalty of imprisonment from one to two years in addition to a fine, that had been raised from €1,032 to € 20,000 by Law 80/05.

Please note that:

- a precondition for the offence is the existence of names or trademarks characterising the product, identifying it and distinguishing it from others of the same kind; so that the offender uses them by applying them to similar products in order to mislead the consumer as to the origin or

- provenance of the product;
- the criminal conduct consists in selling or otherwise marketing products or intellectual works with false signs.

➤ *Art. 517-ter. Manufacture of and trade in goods made by usurping industrial property rights*

Without prejudice to application of Articles 473 and 474, anyone who, aware of the presence of an industrial property right, manufactures or industrially uses objects or other goods made by usurping or in breach of an industrial property right shall be punished, if reported by the injured party, by imprisonment of up to two years and a fine of up to € 20,000.

The same punishment will be imposed on any person who, in order to make a profit, introduces into the State territory, holds for sale, offers for sale directly to consumers or otherwise circulates the goods referred to in the first paragraph.

The provisions in Articles 474-bis, 474-ter(2) and 517-bis(2) of the criminal code shall apply. The offences provided for in the first and second paragraphs are punishable providing that internal laws, Community regulations and international conventions on the protection of intellectual or industrial property have been complied with.

➤ *Art. 517-quater. Counterfeiting of geographical indications or designations of origin for agri-food products*

Anyone who forges or otherwise alters geographical indications or designations of origin of agri-food products shall be punished by imprisonment of up to two years and a fine of up to € 20,000.

The same punishment shall apply to anyone who, in order to make a profit, introduces into the State territory, holds for sale, offers for sale directly to consumers or otherwise circulates the same products with the forged indications or names.

The provisions in Articles 474-bis, 474-ter(2) and 517-bis(2) of the criminal code shall apply.

The offences provided for in the first and second paragraphs are punishable provided that domestic laws, Community regulations and international conventions on the protection of geographical indications and designations of origin for agri-food products have been complied with.

The aforementioned offence was introduced into the Criminal Code by the aforementioned Law No. 99/09.

The criminal offence is to protect then "geographical indications" or designations of origin of agri-food products, considered both as a guarantee of product quality and as a discriminating factor for the choice of the consumer who purchases a product also based on its origin.

1.2 Sensitive Activities

With reference to the market in which MIONETTO operates, the above-mentioned offences could occur in the following cases:

- hiring former employees and/or former collaborators of competitors in order to deliberately disrupt the latter's normal course of business or obtain the disclosure of their business secrets;
- dissemination of false and/or discrediting news concerning the activities of competitors, especially by sales force management personnel in the Administration, Finance and Control and Logistics and Sales divisions, and by the agents themselves;
- threats of specious lawsuits, aware they are groundless from the start; solely to undermine the normal course of business of their competitors;
- any act of unfair competition that has an intimidating effect on the competitor's freedom of economic initiative;
- use of trade marks or other distinctive signs in a way that is likely to mislead or confuse the consumer;
- use of the trademarks or other distinctive signs of others;
- disparaging or false advertising;
- boycott of competitors and denigration of competing products especially by sales force management personnel in the Administration, Finance and Control and Logistics and Sales divisions and by the agents themselves;
- sale of products with counterfeit trade marks and signs;
- sale of products qualitatively or quantitatively different from those agreed with the customer;
- sale of products containing non-genuine foodstuffs as if they were genuine;
- tampering with or altering the results of chemical tests conducted by the Company and preparatory to the sale of products, resulting in the sale of products containing non-genuine food substances as if they were genuine;
- production of products with illegal use of other party's patents;
- illicit use of geographical indications or protected designations of origin.

2 RECIPIENTS OF SPECIAL PART C AND GENERAL PRINCIPLES OF CONDUCT

2.1 Recipients of Special Part C

This Special Part C refers to conduct by Company directors, and managers (so-called top management), and by Company employees (so-called internal persons subject to the management of others) involved, in any way, in sensitive activities relevant for this Special Part (hereinafter all referred to as the “Recipients”).

By virtue of agreements and/or specific contractual clauses and limited to the performance of the sensitive activities in which they might be involved, the following external parties may be the recipients of specific obligations instrumental to the performance of the internal control activities provided for in this Special Part:

- collaborators, consultants and, in general, all persons carrying out self-employment activities to the extent that they operate in the Sensitive areas of activity on behalf of or in the interest of the Company;
- agents, suppliers and business partners operating in the Sensitive areas of activity on behalf of or in the interest of the Company.

2.2 General Principles of Conduct or Area of Doing

The objective of this Special Part is that all the Recipients, as identified above and to the extent to which they may be involved in performing activities in the at-risk areas, abide by rules of conduct in compliance with its prescriptions in order to prevent and hinder the relevant offences referred to in Special Part C from occurring.

In particular, this Special Part is intended to:

- provide a list of the general principles and specific procedures to be followed by the Recipients for correct application of the Model;
- provide the Supervisory Board, and the heads of the other corporate functions called upon to cooperate with it, with the operational tools needed to carry out the planned control, monitoring and verification activities.

In particular, when carrying out the activities considered at-risk, the Recipients shall comply with the following general principles of conduct:

- A. ensure that the raw materials from which their products are made are genuine and that their origin is always indicated;
- B. carry out the required quality checks on raw materials in accordance with the sampling plans;
- C. ensure product traceability at every stage in order to facilitate the withdrawal or recall of any non-genuine batches of the product;
- D. ensure compliance with the technical standards on food safety and with the statutory and regulatory provisions in force for food products; check the proper disposal of products not to be marketed so that they are not put back on the market.

In addition, with reference to this Special Part and the activities described as sensitive in § 1.3 above, the rules of conduct already set out in this Model and, in particular, those prescribed herein, are

highlighted:

- in Annex A1 on "Relations with Institutional Bodies";
- in Annex A2 on "Relations with business customers";
- in Annex A4 on "Relations with Suppliers";

Any exception to the above standards must be reported immediately to the Supervisory Board.

2.3 Prohibitions or No Doing Area

In order to avoid committing the offences described in this Special Part of the Model, company representatives and other Recipients must not:

- behave in a way that constitutes the offences indicated in this special part of the Model;
- engage in conduct which, though not constituting an offence as such among those considered above, may potentially become one;
- provide untrue information on the products marketed;
- allow the re-marketing of products intended for destruction;
- advertise their products by claiming false names (D.O.C.G., D.O.C., etc.);
- hire former employees and/or former collaborators of competing companies for the deliberate purpose of disrupting the normal course of business of those companies or obtaining the disclosure of their business secrets;
- spread false and/or discrediting news about the activities of competing companies;
- threaten specious lawsuits, aware they are groundless from the start; solely to undermine the normal course of business of their competitors;
- enter into collusive agreements in order to distort competition and drive competing companies out of the market;
- use trademarks or other distinctive signs in a way that is likely to mislead or create confusion in consumers;
- use trademarks or other distinctive signs of others;
- make use of disparaging, misleading or deceptive advertising;
- boycott competitors by means of advertising or communications aimed at dissuading others from having relationships, including with companies competing with the Company;
- sell products with counterfeit trademarks and distinctive signs;
- sell products that are qualitatively or quantitatively different from those agreed with the customer;
- sell products containing non-genuine foodstuffs as if they were genuine;
- tamper with or alter the results of chemical tests conducted by the Company and preparatory to the sale of the products;
- illicitly use the patents of others;
- illicitly use geographical indications or protected designations of origin.

2.4 Regulatory guidelines on the marketing of wine products

The wine production and bottling sector is well regulated and thus provides a favourable context for committing offences against industry and trade referred to in Article 25-bis 1. of the Decree.

As a company operating in the wine bottling sector, MIONETTO is subject to complex labelling regulations.

Most of the relevant regulations are now contained in Law no. 238 of 12 December 2016, entitled "*Organic regulation of vine cultivation, wine production and trade*".

It consists, in particular, of a series of compulsory and optional provisions containing indications for producers and bottlers² who wish to market D.O.P (P.D.O.) wines. (i.e. with a protected designation of origin, which includes D.O.C. and D.O.C.G. wines), IGP (i.e. with a protected geographical indication), as well as wines with no designation of origin (i.e. wines that do not have a specific link with the territory and that can be traced back to the category of so-called “common wines”).

Below are the compulsory and optional indications which, in the light of the changes implemented by the new Common Market Organisation (henceforth O.C.M.) and, in particular, by the Commission Delegated Regulation (EU) 2019/33 of 17 October 2018 (supplementing Regulation (EU) no. 1308/2013 of the European Parliament and of the Council regarding applications for protection of designations of origin, geographical indications and traditional terms in the wine sector, the objection procedure, restrictions on use, amendments to the product specification, cancellation of protection as well as labelling and presentation) and by the Decree of 23 December 2009, must appear on the labels of wines named in any way from 1 January 2011.

COMPULSORY INDICATIONS FOR DOP AND IGP WINES	COMPULSORY INDICATIONS COMMON WINES
<ol style="list-style-type: none"> 1. Name of the product followed by the expression “<i>Denominazione di origine protetta</i>” (Protected Designation of Origin) or “<i>Indicazione geografica protetta</i>” (Protected Geographical Indication) or, instead, by the traditional term DOC/DOCG/IGT 2. Alcoholic strength by volume (% vol.) 3. Origin and provenance 4. Bottler (name and/or brand + address) 5. Sugar content (only for sparkling wines) 6. Indication of the presence of allergens 7. Batch 8. Quantity 	<ol style="list-style-type: none"> 1. Product name followed + Sales designation 2. Alcoholic strength by volume 3. Origin and provenance 4. Bottler (name and/or brand + address) 5. Importer (name and/or brand + address), if any 6. Sugar content (only for sparkling wines) 7. Allergen indication 8. Batch 9. Quantity

² Pursuant to Art. 56 of Reg. EC 607/09, a bottler is defined as “the natural or legal person, or group of persons, carrying out bottling or having bottling carried out on its behalf”.

OPTIONAL INDICATIONS FOR DOP AND IGP WINES	OPTIONAL INDICATIONS COMMON WINES
<ol style="list-style-type: none"> 1. Product category (wine, sparkling wine, etc.) 2. References (name or trademark + address) to other operators involved in the chain (e.g. producer, distributor, etc.) 3. Use of terms such as Abbey, Castle, Fortress, etc. referring to the farm but only if all processing operations take place in the area mentioned 4. Community allergen logo 5. Vintage of the grapes, only if at least 85% of the grapes come from the same vintage 6. Grape variety, only if it represents at least 85% of the varieties used 7. Sugar content (for non-sparkling wines) 8. Indications on the method of ageing and/or processing (e.g. Superiore, Novello, etc.) 9. Community DOP/IGP symbols 10. References to production method (barrel fermented, etc.) 11. Indications relating to geographical units smaller than the DOP/IGP, only if at least 85% of the grapes used in the production of the wine come from these areas 	<ol style="list-style-type: none"> 1. References (name or trademark + address) to other traders involved in the supply chain (e.g. producer, distributor, etc.) 2. Community allergen logo 3. Vintage of the grapes, only if at least 85% of the grapes come from the same vintage 4. Grape varieties, but only if they belong to the types permitted by the MIPAFT, in its Circular of 30/07/09 (cabernet franc., merlot, chardonnay, etc.) 5. Sugar content (for non-sparkling wines)

3 PROTOCOLS OF CONDUCT

3.1 Purpose of the protocol of conduct for relations with Industry and Trade

The purpose of this protocol of conduct (hereinafter "Industry and Trade Protocol") is to identify the operational and behavioural methods to be observed by those involved in managing relations with the business world and, in particular, with the wine industry and competing companies.

3.2 Scope of application of the Protocol and recipients

This protocol of conduct is for all Top Management, directors, managers, employees and any other subject, external collaborator or partner operating in MIONETTO (hereinafter "Recipients of the Industry and Trade Protocol"), involved in any capacity in performing the activities referred to in point 3.1.

3.3 Responsibilities and roles involved in sensitive activities

Employees and managers of the following divisions are required to comply with this protocol:

- Marketing Division and Dry Materials Quality Control;
- Wine Production and Procurement Division.

3.4 Operating procedures for carrying out the activities referred to in point 3.1

In order to ensure fulfilment of all legal obligations prescribed for the sale of its products and the effective issuance of the so-called "bands" (i.e. the special mark printed by the Istituto Poligrafico e Zecca dello Stato (State Institute of Printing and Minting) provided with a series and an identification number) needed for the lawful marketing of DOCG and DOC wines, MIONETTO has drawn up a series of specific internal protocols for the product bottling and labelling phases. In particular:

- the wine purchased is subjected to a series of controls that precede bottling and consist of chemical-organoleptic analysis (carried out by the Internal Analysis Laboratory) to check for the presence of the chemical-physical characteristics required to market branded products (DOCG, DOC and others);
- following the bottling stage, a chemical-organoleptic analysis is carried out on each type of finished product.

If non-conformities/anomalies are found, the product is blocked in the warehouse together with the stock it belongs to.

If, following further checks, non-conformities/anomalies are confirmed, the product is held further in storage to prevent it from being marketed.

If the non-conformity/anomaly found is of a marginal nature (e.g. concerning purely aesthetic aspects) and can be rectified, the rectified product is checked again and, if necessary, put up for sale.

If, on the other hand, the defect is of a substantial nature or, in any case, cannot be effectively corrected, the defective product is isolated and then destroyed, after notification to the Fraud Repression Office by the head of the Wine Production/Purchasing Division).

Since the label is an “identity card” for the wine, through which the consumer can get to know the product he is buying better, the information on it must be clear, verifiable and above all complete.

Each new label is subjected to a conformity check and only used to market products after being checked by the Marketing and Dry Materials Quality Control Division.

Any critical issues/concerns concerning legal issues related to industrial law are referred to a specialised law firm.

A specific department (Wine Registers) in the Wine Production/Purchasing Division deals with keeping the wine registers, i.e. all activities related to the registration and dispatch of documentation (both computerised and telematic as well as on paper) concerning the production and marketing of wine.

In any case, until the band issue and labelling (assigned following a series of targeted controls that are difficult to elude) by Valore Italia or a different control body, it is not possible to bottle DOCG or DOC-labelled products: any anomaly/irregularity detected by the latter is reported to the competent territorial Fraud Repression Office, which carries out surprise checks and issues a success or dispute repute.

The above-mentioned organisational measures prepared and adopted by MIONETTO are aimed at preventing and controlling the risks of offences against industry and trade. The rules of conduct laid down herein have, inter alia, a preventive effect with regard to the risk of the offences set out in Article 25-bis 1. of the Decree being committed.

Each person involved in various ways in the control procedures established in this protocol of conduct shall endeavour to ensure the correct, effective fulfilment of these procedures.

3.5 Reporting to the Supervisory Body

Without prejudice to the mandatory compliance with what is prescribed herein, anyone, when performing his/her functions, as a Recipient of this Special Part, who ascertains, becomes aware of or has reasonable suspicions of i) the commission of facts or deeds relevant to the types of offences set forth in this Special Part, or ii) the breach of the principles and protocols of conduct contemplated in this Special Part (and of the annexes or protocols which form an integral part), is required to promptly notify the Supervisory Board, which will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

SPECIAL PART D

1 CORPORATE OFFENCES AND MARKET ABUSE

This Special Part D deals with the following types of “predicate offences”, provided for in Article 25-ter of the Decree:

- *False corporate communications (Article 2621 of the civil code);*
- *Minor facts (Article 2621-bis of the civil code);*
- *False corporate communications by listed companies (Article 2622 of the civil code);*
- *Obstruction of control (Article 2625 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 quotas 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 a conflict of interest (Article 2629 bis of the civil code);*
- *Fictitious creation of share capital (Article 2632 of the civil code);*
- *Wrongful distribution of company assets by liquidators (Article 2633 of the civil code);*
- *Bribery among private individuals (Article 2635(3) of the civil code);*
- *Incitement to bribery among private individuals (Article 2635 bis of the civil code);*
- *Unlawful influence on the shareholders' meeting (Article 2636 of the civil code);*
- *Market rigging (Article 2637 of the civil code);*
- *Obstructing the performance of the functions of public supervisory authorities (Article 2638 of the civil code).*

1.1 The relevant offences

Related to the MIONETTO field of operation, the risk of the following offences being committed is abstractly conceivable:

- *False corporate communications (Articles 2621 and 2622 of the civil code)*

These are two criminal hypotheses where the typical conduct almost totally coincides; differing, in particular, in that the second case concerns listed companies.

The two criminal offences are committed through the disclosure in financial statements, reports or other corporate communications required by law, addressed to shareholders or the public, of tangible facts (which must be relevant, but only with reference to unlisted companies) that are not true, in a manner effectively liable to mislead others and in order to obtain an unjust profit for oneself or others;

or the omission, for the same purpose, of material facts (which must, in this case, be relevant for all types of companies) where disclosure is required by law.

Article 2621 of the Civil Code, as recently amended, stipulates, in particular, the following: “*Beside the cases provided for in Art. 2622, directors, general managers, managers in charge of drafting corporate accounting documents, statutory auditors and liquidators, who, in order to obtain an unjust profit for themselves or others, in financial statements, reports or other corporate communications addressed to the shareholders or the public, provided for by law knowingly present material facts that are not true, or omit material facts where disclosure is required by law on the economic, asset or financial situation of the company or the group it belongs to, in a way effectively likely to mislead others, shall be punished with imprisonment from one to five years*”.

Law 69/2015 also introduced the case of minor facts (Article 2621 bis of the civil code)

It introduces the offence of false accounting for minor offences, establishing a reduced sentence (from a minimum of six months to a maximum of three years' imprisonment). The minor aspect is assessed by the court considering the nature, size of the company or the effects of the intentional conduct, or for companies not subject to the bankruptcy law. The offence can be prosecuted if reported by the injured party (company, shareholders, creditors or other recipients of the corporate communication) and not ex officio by the court.

➤ *Undue return of contributions (Article 2626 of the civil code)*

Typical conduct consists in returning contributions to shareholders or releasing them from the obligation to make them, in an overt or simulated manner, outside the cases of legitimate reduction of share capital.

Active offence subjects can only be the directors (effective offence): i.e. the law did not intend to punish the shareholders benefiting from the restitution or release, excluding necessary concurrence. However, there still remains a possible concurrence, by virtue of which the shareholders who instigated or convinced the directors or made a conscious material contribution to the offence being committed shall also be liable, in accordance with the general rules on concurrence set out in Article 110 of the criminal code.

➤ *Illegal distribution of profits or reserves (Article 2627 of the civil code)*

The criminal conduct of this offence, which is an infringement, consists in distributing profits or advances on profits not effectively earned or allocated by law to reserves, or distributing reserves, even if not established with profits, which may not be distributed by law.

The reconstitution of profits or reserves before the deadline for approval of the financial statements extinguishes the offence.

Active parties to the offence are the directors (own offence). However, in this case too there is the possible complicity of shareholders who have instigated or convinced the directors.

➤ *Illegal transactions involving shares or quotas of the company or the parent*

company (Article 2628 of the civil code)

This offence is committed through the purchase or subscription of shares or quotas of the company, or of the parent company, which causes damage to the integrity of share capital and reserves that cannot be distributed by law.

If the capital or reserves are reconstituted before the deadline for approval of the financial statements for the financial year for which the conduct took place, the offence is extinguished.

The offence may be committed by the directors in relation to Company shares; whereas in the case of unlawful transactions on the shares of the parent company, directors' liability can only be incurred as an accessory to the offence by the directors of the subsidiaries. Shareholders may also be liable in the same capacity.

➤ *Transactions to the detriment of creditors (Article 2629 of the civil code)*

The offence is committed by carrying out, in breach of the legal provisions protecting creditors, reductions in share capital or mergers with other companies or demergers which damage creditors (event offence).

Payment of damages to creditors before trial extinguishes the offence. Active parties to the offence are, in this case too, the directors.

➤ *Fictitious formation of capital (Article 2632 of the civil code)*

The offence is committed through the following conduct:

- a) fictitious creation or increase in share capital by allocating shares or special quotas for an amount lower than their nominal value;
- b) mutual subscription of shares or quotas;
- c) significant overvaluation of contributions in kind, receivables, or of the assets of the company in the case of conversion.

Active parties to the offence are the directors and contributing shareholders.

On the other hand, please note that the failure of directors and statutory auditors to check and review, pursuant to Article 2343, paragraph 3 of the civil code, the valuation of the contributions in kind contained in the appraisal report prepared by the expert appointed by the Court is not an offence.

➤ *Improper distribution of company assets by liquidators (Article 2633 of the civil code)*

The offence is committed with the distribution of corporate assets among the shareholders before payment of the company's creditors or provision of the sums necessary to satisfy them, which damages the creditors (damage offence).

Payment of damages to creditors before trial extinguishes the offence.

Active parties to the offence are solely the liquidators (own offence). However, in this case too, there is the possible complicity of shareholders who have instigated or convinced the directors or have in any event made a conscious material contribution to the offence being committed.

➤ *Obstruction of control (Article 2625 of the civil code)*

The conduct consists in preventing or hindering, by concealing documents or other suitable tricks, the control or auditing activities legally attributed to shareholders or other corporate bodies.

The offence may only be committed by directors.

The offence is punished more severely if the conduct causes damage.

➤ *Bribery among private individuals (Article 2635(3) of the civil code)*

The provision establishes an offence that is relevant for responsibility purposes under Legislative Decree. 231/01 if a private individual solicits, gives or promises money or other benefits to the “*persons indicated in the first and second paragraphs*” of Article 2635 of the civil code. - i.e. to directors, general managers, managers in charge of drafting corporate accounting documents, statutory auditors and liquidators of the Company, also through intermediaries - in order to make them perform or omit acts in breach of the obligations inherent to their office or in breach of loyalty obligations.

Legislative Decree no. 38/2017 broadened the list of offenders to include persons who perform “other management functions” to those of parties in senior positions of administration and control. The typical conduct punished by the provision is soliciting or receiving, for oneself or others, money or other undue benefits, or accepting the promise, in order to perform or omit a deed in breach of the obligations of one's office or obligations of loyalty.

The “harm to the company” (event), as a typical element of the case, has been expunged.

➤ *Incitement to bribery among private individuals (Article 2635 bis of the civil code)*

Offence added by Legislative Decree no. 38/2017, divided into two hypotheses:

- article 2635-bis(1) of the civil code: from an active point of view, this Article punishes anyone who offers or promises undue money or other benefits to an insider (senior management or persons with management functions in companies or private entities) to perform or omit deeds in breach of the obligations of their office or obligations of loyalty, when the offer or promise is not accepted;
 - article 2635 bis (2) of the civil code: from a passive point of view, it punishes any insider (directors, general managers, managers responsible for preparing company accounting documents, statutory auditors and liquidators, of companies or private entities, and those who perform management functions in them) who solicits for him/herself or others, including through an intermediary, a promise or donation of money or other benefits, in order to perform or omit an act in breach of the obligations inherent in his/her office or the obligations of loyalty, if the solicitation is not accepted.
- For both criminal offences, despite their accentuated nature as dangerous offences, prosecution remains subject to being reported by the injured party.
- In both cases, the penalties for bribery between private individuals, as set out above, reduced by one third, shall apply.

➤ *Unlawful influence on the shareholders' meeting (Article 2636 of the civil code)*

This conduct entails obtaining, through simulated deeds or with a shareholders' meeting majority (event offence), an unjust profit for oneself or others (specific intent).

The offence is considered a “common offence” where the punishable criminal conduct can be committed by anyone, thus also by persons outside the company.

1.2 Sensitive Activities

In relation to the offences and criminal conduct described in the preceding paragraph, for the purposes of this Special Part D of the Model, the areas considered specifically at risk are those relating to the following activities:

- preparation of communications to shareholders in general concerning the Company's economic, asset and financial situation (annual financial statements, consolidated financial statements, quarterly and half-yearly reports, etc.);
- preparation and disclosure to the outside world of data or news relating to the Company itself;
- creation of unjustified funds;
- use/transfer of information liable to constitute market abuse.

2 RECIPIENTS OF SPECIAL PART D AND GENERAL PRINCIPLES OF CONDUCT

2.1 Recipients of Special Part D

This Special Part D refers to conduct by directors and managers of the Company (so-called top management), and by Company employees (so-called internal persons under the management of others) involved, in any capacity, in sensitive activities relevant to this Special Part (hereinafter all referred to as the “Recipients”).

By virtue of agreements and/or specific contractual clauses and limited to the performance of the sensitive activities in which they might be involved, the following external parties may be the recipients of specific obligations instrumental to the performance of the internal control activities provided for in this Special Part:

- collaborators, consultants and, in general, all persons carrying out self-employment activities to the extent that they operate in the Sensitive areas of activity on behalf of or in the interest of the Company;
- suppliers and business partners operating in the Sensitive areas on behalf of or in the interest of the Company.

2.2 General principles of conduct

The objective of this Special Part is that all the Recipients, identified above and to the extent to which they may be involved in performing activities in the at-risk areas, abide by rules of conduct in compliance with its prescriptions in order to prevent and impede the Corporate Offences occurring.

In particular, this Special Part is intended to:

- provide a list of the general principles and specific procedures to be followed by the Recipients for correct application of the Model;
- provide the Supervisory Board, and the heads of the other corporate functions called upon to cooperate with it, with the operational tools needed to carry out the planned control, monitoring and verification activities.

In particular, when carrying out the activities considered at-risk, the Recipients shall comply with the following general principles of conduct:

- a. refrain from engaging in conduct that would constitute the types of offences provided for in this special part of the Model;
- b. refrain from conduct which, although not constituting an offence per se, may potentially become one;
- c. behave correctly and transparently, ensuring full compliance with the law and regulations, as well as internal company procedures, when performing all activities to draw up the financial statements, periodic accounting situations and other corporate communications; in order to provide shareholders and the general public with true, suitable information on the Company's economic, asset and financial situation;

- d. refrain from carrying out simulated or otherwise fraudulent transactions, and from disseminating false or incorrect information that could cause a significant alteration in the price of financial instruments;
- e. refrain from performing deeds that may be relevant for market abuse offences.

In addition, with reference to this Special Part and the activities described as sensitive in §1.2 above, the rules of conduct already set out in this Model and, in particular, those prescribed herein, are highlighted:

- in Annex A3 to Special Part A concerning "Investments";
- in Annex A6 to Special Part A concerning the "Management of financial resources".

2.3 Prohibitions

In order to avoid committing the offences described in this Special Part of the Model, company representatives and other Recipients must not:

- behave in a way that constitutes the offences indicated in this special part of the Model;
- engage in conduct which, though not constituting an offence as such among those considered above, may potentially become one;
- prepare or communicate data that are false, incomplete or in any case likely to provide an incorrect description of the reality with regard to the Company's economic, asset and financial situation;
- omit to disclose data and information required by legislation and procedures in force concerning the economic, asset and financial situation of the Company;
- alter or, in any event, incorrectly report data and information in order to draw up prospectuses;
- distribute profits (or advances on profits) not effectively earned or allocated by law to reserves, and distribute reserves (even if not established with profits) that may not be distributed by law;
- carry out reductions of share capital, mergers or demergers in breach of the legal provisions protecting creditors;
- proceed in any way with the fictitious creation or increase of share capital;
- distribute company assets among shareholders - in liquidation - before paying company creditors or setting aside the sums needed to satisfy them;
- behave in a way that effectively impedes, in any case hinders, by concealing documents or using other fraudulent means, control or auditing activities of company management by the directors or the auditing firm;
- carry out simulated or fraudulent acts during shareholders' meetings in order to alter the regular shareholders' meeting decision procedure;

2.3.1 Measures to prevent the crime of corruption between private parties (art. 2635, paragraph 3, of the Italian Civil Code)

In dealings with contractual partners or private third parties, corporate officers are forbidden to:

- make monetary donations of any amount, promise or offer them (or to their relatives, relatives-in-law or related parties) money, gifts or gratuities or other utilities of a monetary value, when those promises or offers of money, gratuities, gifts are pursuing corrupt or otherwise unlawful purposes;

- accept gifts and presents or other benefits of an economic value, when these are intended to pursue corrupt or otherwise unlawful purposes;
- ask third parties to propose the payment and/or giving of money or other benefits when these are intended to pursue corrupt or otherwise unlawful purposes;
- grant or promise other advantages of any kind (promises of employment and/or business opportunities, etc.) that could be interpreted as actions providing an advantage beyond what is granted and described in the Decree;
- make unjustified entertainment expenses for purposes other than the mere promotion of the corporate image;
- perform services in favour of business partners that are not adequately justified in the context of the business relationship established with those partners;
- recognise fees in favour of external partners that are not adequately justified in relation to both the type of assignment to be performed and the amount of the fee related to accepted market practices;
- undertake (directly or indirectly) illegal actions that may, in the course of civil, criminal or administrative proceedings, favour or damage one of the parties to the proceedings.

The previously authorised payment of gifts and acts of commercial courtesy is permitted, provided they are of modest value and, in any case, cannot compromise the integrity and reputation of the parties and cannot in any case be interpreted, by a third and impartial observer, as aimed at obtaining advantages and favours in an improper way. The right granted herein is subject to compliance with the general principles and protocols of conduct set forth in paragraph 10 of the General Part and in sub-sections 3.1.1 et seq. of Special Part A.

3 PROTOCOLS OF CONDUCT

3.1 Protocols to protect the risks of crime pursuant to article 25-ter of the Decree

3.1.1. Activities for the preparation of financial statements

When preparing documentation to prepare the financial statements, the person responsible (CFO) is required to sign the certification letter (in accordance with auditing standards) jointly with the Chairman of the Board of Directors. This declaration is issued to the auditing firm and a copy is sent to the Supervisory Board.

3.1.2. Relations with auditing companies

When managing relations with the auditing firm, the following provisions must be observed:

- identification of the personnel responsible for transmitting documents to the auditing firm;
- possibility for the head of the auditing firm to contact the Supervisory Board to jointly check situations that may have critical aspects related to the offence hypotheses considered;
- prohibition to assign, to the auditing firm or to other companies belonging to the same network, further consulting assignments in the same area, without prejudice to, for assignments in different subjects, the authorisation of the Managing Director or the Chairman of the Board of Directors;
- inform the Supervisory Board of any proposal for appointments referred to in the preceding point;
- prohibition to stipulate employment or self-employment contracts with employees of companies that have personally performed the mandatory audit for MIONETTO for the following 12 months.

3.2 Purpose of the protocol of conduct for corporate, financial and tax crimes

The purpose of this protocol of conduct (hereinafter, "Protocol on Corporate, Financial and Tax Offences") is to identify the operating and behavioural procedures to be observed by persons involved in corporate administration, preparation of corporate accounting documents, statutory auditing, and by those with access to confidential and/or privileged information as members of the Company's administrative, management or control bodies, or as employees, professionals or officials, including public officials.

3.3 Scope of application of the Protocol and recipients

This protocol of conduct is for all Top Management, directors, managers, employees and any other person, external collaborator or partner operating in MIONETTO (hereinafter "Recipients of the Protocol on Corporate, Financial and Tax Offences"), involved in any way in performing the sensitive activities referred to in point 1.2.

3.4 Responsibilities and roles involved in sensitive activities

The members of the Board of Directors of MIONETTO, the members of the Company's Board of Statutory Auditors and the persons appointed to audit the accounts shall be required to comply with this protocol.

Employees and managers of the following divisions are also required to comply with the rules laid down in this protocol:

- Administration, Finance and Control Division and Purchase of Dry Materials;
- Marketing Division and Dry Materials Quality Control;
- Sales and Logistics Division;
- Production Division / Wine Purchasing.

3.5 Operating procedures for carrying out the activities referred to in point 1.2 of this Special Part

For this special part, reference is made, insofar as compatible, to the operating methods described in the protocol of conduct in special part A, with specific attention for those relating to bribery.

Recipients of this Special Part will be required to comply with the Protocols of Conduct set out in the following annexes, which form an integral, inseparable part of this Model, and namely

- A 1 Relations with Institutional Subjects;
- A 2 Relations with business customers;
- A 3 Investments;
- A 4 Relations with Suppliers;
- A 5 Payment of Supplier Invoices;
- A 6 Management of Financial Resources;
- A 7 Employee Expense Reimbursement Procedures;
- A 8 Personnel Selection and Recruitment;
- A 9 Selection and Management of External Employees and Consultants.

3.6 Reporting to the Supervisory Body

Without prejudice to mandatory compliance with the provisions herein, anyone who, when performing his/her duties as a Recipient of this Special Part, ascertains, becomes aware or has reasonable suspicions of i) facts or deeds relevant to the types of offences referred to in this Special Part being committed, or ii) breach of the principles and protocols of conduct contemplated in this Special Part (and of the annexes or protocols which are an integral part) is obliged to promptly notify the Supervisory Board. The latter will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

SPECIAL PART E

1 CRIMES AGAINST THE INDIVIDUAL

This Special Part refers to the offences against the individual established in Article 25-quinquies of the Decree, which foresees application of the relevant sanctions to organisations whose members commit offences against the individual³.

More specifically, the offences referred to in Article 25-quinquies of the Decree are the following:

- *Reduction to or maintenance in slavery or servitude (Article 600 of the criminal code)*

This offence is committed by any person exercising powers corresponding to those of the right of ownership over anyone, or who reduces or keeps a person in a state of continuous subjection, forcing him/her to work or provide sexual services or to beg, in any case exploitation.

Reducing someone to or maintaining a person in a state of subjection takes place when this happens through violence, threat, deception, abuse of authority or taking advantage of a situation of physical or mental inferiority or one of need, or by promising or giving sums of money or other advantages to those with authority over the person.

- *Child pornography (Article 600-ter of the criminal code)*

Article 600-ter of the criminal code punishes anyone who exploits minors under the age of eighteen for pornographic purposes or to produce pornographic material, or anyone who trades in the pornographic material referred to in the first paragraph.

In addition, apart from the hypotheses in the first and second paragraphs, the offence punishes whoever distributes, discloses or advertises the pornographic material referred to in the first paragraph by any means even telematic, or distributes or discloses news or information to lure or sexually exploit minors under eighteen; and anyone who, apart from the cases referred to in the first, second and third paragraphs, knowingly transfers pornographic material produced through the sexual exploitation of children under the age of eighteen to others, even free of charge.

- *Possession of pornographic material (Article 600-quater of the criminal code)*

The first offence considered punishes whoever, apart from the cases in the previous Article, knowingly procures or possesses pornographic material made using minors under the age of eighteen.

- *Virtual pornography (Article 600-quater 1 of the criminal code)*

The offence punishes the conduct referred to in the preceding Articles 600-ter and 600-quater of the criminal code, where the pornographic material represents virtual images of minors made using graphic processing techniques that are not fully or partially associated with real situations, when the presentation quality makes non-real situations appear to be true.

³ If the Body or one of its organisational units is permanently used for the sole or prevailing purpose of enabling or facilitating commission of the offences considered in this Special Part, the sanction of permanent disqualification from exercising the activity applies.

- *Tourism to exploit child prostitution (Article 600-quinquies of the criminal code)*

This offence is committed by anyone who organises or advertises trips for prostitution purposes, to the damage of minors or in any case involving those activities.

With regard to the offences considered above, please remember that it is not only those who carry out the criminal deeds directly who are held liable, but also those who knowingly facilitate, even only financially, that conduct.

Consequently, any allocation of economic resources to third parties, made by the Body knowing that those amounts may be used by those people for criminal purposes, could also come under the aforementioned offences.

1.1 The relevant offences

In view of MIONETTO's activities and the way they are carried out, the only one of the offences referred to in the preceding paragraph that can be abstractly configured is the following:

- Reducing into or keeping someone in slavery or servitude (Article 600 of the criminal code).

1.2 Sensitive Activities

The activities in which the offences described above may be committed, for the purposes of this Special Part, are as follows.

- management of business activities by MIONETTO, also in partnership with third parties or relying on local entrepreneurs, in countries with low protection of human rights;
- finalising contracts with companies employing unskilled labour from non-EU countries.

2 RECIPIENTS OF THE SPECIAL PART E AND GENERAL PRINCIPLES OF CONDUCT

This Special Part E refers to conduct by Company directors and managers (so-called top management), and by Company employees (so-called internal persons under the management of others) involved, in any capacity, in sensitive activities relevant for the purposes of this Special Part (hereinafter all referred to as the “Recipients”).

By virtue of agreements and/or specific contractual clauses and limited to the performance of the sensitive activities in which they might be involved, the following external parties may be the recipients of specific obligations instrumental to the performance of the internal control activities provided for in this Special Part:

- collaborators, consultants and, in general, all persons carrying out self-employment activities to the extent that they operate in the Sensitive areas of activity on behalf of or in the interest of the Company;
- suppliers and business partners operating in the Sensitive areas on behalf of or in the interest of the Company.

2.1 General Principles of Conduct or Area of Doing

The objective of this Special Part is that all recipients, to the extent that they may be involved in the performance of Sensitive Activities, abide by rules of conduct in accordance with its prescriptions in order to prevent and impede the occurrence of relevant offences.

In particular, this Special Part is intended to:

- provide a list of the general principles and specific procedures to be followed by the Recipients for correct application of the Model;
- provide the Supervisory Board, and the heads of the other corporate functions called upon to cooperate with it, with the operational tools needed to carry out the planned control, monitoring and verification activities.

In particular, when performing activities considered to be at risk:

- (A) all activities and operations carried out on behalf of MIONETTO, the choice of contractual counterparts (e.g. suppliers, consultants, etc.) and the commercial conditions must be fully compliant with the laws in force, and with the principles of professionalism, independence and transparency, and the reasons for choice must be justified;
- (B) business conditions must be established by transparent decision-making processes that can be reconstructed over time, and be authorised solely by those with appropriate powers based on a system of delegated and proxy powers consistent with organisational and management responsibilities;
- (C) compliance with the laws in force, and with corporate procedures and protocols, on the management and use of corporate resources and assets must be guaranteed, including

performance of the necessary controls, together with preventive ones, on assets and resources of foreign origin;

- (D) clear, transparent, diligent and cooperative conduct must be maintained with Public Authorities, with special attention for judging and investigating Authorities, through communication of all information, data and news that may be required;
- (E) no fees or commission must be paid to consultants, collaborators, agents or public subjects to an extent that is not consistent with the services rendered to the Company and not in accordance with the assignment conferred; to be assessed based on criteria of reasonableness and with reference to market conditions or practices, without prejudice to the details of the case;
- (F) the services rendered by contractual counterparts in favour of the company must to be constantly monitored. With any conduct that does not comply with the company's ethical principles and/or violates the principles contained in this Model, the contractual counterpart may be excluded from the list of third parties with which the company does business;
- (G) the appointments of external collaborators and/or consultants must be drawn up in writing, with prior indication of the remuneration agreed. Moreover, limits must be established for the independent use of financial resources, by establishing sums that are in line with the skills and responsibilities entrusted to individuals.

2.2 Prohibitions or No Doing Area

When performing activities considered at risk, Model Recipients are forbidden to:

- behave in a way that constitutes the offences indicated in this special part of the Model;
- behave in any way that, although not constituting an offence per se, may potentially become one.

3 PROTOCOLS OF CONDUCT

3.1 Scope of application of the Protocol and Recipients

This protocol of conduct is addressed to all Top Management, directors, managers, employees and any other person, external collaborator or partner operating in MIONETTO (hereinafter "Recipients of the Personality Offences Protocol"), involved in any capacity in performing the sensitive activities referred to in point 1.2.

3.2 Operating procedures for carrying out the activities referred to in point 1.2 of this Special Part

Here below please find the measures to be observed by all Recipients of this Special Part, within the scope of their respective competences and the framework of the activity performed:

- the letter hiring personnel or external consultants shall contain a declaration certifying the absence of pending criminal proceedings and/or charges and final convictions against them related to the offences referred to in this Special Part.

MIONETTO, also,

- (i) constantly updates the IT tools provided to staff with systems to counter access to Internet sites containing child pornography (so-called "content filtering" tools);
- (ii) manages financial flows, allocations and sponsorships in compliance with the preventive measures provided for in the Special Part concerning offences for terrorism or subversion of the democratic order.

3.3 Reporting to the Supervisory Body

Without prejudice to mandatory compliance with the provisions herein, anyone who, when performing his/her duties as a Recipient of this Special Part, ascertains, becomes aware or has reasonable suspicions of i) facts or deeds relevant to the types of offence referred to in this Special Part being committed, or ii) breach of the principles and protocols of conduct contemplated in this Special Part (and of the annexes or protocols which are an integral part) is obliged to promptly notify the Supervisory Board. The latter will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

SPECIAL PART F**1 CRIMES IN BREACH OF THE REGULATIONS ON OCCUPATIONAL SAFETY AND HEALTH**

1.1. The relevant offences.

Following Article 25-septies coming into force, the offences covered by the Decree also include manslaughter (Article 589 of the criminal code) and grievous or very grievous bodily harm (Article 590 of the criminal code), committed in breach of the rules on accident prevention and the protection of occupational health and hygiene.

Serious injuries are those that result in:

- an illness endangering the life of the injured person, or an illness or inability to handle ordinary occupations for a period exceeding 40 days;
- permanent impairment of a sense or organ.

Very serious injuries are those that result in:

- an illness that is certainly or probably incurable;
- the loss of a sense;
- the loss of a limb, or a mutilation rendering the limb useless, or the loss of the use of an organ or of the capacity to procreate, or a permanent and serious impairment of speech;
- deformation, i.e. permanent disfigurement of the face.

The offences in question become relevant for the administrative responsibility of the legal person when they are the consequence of breaches of legislation referred to occupational health and hygiene and, in particular, purely by way of example, in the following cases:

- failure to carry out or inadequate risk assessment;
- lack of or inadequate preparation of the relevant document and its regular updating;
- failure to appoint a Prevention and Protection Service Manager (RSPP) or appointment of a person without adequate experience, training and professional preparation;
- omission to install, or remove or damage plants, apparatus and/or signalling instruments intended to prevent disasters and/or accidents at work (omission or removal of accident prevention precautions);
- omission when positioning, or removal or damage that makes them useless, apparatus or other instruments needed to extinguish a fire or for rescue or relief in a disaster or accident at work (omission or removal of safety devices);
- failure to provide training/information to employees as required by current legislation;
- failure to designate the company doctor for health supervision of working conditions and employees, or designation of a person without adequate experience, training and professional preparation.

1.2 Sensitive Activities

Related to the offences and criminal conduct described in the preceding paragraph, the areas considered to be more specifically at risk are as follows:

- occupational health and safety control and prevention;
- adoption and implementation of the measures provided for by the occupational health and safety accident prevention regulations;
- appointment of the Prevention and Protection Safety Officer and the Company Doctor;
- carrying out a risk assessment;
- drawing up the risk assessment document and its regular updating;
- appointment of the Prevention and Protection Service Manager (RSPP);
- preparation of installations, apparatus and/or signalling instruments intended to prevent disasters and/or accidents at work;
- the location of equipment or other instruments needed for extinguishing a fire or for rescue or relief in a disaster or accident at work at the MIONETTO offices and any local units;
- provision and delivery of training/information services to employees as required by current legislation;
- appointment of the company doctor responsible for health surveillance of working conditions and employees;
- for activities conducted at temporary work sites, the preparation of all the documentation required pursuant to Legislative Decree no. 81/08 and any other law applicable from time to time on occupational safety and hygiene.

2 RECIPIENTS OF SPECIAL PART F AND GENERAL PRINCIPLES OF CONDUCT

The traditional recipients of occupational health, hygiene and safety obligations are the employer (to be identified, in companies with a collective administrative body such as MIONETTO, the members of the Board of Directors, unless accident prevention functions are delegated to a single member of the Board or to a person outside the Board who meets the legal requirements), managers and supervisors. In addition to the above, there are those who are institutionally obliged to comply with occupational safety, hygiene and health rules and provisions regulating the specific case.

The occupational safety, hygiene and health obligations the entity must fulfil include - due to their breadth and great significance - the following (not excluding, of course, any other duty imposed by the legislation in force from time to time):

- A) the obligation to assess, related to the type of company or production unit activity, all risks to the workers' safety and health, including those concerning groups of workers exposed to specific risks, including the choice of work equipment and chemical substances and preparations used, and in the workplace layout, and the resulting obligation to draw up the so-called "Risk Assessment Document" pursuant to Articles 17 and 28 et seq. of Legislative Decree 81/2008;
- B) obligation to take all prevention activities required by the effective situations, implementing provisions or measures to be adopted or envisaged in all steps of the work activity in order to avoid all accidents and, in any case, to reduce occupational risks, while respecting the health of the population and integrity of the external environment. For the above purposes, prevention measures must be updated for any organisational and production changes that might be relevant to occupational health and safety, or related to the evolution of prevention and protection technology;
- C) obligations to supervise and control workers for the proper implementation of prevention measures;
- D) obligation to ensure that each worker receives adequate information on the health and safety risks associated with company activities;
- E) obligation to ensure that each worker receives sufficient, appropriate health and safety training, with specific reference to his/her workplace and duties.

3 PROTOCOLS OF CONDUCT

3.1 Risk assessment and preventive measures for protection of occupational safety and health

Inspections needed to assess the risks to worker health and safety pursuant to current legislation (Legislative Decree no. 81/2008) were started in January 2012, at the Company's operating headquarters. Subsequently, further checks were carried out regularly to ensure correct, timely updating of the D.V.R.(risk assessment document), as required by occupational health and safety legislation.

The study was carried out by Pragmata Technicalities S.r.l. The MIONETTO Board of Directors resolved to appoint Mr. Alessio Del Savio as the most suitable person to perform the "employer" function under the accident prevention regulations in force at the time. As at the date of adoption of this Model, delegation of powers should be considered valid and operational within the new legislative framework that has come into force in the meantime (Legislative Decree no. 81/2008).

As a result of mapping the risks relevant for the law on accident prevention and occupational health and hygiene protection, the Risk Assessment Document was drawn up in accordance with Articles 17 and 28 et seq. of Legislative Decree no. 81/2008.

They form an integral part of the Risk Assessment Document, the Work-Related Stress Risk Assessment Document (art. 28, para. 1 *bis*, Legislative Decree 81/2008) and the staff training manual (Art. 36 Legislative Decree. 81/2008).

The Risk Assessment Document adopted by MIONETTO, including subsequent amendments and additions, is kept with the Company records.

3.2 Guidelines for defining the monitoring process to implement the prevention system described in the Risk Assessment Document

In accordance with legal provisions on the protection of health and safety at work, the Managing Director, through the Head of the Prevention and Protection Service, is required to call a meeting at least once a year; this is attended by:

- The Managing Director, as employer and legal representative of the Company;
- the Head of the Risk Prevention and Protection Service;
- the Company doctor (if appointed);
- the workers' safety representative.

At this meeting, which is minuted, the Risk Assessment Document, prevention and protection measures and personnel information and training programmes are examined.

3.3 Adaptation of the Risk Assessment Document and the Management System for Occupational Safety and Health

The Risk Assessment Document must be constantly updated and comply with regulations in force at the time regarding accident prevention and the protection of occupational safety, health and hygiene.

In particular, the Company - if it has not already done so prior to adopting this Model - shall promptly assess the conformity of the current Risk Assessment Document with provisions in Legislative Decree 81/2008, supervised by the Supervisory Board, also undertaking to check the suitability of all accident prevention measures adopted, if necessary using consultants with specific occupational health and safety expertise. The Company will ensure that the Occupational Health and Safety Management System (SGSSL) is constantly updated pursuant to Article 30 of the Decree. The Company has adopted an Occupational Health and Safety Management System (SGSSL) certified and developed according to the UNI/INAIL "Safe Work" Guidelines;

Notwithstanding the above, whenever changes or variations are made to work stations, tasks or significant structural interventions, the Company, and on its behalf the Chairman of the Board of Directors, shall ensure that specific risk mapping is promptly carried out on the changes, variations and/or structural actions that have taken place, with resulting reprocessing and adjustment of the Risk Assessment Document and the Occupational Health and Safety Management System.

3.4 General principles of conduct for occupational safety and health protection

With regard to accident prevention regulations and protection of occupational hygiene and health, all Model Recipients and, in particular, all Top Managers will be required to:

- A) refrain from conduct that constitutes the types of offences provided for in this "Special Part F" of the Model;
- B) refrain from conduct that, though not constituting an offence per se among those considered herein, may potentially give rise to the criminal offences referred to in this "Special Part F";
- C) refrain from conduct that may in any way or for any reason diminish the effectiveness of measures adopted by the Company and/or required by law or by internal company regulations in order to protect occupational health and safety;
- D) behave correctly and transparently, ensuring full compliance with the law and regulations, and with internal company procedures, when performing all activities to implement all the measures provided for in terms of safety and hygiene in the company;
- E) scrupulously observe all regulations laid down by law to protect health and safety in the workplace;
- F) notify the Supervisory Board of any news, obligations or changes in the field of safety, hygiene and health;
- G) ensure the proper functioning of the procedures and all measures laid down in the Risk Assessment Document and - where adopted, by the SGSL - guaranteeing and facilitating all forms of internal monitoring of how they are managed.

3.5 Guidelines for monitoring the implementation of occupational safety, hygiene and health

The Supervisory Board periodically checks the fulfilment, by Top Management and/or other persons required to do so, of the obligations imposed by the accident prevention and occupational health and hygiene regulations.

For this, the Supervisory Board ensures that the Company, in the person of the Chairman of the Board of Directors or another delegated director:

- makes sure the Risk Assessment Document is regularly updated;
- has appointed and/or promptly appoints the person in charge of the Prevention and Protection Service (RSPP), and any employees thereof;

- has appointed and/or provides for the timely appointment of a company doctor to perform health surveillance duties;
- has organised and/or organises, at least once a year and with any significant changes in the risk exposure conditions, the periodic risk prevention and protection meeting (Article 35, Legislative Decree no. 81/2008), reporting on it in the specific minutes;
- has and/or promptly designates in advance the workers responsible for implementing measures for fire prevention and firefighting, evacuation of workers in serious, immediate danger, rescue, first aid and emergency management;
- has and maintains the chronological register of accidents referred to in Article 53(6) of Legislative Decree no. 81/2008;
- delegates, where necessary, the “employer” function in accordance with the requirements and legal provisions in force at the time and applicable;
- has and will fulfil the obligation to train workers when recruited, transferred or with a change of job, on the introduction of new work equipment or new technologies, substances or preparations.

In order to carry out its formal controls, the Supervisory Board holds meetings at least every six months, even separately, with the Chairman of the Board of Directors, the Prevention and Protection Service Manager and the Workers' Safety Representative.

Should it detect shortcomings in compliance with and application of the principles set out above or the provisions set out in Legislative Decree no. 81/2008, or of the requirements set out in the Risk Assessment Document, the Supervisory Board shall promptly notify the Board of Directors, which shall take the most appropriate measures, including disciplinary ones.

3.6 Occupational safety and health management system

MIONETTO has implemented an Occupational Health and Safety Management System (SGSSL).

The SGSSL is an integral, essential part of this Model and any breach of its provisions by Model Recipients gives rise, inter alia, to application of the disciplinary sanctions provided for in the General Part.

Should it detect shortcomings in compliance with and application of the principles set out above or the provisions of Legislative Decree no. 81/2008 or those of the Occupational Health and Safety Management System (where adopted), the Supervisory Body shall promptly notify the Board of Directors, which shall take the most appropriate disciplinary measures.

3.7 Reporting to the Supervisory Body

Without prejudice to mandatory compliance with the provisions herein, anyone who, when performing his/her duties as a Recipient of this Special Part, ascertains, becomes aware or has reasonable suspicions of i) facts or deeds relevant to the types of offence referred to in this Special Part being committed, or ii) breach of the principles and protocols of conduct contemplated in this Special Part (and of the annexes or protocols which are an integral part) is obliged to promptly notify the Supervisory Board. The latter will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

SPECIAL PART G**1 CRIMES OF HANDLING STOLEN GOODS, LAUNDERING AND USE OF MONEY, ASSETS OR BENEFITS FROM ILLEGAL SOURCES, AND CRIMES OF SELF-LAUNDERING**

Article 25-octies of the Decree establishes that, in relation to the offences in Articles 648 (*handling stolen goods*), 648-bis (*money laundering*), 648-ter (*use of money, goods or benefits of unlawful origin*) and 648-ter.1(*self-laundering*) of the Criminal Code, the Body shall be subject to a fine ranging from 200 to 800 quotas. If, on the other hand, the money, goods or other benefits originate from an offence for which a maximum term of imprisonment of more than five years is prescribed, a fine of 400 to 1,000 quotas will be imposed.

➤ *Receiving stolen goods (Article 648 of the criminal code)*

The offence is committed when, in order to procure a profit for oneself or others, a person acquires, receives or conceals money or things resulting from any offence. The person who is involved in their acquisition, receipt or concealment also responds for this offence.

➤ *Money laundering (Article 648-bis of the criminal code)*

This offence is committed by anyone who replaces or transfers money, goods or other utilities originating from a non-culpable offence, or carries out other connected transactions, in order to obstruct identification of their criminal origin.

If the offence is committed by a professional person, the penalty is increased. However, it is reduced if the money, goods or other benefits come from an offence for which the maximum penalty is less than five years.

➤ *Use of money, goods or benefits of unlawful origin (Article 648-ter of the criminal code)*

This offence incriminates anyone who, beside the cases established in Articles 648 and 648 bis of the criminal code, uses money, goods or other utilities resulting from an offence in economic or financial activities.

Here too, the penalty is increased if committed by a professional person.

➤ *Self-laundering (Article 648b.1 of the criminal code)*

The offence is committed by any person who has profited from committing, or from complicity in committing a non-culpable offence, and who has subsequently used, replaced or transferred the money, goods or other utilities resulting from the offence committed to economic, financial, entrepreneurial or otherwise speculative activities, in order to effectively hinder identification of their criminal origin and provided that their intended use is not for mere personal use or enjoyment.

The penalty for this offence is increased if it is committed to perform a banking, financial or professional activity.

1.1 The relevant offences

On the basis of the results of the corporate activity analysis carried out on MIONETTO, the relevant offences, for Model purposes, are the following:

- ✓ Receiving stolen goods (Article 648 of the criminal code)
- ✓ Money laundering (Article 648 bis of the criminal code);
- ✓ Use of money, goods or benefits of unlawful origin (Article 648 ter of the criminal code)
- ✓ Self-laundering (Article 648b.1 of the criminal code).

In relation to the self-laundering offence, the risks already dealt with related to the offences examined in various Special Parts of the Model are relevant; in particular, to the susceptibility of these offences to procure money, goods or other benefits for the body. Among the predicate offences mentioned in other Special Parts of the Model, the following in particular should be mentioned:

- ✓ Criminal association (Article 416 of the criminal code);
- ✓ Mafia-type criminal association (Article 416 bis of the criminal code);
- ✓ Association for the illegal trafficking of narcotic or psychotropic substances (Article 74 of Presidential Decree no. 309/1990);
- ✓ Undue receipt of contributions, financing or other disbursements from the State or other public body (Article 316 ter of the criminal code);
- ✓ Fraud to the detriment of the State or other public body (Article 640(2)(1) of the criminal code);
- ✓ Aggravated fraud to obtain public funds (Article 640 bis of the criminal code);
- ✓ Computer fraud to the detriment of the State or other public body (Article 640 ter of the criminal code);
- ✓ Misappropriation to the detriment of the State or other public body (Article 316 bis of the criminal code).

The following tax offences should also be considered, from the same perspective and in view of them being able to procure illegal proceeds for the Company:

- ✓ Fraudulent declaration related to taxes through use of invoices or other documents for non-existent transactions (Art. 2, Legislative Decree no. 74 of 10 March 2000);
- ✓ Fraudulent declaration by means of other artifices (Art. 3, Legislative Decree 74/2000);
- ✓ Misrepresentation (Art. 4, Legislative Decree 74/2000);
- ✓ Failure to declare (Art. 5, Legislative Decree 74/2000);
- ✓ Concealment or destruction of accounting documents (Art. 10, Legislative Decree 74/2000);
- ✓ Failure to pay certified withholding taxes (Article 10 bis, Legislative Decree 74/2000);
- ✓ Non-payment of VAT (Article 10b, Legislative Decree no. 74/2000);
- ✓ Undue Compensation (Art. 10c, Legislative Decree no. 74/2000);
- ✓ Fraudulent evasion of taxes (Art. 11, Legislative Decree 74/2000).

1.2 Sensitive activities with respect to the risk of committing the offences referred to in Article 25-octies of Leg. Decree no. 231/2001

On the basis of what was highlighted during the risk assessment, the MIONETTO activity areas that are hypothetically more exposed to risks from the offices referred to in this Special Part G possibly being committed are those concerning:

- ✓ use of cash in all kinds of transactions;
- ✓ making investments;
- ✓ the planning, conclusion and execution of intra-group transactions, including the conclusion and execution of contracts between MIONETTO and other companies of the Henkell Group or the Dr. Oetker Group;
- ✓ corporate transactions, in particular when realised and/or financed through use of profits and/or financial resources from previous transactions carried out by the Company or its shareholders (by way of example, capital increases or shareholder financing operations);
- ✓ any other transaction resulting in the creation of funds or the movement of financial resources to or from the outside.

As the risk mapping activities have revealed, the Company generally does not make investments in real estate or investments in financial instruments or securities.

2 RECIPIENTS OF SPECIAL PART G

This Special Part G refers to conduct by directors and managers of the Company (so-called top management), and by Company employees (so-called internal persons under the management of others) involved, in any capacity, in sensitive activities relevant to this Special Part (hereinafter all referred to as the “Recipients”).

The following external parties may also be the recipients of specific obligations instrumental to performance of the internal control activities provided for in this Special Part:

- collaborators, consultants and, in general, all persons carrying out self-employment activities to the extent that they operate in the Sensitive areas of activity on behalf of or in the interest of the Company;
- suppliers and business partners operating in the Sensitive areas on behalf of or in the interest of the Company.

2.1 General principles of conduct

When managing the sensitive activities listed above, the rules of conduct already set out in this Model come into play, that is those:

- ✓ in the General Part of the Model;
- ✓ in Special Part D of the Model (entitled "Corporate offences and market abuse") and, in particular, in the following paragraphs: 2.2 (General principles of conduct); 2.3 (Prohibitions); 2.3.1 (Preventive measures against the offence of bribery among private individuals); 3.1.1 (Activities in the preparation of financial statements); 3.1.2 (Relations with auditing companies);
- ✓ in this Special Part G.

All Model Recipients must always only make use of economic and financial resources whose origin has been verified and only for transactions that have a special reason and are recorded and documented.

In this sense, MIONETTO and all Model recipients shall be required to operate transparently and formalise the contractual terms and conditions governing relations with various suppliers and commercial and financial partners, even if they are identified in companies belonging to the Henkell Group or the Dr. Oetker Group.

All the Recipients of this Special Part G and, in particular, the roles involved in sensitive activities are called upon to consider the aforementioned procedure, also for strict compliance with the principles and rules of conduct set forth in this Organisational Model, and in order to prevent the risks of offences relevant to Legislative Decree no. 231/01 being committed.

3 PROTOCOLS OF CONDUCT

3.1 Purpose of the Protocol of conduct for crimes of handling, laundering and using money, assets or benefits from illegal sources, as well as self-laundering crimes

The purpose of this protocol of conduct is to identify the operations and conduct to be observed by those involved in the purchasing and selling goods or services in the interest or on behalf of MIONETTO in any capacity.

3.2 Scope of application of the protocol and recipients

This protocol of conduct is for all Top Management, directors, managers, employees and any other subject, external collaborator or partner operating in MIONETTO (hereinafter "Protocol Recipients"), involved in the performance of the sensitive activities referred to in point 3.1 above in any capacity.

3.3 Responsibilities and roles involved in sensitive activities

Due to the activities they perform, employees and managers of the following divisions, sectors and departments, in addition to Company directors, are especially obliged to comply with the rules laid down in this protocol:

- ✓ General Management;
- ✓ Administration, Finance, Control and Dry Materials Purchasing Division;
- ✓ Commercial and Logistics Division;
- ✓ Marketing and Control Division;
- ✓ Production Division / Wine Purchasing.

3.4 Elements for assessing the risk of money laundering and financing of terrorist activities

This section sets out some of the factors to be considered when assessing the risk of money laundering and financing terrorism. They refer to the customer, the relationship and the economic/commercial transactions to be carried out.

Within the scope of their functions and activities, protocol Recipients shall assign the importance they deem appropriate to define the risk related to the activity to be performed to the assessment elements described below.

3.4.1. Assessment criteria concerning the customer and/or business partner

In the case of a client and/or business partner who is a natural person, offices held in political or institutional spheres, in companies, associations or foundations are relevant, especially if they are resident in non-EU states other than equivalent third countries. Notes the existence of any criminal proceedings or proceedings for damage to the Treasury, for administrative responsibility pursuant to Legislative Decree no. 231 of 8 June 2001, or for the imposition of administrative sanctions following a breach of anti-money laundering provisions against the customer - when that information is of common knowledge or otherwise known to the recipient and not covered by secrecy that prevent use by the recipient in accordance with the law.

For a customer and/or business partner who is not a natural person, attention should be paid to the purpose of its incorporation, the aims pursued, the manner in which it operates to achieve them, and the legal form adopted; especially where it presents particular complex or opaque elements that may prevent or hinder identification of the beneficial owner or of the effective corporate purpose or of any shareholding or financial connections.

The connection of the customer and/or non-individual business partner with entities resident in non equivalent jurisdictions in terms of countering money laundering or terrorist financing is also relevant. As an example, the commercial, operational, financial, shareholding connections of the customer and/or business partner-not a natural person may be relevant; the commonality of members of the corporate bodies of the customer-non-natural person and those entities may also be relevant.

Situations of economic and financial difficulty or weakness of the customer and/or business partner-not a natural person that may expose them to the risk of criminal infiltration must also be considered.

Information on the characteristics of the performing party and of the beneficial owner, if any, shall be relevant when that information is of common knowledge or in any case known to the Recipient and not covered by secrecy obligations preventing its use by the Recipient.

Conduct when entering into the transaction or establishing the ongoing relationship: conduct of a dissimulating nature is taken into account. Examples include the reluctance of the customer or the executor, if any, to provide the information required or the incompleteness or inaccuracy of that information (e.g. the information needed to identify the customer or identification of the beneficial owner, if any, or the nature and purpose of the relationship or transaction).

3.4.2. Assessment of so-called “country risk”

Whenever the Company intends to undertake economic/commercial initiatives in certain at-risk geographical areas or with people who have their registered office /domicile or residence in certain at-risk geographical areas (regardless of whether or not the counterpart's “morality” requirements set out below are met), an analysis must be carried out to assess the so-called “morality” of the counterpart. “country risk”.

For this purpose, the residence or registered office, the place where the activity carried out is located or, in any case, of the business of the customer and/or business partner, especially if unjustifiably distant from the registered office/branch of MIONETTO, are relevant.

The presence in the territory of illegal phenomena likely to fuel money laundering or terrorist financing conduct is also of particular importance. The degree of infiltration by economic crime, factors of socio-economic or institutional weakness, phenomena of the “underground economy” and, in general, information useful for defining the territory’s risk profile are taken into account, when known or knowable.

To this end, the internal Departments involved in performing the sensitive activities referred to in this Special Part of the Model, before undertaking the aforesaid economic/commercial initiatives, shall consult the lists of names of the terrorism risk map drawn up by the competent international bodies, which will allow them to carry out the appropriate checks before choosing the counterpart.

3.4.3. Assessment of the morality requirements of the counterparty

In order to assess the counterparty's morality and integrity requirements, where possible, appropriate documentation should be requested related to the counterparty natural person or entity (in the latter case, information could be requested with regard to legal representatives, members of the board of directors, general managers, majority shareholders, technical directors, etc.).

When it is not possible to collect documents to verify the so-called "morality" requirements of the counterparty (e.g. because it belongs to a State where there are no certifications corresponding to those issued in Italy), all possible information must be obtained in order to assess reliability, ensuring its traceability and verifiability through a written report.

3.5 Operating procedures for carrying out the sensitive activities referred to in paragraph 1.2 of this Special Part

In order to prevent committing the offences referred to in this part or to avoid facilitating their integration, MIONETTO has drawn up a series of specific internal protocols to manage the at-risk activities.

In particular, related to the purchase and sale of goods/services with counterparts considered to be at risk: to the extent relevant and compatible, the procedural rules laid down for cash payments, as well as those common to all payments, are herein highlighted and referred to. In particular, the following are considered mandatory:

- relevant functional competencies in procurement;
- the necessary supervision of those responsible for all purchases ordered or authorised by the departments directly subordinate to them and in charge of making purchases of goods and services within their sphere of competence;
- strict observance of the general principles and common rules listed in the General Part.

In order to prevent irregularities occurring, the employees of the Departments concerned must constantly monitor sales volumes and business relations, also by using the customer registry system implemented by MIONETTO to control orders, invoices and payments.

In order to prevent the risk of the offences referred to in Article 25-octies of Legislative Decree no. 231/01 being committed, the following operational provisions concerning contracts with related parties and intra-group transactions (Annex G 1) have also been drawn up, and which all recipients of this Special Part are required to observe when performing their activities.

4 CONTROLS

Anyone involved in the procedures laid down in this protocol of conduct in any way shall endeavour to ensure the correct, effective fulfilment of these procedures.

Any recipient of Model who encounters anomalies or irregularities committed by other persons for any reason, including hierarchical superiors, to prevent or falsify the correct performance of the procedures and rules of conduct described in this Special Part G, must start the reporting procedure to the Supervisory Board set out in Annex 17.

Traceability must be ensured for any reports made to the Financial Intelligence Unit for Italy (“UIF”) and/or to law enforcement agencies. They must therefore be stored in paper and electronic format both in the Department making the report and the Legal Department.

In any case, the aforesaid reports to the UIF and/or to the Police must be communicated to the Supervisory Board. For this purpose, the Supervisory Board will be responsible for fulfilling the following specific tasks laid down by law.

5 DUTIES OF THE SUPERVISORY BODY

Article 52, Legislative Decree 231/07 configures a number of duties for the Supervisory Board regarding financial matters.

In general, the Supervisory Board is entrusted with the obligation to monitor compliance with the rules contained in Legislative Decree 231/07 (Art. 52(1)).

The Supervisory Board is also the recipient of a number of specific obligations.

(a) First, it must (Art. 52(2)):

- notify, without delay, the relevant supervisory authorities of all deeds or facts of which it becomes aware when performing its duties, which may constitute a breach of the provisions issued pursuant to Article 7(2) of Legislative Decree no. 231/07;
- notify, without delay, the owner of the activity or the legal representative or his delegate, of infringements to the provisions of Article 41 of Legislative Decree no. 231/07 of which it is aware

b) The Supervisory Board must also notify the Ministry of Economy and Finance, within thirty days, of breaches to the provisions concerning limits to the use of cash and bearer bonds (Article 49(1), (5), (6), (7), (12), (13) and (14), Legislative Decree no. 231/07) and the ban on anonymous or fictitiously registered accounts and savings books (Art. 50, Legislative Decree 231/07), once it has been notified.

These infringements consist in the following facts:

- the transfer of cash or bearer bank or postal bankbooks or bearer bonds in euro or foreign currency, carried out for any reason between different parties, when the transaction value, even if divided, is equal to or greater than €1,000.00 and the transfer has not been carried out through banks, electronic money institutions and Poste Italiane S.p.A. (Art. 49(1), Legislative Decree. 231/07 as amended);
- issue of bank and postal cheques for amounts of €1,000.00 or more without indication of the name or company name of the beneficiary and the non-transferability clause (Article 49(5), Legislative Decree no. 231/07 as amended);
- issue of bank and postal cheques to the order of the drawer that have not been endorsed for collection at a bank or Poste Italiane S.p.A. (Art. 49(6), Legislative Decree. 231/07);
- issue of bank drafts, postal orders and promissory notes without indication of the name or company name of the beneficiary and the non-transferability clause (Art. 49(7) of Legislative Decree no. 231/07 as amended);
- cases in which the balance of bearer bank or postal bankbooks is equal to or greater than €1,000.00 (Art. 49(12), Legislative Decree no. 231/07 as amended);
- cases in which the company has not extinguished bearer bank or postal bankbooks with a balance equal to or exceeding €1,000.00, or has not reduced the balance to an amount not exceeding that amount by 31 March 2012 (Article 49(13) of Legislative Decree no. 231/07);
- cases where the company has failed to notify the bank or Poste Italiane S.p.A., within thirty days of the transfer, of the transferee's identification data and the date of the transfer of bearer bank or postal bankbooks (Article 49(14) of Legislative Decree no. 231/07
- the opening by the company in any form of accounts or savings books anonymously or in fictitious names (Art. 50, Leg. 231/07).

6 REPORTING TO THE SUPERVISORY BODY

Without prejudice to mandatory compliance with the provisions herein, anyone who, when performing his/her duties, as Recipient of this Special Part, ascertains, becomes aware of or has reasonable suspicions concerning i) facts or deeds being committed relevant to the offence types set forth in this Special Part, or ii) the breach of the principles and protocols of conduct contemplated in this Special Part (and in the annexes or protocols which are an integral part) is required to promptly notify the Supervisory Board, which will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

SPECIAL PART H

1 OFFENCES RELATED TO COPYRIGHT INFRINGEMENT

This Special Part contains a brief explanation of the offences relating to breach of copyright, referred to in Article 25-*novies* of the Decree added by letter c) of paragraph 7 of Article 15, Law no. 99 of 23 July 2009 “*Provisions for the development and internationalisation of enterprises, and on energy*”.

➤ Article 25 *novies*. “*Copyright infringement offences.*”

1. *Related to committing the offences envisaged in Articles 171, paragraph 1, letter a bis), and paragraph 3, 171-bis, 171-ter, 171-septies and 171-octies of Law no. 633 of 22 April 1941, the financial penalty of up to five hundred quotas shall be applied to the body.*

2. *In a conviction for the offences referred to in paragraph 1, the disqualification sanctions provided for in Article 9(2) are applied to the body for a period not exceeding one year. The provisions of Article 174 quinquies of the aforementioned Law no. 633 of 1941 remain unchanged”.*

Article 25-*novies* therefore establishes that the Company may be sanctioned in connection with offences relating to breach of copyright, as disciplined by Law no. 633/1941 "Protection of copyright and other rights related to its being exercised" (Copyright Law or "l.d.a.").

In particular, the predicate offences provided for under Article 25-*novies* of the Decree are the following:

➤ *Art. 171(1)(a)a and (3) l.d.a.*

The offence in question punishes anyone who makes a protected intellectual work, or part thereof, available to the public by placing it in a telematic network system through connections of any kind.

➤ *Art. 171 bis l.d.a. (software and databases)*⁴

The present article, designed to protect software⁵ and databases, aims to punish:

⁴ Article 1 of the copyright law on computer programs and databases: "*computer programs shall be protected as literary works under the meaning of the Berne Convention for the Protection of Literary and Artistic Works ratified and made enforceable by Law no. 399 of 20 June 1978, as well as databases that by their choice or arrangement of material constitute an intellectual creation of the author*" Art. 2 (points 8 and 9) of the copyright law: "*computer programmes are protected by copyright (8) provided they are original and the result of the author's intellectual creation. The ideas and principles underlying any element of a programme, including those underlying its interfaces, are excluded from the protection granted by this law. The term "programme" also includes preparatory material for designing the programme itself; (9) Databases as referred to in the second paragraph of Article 1, understood as collections of works, data or other independent elements systematically or methodically arranged and individually accessible by electronic means or otherwise. The protection of databases does not extend to their content and is without prejudice to existing rights to that content*".

⁵ Article 64a of the Copyright Law defines the exclusive rights inherent in software, namely: "*The exclusive rights conferred by this Computer Programs Law shall include the right to make or authorise: (a) the reproduction, permanent or temporary, in full or partly, of the computer programme by any means or in any form. To the extent that operations such as loading, displaying, running, transmitting or storing the computer program require reproduction, those operations shall also be subject to authorisation by the rightholder; (b) translation, adaptation, transformation and any other modification of the computer program and reproduction of the resulting work, without prejudice to the rights of the modifier; (c) any form of distribution to the public, including rental, of the original computer program or copies thereof. The first sale of a copy of the program in the European Economic Community by the rightholder, or with his/her consent,*

- (i) anyone who illegally duplicates computer programs for profit or for the same purpose imports, distributes, sells, holds for commercial or entrepreneurial purposes or leases programs contained in media not marked by the Italian Authors' and Publishers' Association (SIAE), with a penalty of imprisonment from six months to three years and a fine (the same penalty applies if the offence relates to any means intended solely to permit or facilitate the arbitrary removal or functional elusion of devices applied to protect a computer program) and
- (ii) anyone who, in order to make a profit on media not bearing the SIAE mark, reproduces, transfers to another medium, distributes, communicates, presents or demonstrates in public the contents of a database in breach of the provisions of Articles 64-quinquies and 64-sexies of the Italian Copyright Law⁶ or performs extraction or re-utilisation of the database in breach of the provisions of Articles 102-bis and 102-ter Copyright Law.⁷ or distributes, sells or rents out a database.

exhausts the right to distribute that copy within the Community, with the exception of the right to control the further rental of the program or a copy thereof.

⁶ Article 64d of the Law: "The author of a database shall have the exclusive right to perform or authorise: (a) any permanent or temporary reproduction, fully or partially, by any means and in any form; (b) any translation, adaptation, different arrangement and any other modification; (c) any form of distribution to the public of the original or copies of the database. The first sale of a copy in the European Union by the rightholder or with his consent shall exhaust the right to control, in the European Union itself, subsequent sales of the copy; (d) any public presentation, demonstration or communication, including transmission by any means and in any form whatsoever; (e) any reproduction, distribution, communication, presentation or demonstration in public of the results of the operations referred to in point (b)". - Art. 64 sexies copyright law: "The following shall not be subject to the authorisation referred to in Article 64-quinquies by the rightholder: a) access to or consultation of the database when that access or consultation is exclusively for educational or scientific research purposes, not carried out in the course of a business, provided that the source is indicated and to the extent justified by the non-commercial purpose pursued. In the context of those access and consultation activities, any permanent reproduction of the entire or a substantial part of the content on another medium shall in any case be subject to the authorisation of the rightholder; b) the use of a database for purposes of public security or as a result of an administrative or judicial procedure".

⁷ Art. 102 bis copyright law: "For the purposes of this title the following are intended: a) the maker of a database: any person who makes substantial investments in the creation of a database or in its verification or presentation, committing, for this purpose, financial means, time or labour; (b) extraction: means the permanent or temporary transfer of the entire or a substantial part of the contents of a database onto another medium by any means or in any form whatsoever. The lending activity of the persons referred to in Article 69 (1) does not constitute an act of extraction; c) re-utilisation: any form of making available to the public the entire or a substantial part of the contents of the database through distribution of copies, rental, transmission by any means and in any form. The lending activity of the persons referred to in Article 69(1) does not constitute an act of re-utilisation. 2. The first sale of a copy of the database made or permitted by the owner in a member state of the European Union exhausts the right to control the resale of the copy in the European Union. 3. Regardless of the protectability of the database under copyright or other rights and without prejudice to the rights to the contents or parts thereof, the maker of a database shall have the right, for the duration and under the conditions laid down in this Chapter, to prohibit the extraction or re-utilisation of the entire or a substantial part thereof. 4. The right referred to in Paragraph 3 shall apply to databases whose makers or rightholders are citizens of a Member State of the European Union or habitual residents in the European Union. 5. The provision in subsection (3) also applies to companies and firms constituted in accordance with the law of a Member State of the European Union and with their registered office, central administration or principal place of business in the European Union. However, if the company or firm only has its registered office in the European Union, there must be an effective and continuous link between its activity and the economy of one of the Member States of the European Union. 6. The maker's exclusive right arises upon completion of the database and expires fifteen years after 1 January of the year following the date of completion. 7. For databases made available to the public in any way before the expiry of the period referred to in paragraph 6, the right referred to in paragraph 6 shall expire fifteen years after 1 January of the year following the date on which it was first made available to the public. 8. If substantial modifications or additions are made to the contents of the database involving new investments that are relevant under the meaning of paragraph 1, letter a), an independent term of protection, equal to that set out in paragraphs 6 and 7 shall run from the time of completion of the modified or supplemented database or when first made available to the public, and expressly identified as such. 9. Repeated, systematic extraction or re-utilisation of insubstantial parts of the contents of the database is not permitted, if it involves operations contrary to the normal operation of the database or causes unjustified prejudice to the maker of the database. 10. The right referred to in par. 3 may be acquired or transmitted in any manner or form permitted by law". Art. 102 ter copyright law: "The lawful user of the database made available to the public may not cause prejudice to the owner of copyright or another related right relating to works or performances contained in that database. 2. The lawful user of a database made available to the public in any way may not carry out operations that conflict with the normal operation of the database or cause undue prejudice to the maker of the database. 3. Activities of extraction or re-utilisation of insubstantial parts, evaluated qualitatively and quantitatively, of the contents of the database for whatever purpose carried out by the lawful user are not subject to the authorisation of the maker of the database made available to the public for any reason. If the lawful user is authorised to carry out the extraction or re-utilisation of only a part of the database, this paragraph shall only apply to that part. 4. Contractual clauses agreed in breach of paragraphs 1, 2 and 3 shall be null and void.

➤ *Article 171 ter of the law*

There are many types of offences concerning the breach of intellectual property considered by Article 171-ter of the Copyright Law, and essentially relate to the unauthorised duplication, reproduction, dissemination, transmission, distribution, placing in the territory of the State, marketing, rental of audiovisual, cinematographic, musical, literary, scientific works; the introduction into State territory, possession for sale, distribution, rental or installation of special decoding devices or elements that allow access to an encrypted service; communication to the public, by introducing an original work protected by copyright, or part of it, into a system of telematic networks, through connections of any kind.

➤ *Article 171 septies of the copyright law*

The offence in question punishes the producers or importers of media not subject to the so-called SIAE mark who do not notify the SIAE of the data needed for the unambiguous identification of that media within thirty days of the date on which they are placed on the national market or imported; the same penalties apply to anyone who falsely declares fulfilment of the obligations under Article 181-bis, paragraph 2, of the copyright law.

➤ *Article 171 octies of the copyright law.*

The offence in question punishes anyone who, for fraudulent purposes, produces, offers for sale, imports, promotes, installs, modifies, uses for public and private use apparatus or parts of apparatus suitable for decoding audiovisual transmissions with conditional access made over the air, by satellite, by cable, in both analogue and digital form. Conditional access is understood to mean all audiovisual signals broadcast by Italian or foreign broadcasters in a form that makes them visible exclusively to closed groups of users selected by the broadcaster.

1.1 The relevant offences

Based on the results of the analysis of the corporate activity carried out on MIONETTO, the offences concerning copyright infringement relevant, for the purposes of this model, are the following:

- Art. 171(1)(a)a and (3) copyright law.
- Art. 171 bis copyright law. (software and databases);
- Article 171 ter of the copyright law

1.2 Sensitive Activities

In order to identify the Sensitive Activities where some of the copyright infringement offences in Article 25-novies of the Decree could potentially be committed, a specific risk assessment was conducted and identified the following activities:

- management of computer systems and software licences;
- devising, launching and/or managing marketing and advertising campaigns;
- conception, development and marketing of products (including bottles, boxes, packaging, labels, etc.) that could constitute counterfeiting and/or plagiarism of the products or works of others protected by copyright or protected through registration of design models
- use of photographs, cinematographic and musical works, or images and audiovisual content in advertising campaigns, on the website or on the Company's social network profiles, pages and/or blogs;
- development, launch, advertising of new products, through advertising campaigns, publication on the website or on the Company's social network profiles, pages and/or blogs, such as boxes or bottles, protected by copyright and through the registration of design models.

2 RECIPIENTS OF THE SPECIAL PART H

This Special Part refers to conduct by Company directors and executives (so-called top management) and employees (so-called internal subjects subject to the management of others) involved, in any capacity, in sensitive activities relevant to this Special Part (hereinafter all referred to as the “Recipients”).

In particular, employees and managers of the following areas, divisions and departments are required to comply with the rules set out in this Special Part:

- IT Division
- Marketing Division and Dry Materials Quality Control;
- Sales and Logistics Division.

By virtue of agreements and/or specific contractual clauses and limited to the performance of the sensitive activities in which they might be involved, the following external parties may be the recipients of specific obligations instrumental to the performance of the internal control activities provided for in this Special Part:

- collaborators, consultants and, in general, all persons carrying out activities in the Sensitive areas of activity on behalf of or in the interest of the Company;
- suppliers and business partners operating in a relevant manner in the Sensitive areas of activity on behalf of or in the interest of the Company.

2.1 General Principles of Conduct or Area of Doing

The purpose of this Special Part is to address the sensitive activities carried out by the Recipients in order to prevent the offences referred to in Article 25-*novies* of the Decree occurring.

This Special Part establishes the specific obligation of company representatives to strictly observe the law, all Model principles and rules, and the rules established by the Company concerning the use of computer systems.

In particular, when carrying out the activities considered at-risk, the Recipients shall comply with the following general principles of conduct:

- (A) refrain from engaging in conduct that would constitute the types of offences provided for in this special part of the Model;
- (B) refrain from conduct which, although not constituting an offence per se, may potentially become one.

In addition, the Recipients of this Special Part will be required to:

- ensure compliance with national, EU and international laws and regulations protecting industrial property, intellectual property and copyright;

- use intellectual works protected by copyright or through the registration of design models only based on formalised written agreements with the holder of the relevant exploitation rights and, in any case, within the limits set out in the aforementioned agreements;
- diligently take care of administrative formalities related to the use of copyright-protected works (software, databases, etc.) within the framework of the company's IT system and the of online resources;
- promptly make all the communications required under the protocols of conduct set out in this Model and in the corporate procedures to the heads of the functions in charge of managing the information systems and to the Supervisory Board.

In all hypotheses in which the Company makes use of external professionals, consultants or contractual partners to perform Sensitive Activities - for example, in the creation and launch of advertising campaigns, the use of photographs, cinematographic and musical works or of images and audiovisual content in advertising campaigns, on the Website or on the Company's social network profiles, pages and/or blogs, or in the case of the development, launch, advertising and marketing of new products, such as cans or bottles, protected by copyright and through the registration of design models - the Recipients of this Special Part shall ensure that those professionals, consultants and contractual partners also comply with the provisions contained herein and/or ensure that the activities carried out and services rendered do not infringe the industrial property rights, intellectual property rights and/or copyrights of others.

In addition, with reference to this Special Part and the activities described as sensitive in § 1.3 above, the rules of conduct already set out in this Model and, in particular, those prescribed herein, are highlighted:

- in Annex A4 on “Relations with Suppliers”;
- in Annex A9 on “Selection and management of external collaborators and consultants”.

2.2 Prohibitions or No Doing Area

When performing activities considered at risk, Model Recipients are forbidden to:

- breach the principles and procedures existing in the company and/or in this Special Part;
- install software programmes other than those made available and authorised by the Company or other Group companies;
- enter into a telematic network system, by means of connections of any kind, a protected intellectual work or part thereof;
- download programs from the Internet without the Company's prior authorisation;
- download programs that do not come from a certain source and authorised by the Company;
- purchase software licences from a source that is not certified and cannot provide guarantees as to the originality/authenticity of the software;
- install more copies of each licensed program than the number of copies authorised by the licence,
- distribute company software to unauthorised third parties;
- illegally access and duplicate databases;
- use software that infringes copyrights;
- hold for commercial or entrepreneurial purposes programs contained in media not marked by the Società Italiana degli Autori ed Editori (SIAE);

- use, other than for uses permitted by law, intellectual works protected by copyright without formalised written agreements with the holder of the relevant exploitation or economic use rights and/or in breach of the provisions in the aforementioned agreements;
- publish on the Company's websites, social network pages, profiles and blogs audiovisual content, images, photos, drawings, musical works and/or sounds protected by copyright, or through industrial design models, without formalised written agreements with the holder of the relevant exploitation and economic use rights and/or in breach of the provisions in the aforementioned agreements.

3 PROTOCOLS OF CONDUCT

3.1 Purpose of the protocol of conduct for offences related to copyright infringement

The purpose of this protocol (hereinafter, the "Protocol against copyright infringement") is to identify the operating and behavioural methods to be observed by i) those involved in managing the IT services and IT tools supplied to Company employees in any way and ii) those involved in marketing and advertising activities in the interest or on behalf of MIONETTO.

3.2 Scope of application of the Protocol and recipients

This protocol of conduct is for all the Recipients indicated in point 2 of this Special Part H and the Top Management, directors, managers, employees and any other person, external collaborator or partner operating in MIONETTO (hereinafter "Recipients of the Protocol against copyright infringement"), involved in the sensitive activities set out in point 1.3 in any way.

3.3 Operating procedures for carrying out sensitive activities

With regard to the management of computer systems and software licences, the Recipients may not:

- use company computer equipment for personal purposes;
- use private computer equipment in the company, connecting it in any way to the company computer network;
- install programs (software) from outside on company computers or devices assigned to them without prior authorisation from the head of the information system;
- install storage, communication or other devices (burners, modems, USB sticks) on the computer or company devices assigned to them without the prior written authorisation from the head of the information system;
- duplicate CDs and DVDs or any other multimedia support containing data of any nature protected by copyright law;
- download free software or shareware from Internet sites, without prior authorisation from the head of the information system.

With regard to the conception and/or management of marketing and advertising campaigns, the Recipients shall do as follows:

- for in-house development of marketing and/or advertising campaigns, any ownership of copyrights, publishing rights, rights of economic use and/or other intellectual property rights for works of any nature and used for any reason, including any designs or models protected under copyright law, must be checked in advance. Those controls must be carried out using the appropriate databases and/or by assigning the relevant investigations to technical-legal professionals. If those controls should identify the presence of the rights of others to the works being investigated, it will be necessary to refrain from any use and/or reference to them;
- when stipulating contracts to develop and/or implement marketing and/or advertising campaigns in the interest and/or on behalf of MIONETTO with advertising consultants, advertising agencies, production companies or any other subject active in the creative communication, advertising, graphic promotion and image study sectors, it will be necessary to obtain a guarantee or written undertaking regarding ownership of the copyrights to works of any type and used for any reason, including any designs or models that may be protected under copyright law, with release or transfer of all economic use rights;

- it will be necessary to check the reliability of cease-and-desist letters received from individuals alleging conduct by the Company that infringes rights protected by copyright law;
- it will be necessary to check, through legal opinions or those of other professionals, the possibility that Company conduct, even if not directly linked to advertising and/or marketing activities, may constitute one of the copyright offences referred to in Article 25-*novies* of the Decree.

With regard to the development, launch, advertising and marketing of new products such as cans or bottles, protected by copyright and through registration of design models, the Recipients must check that appropriate guarantees and/or written commitments have been granted on ownership of copyrights, exploitation and economic use rights and/or intellectual property rights inherent, in any way, to works of any type and used for any reason, including protected designs.

3.4 Reporting to the Supervisory Body

Without prejudice to mandatory compliance with the provisions herein, anyone who, when performing his/her duties, as Recipient of this Special Part, ascertains, becomes aware of or has reasonable suspicions concerning i) facts or deeds being committed relevant to the offence types set forth in this Special Part, or ii) the breach of the principles and protocols of conduct contemplated in this Special Part (and in the annexes or protocols which are an integral part) is required to promptly notify the Supervisory Board, which will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

SPECIAL PART I

1 ENVIRONMENTAL OFFENCES

This Special Part deals with the following “predicate offences” provided for in Article 25-undecies of the Decree:

- *Environmental pollution (Article 452 bis of the criminal code)*

This offence is committed when anyone unlawfully causes significant, measurable damage or deterioration:

- of water or air, or of large or significant portions of the soil or subsoil;
- of an ecosystem, biodiversity, including agricultural biodiversity, flora or fauna;
- of a protected natural area or an area subject to landscape, environmental, historical, artistic, architectural or archaeological constraints, or to the detriment of protected animal or plant species.

- *Environmental Disaster (Article 452 quater of the criminal code)*

This offence occurs when, beside cases already sanctioned as building collapses or malicious disasters, someone alternatively causes:

- the irreversible alteration of an ecosystem balance;
- alteration of an ecosystem balance where elimination is particularly costly and can only be achieved by exceptional measures;
- an offence against public safety because of the significance of the deed in terms of the extent of the impairment or its damaging effects or the number of people offended or exposed to danger.

- *Culpable offences against the environment (Article 452 quinquies of the criminal code)*

This offence occurs when those referred to in Articles 452 bis and 452 quater of the criminal code are committed through negligence.

- *Trafficking and abandonment of highly radioactive material (Article 452 sexies of the criminal code)*

Anyone who illegally sells, purchases, receives, transports, imports, exports, obtains for others, holds, transfers, abandons or disposes of highly radioactive material shall be punished for this offence.

- *Destruction or deterioration of habitats in a protected site (Article 733-bis of the criminal code)*

This offence occurs when, besides permitted cases, a habitat in a protected site is destroyed or deteriorates with resulting impairment of its state of conservation.

- *Discharge of industrial waste water containing hazardous substances without authorisation or with suspended or revoked authorisation, or without complying with the prescriptions in the*

authorisation or by the competent authority (Article 137(2) and (3), Legislative Decree no. 152 of 03 April 2006)

This offence occurs when starting or otherwise making new discharges. In order to constitute the offence in question, the conduct described must concern the discharge of hazardous substances included in the families and groups of substances listed in Tables 5 and 3/A of Annex 5 to Part Three of the aforementioned decree.

- *Discharge of industrial waste water in breach of the table limits (Art. 137, par. 5, Legislative Decree no. 152 of 03 April 2006)*

This offence is committed if, when discharging industrial waste water, the limit values set out in table 3 or, with discharge onto the ground, in table 4 of Annex 5 to Part Three of Legislative Decree 152/2006 are exceeded.

An offence also occurs on exceeding the more restrictive limits set by the regions or autonomous provinces or by the competent authority pursuant to Article 107(1) of Legislative Decree 152/2006.

- *Breach of the prohibitions to discharge to the soil, groundwater and subsoil (Art. 137, para. 11, Legislative Decree no. 152 of 03 April 2006)*

This offence is committed with any non-compliance with the discharge prohibitions laid down in Articles 103 and 104 of Legislative Decree 152/2006.

- *Discharges into the sea by ships and aircraft of substances which must not be dumped (Art. 137(13), Legislative Decree no. 152 of 03 April 2006)*

This offence occurs if the discharge into seawater by ships or aircraft contains substances or materials for which spillage is absolutely forbidden pursuant to the provisions in the relevant international conventions in force and ratified by Italy; unless the spilled substances are in quantities that are made harmless rapidly by the physical, chemical and biological processes occurring naturally in the sea and provided that prior authorisation has been granted by the competent authority.

- *Collection, transport, recovery, disposal, trade and intermediation of waste in the absence of authorisation, registration or communication (Article 256(1)(a) and (b), Legislative Decree no. 152 of 03 April 2006)*

This offence occurs when waste collection, transport, recovery, disposal, trade and intermediation activities are carried out in the absence of the required authorisation, registration or communication. The penalties are more severe when hazardous waste is involved.

In order to identify the different types of offence, it is useful to refer to the relevant definitions set out in Legislative Decree 152/2006.

“Collection” is to be understood as the collection of waste, including preliminary sorting and storage, the management of collection centres, for transport to a treatment facility.

“Disposal”, on the other hand, refers to any operation other than recovery even when the operation has the recovery of substances or energy as its secondary result.

Finally, "recovery" means any operation carried out to enable waste to fulfil a useful role by replacing other materials that would have been used to fulfil a particular function, or to prepare it to fulfil that function, either in the facility or in the general economy.

- *Creation or operation of an unauthorised landfill (Article 256(3), Legislative Decree no. 152 of 03 April 2006)*

This offence occurs when an unauthorised landfill is set up or operated.

A “landfill” is to be understood as a waste disposal site used for depositing waste on or in the ground (i.e. underground).

If the landfill is intended, even partially, for the disposal of hazardous waste, the penalty is increased.

At a procedural level, the provision applies by which the conviction or sentence issued pursuant to Article 444 of the Code of Criminal Procedure is followed by confiscation of the area, provided that it is owned by the perpetrator or a co-participant.

- *Failure to comply with requirements contained in the authorisation to operate a landfill or other waste-related activities or failure to comply with requirements and conditions required (Article 256(4) of Legislative Decree no. 152 of 03 April 2006)*

This offence occurs with non-compliance with requirements contained in or referred to in the authorisations, and with failure to comply with registration or communication requirements and conditions.

- *Unauthorised mixing of waste (Art. 256, par. 5, Legislative Decree no. 152 of 03 April 2006)*

This offence occurs when operations take place to mix different categories of hazardous waste and when non-hazardous and hazardous waste are mixed. Mixing also includes the dilution of hazardous substances.

In any case, anyone violating the prohibition is obliged to separate the mixed waste at his or her own expense, if technically and economically feasible.

- *Temporary storage at the place of production of hazardous medical waste (Art. 256, par. 6, Legislative Decree no. 152 of 03 April 2006)*

This offence occurs with a breach of the rules on temporary storage at the place of production of hazardous medical waste (referred to in Article 227(1)(b)). The requirements imposed by the special regulations just mentioned can be divided into two categories: requirements concerning the waste quantity and duration of its temporary storage; requirements to ensure safe conditions for health.

- *Infringement of the obligations of communication, keeping of compulsory registers and forms (Art. 258(4), Legislative Decree no. 152 of 03 April 2006)*

This offence is committed if the person preparing a waste analysis certificate provides false information on the nature, composition and chemical and physical characteristics of the waste, and if the same person uses a false certificate during transport.

- *Computerised waste traceability control system (Art. 260-bis, paragraphs 6 and 7, Legislative Decree no. 152 of 03 April 2006)*

This offence is committed when, on preparing a waste analysis certificate used in the waste traceability control system, false information is provided on the nature, composition and chemical and physical

characteristics of the waste. The offence is also committed if a false certificate is included in the data to be provided for waste traceability purposes.

- *Illegal waste trafficking (Article 259(1), Legislative Decree no. 152 of 03 April 2006)*

This offence is committed when a shipment of waste constitutes illegal trafficking under the meaning of, or in breach of, provisions in Regulation (EEC) no.259/93 of 1 February 1993. The penalty is increased if hazardous waste is involved.

- *Organised activities for the illegal trafficking of waste (Art. 260, Legislative Decree no. 152 of 03 April 2006)*

This offence is committed when a series of operations (transfer, receipt, transport, export, import or management) involving large quantities of waste are carried out illegally as part of an organised system, to obtain a profit that is qualified as unfair. The penalty is higher if high-level radioactive waste is involved.

- *Breaches of the waste traceability control system (Article 260-bis (8), Legislative Decree no. 152 of 03 April 2006)*

This offence is committed by the transporter who accompanies the waste transport with a paper copy of the Sistri form that has been fraudulently altered. The penalty is increased by up to one third in the case of hazardous waste.

- *Air pollution (Art. 279(5) Legislative Decree no. 152 of 03 April 2006)*

This offence is committed by anyone who, operating a facility, breaches the emission limit values or prescriptions laid down on the subject or otherwise imposed by the competent authority, if the air quality limit values laid down in the legislation in force are also exceeded.

- *Illegal import, export, transport and use of animal species and trade in artificially propagated plants (Art. 1(1) and (2) and Art. 2(1) and (2), Law no. 150 of 07 February 1992)*

This offence is committed in cases of import, export of animal species and trade in artificially propagated plants without the required certificate or licence, or with an invalid certificate or licence.

This offence also occurs with falsification or alteration of certificates, licences, import notifications, declarations, communications of information to acquire a licence or certificate, use of false or altered certificates or licences.

- *Breach of the provisions on the use of ozone-depleting substances (Article 3(6), Law no. 549 of 28 December 1993)*

This offence is committed if companies have facilities that use the substances listed in Tables A and B annexed to Law No. 549/1993 in breach of the provisions in Article 3 of that law.

- *Malicious spills of polluting substances at sea from ships (Art. 8(1) and (2), Legislative Decree no. 202 of 06 November 2007)*

This offence occurs with wilful breach of the prohibition imposed on ships (without any discrimination of nationality) to discharge substances defined as pollutants into the sea pursuant to Article 2(1)(b) of Legislative Decree no. 202/2007.

The breach may be committed by the Captain of a ship, flying any flag, and by the crew members, the owner and the operator of the ship, if the breach occurred with their complicity. The penalty is increased

if the same breach causes permanent or, in any case, particularly serious damage to water quality, animal or plant species or parts thereof.

- *Negligent spills of polluting substances at sea from ships (Art. 9(1) and (2), Legislative Decree no. 202 of 06 November 2007)*

This offence differs from the previous one solely in that it is chargeable as a fault.

1.1 The relevant offences

In relation to the MIONETTO field of operations, the risk of the following “predicate offences” being committed is abstractly conceivable:

- *Environmental pollution (Article 452 bis of the criminal code);*
- *Culpable offences against the environment (Article 452 quinquies of the criminal code);*
- *Discharge of industrial waste water containing hazardous substances without authorisation or with suspended or revoked authorisation, or without complying with the prescriptions in the authorisation or by the competent authority (Article 137(2) and (3), Legislative Decree no. 152 of 03 April 2006);*
- *Discharge of industrial waste water in breach of the table limits (Art. 137 (5), Legislative Decree no. 152 of 03 April 2006);*
- *Breach of the prohibitions to discharge to the soil, groundwater and subsoil (Art. 137 (11), Legislative Decree no. 152 of 03 April 2006);*
- *Collection, transport, recovery, disposal, trade and intermediation of waste in the absence of authorisation, registration or communication (Art. 256(1)(a) and (b), Legislative Decree no. 152 of 03 April 2006);*
- *Creation or operation of an unauthorised landfill (Art. 256(3), Legislative Decree no. 152 of 03 April 2006);*
- *Failure to comply with requirements contained in the authorisation to operate a landfill or other waste-related activities or failure to comply with requirements and conditions required (Art. 256(4) of Legislative Decree no. 152 of 03 April 2006);*
- *Unauthorised mixing of waste (Art. 256 (5), Legislative Decree no. 152 of 03 April 2006);*
- *Breach of the obligations of communication, to keep compulsory registers and forms (Art. 258 (4) Legislative Decree no. 152 of 03 April 2006);*
- *Computerised waste traceability control system (Art. 260-bis, paragraphs 6 and 7, Legislative Decree no. 152 of 03 April 2006);*
- *Illegal waste trafficking (Article 259(1), Legislative Decree no. 152 of 03 April 2006);*
- *Organised activities for the illegal trafficking of waste (Art. 260, Legislative Decree no. 152 of 03 April 2006);*
- *Breaches of the waste traceability control system (Article 260-bis, paragraph 8, Legislative Decree no. 152 of 03 April 2006);*
- *Air pollution (Art. 279, par. 5, Legislative Decree no. 152 of 03 April 2006);*
- *Breach of the provisions on the use of substances harmful to the ozone layer (Article 3(6), Law no. 549 of 28 December 1993).*

1.2 Environmental offences that cannot be committed in the interest or to the advantage of the Company

The abstract possibility of the following offences being committed in the interest or to the advantage of the Company is excluded, since they are totally unrelated to its corporate purpose and sphere of activity:

- *Environmental Disaster (Article 452 quater of the criminal code);*
- *Trafficking and abandonment of highly radioactive material (Article 452 sexies of the criminal code);*

- *Killing, destroying, capturing, taking or keeping specimens of protected wild animal or plant species (Article 727 bis of the criminal code);*
- *Illegal import, export, transport and use of animal species and trade in artificially reproduced plants (Article 1(1) and (2) and Article 2(1) and (2), Law No. 150 of 7 February 1992)*
- *Destruction or deterioration of habitats in a protected site (Article 733-bis of the criminal code);*
- *Discharges into the sea by ships and aircraft of substances which must not be dumped (Art. 137(13), Legislative Decree no. 152 of 03 April 2006);*
- *Temporary storage at the place of production of hazardous medical waste (Art. 256, (6), Legislative Decree no. 152 of 03 April 2006);*
- *Malicious spills of polluting substances at sea from ships (Art. 8(1) and (2), Legislative Decree no. 202 of 06 November 2007);*
- *Negligent spills of polluting substances at sea from ships (Art. 9(1) and (2), Legislative Decree no. 202 of 06 November 2007).*

1.3 Sensitive Activities

In order to identify possible Sensitive Activities, attention was placed on the sectors in which the Company, by carrying out its activities, could, through its directors, employees, managers, collaborators, auditors or contractual partners, commit the offences listed above.

Following the analysis, a distinction was made between environmental offences, where commission in the interest or to the advantage of the Company is abstractly excluded, and other environmental offences that, on the contrary, could, in theory, be committed by Model Recipients. Related to the latter, the risk level was assessed, with regard to the activities coming under the company's corporate purpose.

For the purposes of this Special Part, the areas of activity in which the crimes described above under Article 25-undecies of the Decree may be committed are as follows:

- use of water resources and wastewater discharge;
- waste management;
- emission of gases into the atmosphere;
- management of activities by MIONETTO, also in partnership with third parties.

2 RECIPIENTS OF SPECIAL PART I AND GENERAL PRINCIPLES OF CONDUCT

2.1 Recipients of Special Part I

This Special Part I refers to conduct by Company directors, and managers of the Company (so-called top management), and employees (so-called internal persons subject to the management of others) involved, in any capacity, in sensitive activities relevant for the purposes of this Special Part (hereinafter all referred to as the “Recipients”).

By virtue of agreements and/or specific contractual clauses and limited to the performance of the sensitive activities in which they might be involved, the following external parties may be the recipients of specific obligations instrumental to the performance of the internal control activities provided for in this Special Part:

- collaborators, consultants and, in general, all persons carrying out self-employment activities to the extent that they operate in the Sensitive areas of activity on behalf of or in the interest of the Company;
- suppliers and business partners operating in the Sensitive areas on behalf of or in the interest of the Company.

2.2 General Principles of Conduct or Area of Doing

In the at-risk areas identified above with reference to offences against the environment, the persons operating in the offence at-risk areas and, in particular, those identified in the framework of the relevant company procedures, will be required to:

- a. strictly observe the general principles of conduct set out in the Code of Ethics and the procedures laid down in this Model;
- b. behave correctly and transparently, ensuring full compliance with the law and regulations;
- c. refrain from conduct which, though not constituting an offence per se, may potentially become one;
- d. assess environmental impacts before undertaking new activities or introducing changes and innovations to ongoing processes;
- e. carry out all activities in accordance with the best practices previously and appropriately identified, in the field of environmental protection;
- f. define the necessary environmental skills and knowledge for all personnel employed and involved, in various capacities, in the activities;
- g. define the necessary skills and technical knowledge in environmental protection for all personnel involved, in various capacities, in the activities;
- h. ensure that all activities carried out on behalf of the Company are adequately and constantly monitored and subject to an appropriate reporting system;
- i. require its business partners and third party companies operating on its sites to respect the environmental value and the principles set out in the MIONETTO Code of Ethics and in this Model;
- j. restore the site areas at the end of works in order to regenerate the area and return the environment to conditions that are as close as possible to those before the works began;
- k. establish a constant flow of information between the Supervisory Board and the persons operating in the offence at-risk areas.

In addition, with reference to this Special Part and the activities described as sensitive in §1.4 above, the rules of conduct already set out in this Model and, in particular, those prescribed herein, are highlighted:

- in Annex A1 on "Relations with Institutional Bodies";
- in Annex A4 on "Relations with Suppliers";
- in Annex A9 on "Selection and management of external collaborators and consultants".

2.3 Prohibitions or No Doing Area

When performing activities considered at risk, Model Recipients are forbidden to:

- behave in a way that constitutes the offences indicated in this special part of the Model;
- engage in conduct which, though not constituting an offence as such among those considered above, may potentially become one;
breach the principles and procedures existing in the company and/or provided for in this Special Part.

3 PROTOCOLS OF CONDUCT

3.1 Purpose of the Protocol of Conduct for Environmental Offences

The purpose of this protocol of conduct (hereinafter, the “Environmental Offence Protocol”) is to identify the operational and behavioural methods to be complied with by those involved in production activities involving the use of water resources and the discharge of waste water, the production and disposal of waste in the broadest sense, and the emission of gases into the atmosphere.

3.2 Scope of application of the Protocol and recipients

This protocol of conduct is addressed to all Top Management, directors, managers, employees and any other person, external collaborator or partner operating in MIONETTO (hereinafter "Recipients of the Environmental Offence Protocol"), involved in any capacity in performing the sensitive activities referred to in point 1.4.

3.3 Responsibilities and roles involved in sensitive activities

All model Recipients and, in particular, all employees and managers of the operating divisions in the areas at greatest risk of offence, including the following, must comply with the rules set out in this protocol:

- Marketing Division and Dry Materials Quality Control;
- Sales and Logistics Division;
- Production Division / Wine Purchasing;
- Administration, Finance and Control Division and Purchase of Dry Materials.

3.4 Operating procedures for carrying out the activities referred to in point 1.3 of this Special Part and control procedures

With regard to sensitive activities concerning the use of water resources and wastewater discharge MIONETTO has drawn up the following internal procedures:

- process water supply through the wells in the various facilities;
- subject process water to osmosis (desalination);
- discharge of residual water from the osmosis process into the sewage system;
- discharge of industrial waste water into the municipal sewage treatment plant;
- use of collection tanks to store waste water from facilities not directly connected to treatment plants;
- control of the supply and disposal of domestic and industrial water through sampling and analysis procedures assigned to third-party companies;
- constant reporting to/from the companies in charge of controls needed for the issue/renewal of sewage discharge authorisations.

MIONETTO has also taken the following precautionary measures:

- prevalent use of mechanical means to clean/maintain autoclaves and tanks;
- minimal use of chemical cleaning substances;
- elimination of fossil flours;
- elimination of filtration cartons.

MIONETTO also guarantees the total absence in its industrial waste water of the hazardous substances indicated in Tables 3/A and 5 of Annex 5 to Part Three of Legislative Decree no. 152/2006.

MIONETTO conducts its activities in compliance with laws and regulations in force on environmental matters, and in compliance with all the prescriptions contained in authorisations issued by the competent bodies, including, among others, the Single Environmental Authorisation issued by the Municipality of Valdobbiadene on 11 June 2015 (hereinafter, the "Single Environmental Authorisation").

With regard to sensitive activities concerning waste disposal, MIONETTO has already implemented all protocols and carried out the prescribed activities to ensure the full traceability of waste, pending establishment of the national electronic waste traceability register managed by the MIPAAF.

MIONETTO currently outsources the following activities to third companies:

- storage of waste;
- waste collection;
- waste disposal;
- advice on waste registration.

The following is established in order to eliminate or minimise any risk (even if only potential) of pollution, contamination or other environmental damage:

- performance of detailed chemical analyses to ascertain the concreteness of the environmental hazard/risk of contamination;
- isolating the leak and/or preventing the outflow of hazardous substances;
- performance of periodic tests and analyses to check that all the Company's production activities are conducted in the strictest compliance with the law and regulations in force at the time on environmental matters, and in compliance with all the prescriptions, terms and conditions contained in the Single Environmental Authorisation and, more generally, in all the authorisations issued by the competent bodies with reference to the production activities conducted at all the Company's sites and locations.

The Head of the Purchasing/Production Division will be required to carry out the above analyses and tests and to inform the Managing Director. At least once a year, the Head of the Purchasing/Production Division will prepare a summary report:

- a) on the environmental control and monitoring activities conducted during the year;
- b) on tests and analyses conducted by external companies, laboratories and professionals;
- c) on plant maintenance work carried out during the year, including with the support of or by external companies, laboratories and professionals;
- d) on the contracts finalised with the aforementioned laboratories, companies and external professionals and the costs incurred to carry out these activities;
- e) on any critical issues that have emerged or been reported during maintenance activities or during the environmental control and monitoring activities;
- f) on the measures taken to remedy the above-mentioned criticalities;
- g) on the costs incurred in order to remedy the above-mentioned criticalities;
- h) on any actions deemed necessary in order to prevent environmental risks;
- i) on any actions deemed necessary or to conform the plants and/or the production and marketing activities conducted by the Company to environmental laws and regulations or to the prescriptions, terms and conditions contained in all authorisations issued by the competent bodies with reference to the production activities conducted at all the Company's sites and premises.

The Summary Report will be forwarded to the Managing Director for appropriate assessments and decisions, as well as, for information, to the Supervisory Board.

If the Report should contain information on measures and those to be implemented to prevent environmental risks or to conform the plants and/or production and marketing activities carried out by the Company to environmental laws and regulations, or to prescriptions, terms and conditions contained in all authorisations relevant from an environmental point of view, the Managing Director shall inform the Supervisory Board without delay of the decisions made for this purpose.

Faced with situations of proven environmental emergency or high risk of contamination, the Head of the Purchasing/Production Division may order, after consulting the Managing Director, the closure of the production plants at one or more locations, informing the Supervisory Board

Without prejudice to mandatory compliance with the provisions of the internal procedures mentioned above, anyone who, when performing his/her duties as a Recipient of this Special Part, ascertains, becomes aware of or has reasonable suspicion of i) facts or deeds relevant to the types of offences set forth in this Special Part being committed, or ii) a breach of the principles and protocols of conduct contemplated in this Special Part (and of the annexes or protocols that are an integral part of it) is obliged to promptly notify the Supervisory Board, which will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

3.5 Special measures to be taken by the Company, its collaborators and contractual partners

When performing their activities, Model recipients in general, and of this Special Part I in particular, shall adhere to the following principles:

- (1) the Company shall not initiate or continue any relationship with company representatives, external collaborators or Partners who do not intend to align themselves with strict compliance with the laws, regulations on environmental matters and the precepts contained in this Model;
- (2) relations with contractual partners or external collaborators in charge of carrying out the production, manufacture, packaging, transport, storage or disposal of wines, sparkling wines and other products marketed by MIONETTO must be regulated in writing, highlight all agreement conditions and must, if possible, foresee the contractual partner commitment to
 - ✓ comply with all environmental laws, regulations and provisions in force at the time and applicable to the activity carried out;
 - ✓ comply with all the prescriptions contained in the Single Environmental Authorisation and, more generally, in all authorisations issued by competent environmental bodies, which the contractual partners must be made aware of insofar as they relate to the activities respectively carried out in the interest of MIONETTO;
 - ✓ report any criticalities, anomalies or non-conformities detected during analysis or maintenance activities, also with reference to environmental requirements contained in laws, regulations or authorisations;
 - ✓ refrain from any conduct constituting one of the offences covered by Article 25-undecies of the Decree;
 - ✓ refrain from conduct which, although not constituting in itself a type of environmental offence covered by Article 25-undecies of the Decree, may potentially become one or favour it being committed;
 - ✓ declare that they have not been convicted in connection with committing environmental offences;
 - ✓ assume all of the above obligations, expressly undertaking also for the third party that the contractual partner may use to perform activities assigned to it;
- (3) the Company shall also:
 - ✓ refrain from relations with contractual partners or external collaborators who have been convicted or investigated in connection with committing environmental offences, where the Company is aware of the ongoing investigation or conviction;
 - ✓ ensure that the contractual partners or external collaborators in charge of the production, manufacturing, packaging, transport, storage or disposal of wines, sparkling wines and

other products marketed by MIONETTO are equipped with organisational models, codes of conduct or quality or environmental management systems that guarantee the compliance of their actions with environmental regulations;

- ✓ with regard to the aforementioned activities, preferably select contractual partners with organisational models, codes of conduct or quality or environmental management systems that guarantee the compliance of their actions with environmental regulations;
- ✓ in default, request that the aforementioned contractual partners adopt organisational models, codes of conduct or quality or environmental management systems that guarantee the compliance of their actions with environmental regulations.

When awarding and/or confirming assignments to contractual partners, the Company - and for it, in particular, the Administration, Finance and Control and Dry Materials Purchasing Division - shall verify that they have all the authorisations, clearances, licences or permits required to carry out the activities assigned to them; in particular, with regard to the production, marketing and sale of wines, sparkling wines and other products.

The Company shall also carry out periodic audits, both internal and external, aimed, among other things, at checking compliance with environmental laws, regulations and prescriptions by the contractual partners in charge of production, manufacturing, packaging, transport, storage or disposal activities for wines, sparkling wines and other products marketed by MIONETTO.

The Company shall report to the Supervisory Board on the periodic audits and controls carried out. The Supervisory Board, on the other hand, shall have the right to ask the Company for the names of the Contractual Partners entrusted with production, manufacture, packaging, transport, storage or disposal of wine activities and, if deemed appropriate, copies of the contracts entered into with them in order to check their compliance with the principles set forth in this Special Part I.

3.6 Measures to be taken by Contractual Partners engaged in the production, manufacture, packaging, transport, storage or disposal of wine and related products

To implement the above principles, the contractual partners or external collaborators in charge the production, manufacturing, packaging, transport, storage or disposal activities for wines, sparkling wines and other products marketed by MIONETTO, even regardless of specific commitments incorporated in the contracts finalised with the Company, shall be required to:

- ✓ comply with all environmental laws, regulations and provisions in force at the time and applicable to the activity carried out;
- ✓ refrain from any conduct constituting one of the offences covered by Article 25-undecies of the Decree;
- ✓ refrain from conduct which, although not constituting in itself a type of environmental offence covered by Article 25-undecies of the Decree, may potentially become one or favour it being committed;
- ✓ adopt organisational models, codes of conduct or quality or environmental management systems to guarantee the compliance of their actions with environmental regulations;
- ✓ comply with the precepts set out in the aforementioned organisational models, codes of conduct or quality or environmental management systems.

The contracts shall include an express termination clause whereby non-compliance with environmental requirements shall constitute a serious breach of contract and justify termination of the agreement, at the Company's request, pursuant to and for the purposes of Article 1456 of the Civil Code.

Notwithstanding foreseeing express termination clauses, the Company - and for it, in particular, the recipients of this Special Part I - must declare or demand the termination of all contractual relationships with external partners and contracting companies if there should be any failure to comply with the aforementioned precepts.

3.7 Reporting to the Supervisory Body

Without prejudice to mandatory compliance with the provisions herein, anyone who, when performing his/her duties, as Recipient of this Special Part, ascertains, becomes aware of or has reasonable suspicions concerning i) facts or deeds being committed relevant to the offence types set forth in this Special Part, or ii) the breach of the principles and protocols of conduct contemplated in this Special Part (and in the annexes or protocols which are an integral part) is required to promptly notify the Supervisory Board, which will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

SPECIAL PART L

1 EMPLOYMENT OF ILLEGALLY STAYING THIRD-COUNTRY NATIONALS

1.1 The relevant offences

Article 25-duodecies of the Decree, introduced by Legislative Decree 109 /2012, extends the liability of legal persons to the crime of employing third-country nationals whose stay is irregular.

In particular, Article 25-duodecies of the Decree lays down that “committing the offence referred to in Article 22, paragraph 12 bis, of Legislative Decree no. 286 of 25 July 1998 shall imply a fine of 10 to 200 quotas, within the limit of €150,000”.

The aforementioned offence occurs when the employer employs foreign workers without a residence permit, or whose permit has expired or has not been renewed, or has been revoked or cancelled.

However, the predicate offence in question, already provided for in Legislative Decree no. 286/1998 (or the “Consolidated Law on provisions concerning the regulation of immigration”), only establishes the entity's administrative responsibility in the following cases

- the number of workers employed is more than three;
- workers employed are children of non-working age;
- workers employed are subjected to the other particularly exploitative working conditions referred to in the third paragraph of Article 603 bis of the criminal code (i.e. they are exposed to situations of serious danger, regarding the characteristics of the services to be performed and the working conditions).

Consequently, if one of the above-mentioned offences is found to have been committed, the penalty is increased from one third to one half and, as far as relevant for our purposes, the administrative responsibility of the company. This also entails, as mentioned above, application of a fine for the company of 100 to 200 quotas, up to a limit of €150,000.

Ultimately, the body's administrative responsibility only concerns the aggravating hypotheses just described (i.e. cases in which the workers employed are more than three, are minors, or in cases of illegal exploitation) and not all cases in which workers from third countries with irregular residence status are employed.

Moreover, in the light of the general principles contained in the Decree, the body is only punishable if the offence has been committed in its interest or to its advantage.

1.2 Sensitive Activities

In order to identify the Sensitive Activities, attention has been focused on the areas in which the Company, by carrying out its activities, could, abstractly, commit the predicate offence covered by this Special Part.

In concrete terms, the following Sensitive Activities emerged:

- selection, recruitment and employment of personnel from non-EU countries;
- finalising contracts with companies employing workers from non-EU countries;
- stipulating employment contracts or labour supply agreements with companies whose employees are fully or partly from non-EU countries.

2 RECIPIENTS OF THE SPECIAL PART L AND GENERAL PRINCIPLES OF CONDUCT

2.1 Recipients of the Special Part L

This Special Part L refers to conduct adopted by Company directors and executives (so-called top managements), and employees (so-called internal subjects subject to the management of others) involved, for any reason, in sensitive activities relevant to the purposes of this Special Part (hereinafter all referred to as the "Recipients") and, in particular, in the activities of i) selecting and hiring MIONETTO S.p.A. personnel and ii) finalising tender or supply contracts.

By virtue of agreements and/or specific contractual clauses and limited to the performance of the sensitive activities in which they might be involved, the following external parties may be the recipients of specific obligations instrumental to the performance of the internal control activities provided for in this Special Part:

- collaborators, consultants and, in general, all persons carrying out self-employment activities to the extent that they operate in the Sensitive areas of activity on behalf of or in the interest of the Company;
- suppliers and business partners operating in the Sensitive areas on behalf of or in the interest of the Company.

If the personnel selection and recruitment function is performed by any third parties operating in the name and on behalf of MIONETTO S.p.A., the latter shall ensure compliance with the principles and the prohibitions contained in this Special Part.

2.2 General Principles of Conduct or Area of Doing

In the at-risk areas identified above, the people operating in the offence at-risk areas and, in particular, those identified as part of the relevant company procedures, will be required to:

- comply with the general principles of conduct set out in the Code of Ethics and the procedures laid down in this Model;
- behave in a correct, transparent manner, ensuring full compliance with laws and regulations on immigration and the employment of non-EU citizens and, in particular, with the Consolidated Text of provisions regulating immigration and the rules on the status of foreigners, set out in Legislative Decree no. 286 of 25 July 1998, as amended.

In particular, Top Management in charge of personnel selection or belonging to the Administration, Finance and Control and Dry Materials Purchasing Division will be required to:

- comply with the prohibition to employ foreign workers without a residence permit, with a residence permit that has expired, not been renewed within the time allowed by law, revoked or cancelled;
- verify through periodic controls that foreign workers hold a valid residence permit, i.e. a permit that has not expired, has not been revoked or whose renewal has not been applied for;
- request evidence from foreign workers of the postal receipt certifying submission of the application for renewal of their residence permit;
- keep a register recording the details of foreign workers employed and when their residence permits expire;
- record the deadline by which the foreign worker employed must provide the Company with a copy of the renewal of his/her residence permit and ensure that the foreign worker does so; if

he/she fails to do so, the Head of the Human Resources Division shall immediately notify, with a communication sent in copy to the Supervisory Board, the Managing Director who shall take the actions deemed most appropriate;

- provide for continuous and constant information flows between all those involved in the recruitment and selection of personnel;
- provide for specific disciplinary sanctions in a breach of the prohibition to employ foreigners without a residence permit or with an expired, non-renewed, revoked or cancelled residence permit;
- if supply, tender or labour supply contracts are stipulated with external companies, ensure that they comply with the rules and protocols of conduct adopted by MIONETTO on the recruitment and selection of personnel, including those contained in this Special Part and in the Code of Ethics;
- if supply, contracting or labour administration contracts are stipulated with external companies, require those contracting companies or agencies to provide all the files on workers employed and where the latter are foreigners, request a copy of the relevant residence permit or, with a renewal, issue of the postal receipt certifying the renewal request; in default, the Head of the Human Resources Division or of the Company's Administration, Finance and Control and Dry Materials Purchasing Division shall immediately notify, with a communication sent in copy to the Supervisory Board, the Managing Director, who shall take the actions deemed appropriate;
- archive all documentation, both in paper and electronic format produced and received concerning the recruitment of the foreign worker, and ensure the traceability of information sources.

A termination clause shall be included in employment and labour supply agreements, whereby failure to comply with the prohibition to hire foreign workers without a residence permit, with a residence permit that has expired, not been renewed within the time allowed by law, revoked or cancelled shall constitute a serious breach of contract and shall justify the termination of the agreement, at the request of the Company, pursuant to and for the purposes of Article 1456 of the Civil Code.

Notwithstanding foreseeing express termination clauses, the Company - and, on its behalf, the recipients of this protocol of conduct O - shall declare or request the termination of any contractual relationship with external partners, contracting companies and labour supply agencies if it finds any non-compliance with the aforesaid legal prohibitions.

In addition, with reference to this Special Part and the activities described as sensitive in §1.2 above, the rules of conduct already set out in this Model and, in particular, those prescribed in Annex A8 on the subject of "Personnel Selection and Recruitment" are herein highlighted.

2.3 Prohibitions or No Doing Area

When performing activities considered at risk, Model Recipients are forbidden to:

- behave in a way that constitutes the offences indicated in this special part of the Model;
- engage in conduct which, though not constituting an offence as such among those considered above, may potentially become one;
- breach the principles and procedures existing in the company and/or provided for in this Special Part.

3 PROTOCOLS OF CONDUCT

3.1 Purpose of the protocol of conduct for the crime of employing illegally staying third-country nationals

The purpose of this protocol of conduct (hereinafter, “Protocol on the Employment of Irregular Third-Country Nationals”) is to identify the operational and behavioural methods to be complied with by those involved in the selection and recruitment of employees.

3.2 Scope of application of the protocol and recipients

This protocol of conduct is addressed to all Top Management, directors, managers, employees and any other person, external collaborator or partner operating in MIONETTO (hereinafter "Recipients of the Protocol on the employment of irregular third-party nationals"), involved in any capacity in performing the sensitive activities referred to in point 1.2.

3.3 Responsibilities and roles involved in sensitive activities

All model Recipients and, in particular, all employees and managers of the following divisions are required to comply with the rules laid down in this protocol:

- Administration, Finance and Control Division and Purchase of Dry Materials;
- Production and Procurement.

3.4 Operating procedures for carrying out the activities referred to in point 1.2 of this Special Part

3.4.1. Selection of personnel from third countries

Without prejudice to what has already been set out in § 9 of the general part of this model, the employment contract for personnel from third countries shall contain a statement concerning the legality of the residence of the candidate employees. The latter may possibly be asked to enclose a copy of their residence permit together with a statement that they have no criminal convictions or pending criminal proceedings and/or charges.

The heads of the HR department and, in any case, the head of the Administration, Finance and Control and Dry Materials Purchasing Division shall always supervise the regular validity of the residence permits of third-country nationals employed by MIONETTO, making sure that the permits have not expired, are renewed within the deadlines laid down by law and have not been revoked or cancelled.

3.4.2. External collaborations with third-country nationals

The choice and management of external collaborators (as an example, suppliers, representatives, agents, partners and consultants) from third countries must be based on the criteria and objectives mentioned in paragraph 9.2 of the general part of this model.

In order to prevent the type of offence referred to in Article 25-duodecies of the Decree, even in an occasional or extemporary collaboration, the heads of the HR Department and, in any case, the head of the Administration, Finance and Control and Dry Materials Purchasing Division may always request the production of documents proving the legal residence in Italy of the candidate collaborator.

The heads of the HR department together with the head of the Administration, Finance and Control and Dry Materials Purchasing Division must always supervise the regular validity of residence permits produced by employees who are third-country nationals.

The supervisory activity to be carried out by the aforementioned persons will consist in constantly checking the expiry dates of residence permits produced by external collaborators, in checking the timely renewal of the permits themselves, and the non-existence of any measures that may affect their validity (e.g. revocations or cancellations).

The administrative body, at the proposal of the Supervisory Board, may set up special control systems to ensure that MIONETTO employees or collaborators have legal residence in Italy.

3.5 Reporting to the Supervisory Body

Without prejudice to mandatory compliance with the provisions herein, anyone who, when performing his/her duties, as Recipient of this Special Part, ascertains, becomes aware of or has reasonable suspicions concerning i) facts or deeds being committed relevant to the offence types set forth in this Special Part, or ii) the breach of the principles and protocols of conduct contemplated in this Special Part (and in the annexes or protocols which are an integral part) is required to promptly notify the Supervisory Board, which will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

SPECIAL PART M

1 TAX OFFENCES

This Special Part M deals with the following "predicate offence" cases provided for in Article 25-quinquiesdecies of the Decree [article added by Law no. 157/2019 and Legislative Decree no. 75/2020]:

- *Fraudulent declaration using invoices or other documents for non-existent transactions (Article 2 of Legislative Decree no. 74/2000)*
- *Fraudulent declaration by means of other devices (Article 3 of Legislative Decree no. 74/2000)*
- *Issuing invoices or other documents for non-existent transactions (Article 8 of Legislative Decree no. 74/2000)*
- *Concealment or destruction of accounting documents (Article 10 of Legislative Decree no. 74/2000)*
- *Fraudulent evasion of taxes (Article 11 of Legislative Decree no. 74/2000)*
- *False declaration (Article 4 of Legislative Decree no. 74/2000) [introduced by Legislative Decree no. 75/2020]*
- *Omitted declaration (Article 5 Legislative Decree no. 74/2000) [introduced by Legislative Decree no. 75/2020]*
- *Undue compensation (Article 10-quater of Legislative Decree no. 74/2000) [introduced by Legislative Decree No. 75/2020]*

1.1 The relevant offences

Related to the MIONETTO field of operations, the risk of the following offences under Legislative Decree no. 74/2000 being committed is abstractly conceivable:

- *Fraudulent declaration by means of invoices for non-existent transactions (Art. 2(1) and (2a) Legislative Decree 74/2000)*

The provision punishes anyone who, in order to evade income or value added tax, using invoices or other documents for non-existent transactions, indicates fictitious liability elements in one of the declarations relating to those taxes.

The text of this provision is reproduced below:

1. A penalty of imprisonment from four to eight years shall be imposed on anyone who, in order to evade income or value-added taxes, using invoices or other documents for non-existent transactions, indicates fictitious liability elements in one of the declarations relating to those taxes.

2. The offence is deemed to have been committed by availing oneself of invoices or other documents for non-existent transactions when those invoices or documents are recorded in compulsory accounting records, or are held for evidence before the tax authorities.

2-bis. If the amount of the fictitious liabilities is less than € 100,000.00, imprisonment from one year and six months to six years is applicable.

Monetary sanction provided for under Legislative Decree 231/01:

For subsection 1: fine of up to 500 quotas

For subsection 2a: fine of up to 400 quotas

If, following the commission of the offences indicated, the entity has obtained a significant profit, the monetary sanction is increased by a third.

Disqualification sanction provided for under Legislative Decree 231/01:
Disqualification sanctions provided for in Article 9(2)(c), (d), (e)

- *Fraudulent misrepresentation by means of other artifices (Art. 3 Legislative Decree 74/2000)*

Besides the cases provided for in Article 2 Legislative Decree 74/2000, the provision punishes anyone, in order to evade income tax or value added tax, by objectively or subjectively simulating transactions or by making use of false documents or other fraudulent means to obstruct the assessment and mislead the tax authorities, indicates in one of the declarations relating to those taxes assets for an amount lower than the effective amount or fictitious liabilities or fictitious credits and deductions, when, together:

- a) the tax evaded exceeds, with reference to any of the individual taxes, thirty thousand euro;
- b) the total amount of the assets subtracted from taxation, also by indicating fictitious liability elements, is higher than five per cent the total amount of the assets indicated in the declaration, or in any case, is higher than one million five hundred thousand euro, or if the total amount of the fictitious credits and deductions from taxation is higher than five per cent of the amount of the tax, or in any case, is higher than thirty thousand euro.

The text of this provision is reproduced below:

1. Apart from the cases provided for in Article 2, a term of imprisonment ranging from three to eight years shall be imposed on any person who, in order to evade income or value added taxes by objectively or subjectively simulating transactions or by using false documents or other fraudulent means likely to obstruct assessment and mislead the tax authorities, indicates in one of the declarations relating to those taxes assets of an amount lower than the actual amount or fictitious liabilities or fictitious credits and deductions, when, jointly: (a) the tax evaded is higher, with reference to any of the individual taxes, than € 30.000.00; b) the total amount of the assets not taxed, including by indication of fictitious liabilities, is higher than five per cent the total asset amount indicated in the declaration, or in any case, is higher than € 1,500,000.00, or if the total amount of the fictitious credits and deductions is higher than five per cent the amount of the tax itself or in any case, is higher than € 30,000.00.

2. The offence is considered as committed with the aid of false documents when those documents are recorded in compulsory accounting records or are held to provide evidence to the tax authorities.

3. In order to apply the provision in par. 1, the mere violation of the obligations to invoice and record assets in the accounting records or the mere indication in the invoices or in the records of assets that are lower than the real ones do not constitute fraudulent means.

Monetary sanction provided for under Legislative Decree 231/01:

Fine of up to 500 quotas

If, following the commission of the offences indicated, the entity has obtained a significant profit, the monetary sanction is increased by a third.

Disqualification sanction provided for under Legislative Decree 231/01:

Disqualification sanctions provided for in Article 9(2)(c), (d), (e)

- *Issuance of invoices or other documents for non-existent transactions (Art. 8(1) and (2a) Legislative Decree 74/2000)*

The provision punishes anyone who, in order to allow third parties to evade income or value added tax, issues invoices or other documents for non-existent transactions.

The text of this provision is reproduced below:

1. A penalty of imprisonment from four to eight years shall be imposed on anyone who, in order to enable third parties to evade income or value added tax, issues invoices or other documents for non-existent transactions.

2. In order to apply the provision laid down in paragraph 1, the issuing of several invoices or documents for non-existent transactions during the same tax period shall be regarded as a single offence. 2-bis. If the false amount indicated in the invoices or documents, per tax period, is less than €100,000.00, imprisonment from one year and six months to six years is applicable.

Monetary sanction provided for under Legislative Decree 231/01:

For subsection 1: fine of up to 500 quotas

For subsection 2a: fine of up to 400 quotas

If the body has obtained a significant profit by committing the offences indicated, the fine is increased by a third.

Disqualification sanction provided for under Legislative Decree 231/01:

Disqualification sanctions provided for in Article 9(2)(c), (d), (e)

- *Concealment or destruction of accounting documents (Art. 10 Legislative Decree 74/2000)*

The provision punishes anyone who, in order to evade income or value added tax, or to allow third parties to evade them, conceals or destroys all or part of accounting records or documents that must be kept, so that income or turnover cannot be reconstructed.

The text of this provision is reproduced below:

1. Unless the act constitutes a more serious offence, a term of imprisonment from three to seven years shall be imposed on anyone who, in order to evade income or value added tax, or to allow third parties to evade them, conceals or destroys all or part of the accounting records or documents whose retention is mandatory, so that income or turnover cannot be reconstructed.

Monetary sanction provided for under Legislative Decree 231/01:

Fine of up to 400 quotas

If the body has obtained a significant profit by committing the offences indicated, the fine is increased by a third.

Disqualification sanction provided for under Legislative Decree 231/01:

Disqualification sanctions provided for in Article 9(2)(c), (d), (e)

- *Fraudulent evasion of payment of taxes (Art. 11 Legislative Decree 74/2000)*

The provision punishes anyone who, in order to evade payment of income tax or value added tax or of interest or administrative penalties relating to those taxes totalling more than €50,000, falsely alienates or performs other fraudulent acts on his/her own or another person's property that are likely to render the compulsory collection procedure wholly or partially ineffective.

Any person who, in order to obtain a partial payment of taxes and related accessories for him/herself or for others, indicates in documentation submitted for tax payment procedure purposes, assets for an amount lower than the actual amount or fictitious liabilities for a total amount exceeding €50,000 shall also be punished.

The text of this provision is reproduced below:

1. *Punishment shall be imprisonment from six months to four years for anyone who, in order to evade payment of income tax or value added tax, or of interest or administrative penalties relating to those taxes exceeding a total amount of €50,000.00, falsely alienates or carries out other fraudulent acts on his/her own or other persons' property that are likely to render the compulsory collection procedure wholly or partially ineffective. If the amount of taxes, penalties and interest exceeds €200,000.00, imprisonment from one year to six years shall apply.*

2. *A term of imprisonment from six months to four years shall be imposed on any person who, in order to obtain a partial payment of taxes and related accessories for him/herself or for others, indicates in the documentation submitted for the tax payment procedure purposes, assets for a lower amount than the actual amount or fictitious liabilities in an amount exceeding €50,000.00. If the amount referred to in the previous sentence exceeds €200,000.00, imprisonment from one year to six years shall apply.*

Monetary sanction provided for under Legislative Decree 231/01:

Fine of up to 400 quotas

If the body has obtained a significant profit by committing the offences indicated, the fine is increased by a third.

Disqualification sanction provided for under Legislative Decree 231/01:

Disqualification sanctions provided for in Article 9(2)(c), (d), (e)

In July 2020, Legislative Decree no. 75/2020 implementing Directive (EU) 2017/1371 (so-called PIF Directive), which, in Article 5, introduces several changes to the administrative liability of bodies, expanding the offence catalogue. In particular, to the extent that it is relevant to this special part, the following offences have been added to Article 25-quinquiesdecies of Legislative Decree 74/2000:

➤ *Untrue declaration (Art. 4 Legislative Decree 74/2000)*

The provision punishes anyone who, in order to evade income tax or value added tax, indicates assets for an amount lower than the actual amount or non-existent liabilities in one of the annual declarations relating to those taxes when, together: a) the tax evaded is higher, referred to any one of the individual taxes, than one hundred thousand euro b) the total amount of the assets evaded from taxation, also by indicating non-existent liabilities, is higher than ten per cent of the total amount of assets indicated in the declaration or, in any case, is higher than two million euro .

In order to apply the rule, the following are not considered: the incorrect classification, valuation of objectively existing assets or liabilities, in respect of which the criteria actually applied have been disclosed in the financial statements or in other documents relevant for tax purposes, the breach of criteria for determining the accrual period, of not being inherent, of the non-deductibility of the real liabilities

The text of this provision is reproduced below:

1. *Apart from the cases provided for in Articles 2 and 3, a term of imprisonment ranging from two years to four years and six months shall be imposed on any person who, in order to evade income or value added taxes, indicates assets of an amount lower than the actual amount or non-existent liabilities in one of the annual returns relating to those taxes, when, together:*

(a) the tax evaded exceeds, with reference to any one tax, one hundred thousand euro;

(b) the total amount of the assets subtracted from taxation, including by indicating non-existent liabilities, is more than ten per cent the total amount of the assets indicated in the declaration, or, in any case, is more than two million euro.

1-bis. In order to apply paragraph 1, the following are not considered: the incorrect classification, valuation of objectively existing assets or liabilities, in respect of which the criteria actually applied

have been disclosed in the financial statements or in other documents relevant for tax purposes, the breach of criteria for determining the accrual period, of not being inherent, of the non-deductibility of the real liabilities.

1-ter. Except in the cases referred to in paragraph 1-bis, assessments which, taken as a whole, differ by less than 10 per cent to the correct ones do not give rise to punishable acts. Amounts included in this percentage shall not be taken into account when verifying whether the punishability thresholds laid down in paragraph 1 (a) and (b) are exceeded.

Monetary sanction provided for under Legislative Decree 231/01:

Fine of up to 300 quotas

If the body has obtained a significant profit by committing the offences indicated, the fine is increased by a third.

Disqualification sanction provided for under Legislative Decree 231/01:

Disqualification sanctions provided for in Article 9(2)(c), (d), (e)

➤ *Failure to declare (Art. 5 Legislative Decree 74/2000)*

The provision punishes anyone who, in order to evade income or value added tax, does not submit, being obliged to do so, one of the declarations relating to those taxes when the tax evaded exceeds, with reference to any one of the individual taxes, fifty thousand euro.

The text of this provision is reproduced below:

1. Punishment shall be imprisonment from two to five years for anyone who, in order to evade income or value added tax, does not submit, being obliged to do so, one of the declarations relating to those taxes, when the tax evaded exceeds, with reference to any of the individual taxes, fifty thousand euro.

1-bis. A penalty of imprisonment from two to five years shall be imposed on anyone who fails to submit, being obliged to do so, the withholding tax declaration, when the amount of unpaid withholding tax exceeds €50,000.

2. For the purposes of the provisions in paragraphs 1 and 1-bis, a declaration submitted within 90 days of the expiry of the time limit or not signed or not prepared on a form conforming to the prescribed model shall not be deemed to have been omitted.

Monetary sanction provided for under Legislative Decree 231/01:

Fine of up to 400 quotas

If the body has obtained a significant profit by committing the offences indicated, the fine is increased by a third.

Disqualification sanction provided for under Legislative Decree 231/01:

Disqualification sanctions provided for in Article 9(2)(c), (d), (e)

➤ *Undue compensation (Art. 10-quater Legislative Decree 74/2000)*

The provision punishes anyone who fails to pay the sums due by using, pursuant to Article 17 of Legislative Decree no. 241 of 9 July 1997, undue credits exceeding €50,000 per year as compensation.

The text of this provision is reproduced below:

1. A penalty of imprisonment from six months to two years shall be imposed on any person who fails to pay the sums due, offsetting, pursuant to Article 17 of Legislative Decree no. 241 of 9 July 1997, undue credits for an annual amount exceeding fifty thousand euro.

2. A term of imprisonment ranging from one year and six months to six years shall be imposed on anyone who fails to pay the sums due, offsetting non-existent credits for a yearly amount exceeding fifty thousand euro under Article 17 of Legislative Decree no. 241 of 9 July 1997.

Monetary sanction provided for under Legislative Decree 231/01:

Fine of up to 400 quotas

If the body has obtained a significant profit by committing the offences indicated, the fine is increased by a third.

Disqualification sanction provided for under Legislative Decree 231/01:

Disqualification sanctions provided for in Article 9(2)(c), (d), (e)

The body may only be held liable for the offence arising from these three new tax offences if the following conditions are met:

- i. the offence must have been committed in the context of cross-border fraudulent schemes;
- ii. the offence must have been committed in order to evade value added tax;
- iii. the total amount of the evasion must be no less than €10 million.

1.2 Sensitive Activities

Related to the offences and criminal conduct described in the preceding paragraph, for the purposes of this Model Special Part M, analysis of Company processes has made it possible to identify that the areas considered most specifically at risk are those involved in the following activities:

- Definition and management of tax policies and related internal procedures;
- Account management (asset and liability invoicing);
- Management of declaration obligations (IRES, IRAP and VAT);
- Calculation and payment of taxes via F24 Form;
- Purchases of goods, services and consultancy (procurement);
- Sale of goods and services;
- Management of relations with the Financial Authority;
- Management of settlements and tax disputes;
- Management of extraordinary transactions;
- Investment management;
- Sponsorship management;
- Sale and disposal of company assets;
- Keeping and safekeeping of accounting and tax records, archiving accounting documents.

The above-mentioned sensitive activities may be subject to review and supplementation, also at the proposal of Company top management and the Supervisory Board.

1.3 Scope of analysis of Risk Assessment

Here below please find the documentation examined for the Risk Assessment phase prior to preparation of this Special Part M of the Model:

- Company organisation chart of 20.07.2020;
- the Mionetto S.p.A. ordinary perusal of 11.06.2020;
- Service contract between the company Servizi Integrati S.r.l. and Mionetto S.p.A.;

MOG revision 22.07.2021

- Professional collaboration agreement between Studio Barbarisi & Associati and Mionetto S.p.A.;
 - Contract between PricewaterhouseCoopers S.p.A. and Mionetto S.p.A. for the legal audit of accounts pursuant to Article 14 of Legislative Decree 39/2010 for the financial years ended 31.12.2018-2019 and 2020;
 - Consulting and assistance agreement on the preparation of Transfer Pricing documentation (year 2018) between Ernst & Young S.p.A. - Tax law firm - and Mionetto S.p.A.;
 - Document "Invoice Approvals / Budget Expenses 2019";
 - Check-list "Monthly/annual payroll checks";
 - Code of Ethics and Organisational Model pursuant to Legislative Decree 231/2001, including:
 - General Part;
 - Special Parts.
- Annexes: related:
- ANNEX 3 - SUPPLIER INVOICE PAYMENT PROCEDURES;
 - ANNEX 4 - GUIDELINES ON TRADE CREDITS;
 - ANNEX 5 - SUPPLIER ACCREDITATION PROCEDURE;
 - ANNEX 6 - PURCHASE ORDER MANAGEMENT SCHEME;
 - ANNEX 7 - PASSIVE CYCLE. TRANSPORT SERVICES (OUTBOUND OR INTERNAL TRANSPORT);
 - ANNEX 8 - PASSIVE CYCLE. RAW MATERIALS AND WINE;
 - ANNEX 9 - PASSIVE CYCLE. SERVICES STANDARD PROCEDURE;
 - ANNEX 9A - PASSIVE CYCLE. SERVICES EXCLUDED FROM STANDARD PROCEDURE WITH RDA;
 - ANNEX 10 - CASH MANAGEMENT PROCEDURE
 - ANNEX 17 - Whistleblowing Procedure.
- Protocols of conduct:
- Relations with institutional subjects;
 - Relations with commercial customers;
 - Investments;
 - Relations with suppliers;
 - Management of financial resources;
 - Employee Expense Reimbursement Procedures;
 - Staff selection and recruitment;
 - Selection and management of external collaborators and consultants;
 - Operating procedures for related party contracts and intra-group transactions.

2 RECIPIENTS OF THE SPECIAL PART M AND GENERAL PRINCIPLES OF CONDUCT

2.1 Recipients of Special Part M

This Special Section M refers to conduct by Company directors and managers (so-called "top management"), and by employees (so-called "internal subjects subject to the management of others") involved, in any capacity, in sensitive activities relevant to the purposes of this Special Part (hereinafter all referred to as the "Recipients"); including any subjects belonging to other companies involved in the management of at-risk areas of activity, and, in any case, by anyone who, even de facto, falls under the categories of company "top management" or "subordinates".

By virtue of agreements and/or specific contractual clauses and limited to the performance of the sensitive activities in which they might be involved, the following external parties may be the recipients of specific obligations instrumental to the performance of the internal control activities provided for in this Special Part:

- collaborators, consultants and, in general, all persons carrying out self-employment activities to the extent that they operate in the Sensitive areas of activity on behalf of or in the interest of the Company;
- suppliers and business partners operating in the Sensitive areas on behalf of or in the interest of the Company.

2.2 General principles of conduct

The objective of this Special Part is that all the Recipients, identified above and to the extent to which they may be involved in performing activities in the at-risk areas, abide by rules of conduct in compliance with its prescriptions in order to prevent and impede the aforementioned tax Offences occurring.

In particular, this Special Part is intended to:

- provide a list of the general principles and specific procedures to be followed by the Recipients for correct application of the Model;
- provide the Supervisory Board, and the heads of the other corporate functions called upon to cooperate with it, with the operational tools needed to carry out the planned control, monitoring and verification activities.

In particular, when carrying out the activities considered at-risk, the Recipients shall comply with the following general principles of conduct:

- a. refrain from engaging in conduct that would constitute the types of offences provided for in this special part of the Model;
- b. comply with tax regulations, resorting, where necessary, to discussions with the tax authorities and, in case of doubts as to interpretation, availing itself of external professionals;
- c. pursue a tax strategy that is cooperative and transparent with tax authorities and third parties;
- d. ensure that all tax and fiscal obligations are managed by competent, adequately trained staff, supported, if necessary, by external professionals, also ensuring adequate monitoring of how the relevant regulations evolve;
- e. ensure accurate keeping and safekeeping of accounting and tax records;

Recipients of the Special Part M and General Principles of Conduct

- f. ensure that all relations with the tax authorities are managed by persons with appropriate powers, possibly supported by the external consultant;
- g. ensure adequate control of the correctness of data entered in tax returns;
- h. ensure the timely submission of tax returns by the deadlines set;
- i. ensure that the tax treatment of corporate and management operations, and relative accounting, is in line with applicable tax regulations and related provisions (Revenue Office, MEF, etc.), and complies with internal procedures;
- j. ensure that all types of extraordinary transactions are conducted in full compliance with applicable laws and regulations, with the involvement of tax advisors at all stages of the process;
- k. correctly and promptly present management facts in the accounts;
- l. file, for each accounting operation, the supporting documents enabling: (i) easy recording of accounts; (ii) identification of authorisation levels; (iii) accurate reconstruction of the transaction, also to reduce the likelihood of misinterpretation;
- m. ensure that each accounting entry accurately reflects what is shown in the supporting documentation. The corporate functions involved must ensure that the documentation is easily traceable and ordered applying logical criteria;
- n. ensure the correctness and transparency of treasury and financial operations;
- o. ensure the transparent management of supplies, goods and services.

In addition, with reference to this Special Part and the activities described as sensitive in §1.2 above, the rules of conduct already set out in this Model and, in particular, those prescribed in the attached company procedures (with particular reference to the procedure in annex 16 for sending declaration forms) are herein highlighted.

2.3 Prohibited Conduct

In order to avoid committing the offences described in this Special Part of the Model, company representatives and other Recipients must not:

- behave in a way that constitutes the offences indicated in this special part of the Model;
- engage in, collaborate in or induce conduct which, though not constituting an offence per se, may potentially become one;
- engage in transactions that primarily pursue a tax advantage and do not respond to business logics;
- perform artificial transactions and/or not functional to Mionetto business, but mainly to reduce the tax burden;
- transmit untrue returns and false or artfully formulated documents to the tax authorities, certifying non-existent requirements;
- conceal income earned subject to taxation in accounts, falsely representing non-real expenses, issuing or accepting invoices for non-existent services, making estimates, valuations and calculation of financial statement items using methods and valuation criteria that are not those required by law;
- authorise payments to suppliers for non-existent transactions or without evidence of performance of the service or supply;
- make purchases that do not correspond to a specific and justifiable Company need;
- recognise reimbursement of expenses that are not adequately justified for the type of task performed by its personnel or for which no fiscally valid justification is provided;
- enter into transactions with persons resident in blacklisted countries;
- carry out simulated transactions or, in any case, involving the disposal of company assets carried out solely to evade payment of income or value added tax or of interest or administrative sanctions;
- do business with those suspected of committing tax fraud, in particular VAT-related fraud;

Recipients of the Special Part M and General Principles of Conduct

- destroy or alter records, minutes, accounts and any kind of document, lying or making false statements to the competent authorities anticipating legal proceedings, an investigation or an inspection by the Public Administration or the Supervisory Authorities;
- engage in conduct that materially blocks control by the sector, tax or judicial Authorities, by concealing documents or using other fraudulent means, or that, in any other way, obstructs control and audit activities by the control bodies;
- More generally, violating, eluding, evading declaration, attestation, certification obligations of a tax nature provided for by law.

3 PROTOCOLS OF CONDUCT

3.1 Specific protocols to monitor the risks of crime under article 25-quinquiesdecies of the Decree

In order to prevent the offences set out in Article 25-quinquiesdecies of the Decree being committed, Mionetto S.p.A. has adopted specific rules and principles to protect against the relevant risks in the tax field, including the following:

- **Principles contained in the Code of Ethics:** Mionetto S.p.A. pursues the values set forth in the Code of Ethics, including those indicated for management of gifts (e.g. forbidding any form of gift to Italian and foreign officials), for management of relations with customers and suppliers and those aimed at accounting transparency.
- **General principles concerning economic and financial relations with customers, suppliers and employees:** please refer to the controls set out in Annexes A2 (Relations with business customers) / A3 (Investments) / A4 (Relations with suppliers) / A6 (Management of financial resources) / A7 (Employee expense reimbursement procedures) under the heading "Operational Procedures".
- **"Four-eye" principle:** by virtue of which no purchase, contract, order, payment, withdrawal from current accounts or agreement giving rise to obligations for the company may be made with the signature of a single person, not even for small amounts (for more details, see the section "Common rules for all payments" in the General Part).
- **Principle of "Segregation of Duties" (SoD):** through the SAP Management System of authorisations/permission, the function issuing purchase orders cannot account for receipts of goods in stock or services. Furthermore, the Function recording invoices does not coincide with the Functions issuing orders or accounting for receipts of goods/services, and the Function with the authority to authorise bank payments cannot coincide with the Function recording purchase invoices.
- **Principle of traceability:** by virtue of which traceability and *ex-post* verifiability of transactions is ensured by means of appropriate documentary and IT support and by an efficient system for recording and archiving accounting documents.

To supplement and provide operational detail with respect to the general principles of conduct outlined in this Special Part and the Code of Ethics, there are specific formalised procedures, regulations and company rules, as well as non-codified operational practices:

- periodic budget control and monitoring;
- control over the management of the asset and liability cycles;
- checking tax returns by means of UNICO-IRES, IRAP and 770 forms and F24 forms for the payment of taxes;
- monthly control of VAT, its payment and the annual VAT returns, of any EU and non-EU VAT triangulations;
- control over contractual and invoicing activity;
- management, selection and control of supplier master data;
- a pre-approval system for investment requests;
- control of sponsorship management;
- personnel selection, recruitment and management;
- management of staff travel and expense reimbursements;
- control of management of accounting, invoicing and the tax obligations of agents;

- treasury management;
- recording and filing accounting documents;
- controls by the Independent Auditor and the Board of Statutory Auditors (please refer to the controls provided for by law pursuant to Articles 2403 and 2409-bis of the Civil Code).

With the cooperation of qualified external professionals, Mionetto also ensures correct execution of the following tasks:

- preparation of draft IRES and IRAP returns, VAT returns (Communication of periodic VAT payments and Annual VAT Form), Intrastat and related periodic payments (the IRES and IRAP returns are then submitted to the Independent Auditor for further verification);
- telematic transmission of IRES and IRAP returns, VAT and Intrastat returns by the deadlines and in the manner prescribed by the tax regulations in force;
- verification of the data and prerequisites for recourse to offsetting tax debts due and any tax credits claimed by the Company under Article 17 of Legislative Decree no. 241/1997;
- processing of data and information relevant to any material tax relief, as well as preparation of the relevant documentation;
- correct calculation of withholding taxes on employees.

When performing sensitive activities, all Model Recipients, and in particular the corporate subjects involved in at-risk areas, are required to behave correctly and transparently, in accordance with the existing laws on the subject, the Code of Ethics adopted by the Company and the corporate procedures and rules referred to above.

3.2 Purpose of the protocols of conduct protocols for tax offences

The purpose of the rules and principles set out in point 3.1 (hereinafter “Tax Offence Protocols”) is to identify the operational and behavioural procedures to be complied with by those involved in the above-mentioned functions, in particular, in corporate administration, preparation of tax and accounting documents, statutory auditing, and by those with access to confidential and/or privileged information as they are members of the Company's administrative, management or control bodies, or as employees, professionals or officials, including public officials.

More specifically, the purpose of the aforementioned rules of conduct is to prevent the following criminal conduct: preparation and transmission of fraudulent tax returns, using invoices or other documents for non-existent transactions or through other devices (Articles 2 and 3 Legislative Decree no. 74/2000), issuing invoices or other documents for non-existent transactions (Article 8 Legislative Decree no. 74/2000), concealing or destroying accounting documents (Article 10 Legislative Decree no. 74/2000), fraudulent evasion of tax payments (Article 11 Legislative Decree no. 74/2000), preparation and transmission of tax returns with untrue content, indicating assets for an amount lower than the actual amount or non-existent liabilities (Article 4 Legislative Decree no. 74/2000), failure to file tax returns in order to evade income or value added tax (Article 5 Legislative Decree no. 74/2000), use of undue offsetting with credits not due (Article 10-quater Legislative Decree no. 74/2000).

3.3 Scope of application of the protocols and recipients

The aforementioned protocols of conduct are for all top management, directors, managers, employees and any other subject, external collaborator or partner operating in MIONETTO (hereinafter “Recipients of the Tax Crimes Protocol”), involved in performing the sensitive activities referred to in point 1.2 in any way.

3.4 Responsibilities and roles involved in sensitive activities

The members of the MIONETTO Board of Directors, and of the Company's Board of Statutory Auditors and those appointed to audit accounts, are required to comply with the rules set out in this protocol. Employees and managers of the following divisions are also required to comply with the rules laid down in this protocol:

- Administration, Finance and Control Division and Purchase of Dry Materials;
- Sales and Logistics Division;
- Marketing Division and Dry Materials Quality Control;
- Production Division / Wine Purchasing.

3.5 Operating procedures for carrying out the activities referred to in point 1.2 of this Special Part

For this special part, the operating methods described in the protocol of conduct in Special Parts A and D should be referred to, insofar as they are compatible.

The recipients of this Special Part will also be required to comply with the rules and principles set out in point 3.1 and the Protocols of Conduct provided for in the following annexes, an integral, inseparable part of this Model, namely:

- ANNEX 3 - SUPPLIER INVOICE PAYMENT PROCEDURES
- ANNEX 5 - SUPPLIER ACCREDITATION PROCEDURE
- ANNEX 5.1 - SUPPLIER ACCREDITATION CHECKLIST.
- ANNEX 5.2 - SERVICE PROVIDER ACCREDITATION.
- ANNEX 6 - PURCHASE ORDER MANAGEMENT SCHEME
- ANNEX 6A - MANAGEMENT OF PURCHASE ORDERS FOR PRODUCTION MATERIALS.
- ANNEX 6B - WINE PURCHASE ORDER MANAGEMENT.
- ANNEX 6C - MANAGEMENT OF PURCHASE ORDERS PROMOTIONAL GIFTS.
- ANNEX 6D - PURCHASING FLOW CHART, PURCHASE ORDER MANAGEMENT WITH RDA.
- ANNEX 7 - PASSIVE TRANSPORT CYCLE.
- ANNEX 8 - RAW MATERIALS AND WINE PASSIVE CYCLE.
- ANNEX 9 - PASSIVE SERVICES CYCLE.
- ANNEX 9A - PASSIVE SERVICES CYCLE EXCLUDED FROM STANDARD PROCEDURE
- ANNEX 10 - CASH MANAGEMENT PROCEDURE
- ANNEX 11 - ACTIVE CYCLE. HO.RE.CA. CHANNEL.
- ANNEX 12 - ACTIVE CYCLE. RETAIL CHANNEL.
- ANNEX 13 - ACTIVE CYCLE. INTERCOMPANY EXPORT CHANNEL.
- ANNEX 13A - ACTIVE CYCLE. DIRECT EXPORT CHANNEL.
- ANNEX 14 - ACTIVE CYCLE. DIRECT ONLINE CHANNEL.
- ANNEX 14 A - ACTIVE CYCLE. WINE SHOP SALES WITH INVOICE.
- ANNEX 14B - ACTIVE CYCLE WINE SHOP SALES WITH RECEIPT.
- ANNEX 14C - ACTIVE CYCLE. MANAGEMENT OF GIFTS.
- ANNEX 14D - ACTIVE CYCLE. MANUAL INVOICES.
- ANNEX 16 - PROCEDURE FOR SENDING DECLARATION FORMS
- ANNEX 21 - ACTIVE CYCLE. SYSTEMATIC CHECKS ON ELECTRONIC INVOICE XML FILES.

- ANNEX A 1 - Relations with Institutional Entities;
- ANNEX A 2 - Relations with business customers;
- ANNEX A 3 - Investments;
- ANNEX A 4 - Relations with Suppliers;
- ANNEX A 5 - Supplier Invoice Payment Procedures;

- ANNEX A 6 - Management of Financial Resources;
- ANNEX A 7 - Employee Expense Reimbursement Procedures;
- ANNEX A 8 - Staff Selection and Recruitment;
- ANNEX A 9 - Selection and Management of External Collaborators and Consultants;
- ANNEX G 1 - Operating Procedures for Related Party Contracts and Intra-Group Transactions

3.6 Reporting to the Supervisory Body

Without prejudice to mandatory compliance with the provisions herein, anyone who, when performing his/her duties, as Recipient of this Special Part, ascertains, becomes aware of or has reasonable suspicions concerning i) facts or deeds being committed relevant to the offence types set forth in this Special Part, or ii) the breach of the principles and protocols of conduct contemplated in this Special Part (and in the annexes or protocols which are an integral part) is required to promptly notify the Supervisory Board, which will adopt the appropriate measures, in compliance with the provisions in the Whistleblowing Procedure attached to this Model under Annex 17.

BOOK III

CODE OF ETHICS

CODE OF ETHICS OF MIONETTO

INTRODUCTION

This code of ethics ("Code of Ethics") represents the declaration of the fundamental values and principles inspiring MIONETTO when conducting its activities and relations, both internal and external, over and above reference legislative and statutory provisions.

Adoption of the code expresses MIONETTO's desire to take on ethical commitments and responsibilities when conducting business and corporate activities at all levels, respecting the legitimate interests of shareholders, employees, customers, business partners and the community affected by MIONETTO activities.

MIONETTO requires compliance with the rules set out in the Code of Ethics from all employees and collaborators, whether directors or employees at any level, in order to make the pursuit of the profit motive compatible and synergic with legality.

The Code of Ethics was created as an integral part of the organisational, management and control model implemented and adopted pursuant to the Decree ("Model"). It embraces the role and relations of MIONETTO, its employees and collaborators and partners in a broader manner, not just indicating behavioural guidelines referring to criminal risk activities.

MIONETTO has set up an internal supervisory body (hereinafter referred to as the "Supervisory Board" or "SB") tasked with monitoring compliance with the adequacy and updating of the Model and the Code of Ethics, which is an integral part.

This Code of Ethics is a single set of rules to guarantee the ethically responsible conduct of MIONETTO business; compliance which is required of all parties that directly and indirectly relate with the Company.

MESSAGE FROM THE PRESIDENT

MIONETTO has been writing the history of an unmistakable wine since 1887. It holds a record of excellence in production and quality both in Italy and worldwide.

Tradition, research and passion are the founding values of a unique winery and brand. But there is another important challenge that MIONETTO intends to comply with: developing corporate ethics based on sharing fundamental principles such as respect for the individual, scrupulous compliance with the law and mutual trust. And while that challenge requires that the interests of all those involved in Company management be considered, it also brings about the need to clearly define the values and responsibilities that the Company recognises, accepts, shares and undertakes.

That is why the MIONETTO Code of Ethics was drawn up. Its adoption constitutes an opportunity to continue promoting our social responsibility project in a structured, lasting manner. Compliance is of primary importance for the Company's efficiency, reliability and reputation, and to improve the civil context it operates in.

The Code of Ethics, as illustrated in the following pages, represents the programmatic statement made by MIONETTO, in order to reconcile its market competitiveness with respect for competition regulations and to promote, with a view to social and environmental responsibility, correct, sustainable use of resources.

To this end, the Code of Ethics must be known, adopted, shared and scrupulously observed by all Company collaborators and, more generally, by any subject coming into contact and having relations with MIONETTO.

The President

1 THE MISSION OF MIONETTO

MIONETTO aims to ensure the sound, prudent management of its business in compliance with the fundamental values that govern its reference market.

Through the organic interaction of economic interests and ethical principles, MIONETTO aims to pursue its objectives, making product conformity, environmental protection, workplace safety and hygiene the cornerstones of its business.

Thanks to correct observance of this principle, MIONETTO intends to meet stakeholder needs by applying an integrated system that includes the organisational structure, procedures, processes and resources needed to guarantee the conformity of products and services, environmental protection, occupational safety and hygiene.

The main objective of this integrated system is to make it possible for business processes to function properly in order to achieve continuous improvement in customer and consumer satisfaction and, at the same time, in environmental and occupational health and safety.

2 SHARING OF THE PROJECT

MIONETTO recognises the need to share common values with its stakeholders, in order to achieve the objective, conscious pursuit of the corporate mission. It is only in a context of real collaboration and systemic organisation that this Code of Ethics can aspire to go beyond a merely programmatic level and tend towards concrete application and enhancement.

On pursuing its efficient, ethical organisation objective, MIONETTO undertakes to maintain and develop the relationship of trust and reciprocity with stakeholders, i.e. with the categories of individuals, groups or institutions that represent its natural counterpart when performing its activities.

A stakeholder is any person whose contribution is required to achieve the corporate mission or anyone who, for whatever reason, comes into contact with the company and has an interest in pursuing that mission.

Stakeholders are those who invest in MIONETTO activities. First and foremost, the shareholders and then the employees, customers, suppliers and business partners. In a broader sense, stakeholders are also all those individuals or groups whose interests are affected by the direct and indirect effects of MIONETTO activities. This includes sector trade associations. MIONETTO activities are based on maximum cooperation so that respect for the legitimate expectations of its stakeholders is consistent with its mission.

Thee following are, therefore, MIONETTO stakeholders:

- Collaborators;
- Customers;
- Suppliers;
- Public Administration;
- Trade Union Organisations;
- Environment;
- Community.

Cooperation between MIONETTO and its stakeholders is essential for conducting its business ethically. For this reason, unethical conduct, i.e. conduct disregarding the values considered, compromises the trust relationship between MIONETTO and its stakeholders and may foster hostile attitudes towards the company.

MIONETTO aspires to maintain and develop the trust relationship with its stakeholders and pursues its mission by seeking to balance the interests involved. This Code is based on cooperation, with a view to the mutual benefit for the parties involved.

3 VALUE OF THE CODE OF ETHICS

The Code of Ethics is the company's "Constitutional Charter": a charter of rights and duties that defines the ethical and social responsibility of every company organisation participant.

It is an effective tool for preventing inappropriate behaviour related to company policies and Board of Directors directives in the ongoing performance of company functions by Managers and Collaborators. It introduces a clear, explicit definition of the social and ethical responsibilities of its Collaborators, top management and suppliers towards stakeholders.

The recipients are called on to respect the values and principles of the Code of Ethics and are required to protect and preserve, through their conduct, MIONETTO respectability and image, and the integrity of its economic and human assets.

The Code of Ethics consists of:

- the general principles on relations with stakeholders, which abstractly define the reference values in MIONETTO activities;
- the criteria of conduct with each stakeholder class, i.e. the guidelines and specific rules MIONETTO collaborators are required to adhere to in order to comply with the general principles and prevent the risk of unethical conduct;
- implementation mechanisms, which describe the control system set up to ensure constant compliance with the Code of Ethics and its continuous improvement.

MIONETTO is committed to dissemination of this Code of Ethics, to the correct interpretation of its contents and to providing every possible tool to favour its full application.

In business relations, MIONETTO shall be obliged to inform its partners of the existence of the rules of conduct governed by this Code, making reference to them in the contracts stipulated each time with its partners. The latter shall comply with the Code of Ethics so as not to incur consequences established contractually (termination of the contract, unilateral withdrawal, etc.).

The ethical principles to be set out in this Code of Ethics are relevant to the prevention of offences pursuant to Legislative Decree no. 231/2001 and are an essential element of the internal control system for their prevention.

This Code of Ethics is functional to the Organisation, Management and Control Model adopted in the Company in compliance with Decree provisions.

4 THE VALUES OF MIONETTO

4.1 Compliance with the principle of legality

MIONETTO collaborators, within the scope of their professional activity, are required to diligently comply with the law, the Code of Ethics, and internal regulations. The Code of Ethics does not replace, but supplements regulations in force and, in no case, may pursuit of MIONETTO interests justify dishonest conduct.

4.2 Compliance with Group's policies

MIONETTO employees, general managers, executives and members of the board of directors are also required to comply with the policies of the group they belong to, provided that they do not conflict with laws and regulations in force.

The company's top management is committed to accepting these policies and to enabling compliance by the respective recipients.

4.3 Respect for the individual and attention to the consumer

MIONETTO places the well-being of the individual and the consumer as the guiding criterion for its activities.

All activities carried out by MIONETTO are to provide the consumer with quality products.

MIONETTO undertakes to maintain relations with consumers based on the transparency, truthfulness and correctness of the information provided. MIONETTO makes the professionalism of its Collaborators available to Consumers, undertaking to facilitate contacts and promptness in resolving any doubts or problems that may arise.

4.4 Social responsibility

MIONETTO is committed to promoting economic and social development.

4.5 Trust and reciprocity

MIONETTO promotes cooperation with all stakeholders in reciprocal compliance with the rules of the Code of Ethics; in order to guarantee the maximum satisfaction of each subject taking part in the corporate mission and in particular consumers.

4.6 Impartiality

In decisions affecting relations with stakeholders (choice of customers to serve, relations with shareholders, personnel management or work organisation, supplier selection and management, relations with the surrounding community and the institutions that represent it), MIONETTO avoids any

discrimination based on the age, sex, sexual orientation, state of health, race, class, national origin, trade union membership, political affiliation, religion, etc. of its interlocutors.

4.7 Confidentiality

MIONETTO ensures the confidentiality of the information in its possession and refrains from seeking confidential data, except for express, conscious authorisation and in compliance with current legal regulations.

On the other hand, MIONETTO collaborators are required to keep the information they are aware of confidential and not to use it for purposes other than those pertaining to their own activity. Communication with the outside world is assigned to authorised employees only.

Stakeholder information is processed by MIONETTO fully respecting the confidentiality and privacy of those concerned. To this end, specific policies and procedures for the protection of information are applied and constantly updated.

In particular, MIONETTO:

- establishes an organisation to handle information that ensures proper separation of roles and responsibilities;
- classifies information by increasing criticality levels and takes appropriate countermeasures at each processing stage;
- third parties involved in processing information are subjected to confidentiality agreements.

Any investigation into the ideas, preferences, personal tastes and, in general, the collection of information concerning the private life of employees that is not needed to comply with the law and effective implementation of company business is excluded. Should MIONETTO personnel be asked about preferences, personal tastes or, in general, private life, they are authorised not to answer and in any case to report the circumstance to the Supervisory Board.

4.8 Completeness and transparency of information

The MIONETTO policy is to disseminate a corporate culture based on the sharing of necessary information as an essential element for corporate development at all levels.

All employees are called upon to actively cooperate in the circulation of information of interest to the best performance of MIONETTO activities; always with respect for the principles of privacy and corporate and personal confidentiality.

MIONETTO undertakes to ensure that communications to its stakeholders (including through mass-media are characterised by respect for the right to information. Under no circumstances will MIONETTO collaborators be allowed to divulge false or tendentious news or comments.

All communication activities comply with laws, rules, and professional conduct practices, and are carried out clearly, completely, transparently and accurately, safeguarding, among other things, price-sensitive information and trade secrets.

In particular, when drawing up contracts with suppliers and customers, MIONETTO undertakes to explain the conduct to be adopted in all circumstances envisaged in a clear, comprehensible way.

Finally, in order to ensure information completeness and consistency, MIONETTO relations with mass-media are reserved solely for the functions appointed. MIONETTO avoids any form of improper media favouritism.

4.9 Advertising and information for consumers

MIONETTO advertises its products in compliance with laws and regulations in force. In particular, the company undertakes not to disseminate misleading advertising messages or messages that may, in any way, mislead the consumer about the characteristics, properties and prices of the products marketed.

When advertising its products, MIONETTO also undertakes to protect minors and women by respecting and promoting their image.

MIONETTO undertakes to comply with all legal provisions (including the provisions of Law 125/2001 and Ministerial Decree. 425/1991), the self-regulatory codes and guidelines in force from time to time applicable to advertising alcoholic beverages.

In particular, the advertising of the alcoholic beverages marketed by MIONETTO must not contrast with the need to favour the affirmation of consumption models inspired by moderation, correctness and responsibility, to protect the primary interest of people, and in particular of children and adolescents, to a family, social and working life protected from consequences connected to the abuse of alcoholic beverages.

In particular, advertising must avoid:

- encouraging excessive, uncontrolled, and therefore harmful, use of alcoholic beverages;
- presenting situations of attachment to the product and, in general, of dependence on alcohol or lead one to believe that resorting to alcohol can solve personal problems;
- addressing or referring, even indirectly, to minors, and in any case depicting them as consuming alcohol; associating the driving of vehicles with the use of alcoholic beverages;
- misleading the public into believing that the consumption of alcoholic beverages contributes to mental lucidity and physical and sexual efficiency, and that their non-consumption leads to physical, psychological or social inferiority;
- representing sobriety and abstention from alcohol consumption as negative values;
- leading the public to overlook the different consumption patterns that need to be considered in relation to the characteristics of single products and the personal circumstances of the consumer;
- using the high alcohol content of a drink as the main theme of the ad.

MIONETTO also undertakes to comply with regulations, directives, recommendations and guidelines issued by local and European authorities in reference to food products or, more precisely, to substances, ingredients and components contained in them or otherwise absent (including, by way of example, EU Regulation no. 432/2012, published in the Official Journal of the European Union no. L 136 of 25/05/2012).

4.10 Fight against corruption and conflicts of interest

MIONETTO undertakes to implement all measures needed to prevent and avoid corruption or conflicts of interest and other conduct that may lead to committing offences, including the predicate offences set out in the Decree.

When conducting any activity, situations must always be avoided where the persons involved in the transactions are, or may even just appear to be, in conflict of interest. In particular, conflicts of interest between the company's economic activities and family situations and the tasks performed by collaborators in MIONETTO must be avoided.

The following constitute a conflict of interest:

- pursuit by an employee of interests incompatible or conflicting with the corporate mission;
- the exclusively personal advantage that an employee obtains, by whatever means, from realisation of the corporate mission or through the use of corporate assets;
- breaches, perpetrated by the interlocutors of MIONETTO (stakeholders, entities, communities, and their representatives), that create a conflict with the bond of trust they owe to MIONETTO.

The purchase or ownership of significant shareholdings in companies that are competitors, suppliers or customers of MIONETTO also constitutes a conflict of interest.

Whenever a collaborator or interested party has an interest in conflict with that of MIONETTO, they shall immediately report this circumstance to the Supervisory Board, which shall be free to refer the matter to the Managing Director so that the decision can be delegated to other collaborators. There is no

obligation to notify if the interest held in a company does not in any way enable influencing the management of that company, for example in the case of interests in listed companies amounting to less than 5% or in the case of mere negligible investments.

4.11 Gifts

MIONETTO guarantees the correct handling of gifts. No form of gift is allowed that may even be interpreted as exceeding normal commercial or courtesy practices, or in any case aimed at acquiring favourable treatment when conducting any activity connected with MIONETTO.

Without prejudice to the provisions of the Management and Control Organisational Model, it is forbidden to grant, offer or promise public officials or their family members any form of gift which may influence the independence of judgement or induce them to secure any advantage. It is also expressly forbidden for MIONETTO personnel to accept compensation, gifts or favourable treatment; the employee is in any case obliged to inform the Supervisory Board of offers received in this sense.

4.12 Use of company assets

Each employee is required to work diligently to protect the company assets, through responsible behaviour and in line with the operating procedures drawn up to regulate their use, accurately documenting that use.

In particular, each employee must:

- use the assets entrusted to him/her scrupulously and sparingly;
- avoid improper use of company assets that may cause damage or reduce efficiency, or otherwise be contrary to company interests;
- protect the assets entrusted to him/her against loss, theft or misuse.

Each employee is responsible for protecting the resources entrusted to him/her and has a duty to promptly notify the relevant departments of any threats or events detrimental to the company.

When using company equipment and resources (including, for example, telephone, computer, internet and other IT means), internal guidelines must be followed; as well as other policies and regulations dictated by MIONETTO or adopted by the group it belongs to. No use of company assets for private purposes is allowed, except to the extent permitted in the above-mentioned guidelines and regulations.

MIONETTO reserves the right to prevent the distorted use of its assets and infrastructures through use of accounting systems, financial control reporting and risk analysis and prevention, subject to compliance with the provisions of laws in force (privacy law, workers' statute, etc.).

With regard to computer applications, each employee is required:

- to scrupulously adopt the provisions in the company's security policies so as not to compromise the functionality and protection of information systems;
- not to send threatening and insulting e-mail messages;
- not to resort to low-level language;
- not to make inappropriate comments that may cause offence to the person and/or damage the corporate image;
- not to surf websites with indecent and offensive content.

4.13 Diligence and accuracy in the performance of duties and contracts

Contracts and work assignments shall be performed in good faith and diligently as agreed by the parties. MIONETTO undertakes not to exploit conditions of ignorance or incapacity of its counterparts.

Whoever acts in the name and on behalf of MIONETTO shall avoid taking advantage of contractual gaps, or unforeseen events, to renegotiate the contract for the sole purpose of exploiting the position of dependence or weakness in which the interlocutor has found him/herself. In negotiations conducted by and on behalf of MIONETTO, the balancing of contractual interests shall always be taken into account.

In particular, when managing and renegotiating contractual relations MIONETTO and those acting in its name and on its behalf, undertake to act in compliance with the provisions of the internal procedures and group policies in force.

4.14 Fair competition

MIONETTO respects the principles of free competition, preventing any conduct, even potential, of unfair competition. This translates into a concrete commitment to refrain from collusive, predatory behaviour and abuse of a dominant position.

MIONETTO also determines the direction of its activities so that the legitimate interests of other companies are not harmed, with particular regard to the image and services rendered by competitors.

Mergers, joint ventures, acquisitions of business branches and any other form of concentration must be notified in advance and/or submitted to the competent authorities, locally and internationally, whenever this is required by current and applicable legislation.

The discount policies undertaken by the Company shall not pursue unlawful purposes or unfairly competitive intentions or objectives that distort or restrict competition.

4.15 Authority fairness

When signing and managing contractual relations that imply establishing hierarchical relations - especially with collaborators - MIONETTO undertakes not to exploit any position of subjection in which a counterpart may find itself in normal relations with the Company.

In particular, MIONETTO guarantees that authority does not turn into the exercise of power detrimental to the dignity and autonomy of the employee, so that work organisation choices safeguard the value of employees.

4.16 Accounting transparency

MIONETTO pursues its mission by ensuring the full transparency of the business choices made and by offering its shareholders and the subjects appointed to control the Company all the data and cognitive elements needed and/or relevant for correct accounting and corporate information.

4.17 Safety and Health

MIONETTO is committed to spreading and consolidating a safety culture, developing risk awareness, promoting responsible behaviour by all employees. It also works to preserve, especially through preventive actions, the health and safety of workers, and the interests of other stakeholders.

The MIONETTO objective is to protect the company's human, capital and financial resources, constantly seeking the synergy needed not only in the Companies, but also with suppliers, companies and customers involved in activities.

To this end, a capillary internal structure, attentive to the evolution of reference scenarios and the resulting change in risks, carries out technical and organisational actions, through:

- introduction of an integrated risk and safety management system;
- continuous risk and criticality analysis of the processes and resources to be protected;
- assessment, in accordance with laws and regulations in force, of the risks that cannot be avoided together with preparation of a risk assessment document that is as clear and complete as possible;
- prevention planning, aimed at a coherent whole which covers the organisation of work, working conditions, social relations and the influence of factors in the working environment;
- elimination of risks at source (e.g. by replacing what is dangerous with what is not dangerous or is as little dangerous as possible, considering developments in technology and the regulatory framework);
- adoption of the best affordable technologies for risk minimisation and prevention;
- recognition of the priority of collective protection measures over individual protection measures;
- control and updating of working methods, together with a commitment to reduce the harmful effects of monotonous, repetitive work;
- provision of training and communication to give workers adequate instructions on safety issues.

MIONETTO also strives for the continuous improvement of the efficiency of corporate structures and processes contributing to the continuity of services provided.

4.18 Environmental Protection

The environment is a primary asset that MIONETTO is committed to safeguarding. To this end, it plans its activities seeking a balance between economic initiatives and essential environmental needs, considering the rights of future generations.

All employees, without exception, have responsibility for protecting people and the environment in the workplace. All environmental protection and plant safety laws and regulations must be scrupulously complied with. Each supervisor is obliged to instruct, control and help his or her staff to do so.

The principles of environmental safety, health and safety in the workplace must, in particular, be met when handling raw materials or finished products that are potentially hazardous for the environment, especially during delivery, loading, unloading, storage or chemical conversion.

Waste must be managed in compliance with legal requirements and any construction or activity must be authorised in advance by local authorities, if required by law.

If third parties are used for waste disposal purposes, it must be ensured and documented that they comply with the relevant legal provisions and the requirements of the company itself.

5 DUTIES OF TOP MANAGEMENT

Aware of its responsibilities, top management is inspired by MIONETTO's core values and implements the principles contained in this Code of Ethics.

When performing activities, they undertake to respect the values of honesty, loyalty, fairness and integrity in pursuit of corporate objectives, and promote, in relations with collaborators, teamwork in establishing and implementing these corporate objectives.

Top management places compliance with rules, respect for workers, occupational health and safety and the environment at the centre. The board of directors is committed to managing the company economically and ethically in a responsible manner.

The Board members and the general managers are required to cooperate and share MIONETTO's strategic-operational objectives, which balance the different roles of management, coordination, direction and control.

It is the duty of every person in a key position to identify situations of conflict of interest, incompatibility of functions, assignments and positions outside as well as within the company.

It is also the specific duty of the general managers and of each director and statutory auditor to carefully, rigorously assess and provide for these situations; in order to guarantee a transparent and profitable company relationship with stakeholders, institutions, and customers.

It is the duty of corporate bodies to behave in a way that is based on:

- strong, active awareness when undertaking the role;
- honesty, integrity and loyalty to the company;
- responsibility towards the company.

Concrete demonstrations of the above statements of principle are sharing objectives, participating actively and assiduously in company actions, defending and promoting company interests, freely expressing criticism of proposals, in order to ensure effective, incisive personal contribution to company growth.

Discordant positions and highlighting critical issues must not harm responsible administration and must not undermine the company's image, credibility and market positioning.

In relations with the media, when giving interviews, statements and with any public intervention, key persons in MIONETTO shall behave in good faith and fairly, take care not to damage the company image and promote and protect its interests.

They shall also comply with the obligation of confidentiality with regard to information, of which they are aware, concerning the company or persons working with it.

6 CRITERIA OF CONDUCT IN RELATIONS WITH COLLABORATORS

6.1 Value of human resources

MIONETTO employees are an indispensable factor in the pursuit of the company mission. For this reason, MIONETTO protects and promotes the value of human resources in order to improve and increase the wealth of skills owned by each employee and increase the latter's empowerment in management of company activities.

MIONETTO also considers the values of meritocracy, fairness and diligence when doing the job to be of primary importance.

MIONETTO believes that respect for human rights and the enhancement of human resources are inalienable principles in relations with suppliers too. It therefore requires them to supply goods that are produced respecting worker rights and in particular without using child labour.

6.2 Child labour

MIONETTO does not use and does not support the use of child labour, embracing the content of the United Nations Convention on the Rights of the Child, as well as the International Labour Organisation Convention on the Worst Forms of Child Labour.

6.3 Personnel Selection

Personnel to be recruited are assessed based on whether candidate profiles match those expected and company needs, while respecting equal opportunities for all concerned. The information requested is strictly related to checking the aspects envisaged by the professional and psycho-aptitude profile and to preventing the relevant offences envisaged by the Model, while respecting the candidate's privacy and opinions.

The MIONETTO "human resources" division (hereinafter, "HR"), within the limits of information available, takes appropriate measures to avoid favouritism, nepotism, or forms of patronage in the selection and recruitment stages (for example, avoiding that the recruiter be related to the candidate).

6.4 Establishing of employment relationship

Staff are employed under a regular employment contract. No irregular work or "moonlighting" is tolerated. It is forbidden to enter into "labour-only" contractual agreements and bogus apprenticeship schemes to avoid fulfilment of company obligations to its personnel under current labour and social security legislation.

When establishing the employment relationship, each employee receives accurate information on:

- characteristics of the function and tasks to be performed;
- regulatory and salary elements, as regulated by the national collective labour contract;
- rules and procedures to be adopted in order to avoid possible health risks associated with the job;
- internal rules and procedures adopted in order to prevent and avoid conduct in conflict with this Code of Ethics.

This information is presented to the employee so that acceptance of the assignment is based on effective understanding.

Without prejudice to the provisions in the Organisational Management and Control Model, MIONETTO refrains from any working relations with foreign persons without a residence permit or whose residence

permit is considered invalid, irregular or ineffective under any applicable law. MIONETTO also refrains from relations with temporary employment companies that are not able to ensure that their employees have a regular residence permit.

6.5 Forced labour

MIONETTO does not resort to, nor does it support the use of forced labour, so that staff cannot be required to leave "deposits" in cash or any other form at the start of their employment with the company.

6.6 Freedom of association and right to collective bargaining

MIONETTO respects the right of all personnel to form and join trade unions of their choice just as it respects the right of workers to collective bargaining. It is also guaranteed that staff representatives are not discriminated and that these representatives can communicate with their members in the workplace.

6.7 Personnel Management

MIONETTO avoids any form of discrimination in the selection, recruitment, training, promotion, remuneration of employees.

In particular, in the management of the employment relationship, MIONETTO does not interfere with its staff's right to follow principles or practices, or to meet needs related to race, class, national origin, religion, disability, gender, sexual orientation, trade union membership or political affiliation.

MIONETTO promotes the inclusion of young people and women in the company, ensuring that they are treated equally.

In the personnel management and growth processes and the selection stage, decisions are based on correspondence between profiles expected and those held by employees (e.g. in the case of promotion or transfer) and/or on merit (e.g. allocation of incentives based on results achieved).

Access to roles and positions is established considering skills and abilities; moreover, consistent with general work efficiency; favouring flexibilities in work organisation that facilitate the management of maternity and childcare in general.

Employee evaluation is performed in a broad manner, involving managers, the personnel function and, as far as possible, those who have come into contact with the person evaluated.

Within the limits of information available and protection of privacy, the personnel function works to prevent forms of nepotism (e.g. by excluding hierarchical dependency relationships between related employees).

Application of disciplinary procedures against employees is prohibited except in accordance with the internal Disciplinary Code and the CCNL (collective bargaining contract).

Working hours and remuneration are regulated by applicable laws and collective bargaining contracts. Any management of the employment relationship outside what is regulated by applicable laws and collective bargaining contracts is prohibited.

6.8 Dissemination of personnel policies

Personnel management and social responsibility policies are made available to all employees through corporate communication tools.

6.9 Education and training

MIONETTO provides staff with all the means needed to do their jobs and guarantees the information needed to increase awareness of their roles also related to the importance of the activities they perform and the company mission.

In particular, MIONETTO invests in the professional growth of its employees and ensures their constant education and training, and an analysis of the results in order to best assess future needs.

6.10 Development and training of resources

Managers make full use of and enhance all the professional skills present in the structure by activating levers available to foster the development and growth of their staff (e.g. shadowing by experienced staff, experience in order to cover positions of greater responsibility).

The possibility for everyone to improve their skills also through targeted training is of particular importance.

6.11 Management of employee working time

Each manager is obliged to value the working time of employees, requiring performance consistent with performance of their duties and work organisation plans.

It constitutes an abuse of authority to request, as something due to a hierarchical superior, services, personal favours or any conduct that breaches this code of ethics. It is forbidden to demand extra services outside agreements and contracts.

6.12 Involvement of employees

The involvement of employees in performing the job is ensured, also through participation in discussions and decisions functional to implementing corporate objectives.

The employee must take part in these moments in a spirit of cooperation and independent judgement.

6.13 Organisation of work

When work has to be reorganised, the value of human resources is safeguarded by providing training and/or retraining where needed.

MIONETTO adheres to the following criteria:

- work reorganisation burdens must be distributed as evenly as possible among all employees, consistent with effective, efficient operation of the business;
- with new or unforeseen events, which must in any case be made explicit, the employee may be assigned to different tasks from those previously carried out, taking care to safeguard his or her professional skills.

6.14 Employee duties

The employee must act loyally in order to comply with the obligations subscribed to in the employment contract and the provisions of the Code of Ethics, guaranteeing the services required in compliance with laws and regulations. In particular, MIONETTO employees are required to:

- behave professionally with MIONETTO;
- protect the company interest in all its forms, knowing that this is tantamount to protecting one's own interests;
- make rational use of the means made available by the company for work purposes, limiting personal use to the strict satisfaction of production needs;
- use the available means for their intended purpose, taking care of their proper operations and ordinary maintenance;
- do their jobs inspired by principles of transparency, fairness, honesty and professionalism both inside and outside the company;
- carry out the orders received from superiors with responsibility and adequate awareness of their role;
- in a serious difference of opinion, proceed to provide a reasoned written objection. If that objection should not be accepted, comply with the order issued, except if manifestly illegal and contrary to the provisions in this Code;
- relate with colleagues based on the minimum principles of civil coexistence, cooperation and collaboration in pursuit of common company goals;
- report any breaches of the law, of this Code of Ethics and of the Organisation, Management and Control Model pursuant to Legislative Decree 231/01, carried out within the company, to the Supervisory Board;
- bring any observations concerning alleged irregularities detected in accounting matters to the attention of the persons responsible or their superiors and to the Supervisory Board.

7 RULES OF CONDUCT IN EXTERNAL RELATIONS

7.1 Customer Relations

MIONETTO's style of conduct towards customers is helpful, respectful and courteous, with a view to a collaborative and highly professional relationship. Furthermore, MIONETTO is committed to limiting the fulfilments required of its customers and to adopting simplified, secure and, whenever possible, computerised procedures.

MIONETTO is committed to ensuring adequate quality standards for the products offered based on predefined levels and to periodically monitoring the quality offered and the quality perceived.

7.2 Contracts and communications with customers

Contracts and communications to MIONETTO customers (including advertising messages) shall be:

- clear and simple, in a language as close as possible to that normally used by interlocutors;
- compliant with applicable regulations, without resorting to elusive or otherwise unfair practices (such as, for example, the inclusion of unfair terms);
- where customers are consumers, compliant with applicable legal provisions on consumer protection;
- complete, so that no element relevant to the customer's decision is overlooked.

Communication purposes and recipients determine, on a case-by-case basis, the choice of the most suitable contact channel (telephone, magazines, e-mail) to transmit content without resorting to excessive pressure and solicitation, and undertaking not to use misleading or untruthful advertising tools. Furthermore, it is MIONETTO's responsibility to promptly communicate any information concerning:

- any amendments to the contract;
- any changes in the economic and technical conditions of the service provided and/or sale of the products;
- results of controls carried out on compliance with the standards required by competent authorities.

Lastly, distributor and reseller customers must have the freedom to set their own reselling prices. It is not permitted to agree or coordinate those prices with customers, either directly or indirectly.

Non-binding price recommendations are, however, permitted in principle. These recommended prices must not, however, be imposed by exerting pressure or granting any incentives that may have restrictive effects on competition.

The freedom of customers to export or import the products of any company belonging to the Henkell Group or the Dr. Oetker Group may not be restricted in any manner not permitted by law. It is not permitted to impose restrictions on exports or imports by exerting pressure or granting any incentives that may have restrictive effects on competition.

More generally, all recipients of the Organisational Model and the Code of Ethics must refrain from engaging in conduct or concluding agreements that may restrict competition or be business practices that are not permitted.

7.3 Relations with Suppliers

MIONETTO recognises the paramount role played by suppliers in company development.

MIONETTO selects its suppliers based on criteria of a high standard. Among these, primary importance is assigned to:

- price;
- quality;
- reliability;
- technological level;
- adequacy of products and/or services;
- existence of a long-term relationship without any particular problems;
- possession by the supplier of a certified quality system.

Suppliers are also selected in compliance with the internal procedures adopted by MIONETTO. These procedures are functional to the stability of relations, their durability, transparency and fairness in their management. Under no circumstances shall the private interests of MIONETTO or its employees influence the definition or conclusion of supply agreements.

Within the scope of relations with suppliers, MIONETTO employees are bound:

- to behave in compliance with the regulations in force;
- not to discriminate between suppliers and not to seek to exploit strong positions in dealings with them;
- to operate applying principles of transparency, efficiency and courtesy;
- to fulfil their obligations, honouring both commitments and deadlines;
- not to accept gifts, goods or other benefits susceptible to economic valuation, with the exception of occasional gifts of a modest value, advertising gifts and acts of commercial courtesy from suppliers or other business partners with whom they have or might relations connected with the performance of their employment with the company.

Payment and acceptance of the above-mentioned gifts and utilities is allowed, subject to authorisation by MIONETTO, on condition that their nature does not compromise the integrity and reputation of the parties and cannot, in any case, be interpreted, by a third and impartial observer, as aimed at obtaining advantages and favours in an improper manner.

On the other hand, MIONETTO suppliers are required to perform contracts with the necessary diligence and to adopt the principles and ethical values that the company expresses through this Code of Ethics

and the Organisation, Management and Control Model adopted pursuant to and for the purposes of the Decree.

MIONETTO reserves the right to send its suppliers a copy of this Code of Ethics or a "supplier code of conduct" containing all the principles to be complied with in their relations with MIONETTO and any other company of the Henkell Group and/or belonging to the Dr. Oetker Group. By virtue of the provisions herein, among other things, Suppliers should refrain from offering frequent trips, lunches and dinners or gifts to MIONETTO employees and collaborators. Gifts in the form of money or its equivalent - such as petrol coupons and telephone cards - are not permitted, nor are Christmas or birthday presents.

7.4 Relations with public officials

For the purposes of this Code of Ethics, public officials are understood to mean: public officials and persons in charge of a public service or bodies, representatives, agents, members, employees,

consultants, persons in charge of public functions or services of supervisory bodies or public administrations, public institutions or public bodies at national and international level.

Top management and employees must under no circumstances promise or pay sums or promise or grant goods in kind or other benefits to public officials, even in a personal capacity, in order to promote or favour the interests of the company.

Should the public official exert unlawful pressure in order to obtain money or other goods from MIONETTO collaborators, the latter shall immediately report it to the Supervisory Board in the way specified in the Model.

It is also specifically forbidden to perform any act of courtesy or hospitality or to offer any gift, unless of modest value and expressly authorised in accordance with MIONETTO procedures, which may be interpreted as suited to acquiring illegal or undue advantages from the public official.

In particular, relations with the public administration must be based on clarity, transparency and professionalism; recognition of respective roles and organisational structures; and applicable regulations.

It is expressly forbidden for all MIONETTO employees to accept compensation, gifts or favourable treatment; the employee is obliged to inform the Supervisory Board of offers received in this sense.

All those who work in MIONETTO are bound to respect the principles outlined above, which cannot be eluded by resorting to different forms of aid, contributions, sponsorships, appointments, consultancies that have the same purpose.

The same principles apply to third parties who have relations with public officials in the name and on behalf of MIONETTO in Italy or abroad.

7.5 Business relations with parties, trade unions and associations

MIONETTO does not make contributions to organisations with which there may be a conflict of interest. It is however possible to cooperate, including financially, with those organisations, and with political parties or exponents, based on the following criteria:

- pursuit of purposes related to the MIONETTO mission in compliance with the principles of the Code of Ethics;
- clear and documentable allocation of resources;
- express authorisation by the functions responsible for managing those relations in MIONETTO.

8 VALIDITY AND APPLICATION OF THE CODE

This Code of Ethics is an integral, essential part of the Organisational Model pursuant to Legislative Decree no. 231/2001 adopted by MIONETTO.

The recipients of the Code of Ethics are:

- the members of the board of directors or, where the management body is a single subject, the sole director of the company;
- general managers and managers;
- collaborators;
- consultants and service providers;
- suppliers and all other stakeholders.

Respect for and compliance with the rules of the Code of Ethics is an essential part of the contractual obligations of employees pursuant to and for the purposes of Articles 2104 and 2106 of the Civil Code.

Breaches of provisions in the Code of Ethics and the Control Protocols of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 by MIONETTO personnel shall constitute a breach of the primary obligations of the employment relationship or a disciplinary offence, in compliance with the procedures established by art. 7 of the Workers' Statute with all legal consequences, also with regard to preserving the employment relationship, and may also be cause for claims for damages.

The above-mentioned recipients of the Code of Ethics are required to also demand compliance with the principles set out in the Code from all MIONETTO stakeholders.

Compliance with the Code of Ethics and the Control Protocols of the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 by suppliers integrates the obligations to fulfil the duties of diligence when executing contracts with MIONETTO.

Breach of the provisions in the Code of Ethics and the Protocols referred to in contracts may constitute, depending on their seriousness, just cause for termination thereof with all legal consequences, including compensation for damages.

8.1 Responsible bodies

The Supervisory Board set up in MIONETTO is entrusted with the following tasks:

- verify the application of and compliance with the Code of Ethics through ethical auditing, which consists in ascertaining and promoting the continuous improvement of ethics in the Company through an analysis and evaluation of ethical risk control processes;
- monitor initiatives to disseminate knowledge and understanding of the Code of Ethics;
- ensure the development of ethical communication and training activities;
- analyse proposed revisions of corporate policies and procedures with significant impact on corporate ethics, and prepare solution hypotheses to be submitted to the administrative body for evaluation;
- receive and analyse reports on breaches of the Code of Ethics.

8.2 Revision of the Code of Ethics

Legal provisions and rules of conduct are subject to continuous evolution. That is why the MIONETTO Code of Ethics is regularly assessed in the light of the regulatory framework and the Company's organisational structure and, where necessary, is updated and supplemented. All employees are invited to contribute to the continued development of this Code of Ethics.