

FRIULSIDER S.P.A.

ORGANISATIONAL MODEL

PURSUANT TO LEGISLATIVE DECREE 231/2001

GENERAL SECTION

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1. Foreword

FRIULSIDER s.p.a. (from now on, also referred to as FRIULSIDER) believes that compliance with ethical rules and transparency in business transactions is a basic and necessary condition, as well as a competitive advantage to pursue and achieve its goals.

To this end, FRIULSIDER supports and promotes the development of an environment characterised by a strong sense of ethical integrity, in the firm belief that this contributes significantly to the effectiveness of policies and control systems, influencing behaviour that might otherwise elude even the most sophisticated supervisory mechanism.

FRIULSIDER has, therefore, deemed it appropriate and fundamental to adopt and issue an Organisation and Control Model pursuant to Legislative Decree No. 231/2001, which can clarify the qualities to which the conduct of all those who, at the various levels of responsibility, contribute with their actions to the performance of its activities, including external recipients, however named, must be oriented.

The Company's founding values undoubtedly include moral integrity, personal honesty, and fairness in internal and external relations. In addition, they emphasise transparency towards stakeholders, i.e., all those with influential interests in the Company, respect for employees (with simultaneous enhancement of professional skills), social commitment, and the protection of health, safety in the workplace, and the environment.

The Company rejects any conduct or attitude that, although aimed at achieving a result consistent with the interests of FRIULSIDER, has aspects that are not compatible with a management and organisational model based on absolute compliance with the law, and the Company's behavioural and procedural rules.

For its part, FRIULSIDER undertakes to supervise compliance with the Organisational Model, establishing adequate information, prevention, and control tools. The Company will not hesitate to intervene with adequate corrective actions if it deems it appropriate.

FRIULSIDER is aware of the need to ensure conditions of fairness and transparency in the conduct of business and corporate activities, to protect its position and image, the expectations of its shareholders, and the work of its employees, and of the importance of having an internal control system capable of preventing unlawful conduct by its directors, employees, collaborators and business partners.

By adopting the Model, FRIULSIDER aims at pursuing the following main purposes:

- Make aware all those who act in the name and on behalf of the Company that they may commit, in the event of a violation of the provisions herein, offenses liable to criminal penalties that may be imposed on them and to administrative penalties that may be imposed on the Company.
- Reaffirm that such unlawful behaviours are strongly condemned by FRIULSIDER, even if the Company could take advantage of them since they are in any case contrary not only to the provisions of the law but also to the ethical principles to which FRIULSIDER intends to adhere in the implementation of its corporate mission.
- Allow the Company to take timely action to prevent or counteract offences by monitoring the risk areas.

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The Model and the principles contained therein apply to the corporate bodies (i.e., the Board of Directors, the Board of Statutory Auditors of the Company, and the Auditing firm and their members), employees, collaborators, consultants, suppliers, partners, and, more generally, to all those who, for any reason, operate within the context of the sensitive activities on behalf of or in the interest of FRIULSIDER (hereinafter, for the sake of brevity, "Addressees").

2. The Company

FRIULSIDER SPA is a joint-stock Company under Italian law, with registered office in San Giovanni al Natisone (UD), hamlet of Villanova del Judrio, Via Trieste, 1.

To date, FRIULSIDER has a stable distribution in more than 30 European countries, reaching, on a commercial level, more than 60 countries worldwide. The export share is 37 percent of the total turnover, with a trend of continuous territorial expansion and multiple areas of application.

Since 2022, FRIULSIDER has taken over the responsibility for Southern Europe for Simpson Strong-Tie, (an international building products company based in California with several subsidiaries throughout Europe), taking charge of increasing the Group's presence in its area of competence, and complementing Simpson's offer with its product portfolio.

The history of FRIULSIDER is an integral part of the industrial history of Friuli Venezia Giulia. The Company was founded in 1966 as FRIULSIDER Meccanica S.a.s., on the initiative of a group of entrepreneurs who were able to seize the opportunity offered by the exponential growth of woodworking activities, and started its activities in 1967.

In 1989, a merger by incorporation with Friulzinco S.r.l. took place: the resulting Company formed FRIULSIDER S.r.l.

On 11 April 1989, the Court of Udine homologated the transformation from S.r.l. (Limited Liability Company) to S.p.A. (joint-stock Company), so from that date, the Company's definitive name became FRIULSIDER S.p.A.

FRIULSIDER's first production was dedicated to those craft workshops in the area that soon turned into industrial furniture factories, thus forming the heart of the Furniture and Chair District. The Company thus specialised in the manufacture of screws for making wooden furniture, an element that strongly characterises and distinguishes FRIULSIDER to this day. Not only experience in screw-making is embedded in the Company's genetic code but, above all, FRIULSIDER was born as a producer, proud of its skills and know-how, able to share goals and methodologies with its customers, who are producers as well. The Company continued its growth, which took shape in 1988 with the construction of the first automatic assembly plant and, two years later, with the introduction of the plastic production department.

In the course of 1994, due to a series of negative factors, the share capital was drastically reduced and immediately reconstituted through both the entry of three French companies into the shareholding structure and the participation of the regional public finance company Friulia S.p.A.

In 2008, the Morigi family, one of the original shareholders holding 50 percent of the shares, decided to relinquish control to the Gruppo Internazionale Etanco, which consequently became the 100 percent owner of FRIULSIDER.

However, FRIULSIDER fully maintained its managerial and financial autonomy, while enjoying the advantages of being permanently associated with one of its largest customers. Becoming part of the Etanco International Group, one of Europe's leading manufacturers of fasteners and building materials, has

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contributed to the Company's strong expansion, both nationally and in Europe, making it a reference point in the field of roofing and fasteners in general, with international product distribution.

The will to offer products with the highest quality values led in 2001 to the construction of the in-house "*Test Laboratory*", one of the largest and most complete in Europe, where all new products are tested: already in that year, FRIULSIDER obtained the first ETA certification, and today it can count on European certifications for 48 product lines, for a total of more than 1,500 fasteners, working with leading European institutes (DibT, CSTB, ZAG, ZUS, ITB, SZU, Politecnico di Milano). Some examples: European Technical Approval (CE marking) was obtained on some heavy metal (ATS, FM753, FM753-CRACK), medium heavy metal (FM 744, FM MP3), and light nylon (FM X5, TBB, TSS, TPP) fasteners.

In 2009, a new production process for Bi-Metal screws was implemented, and since 2010, a large part of the wood screws have obtained the CE marking according to EN 14592.

In 2014, as the first company in Europe, FRIULSIDER obtained Seismic Certification C2 for some of its most important mechanical anchors, used for structural applications in areas with medium to high seismic hazard.

At the same time, the Company continued its pursuit of excellence in production processes: FRIULSIDER was one of the first companies in its sector to achieve Uni En Iso 9001 Quality Certification, by the ICIM certification body, with certificate No. 1085, from 02 November 1998.

On 4 March 2002, the Company achieved the challenging goal of environmental system certification according to the Uni En Iso 14001 standard, integrating it with the already existing quality system and defining the guidelines for systematically improving the environmental impact of its production activities.

FRIULSIDER has become, and remains, synonymous with efficiency, technology, and quality in the production and sale of fastening systems both in the domestic and foreign markets: the Company today has a stable distribution in more than 30 European countries and, overall, has a global reach of more than 70 countries (in particular, in Russia and Asia, but also in Africa, Australia, South America, Japan, and the Middle East).

The values that FRIULSIDER promotes are consistent with its mission: production growth must coincide with the growth of social welfare, which is also achieved through individual self-realisation and respect for the environment. The Company must therefore not only be a source of profitability but also a place for the development of people and the territory, as well as a reference point for a business model based on eco-sustainability, to be achieved through technological innovation.

During its 50 years in business, FRIULSIDER has rapidly expanded to occupy a total area of 61,000 sq m (of which 23,000 sq m is covered), which houses the offices and the factory. All production, in steel and plastic, is carried out in-house, to ensure the quality of a "*made in Italy*" product and the necessary capacity to quickly satisfy all market demands, from construction to plant engineering, from mechanical engineering to carpentry. In the continuous search for technologically innovative solutions, FRIULSIDER is constantly extending its product range, which currently includes a total of 10,000 articles, divided into anchors, fasteners for roofs and facades, screws and bolts for wood and metal, with the aim of satisfying all market demands, from construction to plant engineering, from the mechanical industry to carpentry.

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The 120 production facilities ensure the full operation of four product lines, providing each of them with a complete depth of range:

- Metal and plastic anchors
- Roof and facade fasteners/bimetal screws
- Wood screws
- Standard bolts and screws for metal and wood

FRIULSIDER is currently stably distributed in more than 30 European countries, and in total has a global reach of more than 70 countries. It is no coincidence that the Company generates more than 40 percent of its turnover abroad, testifying to its exponential expansion. This is certainly due to the ability to quickly meet all market demands as a result of a product and marketing management that is highly flexible and capable of tailoring development strategies to the different needs of different countries.

Always attentive to technological innovation, FRIULSIDER has a state-of-the-art design structure, equipped with the most modern 3D CAD tools. This allows the continuous development of designs for new and more advanced products, as well as the process technologies required for their industrialisation. The products are tested in the state-of-the-art “*Test Laboratory*”, where the validity of the theoretical models is verified and the technical and functional characteristics are certified.

The laboratory is equipped for the entire ETA testing procedure on any type of substrate, including cracked concrete, and performs tests up to an extraction value of 500kN. FRIULSIDER is aligned with the European Construction Products Regulation CPR 305/2011/EU and has obtained European certifications for more than 1,500 fasteners. Thanks to its propensity for applied research, FRIULSIDER was also one of the first companies in Europe to have a range of C1 and C2-certified mechanical safety anchors for structural applications in areas with a high seismic risk.

The typology and vastness of the FRIULSIDER offer on the one hand, and the Company's desire to guarantee excellent customer support on the other, impose a major logistical organisation. A sophisticated computer system ensures the rapid processing of orders and accurate stock management, which has 16,000 places/pallets. The FRIULSIDER MRP drives production scheduling, ensuring that 95 percent of items are always immediately available and 92 percent of orders are dispatched the day after the request is received.

FRIULSIDER guarantees a high standard of pre-sales and after-sales service: the Company's technicians are trained to offer on-site advice to solve any technical and installation problems. Customised training courses are also offered on request, even at the customer's premises.

3. Legislative Decree 231/01

On 8 June 2001, Legislative Decree No. 231 was enacted, in execution of the delegation referred to in Article 11 of Law No. 300 of 29 September 2000, and came into force on the following 4 July. Legislative Decree No. 231 of 8 June 2001 (“Discipline of the administrative liability of legal persons, companies and associations, including those without legal personality,” hereinafter, for brevity, referred to simply as “**Decree**”), with subsequent amendments and additions, was introduced into the Italian legal system to

extend a special liability to collective entities; this liability arises from the commission of an offence by certain natural persons in the interest or to the advantage of the entity. The Decree represents an important turning point in the national legislative landscape: for the first time there is a need to effectively tackle corporate crime. Indeed, this is a phenomenon that has been known for a long time but has only recently taken on significant proportions, generating pathologies also on an international scale. In this way, institutions aim to strike at all unlawful conduct committed within the company that is not the result of an individual's initiative but is part of a widespread company policy.

In short, it extends liability to legal persons for offences committed in Italy and abroad by natural persons acting on behalf of or also in the name of the company.

As mentioned at the outset, the Decree deals with outlining the scope of the application, listing the addressees: companies, entities with legal personality, and associations, including those without legal personality. Among public entities, only economic entities may be liable for offences committed in their own interest or to their own advantage, insofar as they are characterised by the exercise of a business activity using instruments of private law.

The entity cannot be held liable for an act constituting an offence if its administrative liability in relation to that offence and the relevant sanctions are not expressly provided for by a law that came into force before the commission of the offence or that, according to a later law, no longer constitutes an offence or in relation to which the liability of the entity is no longer provided for.

The Decree introduced into our legal system— by inverting the famous Latin proverb—the principle of “*societas delinquere potest*”, providing for the independent criminal liability of the Company in the event that a person in apical or subordinate management commits certain offences in the interest and to the advantage of the entity. This liability is in addition to the personal one of the person who materially committed the sanctioned conduct.

Administrative liability is always presumed on the part of the company, unless it can prove, through the adoption of an Organisational Model (hereinafter also referred to as **Model 231** or simply **Model**), that it can identify the stages of the decision-making flow, which led a person to decide to perform a certain action, circumventing the control Model put in place by the company.

The prevention of offences can therefore only be pursued through the adoption of an effective Organisational Model. Organisational and management models suitable for preventing the commission of offences by top management or employees of the entity can be analysed from two different angles.

Under the first profile, the models act as a criterion for the exclusion of punishability; under another profile, the adoption and effective implementation of the sanctioning consequences lies in the responsibility of the entity. The adoption of the model, however, is not compulsory, but optional; failure to adopt it, indeed, is not subject to any specific sanction but does, of course, expose the company to liability in the event that offences are committed by its management or employees. Therefore, in order for this to be binding, it is necessary to analyse the company's activities by mapping them according to the identified criticalities in terms of the potential occurrence of an offence.

The Decree lists the different kinds of offences:

- Art. 24: Misappropriation of funds, fraud against the State or a public body or for the purpose of obtaining public funds, and cyber fraud against the State or a public body;
- Art. 24 *bis*: cyber crimes and unlawful processing of data;
- Art. 24 *ter*: organised crime offences;
- Art. 25: extortion, undue inducement to give or promise benefits, and bribery;

- Art. 25 *bis*: forgery of money, public credit cards, revenue stamps and identification instruments or signs;
- Art. 25 *bis 1*: offences against industry and trade;
- Art. 25 *ter*: corporate offences;
- Art. 25 *quater*: offences with the purpose of terrorism or subversion of the democratic order;
- Art. 25 *quater 1*: female genital mutilation practices;
- Art. 25 *quinquies*: offences against the individual;
- Art. 25 *sexies*: market abuse;
- Art. 25 *septies*: negligent homicide or severe or very severe injuries committed in violation of occupational health and safety regulations;
- Art. 25 *octies*: fencing, money laundering, and use of money, goods, or benefits of unlawful origin;
- Art. 25 *octies.1*: offences related to non-cash payment instruments;
- Art. 25 *novies*: copyright infringement offences;
- Art. 25 *decies*: inducement not to make statements or to make false statements to the judicial authorities;
- Art. 25 *undecies*: environmental crimes;
- Art. 25 *duodecies*: employment of illegally residing third-country nationals;
- Art. 25 *terdecies*: racism and xenophobia;
- Art. 25 *quaterdecies*: sports fraud;
- Art. 25 *quindies*: tax offences;
- Art. 25 *sexiesdecies*: smuggling;
- Art. 25 *septiesdecies*: crimes against the cultural heritage;
- Art. 25-*duodevicies*: laundering of cultural property and devastation and looting of cultural and landscape goods;
- Art. 26: attempted crimes.

At this point, the offences applicable to FRIULSIDER are highlighted.

OFFENCES	APPLICABLE	
	YES	NO
Art. 24: Misappropriation of funds, fraud against the State or a public body or for the purpose of obtaining public funds, and cyber fraud against the State or a public body	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 24 <i>bis</i> : cyber crimes and unlawful processing of data	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 24 <i>ter</i> : organised crime offences	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25: extortion, undue inducement to give or promise benefits and bribery	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>bis</i> : forgery of money, public credit cards, revenue stamps and identification instruments or signs	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>bis 1</i> : offences against industry and trade	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>ter</i> : corporate offences	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>quater</i> : offences with the purpose of terrorism or subversion of the democratic order	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>quater 1</i> : female genital mutilation practices	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Art. 25 <i>quinquies</i> : offences against the individual	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>sexies</i> : market abuse	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Art. 25 <i>septies</i> : negligent homicide or severe or very severe injuries committed in violation of occupational health and safety regulations	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>octies</i> : fencing, money laundering, and use of money, goods, or benefits of unlawful origin;	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>octies.1</i> : offences related to non-cash payment instruments	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>novies</i> : copyright infringement offences	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>decies</i> : inducement not to make statements or to make false statements to the judicial authorities	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>undecies</i> : environmental crimes	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>duodecies</i> : employment of illegally residing third-country nationals	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>terdecies</i> : Racism and Xenophobia	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>quaterdecies</i> : sports fraud	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Art. 25 <i>quinguedecies</i> : tax offences	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>sexiesdecies</i> : Smuggling	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25 <i>septiesdecies</i> : crimes against the cultural heritage	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Art. 25- <i>duodevicies</i> : Laundering of cultural property and devastation and looting of cultural and landscape goods	<input checked="" type="checkbox"/>	<input type="checkbox"/>

The effectiveness of the Model with regard to the prevention of the offences identified by the Decree can be ensured only and only if the company has simultaneously provided for adequate control mechanisms, which can allow for the timely detection of conduct arising from the Model itself and which therefore make the risk of offence high. Moreover, the control must necessarily imply a system of sanctions in the event of a violation of the procedures laid down in the Model.

Therefore, the Entity must have adopted (formally, by resolution of the Board of Directors) and effectively implemented an organisational and management model suitable for preventing offences of the same type as the one actually committed (adopting procedures and a disciplinary system, identifying the Supervisory Board, training staff and other recipients of the 231 Model and drawing up and applying the Code of Ethics for Behaviour, possibly and preferably adopting certifiable management systems, conducting audits and spot checks on compliance with management and operational procedures).

The rules differ depending on whether the offence was committed:

- by a person in a senior management position (Article 6 of Legislative Decree 231/01), in which case the burden of proof of the suitability and effectiveness of the organisational model is on the Entity;
- by a person in a subordinate position (Article 7 of Legislative Decree 231/01), in which case the burden of proof is on the prosecution.

Undoubtedly, the Entity's defensive position is, in abstract terms, easier if the offence is committed by subordinates. Although in reality, the circumstance in which offences are committed by senior persons is

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more frequent, perhaps precisely by incongruously entrusting tasks to subordinates lacking adequate technical and professional suitability.

In the event that the offence was committed by persons in a senior management position who were certainly not acting in their own exclusive interest or in the interest of third parties, the Entity must certainly be held liable unless—with reference to Article 6 of Legislative Decree 231/01 cited above—it provides proof that it had adopted and effectively implemented, prior to the commission of the offence, an organisational and management model capable of preventing offences of the kind that occurred.

As regards the compatibility of the fraudulent circumvention of measures with the culpable imputation of predicate offences referred to in Article 589 (culpable homicide) and Article 590 of the Criminal Code ("serious or very serious culpable personal injury"), it should, first of all, be emphasised that this aspect, in any case, highlights that the model must be shaped and structured in such a way as to make its circumvention very difficult.

The measure, which constitutes the *conditio sine qua non* for the challenge of the culpable charge, does not coincide with the adoption of the conduct prescribed by law (accident prevention regulation) but is constructed in such a way as to concretely direct the subject—unless he evades control—to adopt that conduct, through preliminary and preventive compliance with management and operating procedures, operating instructions and whatever else is needed to ensure safe, healthy, and workmanlike management of safety throughout the performance of the activity undertaken anywhere and in any territorial context by the company.

The methodological approach followed by FRIULSIDER is to identify, on the basis of its own needs to prepare the Organisational Model, certain criteria including the activities within the scope of which offences may be committed, and to provide for specific protocols aimed at planning the taking and implementation of the company's decisions in relation to the offences to be prevented; furthermore, it is necessary to identify the methods of managing financial resources suitable to prevent the commission of offences, to envisage the obligation to inform the body appointed to supervise function and compliance with the models, and to introduce a disciplinary system capable of sanctioning non-compliance with the measures indicated in the model, as well as, lastly, to provide for the adaptation and evolution of the Model to the changing organisational and operational reality of the Company.

3.1 Content of Legislative Decree 231/01: list of parties involved

The addressees of the Decree's provisions are all the entities endowed with legal personality, as well as companies and associations, including those not endowed with such personality; the State and all public, territorial, economic entities and those with constitutional functions are excluded.

The principles contained in the aforementioned rules are the same as those in force in Italian criminal law and criminal procedure (principle of legality, non-retroactivity, succession of laws in time, etc.), so much so that the rules laid down in the relevant codes apply, within the limits of compatibility.

The aforementioned principles and provisions of the Code of Ethics are binding for all the following addressees:

- Individuals in a top position within the company organisation
- Subjects who are subordinate to the first group in the corporate organisation

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- External collaborators who directly or indirectly perform services related to the Company's business
- Any commercial or operational partners of FRIULSIDER

As already mentioned, the liability in question arises when the persons in positions of representation, administration, or management, including de facto, of the entity or of one of its organisational units with financial and functional autonomy, as well as those subject to their direction and supervision, commit certain offences in the interest or to the advantage of the entity. When, on the other hand, the active parties act exclusively in their own interest or in the interest of third parties, this does not fall within the scope of the present case. However, the entity/company is granted a kind of exemption conditional on proof (release) by the entity that it has complied with everything required by law to avoid the commission of the offences under consideration.

The sanctions which may be imposed on companies are both pecuniary and disqualifying, but also the confiscation of the price or profit of the offence and the publication of the guilty verdict; they are time-barred within five years of the date on which the offence was committed. In the presence of very precise requirements, it is also possible to apply precautionary measures (corresponding in content to disqualifying sanctions) to the "charged" company. Failure to comply with both the former and the latter constitutes for the company an autonomous offence, distinct from the offence which gave rise to the imposition of the sanction or the precautionary measure not complied with.

All this, irrespective of the fact that the Judicial Authorities are prevented from prosecuting the perpetrators of the offence due to the lack of a condition of prosecution or punishability, as well as of the outcome of the criminal proceedings. The company is always entitled to take the disciplinary measures it deems appropriate in relation to the event that has occurred.

4. Structure of the Company

An organisational structure, which is suitable for the preventive purposes of the Decree, must be characterised by the following principles:

- a clear and precise determination of duties, of the responsibilities attached to them, and of the hierarchy within the Company;
- an attribution of representative powers of the entity to the extent strictly necessary and in any case within limits consistent and compatible with the tasks performed by the relevant figure to whom the same are attributed;
- spending powers entrusted with spending limits and/or with joint signatures of several figures.

Acknowledging the framework resulting from a careful assessment of the context, the control environment, and the identification of risks, subjects, and potential offences, the Company has adopted specific prevention and protection systems and mechanisms, which are better articulated as follows.

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4.1 Corporate bodies

The powers of the corporate bodies are governed by the Articles of Association and the laws in force.

The Board of Directors consists of three people.

OFFICE	NAME	TERM OF OFFICE
Chairman of the Board and representative of the Company	Micheal Andersen Burgdorff	In office until the approval of the financial statements as at 31.12.2025
Deputy Chairman of the Board of Directors	George Edward Sutt Jr	In office until the approval of the financial statements as at 31.12.2025
Board Member	Frederic Blanchat	In office until the approval of the financial statements as at 31.12.2025

AUDITORS AND SUPERVISORY BODIES

The Board of Statutory Auditors consists of five persons

CHARGE	NAME	TERM OF OFFICE
Chairman of the Board of Auditors	Michela Del Piero	In office until the approval of the financial statements as at 31.12.2025
Auditor	Andrea Stedile	In office until the approval of the financial statements as at 31.12.2025
Auditor	Lorenzo Sirch	In office until the approval of the financial statements as at 31.12.2025
Deputy Auditor	Silvia Pelizzo	In office until the approval of the financial statements as at 31.12.2025
Deputy Auditor	Raffaella Rizza	In office until the approval of the financial statements as at 31.12.2025
Auditing Company	Ria Grant Thornton S.p.A	In office until the approval of the financial statements as at 31.12.2024

5. Certifications

Considering the Company's core business, the Company intended to obtain the following certifications:

Certification	Certifying body	Certificate number
UNI ISO 14001:2015	ICIM S.p.A	0050
UNI EN ISO 9001:2015	ICIM S.p.A	1085

6. Respect for and enhancement of human resources

Human resources are an indispensable element for the existence, development and success of this Company. FRIULSIDER intends to pursue a policy aimed at enhancing, protecting, and developing the skills that can express their potential and professionalism at the highest level.

FRIULSIDER offers all employees equal employment opportunities without any discrimination, but by assessing their professional characteristics and performance capabilities. Always in compliance with the laws and Company regulations in force, the Company undertakes to recruit, remunerate, select, train, and evaluate employees on the basis of criteria of merit as well as competence, not considering in any way professed religious faith, political orientation, skin colour or gender. Furthermore, the Company is committed to creating a workplace in which relations between colleagues are oriented towards fairness, cooperation, and mutual respect; it is committed to creating a working environment that is appropriate from the point of view of safety, health, and environmental protection. The Company intends to fight any form of intimidation, hostility, isolation, undue interference, conditioning, or sexual harassment. As will be better seen in the attached Code of Ethics, all FRIULSIDER employees must personally contribute to promoting and maintaining a corporate climate based on mutual respect; special attention must be paid to the conditions of respect for the sensitivity of others.

7. Power of attorney

In relation to the needs of FRIULSIDER, powers of attorney are expressly decided by the Board of Directors, without prejudice to what has already been described for the office of Managing Director. For the purposes and to the effects of Legislative Decree No. 231/2001, it should be noted that the power of attorney is a necessary and fundamental condition, but not sufficient on its own to consider the attorney as an apical subject.

Powers of attorney and proxies are conferred in relation to specific operational requirements. For more details on the powers of attorney, please refer to the Company's Chamber of Commerce certificate.

Charge	Name	Term of office
Special attorney	Claudio Odino Peleson	<u>In office until revoked</u>
Special attorney	Massimiliano Drozina	In office until revoked
Special attorney	Federica Mansutti	In office until revoked
Special attorney	Fabrizio Tofoni	In office until revoked
Special attorney	Giuseppe Vittor	In office until revoked

8. Delegation of powers

Those who, on behalf of the Company, entertain relations with the Public Administration and the Supervisory Authorities shall be provided with a formal proxy for the performance of such activities and, where necessary, with appropriate power of attorney, as already set out in detail in the previous paragraph. The delegations must associate each management power with the relevant responsibility and an adequate position in the corporate organisation system, as well as being constantly updated in relation to organisational changes that may occur within the Entity.

If an employee has to sign an act outside his or her area of responsibility, he or she must have a special power of attorney issued by the Managing Director.

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Each delegation, in order to be valid, must specifically and unambiguously define the powers attributed to the delegate and the subject—body or individual—to whom the delegate reports.

The managerial powers granted with the delegations shall be consistent with the objectives pursued by FRIULSIDER S.p.a.

The delegated person must have adequate spending powers consistent with the assigned functions.

All employees must be familiar with the internal practices and procedural rules; this means, of course, that the Company demands the utmost respect for them when carrying out their assigned tasks.

All procedures must comply with the principles of reconstructability of the authorisation process and implementation of the principle of separation of duties. The integrity of the accounting records both in the process phase and in the slavish archiving phase is important.

In the selection of non-employee collaborators, such as suppliers or consultants, the principle of transparency applies; the selection must be justified and authorised, based on general and verifiable requirements: these must include competence, professionalism, experience, and honourableness (the list is intended as an example and is not exhaustive, as the Proprietor may include other elements of evaluation).

Compensation to employees and third parties must be commensurate with the services rendered.

The use and utilisation of financial resources are envisaged within certain quantitatively and qualitatively determined and justified limits.

Financial outgoings must be documented, authorised, viewable, and brought to the attention of the issuing and receiving parties with specific justification.

9. Relations with the Public Administration

For the purposes of this Model, Public Administration means all public bodies, public service concessionaires, natural or legal persons acting in their capacity as public officials, public service appointees, members of a European Community body, European Community or foreign state officials, the judiciary, and public supervisory authorities. In the context of relations with the P.A., particular care must be taken not to engage in acts in breach of the provisions of the law and the Code of Ethics.

The offences against the P.A. contemplated in the Decree, with the exception of those of embezzlement to the detriment of the State (Article 316 bis of the Criminal Code), of undue receipt of funds to the detriment of the State, other public bodies, and the European Communities (Article 316 ter of the Criminal Code) and, in part, of incitement to corruption (Article 322 of the Criminal Code), are so-called “status” offences. Indeed, these are offences for which the perpetrator must have a particular subjective qualification: public official or person in charge of public service, as described in Articles 357 and 358 of the Criminal Code.

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In the context of relations with the P.A., particular care must be taken not to engage in acts in breach of the provisions of the law and the Code of Ethics. In particular, it is expressly prohibited to mislead someone by using trickery or deception in order to obtain an unfair profit to the detriment of the State, another public body, or the European Union. The utmost fairness is required with regard to tenders, negotiations, concessions as well as licences and applications for state or supranational funding, contributions, subsidies, and grants.

False declarations or documents must not be submitted or information omitted to obtain contributions, loans, financing, or similar granted or provided by the State or other national or non-national public bodies.

Financing must be used only for expressly intended purposes and not other ends. The operation of a computer or telecommunications system must not be altered by manipulating the data and/or programmes contained therein in order to obtain unfair profits to the detriment of the public administration.

In no way must one influence the decisions of the bodies of the P.A. in an improper and/or unlawful manner; it is forbidden to accept or offer money in exchange for favours, rewards, or other advantages for oneself or for the company. Finally, it is forbidden to receive even indirectly money or other benefits to omit or delay acts of public service.

10. Internal control system

The internal control system ensures the implementation of the principles contained in this annex. In order to be able to implement these controls, a system of delegation, where not already existing, will be put in place internally to allow the verification of processes at each individual processing level.

A high degree of responsibility is required of the persons controlling management, administration, and finance in general. The Company also pays particular attention to the implementation of an adequate insurance policy aimed at maintaining the integrity of the Company's assets.

The conduct of employees in the pursuit of objectives and the conclusion of every transaction must be inspired by the principles of honesty, transparency, loyalty, integrity, and fairness. Company policies and applicable laws and regulations must always be respected.

The belief that one is acting for the benefit of FRIULSIDER shall in no way justify the use of unfair practices or conduct contrary to the principles listed so far in this Code.

All situations or activities that may cause conflicts of interest or interfere with the ability to make impartial decisions must be avoided.

Information acquired by employees or by anyone cooperating with FRIULSIDER shall remain strictly confidential and shall not be disclosed either inside or outside the Company.

Employees and final recipients undertake to use the Company's assets exclusively for their assigned tasks so that they can perform their work to the best of their ability.

It is forbidden to accept for oneself or others recommendations, favourable treatment, gifts, or other benefits from persons with whom one has dealings in order to avoid situations prejudicial to impartial judgement.

It is forbidden to misuse one's position or assigned powers to perform, omit or delay acts of one's office or to perform acts contrary to one's official duties.

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11. External Control System: Supervisory Board

The Supervisory Board (also SB in this text) is a body that must supervise the operation of and compliance with the model (including updating) and must have powers of initiative and control (so-called autonomy). Articles 6 and 7 of Legislative Decree No. 231/01 themselves provide a detailed list of the activities that the SB is called upon to perform. These activities include monitoring the effectiveness of the model, examining its adequacy, and analysing whether the requirements of soundness and functioning have been maintained over time. The model must of course be updated and it will be the duty of the Supervisory Board to take care of this by submitting proposals for adjustments after verifying their actual functionality.

The Supervisory Board must have the requirements of autonomy and independence, professionalism, and continuity of action. The first two pertain to the sphere that guarantees the autonomy of control from any form of interference and/or conditioning. The hierarchical position of the SB must be as high as possible and include reporting to the Board of Directors as a whole. The necessary autonomy of initiative and independence preclude the SB from being assigned operational tasks that would risk undermining its objectivity of judgement.

Professionalism refers to the technical knowledge that the SB must possess to be able to carry out the assigned activity effectively.

The Supervisory Board must periodically receive reports on occupational health and safety; sending this information will allow it to better plan its control activities. The confidentiality of those who report violations is guaranteed and deterrent measures are envisaged against any distractive or improper information.

The task of the SB, as pointed out, is to monitor compliance with the functioning of the Model and not its implementation.

12. Appointment of the entity's lawyer when the legal representative is suspected or accused of the predicate offence

FRIULSIDER, in order to avoid the incompatibility envisaged by Article 39 of Legislative Decree No. 231/2001 in the event that the legal representative of the Company is under investigation or indicted for the predicate offence, has defined the procedures for the appointment of its lawyer.

In particular, the appointment of the defence counsel of the Entity, in the event of impossibility or incompatibility on the part of the Chairman of the Board of Directors or of the Employer pursuant to Legislative Decree 81/2008, shall be the responsibility of the Board of Directors (with the abstention of the person under investigation/defendant) or, in the event of impossibility, of the Shareholders' Meeting.

13. Whistleblowing

On 29 December 2017, Law 179/2017 on “*Provisions for the protection of the authors of reports of offences or irregularities of which they have become aware in the context of a public or private employment relationship*” came into force, which, pursuant to Article 1, amended the aforementioned Article 54-bis and, at the same time, introduced in the private sector a new provision in Legislative Decree 231/2001—which regulates the Organisation and Management Model and, in general, the administrative liability for offences of the entity—concerning the submission and management of reports.

Subsequently, Legislative Decree, No. 24 of 10.03.2023, published in the Official Gazette on 15 March and in force since 30 March 2023, extended the scope of application of the whistleblowing rules, not only

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broadening the range of recipients required to comply with the legislation on the protection of whistleblowers, but also increasing the number of violations that may be reported and extending the protection, not only to whistleblowers but also to the so-called “facilitators”, i.e., those who assist “a whistleblower in the process of reporting in a work context and whose assistance must be confidential” and to third parties connected with whistleblowers, such as colleagues or family members, as well as to legal entities linked to the whistleblower.

Legislative Decree, No. 24 /2023 transposed EU Directive 2019/1937 on “*Protection of individuals who report breaches of Community law*” and amended paragraph 2 bis and repealed paragraphs 2 ter and 2 quater of the aforementioned Article 6 of Decree 231, and repealed Article 3 of Law No. 179/2017. Therefore, in accordance with the new paragraph 2 bis, Article 6 of Legislative Decree 231/2001, several channels have been set up to enable reporting for the purpose of protecting the entity. These reporting channels also guarantee the confidentiality of the identity of the reporter. Reports may be made in writing or orally and may reach the Supervisory Board through specific confidential channels (e-mail or face-to-face meeting). The Supervisory Body shall give notice of receipt within seven days of receiving the report. Having examined the reports received, the SB assesses the investigation to be carried out, requesting information from the reporting party and/or the party to whom the report is attributed. The SB shall justify in writing the decision to carry out a thorough internal investigation or to dismiss the report. In any case, attention shall also be paid to anonymous reports, provided that they are adequately substantiated and provide a wealth of details, i.e., they are able to bring to light facts and situations relating them to specific contexts. After obtaining information on the facts reported, the SB shall assess whether or not to proceed with a further investigation.

All recipients of the Model are required to inform the Supervisory Board of the presence of situations in the Company “at risk” of offences or misdemeanours. In particular, administrative, accounting, civil or criminal offences must be reported.

In order to facilitate communications to the Supervisory Board and their confidentiality, the Supervisory Board is provided with an e-mail account (ODV@FRIULSIDER.COM) to which all communications that remain confidential may be sent.

FRIULSIDER is fully aware that the implementation of mechanisms to protect whistleblowers from possible retaliation represents a strong incentive to the emergence of illegal practices carried out within the entity, which would otherwise remain undetected, and that therefore the so-called whistleblower should be identified as the person who contributes to restoring legality in the entity.

For this reason, in view of the provisions of Article 6(2-bis) of Decree No. 231, it has identified the Supervisory Board as the recipient of whistleblower reports. Such reports must be sent to the e-mail address indicated and must be circumstantiated and based on precise and concordant factual evidence.

In this way, the confidentiality of the whistleblower's identity will be ensured, also by digital means, in the management of the report. In the disciplinary system adopted pursuant to paragraph 2(e), sanctions are provided for those who breach the measures for the protection of the reporter, as well as those who, with malice or wilful misconduct, make reports that turn out to be unfounded.

On the basis of the assessments that emerge from the verification and control activities, the Supervisory Board may communicate to the Board of Directors proposals for updating and supplementing the Model in the light of the requirements described in the Decree, and the reference principles, as well as the proper implementation thereof.