



***Model of Organization, Management and Control
under the Legislative Decree 8 June 2001, n. 231***

Leonardo Global Solutions S.p.A.

**Approved by the Board of Directors
in the session of 24/03/2026**

**Available on the company's intranet and website
www.leonardoglobalsolutions.com**

The English text is a translation from Italian. In case of any conflict or discrepancies between the two texts the Italian version shall prevail.



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DEFINITIONS, ACRONYMS AND TECHNICAL GLOSSARY

This section contains the Definitions, Acronyms and Technical Glossary used in this English version of the Model.

1. DEFINITIONS

“Company” or “LGS”: Leonardo Global Solutions S.p.A.

“Consultants”: Individuals who act in the name of and/or on behalf of LGS based on a mandate or other collaborative relationship, whether for a consideration or without consideration.

“Decree”: Legislative Decree no. 231 of 8 June 2001.

“Direct Risk Offence”: a predicate crime whose typical conduct may be carried out, including in the form of attempt or instigation, within the relevant sensitive activity, which represents its natural or typical operational context for potential commission. By way of example, in the case of private-to-private corruption in the procurement process, a direct risk arises where the buyer receives, or is promised, an undue advantage in order to award or maintain a supplier under conditions that are unfavourable to the Company (“Reato a *Rischio Diretto*”).

“External Parties or Collaborators”: Those parties who have relationships under any type of contract with the Company, whether for a consideration or without consideration, of any kind (such as, by way of example but not limited to, Consultants, suppliers and third parties in general).

“Group Internal Audit”: a centralized function that is responsible for supporting the Board of Directors, the Control and Risk Committee, the Board of Statutory Auditors of Leonardo S.p.A. as well as the Boards of Directors and Boards of Statutory Auditors of the Group Companies, in carrying out assessments of the adequacy and effective functioning of the Internal Control and Risk Management System of Leonardo Group.

“Internal Reporting Channel”: The Whistleblowing Platform, which can be reached at <https://whistleblowing.leonardocompany.com>, activated by the Leonardo Group for the filing and management of Whistleblowing Reports, which guarantees, also by means of an encryption tool, the confidentiality of the identity of the Reporting Person, the Person Concerned and the person in any way mentioned in the Whistleblowing Report, as well as the content of the Whistleblowing Report itself and the relevant documentation (“*Canale interno di segnalazione*”).

“Instrumental activities”: The set of activities carried out by LGS that may support or facilitate the commission of predicate crimes, particularly where, in combination with Sensitive Activities, they contribute to the execution of the offence (“*Attività strumentali*”).

“Instrumental Risk Offence”: a predicate crime whose typical conduct does not represent the natural or primary outcome of the process under consideration, but in respect of which the relevant sensitive activity may enable, facilitate, support or finance the commission of other offences, for example through the creation of financial resources, undue advantages, documentary cover or relationships functional to the perpetration of the offence, or through preparatory or supporting conduct



that makes its commission possible in other areas of the Company. By way of example, with reference to tax offences within the procurement area, an instrumental risk arises where false invoices (invoices for non-existent transactions) are used to artificially inflate costs and generate hidden margins, which may be subsequently used, for instance, for corrupt purposes (*"Reato a rischio strumentale"*).

"Intercompany contracts": Contracts between companies in the Leonardo Group that define a series of economic and legal relationships.

"Leonardo Group": Leonardo S.p.A. and the companies/entities directly or indirectly controlled by it pursuant to Article 2359 of the Italian Civil Code (the "Group").

"Model": The Organizational, Management and Control Model pursuant to Legislative Decree 231/2001, adopted by LGS.

"Most Relevant Offence": a predicate crime for which the exposure to the risk of commission is concrete or not negligible, and which therefore requires specific and explicit control measures (*"Reati maggiormente rilevanti"*).

"Law no. 262/2005 / ICFR System": Law no. 262/2005 and the related system of administrative, accounting and financial reporting procedures adopted by LGS in compliance with the applicable regulatory framework.

"Non-Relevant or Non-Significant Offence": a predicate crime whose modes of commission are not consistent with the Company's business and operational processes (*"Reati non rilevanti / non significativi"*).

"Offence of Lesser Relevance or Residual Nature": a predicate crime for which the exposure to the risk of commission is only theoretical, and which can be adequately managed through general control measures or through those already established for the most relevant offences within the same category (*"Reato di minore rilevanza o a carattere residuale"*).

"Partner": Commercial and financial partners of the Company.

"Person Concerned": the natural or legal person mentioned in the Whistleblowing Report as the person to whom the violation is attributed or as a person otherwise implicated in the reported violation (*"Persona Coinvolta"*).

"Predicate Crimes": The types of offences considered by the Decree (*"Reati presupposto"*).

"Process Owner": The person who, by virtue of the organizational position held or the activities carried out, is most involved in the Sensitive Process of reference or has the greatest visibility of it.

"Recipients": The persons to whom this Model applies, including members of corporate bodies, employees, collaborators and third parties having contractual relationships with the Company.

"Reference Lists": the set of lists and databases, whether internal and/or from qualified external sources, used by the Company to carry out preliminary checks on counterparties, customers, suppliers, partners and other parties involved in transactions or contractual relationships, in order to identify any potential risk profiles (e.g. inclusion in anti-terrorism and anti-money laundering (AML) lists, sanctions and restrictive measures, embargoes, politically exposed persons (PEPs), adverse



media or other reputational indicators), and to support due diligence, trade compliance and integrity/reputational assessment processes ("*Liste di Riferimento*").

"Relationships in the Group": Legal, administrative, financial and commercial relations existing between Leonardo S.p.A. and other Group Companies and/or between Group Companies.

"Sensitive Activities": The set of activities of particular importance carried out by LGS as part of Sensitive Processes.

"Sensitive Process": The set of company activities and operations organized to pursue a specific purpose or manage a specific LGS company area, in areas potentially at risk for committing one or more of the crimes set forth in the Decree, as listed in the Special Parts of the Model, also referred to generically and collectively as risk area(s).

"Supervisory Body": The Supervisory Body of LGS provided for by the Decree.

"Top Management": the person who, on the basis of the powers and delegations granted from time to time by the Board of Directors, exercises management powers over the Company. By way of example, Top Management includes the Chief Executive Officer of LGS, the Executive Chairman, or any other director vested with management powers ("*Vertice Aziendale*").

"Widespread Risk Offence": a predicate crime whose typical conduct does not occur within a single sensitive activity (health and safety being the most typical example), but may arise across multiple areas and processes, often with similar patterns, as it is enabled by general organizational factors ("*Reato a Rischio Diffuso*").

"Whistleblower / Reporting Person": the natural person who files a Whistleblowing Report or makes a public disclosure of information on violations acquired within their work context ("*Segnalante*").

"Whistleblowing Committee": Collegial body established at the Group level and composed of the Heads of the following OUs of Leonardo S.p.a.: Compliance; Finance; Group Internal Audit; Legal Affairs; People & Organization; Security ("*Comitato Segnalazioni*").

"Whistleblowing Investigation Unit": The Management Audit & Whistleblowing OU, operating within Leonardo Group Internal Audit OU, is the designated office competent for following-up on Reports, responsible for carrying out the activities referred to in art. 5 of Italian Legislative Decree 24/2023 ("*Gestore delle Segnalazioni*"), including:

- receiving the Reports, issuing acknowledgment of receipt and maintaining contacts with the reporting person;
- carrying out investigation activities on the contents of the Report, with the involvement, if necessary, of other Company/Group OUs;
- providing feedback to the reporting person within the legal time limits.

"Whistleblowing Management Guidelines": The document providing the rules for the management of whistleblowing reports, including anonymous ones, filed by anyone who becomes aware of violations (behaviours, acts or omissions) of laws or



internal Company Protocols that are, even potentially, detrimental to the public interest or to the integrity of the Group (*"Linee di Indirizzo Gestione delle Segnalazioni"*).

"Whistleblowing Report": Written or oral report of information on violations (behaviours, acts or omissions) detrimental to the public interest or the integrity of the Leonardo Group and consisting, inter alia, of (*"Segnalazione"*):

- administrative, accounting, civil and/or criminal offences;
- unlawful conduct relevant under Italian Legislative Decree 231/01;
- violations of the Model and other Company Protocols;
- offences falling within the scope of European Union or national acts relating to the following areas: public contracts; financial services, products and markets and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and data protection and the security of networks and IT systems;
- acts or omissions affecting the financial interests of the Union;
- acts or omissions relating to the internal market.

2. ACRONYMS

"ACMS": Anti-Corruption Management System

"ACRA": Anti-Corruption Risk Assessment

"AML": Anti-Money Laundering

"ANAC": National Anti-Corruption Authority

"BoD": Board of Directors

"CASP": Crypto-Asset Service Provider

"CCNL": National Collective Labour Agreement

"CEO": Chief Executive Officer

"DVR": Risk Assessment Document (*"Documento di Valutazione dei Rischi"*)

"ERM": Enterprise Risk Management

"GDPR": General Data Protection Regulation

"GIA": Group Internal Audit

"HSE": Health, Safety and Environment

"ICFR": Internal Control over Financial Reporting (*"Sistema di Controllo Interno sull'Informativa Finanziaria"*)

"IT": Information Technology

"LMS": Learning Management System

"MAW": Management Audit & Whistleblowing

"MAR": Market Abuse Regulation

"MiCA": Markets in Crypto-Assets Regulation

"OU": Organizational Unit

"PA": Public Administration

"PEP": Politically Exposed Person

"PRM": Project Risk Management

"SB": Supervisory Body

"TCF": Tax Control Framework



“TUF”: Consolidated Law on Finance

3. EDITORIAL NOTE ON TERMINOLOGY

The following Technical Glossary has been included in the English version of this Model solely as a reference tool to improve readability and ensure terminological consistency throughout the translation. It does not introduce additional substantive rules, nor does it alter the scope, content or legal effect of the Italian text, but is intended to support a uniform understanding of the legal, corporate and compliance terminology used in this English version.

3.1 LEGISLATIVE AND REGULATORY REFERENCES

- **Article** — *articolo / art.*
- **by way of example** — *a titolo esemplificativo*
- **Code of Criminal Procedure** — *Codice di Procedura Penale*
- **Consolidated Law on Finance** — *Testo Unico della Finanza (TUF)*
- **converted into law, with amendments** — *convertito in legge, con modificazioni*
- **Decree-Law / Law Decree** — *Decreto-Legge / D.L.*
- **Directive (EU)** — *Direttiva (UE)*
- **in accordance with** — *in conformità a*
- **Italian Criminal Code** — *Codice Penale*
- **Law** — *Legge / L.*
- **Legislative Decree** — *Decreto Legislativo / D.Lgs.*
- **letter** — *lettera / lett.*
- **paragraph** — *comma*
- **Presidential Decree** — *D.P.R.*
- **pursuant to** — *ai sensi di*
- **Regulation (EU)** — *Regolamento (UE)*
- **subsequent amendments** — *successive modifiche / s.m.i.*
- **where applicable** — *ove applicabile*
- **where provided** — *ove previsto*
- **without prejudice to** — *fermo restando*

3.2 CORE 231 AND MODEL TERMINOLOGY

- **acceptable risk** — *rischio accettabile*
- **administrative liability of entities** — *responsabilità amministrativa degli enti*
- **control measures** — *presidi di controllo*
- **corrective actions** — *azioni correttive*
- **crime family / crime families** — *famiglia / famiglie di reato*
- **disciplinary system** — *sistema disciplinare*
- **exonerating effectiveness** — *efficacia esimente / idoneità esimente*
- **General Part** — *Parte Generale*
- **historical analysis** — *analisi storica*
- **implementation plan** — *piano di implementazione*
- **improvement actions** — *azioni migliorative*
- **methods of commission** — *modalità di commissione*
- **monitoring control measures** — *presidi di monitoraggio*
- **organizational fault** — *colpa in organizzazione*
- **preventive control principles** — *principi di controllo preventivo*



- **residual risk** — *rischio residuo*
- **response strategy** — *strategia di risposta al rischio*
- **risk area / crime-risk area** — *area a rischio reato*
- **self-assessment** — *autovalutazione*
- **Special Part / Special Parts** — *Parte Speciale / Parti Speciali*
- **specific offence** — *fattispecie di reato*

3.3 CORPORATE, GOVERNANCE AND ORGANIZATIONAL TERMINOLOGY

- **Administrative Body** — *organo amministrativo*
- **Board of Directors** — *Consiglio di Amministrazione*
- **Board of Statutory Auditors** — *Collegio Sindacale*
- **Chairman of the Board of Directors** — *Presidente del Consiglio di Amministrazione*
- **Chief Executive Officer** — *Amministratore Delegato*
- **Company Attorneys** — *Procuratori Aziendali*
- **Company Protocols** — *protocolli aziendali / protocolli della Società*
- **counterparties** — *controparti*
- **delegations** — *deleghe*
- **Executive Chairman** — *Presidente Esecutivo*
- **governing body** — *organo dirigente*
- **Head of the Organizational Unit** — *Responsabile della Unità Organizzativa*
- **internal regulatory documents** — *atti di normazione interna*
- **management powers** — *poteri gestori*
- **organizational chart** — *organigramma*
- **Organizational Communication** — *Comunicazione Organizzativa*
- **powers of attorney** — *procure*
- **representation powers** — *poteri di rappresentanza*
- **Service Order** — *Ordine di Servizio*
- **suppliers** — *fornitori*
- **third parties** — *terzi*

3.4 CONTROL, RISK ASSESSMENT AND COMPLIANCE TERMINOLOGY

- **adequacy** — *adeguatezza*
- **ad hoc information flows** — *flussi informativi ad hoc*
- **critical issues** — *criticità*
- **disclosure obligations** — *obblighi informativi*
- **documentary evidence** — *evidenza documentale*
- **effectiveness** — *efficacia / effettività*
- **governance report** — *relazione di governance*
- **information flows** — *flussi informativi*
- **in-scope companies** — *società in ambito*
- **Internal Control and Risk Management System** — *Sistema di Controllo Interno e Gestione dei Rischi*
- **letter of attestation** — *lettera di attestazione*
- **monitoring activities** — *attività di monitoraggio*
- **Privileged Information** — *Informazioni Privilegiate*
- **Related Parties** — *Parti Correlate*
- **Responsible Manager** — *Dirigente Preposto alla redazione dei documenti contabili societari*
- **retention and filing** — *conservazione e archiviazione*



- **segregation of duties** — *segregazione delle funzioni / dei compiti*
- **substantial and procedural correctness** — *correttezza sostanziale e procedurale*
- **supporting documentation** — *documentazione di supporto*
- **tax monitoring** — *monitoraggio fiscale*
- **tax risk assessment** — *valutazione del rischio fiscale*
- **tax strategy** — *strategia fiscale*
- **traceability** — *tracciabilità*
- **Transactions with Related Parties** — *Operazioni con Parti Correlate*

3.5 ANTI-CORRUPTION, INTEGRITY AND THIRD-PARTY COMPLIANCE TERMINOLOGY

- **Anti-Corruption Code** — *Codice Anticorruzione*
- **Anti-Corruption Management System** — *Sistema di Gestione Anticorruzione*
- **gifts** — *omaggi*
- **hospitality** — *ospitalità*
- **Public Administration** — *Pubblica Amministrazione*
- **sponsorships** — *sponsorizzazioni*
- **undue advantage** — *vantaggio indebito*
- **zero tolerance** — *tolleranza zero*

3.6 WHISTLEBLOWING TERMINOLOGY

- **confidentiality** — *riservatezza*
- **investigation** — *istruttoria / indagine*
- **protection against retaliation** — *tutela da ritorsioni*
- **Technical Secretariat** — *Segreteria Tecnica*

3.7 PRIVACY, HSE AND OTHER COMPLIANCE MODELS

- **Consolidated Law on Health and Safety at Work** — *Testo Unico in materia di salute e sicurezza sul lavoro*
- **continuous improvement** — *miglioramento continuo*
- **Environmental Management System** — *Sistema di Gestione Ambiente*
- **hazards** — *pericoli*
- **Health and Safety Management System** — *Sistema di Gestione Salute e Sicurezza*
- **HSE risk assessment** — *valutazione dei rischi ambiente, salute e sicurezza*
- **Privacy Organizational Model** — *Modello Organizzativo Privacy*
- **processing of personal data** — *trattamento dei dati personali*

3.8 CRIME CATEGORIES UNDER LEGISLATIVE DECREE 231/2001

- **Computer crimes and unlawful processing of data** — *Delitti informatici e trattamento illecito di dati*
- **Corporate crimes** — *Reati societari*
- **Counterfeiting of currency, public credit instruments, revenue stamps and instruments or signs of recognition** — *Reati di falsità in monete, carte di pubblico credito, valori di bollo e strumenti o segni di riconoscimento*
- **Crimes against animals** — *Reati contro gli animali*
- **Crimes against cultural heritage** — *Delitti contro il patrimonio culturale*
- **Crimes for the purpose of terrorism or subversion of the democratic order** — *Reati con finalità di terrorismo o di eversione dell'ordine democratico*



- **Employment of third-country nationals whose stay is irregular** — *Impiego di cittadini di Paesi terzi il cui soggiorno è irregolare*
- **Environmental crimes** — *Reati ambientali*
- **Fraud in sports competitions, unlawful gaming or betting and gambling carried out by means of prohibited devices** — *Frode in competizioni sportive, esercizio abusivo di gioco o di scommessa e giochi d'azzardo esercitati a mezzo di apparecchi vietati*
- **Inducement not to make statements or to make false statements to the judicial authority** — *Induzione a non rendere dichiarazioni o a rendere dichiarazioni mendaci all'autorità giudiziaria*
- **Laundering of cultural assets and destruction and looting of cultural assets and landscapes** — *Riciclaggio di beni culturali e devastazione e saccheggio di beni culturali e paesaggistici*
- **Manslaughter and serious or very serious negligent bodily injuries committed in breach of occupational health and safety regulations** — *Omicidio colposo e lesioni colpose gravi o gravissime commessi con violazione delle norme sulla salute e sicurezza sul lavoro*
- **Market abuse offences** — *Reati di abuso di mercato*
- **Offences against individual personality** — *Delitti contro la personalità individuale*
- **Offences against industry and commerce** — *Delitti contro l'industria e il commercio*
- **Offences against the Public Administration** — *Reati contro la Pubblica Amministrazione*
- **Offences connected with copyright infringement** — *Delitti in materia di violazione del diritto d'autore*
- **Offences of embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits and bribery** — *Reati di peculato, indebita destinazione di denaro o cose mobili, concussione, induzione indebita a dare o promettere utilità, corruzione*
- **Offences relating to EU restrictive measures** — *Reati in materia di misure restrittive UE*
- **Offences relating to non-cash payment instruments** — *Delitti in materia di strumenti di pagamento diversi dai contanti*
- **Organized crime offences** — *Delitti di criminalità organizzata*
- **Practices of female genital mutilation** — *Pratiche di mutilazione degli organi genitali femminili*
- **Racism and xenophobia** — *Razzismo e xenofobia*
- **Receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin, and self-laundering** — *Ricettazione, riciclaggio, impiego di denaro, beni o utilità di provenienza illecita, nonché autoriciclaggio*
- **Smuggling offences** — *Contrabbando*
- **Tax crimes** — *Reati tributari*



GENERAL PART



1. LEGISLATIVE DECREE NO. 231/2001 AND RELEVANT LEGISLATION

1.1 THE ADMINISTRATIVE LIABILITY OF ENTITIES.

Legislative Decree no. 231 of 8 June 2001 (the "Decree"), entitled "*Regulation on the administrative liability of legal entities, companies and associations, even without legal personality*", aligned the Italian legal system with a number of international conventions previously signed by Italy, in particular:

- the *Brussels Convention* of 26th July 1995 on the protection of the European Community's financial interests;
- the *Brussels Convention* of 26th May 1997 on the fight against corruption of public officials of both the European Community and its Member States;
- the *OECD Convention* of 17th December 1997 on Combating Bribery of Foreign Public Officials in International Business Transactions.

The Decree introduced into the Italian legal system a system of administrative liability, substantially comparable to criminal liability, applicable to companies and associations with or without legal personality (hereinafter, the "Entities") in relation to certain predicate crimes committed in their interest or to their advantage by:

- a) natural persons who hold representative, administrative or managerial positions for the Entities themselves or of one of their Organizational Units with financial and functional independence, as well as individuals who carry out, even if de facto, the management and control of the Entities in question (so-called "apical");
- b) natural persons subject to the direction or supervision of one of the persons referred to above (so-called "subordinates").

The Entity's administrative liability arises from a crime committed by a natural person in the course of business activities.

The liability of the Entity is concurrent with and independent of the liability of the natural person¹.

The Entity shall not be liable if the above-mentioned persons acted exclusively in their own interest or in the interest of third parties (Article 5 of the Decree).

The Entity's liability may arise even if the natural person who committed the offence is not identified or is not punishable, or the offence is extinguished for any reason other than amnesty (Art. 8 of the Decree).

To establish the Entity's liability, it is also necessary to ascertain its organizational fault, understood as the failure to adopt preventive measures suitable for preventing the commission of the crimes specifically indicated in the Decree by the persons referred to under points a) and b).

The Entity's liability may also arise where the predicate crime takes the form of an attempt, (Article 26 of the Decree), namely where the acting person performs acts

¹ Before the Decree entered into force, the interpretation of certain principles of the legal system, including the principle that criminal liability under Article 27 of the Constitution applied solely to natural persons, ruled out the possibility of introducing a type of liability for the Entity when the mechanisms ascribed to it were the same ones involved in the criminal liability, leaving for the Entity only a form of joint and several liability in civil proceedings for any damage caused by its employee or the civil obligation arising from the employee's sentence to pay a fine or financial penalty should the employee be insolvent (Articles 196 and 197 of the Code of Civil Procedure).

These objections have been overcome by constructing a form of liability of the Entity which is a tertium genus between purely administrative and criminal liability, sharing with the latter some of the criteria for ascribing liability.



unequivocally directed towards committing the offence and the action is not completed, or the event does not occur.

The Decree also governs predicate crimes committed abroad, under the conditions set out below, provided that the State in which the offence was committed does not prosecute them.

The predicate crimes giving rise to the Entity's liability under the Decree are listed below.

ARTICLE OF THE DECREE	PREDICATE CRIMES
24 ²	Misappropriation of money, fraud to the detriment of the State, a public body or the European Union or for the purpose of obtaining public funds, computer fraud to the detriment of the State or a public body and fraud in public procurement
24- <i>bis</i> ³	Computer crimes and unlawful processing of data
24- <i>ter</i> ⁴	Organized crime offences
25 ⁵	Offences of embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits and bribery
25- <i>bis</i> ⁶	Counterfeiting of currency, public credit instruments, revenue stamps and instruments or signs of recognition
25- <i>bis.1</i> ⁷	Offences against industry and commerce

² Article last amended by Legislative Decree No. 75/2020 (Implementation of EU Directive 2017/1371 on the fight against fraud affecting the Union's financial interests by means of criminal law) and by Law No. 137/2023 (Urgent provisions regarding criminal proceedings, civil proceedings, the fight against wildfires, recovery from drug addiction, health and culture, as well as matters concerning judicial personnel and public administration).

³ Article added by Law No. 48/2008 (Ratification and execution of the Council of Europe Convention on Cybercrime, signed in Budapest on 23 November 2001, and rules to adapt domestic law) and last amended by Decree-Law No. 105/2019, converted into law, with amendments, by Law no. 133/2019 (Urgent provisions on the national cyber security perimeter) and by Law No. 90/2024 (Provisions on strengthening national cybersecurity and cybercrimes).

⁴ Article added by Law No 94/2009 (Provisions relating to public security)

⁵ Article amended by Law 190/2012 (Provisions for the prevention and repression of corruption and unlawfulness in public administration), as well as amended by Legislative Decree No. 75/2020 (Implementation of EU Directive 2017/1371 on combating fraud affecting the financial interests of the Union by means of criminal law), by Law No. 112/2024 (Conversion into law, with amendments, of Decree-Law of July 4, 2024, No. 92, containing urgent measures on penitentiary matters, civil and criminal justice, and personnel of the Ministry of Justice), and by Law No. 114/2024 (Amendments to the Penal Code, the Code of Criminal Procedure, the Judicial System, and the Military Code).

⁶ Article added by Decree-Law No. 350/2001 (Urgent provisions in view of the introduction of the euro, concerning the taxation of financial income, disclosure of assets held abroad, securitisation and other financial transactions), converted with amendments by Law No. 409/2001 and amended by Legislative Decree No. 125/2016 (Implementation of Directive 2014/62/EU on the protection by criminal law of the euro and other currencies against counterfeiting which replaces Framework Decision 2000/383/JHA)

⁷ Article added by Law No 99/2009 (Provisions for the development and internationalisation of enterprises, and in the field of energy)



ARTICLE OF THE DECREE	PREDICATE CRIMES
<i>25-ter</i> ⁸	Corporate crimes
<i>25-ter</i> , p. 1, l. <i>s-bis</i>	Corruption between private individuals
<i>25-quater</i> ⁹	Crimes for the purpose of terrorism or subversion of the democratic order
<i>25-quater.1</i> ¹⁰	Practices of female genital mutilation
<i>25-quinquies</i> ¹¹	Offences against individual personality
<i>25-sexies</i> ¹² and Art. 187- <i>quinquies</i> of Legislative Decree 58/98 ¹³	Crimes and administrative offences relating to market abuse
<i>25-septies</i> ¹⁴	Manslaughter and serious or very serious negligent bodily injuries committed in breach of occupational health and safety regulations
<i>25-octies</i> ¹⁵	Receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin, and self-laundering

⁸ Article added by Legislative Decree No. 61/2002 regulating criminal and administrative offences in respect of commercial companies, amended by Law No. 190/2012 (Provisions for the prevention and repression of corruption and unlawfulness in public administration), Law No. 69/2015 (Provisions on crimes against the public administration, mafia-type associations and false accounting), and last amended by Legislative Decree No. 38/2017 (Implementation of Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector) and by Legislative Decree No. 19/2023 (Implementation of Directive (EU) 2019/2121 of the European Parliament and of the Council of November 27, 2019, amending Directive (EU) 2017/1132 with regard to cross-border conversions, mergers, and divisions).

⁹ Article added by Law No. 7/2003 (Ratification and implementation of the International Convention for the Suppression of the Financing of Terrorism, signed in New York on 9 December 1999, and rules for the adaptation of domestic law)

¹⁰ Article added by Law No. 7/2006 (Provisions regarding the prevention and prohibition of female genital mutilation practices)

¹¹ Article added by Law No. 228/2003 (Measures against trafficking in persons) and amended by Law No. 199/2016 (Provisions on combating the phenomena of undeclared work, labour exploitation in agriculture and wage realignment in the agricultural sector).

¹² Article added by Law No 62/2005 (Provisions for the fulfilment of obligations arising from Italy's membership of the European Community - Community Law 2004)

¹³ Article 187-*quinquies* of the T.U.F. regulates the liability of the Entity in relation to certain administrative offences provided for in the same Chapter of the T.U.F., according to criteria similar to those provided for by the Decree.

¹⁴ Article added by Law no. 123/2007 (Measures on the protection of health and safety at work and delegation to the Government for the reorganization and reform of the legislation on the subject) and subsequently replaced by Legislative Decree no. 81/2008 (Consolidated law on health and safety protection in the workplace)

¹⁵ Article added by Legislative Decree no. 231/2007 (Implementation of Directive 2005/60/EC on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing and of Directive 2006/70/EC laying down implementing measures) and amended by Law no. 186/2014 (Provisions on the emergence and return of capital held abroad and for strengthening the fight against tax evasion. Provisions on self-laundering).



ARTICLE OF THE DECREE	PREDICATE CRIMES
25-octies.1 ¹⁶	Offences relating to non-cash payment instruments and fraudulent transfer of assets
25-octies.2 ¹⁷	Offences relating to EU restrictive measures
25-nonies ¹⁸	Offences connected with copyright infringement
25-decies ¹⁹	Inducement not to make statements or to make false statements to the judicial authority
25-undecies ²⁰	Environmental crimes
25-duodecies ²¹	Employment of third-country nationals whose stay is irregular
25-terdecies ²²	Racism and xenophobia

¹⁶ Article added by Legislative Decree No. 184/2021 (Implementation of Directive (EU) 2019/713 on combating fraud and counterfeiting of non-cash means of payment) and amended by Law No. 137/2023 (Urgent provisions on criminal and civil proceedings, combating wildfires, recovery from drug addiction, health and culture, as well as matters concerning judicial personnel and public administration).

¹⁷ Article added by Legislative Decree No. 211 of 30 December 2025 (implementing EU Directive 2024/1226) concerning the administrative liability of organizations in connection with breaches of European Union restrictive measures.

¹⁸ Article added by Law No 99/2009 (Provisions for the development and internationalisation of enterprises, and in the field of energy)

¹⁹ Article added by Law No 116/2009 (Ratification and implementation of the United Nations Convention against Corruption, adopted by the UN General Assembly on 31 October 2003 with Resolution No 58/4, signed by the Italian State on 9 December 2003, as well as internal adaptation rules and amendments to the Criminal Code and the Code of Criminal Procedure).

²⁰ Article added by Legislative Decree No. 121/2011 (Implementation of Directive 2008/99/EC on the protection of the environment by means of criminal law, as well as Directive 2009/123/EC amending Directive 2005/35/EC on ship-source pollution and on the introduction of penalties for infringements) and amended by Law No. 68/2015 (Provisions on crimes against the environment), by Legislative Decree no. 21/2018 (containing provisions implementing the delegation principle of the "code reserve" in criminal matters pursuant to Article 1, paragraph 85, letter q), of Law no. 103 of 23 June 2017) and amended by Law No. 137/2023 (Urgent provisions on criminal and civil proceedings, combating wildfires, recovery from drug addiction, health and culture, as well as matters concerning judicial personnel and public administration).

²¹ Article added by Legislative Decree No 109/2012 (Implementation of Directive 2009/52/EC introducing minimum standards on sanctions and measures against employers who employ third-country nationals who are in Italy illegally) and amended by Law No 161/2017 (Amendments to the code of anti-mafia laws and prevention measures, set out in Legislative Decree No 159 of 6 September 2011, to the Criminal Code and to the implementing, coordinating and transitional rules of the Code of Criminal Procedure and other provisions. Delegation to the Government for the protection of employment at seized and confiscated companies) and by Decree-Law No. 20/2023 (Urgent provisions on legal entry flows of foreign workers and the prevention and fight against illegal immigration).

²² Article added by Law No 167/2017 (Provisions for the fulfilment of obligations arising from Italy's membership of the European Union - European Law 2017) and as amended by Legislative Decree no. 21/2018 (containing provisions implementing the delegation principle of the "code reserve" in criminal matters pursuant to Article 1, paragraph 85, letter q), of Law no. 103 of 23 June 2017).



ARTICLE OF THE DECREE	PREDICATE CRIMES
<i>25-quaterdecies</i> ²³	Fraud in sports competitions, unlawful gaming or betting and gambling carried out by means of prohibited devices
<i>25 quinquiesdecies</i> ²⁴	Tax crimes
<i>25-sexiesdecies</i> ²⁵	Smuggling offences
<i>25-septiesdecies</i> ²⁶	Crimes against cultural heritage
<i>25-duodecimes</i> ²⁷	Laundering of cultural assets and destruction and looting of cultural assets and landscapes
<i>25-undevicies</i> ²⁸	Crimes against animals
<i>Art. 12, Law No. 9/2013</i> ²⁹	Liability of entities operating in the virgin olive oil sector for administrative offences arising from crimes
<i>Article 10, Law No 146/2006</i> ³⁰	Transnational offences under Law no. 146 of 16 March 2006, ratifying and implementing the Convention and Protocols of the United Nations against transnational organized crime
<i>D.Lgs. 129/2024</i>	Adjustment of national legislation to Regulation (EU) 2023/1114 on markets in crypto-assets (MiCA)

1.2 SANCTIONS

The sanctions provided for against the Entity for administrative offences dependent on a crime are as follows:

²³ Article added by Law No. 39/2019 (Ratification and implementation of the Council of Europe Convention on the Manipulation of Sports Competitions, signed at Magglingen on 18 September 2014)

²⁴ Article added by Decree-Law No. 124/2019 (Urgent provisions on tax matters and for unavoidable needs, converted, with amendments, by Law No. 157 of 2019) and last updated by Decree-Law No. 75/2020 (Implementation of EU Directive 2017/1371 on the fight against fraud affecting the financial interests of the Union by means of criminal law) and by Legislative Decree no. 156/2022 (containing corrective and supplementary provisions to Legislative Decree no. 75 of 14 July 2020, implementing Directive (EU) 2017/1371 on the fight against fraud to the Union's financial interests by means of criminal law).

²⁵ Article added by Legislative Decree No. 75/2020 (Implementation of EU Directive 2017/1371 on the fight against fraud affecting the financial interests of the Union by means of criminal law) and as amended by Legislative Decree no. 141/2024 (containing national provisions complementary to the Union Customs Code and revising the penalty system relating to excise duties and other indirect taxes on production and consumption).

²⁶ Article added by Law No. 22/2022 of 9.3.2022 (Provisions on crimes against cultural heritage) and amended by Law No. 6/2024 (Sanctioning provisions regarding the destruction, dispersion, deterioration, defacement, vandalism, and unlawful use of cultural or landscape assets and amendments to Articles 518-duodecimes, 635, and 639 of the Penal Code).

²⁷ Article added by Law No. 22/2022 of 9.3.2022 (Provisions on crimes against cultural heritage)

²⁸ Article introduced by Law no. 82/2025 of 6 June 2025 (containing amendments to the Criminal Code, the Code of Criminal Procedure and other provisions for the integration and harmonisation of the legislation on offences against animals)

²⁹ Article 10, Law No 9/2013 (Rules on the quality and transparency of the virgin olive oil sector)

³⁰ Article 10, Law No. 146/2006 (Ratification and implementation of the United Nations Convention and Protocols against Transnational Organized Crime)



- **pecuniary sanctions;**
- **disqualification measures;**
- **confiscation;**
- **publication of the conviction.**

Pecuniary sanctions, applicable to all offences, are determined through a system based on "*quotas*" of no less than one hundred and no more than one thousand and varying in amount between a minimum of Euro 258.23 and a maximum of Euro 1,549.37.

The judge determines the number of quotas taking into account the seriousness of the offence, the degree of the Entity's liability, and the activity carried out to eliminate or mitigate the consequences of the fact and to prevent the perpetration of additional offences. The amount of the individual quota is determined based on the economic and financial conditions of the Entity, in order to ensure the effectiveness of the sanction (Article 11 of the Decree).

Art. 12 establishes that the amount of the pecuniary sanction is reduced if:

- the author of the crime committed the fact predominantly in his own interest or in the interest of third parties and the Entity did not derive any benefit or derived a minimal benefit;
- the property damage caused is of particular slightness.

Similarly, under Art. 12, paragraph 2, reductions in the penalty are provided for when, before the declaration of the opening of the first-degree trial:

- the Entity has fully compensated the damage and has eliminated the harmful or dangerous consequences of the crime or has otherwise effectively endeavoured to do so;
- or an Organization, Management and Control Model capable of preventing crimes of the kind that occurred (hereinafter also referred to as "Model") has been adopted and made operational.

The disqualification sanctions, with a duration of no less than three months and no more than two years (in cases of crimes against the P.A. as provided for by Law 3/2019, with a duration of no less than four years and no more than seven years, if the crime was committed by subjects in an apical position, and no less than two years and no more than four years if it was committed by subjects under the direction of others) are aimed at the specific activity to which the Entity's offence refers and consist of:

- disqualification from carrying out the activity³¹;
- the prohibition of contracting with the Public Administration, except to obtain the performance of a public service;

³¹ Article 16 provides that "permanent disqualification from carrying out the activity may be imposed where the entity has derived a significant profit from the offence and has already been sentenced, at least three times in the previous seven years, to temporary disqualification from carrying out the activity". Furthermore, "the judge may permanently apply to the entity the sanction of prohibition from contracting with the Public Administration or the prohibition from advertising goods or services where the entity has already been sentenced to the same sanction at least three times in the previous seven years". Finally, "where the entity, or one of its Organizational Units, is systematically used for the sole or prevailing purpose of allowing or facilitating the commission of offences in respect of which the entity may be held liable, permanent disqualification from carrying out the activity shall always be imposed".



- suspension or revocation of authorizations, licenses or concessions functional to the commission of the offence;
- exclusion from subsidies, funding, contributions or grants and the possible revocation of those already awarded;
- the prohibition of advertising goods or services.

The disqualification sanctions are applied in the cases exhaustively indicated by the Decree, only if at least one of the following conditions is met³²:

- 1) the Entity has derived a significant profit from the crime and the crime was committed, alternatively, by:
 - apical subjects;
 - persons under the direction of others when the commission of the offence was determined or facilitated by serious organizational shortcomings;
- 2) in case of repetition of offences.

The type and duration of the disqualification sanctions are established by the judge, taking into account the seriousness of the offence, the degree of liability of the Entity and the activity carried out by the Entity to eliminate or mitigate the consequences of the fact and to prevent the perpetration of additional offences. Instead of applying the sanction, the judge may order the continuation of the Entity's activities by a judicial commissioner.

Precautionary measures can also be applied, some of which bring forward the prohibitions and suspensions referred to in disqualification sanctions, when there is serious evidence to believe that the Entity is responsible for committing the crime and there are well-founded and specific elements that make it appear that there is a concrete danger that crimes of the same nature as the one being prosecuted will be committed (Article 45). In this case too, instead of the precautionary disqualification measure, the judge may appoint a judicial commissioner.

The failure to comply with disqualification sanctions represents an autonomous crime provided for by the Decree (Article 23).

Finally, the Decree provides for confiscation of the price or profit of the crime; when this is not possible, the confiscation may include sums of money, goods or other utilities of equivalent value.

³² The legislator has considered applicable the disqualification sanctions only for some types of offences for the following categories: offences against the Public Administration (Articles 24 and 25 of the Decree); computer crimes and illegal processing of data (Article 24-*bis* of the Decree); organized crime (Article 24-*ter* of the Decree); forgery of money, public credit cards, revenue stamps and identification instruments or identity marks (Article 25-*bis* of the Decree); Offences against industry and commerce (Article 25-*bis.1* of the Decree); corporate crimes (Article 25-*ter* of the Decree); Crimes for the purpose of terrorism or subversion of the democratic order (Article 25-*quater* of the Decree); mutilation of female genital organs (Article 25-*quater.1* of the Decree); offences against individuals (Article 25-*quinquies* of the Decree); manslaughter or severe personal injuries committed in violation of occupational health and safety provisions (Article 25-*septies* of the Decree); receiving, laundering and using money, goods or profits from illegal activities, as well as self-laundering (Article 25-*octies* of the Decree); Offences relating to non-cash payment instruments and fraudulent transfer of assets (Art. 25-*octies 1*); offences connected with copyright infringement (Article 25-*nonies* of the Decree); environmental crimes (Article 25-*undecies* of the Decree), employment of foreign citizens without a proper permit; racism and xenophobia (Art.25-*terdecies*); fraud in sports competitions (Art. 25- *quaterdecies*); tax crimes (Art. 25-*quinquiesdecies*); smuggling (Art. 25-*sexiesdecies*); crimes against cultural heritage (Art. 25-*septiesdecies*); laundering of cultural assets and destruction and looting of cultural assets and landscapes (Art. 25-*octiesdecies*);.transnational offences (Law 146/2006)



When a disqualification sanction is imposed on the Entity, publication of the sentence may be ordered.

Failure to comply with disqualification sanctions

The offence referred to in Article 23 of the Decree punishes anyone who, when performing the activity of the Entity to which a disqualification sanction or precautionary measure has been applied, fails to comply with the obligations or prohibitions inherent in such sanctions or measures.

For the purposes of this rule, all those activities carried out by the Entity that may in any way interfere with the execution of a disqualification sanction or a precautionary disqualification measure are taken into account.

In this regard, it should be noted that the disqualification sanctions that can also be applied as a precautionary measure, as set out in Articles 9 and 45 of the Decree, are:

- disqualification from carrying out the activity;
- suspension or revocation of authorizations, licenses or concessions functional to the commission of the offence;
- the prohibition of contracting with the Public Administration, except to obtain the performance of a public service;
- exclusion from grants, financing, contributions or subsidies and, where applicable, revocation of those already granted;
- the prohibition of advertising goods or services.

In particular, the offence may occur when, during or on conclusion of the proceedings concerning the administrative liability of the Entity to which the active party belongs or of another Entity with which the said party has, on behalf of the Company, relations of any kind, a disqualification measure under the Decree is applied, on a precautionary or final basis.

By way of example, the case is cited of an Entity which has been subject to the precautionary disqualification measure prohibiting it from contracting with the Public Administration and which, in breach of that order, through a third party or in a concealed form, has a contractual relationship with the Public Administration. Again, it may be the case that, following the application to the Entity of a measure prohibiting the advertising of goods or services, the company continues to advertise its services by means of concealed forms of advertising.

1.3 ATTEMPTED CRIMES AND CRIMES COMMITTED ABROAD

In the case of attempted commission of the predicate crimes, the pecuniary sanctions and disqualifying sanctions are reduced by between one third and one half, while the imposition of penalties is excluded if the Entity voluntarily prevents the action from being carried out or the event from taking place. The exclusion of sanctions is justified, in this case, by virtue of the interruption of any relationship of identification between the Entity and the subjects who act in its name and on its behalf. This is a particular hypothesis of the so-called "active withdrawal", provided for by Article 56, paragraph 4, of the Criminal Code.

The Entity is also liable for offences arising from predicate crimes committed abroad.

- On the basis of the provisions of Article 4 of the Decree, the Entity may be held liable for offences covered by the Decree committed abroad, under the following



conditions: the offence must be committed abroad by a person referred to in Article 5, paragraph 1 of the Decree³³;

- the Entity must have its head office in the territory of the Italian State;
- the Entity can only be held liable in the cases and under the conditions set out in Articles 7, 8, 9, 10 of the Criminal Code.

If the cases and conditions referred to in the aforementioned articles of the Criminal Code exist, the Entity is liable provided that the State where the act was committed does not proceed against it.

1.4 PROCEDURE FOR ASSESSMENT OF OFFENCES AND ASSESSING THE ADEQUACY OF THE MODEL

Liability for administrative offences arising from a criminal offence is established within criminal proceedings.

For reasons of efficacy, uniformity and procedural economy, the Decree incorporates the principle of *simultaneous processus* (simultaneous proceedings) with the proceedings to ascertain the offence before the criminal court, i.e. the rule whereby the liability of the Entity and the natural person is ascertained as part of the same proceedings before the criminal court. The general principle is based on *simultaneous processus*, except in specific cases identified by the Code.

The ascertainment of the Entity's liability, attributed to the criminal judge, takes place through verification of the existence:

- of the predicate crime;
- of the interest or advantage of the Entity in the commission of the offence by its top management or a subordinate;
- of an organizational deficiency, known as "organizational fault", which made it impossible to prevent the commission of the predicate crime by the natural person.

1.5 THE EXEMPTING EFFECT OF THE ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL

Articles 6 and 7 of the Decree provide that the Entity's liability is ruled out when the management body has adopted and effectively implemented, before the offence was committed, organizational and management models capable of preventing offences of the kind committed.

The assessment is conducted according to the criterion *ex post* assessment.

The assessment of suitability is, in other words, formulated according to an essentially *ex ante* criterion, whereby the judge ideally places itself in the position of the company at the time when the offence occurred in order to test the adequacy of the Model adopted.

In addition, the task of supervising the functioning of and compliance with the Model, as well as proposing its updating, must have been entrusted to a body of the

³³ Art. 5, para. 1, Legislative Decree 231/01: "*The Entity is liable for offences committed in its interest or to its advantage: a) by persons who hold representative, administrative or managerial positions of the Entity or one of its Organizational Units with financial and functional independence as well as by persons who exercise, even if de facto, the management and control of the same; b) by persons subjected to the management or supervision of one of the persons referred to in letter a)*". However, for greater completeness, see what is reported in the "Definitions" of the Model ("*Recipients*").



Entity ("Supervisory Body", "SB") that is endowed with autonomous powers of initiative and control. In particular, in the case of offences committed by persons in an apical position, Article 6 provides for exoneration if the Entity proves that:

- the persons who committed the offence acted by fraudulently evading the aforementioned Model;
- there has been no omission or insufficient supervision by the SB.

As far as persons in a subordinate position are concerned, Art. 7 provides for the exemption in the case in which the Entity has adopted and effectively implemented, before the commission of the crime, a suitable organizational, management and control Model.

The Decree also provides that the Model, in order to be suitable, must meet the following requirements:

- identification of the areas within the scope of which there is the possibility of offences being committed;
- provision of protocols aimed at planning the training and implementation of the Entity's decisions in relation to the offences to be prevented;
- identification of the methods of management of financial resources suitable to prevent the commission of such offences;
- provision of information obligations towards the SB;
- introduction of an internal *disciplinary system* suitable for sanctioning non-compliance with the measures indicated in the Model;
- a whistleblowing system for reporting violations of the Organizational, Management and Control Model and investigating the reported event or situation.

1.5.1 GROUPS OF COMPANIES

LGS is a Company subject to the management and coordination of Leonardo S.p.A.³⁴.

This circumstance generates the need to make certain clarifications regarding the administrative liability of companies within a group of companies.

In the Italian legal system, the group is considered as a unit only from an economic perspective, but not from a legal perspective.

The group of companies is not among the recipients of the Decree listed in Article 1.

Confindustria, the Association of Italian Industries, has also expressed its opinion on the Group's liability under Decree 231, devoting paragraph V to the subject in

³⁴ Leonardo, in the exercise of the management and coordination activity attributed to it by Article 2497 of the Italian Civil Code and respecting the organizational, management and operational autonomy of the Group companies, requires its direct or indirect subsidiaries, subject to Italian law, to adopt and implement Models which take into account the specific risk profiles connected to the actual operations of each company, in pursuit of the following objectives: a) to ensure correct behaviour, in compliance with laws, industry regulations and the principles expressed in the Leonardo Group Anti-Corruption Code and the Code of Ethics adopted by the Company; b) to make all those operating within the Group context aware that any unlawful conduct may give rise to the application of criminal and administrative sanctions, with serious damage to the assets, operations and image not only of any company involved, but also of Leonardo and the other Group companies. All Group companies are required to comply with the rules and principles contained in the Group's Charter of Values, the respective Codes of Ethics, the Group's Anti-Corruption Code, the Whistleblowing Guidelines, the Directives, their own procedures and other corporate documents, as well as applicable national, international and local regulations.



its 2014 – and 2021 – Guidelines for Organizational Models (“Liability for crimes in Groups of Companies”).

This document clarifies that the Group cannot in itself be considered as a direct basis for attribution of liability under Decree 231, since it is not included among the subjects indicated in Article 1 of Legislative Decree 231/2001 (no “Group Liability”). On the other hand, the extension of liability to the holding/parent company for the offence committed by the subsidiary is considered admissible, even if it cannot automatically be held that the fact that the company belongs to a group in itself means that the choices made, for example, by the subsidiary pursue an interest that transcends its own, being instead attributable to the entire group or to its holding or parent company. This is also because there is no general duty of guarantee provided by top management of the holding/parent company in relation to preventing the commission of offences within the subsidiaries.

Therefore, for criminal liability to arise, the offence committed in the subsidiary must have brought about a specific and concrete benefit - actual or potential and not necessarily of a financial nature - for the parent company³⁵.

The holding company must therefore exercise management and coordination over its subsidiaries without systematically and continuously interfering in subsidiary management, which would make it a de facto director of the subsidiaries, potentially liable under Decree 231 should a predicate crime be committed within the subsidiary. In accordance with the majority of case law that has emerged on the subject of 231 liability and Groups of Companies, in addition to the case just described, the holding company may be held liable for 231 purposes under Article 110 of the Criminal Code for involvement of a top manager/employee of the holding company in an offence committed by a top manager/employee of the subsidiary, and, as established in case law (Criminal Court of Cassation, section IV, no. 32899/2021), with specific reference to culpable offences, where risk management is performed by the top management of the parent company for areas of risk connected to the subsidiary's business activity.

Therefore, Leonardo S.p.A., in the exercise of its management and coordination powers and acting in compliance with the principles of proper corporate and business management of the Group, must require the adoption and effective implementation by all Group Companies of their own organizational models, indicating the structure of the code of conduct, the common principles of the disciplinary system and the relevant implementation protocols. In parallel, LGS, as the recipient of the precepts of the Decree, while complying with the directions and implementation methods provided by the holding company, according to the organizational and operational structure of the Group, independently prepares and revises its own Model, reflecting its own business framework and providing - where appropriate - ethical and behavioural principles specifically determined in relation to the sector of activity of the Entity and the crimes relevant to it.

³⁵ The case law on legitimacy (see Italian Supreme Court of Cass. Sect. II. crim., sentence no. 52316 of 2016, which adopted the principle of law developed by the Court in sentence no. 24583 of 2011, Cass. Sect. V crim.) has clarified that the entity's interest in or benefit from the commission of the offence must be established in concrete terms. Liability may only be extended to the holding company if: a) a predicate crime has been committed in the immediate and direct interest or to the advantage not only of the subsidiary but also of the holding company; b) natural persons functionally connected to the holding company took part in the commission of the predicate crime by making a causally relevant contribution in terms of complicity, proven in a concrete and specific manner.



Finally, it should be pointed out that, in this context, LGS, as a subsidiary, requests support from the competent holding company function to assist the adoption, implementation and monitoring of its Model. In this regard, the parent company's Internal Audit function, which has distinct independence standards and whose scope of action also extends to the Company (which does not have its own audit structure), is called upon to support Company management in relevant initiatives for the purposes of Decree 231. In particular, Internal Audit can promote overall consistency of approach with respect to the holding company guidelines, while respecting the decision-making autonomy of each organization.

LGS, as a Group company subject to Italian law and an autonomous recipient of Legislative Decree 231/2001, adopts and implements its own Model taking into account the specific risk profiles related to its actual business operations and ensuring its consistency with the principles and rules applicable within the Group context. In particular, the Company considers compliance with applicable laws and sector regulations, as well as with the principles set out in the Code of Ethics and the Group Anti-Corruption Code, to be an essential condition for ensuring proper conduct and preventing unlawful behaviours that may result in the application of criminal and administrative sanctions and cause damage to the assets, operations and reputation of the Company and, more generally, of the Group.

In line with the above, the Company is required to comply – where applicable – with the rules and principles set out in the Group Charter of Values, in the relevant codes and policies, in the Whistleblowing Management Guidelines, in the Directives and Group procedures adopted, as well as in its own procedures and other corporate documents, in addition to applicable national, international and local laws and regulations.

2. CONFINDUSTRIA BEST PRACTICES AND GUIDELINES

The preparation of this Model is inspired by industry best practices and the Guidelines issued by Confindustria³⁶, adopted as a methodological reference framework for the design of the prevention and control system pursuant to Legislative Decree 231/2001.

In line with this approach, the Company also takes into account, where applicable and taking into account its operational scope and the Group context, additional external sources – as referred to in the General Part (laws, regulations, standards and best practices) – ensuring their systematic alignment with the Model architecture, the organizational and procedural control measures and the related updating processes.

The approach set out by the Confindustria Guidelines for the preparation of the Model can be summarised as the following fundamental points:

- identification of the *areas at risk*, aimed at verifying in which areas/sectors of the company the crimes may be committed;
- preparation of a control system capable of reducing risks through the adoption of specific protocols. This is supported by the coordinated set of organizational structures, activities and operating rules applied - on the instructions of top management - by the management and company staff, aimed at ensuring a good internal control system.

³⁶ Issued on 7 March 2002, the Guidelines have been updated by Confindustria several times in the following years. The latest version is dated June 2021. In addition in October 2023 Confindustria issued the "Operational Guide for Private Entities – New Whistleblowing Discipline".



The most relevant components of the preventive control system proposed by Confindustria are:

- code of ethics;
- updated, formalized and clear organizational system;
- manual and computer procedures;
- powers of authorization and signature;
- control and management systems;
- communications to and training of staff;
- integrated control system.

With regard to negligent offences, in addition to those mentioned above, the Guidelines provide as a specific control principle the adoption of a monitoring system for the management of health and safety at work.

In addition, the preventive control system must comply with the following control principles:

- verifiability, traceability, consistency and congruity of each operation;
- operational management: integration of the control system with the overall management of corporate processes;
- segregation and separation of duties (no one person can independently manage all stages of a process);
- documentation of controls.

In addition, the control system must provide for:

- a whistleblowing policy³⁷, governing the procedures for making *whistleblowing* reports and for managing them, setting out distinct stages and responsibilities, including the identification of the Internal Reporting Channel and of the office designated as Whistleblowing Investigation Unit;
- the establishment of a Supervisory Body, which should preferably be composed of external persons, whose main requirements are:
 - autonomy and independence;
 - professionalism;
 - continuity of action.
- obligation on the part of the company departments, in particular those identified as being most "at risk", to provide information to the SB, also on a structured basis or to report anomalies or inconsistencies found in the information available (in the latter case, the obligation is extended to all employees without following hierarchical lines);
- possibility of implementing organizational solutions within groups of companies that centralize within the Parent Company the operating resources to be dedicated to supervision under Legislative Decree 231/01 also for the companies of the Group itself, provided that:
 - the SB is established in each subsidiary;
 - it is possible for the SB of the subsidiary to use the operating resources of Leonardo S.p.A. dedicated to supervision on the basis of a predefined contractual relationship;

³⁷ In compliance with Italian Legislative Decree no. 24 of 10 March 2023 ("*Whistleblowing Decree*"), implementing in Italy the EU Directive 2019/1937 concerning "the protection of persons who report breaches of Union law" as well as the "Guidelines on the protection of persons who report breaches of Union law and protection of persons who report breaches of national regulatory provisions – procedures for the submission and management of external reports", approved by ANAC with Resolution no. 311 dated 12 July 2023.



- the persons used by the SB of Leonardo S.p.A., when performing checks at the other companies of the group, take on the role of external professionals who carry out their activities in the interest of the subsidiary, reporting directly to the SB of the latter, with the confidentiality constraints of an external consultant.

Finally, in order to strengthen the transparency of information on business activities, the above Guidelines have devoted a paragraph to the disclosure of non-financial information. On this point, although the Company is not one of the entities obliged to prepare an individual non-financial statement (NFS) for each financial year, it is covered by the consolidated statement prepared by Leonardo.

It is understood that the decision not to follow the Guidelines in certain specific points does not affect the validity of a Model. In fact, since the latter is drafted with reference to the peculiarities of a particular company, it may differ from the Guidelines, which are general in nature.

2.1 MAIN EXTERNAL SOURCES USED AS REFERENCE

In line with the Confindustria Guidelines, the Company also takes into account – where applicable and within the scope of its operations – the additional external sources referred to in the General Part of the Model (laws, regulations, standards and best practices), adopting them as a methodological reference for the design and development of its control system. In particular, such external sources include:

- i. the Leonardo S.p.A. Directive on the “Adoption, implementation and updating of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001”, which defines, in accordance with the applicable regulatory framework, the Confindustria Guidelines, case law, legal doctrine and best practices, the principles and obligations relating to the adoption, implementation and updating of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001;
- ii. the Leonardo S.p.A. Operational Guidelines on “Risk Analysis in relation to Anti-Corruption, Model 231 and the Compliance Programme”, which set out the procedures for carrying out risk analysis in support of the risk assessment activities performed as part of the prevention measures adopted, as well as the Enterprise Risk Management (ERM) methodology adopted within the Leonardo Group, as a methodological reference for integrating the 231 risk assessment with a structured assessment of risk exposure and the effectiveness of control measures, for the purpose of identifying the response strategy and the related monitoring activities (also in line, where applicable, with the main reference frameworks, including the 2017 COSO Enterprise Risk Management Framework);
- iii. ISO 37001:2016 (“Anti-bribery management systems”), as the reference standard for the structure of the Company’s anti-corruption control system, in line with the Group’s system of rules and controls;
- iv. the UNI EN ISO 45001:2018 and UNI EN ISO 14001:2015 standards, as reference standards for Health, Safety and Environment matters, with controls relating to planning, implementation, monitoring/auditing and periodic review aimed at continuous improvement, as well as Article 30 of Legislative Decree 81/2008, as a reference for the requirements of Model 231 concerning negligent crimes relating to health and safety at work and for alignment with management systems consistent with the relevant ISO standard;
- v. Legislative Decree No. 24 of 10 March 2023 (implementing Directive (EU) 2019/1937), as a reference for the establishment of the whistleblowing man-



agement system, together with the Leonardo Group Whistleblowing Management Guidelines and the ANAC Guidelines on external reporting (Resolution No. 311/2023, as amended);

- vi.** Law No. 262/2005 and Article 154-bis of Legislative Decree No. 58 of 24 February 1998 (Consolidated Law on Finance - TUF), as references for the Internal Control over Financial Reporting (ICFR) system defined at Group level and applied by the Company, where relevant, through the adoption of Group procedures and controls and cooperation in verification, testing and remediation activities;
- vii.** Law No. 23 of 11 March 2014 and Legislative Decree No. 128/2015 (cooperative compliance), as references for the Tax Control Framework, understood as a structured system for the identification, measurement and management of tax risk integrated into the internal control system and the risk management process;
- viii.** Regulation (EU) No. 596/2014 (Market Abuse Regulation), as the reference framework for the Group's control system concerning the management of inside information, internal dealing and the insider register; in this regard, the Company operates, where applicable, in accordance with the relevant Group procedures;
- ix.** Consob Regulation No. 17221/2010, as amended, on Transactions with Related Parties, as a reference for the safeguards relating to the transparency and substantive and procedural fairness of transactions, in line with the relevant Group procedure and the corporate procedures adopted;
- x.** the safeguards relating to the disclosure of non-financial information, in respect of which, although the Company is not among the entities required to prepare an individual non-financial statement for each financial year, it contributes, where applicable, to the consolidated reporting prepared by Leonardo.

Furthermore, the Company monitors significant updates to the external sources referred to above and assesses their impact on the Model and on the related control measures; such updates constitute a relevant event for the purposes of reviewing and, where necessary, updating the Model, in accordance with the methodology and criteria described in paragraph 3.4.3 below.

3. ADOPTION OF THE ORGANIZATIONAL AND MANAGEMENT MODEL BY LEONARDO GLOBAL SOLUTIONS

3.1 LEGAL STRUCTURE, ORGANIZATIONAL AND GOVERNANCE FRAMEWORK

Leonardo Global Solutions is a sole shareholder company, subject to the management and coordination of Leonardo S.p.A.

The Company's corporate governance model complies with the provisions of the Italian Civil Code and other legislative and regulatory provisions governing companies (in particular those contained in the TUF).

The administration and control system adopted, based on the traditional model, is structured as follows:

- The Shareholders' Meeting, which is responsible for passing ordinary and extraordinary resolutions on matters reserved for it by law or by the by-laws.
- Board of Directors, the main body vested with strategic business direction and with the responsibility for defining the organizational structure, and entrusted with the broadest powers for the management of the Company, including the



power to carry out all acts deemed necessary or appropriate to achieve the corporate purposes, with the exclusion of the acts reserved - by law and by the by-laws - to the Shareholders' Meeting.

- Board of Statutory Auditors, which is responsible for monitoring: a) compliance with the law and the articles of association, as well as respect for the principles of correct administration; b) the adequacy of the Company's organizational structure, the internal control system and the administrative and accounting system, also with reference to the reliability of the latter in correctly representing management events; c) the adequacy of the instructions given to subsidiaries in relation to the information to be provided in order to fulfil reporting obligations.

In particular, LGS has an Organizational Structure that assigns responsibilities and identifies hierarchical reporting lines based on the Company's size and operating structure, as well as on the needs imposed by the market.

The organizational structure reporting directly to the Top Management consists of:

- Business structures, organized into Organizational Units (OUs), which ensure the development and oversight of the Company's core business. In particular, these include:
 - OU Procurement Services
 - OU Real Estate
 - OU General & People Services
- Staff organizational structures, composed of Organizational Units (OUs), which ensure the direction and coordination of the Company. In particular, these include:
 - OU Legal, Corporate Affairs & Compliance
 - OU People & Organization
 - OU Finance, Performance & Governance

In this context, it should be noted that certain OUs are also entrusted with the management of Environmental Management services (OU P&O) and Energy, Water & Waste Management (OU FPG).

Furthermore, the Company has adopted a system of delegated authority in the field of occupational health and safety and the environment, with a view to ensuring the appropriate and ongoing identification of risks and hazards in this area and, consequently, optimising the management of these issues in line with the Company's organizational structure.

To ensure more effective compliance with occupational health and safety and environmental obligations, senior management delegates functions, by means of notarised powers of attorney, to specific managers within its structure, granting them organizational and management powers in this area following verification of their possession of the necessary requirements and skills in line with current regulations. The structure of the delegation takes into account all the elements necessary to ensure the effective exercise of powers by the delegated persons, the control of risks and the possibility of direct intervention should unforeseen and unpredictable circumstances, as well as emergency situations, require the adoption of timely and targeted actions for their management and the restoration of normal operational conditions.

With the aim of ensuring compliance with the relevant regulatory requirements and maintaining the functionality and effectiveness of the Integrated Health, Safety and Environment Management System in accordance with UNI EN ISO 45001 and 14001, the Company has established a corporate function responsible for managing HSE matters. This function is primarily responsible for verifying and monitoring the



correct application of regulations concerning occupational health and safety and environmental aspects, as well as for contributing to the adoption of prevention, control and monitoring tools with regard to HSE risks and ensuring their continuous improvement through periodic review.

3.2 MISSION AND CORPORATE OBJECTIVES

The main process areas covered by LGS are as follows:

3.2.1 GROUP PURCHASING

LGS aims to contribute to the reduction of operating costs, the rationalisation and control of expenditure, and the control and streamlining of related processes, through the management of procurement and, in particular, the following related services: a) the negotiation, conclusion and/or preparation of contracts and/or framework agreements with selected and qualified suppliers ("Strategic Sourcing"); b) the management of individual purchase requisitions and the issue of the relevant purchase orders to selected suppliers ("Operational Procurement").

Procurement Services

LGS is entrusted with responsibility for the entire purchasing process for specific product categories ("core business" and "non-core business") through the granting by Leonardo S.p.A. and Leonardo Group Companies of a specific irrevocable mandate with representation and a power of attorney to perform the legal acts necessary for the purchase of goods and/or services relating to the selection of suppliers, negotiation, preparation, amendment, withdrawal from and termination of purchase orders and contracts. For additional product categories not covered by the aforementioned mandate with representation, LGS provides framework agreements concluded in favour of Leonardo S.p.A. and Leonardo Group Companies.

3.2.2 REAL ESTATE

As part of the management of the real estate assets (almost all owned by LGS) used by Leonardo and its Divisions in Italy, LGS is responsible for looking after and obtaining maximum value from the properties through the integrated management of administration, technical and maintenance, environmental and energy aspects related to the Group's offices and industrial plants. LGS, through a network of local offices coordinated by a central hub, is responsible for a vast real estate portfolio, carrying out the following activities: a) Property & Asset Management, for the optimisation, day-to-day management, redevelopment, enhancement and commercial exploitation of owned real estate assets; b) Engineering and Project Management for real estate assets according to the specific industrial needs of the companies using the site and the development of their core business; c) consultancy services for the management of the cost estimation, design and execution process for infrastructure and civil works ("Construction").

Property & Asset Management

The integrated management of real estate assets includes both activities relating to the management of assets in use by Group Companies/Divisions and activities relating to the management of assets that are no longer operational/decommissioned. In particular, LGS has responsibility for:

- ensuring the technical and administrative management of the assets and their compliance with town planning and land registry requirements;
- managing ordinary maintenance;
- identifying activities/investment projects for extraordinary maintenance and/or new infrastructure;



- developing strategies to maximise value from real estate that is no longer in use, including both use for income generation (e.g. leasing or sales) and conversion from industrial to civil use;
- assessing the characteristics of the Group's non-strategic real estate assets and identifying opportunities for leasing and/or renegotiation of existing contracts.

Engineering and Project Management

LGS oversees infrastructure modernisation or expansion through an expert technical department which regularly and promptly checks progress on projects, from the feasibility study through to the handover of the completed works, while at the same time providing the support services required for the construction of new infrastructure or the expansion of existing infrastructure to meet the new or changed industrial needs of the Group Companies/Divisions.

Construction

In line with the Guidelines issued by Leonardo S.p.A. on 17 November 2021 with reference to the management of the cost estimation, design and construction process for infrastructure and civil works as part of programs related to the supply of core products by Leonardo, LGS provides certain Leonardo Divisions with:

- services related to the management of the pre-sale phase;
- services related to the management of the bidding phase;
- “Project Management” consultancy services for: i) design, ii) execution and iii) testing of infrastructure works, including support for the handover of the works to customers (domestic and/or foreign);
- “Program Management Office” consultancy services dedicated to monitoring and reporting on the consultancy activity provided.

Leonardo S.p.A. remains the owner of the job order to which the aforementioned services refer and, in particular, is exclusively responsible for managing relations with the customer.

3.2.3 FACILITY SERVICES FOR BUILDINGS, PEOPLE AND THE BUSINESS:

LGS centrally manages Facility Management services for the Leonardo Group. These are essentially divided into three macro-areas: a) Building services; b) People services; c) Business services.

Building services

These include all activities aimed at ensuring the continuous functioning of the sites where the customer company carries out its operations, in compliance with quality, environmental hygiene and safety standards and functional operating requirements. In particular, these services cover: maintenance and operation of general plant and buildings; ordinary and extraordinary cleaning; pest control and sanitation; maintenance of green areas; snow removal and de-icing; office layout and removals; portage and furniture.

People services

These include the planning and management of activities designed to enhance the well-being of those who work in the company, in line with the Group's sustainability objectives.

In particular, these services cover: in-house food service (canteen and catering); automatic vending machines for hot or cold beverages and foodstuffs; management of lunch vouchers and arrangements with external providers; travel within and outside facilities; relocation.

Business services



These include all the activities that support the company's core business, enabling the effective performance of work activities, also through the use of dedicated platforms and digital technologies.

In particular, these services cover: business travel; travel validation, fleet management and fuel cards; mobility management; management and preservation of digital documents; printing and document digitisation centres; centralised archives; mail sorting and delivery service; office materials management (electronic catalogue); set-up and hospitality support for exhibitions and trade fairs, events and delegations; management of representative offices abroad.

3.2.4 ENVIRONMENTAL MANAGEMENT

In line with the Group's environmental strategies and policies, LGS is responsible for:

- defining environmental prevention policies and managing related risks with regard to owned assets;
- planning, scheduling and implementing environmental audit programs and checks at sites under its ownership, with particular regard to sites leased to Leonardo Divisions/Companies;
- implementing the Company's ISO 14001-certified Environmental Management System;
- guaranteeing specialist technical support to the Company's Organizational Units for specific projects, the sale of real estate, the closure of industrial sites and monitoring and control of environmental investigation and reclamation activities at owned sites used by Leonardo Companies/Divisions;

Environmental Services

As part of the reclamation procedures and related activities for which Leonardo S.p.A. is the "owner" under Articles 242 or 245 of Legislative Decree 152/2006, LGS provides specific consultancy services aimed at supporting the management of monitoring and investigation, characterisation and environmental reclamation activities, it being understood that Leonardo S.p.A., as owner of the site reclamation procedure, remains the sole party responsible for the procedure itself and all related activities and costs. In particular, these services, which are also provided by third-party providers, consist of support to the process manager for:

- management of the requirements set by the supervisory and control bodies;
- technical choices relating to the remediation procedures underway at the sites concerned;
- review and, where necessary, modification of the technical documents/reports prepared by the aforementioned third-party suppliers for submission to the supervisory and control bodies;
- supervision of the monitoring activities carried out by said external providers;
- identification of additional work to be performed, the need for which has emerged during the execution of the activities;
- preparation of any technical specifications and documents that may be required for the activities to be entrusted to the aforementioned external providers;
- participation in technical round tables/service conferences held by supervisory and control bodies.

3.2.5 ENERGY, WATER & WASTE MANAGEMENT

LGS supports Leonardo Corporate in improving the energy performance of the sites used by Leonardo through:



- planning and implementation of regular audits to ensure the energy consumption profile of the sites is always up-to-date;
- use of a single model for the technical and financial project analysis, to identify priority initiatives and for the submission of investment proposals, including assessment of contractual models involving third-party financing;
- support for Divisions using the site in implementing the identified initiatives;
- preparation of guidelines, policies and procedures to ensure the correct use of energy resources, both for civil and industrial use;
- management of the “Energy Efficiency Program”, by monitoring the status of initiatives, checking the savings achieved against project assumptions and reporting, in sustainability projects, on the initiatives implemented and the related energy benefits.

In addition, LGS:

- oversees the entire reporting process for Leonardo's Environmental Capital as required for Leonardo's Integrated Report and NFS, Leonardo's participation in the CDP-Carbon Disclosure Project and DJSI (Dow Jones Sustainability Index), as per the relevant service contract;
- provides Leonardo with Water and Waste Sustainability Services: Water & Waste Management Plan; management and coordination of Water Assessments and Waste Assessments, as per the relevant service contract.

3.3 THE COMPANY'S INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The Company's risk governance, in line with the Leonardo Group's Internal Control and Risk Management System and with this Organization, Management and Control Model pursuant to Legislative Decree 231/2001 and the Group Anti-Corruption Code, as well as with applicable national and international standards and best practices, provides that:

- the Company's Board of Directors is responsible for overseeing the Internal Control and Risk Management System and for defining its guidelines in line with the Group's policies and directives;
- the control bodies (Board of Statutory Auditors and Supervisory Body) have access to relevant information and adequate levels of visibility over the risk management system, in line with their respective supervisory responsibilities;
- second-level control functions define processes, procedures and methodologies in order to ensure that business operations are managed according to a risk-based approach;
- business structures and staff organizational structures identify, assess and manage project and business risks, with reference to the objectives set and the processes managed, ensuring adequate reporting to the higher corporate levels;
- the Internal Audit function – performed by the Group Internal Audit Organizational Unit of Leonardo S.p.A., as an independent third-level control function – systematically collects the results of risk assessment and monitoring activities, carrying out the related evaluations for the purpose of planning its control activities;
- the Risk Management Unit of Leonardo S.p.A. ensures, within the Leonardo Group, the dissemination of methodologies, metrics and tools for the proper analysis and management of risks.

Accordingly, the operational management of risks within LGS:

- involves the entire organization on an ongoing basis in the management of business and project risks;



- is supported by Enterprise Risk Management (ERM) and Project Risk Management (PRM) processes;
- is structured into the phases of Risk Identification, Assessment, Treatment and Monitoring, as well as the related response plans, the results of which are appropriately reflected in periodic reporting.

3.3.1 COMPONENTS OF THE PREVENTIVE CONTROL SYSTEM

The components of the preventive control system adopted by Leonardo Global Solutions S.p.A. are:

- an **internal regulatory system**, aimed at preventing predicate crimes, which among other things includes:
 - the Charter of Values, which expresses the guiding principles of the Leonardo Group's way of doing business, based on the commitment to operate, anywhere in the world and at any level, according to strong and shared ethical values;
 - the Anti-Corruption Code of the Leonardo Group, which expresses the rules for preventing and combating corruption;
 - the Code of Ethics, which expresses the ethical commitments and responsibilities in conducting business and corporate activities assumed by all those who operate on behalf of or in the interest of Leonardo;
 - the Whistleblowing Management Guidelines;
 - internal procedural rules (known as "protocols") aimed also at regulating the operational methods in the crime risk areas, which constitute the rules to be followed in carrying out business activities, providing for the controls to be carried out in order to ensure the correctness, effectiveness and efficiency of such activities.
- a sufficiently formalized and clear **organizational framework**, consistent with the Company's activities, aimed at ensuring proper conduct and guaranteeing a clear and structured allocation of responsibilities and an appropriate segregation of duties, through organizational charts formalised by means of Service Orders and Organizational Communications, which identify the assigned responsibilities, areas of activity, coordination mechanisms among the different Organizational Units, as well as hierarchical and functional reporting lines, and which reflect the actual operations of the functions concerned;
- **authorization framework**: powers of authorization and signature consistent with the defined organizational and managerial responsibilities. In particular, the Company grants:
 - permanent representation powers, through registered notarial proxies, in relation to the performance of activities related to the permanent responsibilities set out in the corporate organization;
 - powers relating to individual operations, conferred with proxies, in accordance with the laws that define the forms of representation and with the types of individual acts to be stipulated, as well as considering the different needs of enforceability to third parties.

The Company ensures constant updating and consistency between the system of powers and the defined organizational and managerial responsibilities, on occasions such as, for example, the revision of the Company's macro-organizational structure (for example, the establishment of first-level organizational units), significant changes in responsibilities and rotations in key positions within the structure, the departure from the organization of individuals endowed with Company powers or the entry of individuals who require company powers.



- a **management control system** and a **financial flows control system** for activities at risk, structured across the various stages of the annual budgeting process, periodic reporting and forecasting activities, which ensures:
 - the plurality of subjects involved, in terms of adequate segregation of functions for the processing and transmission of information, so as to ensure that all disbursements are requested, authorized, carried out and controlled by independent functions or by persons who are as distinct as possible, to whom, furthermore, no other responsibilities that could lead to conflicts of interest are assigned. A double signature is also required for the use of liquidity for amounts exceeding predetermined thresholds;
 - the preservation of assets, with the related prohibition of carrying out risky financial operations;
 - the ability to provide timely reports of the existence and emergence of critical situations through an adequate and timely system of information flows and reporting;
- an **internal control system**, consisting of:
 - procedures, manual or computerized, aimed at regulating the activities in company areas at risk with the appropriate control points;
 - management control framework capable of providing prompt notification of the existence and emergence of critical profiles, in particular manual and automatic control principles capable of preventing the commission of offences or detecting ex-post irregularities that could be in contrast with the aims of the Model;
 - segregation of duties between those who carry out an activity operationally, those who control it, those who authorize it and those who record it;
 - ex-post traceability: the activities and controls carried out within the Sensitive Processes are suitably formalized;
- a **remuneration and incentive system**, which applies to all the Company's workers and those who, despite not being employees, operate on behalf or in the interest of the same. This system sets goals that are reasonably defined and is also focused on enhancing the qualitative and behavioural element of its recipients' actions;
- an **outsourced process management system**: the Company has defined the outsourced activities, the criteria for selecting suppliers - based on professionalism, reputation, honourability, and financial capacity - and the methods for evaluating their performance;
- a **Supervisory Body** - equipped with the requirements of autonomy, independence, continuity of action and professionalism - with the task of overseeing the operation and compliance with the Model and proposing its updating, by granting, for this purpose, powers, means and access to the necessary information for the performance of the activity;
- a **training and information system** aimed at disseminating the contents and principles of the Model to all Recipients;
- a **disciplinary system** suitable for sanctioning the violation of the rules of the Code of Ethics and other provisions of the Model.

Within the Leonardo Group context, these components, which form an integral part of this Model, are adopted and implemented by LGS in line with the guidelines, directives and control methodologies issued by the Parent Company, which constitute a reference framework for the implementation and continuous improvement of the Company's internal control and risk management system, without prejudice to



LGS's autonomy in identifying Sensitive Activities, adopting and updating the Model, as well as defining and implementing the related control measures.

Therefore, hereinafter the principles on which some protocols of the Leonardo Global Solutions S.p.A. Model are based are described and which have common characteristics in relation to all the types of offences provided for by the Decree, while - without prejudice to what is set out in the present paragraph - reference is made to the Special Parts as regards the protocols that have specific characteristics for each type of offence.

It should be noted that, with regard to the Code of Ethics, the Supervisory Body, the disciplinary system and the personnel training communication system, reference should be made to the subsequent specific chapters of the Model.

System of ethical principles and rules of conduct

The Recipients shall respect the ethical principles and general rules of conduct in the performance of their activities and in the management of relations with colleagues, business partners, customers, suppliers and the Public Administration, which can be found in the following Company source documents:

- Code of Ethics;
- Principles and rules of conduct, contained in this Model;
- Charter of Values of the Leonardo Group;
- Leonardo Group Anti-Corruption Code;
- LGS Anti-Corruption Manual;
- Whistleblowing Management Guidelines;
- GDPR Procedures;
- Internal procedures with particular reference to Procedure 1;
- Intra-group contracts and applicable group procedures/directives within LGS.

The prescriptions contained in this Model are integrated with those listed above and are based on their principles. The general principles and rules of conduct contained in this Model therefore complement the already existing ethical principles with the specific requirements necessary to prevent the commission of the relevant offences. With particular reference to the Code of Ethics, it represents an instrument adopted autonomously and is susceptible to general application by the Company in order to express the principles of "corporate ethics" which it recognizes as its own and which it calls upon all Recipients to observe. The Model, on the other hand, responds to the specific requirements of the Decree, and is aimed at preventing the commission of particular types of offences for acts which, insofar as they are committed apparently in the interest or to the advantage of the Company, may result in administrative liability under the provisions of the Decree.

The documents listed above, which contain the Company's ethical principles, must be updated and supplemented promptly in the event that new areas of activity or any problems arising from their effectiveness emerge. The above documents must also be adequately distributed to the Recipients and appropriate training must be provided to the Recipients in order to appropriately illustrate the content, meaning and scope of application of the ethical principles and rules of conduct.

Organizational Framework

The Company's Organizational System (organizational structures/positions, objectives and areas of responsibility) is defined through the issuance of Organizational Provisions (i.e. Service Orders and Internal/Service Communications) by the Chief Executive Officer.



Formalization and dissemination are ensured by the People & Organization Function, which, if necessary, updates the Company's organizational chart on the basis of the organizational provisions issued.

The content of the Organizational Provisions, as well as the updating of the organization chart, is circulated to all company personnel through publication on the company intranet, as well as by e-mail.

Service Notices may have as their subject matter:

- the formalization of roles and responsibilities within the various corporate Organizational Structures;
- the establishment, amendment, suppression of Organizational Structures, committees, projects and corporate working groups.

In addition, the Company also issues and distributes Internal/Service Communications, which deal with organizational and operational aspects of the Company's organization (e.g., documenting developments and changes related to people that have an impact on and are reflected in organizational dynamics) such as:

- managerial appointments;
- the departure from the organization of people who have held key roles or who have made a significant professional and personal contribution during their work for the company.

Attached to the main organizational provisions, the Organizational charts provide a concise, schematic and conventional representation of the structure of the Organizational Structures, making it possible to quickly identify responsibilities and hierarchical ("solid line") or functional ("dotted line") links between Organizational Units.

Authorization Framework

The Company's Authorization Framework is set up in accordance with the following requirements:

- the organizational and managerial responsibilities assigned are consistent with the company's activities and objectives;
- delegations of authority and proxies combine tasks with the relative organizational and management responsibilities assigned and actually carried out;
- each proxy and power of attorney unambiguously defines the powers of the delegate and the proxy respectively, specifying the limits and methods of exercise, also by means of operational directions formalized with accompanying letters;
- all those who act in the name and on behalf of Leonardo Global Solutions with respect to third parties, and in particular the Public Administration, must do so based on a specific proxy or power of attorney to represent the Company.

In particular, the system provides for the allocation of:

- permanent representation powers, attributable by means of registered power of attorney drawn up by a Civil Law Notary, in relation to the performance of activities connected with the permanent responsibilities existing within the corporate organization;
- powers to carry out single operations, in each case conferred by means of a power of attorney in compliance with the laws that define representation and with the types of deeds to be entered into, as well as taking into account the different needs of enforceability towards third parties.

In addition, there are proxies connected with health, safety and the environment that assign specific powers of expenditure, control and intervention to the heads of Organizational Units or Business Units that manage activities potentially at risk with



specific reference to offences relating to health and safety at work and environmental crimes.

For a description of the system of such powers and delegations, reference should be made to paragraph 3.2 and to the control measures described in paragraph 3.3.2 below, as well as to the specific protocols set out in the Special Part.

Company procedures in areas at risk

Internal procedures are directed towards compliance with the following control principles:

- **segregation of duties:** separating, as far as possible, within each process, the person who makes the decision (decision-making impulse), the person who authorizes, the person who executes that decision and the person who is entrusted with controlling the process;
- **traceability:** written record of each relevant step in the process, including control;
- **formalization:** adequate level of formalization within the company;
- **communication:** adequate level of dissemination and communication within the company;
- **accountability:** identification of roles and responsibilities for the activities/processes subject to regulation.
- **Management of documentation:** Leonardo Global Solutions' documentation is managed in a manner that governs, as appropriate, the updating, distribution, recording, storage and security management of documents and records. Specific control principles, also of a technical nature, exclude the possibility of access to the company's incoming and outgoing protocols by unauthorized persons and the impossibility of altering entries already recorded in such protocols by the relevant Organizational Units.

The Company's activities are governed by Directives, Procedures and Operating Policies/Instructions.

In particular, Group Directives are issued by Leonardo on topics of common interest to Group Companies and in fulfilment of its powers/duties of direction and coordination. The Company directly implements Group Directives or implements them through the development and approval of its own Procedures.

The Procedures operationally regulate a structured flow of activities and information relating to specific issues, also identifying the roles and responsibilities of the parties involved, in accordance with the provisions of Group Directives.

The Policies/Operating Instructions provide guidance on specific issues relating to LGS.

The aspects relating to the Internal Control and Risk Management System, including second- and third-level control functions (Group Internal Audit and Risk Manager) and the related Risk Management methodologies, are described in paragraph 3.3. For a description of the 231 risk assessment activities, the identification of existing control measures and any gap analysis (including the methods for evidence collection and action tracking), reference should be made to paragraph 3.4.3.

Management control and cash flow

The management control system adopted by Leonardo Global Solutions is articulated in the different phases of the preparation of the annual Budget, analysis of the periodic final balances and preparation of the forecasts at Company level.

The system involves:



- segregating the subjects/functions involved in the processing and transmitting information;
- developing an adequate and timely system of information flows and reporting, for reporting the existence or emergence of critical profiles.

The management of financial resources is generally defined on the basis of principles marked by a substantial segregation of duties, such as to ensure that all disbursements are requested, prepared, carried out and controlled by separate persons/functions (as distinct as possible), which, moreover, are not assigned other responsibilities that could lead to potential conflicts of interest.

The management of liquidity is based on the criteria of asset preservation, with the related prohibition of carrying out risky financial operations, and possible dual signature for the use of liquidity for amounts exceeding predetermined thresholds.

With regard to the Internal Control over Financial Reporting (ICFR) system pursuant to Law No. 262/2005, including the Company's inclusion within the relevant scope of application and the related Group controls and requirements, reference should be made to paragraph 3.3.2 ("Internal control system pursuant to Law 262/05 – Group framework"). Furthermore, the specific control measures relating to the management of financial resources, accounting and financial statements and tax compliance are set out in the Special Part.

3.3.2 MAIN COMPLIANCE AND RISK MANAGEMENT FRAMEWORKS

The Company has adopted specific compliance and risk management and monitoring models that are capable of preserving the effectiveness of the Company's internal control system.

Furthermore, the compliance models reported in this paragraph also constitute a preventive control measure for the purposes of mitigating the risk of committing the predicate crimes provided for by Legislative Decree 231/01.

The Anti-Corruption Management System (ACMS)

Since 2015, the Leonardo Group has adopted a Group Anti-Corruption Code, which represents a systematic and coherent set of rules – also applicable to the Company's activities – inspired by principles of integrity and transparency, aimed at combating the risks of illicit practices in the conduct of business and corporate activities.

Furthermore, in 2025 the Company obtained the ISO 37001:2016 certification "Anti-bribery management systems", the international standard for anti-corruption management systems. The Anti-Corruption System is defined based on the corruption risk areas to which the Company is potentially exposed, with the aim of preventing and combating non-compliant behaviour in accordance with applicable regulations, according to the principle of "zero tolerance".

The Anti-Corruption Management System therefore constitutes an additional component of the internal control system relevant for the purposes of the Model, with reference to the risk areas that may expose the Company to unlawful conduct in relations with the Public Administration and/or private parties. The control measures of the Anti-Corruption System are defined in specific control protocols (including at Group level), governing, inter alia, due diligence processes and the management of third parties, as well as the management of gifts, hospitality and sponsorships.

The Anti-Corruption O.U., established within the Legal, Corporate Affairs & Compliance O.U., is responsible for overseeing the adequacy and effective implementation of the Anti-Corruption System, in order to ensure its compliance with the requirements of the Standard, also with the specialist and operational support of the Anti-Corruption Management System O.U. of Leonardo S.p.A.



Furthermore, the Company's Board of Directors, for the purpose of reviewing the Anti-Corruption System, acknowledges all the information reported by senior management and the Anti-Corruption O.U. in relation to the operation of the System, the evaluations conducted regarding its compliance with the standard requirements and its effective implementation.

Internal Control System pursuant to Law 262/05 (Group Framework)

Law no. 262 of 2005 and subsequent amendments (so-called "Savings Law") introduced, among other things, a specific internal control system on the financial information of listed issuers aimed at ensuring the reliability, completeness, accuracy and transparency of the information directed to the financial market.

In particular, the aforementioned Law introduced, inter alia, with Article 154-bis of the TUF (Consolidated Law on Finance provisions pursuant to Legislative Decree no. 58/1998), the figure of the "manager responsible for preparing the Company's accounting documents" (hereinafter also referred to as the "Responsible Manager"), to whom specific powers and responsibilities are attributed, together with control functions over the financial information of listed issuers.

To this end, the Responsible Manager prepares appropriate administrative and accounting procedures for the preparation of the annual financial statements and, where applicable, the consolidated financial statements, and certifies to the market – by means of a specific report attached to the annual financial statements, the semi-annual report and, where applicable, the consolidated financial statements – the adequacy and effective application of such procedures, as well as the consistency of the financial statements with the accounting books and records.

Leonardo S.p.A., as a listed company, has defined protocols and methodologies for the implementation of its Internal Control System on Financial Reporting, consisting of a set of procedures that define the Company's processes relevant for the preparation of financial reporting and identify the tasks, roles and responsibilities of the various parties involved, both with regard to the Parent Company and to the companies of the Leonardo Group falling within the scope of application of Law 262/05 ("in-scope companies").

Leonardo S.p.A. has therefore developed the "Manual for the management of compliance with Law 262/05", which sets out the actions required to ensure the proper implementation, verification and maintenance of its Internal Control System on Financial Reporting.

The obligation to implement, verify and maintain an internal control system on financial reporting is also extended to the in-scope companies, identified on the basis of qualitative and quantitative parameters related to financial reporting.

LGS, as an "in-scope company", contributes – within its area of responsibility and where applicable – to the administrative and accounting processes and to the information flows relevant for the Group's financial reporting, ensuring the application of the procedures and controls defined by Group directives (including authorisation rules, segregation of duties, traceability, preparation and retention of supporting documentation, and cooperation in testing and remediation activities), as well as cooperation with the verification and monitoring activities carried out by the competent functions.

In this context, moreover, the Top Management of the in-scope companies, on the basis of the directives issued by Leonardo S.p.A., is required to sign a letter of attestation, through which it certifies the truthful and accurate representation of the financial data communicated to the Parent Company for consolidation purposes, as



well as the adoption of an adequate internal control system to safeguard the risks associated with financial reporting.

The Tax Control Framework (Group Framework)

Law no. 23/2014, entitled "Delegation to the Government containing provisions for a fairer, more transparent and growth-oriented tax system", pursuant to Article 6, delegated the Government, inter alia, to: (i) introduce forms of communication and enhanced cooperation, also on a preventive basis with respect to tax deadlines, between companies and the Tax Authority; and (ii) provide for structured corporate systems for the management and control of tax risks, with particular reference to large taxpayers.

Legislative Decree no. 128/2015, entitled "Provisions on the certainty of law in relations between the tax authority and taxpayers" (Title III, Articles 3 to 7), introduced and regulated the new regime of collaborative compliance (or "cooperative compliance") between the Tax Authority and large taxpayers, with the aim of pursuing the common interest in the prevention and resolution of tax disputes. This regime provides for voluntary access and admission is conditional, inter alia, upon the taxpayer having in place a system for the identification, measurement and management of tax risk (so-called "Tax Control Framework") integrated into the internal control system.

Below is a summary of the main elements of the Tax Control Framework established by the Company, in line with that of Leonardo S.p.A.:

- **tax strategy:** definition and dissemination of the Company's Top Management objectives in relation to tax matters;
- **governance:** allocation and formalisation of roles and responsibilities related to the management of the Tax Control Framework;
- **tax risk assessment:** identification, assessment and management of "potential" risks inherent in business processes, which may have an impact on the calculation of taxes and on tax obligations. This mapping is continuously updated in line with internal changes (processes, organization, systems) and regulatory developments;
- **regulatory system:** documentation of the control system aimed at mitigating tax risks (guidelines, procedures, instructions, circulars, etc.);
- **monitoring:** performance of controls which, through a continuous improvement cycle, enable the identification of any deficiencies or errors in the functioning of the control system and the consequent activation of the necessary corrective actions;
- **training and culture:** communication and training plan on tax matters, implemented across the organization;
- **governance report:** a report, prepared at least annually, to the Governing Bodies and to the Revenue Agency, illustrating the controls performed and the results achieved, the measures adopted to remedy any deficiencies identified, as well as the activities planned for each year.

The tax risk management process, inspired by compliance with the applicable regulatory framework and the principles set out in the Guidelines for tax management, forms part of the broader Enterprise Risk Management process of the Leonardo Group and is implemented in line with the relevant methodology.

In detail, the Tax Risk Management process is structured into the following phases:

- monitoring of regulatory changes, as well as changes in processes and information systems;
- tax risk analysis;



- analysis of control procedures;
- updating of tax risk control matrices (risk and control matrix);
- tax monitoring;
- reporting.

The phases of the Tax Risk Management process are carried out on a periodic basis (at least annually) and are subject to continuous updates in the event of changes in tax legislation and/or significant events impacting the organizational structure, tax-relevant processes and the related supporting IT systems.

Market Abuse (Group safeguards and procedures)

Leonardo Group, through Leonardo S.p.A., in compliance with applicable legal and self-regulatory provisions, has adopted specific internal procedural provisions in order to ensure the highest level of propriety in the management of corporate information and transparency towards the market.

Following the entry into force, on 3 July 2016, of the European framework on Market Abuse pursuant to Regulation (EU) No. 596/2014, the reference regulatory framework underwent significant changes, which the Company has appropriately incorporated – also in light of the national regulatory context applicable from time to time – into its internal regulation concerning the treatment of Privileged Information, as well as provisions on Internal Dealing and the related market communications.

In particular, in light of the above, Leonardo S.p.A. has adopted a specific Procedure aimed at regulating the internal management and external communication of documents and information concerning the Company, with particular regard to privileged information.

The aforementioned Procedure defines principles, behavioural obligations, roles and responsibilities regarding the correct internal management, treatment and external communication of privileged and confidential information pertaining to Leonardo S.p.A. and its controlled companies, as well as the keeping and updating of the list of persons who have access to Privileged Information (Insider Register).

LGS, as a subsidiary of the Leonardo Group, operates – where applicable and within its scope of responsibility – in line with the above-mentioned Procedure and the relevant Group internal provisions, ensuring compliance with confidentiality obligations and with the rules governing the management and circulation of relevant information, in accordance with the roles and responsibilities assigned within the organizational structure and applicable procedures.

Transactions with Related Parties (Group safeguards)

In compliance with the applicable Consob regulations (Regulation no. 17221/2010 and subsequent amendments), Leonardo S.p.A. has adopted a specific procedure regarding Transactions with Related Parties, which, based on the principles indicated by Consob, establishes rules aimed at ensuring the transparency and substantive and procedural correctness of Related Party Transactions carried out by the Company, either directly or through its subsidiaries.

Furthermore, the Procedure determines – inter alia – the criteria and methods for identifying parties related to the Company, as well as the quantitative criteria for identifying transactions of greater or lesser “significance” or “of negligible amount”; it defines the procedures for the review and approval of transactions; and it establishes the methods for fulfilling the disclosure obligations connected with the applicable regulations. The Procedure also identifies the types of transactions that benefit



from the exemption, provided for by the Consob Regulation, from the application of the procedural provisions, without prejudice to the applicable disclosure obligations. In this context, the Board of Directors of Leonardo S.p.A. has assigned the Control and Risk Committee the task of also operating as the Committee for Transactions with Related Parties.

LGS, as a company of the Leonardo Group and in line with the above-mentioned Procedure, has adopted a corresponding procedure, ensuring compliance with the applicable rules and disclosure obligations relating to transactions relevant to the Company's activities.

Privacy

The Company is committed to implementing policies for the protection of the personal data of its employees, customers, suppliers, shareholders, stakeholders, partners, as well as individuals with whom it comes into contact in various ways.

For this purpose, in line with the applicable regulatory framework (for example, Regulation (EU) 2016/679 – General Data Protection Regulation, hereinafter "GDPR"), the Company has adopted a Privacy Organizational Model in which it defines the reference principles, general rules, roles and responsibilities of the subjects involved in Privacy management activities, as well as a specific Privacy Policy aimed at defining the general principles, rules and operational methods relating to the processing of personal data carried out in the context of the Company's activities.

The Privacy Model is inspired by the principles of "accountability", according to which companies acting as data controllers must adopt a set of internal rules aimed at ensuring that all business activities are carried out in compliance with data subjects' privacy rights.

Environment, Health and Safety Management Systems

The Company promotes the adoption and implementation, at the sites/offices where its employees operate, of a "Health and Safety Management System" and, at owned sites and where services are provided, of an "Environmental Management System", as corporate tools aimed at ensuring the control of HSE matters, the achievement of HSE objectives and the mitigation of associated risks.

In particular, these Management Systems are developed according to a continuous cycle of phases structured as follows:

- adoption of Policies containing the general guidelines and principles relating to environment, health and safety, in compliance with applicable laws and other requirements set out in ISO standards;
- identification of hazards and assessment of HSE risks associated with work activities, also through the preparation of the Risk Assessment Document (DVR) pursuant to Legislative Decree no. 81/2008;
- planning and execution of activities relating to the management of environmental and health and safety aspects, identifying objectives, methods and responsibilities;
- implementation and operation of the Management Systems through appropriate procedures;
- systematic monitoring of activities and scheduled inspection checks (audits);
- periodic review of the Management Systems by Management, with possible revision thereof;
- restart of activities through the planning of the actions necessary to ensure the achievement of HSE objectives.



The Company establishes, documents, implements, certifies in accordance with applicable international standards (including UNI EN ISO 14001 and UNI EN ISO 45001) and continuously updates, with a view to continuous improvement, its Environment, Health and Safety Management Systems.

Each Company function responsible for HSE matters is primarily assigned the tasks of verification and monitoring of the correct application of health and safety at work regulations and environmental requirements, as well as the task of contributing to the adoption of prevention, control and monitoring tools in relation to HSE risks and ensuring their continuous improvement through periodic review.

Within the framework of continuous improvement, in order to ensure a uniform methodological approach and promote knowledge sharing, an exchange of information is carried out between the Company's HSE Functions and the HSE Function of the Corporate Center and Divisions of Leonardo S.p.A.; in addition, the LGS HSE function participates in the periodic meetings of the Group HSE coordination committee.

It should also be noted that, with reference to negligent offences in the field of health and safety at work pursuant to Article 25-septies of the Decree, Article 30 of Legislative Decree 9 April 2008 no. 81 (Consolidated Law on health and safety at work) provides that the Model 231, in order to be suitable for having exonerating effectiveness, must include specific components, be adopted and effectively implemented, ensuring that the Company's system provides for specific procedures and internal provisions capable of guaranteeing compliance with all legal obligations set out in the same Consolidated Law.

Furthermore, pursuant to paragraph 5 of Article 30 of Legislative Decree 81/2008, Model 231 is presumed to comply with the requirements of the aforementioned article, for the corresponding parts, where the Company adopts a Health and Safety Management System in line with ISO 45001 (formerly OHSAS 18001:2007).

3.4 REASONS FOR LEONARDO GLOBAL SOLUTIONS S.P.A. ADOPTING THE ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL UNDER LEGISLATIVE DECREE 231/01

3.4.1 RECIPIENTS OF THE MODEL

In order to ensure that the behaviour of all those who operate within or with the Company always complies with the law and is consistent with the principles of fairness and transparency in the conduct of business and Company activities, Leonardo Global Solutions S.p.A. has adopted the Organizational, Management and Control Model in line with the provisions of the Decree and based on the Confindustria Guidelines.

In particular, the following are recipients of this Model and, within the scope of their specific responsibilities, are required to know and comply with it:

- the members of the Board of Directors, in setting objectives, deciding on activities, implementing projects, proposing investments and in any decision or action relating to the Company's operations;
- the members of the Board of Statutory Auditors, in monitoring and verifying the formal and substantive correctness of Company activities and the functioning of the internal control system;
- the Top Management and Executives, in carrying out the Company's management activities as well as in the management of internal and external activities;
- employees and all collaborators under any type of contract with the Company, for any reason, even occasional and/or only temporary;



- those who maintain relationships with the Company, whether for consideration or free of charge (such as, by way of example but not limited to, consultants, suppliers and third parties in general).

The Recipients are required to comply with all the provisions of the Model.

3.4.2 PURPOSES OF THE ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL

The Model prepared by Leonardo Global Solutions is based on a structured and organic system of preventive protocols that:

- identify the areas and processes of possible risk within corporate activities, i.e. those activities where the possibility of committing offences is deemed to be higher;
- define an internal regulatory system, aimed at preventing offences, which includes, among other things:
 - a Code of Ethics, which expresses the commitments and ethical responsibilities in conducting the business and corporate activities undertaken by employees, directors and collaborators of the Company in various capacities;
 - a system of delegated authorities of internal functions and powers of attorney that ensures a transparent representation of the decision-making process and implementation of decisions;
 - formalized procedures aimed at regulating the operating methods in the areas at risk;
- require an Organizational Structure adequate for the Company's activities, aimed at inspiring and controlling the correctness of behaviours, guaranteeing an organic assignment of tasks, applying a fair segregation of duties and ensuring that the desired structures of the Organizational Structure are actually implemented, through:
 - a formally defined organization chart consistent with the activities to be carried out;
 - a system of delegated authorities of internal functions and powers of attorney to represent the Company externally, aimed at segregation of duties;
- identify the processes for the management and control of financial resources in activities at risk of crime;
- attribute to the SB the task of supervising the functioning of and compliance with the Model and of proposing its updating.

The purposes of the Model are to:

- guide the system of corporate governance;
- firmly establish that Leonardo Global Solutions does not tolerate unlawful conduct - even if carried out in the interest or to the advantage of the Company - as such conduct is contrary to the ethical principles to which Leonardo Global Solutions intends to adhere;
- prepare a structured and organic system of prevention and control aimed at reducing the risk of committing offences related to corporate activities, with particular regard to reducing unlawful conduct;
- inform all those who operate within or for Leonardo Global Solutions in the "areas of activity at risk" that in the event of violation of the provisions contained therein, they may be committing an offence liable to penal and administrative sanctions, not only against themselves but also against the Company;
- inform all those who work within or for Leonardo Global Solutions that the violation of the provisions contained in the Model will result in the application of appropriate sanctions against or the termination of the contractual relationship with the person responsible for such violation;



- prevent and punish conduct in violation of the Model through the imposition of disciplinary and/or contractual sanctions.

3.4.3 THE ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL PREPARATION PROCESS

GENERAL PRINCIPLES AND METHODOLOGICAL SOURCE

The Organizational Model is a dynamic document, the result of constant adaptation to regulatory, legal and organizational developments, ensuring its ongoing implementation and effectiveness over time.

Such alignment is carried out in accordance with the Confindustria Guidelines and relevant best practices, following the logic of the Enterprise Risk Management (ERM) process adopted within the Leonardo Group, also taking into account internal evidence gathered over time, which serves as useful information for risk assessment purposes (so-called "case history"), such as, for example, audit findings, Supervisory Body reviews, reports, litigation, relevant HSE events and observations from control authorities, as well as, where applicable, evidence deriving from intra-group relationships and activities performed on behalf of the Group.

This document is therefore the result of a series of activities aimed at identifying, aimed at identifying "potentially relevant offences" (i.e. those predicate crimes provided for by Legislative Decree 231/2001 that in abstract terms could be committed in LGS), "sensitive" areas and processes in LGS and prevention measures adopted or to be implemented in the Company.

In this context, the Company carries out a preliminary assessment of the inherent relevance of predicate crimes, aimed at identifying those offences that present a meaningful connection with the Company's operational context, taking into account the business model, sensitive activities, possible methods of commission, the direct, instrumental or indirect nature of the link with corporate processes, the plausibility of an interest or advantage for the Entity, as well as any historical or contextual indicators. Following this assessment, no specific prevention protocols are defined for those offences classified as "non-relevant" (due to the absence of sensitive activities/processes, concrete methods of commission and a plausible interest or advantage for the Company).

INTEGRATION OF 231 RISK ASSESSMENT WITH THE GROUP ERM METHODOLOGY

The identification and periodic verification of areas exposed to the risk of commission of the offences provided for by the Decree (so-called "risk assessment") is carried out by the Company in accordance with the logic of the ERM process and in line with the Internal Control and Risk Management System described in paragraph 3.3.

This analysis involves an assessment of exposure to the risk of offences and of the effectiveness of the expected control measures for each risk area, with the aim of identifying the appropriate response strategy to such risks and the related monitoring activities, as well as determining whether, following the application of control measures, the residual risk is reduced to an acceptable level.

According to the methodological approach set out in the Confindustria Guidelines, the residual risk of commission of an offence is defined as the level of risk remaining after the application of prevention and monitoring control measures. Such risk is considered "acceptable" for the purposes of Legislative Decree 231/2001 when:



(i) with reference to intentional offences, control measures are designed and implemented in such a way as to render the commission of the offence reasonably preventable and/or detectable and, in any case, possible only through the fraudulent circumvention of such controls;

(ii) with reference to negligent offences (where applicable), the control system and organizational measures ensure a level of prevention and supervision consistent with applicable standards and best practices, also in line with the requirements set out in Article 30 of Legislative Decree 81/2008.

Based on the residual risk, the Company defines the response strategy and monitoring priorities, providing, where necessary, for actions aimed at strengthening and/or rationalising control measures.

Finally, it should be noted that the risk assessment activity is also carried out through interviews with the Company's key functions, within which, where applicable, a self-assessment of risks and the internal control system is formalised. The involvement of the Company's top management in updating the Model demonstrates the attention and importance attributed to the principles of legality, fairness, ethics and integrity, as well as the value of their effective promotion within the Company.

METHODOLOGICAL PHASES OF THE RISK ASSESSMENT AND MODEL UPDATE PROCESS

From a methodological point of view, therefore, the Company has proceeded according to the activities set out below:

Risk mapping

- analysis of the business context for the purpose of identifying and updating the mapping of risk areas, including, where relevant, the evidence and critical issues that have emerged in the Company's past operations and in its relationships with third parties (so-called "case history");
- identification of processes and activities that are potentially exposed to the commission of predicate crimes referred to in the Decree;
- identification of corporate activities and processes/activities at risk: (i) examination of company documentation, e.g. organization chart, procedures, powers of attorney, organizational arrangements; (ii) interviews with function managers within the company structures;
- on conclusion of the assessment activity, drafting of the map of risk areas, to be presented to and approved by the Board of Directors. The activity is carried out with the involvement of the Company's key functions and with the support of the Supervisory Body, within its scope of competence, also for the purpose of assessing any need to update the Model;
- following the mapping activity, for each risk area the categories of potentially relevant offences are identified and, where applicable, classified as "direct" or "instrumental" risks in relation to the relevant Sensitive Processes;
- the results of the mapping and assessment activities are reflected in the Special Part of the Model.

Analysis of Potential Risks

- identification of the offences that could potentially be committed within the context of the Company's activities, including the identification of potential criminal scenarios and the analysis of the methods of commission of unlawful conduct, also taking into account, where relevant to the Company's operational scope, aspects relating to relationships with third parties, complicity of individuals and possible transnational elements, as well as, where applicable, the risk of offences being committed abroad.



As-is analysis

- analysis and assessment of the suitability of the existing system of preventive controls, in line with the ERM methodology, in order to support the identification of the appropriate response strategy (mitigation/strengthening/rationalisation) and the related monitoring control measures;
- identification of the internal control systems already in place (e.g. formal procedures and/or practices adopted, verifiability, documentation or “traceability” of operations and controls, separation or segregation of duties, etc.) through the acquisition of information provided by the corporate structures and the analysis of documentation;
- within the identified risk areas, interviews with department heads, formalized in specific survey forms, in order to track improvement actions;
- analysis of the components of the preventive control system:
 - **organizational system**, in terms of compliance with the criteria of system formalization and segregation of duties;
 - **Group directives and procedures**, in terms of the existence of formal procedures governing the activities carried out by the structures;
 - **authorisation system**, in terms of the existence of authorisation and signatory powers consistent with the organizational and management responsibilities assigned and actually carried out, with a focus on powers of attorney and internal delegation of powers, also taking into account the results of the interviews with the Process Owners (POs);
 - **system of proxies and powers of attorney**, with a specific focus on environmental and occupational safety issues and on compliance with the prevailing legal guidelines on (i) definition of responsibilities, (ii) allocation of spending powers and powers to take action when a risky event occurs;
 - **management control system**, with regard to the profiles/roles involved in the process and the ability of the system to provide timely warning of the existence and emergence of critical situations;
 - **system for monitoring and managing documentation**, in terms of an appropriate system for monitoring processes, results and any non-conformities, as well as an appropriate documentation management system to allow traceability of operations;
 - **formalized ethical principles**, in terms of appropriate principles set out in the Company's Code of Ethics to govern each activity exposed to crime risk;
 - **disciplinary system**, in terms of the adequacy of the system of sanctions against conduct in violation of the principles and provisions set out in the Company's regulatory framework, committed by top management and employees;
 - **communication to and training of personnel**, in terms of updates in line with changes to the Organizational, Management and Control Model based on regulatory and legal developments;
 - **activities carried out through external companies** (“outsourcers”), in terms of formalization of the services provided under specific contracts, the existence of control systems for the activities actually carried out by the external companies and with regard to the procedures for authorising payments.

Gap Analysis

- on conclusion of the as-is analysis, identification of the gaps within the LGS preventive control system to be addressed in order to ensure alignment with the principles and provisions of the Decree, the 2014/2021 Confindustria Guidelines and national and international best practices, with the formalisation of the related corrective and/or improvement actions (so-called implementation plan) and the



relevant monitoring arrangements, identifying responsibilities, timelines and follow-up methods;

- when conducting the above activities, focusing not only on the areas of activity selected as most exposed to the risk of offences, but also on those indirectly "instrumental" to the commission of offences, e.g. the purchase of goods and services;
- in-depth exploration within the risk areas of activities in which Leonardo Global Solutions S.p.A. has or could have relationships through third parties rather than directly with counterparties;
- the implementation of the identified actions is subject to periodic monitoring and reporting in accordance with the internal information flows in place; such evidence, together with the results of the Supervisory Body's oversight activities, constitutes input for the possible updating of the Model.

OUTPUT OF THE PROCESS AND LINK WITH THE SPECIAL PART

The outcome of the activities described above is reflected in the Special Part of the Model, which sets out the risk areas, indicating the categories of potentially relevant offences, the main methods of commission and the related preventive control measures; for each area, the "instrumental" or "direct" nature of the relevant offence categories is also indicated, where applicable.

In summary, based on the potential crime risks, the Company: (i) analyses the existing controls (as-is); (ii) identifies areas for improvement (gap analysis); (iii) defines and implements corrective actions and related verification methods (implementation plan and follow-up); (iv) ensures the continuous implementation of procedural rules and verifies the actual adequacy and effectiveness of control instruments, monitoring the actual compliance with the Model.

In line with Article 6 of Legislative Decree 231/2001 and the Confindustria Guidelines (which emphasise that the Model must reflect the Company's actual operational context and avoid the use of abstract or decontextualised case scenarios), the selection and allocation of offence categories and specific offences within the various risk areas have been carried out on the basis of the results of the risk assessment and the analysis of business processes, in order to ensure full consistency between the identified sensitive activities, the potential methods of commission and the existing control measures. In this perspective, for each risk area, only those offences that present a concrete connection with the identified sensitive activities have been considered, according to criteria of relevance and materiality, avoiding purely abstract or decontextualised approaches. The allocation of offence categories within the risk areas also takes into account the Enterprise Risk Management (ERM) system adopted by the Leonardo Group, in order to ensure consistency between the Model, the compliance safeguards and the Company's internal control system.

ADOPTION AND UPDATE: RESPONSIBILITIES AND TRIGGERING EVENTS

Since this Model is an "act of issuance by the steering body" (in compliance with the provisions of Article 6, paragraph 1, letter (a) of the Decree), its adoption, as well as subsequent amendments and additions, are the responsibility of the Board of Directors.

In particular, the Board of Directors, also on the proposal of the Supervisory Body, is responsible, with the support of the relevant functions, including Legal, Corporate Affairs & Compliance and People & Organization, for integrating this Model in the light of significant regulatory changes or organizational changes that may affect the risk assessment.



The updating of the Model is triggered, by way of example, in the event of: (i) significant regulatory or case law developments relevant to Legislative Decree 231/2001; (ii) changes in the organizational structure and/or business processes, including changes in the operational scope or services provided; (iii) outcomes of audits, reviews and controls (internal or external), as well as findings by supervisory authorities; (iv) reports, disputes or significant events highlighting weaknesses in control measures; (v) outcomes of the Supervisory Body's oversight activities; (vi) evidence arising from the Company's "case history"; (vii) significant updates to the external sources adopted as references (guidelines/standards/protocols/best practices).

3.5 DOCUMENT STRUCTURE

This document (Model) consists of a "General Part" and "Special Parts" prepared for each "crime-risk area" (and the related activities) of Leonardo Global Solutions that, following the risk assessment, have been identified as sensitive to the categories of offences set out in Legislative Decree 231/2001.

The "**General Part**" includes a brief description of: the regulatory framework of the Decree; the structure and governance of the Company and its Internal Control and Risk Management System; the purposes, recipients and fundamental elements of this Model; the rules governing the establishment of the Supervisory Body; the penalties applicable in the event of violation of the rules and prescriptions contained in the Model; personnel training and dissemination of the Model in the corporate and non-corporate context; the rules governing the procedures for updating the Model.

The "**Special Parts**", for each "crime-risk area", set out the identified sensitive activities, the applicable categories and specific types of offences, as well as illustrative methods of commission, the preventive control principles aimed at mitigating the related risks and the relevant behavioural guidelines.

Furthermore, the aforementioned Special Part also includes a paragraph dedicated to offences identified as "Widespread Risk Offences", as well as a specific paragraph outlining the general and specific behavioural principles (see the Introduction to the Special Part for further details).

Finally, the following documents form an integral part of the Model:

- Annex 1 "Legislative Decree 231/2001 and predicate crimes";
- Annex 2 "Overview table of risk areas and categories of offences";
- Annex 2-bis "Overview table of risk areas and predicate crimes";
- Annex 3 "Map of risk areas".

The following paragraphs set out the classification by "relevance" of the categories of offences set out in Legislative Decree 231/2001. Such assessment is carried out, where necessary, also at the level of individual offences, in order to differentiate the level of exposure to the risk of commission, taking into account the Company's actual activities, the nature of the relevant business processes and the existing control measures.

3.6 MOST RELEVANT OFFENCES

Based on the specific activities of Leonardo Global Solutions S.p.A., the following predicate crimes (or, where applicable, the specific offences included therein) have been identified as the most relevant, as the risk assessment has highlighted a concrete exposure of the Company, also in light of its relationships with third parties, financial flows, authorisation processes and the applicable organizational and control measures.



ARTICLE OF THE DECREE	PREDICATE CRIMES (Widespread Risk)*
Art. 24	Misappropriation of money, fraud to the detriment of the State, a public body or the European Union or for the purpose of obtaining public funds, computer fraud to the detriment of the State or a public body and fraud in public procurement
Art. 24-bis*	Computer crimes and unlawful processing of data
Art. 24-ter*	Organized crime offences, with particular reference to the associative offences pursuant to Articles 416, paragraphs 1 to 5, and 416-bis of the Italian Criminal Code
Art. 25	Offences of embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits and bribery, with particular reference to the offences pursuant to Articles 317, 318, 319, 319-ter, 319-quater, 320, 321, 322 and 346-bis of the Italian Criminal Code
Art. 25-ter, paragraph 1, letter s-bis	Corruption between private individuals
Art. 25-ter	Corporate crimes
Art. 25-quater*	Crimes for the purpose of terrorism or subversion of the democratic order, with particular reference to offences relating to the potential establishment, including indirectly, of economic or financial relationships with counterparties linked to terrorist or subversive organizations, pursuant to Articles 270, 270-bis, 270-quinquies.1 and 270-quinquies.3 of the Italian Criminal Code (with specific reference to IT and cybersecurity processes), as well as Article 2 of the New York Convention of 9 December 1999
Art. 25-quinquies	Offences against individual personality, limited to the offence pursuant to Article 603-bis of the Italian Criminal Code ("Illicit intermediation and exploitation of labour").
Articles 25-sexies and 187-quinquies of the TUF	Market abuse offences
Art. 25-septies*	Manslaughter and serious or very serious negligent bodily injuries committed in breach of occupational health and safety regulations
Art. 25-octies	Receiving stolen goods, money laundering, use of money, goods or benefits of unlawful origin, and self-laundering
Art. 25-octies.1	Offences relating to non-cash payment instruments and fraudulent transfer of assets
Art. 25-octies.2	Offences relating to EU restrictive measures, with particular reference to Article 275-bis of the Italian Criminal Code (and, on a residual basis, Article 275-ter, paragraph 2 ³⁸)

³⁸ any potential relevance for LGS may arise only on an exceptional basis, within the scope of the "any person" provision (paragraph 2), and only where an EU restrictive measure or



ARTICLE OF THE DECREE	PREDICATE CRIMES (Widespread Risk)*
Art. 25-novies	Offences connected with copyright infringement, with particular reference to the offences pursuant to Articles 171, paragraph 1, letter a-bis), 171-bis and 171-ter of Law no. 633/1941
Art. 25-decies	Inducement not to make statements or to make false statements to the judicial authority
Art. 25-undecies*	Environmental crimes
Art. 25-duodecies	Employment of third-country nationals whose stay is irregular
Art. 25-quinquiesdecies	Tax crimes
Law no. 146/2006*	Transnational offences

With reference to these types of crimes, the general control principles described in the General Part, as well as the behavioural principles (general and specific) described in the Special Part, in relation to the areas at risk of crime deemed of interest, and in the Code of Ethics apply.

Regarding the crimes of corruption against the Public Administration and towards private individuals, in order to strengthen the general principles of behaviour and the control measures adopted in risk areas, as already mentioned above, the Company has also obtained certification according to the ISO 37001:2016 standard "Anti-bribery management systems".

As for the association between the crime risk areas and the categories of crimes identified above, refer to Annex 2.

3.6.2 OFFENCES OF LESSER RELEVANCE OR RESIDUAL NATURE

With reference to the offences set out below, the outcome of the risk assessment activities has led to considering the concrete possibility of their commission as of lesser relevance, having regard to the activities carried out by the Company and the controls performed by the competent Company functions.

ARTICLE OF THE DECREE	PREDICATE CRIMES (Widespread Risk)*
Art. 24-ter*	Organized crime offences, with reference to the offence pursuant to Article 416-ter of the Italian Criminal Code and to offences facilitating the mafia method
Art. 25	Offences of embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits and bribery, limited to the offences pursuant to Articles 314 (embezzlement), 314-bis (misappropriation of money or movable property) and 316

the relevant national implementing provisions establish, in the specific case, reporting obligations towards the competent authorities, and LGS becomes aware, by reason of its duties or professional activity, of information concerning funds or economic resources located in Italy attributable to designated persons.



ARTICLE OF THE DECREE	PREDICATE CRIMES (Widespread Risk)*
	(embezzlement by taking advantage of another's error) of the Italian Criminal Code, for which the exclusive reference set out in Article 25 of Legislative Decree 231/2001 to offences affecting the financial interests of the European Union has led to the conclusion that the concrete possibility of their commission as of lesser relevance, in light of the activities carried out by the Company and the controls performed by the competent Company functions.
Art. 25-bis	Counterfeiting of currency, public credit instruments, revenue stamps and instruments or signs of recognition, limited to the offences pursuant to Articles 473 (counterfeiting, alteration or use of trademarks or distinctive signs, or of patents, models and designs) and 474 (introduction into the State and trade of products with false signs) of the Italian Criminal Code.
Art. 25-quater*	Crimes for the purpose of terrorism or subversion of the democratic order, with reference to Articles 270-ter, 270-sexies and 302 of the Italian Criminal Code.
Art. 25-sexiesdecies	Smuggling offences, for which the risk of commission has been considered unlikely, given that the Company operates only rarely with foreign counterparties, limited to passive transactions and for modest amounts.
Art. 25-septiesdecies	Crimes against cultural heritage, for which the risk of commission has been considered unlikely, given that the Company does not ordinarily carry out activities involving the management, enhancement, trade, disposal or circulation of cultural assets. Any potential risk profiles are therefore limited to occasional and non-core circumstances, such as activities involving properties or areas subject to cultural or landscape protection, or cases of discovery of cultural assets during maintenance, construction or decommissioning activities.
Art. 25-duodevicies	Laundering of cultural assets and destruction and looting of cultural assets and landscapes, for which the risk of commission has been considered unlikely, given that the Company does not operate in sectors involving the trade, intermediation, custody or handling of cultural assets, nor does it carry out activities that ordinarily entail the availability or circulation of such assets. The related risk may arise only in exceptional and indirect circumstances, connected to specific operational contexts involving sites, properties or areas subject to cultural or landscape protection, or to unlawful conduct carried out by third parties.
Art. 25-undevicies	Crimes against animals, for which the risk of commission has been considered unlikely, given that the Company does not carry out activities that ordinarily involve the management, use or handling of animals; the related risk is therefore not typical of the Company's business and may



ARTICLE OF THE DECREE	PREDICATE CRIMES (Widespread Risk)*
	arise only on an occasional and indirect basis, for example in connection with conduct by third parties in the performance of services at sites and properties, or with activities potentially interfering with wildlife present at such sites.

In any case, with reference to these types of crimes, the general control principles described in the General Part, as well as the behavioural principles (general and specific) described in the Special Part, in relation to the areas at risk of crime deemed of interest, and in the Code of Ethics apply.

3.6.3 NON-RELEVANT OR NON-SIGNIFICANT OFFENCES

For the offences set out below, the outcome of the risk assessment has led to the conclusion that their commission can be considered non-relevant or non-significant in relation to the Company's scope of activities.

ARTICLE OF THE DECREE	PREDICATE CRIMES
Art. 24-ter	Further organized crime offences, other than those referred to in paragraphs 3.6.1 and 3.6.2, relating to Article 416, paragraphs 6 and 7, Article 630 of the Italian Criminal Code, offences relating to weapons, and Article 74 of Presidential Decree no. 309/1990
Art. 25	Offences of embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits and bribery, with specific reference to Article 322-bis of the Italian Criminal Code (embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits, bribery and incitement to bribery of members of international courts, bodies of the European Union or international parliamentary assemblies or organizations, as well as officials of the European Union and foreign States), for which the risk of commission has been considered not significant, given that the Company does not, in practice, maintain relationships with EU officials, international organizations, foreign States or international courts.
Art. 25-bis.1	Offences against industry and commerce ³⁹

³⁹ LGS does not carry out activities involving the production, processing or commercialisation of goods or products intended for the market, nor does it place on the market tangible goods bearing its own trademarks or distinctive signs. Due to the purely service-based nature of its business, the Company does not perform industrial or commercial processes that could give rise to conduct such as counterfeiting, alteration or use of distinctive signs, unlawful interference with the freedom of industry or commerce, unlawful competition by means of threats or violence, or the use of products bearing misleading signs. Similarly, the Company does not engage in import-export, distribution or sale of goods that could give rise to risks of counterfeiting or commercial fraud.



ARTICLE OF THE DECREE	PREDICATE CRIMES
Art. 25-quater	Further offences for the purpose of terrorism or subversion of the democratic order, other than those referred to in paragraphs 3.6.1 and 3.6.2, relating to Articles 270-quater, 270-quater.1, 270-quinquies, 270-quinquies.2, 280, 280-bis, 280-ter, 289-bis, 289-ter, 304, 305, 306, 307 and 435 of the Italian Criminal Code, as well as the relevant special laws (Law no. 342/1976, Articles 1 and 2; Law no. 422/1989, Article 3; Legislative Decree no. 625/1979, Article 5) ⁴⁰
Art. 25-quater.1	Practices of female genital mutilation
Art. 25-quinquies	Offences against individual personality, excluding the offence pursuant to Article 603-bis of the Italian Criminal Code ("Illicit intermediation and exploitation of labour").
Art. 25-terdecies	Racism and xenophobia ⁴¹
Art. 25-quaterdecies	Fraud in sports competitions, unlawful gaming or betting and gambling carried out by means of prohibited devices
Article 12, Law no. 9/2013	Liability of entities operating in the virgin olive oil sector for administrative offences arising from crimes
D.Lgs. 129/2024	Adjustment of national legislation to Regulation (EU) 2023/1114 on markets in crypto-assets (MiCA) ⁴²

In any case, for such categories of offences provided for by the Decree, the related risk is adequately controlled in light of the general control principles described in the General Part and the Code of Ethics.

4. SUPERVISORY BODY

4.1 IDENTIFICATION OF THE SUPERVISORY BODY

The SB carries out its activities with:

- autonomy and independence;
- professionalism;
- continuity of action.

⁴⁰ Not consistent with the Company's corporate purpose and activities (which are carried out in areas unrelated to violent or subversive conduct), lacking any potential interest or economic advantage for the Company and incompatible with its institutional purposes, and in any event already indirectly mitigated by the organizational protocols and Group controls in place (Code of Ethics, Anti-Corruption Code, due diligence on counterparties, traceability of payments, system of powers of attorney and delegations, and security and anti-terrorism financial controls).

⁴¹ For such offences, the related risk is adequately mitigated in light of the provisions set out in Article 3 of the Code of Ethics and the general control principles described in the General Part of the Model.

⁴² The Company does not carry out, either directly or indirectly, activities involving the issuance, public offering, trading, custody, intermediation or provision of services relating to crypto-assets, tokens, digital assets, stablecoins or other instruments falling within the scope of the MiCA Regulation, nor does it operate as a crypto-asset service provider (CASP). The Company's business processes do not include: (a) management of digital wallets; (b) use of crypto-assets as means of payment or investment; (c) contractual relationships with CASPs for core business activities; (d) use of blockchain platforms for financial purposes.



Autonomy and independence

The requirements of autonomy and independence ensure that the SB is not directly involved in the management activities that constitute the object of its supervisory activity and is immune from any form of interference and/or conditioning by any component of the Company.

These requirements are ensured:

- through the presence among the members of the SB of persons (including external ones) with adequate professional skills;
- by ruling out any hierarchical dependence of the SB within the Company (*i.e.* autonomy of initiative and control from any form of interference or influence by any member of the organization and, in particular, by the management body);
- by providing for causes of ineligibility and disqualification to ensure the integrity of members;
- through the absence of operational powers for the members of the Supervisory Body, even if it is partially made up of internal members;
- by providing for reporting to the Board of Directors or the Board of Statutory Auditors.

In addition, in the performance of its functions, the SB is provided with adequate financial resources to ensure full autonomy and independent operation.

Professionalism

The members of the SB are in possession of specific technical-professional expertise appropriate to the functions they are called upon to perform, and may also avail themselves of the technical support of persons within or outside the Company.

Continuity of action

The SB operates within the Company, exercising control powers on an ongoing basis, and normally meets at least once a month to carry out the assigned task.

In particular, the SB must:

- verify the efficiency and effectiveness of the Model with respect to preventing and hindering the commission of the crimes provided for in the Decree;
- constantly monitor compliance with the Model with the necessary powers of investigation;
- operate permanently within the Company in order to ensure an overview of the corporate activities;
- verify the implementation of the Model and ensure that it is constantly updated.

The Board of Directors of Leonardo Global Solutions S.p.A., in compliance with the provisions of the internal regulations issued by Leonardo S.p.A. (in particular, the Directive on the "Adoption, implementation and updating of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001", hereinafter also referred to as the "231 Directive"), has appointed, pursuant to Article 6, letter (b) of the Decree, a collegial Supervisory Body.

As at the date of approval of this version of the Model, the Supervisory Body is composed of:

- two external members (hereinafter referred to as "External Members"), one of whom shall be the Chairman, chosen among academics and professionals with proven expertise and experience in legal, financial and internal control issues; in particular they must have adequate and proven experience in the field of application of Decree 231;



- the pro-tempore Head of the Legal, Corporate Affairs & Compliance Organizational Unit of Leonardo Global Solutions S.p.A. (hereinafter also referred to as the "Internal Member").

In line with the provisions of the 231 Directive, upon the first renewal of the Supervisory Body following the approval of this version of the Model, the Company will adjust its composition by appointing, as Internal Member, a representative of the Group Internal Audit Organizational Unit of Leonardo S.p.A.

The characteristics of the function, duties and activities of the SB are regulated by specific By-Laws, approved by the Leonardo Global Solutions S.p.A. Board of Directors.

The operational function of the SB may be - upon decision of the SB - articulated in a specific Regulation approved by the SB itself.

The SB of Leonardo Global Solutions S.p.A. is endowed, pursuant to Article 6 of the Decree, with "autonomous powers of initiative and control". The SB is also guaranteed the necessary autonomy and independence, professionalism and continuity of action.

In particular:

- the presence among the members of the SB of two external professionals has been considered, also in line with the directions formulated in this regard by Leonardo S.p.A., to be the most appropriate solution to ensure the autonomy and independence that the Body must necessarily have;
- professionalism refers to the set of specialist tools and techniques that the Body possesses in order to be able to carry out the assigned activity effectively, and is ensured:
 - by the specific legal, control and procedural skills possessed by the members of the Body;
 - by the right of the Supervisory Body to avail itself, for the performance of its duties and with full budget autonomy, of the specific expertise of the Group Internal Audit Organizational Unit of Leonardo S.p.A. – on the basis of the existing service agreement – as well as of the heads of the various Company Organizational Units or external consultants, as deemed appropriate from time to time for the performance of its activities; for example, also with regard to the issues of protection of health and safety at work, the SB may make use of all the internal or external resources activated for the management of the relevant aspects (RSPP - Health and Safety Officer, ASPP - Health and Safety Managers, RLS - Workers' Health and Safety Representative, MC - Occupational Health Physician, first aid officers, emergency workers), including those provided for by sector regulations. The SB may also decide to delegate one or more specific duties to its own individual members, on the basis of their respective competencies, with the obligation to report to the SB. In any case, even with regard to the functions delegated by the SB to individual members or actually carried out by other corporate functions, the responsibility of the SB itself remains;
- continuity of action is ensured by the fact that the Body operates on a permanent basis within the Company, meeting as stipulated in the Body's Statute to carry out the task assigned to it, and that at least one of its members has effective and in-depth knowledge of company processes and is able to have immediate knowledge of any critical profiles.

In order to ensure the monitoring of sensitive business processes pursuant to the Decree, the Supervisory Body also relies on the information flows addressed to it



and on hearings with the Heads of areas potentially exposed to crime risk. In carrying out its verification activities, the Supervisory Body is constantly supported by the Group Internal Audit Organizational Unit, which also provides its Technical Secretariat.

The duration in office, revocation, replacement and termination of office of the members of the SB are regulated by the SB By-Laws approved by the Company's Board of Directors. In particular, the SB remains in office for a period of three years. The Chair and the External Member may only be re-elected once. In any case, at the end of the term, each member of the Supervisory Body remains in office until their replacement. In addition, members fall from office if they lose the requirements on the basis of which they were appointed, as detailed in the By-Laws of the SB, to which reference should be made for further details.

The appointment as a member of the SB is conditional, as stated above, on the presence of the requirements provided for by the By-Laws of the SB, as well as on the absence of causes of incompatibility with the appointment itself as expressed in paragraph 4.2 "Requirements for the members of the Supervisory Body".

4.2 REQUIREMENTS FOR THE MEMBERS OF THE SUPERVISORY BODY

The members of the Supervisory Body must meet the following requirements of integrity:

1. not be a person who has been declared disqualified, incapacitated, bankrupt or sentenced to a punishment entailing disqualification, albeit temporary, from holding public office or disqualification to exercise executive offices;
2. not be subject to preventive measures ordered by the judicial authorities;
3. not have been convicted, even with a non-final sentence, and not have taken a plea bargain under Articles 444 et seq. of the Criminal Procedure Code, in relation to the offences set out in Legislative Decree 231/01 or offences of the same nature (tax offences, bankruptcy offences, offences against property, offences against public faith, etc.);
4. not be under investigation for crimes of association for the purposes of terrorism, including international terrorism or subversion of the democratic order, mafia-type association, the Camorra or other criminal associations, however locally denominated, which pursue aims or act with methods corresponding to those of mafia-type associations.
5. not have been sentenced, even with a non-final sentence, to imprisonment for a period not less than two years for any non-culpable offence, without prejudice to the effects of rehabilitation.
6. not have been convicted, even with a non-final sentence, in an administrative court for one of the offences envisaged by Articles 187-bis and 187-ter of Legislative Decree 58 of 1998 (TUF - Consolidated Law on Finance);

The external members of the Supervisory Body must also meet the following independence requirements:

1. no relationship of marriage, kinship or affinity up to the fourth degree with Directors, Auditors or Managers of the Company, of Leonardo S.p.A., or of the companies of the Leonardo Group;
2. not be in situations that may lead to conflicts of interest, even potential ones, with the Company, with Leonardo S.p.A. or with other companies of the Group; in particular, not have economic relations or professional appointments with the Company, with Leonardo S.p.A. or with other companies of the Group such as to compromise their independence;



3. not hold the position of Member of the Board of Directors of Leonardo S.p.A., or of another company in the Group;
4. not own, directly or indirectly, shares in the Company, in Leonardo S.p.A. or in another company of the Group such as to compromise independence;

For the purposes of appointment, the external members of the Supervisory Body, at the time of their appointment, and in any case no later than 10 days thereafter, shall submit to the Board of Directors their updated curriculum vitae and complete the specific declaration set out in Form 1 of the 231 Directive, whereby they declare:

- the possession of the requirements of integrity, professionalism and independence;
- the absence of any causes of ineligibility and incompatibility provided for by this Model, the Supervisory Body Charter and the 231 Directive;
- their commitment to perform their duties with diligence, fairness and competence, in compliance with the Code of Ethics, the Group Anti-Corruption Code and the Company's Model;
- their commitment to promptly notify in writing the Board of Directors and the other members of the Supervisory Body of any circumstances arising that may result in the loss of the above requirements or the revocation of the appointment.

The following constitute possible just cause for suspension and subsequent removal from or disqualification from office, as appropriate:

1. the lack of even one of the requirements of integrity, autonomy and independence specified above (the occurrence of which must be promptly notified by the members of the Supervisory Body);
2. breach of the obligation to attend at least 80% of the meetings of the Supervisory Body;
3. the termination or suspension of the employment relationship with the Company (for internal members);
4. failure to perform or negligent performance of the duties assigned to the Supervisory Body, as well as violation of the Group's Anti-Corruption Code, Code of Ethics and the Model;

In order to guarantee the necessary stability of the SB and to protect the legitimate performance of the functions and the position held from an unjustified removal, the procedures for the revocation of the mandate connected with this appointment are indicated below.

The revocation of the mandate of one of the members of the SB and the attribution of such mandate to another person may only take place for just cause, by means of a specific resolution of the Board of Directors and after consulting the Board of Statutory Auditors and the other members of the SB.

In this regard, "just cause" for revoking the mandate connected with the appointment of the SB may include, by way of example:

- serious breach of their duties as defined in the Model and in the By-Laws;
- a conviction of the Company under the Decree or a plea bargaining sentence, even if not final, finding the "omitted or insufficient supervision" by the SB, pursuant to the provisions of Article 6, paragraph 1, letter (d) of the Decree;
- a conviction or plea bargaining sentence, even if not final, issued against one of the members of the SB for having committed one of the crimes provided for in the Decree or crimes of the same nature;
- a measure of conviction, even with a non-final sentence, in the administrative court of the Company for one of the administrative offences provided for by the



Decree, where the "omitted or insufficient supervision" by the SB is established, according to the provisions of Article 6, paragraph 1, letter (d) of the Decree;

- an administrative conviction, even with a non-final sentence, against one of the members of the SB for one of the administrative offences referred to in Articles 187-*bis* and 187-*ter* of the TUF;
- breach of confidentiality obligations, as detailed in the SB's By-Laws.

If the revocation is exercised against all the members of the SB, the Board of Directors, having consulted the Board of Statutory Auditors, will appoint a new SB. Where there are serious reasons requiring it, such as the application of precautionary measures, the Board of Directors will proceed to order - after hearing the opinion of the Board of Statutory Auditors - the suspension from office of one or all of the members of the SB, promptly appointing a new member or the entire Body *ad interim*.

Pending the appointment of the new Supervisory Body, the functions and duties assigned to it are provisionally exercised by the Board of Statutory Auditors, pursuant to Article 6(4-*bis*) of the Decree.

4.3 FUNCTIONS AND POWERS OF THE SUPERVISORY BODY

The *mission* of the Supervisory Body of Leonardo Global Solutions S.p.A. consists, in general, of:

- examining, on the basis of the Plan of Activities prepared and approved by the Body, the effectiveness and adequacy of the Model in relation to the company structure and the effective capacity to prevent the commission of the offences referred to in the aforementioned Decree, proposing - where deemed necessary - any updates to the Model itself, with particular reference to the evolution and changes in the organizational structure or company operations and/or current legislation, as well as in the event of violation of the Model's provisions;
- monitoring - on the basis of the approved Plan of Activities - the effective implementation of the Model, promoting, also after consulting the other company structures involved, all the necessary actions to ensure its effectiveness;
- carrying out, on the basis of the Plan of Activities approved by the Body, periodic checks, including without advance warning, at the company structures deemed to be at risk of offences, in order to check that activities are carried out in accordance with the Model under Legislative Decree 231/01 and that the protocols identified in the Model itself are implemented;
- verifying the implementation and effective functionality of the proposed solutions through a *follow-up* activity;
- verifying, also with the support of the competent structures, the existing powers of authorisation and signature, in order to ascertain their consistency with the organizational and management responsibilities defined and propose their update and/or modification where necessary;
- verifying the acts carried out by persons with signatory powers, in order to verify their consistency both within the scope of the organizational and management responsibilities defined, and within the scope of the powers conferred by the delegating body;
- proposing to the competent company structures, based on the outcome of the activities carried out by the SB, the advisability of drawing up, integrating and modifying operating and control procedures, which adequately regulate the performance of activities;
- defining and managing, in application of the Model under Legislative Decree 231/01, the flow of information that allows the SB to be updated by the company



- structures concerned with crime risk activities, and establishing communication methods in order to acquire knowledge of any violations of the Model;
- implementing, in compliance with the Model, an effective flow of information towards the competent corporate bodies that allows the SB to report to them on the effectiveness of and application of the Model;
 - promoting at the competent corporate structures an adequate training process for personnel, through suitable initiatives for the dissemination of knowledge and understanding of the Model;
 - monitoring the effective application of the Model and detecting any irregular behaviour that may emerge from the analysis of information flows and reports received and promptly notifying the administrative body of any infringements detected;
 - promptly notifying the Board of Directors of any breaches of the provisions - both regulatory and procedural - that may give rise to the offences referred to in the Decree;
 - promoting and coordinating initiatives aimed at facilitating the knowledge of the Model and the related procedures by all those who work on behalf of the Company;
 - monitoring, also by means of hearings, to ensure that internal managers of the areas at risk of offences are familiar with the tasks and duties connected with the supervision of the area for the purposes of preventing the commission of the offences referred to in the Decree;
 - periodically verifying, with the support of the competent structures, the presence and validity of the clauses aimed at ensuring compliance with the Model by third party recipients;
 - communicating any violations of the Model to the relevant bodies, in accordance with the disciplinary system, for the purpose of adopting any penalty measures to be imposed on the transgressors.

In order to perform the duties listed in the previous paragraph, the SB is vested with the powers indicated below:

- determine annually the budget required for the performance of its functions, informing the Board of Directors accordingly, and to have full autonomy in the use of the allocated funds, without the need for any prior authorisation or approval of the related costs or expenses, without prejudice to the obligation to provide adequate reporting on their use (the allocation of the budget allows the SB to operate autonomously and with the appropriate tools to effectively carry out the tasks indicated in this Model, in accordance with the provisions of the Decree);
- access to any corporate document and/or information relevant to the performance of the functions assigned to the SB pursuant to the Decree;
- make use of external consultants with proven expertise where necessary for the performance of its activities, observing the internal procedures for the assignment of consultancy tasks;
- require that the heads of company structures promptly provide the information, data and/or news requested from them;
- proceed, if necessary, to the direct hearings of employees, Directors and members of the Board of Statutory Auditors of the Company;
- request information from external consultants and professionals, financial and business partners, service providers and auditors as part of the activities carried out on behalf of the Company.



In order to better and more effectively carry out the tasks and functions assigned, the Supervisory Body relies on the Group Internal Audit Organizational Unit for the performance of its operational activities, as well as on the various Company Organizational Units that may prove useful from time to time in carrying out the activities indicated.

The Supervisory Body also has the power to coordinate with the Supervisory Body of Leonardo S.p.A. in order to ensure a uniform interpretation of the relevant regulations and best practices. In any case, the Company's Supervisory Body shall promptly respond to any request received from the Supervisory Body of Leonardo S.p.A.

The Body meets as stipulated in the Body's Statute at the Company's headquarters, also via remote means. When necessary, the Chairman convenes the Body without delay.

4.4 THE SUPERVISORY BODY'S INFORMATION TO THE CORPORATE BODIES AND TOP MANAGEMENT

With regard to reporting activities, the Supervisory Body of Leonardo Global Solutions S.p.A. provides a half-yearly report to the Board of Directors and the Board of Statutory Auditors so that they may adopt the necessary resolutions and take the actions required to ensure the ongoing adequacy and effective implementation of the Model.

In particular, half-yearly reporting will focus on:

- the overall activity carried out during the relevant period, with particular reference to the verification of Sensitive Processes under the Decree;
- the critical issues that have emerged both in terms of conduct or events internal to the Company and in terms of the effectiveness of the Model;
- an analysis of all the reports received and the actions taken by the SB under the provisions of the Whistleblowing Management Guidelines in force at the time (issued by Leonardo S.p.A. and adopted by the Company);
- proposals for the revision and updating of the Model;
- information on the Annual Activity Plan, including its adoption and progress status.

In addition, the SB submits its annual Activity Plan to the Board of Directors.

The Supervisory Body shall also promptly inform the Chairman and Top Management, by way of ad hoc information flows, of the following matters:

- any violation of the Model which is regarded as having sufficient grounds, of which it has acquired knowledge or that has been ascertained by the SB itself;
- detected organizational or procedural shortcomings such as to give rise to a concrete risk that significant offences under the Decree may be committed;
- regulatory changes particularly relevant for the implementation and effectiveness of the Model;
- the lack of cooperation by the company structures (in particular, refusal to provide the SB with the requested documentation or data, or obstruction of its activity, also determined by the denial of conduct due on the basis of the Model);
- the existence of criminal proceedings against persons acting on behalf of the Company, or of proceedings against the Company in relation to offences relevant under the Decree;
- outcome of the assessments ordered following the start of investigations by the Judicial Authorities into relevant crimes pursuant to the Decree;
- any other information deemed useful for the adoption of urgent decisions by Top Management.



Finally, the SB must report without delay:

- to the Board of Directors, any violations of the Model committed by the Chairman, Top Management, other Company Managers, members of the Board of Statutory Auditors or the Independent Auditors;
- to the Board of Statutory Auditors, any violations of the Model committed by the Independent Auditors or by members of the Board of Directors so that it may adopt the measures provided for by law.

The Supervisory Body may also be requested at any time by the aforementioned bodies to report on the operation of the Model or on specific situations, and may in turn request the same.

4.5 INFORMATION FLOWS TO THE SUPERVISORY BODY

Article 6, paragraph 2, letter (d) of the Decree requires that the "Organizational Model" provides for information obligations towards the body entrusted with supervising the functioning of and compliance with the Model.

In accordance with the Confindustria Guidelines, the Model and the 231 Directive, the Supervisory Body must be informed, in accordance with the procedures set out therein, of any information relevant for the purposes of the application of the Model and its possible updating.

The obligation to establish structured information flows is intended as a tool to:

- ensure the supervisory activity on the effectiveness and proper implementation of the Model;
- enable any ex post assessment of the causes that made it possible for the offences provided for by the Decree to occur.

As provided for by the Confindustria Guidelines, best practices and the Group 231 Directive, the information flows towards the Supervisory Body are divided into:

- ad hoc information flows, relating to current or potential critical issues;
- periodic information flows, concerning recurring information related to business operations.

4.5.1 REPORTS BY COMPANY REPRESENTATIVES OR THIRD PARTIES

The Company has identified the Whistleblowing Platform as the Internal Reporting Channel for the filing and management of Reports, which can be reached at <https://whistleblowing.leonardocompany.com>.

Given that the reporting person must give preference to the Internal Reporting Channel, the Italian Legislative Decree 24/23 establishes two additional reporting channels under certain conditions – including where a previous Report filed through the Internal Reporting Channel has not been followed up - specified in the Whistleblowing Management Guidelines, to which reference is made, as follows:

- External reporting channel managed by ANAC, in accordance with the provisions of the *Guidelines on the protection of persons reporting violations of Union law and protection of persons reporting violations of national regulatory provisions – procedures for the submission and management of external reports, approved by ANAC Resolution no. 311 dated 12 July 2023*;
- Public disclosure.

The procedures and conditions for submitting Reports and for investigating their contents are set out in the Whistleblowing Management Guidelines in force from time to time, to which reference is made.

With respect to the whistleblowing Reports management process:



- the Whistleblowing Investigation Unit is in charge of complying with certain legal requirements, including:
 - receiving the Reports, issuing acknowledgment of receipt and maintaining contacts with the reporting person;
 - carrying out investigation activities on the contents of the Report, with the involvement, if necessary, of other Company/Group OUs;
 - providing feedback to the reporting person within the legal time limits.
- The Supervisory Body guarantees, supervises and controls the reporting system; resolves upon dismissal or carrying out in-depth investigations following a report filing; receives findings of investigations; is in charge of the management of Reports in case of conflict of interest of the Whistleblowing Investigation Unit (e.g., the Whistleblowing Investigation Unit is the person concerned or the reporting person);
- The Whistleblowing Committee carries out appropriate assessments in order to direct further in-depth investigation through GIA - Management Audit & Whistleblowing and, if necessary, also with the support of other Group OUs or third parties; examines the results of the investigations carried out and assesses their adequacy with respect to the control objectives, identifying any necessary corrective and/or improvement actions.

The SB transmits to the Whistleblowing Investigation Unit, to the Whistleblowing Committee, and, for information, to the Board of Statutory Auditors the aforementioned resolutions on dismissal/further in-depth investigations.

The Whistleblowing Investigation Unit prepares a six-monthly periodic report summarising the activities carried out, to be submitted to the Whistleblowing Committee; where the Company is concerned in the reporting period, an extract of the aforementioned report is prepared and forwarded to the Chairman of the Board of Directors, the Top Management, the Chairman of the Board of Statutory Auditors, and Chairman of the Supervisory Body of the Company.

It should be noted that:

- ✓ the 2021 Confindustria Guidelines specify that the organizational model must include a prohibition on discriminatory acts against whistleblowers. The effectiveness of this rule must also be ensured by including in the disciplinary system sanctions for breaches of confidentiality obligations and failure to observe the prohibition on retaliatory or discriminatory acts, as well as for unfounded reports made with malice or wilful misconduct.
- ✓ the *Operational Guide for Private Entities on the New Whistleblowing Discipline* issued by Confindustria in October 2023 set forth that the Model shall expressly provide the prohibition of any act of retaliation under the current regulations as well as the compliance with the duties of confidentiality of data processed during the management of whistleblowing reports.

At this regard, the Company ensures:

- maximum protection and confidentiality for the reporting person and the person concerned, without prejudice to legal obligations and the protection of the rights of the Company or of persons wrongly accused and/or in bad faith,
- the warranty against any form of repercussion, discrimination or penalization (direct or indirect), for reasons directly or indirectly connected to the report;
- protection against defamatory or slanderous reporting.

Protection from any retaliation also applies to:



- The so-called "facilitator", a natural person assisting a reporting person in the whistleblowing process, operating within the same work context and whose assistance must be kept confidential;
- Persons in the same work environment as the reporting person and who are linked to them by a stable emotional or family relationship up to the fourth degree;
- collaborators of the reporting person, who work in the same work environment as the reporting person and who have a regular and current relationship with the reporting person;
- Entities owned by the reporting person or for which they work, as well as entities operating in the same work environment.

Sanctions are therefore provided for those who violate the measures for the protection of the reporting subjects, those who make any unfounded reports with intent or gross negligence, and those who adopt any form of repercussion, discriminate against or penalize whistleblowers on account of the report, in line with the disciplinary system described in paragraph 6.

4.5.2 INFORMATION FLOWS TO THE SUPERVISORY BODY

All Recipients of the Model are required to inform the Supervisory Body of any act, behaviour or event of which they have acquired knowledge and that might determine a breach of the Model or, more generally, be potentially relevant for the purposes of the Decree.

As provided for by the Confindustria Guidelines and by the best application practices, the information flows to the SB are divided into:

- **ad hoc information flows** concerning current or potential critical issues for the Company, to be transmitted by anyone who becomes aware of them;
- **periodic information flows**, consisting of relevant information relating to recurring activities.

In particular, with reference to **ad hoc information flows**, the following information must be promptly transmitted to the Supervisory Body of Leonardo Global Solutions S.p.A.:

- measures and/or information from the Judicial Authorities, to the Company, or to its Directors, executives and employees, from which it may be inferred that investigations or inspections are being carried out in relation to offences or administrative offences under Legislative Decree 231/01, or to the related predicate crimes;
- evidence of the disciplinary proceedings carried out for violations of the Model, the Code of Ethics or the Group Anti-Corruption Code, including their outcomes and motivations and of any sanctions imposed;
- possible existence of situations of conflict of interest between one of the Recipients of the Model and the Company;
- any measures taken by the Judicial Authorities or by the supervisory authorities regarding occupational health and safety, from which violations of these rules emerge;
- any measures taken by the Judicial Authorities or by the supervisory authorities in the field of the environment, from which violations of these rules result or of the authorisations governing the Company's activities may emerge;
- any changes to, or identified gaps in, the corporate and organizational structure;
- any changes to, or identified gaps in, the procedures;



- conduct that is not in line with the rules of conduct set out in the Model and in the related protocols (procedures);
- reports from which elements giving rise to critical issues with respect to compliance with the Decree may emerge;
- operations that present risk profiles for the commission of offences;
- commission of offences or performance of acts suitable for committing them;
- the commission of administrative offences pursuant to Legislative Decree 231/2001.

The Supervisory Body may request information from the Independent Auditors regarding the activities carried out by them, where useful for the purposes of the implementation of the Model, and shall ensure an exchange of information and periodic meetings with the Board of Statutory Auditors and the Independent Auditors.

In addition, an *ad hoc* flow of information is provided for internal reports from which responsibility for the offences referred to in Legislative Decree 231/01 emerges, including any anomalies found in the verification activities carried out by the Group Internal Audit Organizational Unit.

With reference to **constant information**, the same is provided periodically to the Leonardo Global Solutions S.p.A. SB by means of the transmission of information concerning:

- organizational and procedural changes that are relevant for the purposes of the Model;
- articulation of powers and the system of proxies adopted by the Company;
- request, payment, or management of public or subsidized funding;
- transactions with Related Parties concluded at values other than market values, with express indication of the relative reasons;
- intercompany transactions involving the purchase or sale of goods or services for the Company at values other than market values, with express indication of the relative reasons;
- any financial transfers between the Company and other Group Companies that are not justified by a specific contract stipulated at market conditions;
- any transactions of a financial and commercial nature carried out in countries with privileged tax regimes;
- information and training activities carried out for implementation of the Model and participation in the same by personnel;
- communication of any significant changes and/or updates to the procedures put in place to monitor environmental management and health and safety in the workplace and certification of the operation of the relative controls as a whole;
- any disputes resulting from safety and environmental audits by Public bodies and/or Control Authorities (e.g. ARPA, ASL, etc.);
- reports on any accidents that have occurred in the Company as well as so-called "near misses", i.e., all those events that, while not resulting in injury to workers, may be considered symptomatic of possible weaknesses or gaps in the health and safety system, indicating the necessary measures to be taken for the purpose of adapting the protocols and procedures;
- report on gifts granted and received.

Furthermore, as provided for by the Anti-Corruption Management System, the Supervisory Body receives from the Head of the Anti-Corruption Organizational Unit, and assesses – within its respective remit – the Annual Plan of the Anti-Corruption Organizational Unit, as well as the related annual report.



4.5.3 SENSITIVE ACTIVITIES: IDENTIFICATION OF INTERNAL MANAGERS, EVIDENCE AND TRACEABILITY

In order to provide due evidence of the operations carried out in sensitive/instrumental areas, as well as of meetings held with representatives of Public Administrations and supervisory authorities, all persons assigned powers on the basis of specific powers of attorney by the Company to carry out activities (with particular regard to those potentially affected by the risk of offences being committed under Legislative Decree 231/01), are responsible for each individual operation at risk of offence carried out or implemented by them, either directly or through their collaborators. The activities at risk must be communicated to the SB by the aforementioned managers, as well as by the Company's RSPP, by filling out the following:

- Evidencing Paper to be updated on a quarterly basis, as required by the relevant Operating Instruction issued by the Company on "Management of information flows to the Supervisory Body";
- a Traceability Form to be updated on a quarterly basis, as provided for by the specific Procedure issued by the Company on "Management of relations with the Public Administration".

Through the Evidencing Papers, the following shall be declared to the Supervisory Body, *inter alia*:

- acknowledgement of, and dissemination to one's collaborators of, the contents of the Model 231 and the Company's Code of Ethics, as well as, more generally, of all internal regulatory documents (Policies, Procedures, etc.);
- the absence of violations of Model 231 during the reference period. Should any violations of Model 231 have been reported, all relevant information must be provided in the Evidencing Paper.

Through the Traceability Forms, the Supervisory Body shall instead be informed of meetings held by Top Management and Company Attorneys with representatives of Public Administrations and supervisory authorities. Such forms, which include the main information relating to the meetings (date and place of the meeting; Public Administration representative contacted, department of affiliation and any other participants; subject matter of the meeting), must also be completed and submitted in the absence of any interactions with the Public Administration, by selecting the specific option indicating that no meetings took place.

The aforementioned persons in charge of the activities at risk of offence identified have the task of compiling the declarations and systematically transmitting them to the Body, which takes care of filing them and checking their contents also during the interviews planned periodically with the various managers. The responsible functions ensure the retention and filing of the supporting documentation produced and received in the performance of their activities, in order to make the effective implementation of the Model's protocols verifiable, making use, where available, of dedicated archives and in compliance with the applicable information classification levels.

The SB may carry out further checks on the operations in question, which will be recorded in writing.

The Body ensures the issuing and updating of standardized instructions relating to the homogeneous and consistent filling out of the Sheets by the managers of the areas at risk of offence. These instructions shall be in writing and kept in hard copy and electronic format.



4.6 VERIFICATION, UPDATING AND ADAPTATION OF THE MODEL

The Organizational Model will be subject to the following types of checks:

- **monitoring of the effectiveness of the Model** (which takes the form of verifying the consistency between the concrete conduct of the Recipients and the Model itself) through the establishment of a system of periodic declarations by the Recipients of the Model confirming that:
 - appropriate evidence is provided of the transactions carried out with the Public Authorities and certification bodies in the areas at risk of crime;
 - the directions and contents of the Model have been complied with, the powers of attorney and signature limits have been respected, and that no actions have been taken that were not in line with the Model, nor any infringements of the Model itself.

The persons in charge of the identified risk areas have the task of filling out and forwarding the evidencing papers to the SB, which will take care of filing them and will carry out the related control on a sample basis.

- **verification of procedures:** the effective functioning of this Model will be verified annually with the methods established by the SB as detailed in the individual Special Parts.

In addition, a review will be undertaken of all the reports received during the year of the actions taken by the SB and the other parties concerned, of the events considered risky and of the awareness of the personnel with respect to the offences envisaged by the Decree, with random checks.

The outcome of this audit, highlighting the possible gaps and with suggestions for action to be taken, will be included in the half-yearly report that the SB prepares for the Board of Directors and the Board of Statutory Auditors.

The Legal, Corporate Affairs & Compliance Organizational Unit, with the support of the other competent Company functions, supports the Supervisory Body in the continuous monitoring of the adequacy of the Model, ensuring periodic reporting on the activities carried out in relation to the Model itself.

On the basis of the outcomes of the monitoring activities described above, the SB proposes to the Leonardo Global Solutions S.p.A. Board of Directors to updating or revision of the Model, where deemed necessary and/or appropriate on the basis of:

- legislative developments concerning the liability of entities for administrative offences arising from criminal offences and, more generally, changes in the applicable regulatory framework;
- case law developments and prevailing legal doctrine relevant to the application of the Decree;
- significant changes in the organizational structure, business processes and activities of the Company;
- amendments to the Company's internal protocols and procedures;
- identified deficiencies and/or gaps and/or significant breaches of the provisions of the Model and/or of the internal regulatory and control system, also as a result of assessments carried out on its effectiveness;
- other considerations arising from the concrete and specific application of the Model, including the outcomes of updates to the "historical analysis" (such as, for example, experience deriving from criminal proceedings involving the Company or related parties, the results of the Supervisory Body's oversight activities or internal audit activities).



The amendments resulting from resolutions approved by the Board of Directors are made directly to the Model by the Supervisory Body, with the support of the competent functions, ensuring the timely updating of internal documentation and the dissemination of the relevant information to the Recipients of the Model.

5. PERSONNEL TRAINING AND DISSEMINATION OF THE MODEL WITHIN THE COMPANY AND EXTERNALLY

5.1 PERSONNEL TRAINING

Leonardo Global Solutions S.p.A. promotes awareness of the Model, the relevant internal protocols and their updates among all employees, who are therefore required to know their contents, observe them and contribute to their implementation.

The People & Organization Function, in cooperation with the SB, manages personnel training on the contents of the Decree and the implementation of the Model, reporting to the SB.

In this context, communications shall involve:

- inclusion of the Model, the Leonardo Group Anti-Corruption Code and the Code of Ethics in the specific "Ethics and Compliance" section of the Company website;
- making the Leonardo Group's Anti-Corruption Code and the Code of Ethics available to all current staff, as well as distributing these documents to new hires when they join the Company and getting them to sign to certify they have received these documents and are committed to knowing about and complying with the relevant provisions;
- *online* course, permanently available, on the contents of the Model, the Leonardo Group Anti-Corruption Code and the Code of Ethics;
- updates on changes made to the Model, to the Leonardo Group Anti-Corruption Code or to the Code of Ethics.

The training programme is divided into the following levels, which can also be used alternatively depending on the circumstances:

- management and/or representative staff: classroom training meetings and an *e-learning* training course delivered electronically.
- other personnel: information at the time of hiring; *an e-learning* training course delivered through an IT platform.

Training is structured according to a training plan that includes General Part modules and Special Part modules, tailored to the recipients and, where applicable, to roles and processes most exposed to risk, in line with the sensitive areas and the Model's protocols.

The Company ensures the automatic assignment of training modules to new hires (so-called "rolling" training) and appropriate training coverage in the event of changes in roles or responsibilities.

Participation in training sessions, as well as in the online course, is compulsory; the People & Organization Function monitors that the training programme is completed by all personnel, including new hires. To this end, the Company performs periodic monitoring activities and may activate reminders to ensure the full completion of the assigned modules.

Attendance at training activities is tracked by requiring signatures on the relevant attendance forms and, for e-learning activities, through certificates of completion relating to the individuals involved, available on the dedicated IT platform. Evidence of participation and completion (records on HR/LMS platforms and related



certifications) is retained in accordance with internal rules; where applicable, e-learning training is supplemented by knowledge assessment tests.

Refresher training sessions are carried out in the event of significant changes to the Model, the Group Anti-Corruption Code or the Code of Ethics, where the Supervisory Body does not consider the mere dissemination of such changes sufficient, in light of their complexity. In the event of significant updates to the Model or related control measures, targeted training sessions are planned, based on the assessment of the Supervisory Body and the competent functions.

5.2 INFORMATION FOR EXTERNAL COLLABORATORS AND PARTNERS

Leonardo Global Solutions promotes awareness of and compliance with the Model, the Code of Ethics and the Anti-Corruption Code of the Leonardo Group also among the Company's commercial and financial partners, consultants, professionals and collaborators in various capacities, customers and suppliers.

Leonardo Global Solutions provides for the insertion into contracts with other parties of specific contractual clauses in commercial, financial and consultancy relationships, providing that, in the event of even partial non-compliance with the principles established in the Model, in the Code of Ethics and in the Anti-Corruption Code of the Leonardo Group, the Company shall be entitled to terminate the relevant contracts by operation of express termination clauses.

6. DISCIPLINARY SYSTEM AND MEASURES IN THE EVENT OF NON-COMPLIANCE WITH THE PROVISIONS OF THE MODEL

6.1 GENERAL PRINCIPLES

The establishment of an adequate sanctioning system for the violation of the provisions contained in the Model is an essential condition to ensure the effectiveness of the Model itself.

In this regard, in fact, Articles 6, paragraph 2, letter (e), and 7, paragraph 4, letter (b) of the Decree provide that the organizational and management models must introduce *"a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the Model"*.

For the purposes of this disciplinary system, and in compliance with the provisions of collective bargaining agreements, where applicable, actions or behaviours carried out in violation of the Model constitute conduct subject to sanctions. The identification and application of sanctions must take into account the principles of proportionality and adequacy with respect to the violation/offence alleged. In this regard, the following circumstances are relevant:

- type of offence;
- factual circumstances in which the object of the dispute arose;
- manner of commission of the conduct;
- gravity of the violation/offence, also taking into account the subjective attitude of the agent;
- possible commission of more than one violation/offence within the same conduct;
- possible participation of more than one person in the commission of the violation/offence;
- whether the author of the violation is a re-offender.

The application of disciplinary sanctions is irrespective of the initiation and/or outcome of any criminal proceedings, as the rules of conduct imposed by the Model are adopted by Leonardo Global Solutions S.p.A. in full autonomy and regardless of the type of offence that violations of the Model may determine.



The disciplinary system is constantly monitored by the SB and the People & Organization Function.

Any type of violation of the rules contained in the Model entitles the SB to request the competent Company Organizational Units to impose one of the sanctions listed below and determined on the basis of the seriousness of the violation committed, in compliance with the criteria indicated in the CCNL, where applicable, and the behaviour of the author of the violation before (e.g. any previous violations committed) and after the fact (e.g. communication of the irregularity to the SB).

The following, by way of example, constitute violations of the Model:

- non-compliance with the Model, in case of violations aimed at the commission of a crime under the Decree or, in any case, where there is a risk that the Company's liability under the Decree might be contested;
- non-compliance with the Model, in the event of violations related, in any way, to the risk areas or sensitive activities indicated in the Special Parts of the Model;
- non-compliance with the Model, in the event of violations related, in any way, to the risk areas indicated as "instrumental" in the Special Parts of the Model;
- omissions in the activities of documentation, conservation and control of the documents mentioned in the protocols (procedures), in order to hinder their transparency and verifiability;
- omissions in oversight by the hierarchical superiors on the conducts of their subordinates in order to verify the correct and effective application of the Model's provisions;
- non participation by the Recipients in the training activities concerning the content of the Model and, more in general, of the Decree;
- violation / or circumventions of the control system, carried out by removing, destroying or altering the documentation provided for in the protocols (procedures), or by preventing control of or access to information and documentation by the persons in charge, including the SB;
- any form, even indirect, of retaliation, discrimination or penalty, against the reporting subjects for reasons related, directly or indirectly, to the Report as well as of the other persons to whom the same protection is granted; an act of retaliation shall mean any conduct, act or omission, even if only attempted or threatened, carried out by reason of the Report, the report to the Judicial or Accounting Authority or public disclosure and which causes or may cause the reporter or the person who made the report, directly or indirectly, unjust damage; the implementation of actions or conduct by which the Reporting is obstructed or attempted to be obstructed;
- violation of the obligation of confidentiality in the handling of Reports;
- uncooperative behaviour towards the SB, consisting, by way of example but not limited to, in the refusal to provide the requested information or documentation, failure to comply with the general and specific directives issued by the SB in order to obtain the information deemed necessary for the performance of its duties, failure to participate in the inspection visits planned by the SB without a justified reason, failure to participate in training meetings;
- violation of the obligations to provide information to the SB (described in paragraph 4.5);
- violation of whistleblowing regulations both with regard to the protection of the confidentiality of the reporting subject and in the case of untrue reports made with malice or gross negligence.



The seriousness of violations of the Model will be assessed by the People & Organization Function on the basis of the following circumstances:

- presence and intensity of the intentional element;
- presence and intensity of negligent, careless, reckless conduct;
- presence and intensity of recidivist conduct;
- extent of the danger and/or consequences of the violation for the Company;
- extent of the danger and/or consequences of the violation for the persons subject to the regulations on the protection of health and safety in the workplace, as well as for the Company;
- foreseeability of the consequences of the conduct in violation;
- time and manner of the violation;
- the circumstances under which the infringement took place.

6.2 PENALTIES FOR EMPLOYEES

6.2.1 EMPLOYEES AND MIDDLE MANAGEMENT

Any conduct by employees in violation of the individual rules of conduct set out in this Model is defined as a *disciplinary offence*.

With reference to the sanctions that may be imposed on said employees, they fall within those provided for in the Disciplinary Code, in compliance with the procedures set out in Article 7 of the Italian Workers' Bill of Rights and any special regulations applicable.

In relation to the above, the Model refers to the categories of punishable conduct provided for by the existing sanction system.

These categories describe the sanctioned behaviours, according to the gravity of the individual cases considered, and the sanctions actually provided for the commission of the relevant conduct according to their seriousness.

In particular, in accordance with the "Criteria of correlation between employee misconduct and disciplinary measures" contained in the current National Collective Labor Agreement for Metalworkers, it is provided that:

- the measures of VERBAL WARNING, WRITTEN ADMONITION, FINE OR SUSPENSION FROM WORK AND FROM REMUNERATION, depending on the seriousness of the violation, shall be applied to any worker who violates the internal procedures provided for by this Model (e.g. who does not observe the prescribed procedures, fails to inform the SB of the prescribed information, fails to carry out controls, etc.) or adopts, when carrying out activities in areas at risk of crime, a behaviour that does not comply with the provisions of the Model itself, since such behaviour is a violation of the contract that entails a prejudice to the discipline and morale of the Company;
- in addition, a worker who, in the performance of activities in areas at risk of offence, engages in a significant breach in violation of the provisions of this Model and is unequivocally aimed at committing an offence sanctioned by the Decree, shall also incur in the measure of DISMISSAL WITH NOTICE, since such behaviour is more serious than those identified in the previous point;
- finally, the measure of DISMISSAL WITHOUT NOTICE shall also apply to any worker who, in the performance of activities in areas at risk of offence, adopts a conduct unequivocally aimed at committing an offence sanctioned by the Decree or clearly in violation of the prescriptions of this Model, such as to give rise to the concrete application against the Company of the measures provided for by the Decree, since the aforementioned conduct must be recognized as causing "serious moral and/or material damage to the Company".



The disciplinary system is constantly monitored by the SB and the People & Organization Function.

6.2.2 EXECUTIVES

In the event of violation by executives of the rules of conduct provided for in this Model or the adoption, in the performance of activities in areas at risk, of a conduct that does not comply with the provisions of the Model itself, the most appropriate measures will be applied to the persons responsible in accordance with the provisions of the National Collective Labour Agreement for Industrial Executives.

In particular:

- where the violation of one or more provisions of the Model is so serious as to irreparably damage the trusting relationship, not allowing the continuation, even temporary, of the employment relationship, the worker shall be dismissed without notice;
- if the violation is minor but still serious enough to compromise irreparably the trusting relationship, the manager is subject to dismissal with notice.

6.3 MEASURES AGAINST DIRECTORS AND STATUTORY AUDITORS

In the event of violation of the Model by one or more Directors and/or Statutory Auditors, the SB will inform the Board of Directors and the Board of Statutory Auditors, who - depending on their respective competencies - will proceed to take the most appropriate and adequate initiatives in line with the seriousness of the violation and in accordance with the powers provided for by the law and/or the By-Laws (statements in the minutes of the meetings, formal warning, revocation of the appointment/proxy, request for convocation or convening of the Shareholders' Meeting with the appropriate measures against the individuals responsible for the violation on the agenda, etc.).

Taking into account that the Directors are appointed by the Shareholders' Meeting of the Company, in the event that violations of the Model are identified that compromise the trusting relationship with the company representative, or in the event that there are serious reasons connected to the protection of the interests and/or image of the Company (for example, application of precautionary measures or committal for trial of Directors in relation to the commission of crimes from which the administrative liability of the Company may derive), the Shareholders' Meeting will be called to resolve on the revocation of the mandate.

In the event of violation of the Model by the entire Board of Directors of the Company, the SB will inform the Board of Statutory Auditors so that the latter may promptly convene the Shareholders' Meeting for the appropriate measures.

In the event of violation of the Model by the entire Board of Statutory Auditors of the Company, the SB will inform the Board of Directors so that the latter may promptly convene the Shareholders' Meeting for the appropriate measures.

6.4 DISCIPLINARY MEASURES AGAINST COLLABORATORS, AUDITORS, CONSULTANTS, PARTNERS, OTHER PARTIES IN TRANSACTIONS AND OTHER EXTERNAL PARTIES, INCLUDING MEMBERS OF THE SUPERVISORY BODY

Any conduct by collaborators, consultants, auditors, partners, other parties in transactions and other external parties to the Company, including members of the Supervisory Body, that is in contrast with the lines of conduct indicated in this Model and in the Code of Ethics may result in the termination of the contractual relationship, through the activation of appropriate clauses, as well as the possible presentation of an action for compensation for damages suffered by virtue of the



clauses included by LGS in each contract prepared by the Legal, Corporate Affairs & Compliance Organizational Unit.

If the Board of Directors is informed of violations of the Model by one or more members of the SB, the Board of Directors will, in collaboration with the Board of Statutory Auditors, take the initiatives deemed most appropriate in line with the seriousness of the violation and in accordance with the powers provided for by law and/or the By-Laws.

In particular, if the violation is committed by a member of the SB who is also an employee or manager of the Company, the sanctions envisaged in compliance with the regulations in force, as well as with the applicable collective labor agreements, shall apply.

In any case, the Board of Directors and the Board of Statutory Auditors will always keep the SB informed of the sanctions inflicted and/or the violations ascertained.

6.5 PROCEDURE FOR THE APPLICATION OF PENALTIES

The procedure for the imposition of sanctions following the violation of the Model and the related procedures differs with regard to each category of recipients as regards:

- the notification of the violation to the person concerned;
- adversarial proceedings, i.e. the possibility in favor of the person to whom the infringement has been contested to propose arguments in his/her defence;
- determination and subsequent application of the penalty.

The procedure for imposing sanctions will, in any case, begin following receipt by the company bodies from time to time competent and indicated below, of the communication with which the SB reports the violation of the Model.

6.5.1 DISCIPLINARY MEASURES AGAINST DIRECTORS AND STATUTORY AUDITORS

In the event of a violation of the Model by a person holding the position of Director who is not a Company employee, the SB will send the Board of Directors and the Board of Statutory Auditors a report indicating the conduct observed, attaching any documents proving the violation and/or other elements of verification.

The Board of Directors convenes the member indicated by the SB for a meeting of the Board and, on that occasion, acquires any deductions made by the latter and, on account of the elements acquired, determines the penalty considered applicable, giving reasons for any disagreement with the proposal made by the SB.

The resolution of the Board of Directors and/or that of the Shareholders' Meeting, as the case may be, is communicated in writing, by the Board of Directors, to the interested party as well as to the SB, for the appropriate verifications.

The procedure described above is also applied when a member of the Board of Statutory Auditors is found to have violated the Model within the limits allowed by applicable laws.

If, as a result of such proceedings, the sanction of revocation of the mandate is imposed, the Board of Directors shall promptly convene the Shareholders' Meeting to resolve on the revocation of the Director from office.

If, on the other hand, the Director is employed by the Company, the procedures contained in paragraph 6.5.2 shall apply.

6.5.2 DISCIPLINARY MEASURES AGAINST EXECUTIVES

The procedure for the assessment of violations with regard to Executives is carried out in compliance with the provisions of current legislation and applicable collective labor agreements.



In particular, the SB transmits to the Top Management and to the Head of the People & Organization Function a specific report indicating the conduct observed, attaching any documents proving the violation and/or other evidence.

Top Management shall convene the Manager concerned and, in agreement with the Head of the People & Organization Function, shall define the position of the person concerned as well as the implementation of the relative sanctioning procedure.

In the event the subject against whom the procedure has been initiated is a senior manager who has been delegated authority by the Board of Directors, and if the investigation activity proves his/her involvement pursuant to Legislative Decree 231/01, it is provided that the Board of Directors may decide on the merits of the revocation of the proxies attributed on the basis of the nature of the assignment.

The decision to impose the sanction is communicated in writing to the person concerned, in accordance with the terms provided for by the applicable collective bargaining agreement, by Top Management.

Without prejudice to appeal to the Judicial Authorities, those involved in the proceedings may, within thirty days of receiving the disciplinary measure, promote the establishment of a Conciliation and Arbitration Board, in accordance with the provisions of the collective bargaining agreement applicable to the specific case.

In the event of the appointment of such a Board, the disciplinary sanction until the decision of that body.

6.5.3 DISCIPLINARY MEASURES AGAINST HOURLY WORKERS, OFFICE WORKERS AND MIDDLE MANAGEMENT

The procedure for the application of sanctions by the Company against hourly workers, office workers and middle management is carried out in compliance with the provisions of Article 7 of the Italian Workers Bill of Rights, the current National Collective Labour Agreement for workers employed in the private metalworking industry and plant installation, as well as the Company Disciplinary Code.

Sanctions shall be applied within six days of receipt of the justifications.

The Employee, without prejudice to the possibility of referring the matter to the Judicial Authority, may, within twenty days of receiving the measure, promote the constitution of a Conciliation and Arbitration Board, in which case the sanction shall remain suspended until the relevant decision.

6.5.4 PROCEEDINGS AGAINST THIRD PARTY RECIPIENTS OF THE MODEL

In order to allow the initiatives provided for by the contractual clauses indicated in paragraph 6.4 to be taken, the Head of the OU that manages the contractual relationship, in agreement with the Head of the Legal, Corporate Affairs & Compliance OU and on the basis of any decisions taken in the meantime by the Top Management (as well as by the Board of Directors if the stipulation of the contract has been decided by the Board), sends the person concerned a written communication containing an indication of the conduct observed, the provisions of the Model that have been violated, any documents and elements supporting the dispute, as well as an indication of the specific contractual clauses whose application is requested.

6.5.5 PROCEEDINGS AGAINST MEMBERS OF THE SUPERVISORY BODY

The sanctioning procedure of suspension or revocation of office applicable to Directors and Statutory Auditors as per paragraph 6.5.1. is applied *mutatis mutandis*, even if one or more members of the SB are found to have violated the Model.



In this case, the reporting disclosure prepared by the Whistleblowing Investigation Unit is forwarded to the Chairman of the Board of Statutory Auditors who will draw up a report and forward it to the Board of Directors.



SPECIAL PART & ANNEXES

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