ORGANIZATION, MANAGEMENT AND CONTROL MODEL

General and special part

Constituent element of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001

DELTA CONTRACT S.P.A.
VIA FORNACE CAVALLINO, 13/23
OPERA (MI) – 20073
VAT ID 10135420965

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Summary

GENERAL PART

PRESENTATION OF DELTA CONTRACT S.P.A.

COMPANY NAME:	**Delta Contract S.p.A.**
TAX CODE / VAT NUMBER:	10135420965
CERTIFIED ELECTRONIC MAIL:	**deltaconspa@legalmail.it**
LEGAL FORM:	**Joint-stock company**
FULLY PAID-UP SHARE CAPITAL:	**€1,695,000.00**
DATE OF INCORPORATION:	21.12.2017
START DATE OF ACTIVITY:	1.01.2018

Delta Contract S.p.A. (hereinafter “Delta Contract” or the “Company”) operates in the “lighting” world and has been present for over 35 years in the various Italian and international lighting markets, having now gained strong experience and specializing in lighting fixtures for cruise ships, but also in public and private contract, casinos, hotels, retail and offices.
The Italian and international markets in which Delta Contract is present are:

- naval: new building, spare parts, refitting, etc.
- private construction, hotel industry, retail & office.

Governance and representation
As of the date of issuance of this Model, Delta Contract is managed by a Board of Directors composed of three members.

Local units
The Company has a single registered and operational office at Via Fornace Cavallino 13/23 in Opera (MI).

Employees
As of the date of issue of this Model, the Company has 17 employees. For further information on the company's functional organization, please refer to the Organization Chart [ORG231].

1. INTRODUCTION TO LEGISLATIVE DECREE 231/2001

In implementation of the delegation contained in Art. 11 of Law no. 300 of September 29, 2000, Legislative Decree 231/2001 (hereinafter also simply referred to as "the Decree" or "Decree 231") introduced the principle of the administrative liability of entities arising from crimes into the Italian legal system.

By providing for a form of liability, deriving from a crime, of the legal person, distinct from and additional to the criminal liability of the natural person who committed the offense, the provision has had a strong innovative impact, given that it allowed for the overcoming of the traditional approach that classifies the entity, as an autonomous center of legal imputation, as a mere abstraction and – as such – incapable of committing criminal offenses (according to the well-known Latin maxim “societas delinquere non potest”).
The entity is no longer considered a pure legal fiction, but an organic reality that “lives” and acts through the natural persons who place themselves in a relationship of identification with the organization.

Decree 231 applies to "entities with legal personality and to companies and associations even without legal personality" (art. 1, Decree 231). The legislation is therefore primarily intended for all private legal entities, which certainly include capital companies and, among these, limited liability companies such as Delta Contract.

The administrative liability of entities arises in the event of the commission of certain criminal offenses, listed by Decree 231 (“Predicate Offenses”), by a person with a qualified connection to the entity and, specifically, by three types of natural persons:

- top management, natural persons who hold positions of representation, administration, management or control of the Entity, even if only de facto, or their organizational units with financial and management autonomy;
- entities subject to the direction or supervision of the aforementioned entities.

With reference to the Predicate Offenses, the scope of application of the liability under Legislative Decree 231/2001, originally limited to Articles 24, 25, and 26 of the Decree, was subsequently extended, both through amendments to the Decree itself (for example, by Art. 6 of Decree-Law no. 350 of September 25, 2001, and Art. 3 of Legislative Decree no. 61 of April 11, 2002) and through references to the Decree (for example, by Articles 3 and 10 of Law no. 146 of March 16, 2006, and Art. 192 of Legislative Decree no. 152 of April 3, 2006). With Legislative Decree no. 121/2011, implementing EEC directives on the criminal protection of the environment (Directive 2008/99/EC of the European Parliament and of the Council of 19.11.2008) and on ship-source pollution (Directive 2009/123/EC of the European Parliament and of the Council of 21.10.2009), a new catalog of environmental predicate offenses capable of establishing the entity's liability was inserted into Decree no. 231/2001 (in Art. 25-undecies). With Legislative Decree no. 109 of 2012, the crime of "employment of illegally staying third-country nationals" was introduced (Art. 25-duodecies). With the so-called "Anti-Corruption" law (Law no. 190 of November 6, 2012), "corruption between private individuals" (Art. 25-ter, paragraph 1, letter s-bis, which refers to the crime of corruption between private individuals under the new third paragraph of Art. 2635 of the Civil Code) and "undue inducement to give or promise benefits" (Art. 25, paragraph 3, which includes a reference to Article 319-quater of the Penal Code) were inserted into Decree 231/2001. Through Law no. 186 of December 15, 2014, titled "Provisions regarding the emergence and repatriation of capital held abroad and for strengthening the fight against tax evasion. Provisions regarding self-laundering," significant amendments were made to Art. 25-octies, including the crime of Self-Laundering (Art. 648-ter.1) among the relevant offenses.

Law 22 May 2015 no. 68, entitled "Provisions regarding crimes against the environment", provided (with art. 1, paragraph 8, letter a)) for the amendment of art. 25-undecies, paragraph 1, letters a) and b), the introduction of letters from c) to g) to art. 25-undecies, paragraph 1 and of paragraph 1 bis to art. 25-undecies, implementing the catalog of predicate environmental offenses.
Law 27 May 2015, no. 69, titled "Provisions regarding crimes against public administration, mafia-type associations and false accounting", has affected Art. 25-ter (corporate crimes) by increasing the pecuniary penalty for the crime of false corporate communications, provided for by Art. 2621 of the Italian Civil Code, inserting as a predicate offense the new Art. 2621-bis of the Italian Civil Code (minor false corporate communications) and increasing the penalty for the crime referred to in Art. 2622 of the Italian Civil Code (false corporate communications of listed companies).
Subsequently, Law 199 of October 29, 2016, added the crime of “Illicit intermediation and labor exploitation” by introducing it into Article 25-quinquies, paragraph 1, letter a), of Legislative Decree 231/2001 among crimes against individual personality, with a pecuniary sanction of 400 to 1000 quotas.
Legislative Decree no. 38 of 15 March 2017, entitled "Implementation of Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector", which eliminated the requirement of "harm to the company" from the crime of corruption between private individuals, contemplating an increase in the pecuniary sanction in Article 25-ter, letter s-bis (from 400 to 600 quotas) and in the disqualification sanction (from 3 months to 24 months).
With the same intervention, the new predicate offense of "incitement to corruption between private individuals" was also introduced, punished with a pecuniary sanction of between 200 and 400 quotas and a disqualification sanction from 3 to 24 months.
Law no. 161 of October 17, 2017, entitled “Amendments to the Code of Anti-Mafia Laws and Preventive Measures, as per Legislative Decree no. 159 of September 6, 2011, to the Penal Code, and to the implementing, coordinating, and transitional provisions of the Code of Criminal Procedure and other provisions. Delegation to the Government for the protection of labor in seized and confiscated companies,” amended art. 25-duodecies of the Decree, inserting paragraphs 1-bis, 1-ter, and 1-quater, which reproduce the crimes provided for by art. 12, paragraphs 3, 3-bis, 3-ter, and 5 of the Consolidated Immigration Act, Legislative Decree no. 286/1998.
Law 20 November 2017 no. 167, containing "Provisions for the fulfillment of obligations deriving from Italy's membership in the European Union - European Law 2017," introduced Article 25-terdecies into the Decree, extending the liability of Entities to the crimes of Racism and Xenophobia provided for and punished by Article 3 of Law 13 October 1975, no. 654, which refers to the criminal offenses sanctioned by the Statute of the International Criminal Court, ratified pursuant to Law 12 July 1999, no. 232 (so-called Rome Statute).
Legislative Decree 21/2018, bearing "Provisions for the implementation of the principle of delegation of the penal code reserve pursuant to Article 1, paragraph 85, letter q), of Law 103 of 23 June 2017," has removed from the catalog of predicate offenses the references to Article 3 of Law 654/1975 (referred to in Article 25-terdecies of Decree 231, "Racism and xenophobia") and to Article 260 of Legislative Decree 152/2006 (of which in Article 25-undecies, "Environmental crimes"), referencing the new Articles 604-bis ("Propaganda and incitement to commit crimes for reasons of racial, ethnic and religious discrimination") and 452-quaterdecies ("Organized activities for the illicit trafficking of waste").

Legislative Decree no. 107 of August 10, 2018, has remodulated the criminal offenses of "market abuse," specifically "Insider dealing" and "Market manipulation," by adapting national regulations on market abuse to the provisions contained in Regulation (EU) no. 596/2014;

Law no. 3 of January 9, 2019, containing "Measures for the fight against crimes against public administration, as well as regarding the statute of limitations for crimes and regarding the transparency of political parties and movements," has further expanded the catalog of predicate offenses, including among the types of crimes against Public Administration the illicit trafficking of influences referred to in Art. 346 bis of the Criminal Code; providing for an increase in pecuniary sanctions in the case of the commission of the crimes referred to in articles 318, 321, 322, paragraphs one and three, and 346-bis of the Criminal Code; it has increased the disqualification sanctions related to the crimes referred to in Art. 25 of Legislative Decree 231/2001; furthermore, it has introduced paragraph 5-bis, which establishes a mitigating circumstance "if, before the first-instance judgment, the entity has effectively endeavored to prevent the criminal activity from being brought to further consequences, to secure evidence of the crimes and for the identification of those responsible or for the seizure of the sums or other transferred utilities, and has eliminated the organizational deficiencies that led to the crime through the adoption and implementation of organizational models suitable for preventing crimes of the type that occurred, the disqualification sanctions have the duration established by article 13, paragraph 2."

Laws no. 39 of May 3, 2019 and no. 43 of May 21, 2019 have respectively (i) introduced into the system outlined by Legislative Decree 231/2001 the crimes regarding fraud in sports competitions, unauthorized gaming or betting and gambling exercised by means of prohibited devices (ii) modified the provision referred to in Article 416-ter of the Italian Penal Code (political-mafia electoral exchange) in the terms better specified in the Special Part of this Model.

With the Law Decree (D.L.) of October 26, 2019, the tax-penal offense referred to in Art. 2 of Legislative Decree 74/2000 (“Fraudulent declaration through the use of invoices or other documents for non-existent transactions”) was included in the list of predicate offenses. Finally, with the conversion law of the aforementioned decree-law (Law no. 157 of December 19, 2019), the catalog of predicate offenses was extended to further tax crimes, specifically:

- fraudulent tax return by means of other artifices (art. 3 Legislative Decree 74/2000);
- the issuance of invoices / other documents for non-existent transactions (art. 8 Legislative Decree 74/2000);
- the concealment or destruction of accounting documents (art. 10 of Legislative Decree 74/2000);
- fraudulent evasion of tax payment (art. 11 Legislative Decree 74/2000).

On July 14, 2020, Legislative Decree no. 75/2020 was published in the Official Gazette, which expanded the catalog of predicate offenses to include crimes such as embezzlement, abuse of office, crimes involving smuggling, and additional tax-criminal offenses provided for by Legislative Decree 74/2000, if committed in a transnational context (within the European Union), in order to evade VAT for an amount of no less than 10 million euros. This is in implementation of the so-called EU 'PIF' Directive 2017/1371.

The list of predicate offenses has also been expanded to include smuggling offenses through the introduction of Article 25-sexiesdecies.

With Legislative Decree no. 184/2021, the catalog of predicate offenses was also extended to the crimes referred to in articles 493-ter, 493-quater, and 640-ter, second paragraph, of the Penal Code, through the introduction of article 25-octies.1 of Legislative Decree 231/2001, entitled "Crimes regarding payment instruments other than cash."

Legislative Decree 195/2021, implementing EU Directive 2018/1673 on combating money laundering by criminal law, in line with the draft already approved by the Council of Ministers, has intervened in the criminal cases of receiving stolen goods, money laundering, re-employment, and self-laundering, referred to in articles 648 of the Criminal Code, 648-bis of the Criminal Code, 648-ter of the Criminal Code, and 648-ter.1 of the Criminal Code, which were indeed already included in the catalog of predicate offenses in Article 25-octies of Legislative Decree 231/2001. The significant innovation, regarding the liability of the collective entity, coincides with the extension of the application of the aforementioned crimes to all proceeds derived from this category of crime indiscriminately, with the consequence that the latter will no longer be limited to intentional conduct, but also includes crimes punishable by negligence as well as, even, contraventions, if punishable by a maximum custodial sentence of more than one year and a minimum sentence of six months.

Art. 20 of Law no. 238 of December 23, 2021 contains certain criminal provisions for the repression of sexual abuse against minors and against child pornography, which led to the amendment or supplementation of some criminal offenses contemplated in the list of predicate offenses, namely Articles 600-quater, 609-quinquies, and 609-undecies of the Criminal Code.

Art. 28-bis of Law no. 25 of March 28, 2022, has modified the wording of certain types of crimes falling within the category of predicate offenses, and in particular Articles 316, 316-bis, 316-ter, and 640-bis of the Penal Code.

On March 23, 2022, Law no. 9/2022, entitled "Provisions regarding crimes against cultural heritage," entered into force, introducing two new predicate offenses: Art. 25-septiesdecies, entitled "Crimes against cultural heritage," and Art. 25-duodevicies, entitled "Laundering of cultural property and devastation and looting of cultural and landscape assets."

Art. 5, paragraph 1, of Legislative Decree no. 156 of October 4, 2022, provided for the textual amendment of Art. 25-quinquiesdecies, paragraph 1 bis, re-modulating the concept of tax offenses committed at a cross-border level and specifying that the entity's liability is configured where such crimes "have been committed in order to evade value added tax within the framework of cross-border fraudulent schemes connected to the territory of at least one other member State of the European Union, from which a total damage equal to or greater than ten million euros results or may result".

Legislative Decree no. 19 of March 2, 2023, on cross-border corporate transformations, mergers, and divisions, adopted in implementation of EU Directive 2019/2021, has introduced a new predicate offense for the liability of legal entities. In particular, Article 54 of said decree provides for a specific criminal offense relating to false or omitted declarations for the issuance of the preliminary certificate, which is necessary to attest to the regular fulfillment, in accordance with the law, of the acts and formalities preliminary to the realization of the merger.

Furthermore, with Legislative Decree no. 150/2022 (Cartabia Reform), some incriminating fattispecie falling within the category of predicate offenses, and in particular Articles 640 and 640-ter of the Italian Penal Code, have been modified in their textual formulation.

On another note, regarding Whistleblowing, Legislative Decree 24/2023, through Article 23, repealed paragraphs 2-ter and 2-quater, while Article 24 amended paragraph 2-bis of Article 6 of Legislative Decree 231/2001, simplifying the regulations.

Law Decree no. 2 of January 5, 2023 (the so-called "Ilva Rescue Decree"), converted with amendments by Law no. 17 of March 3, 2023, has introduced new measures into Legislative Decree 231/2001 aimed at protecting companies of so-called national strategic interest from the possible application of disqualification measures that could jeopardize their operations and have significantly negative repercussions on employment and national economic interest: art. 5 provided for (i) in paragraph 1, letter a), the introduction of letter b-bis) to art. 15, paragraph 1 of Legislative Decree 231/2001; (ii) in paragraph 1, letter b), the introduction of paragraph 1-bis to art. 17 ("Repair of the consequences of the crime"), which presents a fundamental exclusion clause regarding the applicability of disqualification sanctions; (iii) in paragraph 1, letter c), the amendment of art. 45, paragraph 3 regarding precautionary measures; (iv) in paragraph 1, letter d), the introduction of paragraph 1-ter to art. 53 (Preventive seizure), which provides that in the event that the seizure concerns industrial plants or parts thereof that have been declared of national strategic interest, the application of art. 104-bis, paragraphs 1-bis.1 and 1-bis.2, of the implementing, coordinating, and transitional provisions of the Code of Criminal Procedure must be made.

Decree-Law no. 20 of March 10, 2023, regarding legal entry flows and the stay of foreign workers and the prevention and countering of irregular immigration, in Article 8 of Chapter II, amended Article 12 and inserted Article 12-bis "Death or injury as a consequence of crimes regarding illegal immigration" into Legislative Decree no. 286/1998 "Consolidated Act on Immigration".

Both articles concern the criminal offenses contained within Art. 25-duodecies “Employment of third-country nationals whose stay is irregular” of Legislative Decree 231/2001.

Law 93/2023 also amended the regulatory text of Art. 171-ter of Law no. 633/1941, referenced by Art. 25-novies. Law 137/2023 introduced into Art. 24, paragraph 1, of Legislative Decree no. 231/2001 the crimes of Disturbed freedom of auctions under Art. 353 of the Penal Code, and Disturbed freedom of the procedure for choosing the contractor under Art. 353-bis of the Penal Code; into Art. 25-octies.1, paragraph 2-bis, the crime of Fraudulent transfer of assets under Art. 512-bis; and in Art. 25-octies.1, paragraph 3, it amended the regulatory text of the crimes of Environmental pollution under Art. 452-bis of the Penal Code and Environmental disaster under Art. 452-quater of the Penal Code, referenced by Article 25-undecies of Legislative Decree no. 231/2001.

Law no. 6 of January 22, 2024, published in the Official Gazette no. 19 of January 24, 2024, introduced amendments to the crimes against cultural heritage referred to in Art. 25-septiesdecies, Legislative Decree 231/2001.

Legislative Decree no. 87 of June 14, 2024, introduced significant changes to the tax penalty system, with particular attention to the crime of undue compensation provided for by Article 10-quater of Legislative Decree 74/2000. The main innovations concern the distinction between non-existent credits and non-due credits, as well as the introduction of a ground for non-punishability.

Law no. 90 of June 28, 2024, "Provisions on strengthening national cybersecurity and cybercrimes," provided for amendments to Article 24-bis of Legislative Decree 231/2001, introducing the new offense of "cyber extortion" under Article 629, paragraph 3, of the Penal Code. Furthermore, Law no. 90 of June 28, 2024, repealed Article 615-quinquies of the Penal Code and point 3) of Article

617-quater of the Penal Code, as well as introduced the offense referred to in Article 635-quater.1 of the Penal Code.
Decree-Law no. 92 of July 4, 2024, "Urgent measures regarding penitentiary matters, civil and criminal justice, and Ministry of Justice personnel," converted by Law no. 112 of August 8, 2024, has re-titled Art. 25 of Legislative Decree 231/2001, providing for "Embezzlement, undue allocation of money or movable assets, extortion, undue inducement to give or promise advantages, corruption."
The same Decree-Law, through Article 9, paragraph 2-ter, provided for the amendment of Article 25 of Legislative Decree 231/2001, introducing, also within the scope of the Criminal Code, the new legal offense of "undue allocation of money or movable assets" pursuant to Art. 314-bis of the Criminal Code.
Law no. 114 of August 9, 2024, which entered into force on August 25, 2024, reformulated the crime of trafficking of illicit influences provided for by Art. 346-bis of the Italian Penal Code and simultaneously repealed the crime of abuse of office originally provided for by Art. 323 of the Italian Penal Code.
Legislative Decree no. 129 of September 5, 2024, published in the Official Gazette on September 19, 2024, has provided for important provisions regarding the administrative liability of entities, in implementation of Regulation (EU) 2023/1114. These provisions apply to public and private entities, including local authorities, and introduce significant changes for their management and operations.
In particular, the aforementioned decree, in Article 34, provides for the liability of the entity, upon the existence of specific conditions, in relation to one of the violations referred to in Articles 89, 90, and 91 of Regulation (EU) 2023/1114. With Legislative Decree no. 141 of 26 September 2024, in implementation of the enabling Act on tax reform, Law no. 111 of 9 August 2023, national provisions complementary to the Union Customs Code were introduced, and a revision of the sanctioning system regarding excise duties and other indirect taxes on production and consumption referred to in Legislative Decree no. 504 of 26 October 1995 was also introduced. Legislative Decree 141/2024 rewrites national provisions on customs matters, repealing and entirely replacing Presidential Decree 43/1973 (TULD).
Law no. 143 of 7 October 2024 converted into law, with amendments, Decree-Law no. 113 of 9 August 2024, containing "Urgent tax measures, extensions of regulatory deadlines, and economic interventions", amending, through Art. 6-ter, Law 633/1941 (Copyright Law) and introducing into Section II "Defenses and criminal penalties" the new provision under Art. 174-sexies.
Decree-Law no. 145 of 11 October 2024, containing "Urgent provisions regarding the entry of foreign workers into Italy, the protection and assistance of victims of illegal labor brokering, the management of migratory flows and international protection, as well as related judicial measures," converted into Law no. 187 of 9 December 2024, has amended the "Consolidated Act of provisions concerning the regulation of immigration and norms on the condition of the foreigner" referred to in Legislative Decree 286/1998, providing with Art. 5 paragraph 1, letter d) the amendment of Art. 22 paragraph 12-bis, letter c).
Law no. 166 of November 14, 2024, has converted Law Decree no. 131 of September 16, 2024, introducing significant amendments to articles 171-bis, 171-ter, and 171-septies of Law no. 633 of April 22, 1941, on the protection of copyright and related rights.
Law no. 80 of June 9, 2025, the so-called Security Decree, has determined the amendment of some predicate offenses under Legislative Decree 231/2001.

In particular, the aforementioned law amended Art. 25-quater of Legislative Decree 231/2001 (“Crimes with the purpose of terrorism or subversion of the democratic order”) with the introduction of Art. 270 quinquies.3 of the Criminal Code, entitled “Material possession with the purpose of terrorism”, and Art. 435 of the Criminal Code, “Manufacture or possession of explosive materials”.
Legislative Decree no. 81 of June 12, 2025, containing “Integrative and corrective provisions regarding tax compliance, biennial preventive settlement, tax justice, and tax penalties,” has amended the text of Art. 88 of Legislative Decree no. 141 of September 26, 2024 (“Aggravating circumstances of smuggling”), an article contemplated by Art. 25-sexiesdecies of Legislative Decree 231/2001.
Recently, the Legislator intervened again and, with Article 8 of Law no. 82 of June 6, 2025, titled “Amendments to the Penal Code, the Code of Criminal Procedure, and other provisions for the integration and harmonization of regulations regarding crimes against animals,” introduced Art. 25-undevicies (“Crimes against animals”), thus adding the crimes referred to in Arts. 544 bis of the Penal Code, 544 ter of the Penal Code, 544 quater of the Penal Code, 544 quinquies of the Penal Code, and 638 of the Penal Code to the catalog of predicate offenses.

1.1. THE NATURE OF THE LIABILITY OF ENTITIES

Regarding the nature of the liability – formally administrative – of Entities, the Explanatory Report to the Decree emphasized that it is a "tertium genus that combines the essential features of the criminal and administrative systems in an attempt to reconcile the reasons for preventive efficacy with those, even more inescapable, of maximum guarantee." The prevailing jurisprudence of the Court of Cassation has also pronounced itself in this sense, according to which it would be a "tertium genus, arising from the hybridization of administrative liability with principles and concepts typical of the criminal sphere" (Court of Cassation, Criminal Section VI, November 10, 2015, no. 28299). As noted by authoritative doctrine, the normative construction is configured as an "attempt to achieve a compromise between the demands of holding the entity accountable and the traditional reservations expressed by doctrine regarding the criminal capacity of legal persons" (cit., Giarda - Mancuso - Spangher - Varraso (eds.), The ‘criminal’ liability of legal persons, Milan, p. 14).
In summary, the legislation in question is the result of a legislative technique that, by borrowing the principles typical of criminal and administrative offenses, has introduced into our legal system a punitive system for corporate offenses that integrates with existing sanctioning systems.
The criminal judge competent to try the natural person who committed the act is also called upon to rule on the administrative liability of the Entity and, if necessary, to apply the relevant sanction (pecuniary/disqualifying, see below) according to the rules and timelines specific to Decree 231, as well as within the framework of criminal procedure provisions, insofar as they are compatible (art. 34 - 35, Decree 231).
Furthermore, as established by Art. 8 of Decree 231, the administrative liability of the Entity is autonomous with respect to that of the natural person who commits the crime: the Entity, in fact, is not exempt from liability when the perpetrator of the crime has not been identified or cannot be charged, or if the crime is extinguished for a reason other than amnesty. In any case, the liability of the Entity is in addition to, and does not replace, that of the natural person who committed the crime.

1.1.1. CRITERIA FOR ATTRIBUTING LIABILITY TO THE ENTITY AND EXEMPTIONS FROM LIABILITY

The administrative liability of the Entity, deriving from the commission of a criminal offense within the corporate organization, arises upon the occurrence of two conditions (so-called criteria of imputation): one of an objective nature and the other subjective.

A) Objective condition

As previously anticipated, Decree 231 requires that the Predicate Offense be committed by an individual linked to the Entity by a qualified relationship.

Art. 5 of the Decree lists the subjects that can involve the Entity in its administrative liability. Specifically:

- natural persons who hold positions of representation, administration, management or control of the Entity or of organizational areas with financial and functional autonomy, or persons who de facto exercise the management and control of the Entity (so-called persons in senior positions or "apical" subjects);
- natural persons subject to the management or supervision of the aforementioned parties (so-called persons in a subordinate position or subordinates);
- third parties who, however, operate in the name of or on behalf of the Entity by virtue of a power of attorney and/or a collaboration agreement: these are subjects who act on mandate/assignment/as representatives of the Entity (e.g., agents, representatives, etc.) and who are – in fact – an 'extension' of the organization.

More specifically, the notion of "senior management" is linked to the formal exercise of representation, administration, or management functions, or to the de facto exercise of the combined functions of management and control. As specified by doctrine (cf. Giarda - Mancuso - Spangher - Varraso (Eds.) Responsabilità "penale" delle persone giuridiche ["Criminal" liability of legal entities], Milan, p. 57), "the concept of administration is linked to the power of managing and controlling the entity's material resources, the concept of direction is linked to the power of managing and controlling the entity's personnel, and the concept of representation is linked to the formation, external manifestation, and reception of the entity's will in relation to contractual acts."
"Subjected persons" refers to individuals directly subordinate to the supervisory control functions of senior management.
On the other hand, for administrative liability to exist, the illicit conduct must be carried out "in the interest or to the advantage of the company."
The two requirements are autonomous and distinct: on one hand, the Entity's interest exists when the perpetrator of the crime acted in order to benefit the Entity, regardless of whether or not the envisaged objective was achieved; on the other hand, an advantage for the Entity is configured when there is a positive result (in terms of profit or cost savings) that the Entity obtained or could have derived from the criminal offense committed by one of the subjects indicated in Article 5 of the Decree.
In light of the above, the requirement in question is considered to be met both when the interest of the perpetrator of the crime coincides with that of the Entity, and when the agent, with a view to pursuing their own independent interest, objectively achieves that of the Entity as well.

B) **Subjective condition**

As a first approximation (cf., specifically, infra), it can be stated that, pursuant to Articles 6 and 7 of the Decree, the liability of the Entity is excluded in the event that, prior to the commission of the offenses:

- have been prepared and effectively implemented suitable Organization, Management and Control Models (hereinafter "Model" or "Model 231") designed to mitigate - within the 'minimum acceptable risk' threshold - the risk of commission of criminal offenses of the type that subsequently occurred;
- has been established, and is functioning, a supervisory body (Supervisory Board), endowed with powers of autonomous initiative and with the task of overseeing the functioning of the organization models.

Essentially, for the crime not to be attributed from a subjective perspective, the Entity has the burden of demonstrating that it has done everything in its power to organize, manage, and control the company in such a way as to minimize, within reasonable limits, the risk of the commission of the predicate offenses provided for by the Decree.
Specifically, the culpability of the Entity takes on a different configuration depending on whether the Predicate Offense was committed by a person in a top management position or by a subordinate.
In the first case, the crime is generally considered as a direct expression of company policy. The Decree, therefore, contemplates a sort of 'presumption of guilt' against the Entity which can be overcome with proof that the crime was committed by fraudulently evading the Model and that there was no omitted or insufficient supervision by the Supervisory Body, tasked with overseeing the correct functioning and effective observance of the Model itself.
In the case of subordinate subjects, on the other hand, liability will arise when the commission of the offense has been made possible by the failure to comply with the obligations of direction and supervision, which can be traced back, ultimately, to the compliance system provided for by the Model; the burden of proof will lie, in this case, with the prosecution.
In general, the exclusion of the Entity's liability is, therefore, subject to the adoption of behavioral protocols that are adequate for the corporate structure, the organization, and the type of activity carried out; they aim to ensure that the conduct of every business process takes place in compliance with the law, minimizing, in a timely manner, any significant risk situation.
In the event that the aforementioned safeguards are not implemented, an "organizational culpability" on the part of the entity indeed emerges: indirectly, it is as if the entity had accepted the possibility of the crime being committed, by failing to adequately monitor the activities and subjects at risk of committing predicate offenses.

a. Attempt

The entity's liability also arises in the event that natural persons are charged with crimes committed in the attempted form.

However, Article 26 of the Decree establishes a reduction of one-third to one-half of the pecuniary and interdictory sanctions in the event that one of the predicate offenses is committed.
Furthermore, the rules regarding desistance and active withdrawal contemplated for natural persons by Art. 56 of the Penal Code also apply to the Entity: the Entity is not liable when it voluntarily prevents the completion of the action or the occurrence of the event.

b. Corporate affairs

The Decree regulates the administrative liability regime when the Company modifies its structure after a crime has been committed (art. 28, 29, 30, 31, 32 and 33 of the Decree).

Specifically:

- In the event of transformation or merger, the company resulting from the modification is liable for crimes committed by the original entity, with the consequent application of the imposed sanctions.
- In the event of a partial demerger, the liability of the demerged entity for crimes committed prior to the demerger remains unaffected. However, the entities benefiting from the demerger are jointly and severally liable, up to the value of the assets transferred, for the payment of pecuniary penalties owed by the demerged entity for crimes committed prior to the demerger.

Any disqualifying sanctions imposed shall apply to the entities to which the branch of activity in which the crime was committed has remained or has been transferred, even in part.
In the event of the sale or transfer of the company within which the crime was committed, the transferee is jointly and severally liable with the transferor for the payment of the pecuniary penalty, subject to the benefit of prior enforcement against the transferring entity and in any case within the limits of the value of the transferred company and the pecuniary penalties resulting from the mandatory accounting books, or of which the transferee was otherwise aware.

2. TERMINOLOGY

Sensitive Activities: activities at risk of committing a crime, i.e., activities within which there is a risk of committing a Predicate Offence provided for by the Decree. These are activities in the performance of which conditions, opportunities, or means may be created, even instrumentally or indirectly, for the actual realization of the Predicate Offence types;

CCNL: National Collective Labour Agreement applied by the Company;

Code of Ethics: document containing the general principles of conduct to which the recipients must adhere with reference to the activities defined by this Model;

Consultants: the subjects acting in the name of and/or on behalf of Delta Contract, by virtue of a mandate contract or other contractual collaboration relationship;

Legislative Decree 231/2001 or the Decree: Legislative Decree of June 8, 2001 no. 231;

Employees: all natural persons who have an employment relationship with the Company;

Recipients of the Model: refers to all those to whom the Delta Contract Model applies and, specifically:

a) Internal Recipients, or:
   - those who perform, including de facto, management, administration, direction, and control functions;
   - those who have powers of representation of the Company (e.g., general or special attorneys-in-fact);
   - employees of the Company;
   - all those individuals who collaborate with the Company by virtue of a quasi-subordinate employment relationship, such as project-based collaborators, temporary workers, and interim staff.

b) External Recipients, that is:
   - any external Consultants tasked with the management of accounting functions and/or the preparation of financial statements, limited to the Code of Ethics and the Protocols for Management of monetary and financial flows, management of accounting and preparation of financial statements, tax management;
   - the suppliers, Consultants and Partners of the Company in general, limited to the Code of Ethics;

Guidelines: The Guidelines for the construction of Organization, Management and Control Models pursuant to Legislative Decree 231/01 published by Confindustria;

Model: the organization, management and control model provided for by Legislative Decree 231/2001 and adopted by the Company, which includes all the following documents:

- Introductory Report [RI231]
- Code of Ethics [CE231]
- General and Special Part [MO231]
- Risk Assessment [RA231]
- Organizational chart [ORG231]
- All Operational Protocols [PO];
- Any internal policies, provided they are expressly referred to in the Special Part of the Model;
- Information Flows [FI231]
- Disciplinary System [SD231]

- Supervisory Body [SB231]

Sensitive Operation: operation or act that falls within the scope of Sensitive Activities;

Supervisory Body or OdV: the internal control body, responsible for supervising the functioning of and compliance with the Model;

P.A.: acronym to indicate the Public Administration body and, with reference to crimes against the public administration, public officials and those in charge of a public service;

Partner: the contractual counterparties, such as, for example, suppliers, contractors, subcontractors, lessors, and distributors, both natural persons and legal entities, with whom the Company enters into any form of contractually regulated collaboration, where they are intended to cooperate with Delta Contract within the scope of Sensitive Activities;

Personnel: all natural persons who have an employment relationship with the Company, including employees, temporary workers, collaborators, interns, and freelancers who have received an assignment from the Company itself;

Top Management: the subjects referred to in Art. 5, par. 1, lett. a) of Legislative Decree 231/2001, i.e., the subjects who hold representation, administration, or management functions of the Company or of one of its organizational units endowed with financial and functional autonomy;

Personnel subject to the direction of others: the subjects referred to in Art. 5, paragraph 1, letter b) of Legislative Decree 231/2001, or all personnel operating under the direction or supervision of Top Management;

General principles of conduct: the measures and directives provided by the Model in order to prevent the commission of Crimes;

Protocols: suitably formalized documents aimed at defining the conduct of Personnel, i.e., regulating Sensitive Activities to reduce the risk of the commission of Predicate Offenses;

Crimes or Predicate Crimes: the types of crimes to which the regulations provided by Legislative Decree 231/2001 apply, including following its subsequent amendments and additions;

Risk Assessment: risk assessment document for the commission of Predicate Offenses, prepared in relation to the various functions and areas of the Company;

Disciplinary System: set of sanctioning measures applicable in case of violation of the supporting document of the Model [MO231] and the Code of Ethics [CE231];

Company or Delta Contract: Delta Contract S.p.A.

Violation of the Model: any behavior, carried out by one or more Recipients of the Model that is not compliant:

1) to the Company's Code of Ethics;
2) to the General principles of conduct described in the Special Part of the Model;
3) to the rules governing the Information Flows as described in the individual Operating Protocols [PO] and summarized in the Information Flows [FI231] document;
4) to the corporate Operating Protocols [OP] included in this Model as well as any other internal policy referred to in the Special Part;

5) to the conduct obligations regarding occupational health and safety as regulated by law (art. 20 of Legislative Decree 81/2008), regulations and/or other company provisions.

It is also considered a Model Violation:

- the violation and/or circumvention of the internal control system, carried out by means of the removal, destruction, or alteration of the documentation of the procedures provided for or referred to in this Model, or by means of preventing control or access to information and documentation by the appointed parties, including the Supervisory Body;
- failure to supervise in the capacity of hierarchical or functional manager (cf. Organization Chart - ORG231), regarding compliance with the requirements set out in points 1) to 5) described above, by one's subordinates or functionally assigned subjects;
- omitted communication in the capacity of functional manager to the hierarchical manager and/or the Supervisory Body (when provided for by the Information Flows) regarding the failure to comply with the requirements described in points 1) to 5) above, by functionally assigned subjects.

3. THE ADOPTION OF THE MODEL

Delta Contract S.p.A., in order to guarantee and ensure conditions of compliance with the law, fairness, clarity and transparency in the conduct of all company activities, has adopted an Organization, Management and Control Model ("Model", as already defined) in line with the requirements and the content of Decree 231.

In short, an Organization, Management and Control Model refers to a complex document containing rules of conduct that constitute a behavioral model for those acting within the entity, functional for the prevention of Predicate Crimes. These are documents that are integrated into the corporate system from a risk management perspective, specifically aimed at managing and mitigating the risk of committing Predicate Crimes.

Although the adoption of the Model is considered and indicated by Decree 231 as optional and not mandatory, Delta Contract considers it a fundamental tool to raise awareness among those who operate inside and outside the company; this is in order to ensure compliance with the general principles and standards of conduct useful for preventing the risk of committing the Predicate Offenses identified in the Risk Assessment, with a view to enhancing the company's assets in the long term.

The identification of Sensitive Activities and their management, through an effective system of codified controls, aims to:

- make everyone who acts in the name of and on behalf of Delta Contract fully aware of the risks of committing an offense punishable by penalties, on a criminal and administrative level, not only for themselves but also for the Company itself;
- **reiterate that forms of illicit behavior are strongly condemned by the Company, as (even in cases where the Company might apparently be in a position to benefit from them) they are in any case contrary, not only to legal provisions but also to the ethical-social principles that Delta Contract adheres to in carrying out its corporate mission;**
- **allow the Company, thanks to a monitoring action on Sensitive Activities, to intervene promptly to mitigate the risk of commission of Crimes.**

Therefore, one of the objectives of the Model is also to make the Recipients aware of the corporate and social importance of compliance with the operating procedures and policies adopted.

4. THE STRUCTURE OF THE MODEL

The Delta Contract Model consists of the following parts:

- Introductory Report [RI231]: which offers a synthetic and comprehensive overview of the Model, summarizing its purposes, method, and fundamental characteristics, with specific reference to the corporate reality of Delta Contract;
- General Part [MO231], which contains the cornerstone principles of the Model, the Supervisory Body, and the system for training and disseminating the Model among the Recipients;
- Special Part [MO231], in turn divided into Sections. In particular, each Section considers a distinct category of Predicate Offences. The various Sections outline the principles that inspire the corporate Protocols adopted by the Company and the reference conduct guidelines for the Recipients. Each section of the special part is generally divided into the following paragraphs:

  a) description of the criminal offenses;
  b) identification of sensitive processes in relation to the types of Offense;
  c) definition of general principles of conduct;
  d) identification of operating principles/rules of conduct.

- Code of Ethics [CE231], which contains the ethical principles that the Company and all Recipients are inspired by in carrying out their activities.
- Risk Assessment [RA231], i.e., a table containing risk assessments for the commission of each Predicate Offense (in terms of probability by impact), taking into account all corporate controls, even those pre-existing the Model;
- Disciplinary System [SD231] which encodes the disciplinary sanctions provided for in the event of a violation of the Model's behavioral standards;
- Supervisory Body [ODV231] which describes the characteristics of the body responsible for overseeing the suitability and implementation of the Model;
- Information flows to and from the Supervisory Body [FI231], which describes, as a whole, the information flows related to the activities of the Supervisory Body;
- Organization chart of the Company [ORG231] describing the company structure;
- Operating Protocols [PO]: define the operating procedures in relation, in particular, to Sensitive Activities; they are referenced in the Special Part of Document MO231.

Furthermore, the Annexes to the individual Sections of the Model and any policies or company regulations other than the Operating Protocols [OP], provided they are referred to in the Special Part of the MO231, constitute an integral part thereof.

4.1. OBJECTIVES OF THE MODEL

This Model has been prepared based on the identification of organizational functions at potential risk, for which it is believed there is a higher probability that crimes may be committed.
The purpose of this Model is:

- describe the prevention and control system aimed at reducing the risk of committing crimes related to corporate activity;

- make all those who operate in the name and on behalf of Delta Contract, and in particular those engaged in Sensitive Activities, aware that they may incur, in the event of violation of the provisions contained therein, an offense punishable by criminal and administrative sanctions;
- inform all those who work with Delta Contract that any violation of the provisions contained in this Model will result in the application of appropriate sanctions or the termination of the contractual relationship, in accordance with the provisions of the Disciplinary System.

4.2. Recipients of the Model

As previously mentioned in the paragraph dedicated to Terminology (para. 2), the rules contained in this Model apply to the following subjects ("Recipients", which include both Internal and External Recipients).

a) Internal Recipients, or:
- those who perform, even de facto, functions of management, administration, direction, control;
- those who hold powers of representation of the Company (e.g., general or special attorneys);
- employees of the Company;
- all those individuals who collaborate with the Company under a quasi-subordinate employment relationship, such as project-based collaborators, temporary workers, and agency workers.

b) External Recipients, that is:
- any external Consultants tasked with the management of accounting functions and/or the preparation of the financial statements, limited to the Code of Ethics and the Protocols for the Management of monetary and financial flows, management of accounting and preparation of the financial statements, management of taxation;
- the Company's suppliers, Consultants and Partners in general, limited to the Code of Ethics.

Unless otherwise specified below, in this Model and in the Code of Ethics, the term "Model Recipients" shall refer to all the subjects indicated above.
The conduct of the Recipients must comply with the rules of conduct - both general and specific - provided for in this Model and in the Code of Ethics of Delta Contract.
Furthermore, the Administrative Body and the Company's managers have a duty to act diligently in identifying violations or any deficiencies in the Model or the Code of Ethics, as well as to supervise compliance with them by those subject to their authority.

5. THE CHARACTERISTICS OF THE MANAGEMENT, ORGANIZATION AND CONTROL MODEL

5.1 METHODOLOGICAL APPROACH

Pursuant to Article 6, paragraph 2, letter a) of Legislative Decree 231/2001, the Model must, as a preliminary step, identify the activities within which the crimes covered by the Decree may be committed ("Sensitive Activities").
The mapping of "at-risk" sectors requires continuous updates over time in relation to the organizational, regulatory, or market changes faced by Delta Contract within the framework of its entrepreneurial and corporate activities.
The work of developing the Model was therefore carried out in several phases, based on the fundamental principles of documentation and verifiability of all activities, so as to allow for the understanding and reconstruction of every act and operation carried out, as well as consistency with the dictates of Legislative Decree 231/2001.

Phase 1: Collection and Analysis of all essential documentation
First, we proceeded to collect the available official documentation of Delta Contract and, in particular:

- **the organization chart;**
- the updated chamber of commerce registration;
- relevant contracts;
- internal regulations already in force;
- forms and cards used in business practice;
- informational material published on the Company's website.

Such documents have been examined in order to establish an information platform regarding the structure and operations of Delta Contract, as well as the division of powers and responsibilities within the Company.

Phase 2 – Identification of risky activities

The entire activity of the Company has been analyzed to verify the precise contents, the concrete operational procedures, the distribution of responsibilities, and the possibility that the types of crimes indicated by the Decree may be committed.

The areas at risk of commission of crimes relevant under the Decree were therefore identified and shared through interviews conducted with various process owners within the company.

Phase 3 - Identification and analysis of current risk controls

During the interviews with the individuals responsible for the activities identified as sensitive, they were asked to illustrate the operational procedures and the concrete controls in place, which are suitable for managing the identified risk; based on these assessments, the level of criticality (high, medium, low) was determined in terms of the actual risk profile pursuant to Legislative Decree 231/2001, within each process.

Phase 4 - Gap Analysis

The risk situation was compared with the needs and requirements imposed by the Decree, in order to identify the shortcomings of the existing system.

Steps have been taken to identify the interventions that would be most effectively suited to concretely prevent the identified risk hypotheses, also taking into account the existence of operational rules and practices, particularly if formalized.

Phase 5 – Definition of behavioral guidelines

For each operational area in which a risk hypothesis was identified, the consistency of existing operating methods was verified and, where necessary, the need to define appropriate guidelines for the definition of new procedures suitable for managing the identified risk profile was identified. Each procedure, codified in specific Protocols (see below), was formally adopted by the relevant operational unit, thereby making the rules of conduct contained therein official and mandatory for all those who perform activities within the scope in which a risk was identified.

5.2. Protocols, procedures and control principles (see PO)

Art. 6 of Legislative Decree 231/2001 establishes that the Organization, Management, and Control Models, to be considered suitable and effective, must "provide for specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the crimes to be prevented".

The construction of such Protocols constitutes an integral part of the Model; in the absence of specific instructions regarding their definitions, reference is made to the guidelines provided by the main trade associations.

The content of the Protocols must:

- ensure transparency, traceability and recognizability of decision-making and operational processes;
- provide for binding control mechanisms (verifications, authorizations, etc.) that are capable of limiting the making of arbitrary and/or inadequate decisions;
- facilitate the supervisory task of the internal body as well as other external and internal control bodies that may be present.

The Protocol, in general, crystallizes the primary models of behavior to be followed in the execution of a given process. The Protocol can, in other words, be interpreted as a set of general principles and specific control procedures aimed at mitigating the risk of the commission of one or more Predicate Offences. The Confindustria Guidelines identify three fundamental elements of the Protocols:

- the principle of traceability, according to which "every operation, transaction, action must be verifiable, documented, consistent and appropriate". Every initiative must, therefore, be accompanied by adequate documentary support that facilitates checks and guarantees the appropriate evidence of the operations;
- the principle of segregation of duties, according to which "no one can manage an entire process in full autonomy," while taking into account that this principle must be calibrated according to the size and operational complexity of the company.

The activities that make up the process must, in fact, be appropriately divided - as far as possible and reasonable, taking into account the size and complexity of the company - among multiple actors to avoid a single party managing them entirely. Based on this principle, operational procedures must therefore be structured in such a way as to ensure the separation between the decision-making, authorization, execution, recording, and control phases of the operations concerning activities deemed subject to a risk of crime;

- principle of supervision, which particularly concerns the Supervisory Body. The supervisory activity regarding the implementation and functioning of the Model and the carrying out of the related competence checks must be documented and attested by the control system.

6. THE CODE OF ETHICS (cf. CE231)

A fundamental element in the implementation of a model aimed at reducing crime risk is the development, within the organization, of a cultural climate that discourages the commission of crimes.

To this end, an important operation consists in the adoption of a Code of Ethics which encompasses the moral commitments and responsibilities in the performance of activities by the people who work within the Organization or who enter into a qualified relationship with it, with the aim of:

- preserve and promote the relationship of trust with stakeholders, whether they be corporate bodies, personnel, customers, suppliers, public entities and/or trade associations;
- dissuade from ethically incorrect behavior.

The Code of Ethics [CE231] also clarifies the deontological horizon to which the Administrative Body, employees, and the Recipients involved in various capacities must be inspired, accepting responsibilities, roles, and rules for whose violation they personally assume responsibility towards the Company.

7. THE DISCIPLINARY SYSTEM (cf. SD231)

The effective implementation of the Model requires an adequate sanctions system. Pursuant to articles 6, paragraph 2, letter e), and 7, paragraph 4, letter b) of the Decree, the Model can in fact be considered effectively

implemented only if it provides for a disciplinary system aimed at sanctioning failure to comply with the measures contained therein.

The characteristic requirements of the sanction system are:

- specificity and autonomy: by specificity, we mean the provision of an internal sanctioning system within the Company aimed at sanctioning any violation of the Model. By autonomy, we refer to the self-sufficiency of the operation of the internal disciplinary system. The Company has an obligation to sanction the violation regardless of the progress of any ongoing criminal proceedings against the natural person responsible.
- compatibility: the procedure for the assessment and application of the sanction, as well as the sanction itself, must not conflict with the legal provisions and contractual rules governing the existing employment relationship with Delta Contract;
- suitability: the system must be efficient and effective for the prevention of the commission of crimes;
- proportionality: the sanction must be proportionate to the violation detected and to the type of employment relationship established with the worker (subordinate, quasi-subordinate, managerial, etc.);
- written drafting and appropriate disclosure: the sanctioning system must be drafted in writing and must be the subject of information and training for the Recipients, as well as publication in accordance with Art. 7 of the Workers' Statute (in particular the part relating to the sanctions provided for Employees).

7.1. The Recipients and their duties

The Recipients of the Disciplinary System [SD231] correspond to the recipients of the Model itself. The Recipients have the obligation to conform their conduct to the principles enshrined in the Code of Ethics, as well as to all organizational and behavioral standards defined in the Model (cf. Violation of the Model under para. 2 – Terminology).
Each Model Violation represents:

- in the case of directors, non-compliance with the duties imposed on them by law and the articles of association pursuant to art. 2392 of the Italian Civil Code;
- in the case of Employees, a contractual breach in relation to the obligations deriving from the employment relationship pursuant to art. 2104 of the Civil Code, with the consequent application of art. 2106 of the Civil Code;
- in the case of third parties (External Recipients), it constitutes a breach of contract that could justify the termination of the contract, without prejudice to compensation for damages.

The implementation of the sanctions listed below takes into account the particularities deriving from the legal status of the subject against whom proceedings are being taken. See, in this regard, the specific document containing the Disciplinary System [SD231].

7.2. General principles regarding sanctions

The penalties provided for must respect the principle of gradualness and proportionality with respect to the severity of the Violations of the Model. The determination of the type, as well as the extent of the penalty, must consider:

- the severity of the Breach;
- the position held by the individual within the corporate organization, especially in consideration of the responsibilities connected to their duties;
- any aggravating and/or mitigating circumstances that may be identified in relation to the conduct held by the recipient.

For further information, please see document SD231, which defines the Model Violation Types.

7.3. Disciplinary actions against employees.

Disciplinary offenses relating to employees deriving from any Violation of the Model as defined above (see par. 2 – Terminology) are relevant.
Disciplinary measures against employees fall within those provided for by the relevant National Collective Labor Agreement (CCNL), in compliance with the procedures set forth in Article 7 of the Workers' Statute.
For employees, in accordance with the National Collective Labour Agreement, the following sanctions are provided:

- verbal reprimand
- **written reprimand**
- **fine not exceeding 3 hours of pay**
- **suspension from work and pay for up to a maximum of 3 days**
- **dismissal (with or without notice)**

The aforementioned sanctions are variously imposed, based on the principles of gradation and proportionality, in relation to the specific Types of Violations specified in the "Disciplinary System" document [SD231], which is an integral part of this Model.

7.4. Measures against administrators

Delta Contract evaluates with extreme severity any Violations of this Model committed by those who hold top management positions in the Company and represent it to employees, customers, creditors, and Supervisory Authorities. The liability of directors towards the Company is, for all purposes, governed by art. 2392 of the Italian Civil Code.
The Administrative Body (Board of Directors) is responsible for assessing the infringement and taking the most appropriate measures against the subjects who have committed the Infringements.
In this assessment, the Board of Directors is assisted by the Supervisory Body.
In any case, the Supervisory Body must be kept duly updated regarding the measures adopted.
For the applicable sanctions, see SD231.

7.5. MEASURES REGARDING EMPLOYEES WITH EXECUTIVE STATUS

The executive employment relationship is characterized by its fiduciary nature. The conduct of the executive is reflected not only within the Company but also externally. Any violations committed by the Company's executives may be sanctioned through disciplinary measures appropriate to the specific case. Sanctions against the Company's executives will be applied in the event of a violation of the provisions contained in the Organization, Management and Control Model and the Code of Ethics. Since the disciplinary system is applicable by the Company even in the absence of the initiation or outcome of a criminal investigation and/or proceedings, Delta Contract reserves the right to apply the following provisional measures to those responsible for the violations and, if necessary, pending the outcome of the criminal proceedings:

- precautionary suspension of the executive from the employment relationship with the right to full remuneration;
- as a precautionary measure, the assignment of the executive to different duties in compliance with art. 2103 of the Civil Code.

7.5. Measures towards External Recipients

Any significant violation of the Model, in the parts respectively applicable to the various External Recipients (as provided under Terminology - External Recipients, para. 2 above) may result - in accordance with the provisions of the specific contractual clauses included in the letters of appointment or contracts - in the termination of or withdrawal from the same.
The contracts stipulated by Delta Contract with the aforementioned external parties must contain a specific declaration of knowledge of the existence of the Code of Ethics and the Model and the obligation to comply with the provisions of such documents, where applicable to them (see above, Terminology – par. 2), or, in the case of a foreign party or one operating abroad, to comply with international and local regulations for the prevention of risks that may lead to the Company's liability resulting from the commission of crimes.

8. THE SUPERVISORY BODY

8.1. General characteristics and functions of the SB

Article 6, paragraph 1, letter b) of Legislative Decree 231/2001 assigns the functions of supervising the functioning of and compliance with the organizational model to a body of the entity endowed with autonomous powers of initiative and control, the so-called Supervisory Body.
Specifically:

- Autonomy as freedom of action and self-determination. In relation to this requirement, it is believed that the Supervisory Body must be exempted from operational tasks that would compromise its judgment activities. The SB must be able to carry out its functions in the absence of any form of interference and conditioning by the Entity and the administrative body. The control carried out by this body must, in fact, also be performed towards the management body that appointed it. The Models provide for the obligation of information towards the body appointed to supervise the functioning and compliance of the models. Autonomy must, therefore, also be understood as the power of access to all information useful for the purposes of carrying out the control activity;

- independence – a requirement not expressly mentioned by the Decree – as a necessary condition of non-subjection or non-subservience towards the Company and its management;
- professionalism, to be understood as suitability for carrying out the functions assigned by law to the Supervisory Body. It is necessary for the SB to be equipped with a set of both business and legal knowledge, as the supervision of the Models and their periodic updating require multidisciplinary preparation. From a legal perspective, it is believed that the exercise of supervisory and control activities includes the possession of specific knowledge in criminal, civil, and corporate law;
- the continuity of action, understood as the incessant operativity of the Supervisory Body. The codes of conduct developed by trade associations require the exclusive and full-time performance of monitoring activities on the Model in the case of medium and large-sized companies.

In addition to possessing professional skills, the members of the Supervisory Body (OdV) are required to meet formal requirements such as integrity and the absence of conflicts of interest, so as to guarantee autonomy and independence in the performance of their functions. The choice of the members of the Supervisory Body cannot disregard a careful analysis of the specific corporate context in which it is called upon to operate, starting from the size and organizational complexity of the specific entity, as well as the sensitivity of the activities carried out.

8.2. Duties, rules and powers of the Supervisory Body

The functions and duties of the Supervisory Body (OdV) are defined ex lege by Article 6, paragraph 1, letter b) of the Decree.
They consist of the:

→ surveillance regarding:

- observance of the Model, in particular regarding the correspondence of the behaviors actually implemented within the Entity with what is provided for in the Model, highlighting any deviations and gaps to the Administrative Body;
- functioning of the Model, in terms of its suitability and adequacy, in relation to the specific activities carried out by the Entity and its organization and to the potential emergence of new Sensitive Activities;

→ maintenance of the Model (in particular, in the event of new regulations or significant corporate changes).

In order to carry out these tasks, the Supervisory Body must:

- monitor and interpret the relevant regulations and verify the adequacy of the Model with respect to such regulations, reporting the possible areas for intervention to the Administrative Body;
- formulate proposals regarding the need for updating and adjusting the adopted Model;
- process the findings of the control activities based on the verifications;
- report any information regarding violations of the Model to the Administrative Body;
- prepare periodic informative reports for the Administrative Body;

- monitor the initiatives aimed at the dissemination and knowledge of the Model, and those aimed at the training of the Recipients.

Modifications and additions to the Model proposed by the Supervisory Body in the performance of its functions are the exclusive responsibility of the Company's Administrative Body, which may provide for them entirely autonomously.

The Administrative Body annually approves the expense forecast for the current year as well as the final statement of expenses for the previous year; the Supervisory Body (OdV), in order to be able to fully perform its duties, must:

- to be vested with the powers to request and acquire data, documents and information from and to every level and sector of the Company;
- to be vested with powers of investigation, inspection, and verification of conduct (including through personnel audits with a guarantee of confidentiality and anonymity), as well as the power to propose any sanctions against individuals who have not complied with the requirements contained in the Model.

All documentation concerning the activity carried out by the OdV (reports, disclosures, inspections, verifications, relations, etc.) is kept for a period of at least 5 years (without prejudice to any further retention obligations provided for by specific regulations) in a special archive, access to which is permitted exclusively to the members of the OdV.

8.3. APPOINTMENT AND TERMINATION OF OFFICE

The members of the Body are appointed by a reasoned resolution of the Administrative Body (Board of Directors), which pronounces on the existence of the requirements of autonomy, independence, good standing, and professionalism of the members.
The term of the Supervisory Body is, by practice, no longer than three years and its members can only be removed for just cause. The members are eligible for re-election for further terms.
The appointment of the members of the Supervisory Body, as well as their termination, must be made known to all Recipients of the Model by, or at the instigation of, the Administrative Body via email communication and/or in any other form deemed appropriate.

8.4. SUPERVISORY BODY REGULATIONS

For the purposes of its operation (by way of example, for the planning of activities, the minutes of meetings and the regulation of information flows coming from corporate structures as well as for the determination of the timing of controls, the identification of analysis criteria and the exercise of any other activity assigned to it), the Supervisory Body - if in collegiate composition, by a majority of its members - draws up and approves its own Regulations which, like any subsequent update, is made known to the Administrative Body of Delta Contract.

8.5. REMUNERATION, EQUIPMENT AND OPERATIONS

The annual remuneration of the members of the Supervisory Body is determined by the Administrative Body at the time of appointment and remains unchanged for the entire duration of the term of office.
For the performance of its duties, the Supervisory Body is also provided with an annual expenditure budget, which is approved by resolution of the Board of Directors, and on the use of which the Supervisory Body reports annually to the Administrative Body.

The SB may directly dispose of this budget for any need necessary for the proper performance of its duties. Said budget may be supplemented, upon a reasoned request by the SB, to meet unforeseen and urgent needs (see also ODV231).
The Supervisory Body will have access to the entire company information system (network, applications, etc.) and will be equipped with its own direct e-mail address (odv@deltacontractgroup.it), in order to operate better also in terms of personal data protection and confidentiality, cataloging, and sending/receiving communications/reports.

9. COMMUNICATION AND TRAINING ACTIVITIES

9.1. Communications to the Supervisory Body

In order to ensure the effectiveness of the Model, the Company ensures broad dissemination of the Model itself and adequate training for all relevant Recipients.
All Recipients of the Model have the duty to report to the Supervisory Body (OdV) the commission of crimes as well as any conduct and/or practices not in line with the behavioral rules provided for by the Model and the Code of Ethics within their area of competence. Failure to comply with this duty constitutes, in turn, a Violation of the Model (see above, also in relation to disciplinary sanctions).
Consequently:

- Notice of any criminal, inspection, and/or tax proceedings and/or documents directed to the directors, Employees, Consultants of the Company, or to subjects who involve or may involve the Company must be transmitted to the Supervisory Body (OdV);
- Any reports regarding the commission of crimes or, in any case, conduct generally not in line with the standards of the Model must be transmitted to the Supervisory Body;
- The relevant information specified in the document just cited [FI], as well as in the individual Operational Protocols, must then be transmitted to the SB by the Chairman of the Board of Directors and/or other parties identified in the Document - Information Flows to and from the Supervisory Body.

9.2. Management of reports by the Supervisory Body

The Supervisory Body evaluates the reports received and the resulting inspection, notification, and reporting activities to be implemented.
Any disciplinary measures will, in any case, be adopted by the competent bodies and offices of the Company.
In any case, without prejudice to the provisions of the Supervisory Body's Regulation:

- The flow of reports must be channeled to the Supervisory Body, which evaluates the reports received and the initiatives to be implemented, potentially hearing from the reporter as well as the alleged perpetrator of the violation. The Body must provide a written justification for any decision to deny the investigation or to dismiss the case;
- reports must be sent in written form;
- The Supervisory Body manages reports in such a way as to protect whistleblowers against any form of retaliation, discrimination, or penalization, ensuring, where possible, the confidentiality of the whistleblower's identity, without prejudice to legal obligations and the protection of the rights of the Company or of persons accused in bad faith.

9.3. Supervisory Body Reporting

In order to ensure full autonomy and independence in the performance of its functions, the Supervisory Body communicates directly with the Administrative Body.
Similarly, the Supervisory Body reports to the Corporate Bodies on the state of implementation of the Model and the results of the supervisory activity through direct reporting carried out annually to the Administrative Body and to the Sole Auditor by means of a written report, in which the monitoring activities carried out by the Body itself, the critical issues that emerged, and any corrective or improvement measures appropriate for the implementation of the Model are illustrated.
Reporting activities must be documented through minutes and kept in the Body's records, in compliance with the principle of confidentiality of the data and information contained therein.
To guarantee a correct and effective flow of information, as well as for the purpose of a complete and correct exercise of its tasks, the Body also has the authority to request clarifications or information directly from the subjects having the main operational responsibilities.

9.4. Staff training (see PO-13) and dissemination of the Model

Delta Contract will implement careful staff training on the adopted Model, disseminating information about it to the Recipients, differentiating activities based on the roles held by the Recipients themselves and their level of involvement in Sensitive Activities (see, in this regard, Protocol – 231 Training).
The training of subordinate personnel is the responsibility of the Chairman of the Board of Directors and the Head of the Administrative Area, in close cooperation with the Area Managers.
The tools, expressly referred to within the Model, which are used for training purposes are the conducting of courses and subsequent updates and/or mandatory training programs.
The dissemination of the Model is carried out by executive management and must reach the entire organization for the purpose of making known the principles of conduct, the standards, and the procedures adopted.
Delta Contract will communicate the adoption of the Model to clients and suppliers, consultants and partners, as well as the obligation to comply with the Code of Ethics and the applicable provisions of the Model, through the introduction of a specific contractual clause.

9.5. WHISTLEBLOWING

In accordance with the provisions of Legislative Decree no. 24 of March 10, 2023, regarding the "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of national legal provisions" (also the "Whistleblowing Decree"), which amended Article 6 of Legislative Decree 231/2001, in addition to the dedicated email address for information flows to the Supervisory Body, the Company has activated appropriate internal reporting channels in order to allow the subjects specifically identified by Article 3 of Legislative Decree 24/2023 the possibility of making reports of breaches of legal provisions of which they have become aware in the context of their work environment.
It is specified that the Company has entrusted the task of managing the internal channel to the Supervisory Body.

9.6. CRIMES COMMITTED ABROAD

According to Art. 4 of Legislative Decree 231/2001, the administrative liability of the entity can also be established in relation to predicate offenses committed abroad, provided that the requirements set forth by

LEGISLATIVE DECREE 231/2001 ARE MET. THE EXPLANATORY MEMORANDUM OF LEGISLATIVE DECREE 231/2001 HIGHLIGHTS THE NEED NOT TO LEAVE WITHOUT A SANCTIONING RESPONSE A FREQUENTLY OCCURRING CRIMINOLOGICAL SITUATION IN ORDER TO AVOID EASY CIRCUMVENTION OF THE ENTIRE REGULATORY FRAMEWORK.

The requirements identified by Article 4 of Legislative Decree no. 231 of 8 June 2001, on which the administrative liability of the entity for crimes committed abroad is based, are as follows:

a) the crime must be committed abroad by an individual functionally linked to the entity pursuant to art. 5 paragraph 1 of Legislative Decree 231/2001;
b) the entity must have its main office in the territory of the Italian State;
c) the entity may be held liable only in the cases and under the conditions provided for by articles 7, 8, 9 and 10 of the penal code;
d) the entity may be held liable in cases where the State in which the act was committed does not take proceedings against it;
e) procedural requirement formulated to the Ministry of Justice to proceed against the entity.

10. CROSS REFERENCE

The Cross Reference between the specific crimes and the document structure created to prevent the commission of the crimes themselves is kept constantly updated and constitutes an integral part of the Model.

Legislative Decree 231/2001	**Corporate documents in support of the MODEL**
Art. 24	**CE231, MO231**
Art. 24-bis	**CE231, MO231, PO-03**
Art. 24-ter	**CE231, MO231, PO-02, PO-03, PO-04, PO-05, PO-06, PO-08, PO-10, PO-11**
Art. 25	**CE231, MO231, PO-02, PO-03, PO-05, PO-08, PO-09, PO-11**
Art. 25-bis	**CE231, MO231, PO-02, PO-05**
Art. 25-bis.1	**CE231, MO231, PO-05**
Art. 25-ter	**CE231, MO231, PO-02, PO-03, PO-05, PO-06, PO-10, PO-11**
Art. 25-quater	**Private Investigator**
Art. 25-quater 1	**P.I.**
Art. 25-quinquies	**CE231, MO231, PO-06**
Art. 25-sexies	**Private Investigator**
Art. 25-septies	**CE231, MO231, PO-07, DVR, DUVRI, in general all relevant documentation pursuant to Legislative Decree 81/2008**
Art. 25-octies	**CE231, MO231, PO-02, PO-03, PO-05**
Art. 25-octies. 1	**CE231, MO231, PO-02, PO-03**
Art. 25-novies	**CE231, MO231**
Art. 25-decies	**CE231, MO231, PO-09**
Art. 25-undecies	**Private Investigator**
Art. 25-twelfth	**CE231, MO231, PO-05, PO-06**
Art. 25-thirteenth	**CE231, MO231, PO-05, PO-06**
Art. 25-quaterdecies	**N/A**
Art. 4	**N/A**
Art. 25-quinquiesdecies	**CE231, MO231, PO-02, PO-03, PO-05**
Art. 25-sixteenth	**CE231, MO231, PO-08**

Art. 25-17	**P.I.**
Art. 25-eighteenth	**Private Investigator**
Art. 25-undevicies	**Private Investigator**

ACRONYM	**COMPANY DOCUMENT**
Code of Ethics (CE231)	Document containing the general principles of conduct to which the recipients must adhere with reference to the activities defined by the Organization, Management and Control Model adopted by the Company
MO231	Document summarizing the measures functional to mitigating the risk of committing Predicate Crimes, it consists of the General Part and the Special Part
Protocol (PO - 01)	Identification of top management personnel
Protocol (PO - 02)	Management of monetary and financial flows
Protocol (PO - 03)	Accounting management and financial statement preparation
Protocol (PO - 04)	Relations with the public administration and management of inspection audits
Protocol (PO - 05)	Selection and management of suppliers, agents and consultants
Protocol (PO - 06)	Personnel selection and management
Protocol (PO - 07)	Occupational safety management
Protocol (PO - 08)	Customs provisions
Protocol (PO - 09)	Litigation management
Protocol (PO - 10)	Customer selection and order management
Protocol (PO - 11)	Representation expenses and gifts
Protocol (PO - 12)	Production management and quality control
Protocol (PO-13)	231 training project
WB Protocol	Whistleblowing

SPECIAL PART

INTRODUCTION

In this section of the Model, the relevant Predicate Crimes are referenced and analyzed. Furthermore, for each type of offense, a concrete example of illicit conduct has been formulated, also for the purpose of verifying the type/degree of actual risk of the crime being committed within the Delta Contract organization.
For anything not specified in this Special Part, reference is made to the text of the Decree and to the articles of law referred to therein.

PURPOSE AND RECIPIENTS OF THE SPECIAL PART

This Special Part is developed by taking into consideration the behaviors implemented by the directors and by the Company's Personnel, as well as 'crime-risk' behaviors of third parties that could, however, involve the liability of Delta Contract.
On this basis, the Special Part of the Model has the dual objective of illustrating the types of Predicate Offences relevant under Legislative Decree 231/2001 and providing general guidelines to direct the actions of the Model's Recipients, in order to minimize the risk of committing Offences that may result in the Company's liability. The more specific standards of conduct, suitable for preventing the various types of Predicate Offences, are detailed in the Operating Protocols attached to the Model as constituent elements thereof, and are referenced in the Special Part.
Also to be considered as relevant documents for the purposes of this Model are any regulations, policies, and internal documents already adopted, if and to the extent that they are referenced in this Special Part.

1. CRIMES AGAINST PUBLIC ADMINISTRATION

Pursuant to Article 24 of the Decree ("Undue receipt of disbursements, fraud against the State or a public body or the European Union or for the purpose of obtaining public disbursements or computer fraud against the State or a public body"), the following are relevant:

- Art. 316 bis of the Italian Penal Code: Malversation of public funds;
- Art. 316-ter of the Penal Code: Undue receipt of public funds;
- Art. 353 of the Penal Code: Disturbance of the freedom of auction;
- Art. 353-bis of the Italian Penal Code: Disturbance of the freedom of the selection procedure of the contractor;
- Art. 356 of the Penal Code: Fraud in public supplies;
- art. 2 Law 898/1986: Fraud against the European Agricultural Guidance and Guarantee Fund;
- Art. 640 paragraph 2, no. 1, Italian Penal Code: Fraud against the State or another public entity;
- Art. 640 bis of the Penal Code: Aggravated fraud for the obtainment of public funds;
- Art. 640 ter of the Penal Code: Computer fraud.

Any legal entity that takes care of public interests and carries out legislative, judicial, or administrative activities by virtue of public law norms and authorization acts is considered a "Public Administration Body," such as:

- Central and local administrations, State agencies (Ministries, Departments, Chamber, Senate, Presidency of the Council of Ministers, Revenue Agencies, etc.);
- Authorities (Italian Competition Authority, Communications Regulatory Authority, Regulatory Authority for Energy and Gas, Italian Data Protection Authority, etc.);
- Regions, Provinces, Municipalities;
- Chambers of Commerce, Industry, Crafts and Agriculture and their associations;
- Non-economic public bodies;
- Community public institutions (Commission of the European Communities, European Parliament, Court of Justice and Court of Auditors of the European Communities).

Art. 316 bis of the Italian Penal Code: Misappropriation of public funds

"Anyone, not belonging to the public administration, having obtained from the State or other public body or from the European Communities contributions, subsidies, financing, subsidized loans or other disbursements of the same type, however denominated, intended for the realization of one or more purposes, does not allocate them to the purposes is punished with imprisonment from six months to four years".

The provision is aimed at repressing fraud subsequent to the obtaining of public benefits by subjects who are holders of the disbursed sum. The conduct is constituted in the event of failure to allocate the received sums for the objectives and purposes in relation to which they were assigned.

In particular, the notion of works or activities of public interest to which the rule refers must be understood in a broad sense, with regard to the public origin of the funding.

Given that the crime has an omissive nature, it is consummated at the moment the deadline expires by which the funding had to be used and allocated for a public purpose.

Therefore, the configuration of the crime may vary depending on the term, as the crime can also be constituted in relation to funding already obtained in the past that is not subsequently used for the purposes for which it was disbursed.

The subjective element required by the rule is represented by generic intent, that is, the consciousness and will to remove the perceived contributions, subsidies, or financing from the public obligation.

The Decree provides for a pecuniary penalty of up to 500 units, while the disqualification penalty ranges from 3 to 24 months.

Example of relevant conduct: Tizio, chairman of the Board of Directors of a limited company, uses public funds obtained from the State or another public body for purposes other than those intended.

Art. 316 ter of the Penal Code: Undue receipt of public funds

Unless the act constitutes the crime provided for by art. 640-bis, anyone who, through the use or presentation of false declarations or documents or documents certifying things that are not true, or through the omission of required information, unduly obtains, for themselves or others, contributions, grants, financing, subsidized loans or other disbursements of the same type, however denominated, granted or disbursed by the State, other public bodies or the European Communities, shall be punished with imprisonment from six months to three years. The penalty is imprisonment from one to four years if the act is committed by a public official or a person in charge of a public service abusing their capacity or powers. The penalty is imprisonment from six

months to four years if the act offends the financial interests of the European Union and the damage or profit exceeds 100,000 Euros.

When the unduly received sum is equal to or less than 3999.96 euros, only the administrative penalty of payment of a sum of money from 5164 to 25822 euros shall apply. In any case, this penalty cannot exceed triple the benefit obtained".

The crime is subsidiary to the offense of fraud against the State (Art. 640 bis of the Italian Penal Code), as it only applies in cases where the conduct does not meet the criteria for fraud against the State.

For the completion of the crime, contrary to what was seen in the previous point (art. 316 bis of the Italian Penal Code), the use made of the funds is irrelevant, as the relevant conduct is realized through the obtaining of the financing by means of the use of false declarations/documents (commission offense) and/or through the failure to provide required information (omission offense). Attempt is permitted.

The subject must act with representation and volition of obtaining the sum of money that is not due; therefore, generic intent (dolo generico) is sufficient.

The Decree provides for a pecuniary penalty of up to 500 units, while the disqualification penalty ranges from 3 to 24 months.

Example of relevant conduct: Tizio, head of the administrative area of a joint-stock company, submits a knowingly false self-declaration for the purpose of obtaining state-guaranteed credit based on emergency legislation to support businesses, enacted following the Covid-19 pandemic.

Art. 353 of the Penal Code: Disturbance of the freedom of auctions

"Anyone who, by violence or threat, or by gifts, promises, collusion or other fraudulent means, hinders or disturbs the tender in public auctions or in private tenders on behalf of public administrations, or keeps bidders away from them, shall be punished with imprisonment from six months to five years and with a fine from 103 euros to 1,032 euros."

If the perpetrator is a person appointed by law or by the authority to the aforementioned auctions or tenders, imprisonment is from one to five years and the fine is from 516 to 2,065 euros.

The penalties established in this article shall also apply in the case of private auctions on behalf of private individuals, conducted by a public official or a legally authorized person; but they are reduced by half.

Since it is a danger offense, interference with a tender occurs when fraudulent or collusive conduct has even only potentially influenced the regular procedure of the tender, as it is irrelevant whether an alteration of its results actually occurs. The conduct, alternatively indicated in the provision, can be committed by anyone (the second paragraph of Article 353 of the Criminal Code introduces a special effect aggravating circumstance in relation to the active subject of the crime, where this person is identified as a "person appointed by law or by the authority to public auctions or private tenders") but must necessarily be carried out in relation to one or more tenders in the context of public auctions or private tenders.

The conduct takes the form, according to the exhaustive list, of violence, threats, gifts, promises, collusion, or other fraudulent means, which must alternately cause the impediment or disruption of the tender or the removal of bidders from participation in the tender: this latter hypothesis is realized by diverting bidders from the tender or preventing them from participating in it, with "bidders" also qualifying as those who do not possess the requirements to participate in the tender; those who have the simple possibility of submitting a bid in the presence of the requirements; those who have the possibility and intention to participate; those who are about to participate; and

those who have actually participated in it.
The Decree provides for a monetary penalty of up to 500 units, while the disqualification sanction ranges from 3 to 24 months.
Example of relevant conduct: Tizio, head of the Tenders Office of a joint-stock company, threatens other bidders in order to prevent them from participating in the tender. The case appears not to be at risk for the Company, as the latter does not participate in public tenders.

Art. 353 bis of the Italian Penal Code: Disturbed freedom of the procedure for choosing the contractor
"Unless the act constitutes a more serious offense, anyone who, by violence or threat, or by gifts, promises, collusion, or other fraudulent means, disrupts the administrative procedure aimed at establishing the content of a call for tenders or other equivalent act in order to influence the methods of selecting the contractor by the public administration shall be punished with imprisonment from six months to five years and a fine of 103 euros to 1,032 euros".
This offense concerns the tender's call for bids phase, specifically the approval of the tender notice, and punishes the conduct of those who, in collusion with the contracting authority, seek to have tender notices drafted that contain such stringent requirements as to predetermine the pool of potential competitors.
The Decree provides for a pecuniary sanction of up to 500 quotas, while the prohibitive sanction ranges from 3 to 24 months.
Example of relevant conduct: Tizio, Chief Executive Officer of a joint-stock company, with a promise of money, colludes with the Mayor/contracting authority in order to draft a tender notice that provides for specific requirements possessed only by his own company. This case appears not to be a risk for the Company, as the latter does not participate in public tenders.

Art. 356 of the Penal Code: Fraud in public supplies
"Whoever commits fraud in the execution of supply contracts or in the fulfillment of other contractual obligations indicated in the previous article [supply contracts concluded with the State, or with another public entity, or with an enterprise operating public services or services of public necessity], shall be punished with imprisonment from one to five years and with a fine of not less than 1,032 euros."
The sanctions provided for in the event of an offense committed for the benefit of or in the interest of the entity are primarily pecuniary: up to 500 units (increased from 200 to 600 units if the entity has obtained a significant profit or if serious damage has resulted). Furthermore, the following disqualification sanctions are imposed: 1) prohibition from contracting with the public administration, except to obtain the services of a public utility, 2) exclusion from concessions, financing, contributions, or subsidies and the possible revocation of those already granted, 3) prohibition from advertising goods or services for a period of three months to two years.
Example of relevant conduct: Tizio, sales manager of a joint-stock company that has supply relationships with the public administration, deceives the public entity during negotiations by misleading it regarding the quality of the products supplied, thereby causing damage to the public administration and a benefit for his own company. This case is not considered at risk for Delta Contract, given that it does not have supply relationships with public entities.

Art. 640 paragraph 2, no. 1) Italian Penal Code: Fraud against the State or other public entity or the European Union

"Whoever, by artifice or deception, inducing someone into error, procures for themselves or others an unjust profit with damage to others, is punished with imprisonment from six months to three years and with a fine from 51 to 1032 euros. The penalty is imprisonment from one to five years and a fine from 309 to 1549 euros:"

1) if the act is committed to the detriment of the State or of another public entity or of the European Union or on the pretext of having someone exempted from military service;

2)[...].

3[…].”

This alleged crime occurs when, in order to obtain an unjust profit for oneself or others, artifices or deception are used to mislead and, consequently, cause damage to the State (or to another Public Entity or the European Union).

By way of example, this offense may be committed if, during the preparation of documents or data for participation in tender procedures, information that does not correspond to the truth is provided to the Public Administration (for example, by using falsified documentation that also distorts reality), in order to obtain the award of the tender itself. The offense of fraud may also be committed if information that one is obliged to provide is concealed, and which, if known to the Entity, would necessarily have negatively influenced its negotiating intent.

The crime of fraud is a crime with necessary cooperation, and consists of four elements:

- a specific fraudulent conduct implemented by the agent which materializes in carrying out so-called artifices or deception, which must aim to induce someone into error but do not necessarily have to be capable of misleading;
- the misleading of the victim as a consequence of the artifices or deceits put in place by the perpetrator;
- the performance of an act of disposition of assets by the subject who has been misled;
- the occurrence of a financial loss to the victim of the crime from which an unjust profit is obtained for the perpetrator or others.

The subjective element of the crime is general intent: the perpetrator intends to deceive the victim and aims, through such deception, to have the latter make a disposition of assets from which a profit for themselves or others is derived.

The Decree provides for a monetary penalty of up to 500 units, while the disqualification sanction is between 3 and 24 months.

Example of relevant conduct: Tizio, an operator of a joint-stock company, falsifies documentation in support of a tender, misleading [others] regarding the existence of the requirements for obtaining the contract. This case does not appear to be a risk for the Company, given that it does not participate in public tender procedures. A relevant risk profile concerns, instead, the specific hypothesis referred to in art. 640-bis of the Italian Penal Code (see below).

Art. 640 bis of the Penal Code: Aggravated fraud for the obtaining of public funds

“The penalty is imprisonment from two to seven years, and proceedings are initiated ex officio if the act referred to in art. 640 concerns contributions, subsidies, financing, subsidized loans, or other disbursements of the same type, however denominated, granted or disbursed by the State, other public bodies, or the European Communities.”

This type of crime occurs when fraud is committed to unduly obtain public funds. The qualifying element with respect to the previously examined crime consists of the material object of the fraud, as the public disbursement consists of "any subsidized economic attribution provided by the State, Public Bodies, or the European Union."

The object of the criminally relevant conduct is represented by: contributions, financing, subsidized

loans, or other disbursements of the same type, however denominated.
The crime is constituted only if the object of the criminally relevant conduct comes from the State, other public bodies (institutions endowed with legal personality through which administrative activity is carried out), or the European Community.
The subjective element required by the norm consists of the awareness or will to carry out the fraud (general intent), and the crime is consummated at the moment the disbursements are received. In this regard, it must be specified that the crime in question is not perfected by the mere presentation of data and information that does not correspond to the truth, but requires "fraudulent work capable of thwarting or making the control activity of the financing request by the designated bodies less easy."
The crime in question appears almost overlapping with that provided for by Art. 316-ter of the Criminal Code (Undue receipt of funds to the detriment of the State): the main line of demarcation between the two types of crime appears to be identified in the circumstance that the crime referred to in Article 316-ter of the Criminal Code does not require the requirement of inducing the passive subject into error, which is instead one of the constituent elements of fraud. This inducement into error is absent, in particular, whenever the disbursement of the contribution takes place on the basis of the private individual's mere self-certification and does not presuppose any preventive check by the public employee, who for this decisive reason is exactly aware of the private individual's attestation and disburses the contribution on the basis of the private individual's sole claim to be entitled to it.
The Decree provides for a monetary penalty of up to 500 units, while the disqualification sanction is between 3 and 24 months.
Example of relevant conduct: Tizio, administrative manager of a joint-stock company, prepares false documentation, preordained for checks by public authorities, in order to fraudulently obtain a state-guaranteed loan, as per emergency legislation provided for businesses in response to the Covid-19 pandemic.

Art. 640 ter of the Italian Penal Code: Computer fraud.
"Anyone who, by altering in any way the functioning of an information or telecommunications system, or by intervening without right in any way whatsoever on data, information or programs contained in an information or telecommunications system, or pertaining to it, procures for themselves or for others an unjust profit with damage to others, shall be punished with imprisonment from six months to three years and with a fine from 51.00 to 1,032 euros."
The penalty is imprisonment from one to five years and a fine from 309 to 1549 euros if one of the circumstances provided for in no. 1) of the second paragraph of art. 640 occurs, or if the act is committed by abusing the capacity of a system operator.
The penalty is imprisonment from two to six years and a fine from 600 to 3,000 euros if the act is committed with theft or undue use of digital identity to the detriment of one or more subjects.
The crime is punishable upon complaint by the injured party, unless one of the circumstances referred to in the second and third paragraphs applies, or the circumstance provided for in Article 61, first paragraph, number 5, limited to having taken advantage of circumstances of the person, including with reference to age.
Said crime differs from the crime of fraud, in that the fraudulent activity is carried out on the computer system/program and may concur with the crime of "unauthorized access to a computer or telecommunications system" provided for by art. 615 ter of the Italian Penal Code.
The objective element consists of the modification of the material consistency and/or the modification of data or programs and/or, in general, the fraudulent use of an IT or telematic system. Even a mere attempt is punishable.
The necessary subjective element consists of the consciousness and will to modify the material structure and/or data or programs of an IT or telematic system to obtain a profit with damage to

others (specific intent).
The pecuniary penalty provided for by the Decree goes up to 500 units, while the disqualifying penalty ranges from 3 to 24 months.
Example of relevant conduct: Tizio, IT manager of a joint-stock company, engages in phishing activities for the benefit of the company. (Phishing refers to a cyber scam carried out by sending an email with the counterfeit logo of a credit institution or an e-commerce company, in which the recipient is invited to provide confidential data such as credit card numbers, home banking access passwords, etc., justifying this request with technical reasons). This case is not considered a risk for Delta Contract, given that no employee/collaborator of the Company possesses relevant IT skills, nor is the use of IT devices particularly widespread.

Art. 356 of the Penal Code: Fraud in public supplies
"Whoever commits fraud in the execution of supply contracts or in the fulfillment of other contractual obligations indicated in the preceding article shall be punished [...]"
The crime in question is configurable not only in the fraudulent execution of a supply contract (Article 1559 of the Civil Code), but also of a procurement contract (Article 1655 of the Civil Code); Article 356 of the Penal Code, in fact, punishes all frauds to the detriment of the public administration, whatever the contractual schemes under which suppliers are bound to specific performances (Cass., VI, 27 May 2019).
As specified by the Court of Cassation in judgment no. 21777 of May 17, 2019, "For the purpose of establishing the crime of fraud in public supplies, simple non-fulfillment of the contract is not sufficient, as the incriminating provision requires a 'quid pluris' which must be identified in contractual bad faith, that is, in the presence of a malicious expedient or deception, such as to make the execution of the contract appear to be in compliance with the assumed obligations".
Example of relevant conduct: the Company delivers to public bodies products different from those agreed upon, concealing and 'covering up' the characteristics that do not conform to the agreed standards. This case is not to be considered a risk for Delta Contract, considering that said Company does not supply products to public bodies.

Art. 2 L. 898/1986: Fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development
"Where the act does not constitute the more serious crime provided for by Article 640-bis of the Penal Code, anyone who, through the presentation of false data or information, unduly obtains, for themselves or for others, aid, premiums, indemnities, refunds, contributions, or other disbursements charged wholly or partially to the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development shall be punished with imprisonment from six months to three years."
Example of relevant conduct: Tizio, chairman of the Board of Directors of a corporation, unduly causes said company to obtain indemnities from the European Agricultural Guarantee Fund. The case is not applicable to Delta Contract, given the sector in which it operates.

Pursuant to Article 25 of the Decree, entitled "Embezzlement, undue appropriation of money or movable property, extortion, undue inducement to give or promise benefits, corruption", the following are relevant:

- Art. 314 paragraph 1 of the Penal Code: Embezzlement;
- Art. 314 bis of the Italian Penal Code: Undue appropriation of money or movable property;
- Art. 316 of the Penal Code: Embezzlement by profiting from the error of others;

- art. 317 of the Italian Penal Code: Extortion;
- Art. 318 of the Italian Penal Code: Corruption for the exercise of functions;
- Art. 319 of the Criminal Code: Corruption for an act contrary to official duties;
- Art. 319 bis of the Italian Penal Code: Aggravating circumstances;
- Art. 319 ter of the Italian Penal Code: Corruption in judicial acts;
- Art. 319 quater of the Italian Criminal Code: Undue inducement to give or promise benefits;
- Art. 320 of the Penal Code: Corruption of a person in charge of a public service;
- Art. 321 Penal Code: Penalties for the briber;
- Art. 322 of the Penal Code: Incitement to corruption;
- Art. 322-bis of the Italian Penal Code: Embezzlement, extortion, undue inducement to give or promise advantages, corruption, and incitement to corruption of members of the institutions of the European Communities and officials of the European Communities and of foreign states;
- Art. 346-bis of the Italian Penal Code: Trafficking in illicit influences.

MEMORANDUM

The distinction between the crime of extortion and the crime of corruption is determined by the relationship between the wills of the subjects.
In particular:

- in the crime of corruption, the relationship is equal and implies the free convergence of wills towards a common illicit objective to the detriment of the Public Administration;
- In the crime of extortion, the public official exerts a coercive or inductive will that conditions the free exercise of that of the private citizen, who, in order to avoid greater harm, must submit to the unjust demands of the former and, therefore, occupies the role of victim of the crime.

A common assumption of the two cases consists of the existence of an undue payment from a private individual to a public official. The fundamental difference lies in the circumstance that the case of extortion cannot, not even abstractly, be committed by a merely private subject; the latter is, in fact, a mere passive subject of the illicit conduct of the public official, as they are limited to suffering the unjust demands of the subject invested with public status.

- Public Officials

Art. 357 Penal Code (Definition of a public official): «For the purposes of criminal law, public officials are those who exercise a legislative, judicial, or administrative public function.
For the same purposes, the administrative function is public if it is governed by rules of public law and by authoritative acts, and is characterized by the formation and manifestation of the public administration's will or by its exercise through authoritative or certifying powers."
In relation to this article, the following clarifications are necessary:

- Norms of public law are those that are aimed at the pursuit of a public purpose and the protection of a public interest;

- Authoritative power is that power which allows the Public Administration to achieve its ends through actual commands, with respect to which the private individual finds himself in a position of subjection. This is the activity in which the so-called power of command (imperium) is expressed, which includes both the powers of coercion (arrest, search, etc.) and of challenging violations of the law (assessment of contraventions, etc.), as well as the powers of hierarchical supremacy within public offices;

- Certifying power is that which grants the certifier the power to attest to a fact, providing proof until proven false.

The status of public official must be recognized for those individuals who, whether public employees or mere private citizens, whatever their subjective position, can or must, within the scope of a power regulated by public law, form and manifest the will of the public administration, or exercise, independently of formal investitures, authoritative, deliberative, or certifying powers.
By public function is meant the complex of thought, will, and action, which is exercised, with attributes of authority, in the spheres of legislative, administrative, and judicial bodies.

● Persons in charge of a public service:

Art. 358 Penal Code (Definition of a person in charge of a public service): «For the purposes of criminal law, persons in charge of a public service are those who, for any reason, perform a public service. A public service shall be understood as an activity governed in the same forms as a public function, but characterized by the lack of the powers typical of the latter, and excluding the performance of simple routine tasks and the provision of merely material work».

With reference to this article, it should be noted that:

- "under any capacity" refers to a subject who exercises a public function, even without a formal or regular appointment (a person in charge of a public service "de facto"). In fact, the relationship existing between the Public Administration and the subject performing the service is irrelevant.

- "Public Service" means an activity regulated by public law norms and authoritative acts, but characterized by the lack of authoritative and certifying powers.

● "De facto" official:

We speak of a de facto official when:

- the formal act of appointment to public office exists in the legal realm, but is vitiated, and therefore voidable or void;

or:

- the legal system attributes to the Public Administration, through strictly provided cases, the effects of the actions of subjects who interfere in the exercise of public functions, thereby healing at the source what would otherwise be a situation of lack of power in the abstract and, therefore, of usurpation.

● Public administration bodies:

For the purposes of criminal law, any legal entity that manages public interests and carries out legislative, judicial, or administrative activities by virtue of public law norms and authoritative acts is commonly considered a "public administration body".

Below is the text of the articles of the Penal Code that govern the offenses listed above, accompanied by a brief illustration of the offense and a description by way of example of the activities potentially at risk of committing an offense.

Art. 314, paragraph 1, C.P.: Embezzlement if committed to the detriment of the financial interests of the EU
"A public official or a person in charge of a public service who, having possession or control of money or other movable property belonging to others by reason of his office or service, appropriates it for himself, shall be punished […]"

Art. 314-bis of the Criminal Code: Undue appropriation of money or movable property
"Except for the cases provided for in Article 314, a public official or a person in charge of a public service who, having possession or control of money or other movable property belonging to others by reason of their office or service, allocates them to a use other than that provided for by specific legal provisions or acts having the force of law, which leave no room for discretion, and intentionally procures for themselves or others an unjust pecuniary advantage or causes others an unjust damage, shall be punished with imprisonment from six months to three years. The penalty is imprisonment from six months to four years when the act offends the financial interests of the European Union and the unjust pecuniary advantage or the unjust damage exceeds 100,000 euros."

Art. 316 Italian Penal Code: Embezzlement by profiting from another's error if committed to the detriment of the EU's financial interests
"A public official or a person in charge of a public service who, in the exercise of their function or service, takes advantage of another's error to unduly receive or retain – for themselves or for a third party – money or other utility, shall be punished [...]"

Art. 317 Criminal Code: Extortion by a public official
"A public official or a person in charge of a public service who, by abusing his position or powers, compels someone to unduly give or promise money or other benefits to him or a third party, shall be punished with imprisonment for a term of six to twelve years."
The criminally relevant conduct is that of a public official and/or a person charged with a public service who forces or induces someone (abusing their position) to engage in a certain behavior.
The pecuniary penalty provided for by the Decree ranges from 300 to 800 quotas, while the applicable disqualification penalty has a duration of no less than four years and no more than seven years, if the crime was committed by one of the subjects referred to in Article 5, paragraph 1, letter a) – senior management; it has a duration of no less than two years and no more than four, if the crime was committed by one of the subjects referred to in Article 5, paragraph 1, letter b) – subordinates.
The financial penalties provided for shall also apply to the Entity when such crimes have been committed by the persons indicated in articles 320 and 322 bis of the Criminal Code.
Example of relevant conduct: Tizio, an official of the Revenue Agency, abusing his role, forces the legal representative of a company to pay him a sum of money.
In this case, the individual who does not hold public office (in our case, the individual employed under the Delta Contract) would be a mere victim of the crime, as they would play a purely passive role with respect to the abusive conduct of the public official. The offense is therefore not capable of being committed by an individual linked to the Company.

Art. 318 of the Italian Penal Code: Corruption for the exercise of functions.
"A public official who, in the exercise of his functions or powers, unduly receives, for himself or for a third party, money or other benefits or accepts the promise thereof shall be punished with imprisonment for a term of three to eight years."
This crime hypothesis is established in the event that a public official unduly receives, for themselves or for others, money or other benefits, or accepts the promise thereof, to exercise their functions or

*powers. The focus is on the exercise of the "functions or powers" of the public official, allowing for the repression of the phenomenon of subjugating public office to private interests, where the giving of money or other benefits is not correlated to the performance, omission, or delay of a specific act, but rather to the general activity, general powers, and general function that the qualified subject is responsible for. The currently applicable provision no longer refers to "remuneration," which presupposed a proportional synallagmatic relationship between the parties of the *pactum sceleris* (criminal agreement), where the giving or promise of the benefit necessarily had to correspond to a counter-performance represented by the act, determined or determinable, by the qualified subject.*
The regulation today allows for the criminal sanctioning of even acts of active subsequent improper corruption, which were previously not punishable. Indeed, the new wording of Article 318 of the Penal Code, by referring to the exercise of functions or powers, and no longer to the specific act, serves as a general incriminatory provision for acts of corruption.
As highlighted by the new Art. 320 of the Italian Penal Code (Corruption of a person in charge of a public service), following the 2012 reform, the provisions of Arts. 318 and 319 of the Italian Penal Code also apply to those in charge of a public service. In any case, pursuant to the second paragraph, the penalties are reduced by no more than one third.
The pecuniary sanction provided for by the Decree may be applied up to a maximum of 200 quotas.
Example of relevant conduct: cf., for the role of the private individual, art. 321 of the Italian Penal Code.

Art. 319 Penal Code: Corruption for an act contrary to official duties

"A public official who, in order to omit or delay or for having omitted or delayed an act of his office, or in order to perform or for having performed an act contrary to the duties of his office, receives, for himself or for a third party, money or other benefit, or accepts the promise thereof, shall be punished with imprisonment from six to ten years."
The crime is constituted when a public official, in exchange for money or other benefits, omits or delays the performance of an act required of them, or performs an act that is not due, even if it is apparently and formally regular and therefore contrary to the principles of good performance and impartiality of the Public Administration (for example, a public official who accepts money to guarantee the awarding of a contract, or even limiting themselves to the mere promise of receiving a benefit – money or other utility – without the immediate material transfer).
Said undue act can be traced back to an illegitimate or unlawful act or to an act carried out contrary to the observance of the duties proper to the public official.
The pecuniary sanction provided for by the Decree ranges from 200 to 600 units, while the applicable disqualification sanction has a duration of not less than four years and not more than seven years, if the crime was committed by one of the persons referred to in Article 5, paragraph 1, letter a) – senior management; it has a duration of not less than two years and not more than four, if the crime was committed by one of the persons referred to in Article 5, paragraph 1, letter b) – subordinate persons.
The provided pecuniary sanctions shall also apply to the Entity when such crimes have been committed by the persons indicated in articles 320 and 322-bis of the Criminal Code.
Example of relevant conduct: see, regarding the role of the private individual, art. 321 of the Italian Penal Code.

Art. 319-bis of the Penal Code: Aggravating circumstances.

"The penalty is increased if the act referred to in Article 319 concerns the granting of public employment, salaries, or pensions, or the stipulation of contracts in which the administration to which the public official belongs is interested, as well as the payment or reimbursement of taxes."
It constitutes an aggravating circumstance to have made the material object of the conduct referred

to in Article 319 of the Penal Code the granting of public employment, salaries, or pensions, or the stipulation of contracts in which the administration to which the public official belongs has an interest (Art. 319 bis of the Penal Code).
The pecuniary penalty provided for by the Decree ranges from 300 to 800 units, while the applicable disqualification penalty has a duration of no less than four years and no more than seven years, if the crime was committed by one of the subjects referred to in Article 5, paragraph 1, letter a) – top management; it has a duration of no less than two years and no more than four, if the crime was committed by one of the subjects referred to in Article 5, paragraph 1, letter b) – subordinates.
The provided pecuniary sanctions also apply to the Entity when such crimes have been committed by the persons indicated in articles 320 and 322 bis of the Criminal Code.
Example of relevant conduct: see, for the role of the private individual, art. 321 of the Italian Penal Code.

Art. 319 ter of the Penal Code: Corruption in judicial acts.

If the acts referred to in articles 318 and 319 are committed to favor or harm a party in a civil, criminal, or administrative proceeding, the penalty of imprisonment from six to twelve years shall apply.
If the wrongful conviction of someone to imprisonment for a term not exceeding five years results from the act, the penalty is imprisonment from five to twelve years; if the wrongful conviction to imprisonment for a term exceeding five years or to life imprisonment results, the penalty is imprisonment from eight to twenty years."
The crime (which constitutes an autonomous offense) occurs in the event that the Company is a party to a judicial proceeding (civil, criminal, or administrative) and, in order to obtain an advantage in the proceeding itself (civil, criminal, or administrative trial), bribes a public official (not only a magistrate, but also a clerk or other official).
The pecuniary sanction provided for by the Decree, for subsection 1, ranges from 200 to 600 units with an interdictory sanction of 12 to 24 months; while for subsection 2, the pecuniary sanction ranges from 300 to 800 units, and the applicable interdictory sanction has a duration of no less than four years and no more than seven years, if the crime was committed by one of the subjects referred to in Article 5, subsection 1, letter a) – senior management; it has a duration of no less than two years and no more than four, if the crime was committed by one of the subjects referred to in Article 5, subsection 1, letter b) – subordinates.
The prescribed pecuniary sanctions also apply to the Entity when such crimes have been committed by the persons indicated in articles 320 and 322 bis of the Italian Penal Code.
Example of relevant conduct: cf., for the role of the private individual, Art. 321 of the Penal Code.

Art. 319-quater of the Penal Code: Undue inducement to give or promise advantages.

Unless the act constitutes a more serious crime, a public official or a person in charge of a public service who, by abusing his position or powers, induces someone to unduly give or promise money or other benefits to him or a third party, shall be punished with imprisonment from six years to ten years and six months.
In the cases provided for by the first paragraph, whoever gives or promises money or other benefit is punished with imprisonment for up to three years.
Following the enactment of anti-corruption law no. 190/2012, this crime constitutes a distinct and autonomous offense from the one provided for by Art. 317 of the Italian Penal Code.
The criminally relevant conduct, unlike that which characterizes the crime of extortion by a public official, consists of inducing someone to obtain or promise money or other benefits.
The punishability of the person who gives or promises money or other benefits is also provided for.
Pursuant to Article 322-bis of the Penal Code, the new crime of undue inducement to give or promise

benefits shall be considered fulfilled even if committed by members of the bodies of the European Communities and by officials of the European Communities and foreign states.
The pecuniary penalty provided for by the Decree ranges from 300 to 800 quotas, while the applicable disqualification penalty has a duration of no less than four years and no more than seven years, if the crime was committed by one of the persons referred to in Article 5, paragraph 1, letter a) – senior management personnel; it has a duration of no less than two years and no more than four years, if the crime was committed by one of the persons referred to in Article 5, paragraph 1, letter b) – persons under the direction or supervision of others.
The prescribed pecuniary sanctions also apply to the Entity when such crimes have been committed by the persons indicated in articles 320 and 322 bis of the Italian Penal Code.
Example of relevant conduct: Tizio, an official of the Revenue Agency, abuses the position he holds and the influence he can exert on Caio, chairman of the board of directors of a joint-stock company, to induce him to pay him €1,000.

Art. 321 Penal Code: Penalties for the briber.

"The penalties established in the first paragraph of Art. 318 of the Penal Code, in Art. 319 of the Penal Code, in Art. 319-bis of the Penal Code, in Art. 319-ter of the Penal Code and in Art. 320 of the Penal Code in relation to the aforementioned cases of Arts. 318 and 319 of the Penal Code also apply to anyone who gives or promises to the public official or to the person in charge of a public service money or other benefit."
In the case of corruption for the exercise of functions, the administrative pecuniary sanction may be imposed up to 200 quotas.
With reference to corruption for an act contrary to official duties and to corruption in judicial acts, the administrative pecuniary sanction provided for the private individual amounts to a maximum of 500 units, while the interdictory sanction ranges from 12 to 24 months.
In the case of extortion, even if aggravated, and bribery in judicial proceedings from which an unjust conviction to imprisonment has resulted, the pecuniary administrative penalty is from 300 to 800 units, while the applicable disqualification penalty has a duration of no less than four years and no more than seven years, if the crime was committed by one of the subjects referred to in Article 5, paragraph 1, letter a) – senior management; it has a duration of no less than two years and no more than four years, if the crime was committed by one of the subjects referred to in Article 5, paragraph 1, letter b) – subordinates.
The pecuniary sanctions provided for also apply to the Entity when such crimes have been committed by the persons indicated in articles 320 and 322 bis of the Criminal Code.
Example of relevant conduct: Tizio, chairman of the board of directors of a joint-stock company, gives Caio, a public official, a large sum of money for having favored his company in a public tender and – therefore – having determined its award (combined provisions of art. 321 of the Italian Penal Code with art. 319 of the Italian Penal Code).

Art. 322 of the Penal Code: Instigation to corruption.

"Anyone who offers or promises money or other undue utility to a public official or a person in charge of a public service, for the exercise of their functions or powers, is subject, if the offer or promise is not accepted, to the penalty established in the first paragraph of art. 318, reduced by one third."
If the offer or promise is made to induce a public official or a person in charge of a public service to omit or delay an act of their office, or to perform an act contrary to their duties, the offender is subject, if the offer or promise is not accepted, to the penalty established in Art. 319, reduced by one third.
The penalty referred to in the first paragraph shall apply to a public official or a person in charge of a public service who solicits a promise or giving of money or other benefit for the exercise of his

functions or powers.
The penalty referred to in the second paragraph applies to the public official or the person in charge of a public service who solicits a promise or giving of money or other advantage from a private individual for the purposes referred to in Article 319 of the Penal Code.
The term "offer" refers to the actual and spontaneous making available of money or other utility, while "promise" consists of a commitment to a future performance. For the integration of this offense, a simple offer or promise is sufficient, provided it is serious and capable of psychologically influencing the public official (or person in charge of a public service) to such an extent as to create a good possibility of acceptance by them.
Therefore, it is not necessary for the offer to have a justification, nor for the promised benefit to be specified, nor for the sum of money to be quantified, as the proposition of the illicit exchange by the perpetrator is sufficient.
The pecuniary penalty provided for by the Decree is applicable, with reference to the first paragraph, up to 200 quotas. For the subsequent paragraphs, the pecuniary penalty ranges from 200 to 600 quotas, while the disqualification penalty is between 12 and 24 months.
The prescribed pecuniary sanctions apply to the Entity even when such crimes have been committed by the persons indicated in articles 320 and 322 bis of the Italian Penal Code.
Example of relevant conduct: Tizio, chairman of the board of directors of a joint-stock company, offers money to Caio, an official of the Revenue Agency, to obtain favorable treatment in the event of inspections at the company; Caio does not accept.

****

Reproduced below is the provision of Art. 322-bis of the Criminal Code, which is referenced by Art. 25 of Legislative Decree 231/2001 with regard to the subjects who can commit the crimes referred to in paragraphs 2 and 3 of Art. 25 of Legislative Decree no. 231/2001.

Art. 322 bis of the Italian Penal Code: Embezzlement, extortion, undue inducement to give or promise benefits, corruption and incitement to corruption of members of international courts or bodies of the European Communities or of international parliamentary assemblies or of international organizations and officials of the European Communities and of foreign states

"The provisions of articles 314, 316, from 317 to 320 and 322, third and fourth paragraph, also apply to:
1) to the members of the Commission of the European Communities, the European Parliament, the Court of Justice and the Court of Auditors of the European Communities;
2) to officials and other servants engaged under contract under the Staff Regulations of officials of the European Communities or the Conditions of Employment of other servants of the European Communities;
3) to persons seconded by Member States or by any public or private body to the European Communities, who carry out functions equivalent to those of officials or other servants of the European Communities;
4) to the members and staff of bodies established by the Treaties establishing the European Communities;
5) to those who, within other Member States of the European Union, perform functions or activities corresponding to those of public officials and persons in charge of a public service;
5-bis) to the judges, the prosecutor, the deputy prosecutors, the officials and agents of the International Criminal Court, to persons seconded by States Parties to the Rome Statute of the International Criminal Court who perform functions corresponding to those of the officials or agents of the Court, and to members and staff of entities established on the basis of the Rome Statute of the International Criminal Court.

5-ter) to persons who exercise functions or activities corresponding to those of public officials and persons entrusted with a public service within the scope of international public organizations;
5-quater) to the members of international parliamentary assemblies or of an international or supranational organization and to the judges and officials of international courts.
The provisions of articles 319-quater, second paragraph, 321 and 322, first and second paragraph, shall also apply if the money or other benefit is given, offered or promised:
1) to the persons indicated in the first paragraph of this article;
2) to persons who exercise functions or activities corresponding to those of public officials and persons in charge of a public service within other foreign States or international public organizations.
The persons indicated in the first paragraph are assimilated to public officials, if they exercise corresponding functions, and to those in charge of a public service in other cases".
The provision was introduced with the aim of curbing the phenomenon of corruption in cases where it assumes European and international dimensions, as it can extend its effects to new territorial areas, distort competition, and alter the balance of financial markets.
The provision was amended by Law no. 3 of January 9, 2019 ("Spazzacorrotti" Law), which subjectively extended the scope of application of the rule by introducing subsections 5-ter and 5-quater.
Example of relevant conduct: Tizio, legal representative of a capital company, agrees with an EU official so that the latter does not carry out the expected checks in relation to EU grants received by the company. This case is not to be considered relevant for the company since it does not have relationships with EU officials.

Art. 346-bis of the Italian Penal Code: Trafficking in illicit influences

"Whoever, outside the cases of complicity in the crimes referred to in articles 318, 319 and 319-ter and in the crimes of corruption referred to in article 322-bis, intentionally using for this purpose existing relations with a public official or a person in charge of a public service or one of the other subjects referred to in article 322-bis, unduly causes to be given or promised, to himself or others, money or other economic advantage, to remunerate a public official or a person in charge of a public service or one of the other subjects referred to in article 322-bis, in relation to the exercise of his functions, or to carry out another illicit mediation, shall be punished with imprisonment from one year and six months to four years and six months.
For the purposes of the first paragraph, "other illicit mediation" means mediation to induce a public official or a person in charge of a public service or any of the other subjects referred to in Article 322-bis to perform an act contrary to official duties that constitutes an offense from which an undue advantage may derive.
The same penalty applies to anyone who unduly gives or promises money or other economic benefits.
The penalty is increased if the person who unduly induces someone to give or promise, to themselves or others, money or other economic benefit holds the status of a public official or a person in charge of a public service, or one of the statuses referred to in Article 322-bis.
The penalty is also increased if the acts are committed in relation to the exercise of judicial activities or to remunerate the public official or the person in charge of a public service or one of the other subjects referred to in Article 322-bis in relation to the performance of an act contrary to official duties or to the omission or delay of an act of his office.
".
The case was introduced by Art. 1, paragraph 75, of Law No. 190 of November 6, 2012, based on supranational indications, and rewritten by Art. 1, paragraph 1, letter t), of Law No. 3 of January 9, 2019, which was followed by various jurisprudential interpretations, with the main purpose of providing a "taxativizing" interpretation and preventing claims of unconstitutionality, most recently on the matter, Cass. Pen., Sez. Un., no. 19357/2024.
Finally, the case was amended by the so-called "Nordio reform," with Law no. 114 of August 9,

2024.
The Nordio Law, Law no. 114 of August 9, 2024, has modified the provision in question, introduced The crime in question aims to counter the behavior of someone who, having relations with a public official and exploiting them, gets money or other advantages given or promised to them as the price of their illicit mediation with said public official, or to remunerate them in relation to the performance of an act contrary to official duties.

Therefore, it punishes the individual who acts as a mediator between the corrupted and the corruptor, criminalizing the exercise of undue pressure on public officials, as well as the illicit enrichment of the intermediary.
The case is a common crime, as no particular subjective qualification is required for the perpetrator of the conduct. However, in the event that the mediator assumes the capacity of a public official or a person in charge of a public service, or one of the capacities referred to in Article 322 bis of the Italian Penal Code, an increase in the penalty is provided.
With respect to corruption offenses, Art. 346 bis of the Penal Code provides anticipated protection, given that the provision punishes the intermediary before the corrupt agreement between the private individual and the Public Administration can be perfected.
Furthermore, the case in point represents a danger crime, as it is consummated at the very moment of the giving or acceptance of the promise of remuneration to corrupt the public official.
In particular, the conduct concerns the giving of a financial benefit (or the promise thereof) to remunerate a public official (or a person in charge of a public service or one of the other subjects referred to in Article 322-bis of the Criminal Code), in relation to the exercise of their functions or so that they perform an act contrary to official duties or the omission or delay of an act of their office.
The relationships that the mediator undertakes to leverage must actually exist and must constitute the reason for the giving or the promise of the financial benefit by the principal.
The duration and intensity of the relationship with the public official are completely irrelevant; it is sufficient that they are such as to concretely influence the latter's action.
The pecuniary sanction provided for by the Decree is up to 200 units. It applies to the Entity even when the crime has been committed by the persons indicated in articles 320 and 322 bis of the Italian Penal Code.
If, before the first-instance judgment, the entity has effectively acted to prevent the criminal activity from being brought to further consequences, to secure evidence of the crimes, and to identify those responsible, or to seize the sums or other assets transferred, and has eliminated the organizational deficiencies that caused the crime by adopting and implementing organizational models suitable for preventing crimes of the type that occurred, the prohibitive sanctions shall have the duration established by Article 13, paragraph 2.

Example of relevant conduct: Tizio, CEO of company Y and having a relationship with Caio, a public official, uses said relationship with the aim of having a sum of money paid to him by Sempronio, chairman of the Board of Directors of company X, to remunerate Caio, so that the latter performs an act contrary to his office.

Delta Contract
Sensitive activities pursuant to Articles 24 and 25 of Decree 231/2001.
From the analysis carried out in relation to Delta Contract's activities, the following risk areas emerge.
In general:

- management of relations with public administration.

Specifically:

- management of institutional relations with local authorities, including indirect ones;
- management of relationships, including indirect ones, with public entities for the purpose of obtaining authorizations or licenses;
- procedures for obtaining State-guaranteed financing;
- management of relations, including indirect ones, with INPS, INAIL, Fire Brigade, Revenue Agency, Financial Police, Judicial Police Officers, Province, ARPA and, in general, public bodies in the event of inspection visits and/or requests coming from them;
- management of relationships, including indirect ones, with public entities regarding the hiring of personnel belonging to protected categories or whose hiring is subsidized;
- management of relationships, including indirect ones, with the provincial labor office and the judiciary for disputes with employees;
- management of relationships, including indirect ones, with the judicial authority in the event of disputes of a criminal, civil, tax, or voluntary jurisdiction nature;
- financial flow management, payments in cash or via bank transfer, etc.;
- management of personnel social security/insurance benefits and management of related audits/inspections;
- selection/management of personnel and consultants (in particular, in legal-judicial and tax matters);
- management of judicial or arbitration proceedings.

General principles of behavior.

Doing Area.

All Sensitive Activities must be performed in compliance with the current statutory and regulatory provisions, the Company's Corporate Governance principles, the rules of the Code of Ethics, the general principles of conduct set out in both the General Part and the Special Part of this Model, as well as the Operating Protocols and internal policies referred to herein. The Company, aware of the importance that relations with the Public Administration and Public Institutions are conducted in full compliance with current statutory and regulatory provisions:

- reserves exclusively the conduct of relations with Public Administrations to the designated and authorized corporate functions;
- it makes use of consultants, in particular legal and tax advisors, who adhere to the principles of the Code of Ethics, the ethical standards of their relevant profession, as well as the applicable Operating Protocols (cf. External Recipients);
- establishes the obligation to collect and retain documentation relating to any contact with the Public Administration (in particular, in the case of inspections);
- ensure that the statements made to the Institutions and to the Public Administration contain only truthful elements, are complete and based on valid documents so as to guarantee their correct evaluation by the Institution and P.A. concerned;

- It is verified that financial transactions are carried out in accordance with the established signing powers;
- ensure compliance with the Protocols and internal policies referred to herein.

Area of Not Doing.

In dealings with Public Officials, Persons in Charge of a Public Service, or employees in general of the Public Administration or other Public Institutions, it is prohibited to:

- promise or offer them (or their relatives, in-laws, or related parties) money, gifts, or other benefits susceptible to economic evaluation;
- accept gifts or tributes or other benefits susceptible to economic valuation;
- promise or grant them (or their relatives, in-laws, or related parties) employment opportunities and/or business opportunities or any other kind that may benefit them personally;
- promise or provide them (or their relatives, in-laws, or related parties), including through third-party companies, jobs, or personal utility services;
- During civil, criminal, or administrative proceedings, it is forbidden to undertake (directly or indirectly) any illicit action that may favor or harm one of the parties involved.

Relations with Public Administration officials

In the conduct of operations related to Sensitive Activities, relations with Public Administration officials are maintained exclusively by members of the Board of Directors.
It is forbidden for anyone else to maintain relations, on behalf of the Company, with representatives of the Public Administration.

Relations with inspection bodies.

Regarding relations with inspection bodies, the Company employee must comply with the specific Operating Protocol attached to the Model (Protocol – Relations with the public administration and management of inspection audits).

Personnel management.

The personnel selection and management procedure adopted by Delta Contract follows candidate evaluation criteria that meet requirements of objectivity and transparency, as the hiring of candidates must take place in strict compliance with the specific Operating Protocol adopted by the Company; the assessment of the candidate must also address the existence of potential conflicts of interest.

Protocols to mitigate crime risks pursuant to arts. 24 and 25 of the Decree:

⇒ **PO-02**

⇒ PO-03

⇒ PO-04

⇒ PO-05

⇒ PO-09

⇒ PO-11

2. CYBERCRIMES AND UNLAWFUL DATA PROCESSING

Pursuant to Article 24-bis of the Decree, as amended by Law no. 90 of June 28, 2024, and entitled "Cybercrimes and unlawful data processing", the following are relevant:

- The falsehoods:
- **Art. 491 bis of the Penal Code: Computer documents;**

- Crimes against the inviolability of the home:
- **Art. 615-ter of the Criminal Code: Unlawful access to a computer or telecommunications system;**

- Art. 615-quater of the Penal Code: Unlawful possession or dissemination of access codes to computer or telematic systems;

- Crimes against the inviolability of secrets: Art. 617-quater of the Penal Code: Unlawful interception, obstruction, or interruption of computer or telematic communications;

- Art. 617 quinquies of the Italian Penal Code: Unlawful possession, dissemination, and installation of equipment and other means capable of intercepting, preventing, or interrupting computer or telecommunications communications. Crimes against property involving violence to things or persons:
- **Art. 629, paragraph 3, Italian Penal Code: Extortion (IT/cyber);**

- Art. 635 bis of the Penal Code: Damage to information, data, and computer programs;

- Art. 635-ter of the Criminal Code: Damage to information, data, and computer programs that are public or of public interest;

- Art. 635 quater of the Criminal Code: Damage to information or telecommunication systems;

- Art. 635-quater.1 of the Criminal Code: Unlawful possession, dissemination and installation of equipment, devices or computer programs intended to damage or interrupt a computer or telecommunications system;

- Art. 635-quinquies of the Italian Penal Code: Damage to information or telematic systems of public interest.

- Crimes against property through fraud:
- **Art. 640 ter of the Italian Penal Code: Computer fraud;**

- Art. 640-quinquies of the Penal Code: Computer fraud by a person providing electronic signature certification services.

- Crimes regarding the national cyber security perimeter:
- **crimes referred to in Article 1, paragraph 11 of Law Decree no. 105 of September 21, 2019**

a) The falsehoods.

Art. 491 bis of the Italian Penal Code: Computer documents

"If any of the forgeries provided for by this chapter [Chapter II of Title VII of Book II of the Penal Code] concern a public electronic document having probative force, the provisions of the same chapter concerning public documents, respectively, shall apply."

This provision, inserted by art. 3 of Law no. 547 of 23 December 1993, subsequently amended by Law no. 48 of 18 March 2008, was most recently amended by art. 2 of Legislative Decree no. 7/2015 ("Provisions regarding the repeal of crimes and the introduction of illicit acts with civil pecuniary sanctions in accordance with Article 2, paragraph 3, of Law no. 67 of 28 April 2014"), which eliminated the reference to the "private electronic document", with the consequence that forgery in an electronic document will be relevant only if it concerns public acts.

The types of offenses referred to by the cross-reference in Art. 491 bis of the Italian Penal Code to Title VII of Book II of the Penal Code are described below.

1) Art. 476 of the Penal Code - Material forgery committed by a public official in public documents

"The public official who, in the exercise of their duties, creates, in whole or in part, a false document or alters a genuine document, is punished with imprisonment from one to six years.
If the forgery concerns an act or part of an act, which constitutes proof until challenged by a plea of forgery, the imprisonment is from three to ten years".

2) *Art. 477 Penal Code - Material forgery committed by a public official in administrative certificates or authorizations*

"A public official who, in the exercise of his functions, counterfeits or alters administrative certificates or authorizations, or, by means of counterfeiting or alteration, makes it appear that the conditions required for their validity have been met, shall be punished with imprisonment from six months to three years."

3) *Art. 478 of the Penal Code - Material forgery committed by a public official in authentic copies of public or private documents and in certificates of the content of documents*

"A public official who, in the exercise of their duties, assuming a public or private document exists, simulates a copy of it and issues it in legal form, or issues a copy of a public or private document that is different from the original, shall be punished with imprisonment from one to four years."
If the forgery concerns a document or part of a document that is considered authentic until proven false, the penalty is imprisonment from three to eight years."

4) *Art. 479 of the Italian Penal Code - Ideological falsehood committed by a public official in public documents*

"The public official who, while receiving or forming an act in the exercise of his functions, falsely attests that a fact was performed by him or occurred in his presence, or attests as received by him declarations not made to him, or omits or alters declarations received by him, or in any case falsely attests to facts of which the act is intended to prove the truth, is subject to the penalties established in Article 476."

5) *Art. 480 Italian Penal Code - Ideological falsehood committed by a public official in certificates or administrative authorizations*

"A public official who, in the exercise of their duties, falsely attests in administrative certificates

or authorizations to facts that the document is intended to prove the truth of, shall be punished with imprisonment from three months to two years."

6) *Art. 481 C.P. - Ideological falsehood in certificates committed by persons exercising a service of public necessity;*

"Whoever, in the exercise of a health or legal profession, or of another public necessity service, falsely certifies in a certificate facts for which the document is intended to prove the truth, shall be punished with imprisonment for up to one year or with a fine from € 51.00 to € 516.00."
Such penalties apply jointly if the act is committed for the purpose of profit".

7) *Art. 482 of the Criminal Code - Material forgery committed by a private individual*

"If any of the acts provided for by articles 476, 477 and 478 are committed by a private individual, or by a public official outside the exercise of his functions, the penalties established in the said articles are applied, respectively, reduced by one third."

8) *Art. 483 of the Penal Code - Ideological falsehood committed by a private individual in a public document*

"Whoever falsely attests to a public official, in a public document, facts of which the document is intended to prove the truth, is punished with imprisonment for up to two years."
If it concerns false statements in civil status documents, imprisonment cannot be less than three months".

9) *Art. 484 Italian Penal Code - Falsehood in registers and notifications*

"Anyone who, being required by law to make records subject to inspection by the Public Security Authority, or to make notifications to said Authority regarding their industrial, commercial, or professional operations, writes or allows false information to be written is punished with imprisonment for up to six months or with a fine of up to € 309.00."

10) *Art. 487 Italian Penal Code - Forgery of a document signed in blank. Public document*

"A public official who, by abusing a blank signed sheet of which they have possession by reason of their office and by a title that implies the obligation or the right to fill it in, writes or causes to be written therein a public act different from that which they were obligated or authorized to, is subject to the penalties respectively established in articles 479 and 480."

11) *Art. 488 of the Penal Code - Other falsehoods in a document signed in blank. Applicability of the provisions on material falsehoods*

"To cases of forgery on a document signed in blank other than those provided for by Article 487, the provisions on material forgery in public documents apply."

12) *Art. 489 of the Penal Code - Use of a forged document*

Whoever, without having participated in the forgery, makes use of a forged document is subject to the penalties established in the preceding articles, reduced by one third.

13) *Art. 490 of the Criminal Code - Suppression, destruction, and concealment of genuine documents*

"Anyone who, in whole or in part, destroys, suppresses, or conceals a genuine public document or, in order to gain an advantage for oneself or others or to cause harm to others, destroys, suppresses, or conceals a genuine holographic will, bill of exchange, or other credit instrument transferable by endorsement or to the bearer, shall be subject respectively to the penalties established in articles 476, 477, and 482, according to the distinctions contained therein."

14) *Art. 492 of the Penal Code - Authentic copies taking the place of missing originals*

"For the purposes of the preceding provisions, the terms 'public acts' and 'private documents' include the original acts and their authentic copies, when they take the place of the missing originals in accordance with the law."

15) *Art. 493 of the Penal Code - Falsification committed by public employees charged with a public service*

"The provisions of the preceding articles regarding falsehoods committed by public officials also apply to employees of the State, or of another public body, charged with a public service in relation to the acts they draft in the exercise of their duties."
The Decree provides for a pecuniary penalty of up to 400 quotas, while the disqualification penalty ranges from 3 to 24 months.
Example of relevant conduct: Tizio, an employee of a capital company, alters a digitally formed public document.

b) Crimes against the inviolability of the domicile.
Art. 615 ter of the Penal Code: Unauthorized access to a computer or telecommunications system
"Whoever illegally accesses a computer or telecommunications system protected by security measures or remains therein against the express or tacit will of those who have the right to exclude them, shall be punished with imprisonment for up to three years. The penalty shall be imprisonment from one to five years:

1. *if the act is committed by a public official or by a person in charge of a public service, with abuse of powers or with violation of the duties inherent to the function or service, or by anyone who exercises, even abusively, the profession of private investigator, or with abuse of the status of system operator;*
2. *if the offender uses violence against property or persons to commit the act, or if they are manifestly armed;*
3. *if the act results in the destruction or damage of the system or the total or partial interruption of its operation or the destruction or damage of the data, information or programs contained therein.*

If the acts referred to in the first and second paragraphs concern IT or telematic systems of military interest or relating to public order or public safety or health or civil protection or are otherwise of public interest, the penalty is, respectively, imprisonment from one to five years and from three to eight years. In the case provided for by the first paragraph, the crime is punishable upon complaint by the injured party; in other cases, proceedings shall be brought ex officio.
The legal interest protected by the provision in question consists of the confidentiality of communications and/or information whose exchange takes place, today, largely through computer systems.
"Computer system" shall be understood as a set of equipment intended to perform functions useful to man through the use (even partial) of information technologies.
The criminally relevant conduct is twofold and consists of unauthorized access to a protected computer system or remaining in said system despite the expression of contrary will by whoever

has the right to exclude them.
The subjective element is generic intent, understood as the awareness and will to enter a system and to remain therein against the will of the entitled party.
For the offense to be constituted, it is not necessary for there to be damage to the system or for the access to have been made with the intent to violate the confidentiality of authorized users.
The pecuniary penalty provided for by the Decree is between 100 and 500 units, while the disqualification penalty ranges from 3 to 24 months.
Example of relevant conduct: Tizio, an employee of a joint-stock company, authorized to access the computer system of a client company, uses the access to perform operations other than those for which he is responsible.

Art. 615 quater of the Italian Penal Code: Unlawful possession and dissemination of access codes to computer or telematic systems

"Anyone who, in order to procure a profit for themselves or others or to cause harm to others, unlawfully obtains, disseminates, reproduces, communicates, or delivers codes, passwords, or other means suitable for accessing a computer or telematic system protected by security measures, or in any case provides indications or instructions suitable for the aforementioned purpose, shall be punished with imprisonment for up to one year and a fine of up to 5164 euros."
The penalty is imprisonment from one to two years and a fine from 5164 to 10329 euros if any of the circumstances referred to in numbers 1) and 2) of the fourth paragraph of article 617 quater of the penal code apply.
It is a common crime (attributable to anyone, regardless of subjective status), of danger, aimed at preventing the commission of more serious crimes against privacy or property.
The crime is consummated by carrying out the conduct described by the provision, perpetrated for the purpose of procuring a profit for oneself or others, or of causing harm (specific intent).
The second paragraph of the provision under examination provides for two aggravating circumstances: the first concerns the nature of the computer system, the other relates to the subject who commits the violation.
The monetary penalty provided for by the Decree is applicable up to 300 units, while the disqualification sanction ranges from 3 to 24 months.
Example of relevant conduct: Tizio, an employee of a corporation, discloses access passwords to the IT system of one of his company's clients to a supplier, in exchange for a discount on supplies for the Company.

Delta Contract
c) Crimes against the inviolability of secrets.

Art. 617-quater of the Penal Code: Unlawful interception, prevention, or interruption of IT or telematic communications

“Anyone who fraudulently intercepts communications relating to a computer or telematic system or occurring between multiple systems, or prevents or interrupts them, shall be punished with imprisonment from six months to four years.
Unless the act constitutes a more serious crime, the same penalty applies to anyone who discloses, through any means of public information, in whole or in part, the content of the communications referred to in the first paragraph.
The crimes referred to in the first and second paragraphs are punishable upon complaint by the injured party.
However, proceedings are initiated ex officio and the penalty is imprisonment from one to five years if the act is committed:
1. to the detriment of a computer or telematic system used by the State or other public body or by a

company providing public services or services of public necessity;
2. by a public official or by a person in charge of a public service, with abuse of powers or with violation of the duties inherent to the function or service, or with abuse of the capacity of system operator;
3. by those who illegally practice the profession of private investigator".
The legal interest protected by the norm is the secrecy of communications which, besides being telephonic (art. 617 of the Italian Penal Code) and telegraphic (art. 617 bis of the Italian Penal Code), are, especially nowadays, electronic.
The interception of communications must take place by fraudulent means.
The subjective element consists of generic intent, understood as the awareness and will to carry out one of the conduct described above.
The special aggravating circumstances are, lastly, provided for in the third paragraph of the provision under examination:

- the state or public nature, or the belonging to an enterprise operating a public service or public utility, of the system to the detriment of which the criminally relevant conduct is carried out;
- the status of public official or person in charge of a public service of the agent if they perpetrate one of the conducts described with abuse of powers, violation of duties inherent to the service or function, or with abuse of the capacity of system operator;
- unauthorized practice of the private investigator profession.

The occurrence of the aforementioned aggravating circumstances implies the ex officio prosecutability of the crime as well as the applicability of a penalty of imprisonment from four to ten years.
The pecuniary penalty provided for by the Decree ranges from 200 to 700 shares, while the disqualifying sanctions under Article 9, paragraph 2, letters a), b), and e) apply.
Example of relevant conduct: Tizio, an employee of a capital company, intercepts – using specific software – the e-mail communications between the operators of a competing company. This scenario does not appear to be a risk for Delta Contract, considering that no individuals with sufficient technical skills in IT and/or telematics to maliciously carry out the conduct in question, for the interest/benefit of the Company, work within it.

Art. 617 quinquies of the Criminal Code: Unlawful possession, dissemination, and installation of equipment and other means capable of intercepting, preventing, or interrupting computer or telematic communications "Anyone who, outside the cases permitted by law, with the intent to intercept communications related to a computer or telematic system, or occurring between multiple systems, or to prevent or interrupt them, procures, possesses, produces, reproduces, disseminates, imports, communicates, delivers, makes available to others in any other way, or installs equipment, programs, codes, passwords, or other means capable of intercepting, preventing, or interrupting communications related to a computer or telematic system or occurring between multiple systems, shall be punished with imprisonment from one to four years.
When any of the circumstances referred to in article 617-quater, fourth paragraph, number 2), occur, the penalty is imprisonment from two to six years.
When any of the circumstances referred to in Article 617-quater, fourth paragraph, number 1) occurs, the penalty is imprisonment from three to eight years."
The crime in question serves to punish activities that are preparatory to the interception, hindrance, or interruption of communications.

The crime is committed upon the installation of the IT equipment.
The subjective element of the offense is general intent, understood as the awareness and will to install equipment capable of intercepting, impeding, or interrupting communication.
Are the special aggravating circumstances of the fourth paragraph of art. 617 quater of the Criminal Code applicable?
The pecuniary penalty provided for by the Decree ranges from 200 to 700 quotas, while the disqualification penalties are provided for by Article 9, paragraph 2, letters a), b) and e).
Example of relevant conduct: Tizio, an employee of a capital company, installs equipment capable of intercepting email communications between a competitor's operators. This scenario does not appear to be a risk for Delta Contract, considering that no individuals within the company possess sufficient technical skills in IT and/or telematics to maliciously carry out the conduct in question, for the interest/advantage of the Company.

d) Crimes against property through violence to persons or things.

Art. 629 para. 3 Penal Code: Extortion (Cyber)

"Anyone who, by means of the conduct referred to in Articles 615-ter, 617-quater, 617-sexies, 635-bis, 635-quater and 635-quinquies or by threatening to commit them, forces someone to do or omit to do something, procuring for themselves or others an unjust profit with damage to others, shall be punished with imprisonment from six to twelve years and with a fine from 5,000 to 10,000 euros."

The penalty is imprisonment from eight to twenty-two years and a fine from 6,000 to 18,000 euros, if any of the circumstances indicated in the third paragraph of article 628 concur, as well as in the case in which the act is committed against a person incapable due to age or infirmity.

The offense in question serves to punish extortion committed through other crimes such as unauthorized access to computer systems, interception, obstruction, illicit interruption of telematic communications, falsification, alteration or suppression of the content of computer or telematic communications, damage to computer information, data and programs, damage to computer or telematic systems, and damage to computer or telematic systems of public utility, including by means of threats.

The crime in question is a complex crime and occurs in cases where the law considers, as constituent elements or as aggravating circumstances of a single crime, facts that would in themselves constitute a crime.
Cyber extortion is referred to in Art. 24-bis of Legislative Decree 231/2001, which may entail, for the entity in whose interest it is committed, the application of a pecuniary penalty of 300 to 800 quotas and the disqualification sanctions provided for by Article 9, paragraph 2, for a duration of no less than two years.
Example of relevant conduct: Tizio, an employee of the Company, authorized to access the computer system of a client company, threatens the latter to carry out activities other than those for which he has been authorized. (combined with art. 615-ter of the Italian Penal Code and art. 629 para. 3 of the Italian Penal Code).

Art. 635 bis of the Italian Penal Code: Damage to information, data, and computer programs

Unless the act constitutes a more serious crime, anyone who destroys, damages, deletes, alters, or suppresses information, data, or computer programs belonging to others is punished, upon complaint by the injured party, with imprisonment from two to six years.

The penalty is imprisonment from three to eight years:

1) if the act is committed by a public official or a person in charge of a public service, with abuse of powers or in violation of the duties inherent in the function or service, or by someone who exercises, even without authorization, the profession of private investigator, or with abuse of the capacity of system operator;
2) if the offender uses threats or violence to commit the act or if they are visibly armed
".
The crime was redefined by Law no. 48/2008, which addressed some criticisms raised by legal scholars, as the provision had pedantically reproduced that established for the crime of "criminal damage," without taking into account the specificities pertaining to IT assets.
The crime is consummated with the occurrence of the damaging event, and the subjective element is general intent, understood as the awareness and will to carry out the described conduct with the knowledge of the otherness of the material object of the crime.
It constitutes an aggravating circumstance that the crime was committed with violence or threats to a person or through the abuse of the capacity of a system operator.
The pecuniary penalty provided for by the Decree ranges from 200 to 700 units, while the disqualification penalties provided for by Article 9, paragraph 2, letters a), b) and e) apply.
Example of relevant conduct: Tizio, an employee of a capital company, while working at a competitor's premises, deletes some IT data.

Art. 635 ter of the Italian Penal Code: Damage to public information, data, and computer programs or those of public interest
"Unless the act constitutes a more serious crime, anyone who commits an act aimed at destroying, damaging, deleting, altering, or suppressing information, data, or programs of military interest or relating to public order, public safety, health, civil protection, or, in any case, public interest, shall be punished with imprisonment from two to six years."
The penalty is imprisonment from three to eight years:
1) if the act is committed by a public official or a person in charge of a public service, by abusing their powers or violating the duties inherent to their function or service, or by a person who exercises, even abusively, the profession of private investigator, or by abusing the capacity of a system operator;
2) if the offender uses threat or violence to commit the act or if he is visibly armed;
3) if the act results in the destruction, deterioration, deletion, alteration, or suppression of information, or the theft, including through reproduction or transmission, or the inaccessibility to the legitimate owner of data or computer programs.
The penalty is imprisonment from four to twelve years when any of the circumstances referred to in numbers 1) and 2) of the second paragraph concurs with any of the circumstances referred to in number 3).".
The structure of the crime is analogous to that described in art. 635 bis of the Italian Penal Code, both from the point of view of the relevant conduct, and from the point of view of the material object of the crime as well as the subjective element.
The peculiarity of the case lies in the fact that the information, data, and computer programs are used by the State or another public entity or are pertinent to them, or, in any case, are of public utility. When damage to the information, data, or programs occurs, a penalty aggravation is provided.
The pecuniary penalty provided for by the Decree ranges from 200 to 700 quotas, while the disqualification penalties provided for in Article 9, paragraph 2, letters a), b) and e) shall apply.
Example of relevant conduct: Tizio, an employee of a joint-stock company, develops a virus that damages a computer program used by the State. This case does not appear to be a concrete risk for Delta Contract, given that no individuals with significant IT skills work within it, nor does the

Company use computer programs of public utility.

Art. 635 quater of the Penal Code: Damage to information or telecommunications systems

Unless the act constitutes a more serious offense, anyone who, through the conduct referred to in Article 635-bis, or through the introduction or transmission of data, information, or programs, destroys, damages, makes unusable, in whole or in part, the computer or telematic systems of others, or seriously hinders their functioning, shall be punished by imprisonment from two to six years.

The penalty is imprisonment from three to eight years:

1) if the act is committed by a public official or by a person in charge of a public service, with abuse of powers or with violation of the duties inherent to the function or service, or by whoever exercises, even unlawfully, the profession of private investigator, or with abuse of the status of system operator;

2) if the offender uses threat or violence to commit the act or if they are openly armed".

With this provision, the Legislator has acknowledged the greater harmfulness of damage directed towards "computer or telecommunication systems" rather than towards data and programs.

A computer system must be understood as any system for the automatic processing of information through electronic means.

In this regard, jurisprudence has specified that a video surveillance system, for example, also falls within the scope of application of the case (Cass. Pen. December 14, 2011, no. 9870).

The subjective element required by the provision is generic intent.

The pecuniary penalty provided for by the Decree ranges from 200 to 700 quotas, while the disqualification penalties provided for by Article 9, paragraph 2, letters a), b), and e).

Example of relevant conduct: Tizio, an employee of a joint-stock company, damages someone else's hardware.

Art. 635-quater.1 of the Italian Penal Code: Unlawful possession, dissemination, and installation of equipment, devices, or computer programs intended to damage or interrupt a computer or telecommunications system

Whoever, for the purpose of illicitly damaging a computer or telecommunications system or the information, data, or programs contained therein or pertaining thereto, or of facilitating the total or partial interruption or alteration of its functioning, abusively procures, holds, produces, reproduces, imports, disseminates, communicates, delivers, or in any other way makes available to others, or installs equipment, devices, or computer programs, shall be punished with imprisonment for up to two years and a fine of up to 10,329 euros.

The penalty is imprisonment from two to six years when any of the circumstances referred to in Article 615-ter, second paragraph, number 1) occurs.

The penalty is imprisonment from three to eight years when the act concerns the information or telematic systems referred to in article 615-ter, third paragraph.

The new provision referred to in Art. 635-quater.1 of the Italian Penal Code was introduced among the predicate offenses by Law No. 90 of June 28, 2024 (Cybersecurity Law).

With Law 90/2024, the Legislature intended to strengthen the fight against cybercrime, making significant amendments to the penal code, including the repeal of the previous Art. 615-quinquies of the penal code and the simultaneous replacement with Art. 635-quater.1 of the penal code. This new provision bears the same title and punishes the same conduct as Art. 615-quinquies of the penal code – which is no longer in force – with the provision of the same sanctioning treatment, with the sole addition of a harsher sanctioning treatment in the event that the aggravating circumstances referred to in Art. 615-ter, paragraph 2, no. 1) and paragraph 3, of the penal code apply.

The pecuniary penalty provided for by the Decree is up to 400 shares, while the disqualification

penalties provided for by Article 9, paragraph 2, letters b) and e) apply.
Example of relevant conduct: Tizio, an operator of a corporation, uses spyware (a dialer) as a mechanism to forcibly infiltrate another party's computer system in order to reset the telematic connection used. This case is not considered a risk for Delta Contract, given that no individuals with significant IT skills operate within it.

Art. 635 quinquies of the Penal Code: Damage to information or telematic systems of public interest
"Unless the act constitutes a more serious crime, anyone who, through the conduct referred to in Article 635-bis or through the introduction or transmission of data, information, or programs, performs acts directed at destroying, damaging, or rendering, in whole or in part, unserviceable information or telematic systems of public interest or at seriously hindering their operation is punished with a penalty of imprisonment from two to six years.
The penalty is imprisonment from three to eight years:
1) if the act is committed by a public official or by a person in charge of a public service, with abuse of powers or with violation of the duties inherent to the function or service, or by someone who exercises, even unlawfully, the profession of private investigator, or with abuse of the status of system operator;
2) if the perpetrator uses threats or violence to commit the act or if they are openly armed;
3) if the act results in the destruction, deterioration, cancellation, alteration, or suppression of computer information, data, or programs.
The penalty is imprisonment from four to twelve years when any of the circumstances referred to in numbers 1) and 2) of the second paragraph concurs with any of the circumstances referred to in number 3.

The case is analogous, in terms of structure, to that of Art. 635 ter of the Italian Penal Code. The peculiarity of the case lies in the fact that the information, data, and computer programs are of public interest. When damage to information, data, or programs occurs, an aggravation of the applicable penalties is provided for.
Unlike the case referred to in Art. 635-quater, the case under examination also punishes conduct preparatory to damaging a computer system of public interest.
The pecuniary penalty provided for by the Decree ranges from 200 to 700 units, while the disqualification penalties provided for by Article 9, paragraph 2, letters a), b) and e) apply.
Example of relevant conduct: Tizio, an employee of a joint-stock company, damages a public utility IT system. This case does not appear to be a risk for Delta Contract, given that its personnel do not habitually come into contact with public utility IT/telematics systems; furthermore, there are no individuals working for Delta Contract with IT skills such that they could knowingly cause damage to these types of systems.

e) Crimes against property through fraud.
Art. 640 quinquies of the Italian Penal Code: Computer fraud by a person providing electronic signature certification services
"The entity providing electronic signature certification services who, in order to procure an unjust profit for themselves or others, or to cause harm to others, violates the obligations provided by law for the issuance of a qualified certificate, is punished with imprisonment of up to three years and with a fine from 51 to 1,032 euros".

The criminally relevant conduct is to be identified in the violation of the regulations concerning accredited and qualified certifiers (cf. Legislative Decree no. 82 of 7 March 2005).
For the offense to be established, specific intent is required, which must be sought in the certifier's further purpose of procuring an unjust profit for themselves or causing harm to others.
The pecuniary penalty provided for by the Decree ranges from 100 to 400 shares, while the disqualification sanction ranges from 3 to 24 months.
Example of relevant conduct: the commission of the crime within a company that does not provide electronic signature certification services, such as Delta Contract, is not - even abstractly - conceivable.

f) Crimes regarding the national cyber security perimeter.

Art. 1, paragraph 11, of Law Decree no. 105 of 21 September 2019 (regarding the national cyber security perimeter)

"Whoever, with the intent to hinder or influence the conduct of the procedures referred to in paragraph 2, letter b), or paragraph 6, letter a), or the inspection and supervisory activities provided for by paragraph 6, letter c), provides information, data, or factual elements that are untrue, which are relevant to the preparation or updating of the lists referred to in paragraph 2, letter b), or for the purposes of the communications referred to in paragraph 6, letter a), or for the performance of the inspection and supervisory activities referred to in paragraph 6, letter c), or fails to communicate the aforementioned data, information, or factual elements within the prescribed time limits, shall be punished [...]".

Legislative Decree 105 of September 21, 2019, converted into Law 133 of November 18, 2019, established the so-called "national cyber security perimeter," aimed at ensuring a high level of security for the networks, information systems, and IT services of Public Administrations, as well as national entities and operators, both public and private, upon which the exercise of an essential function of the State or the provision of a service essential for the maintenance of civil, social, or economic activities fundamental to the State's interests depends, and whose malfunction, interruption—even partial—or improper use could result in prejudice to national security.
Art. 1, paragraph 11, contemplates the case of false or omitted communication within the prescribed deadlines of information, data, or elements relevant for the preparation or updating of lists in IT systems and services, for the purpose of obstructing supervisory and inspection activities carried out by the Presidency of the Council or the Ministry of Economic Development.
Example of relevant conduct: the commission of the crime within a company that does not fall within the national cyber security perimeter is not, even abstractly, conceivable.

The sensitive activities pursuant to art. 24 bis of the Decree.

- **Use of the company computer system and company devices;**
- Contact with the computer systems of other companies;
- Access to information systems managed by the company;
- Information systems access control.
- .

General principles of conduct.

Area of Action.

Every IT-related activity is inspired by the principles expressed in the Delta Contract Code of Ethics and by compliance with the Operating Protocols and internal procedures in force referred

to herein, to which the following control measures are added:
- access to information residing on corporate servers and databases is limited through access authentication tools;
- authentication credentials for employees to access computer systems are unique and created in compliance with the segregation of duties between the requestor and the person creating the new credentials;
- activities for the verification and monitoring of system access by users and system administrators are in place, in compliance with the segregation of duties;
- The criteria and methods for the assignment, modification, and deletion of user profiles are defined. Formal procedures are defined for managing the decommissioning process of terminated user accounts;
- The corporate data transmission network is protected by adequate access limitation tools (i.e., firewalls);
- The server, personal computers, and corporate laptops are protected by antivirus programs, updated automatically, against the risk of intrusion;
- Procedures are in place to raise user awareness for protection against malicious software (viruses). Procedures are in place to control the installation of software on operating systems by employees.

In any case, the Company refrains from carrying out and/or participating in the implementation of conduct that, considered individually or collectively, may constitute the types of crimes referred to in Art. 24-bis of Legislative Decree 231/2001 and consequently undertakes to:
- ensure the implementation of the principle of segregation of duties and functions, also through the preparation of specific procedures;
- ensure the traceability and documentability of all operations performed, providing for specific archiving obligations;
- ensure that at-risk activities include the necessary hierarchical controls, which must be tracked/documented;
- ensure full cooperation with control bodies during audits/inspections, as well as during any investigations/inquiries by external bodies;
- ensure the correct application of the Disciplinary System, in the event of non-compliance with the principles and protocols contained in the Model;
- comply with the provisions of company procedures and guidelines regarding:
a) use of the personal computer;
b) use of the corporate network;
c) password management;
d) use of magnetic media and laptops;
e) use of email;
f) use of the internet and related services;
g) protection of personal data and confidentiality of the Company's know-how;
h) any other activity carried out by means of instruments, platforms or computer systems;
- use the information, applications, and equipment exclusively within the scope of the activities carried out by the Company and for the specific assigned purposes;
- do not lend or transfer any IT equipment to third parties without the prior authorization of the manager of the function responsible for the management of the related IT systems;
- in case of loss or theft of any Company IT equipment, promptly inform the manager of the department responsible for managing the related IT systems/devices and comply with the Personal Data Breach Management Procedure (data breach notification);
- use the internet connection for the purposes and time strictly necessary for carrying out the activities that make the connection necessary;
- comply with the procedures and standards established regarding the use of IT resources, reporting

without delay to the competent functions any anomalous uses and/or malfunctions of the latter;
- observe any other specific rule regarding system access and the protection of data and application assets;
- training and awareness programs aimed at company staff regarding the proper use of assets;
- clear identification of the scope of operations permitted based on the assigned authorization profile;
- registration of all personnel with access to the Company's IT assets, in order to guarantee the acquisition, by each member of the personnel, of a unique digital identity;
- formal definition of the rules for the removal of access rights upon termination of the employment relationship;
- traceability of access and activities performed on IT systems supporting processes exposed to risk.

Area of Not Doing

In any case, it is forbidden:

- share authentication credentials or access passwords;
- accessing the company network and using programs/accounts with an identification code other than the one assigned;
- leaving company devices unlocked and unattended;
- alter, through the use of another's electronic signature, or in any case in any way, electronic documents;
- using the IT equipment provided to threaten others with unjust harm, to cause harassment or disturbance, to arbitrarily exercise one's own reasons, to offend the honor and decorum of others, to defame and/or to commit any crime;
- to gain unauthorized access to an IT or telecommunications system protected by security measures against the will of the holder of the right of access;
- produce and transmit documents in electronic format containing false and/or manipulated data;
- disclose information related to the Company's or its clients' IT systems, unless specifically permitted.

It is strictly forbidden to use company assets to carry out conduct aimed at accessing the information systems of others (for example, information systems of client companies or competitors) with the goal of:

- unlawfully acquire information contained in the aforementioned information systems;
- alter, damage, destroy data contained in the aforementioned information systems;
- unauthorized use of access codes to computer and telecommunications systems, as well as their dissemination;
- taking advantage of the inadequacy of the security measures of the computer or telematic systems of clients and/or third parties;
- tamper with, steal and/or destroy third-party information such as: archives, programs and data.

In any case, should the Company’s business exceptionally require access to and/or the use of third-party assets (data, IP, networks, systems, physical devices, etc.), it is recommended to limit such use exclusively to what is strictly necessary for the execution of the contract with said party and, in any event, scrupulously respecting the limits agreed upon with the third party.

3. ORGANIZED CRIME OFFENSES

Law no. 94 of 15 July 2009, containing provisions for the development and internationalization of businesses, provided for the insertion of Article 24-ter into Legislative Decree no. 231 of 8 June 2001. The inclusion of crimes against organized crime among the Predicate Offences provided for by Legislative Decree 231/01 does not represent an absolute novelty.
In fact, Art. 10 of Law 146/2006 "Ratification of the UN Convention against Transnational Organized Crime" had already included certain associative crimes among the predicate offenses of a cross-border nature.
If the Company, or one of its organizational units, is permanently used for the sole or primary purpose of enabling or facilitating the commission of the crimes indicated in Art. 24 ter of the Decree, the penalty of permanent disqualification from exercising the activity is applied pursuant to Art. 16, paragraph 3 of the Decree.
The relevant crimes are:

- Art. 416 of the Penal Code: Criminal conspiracy;
- Art. 416 bis of the Penal Code: Mafia-type associations, including foreign ones;
- Art. 416-ter of the Italian Penal Code: Political-Mafia electoral exchange;
- Art. 630 of the Penal Code: Kidnapping for the purpose of extortion
- Art. 74 Presidential Decree of 9 October 1990 no. 309: Association aimed at the illicit handling of narcotic or psychotropic substances;
- Art. 407 paragraph 2, letter a) no. 5 of the Code of Criminal Procedure: Illegal manufacture, introduction into the State, sale, transfer, possession, and carrying in a public or open-to-the-public place of war or war-type weapons or parts thereof, explosives, clandestine weapons, as well as multiple common firearms, excluding those provided for by Article 2, paragraph three, of Law no. 110 of April 18, 1975.

Art. 416 Penal Code: Criminal conspiracy

"When three or more persons associate for the purpose of committing more than one crime, those who promote, constitute, or organize the association are punished, for that alone, with imprisonment from three to seven years.
For the mere act of participating in the association, the penalty is imprisonment from one to five years.
The leaders are subject to the same penalty established for the promoters.
If the members roam the countryside or public roads armed, they are subject to imprisonment from five to fifteen years.
The penalty is increased if the number of associates is ten or more.
If the association is aimed at committing any of the crimes referred to in Articles 600, 601, 601-bis and 602, as well as Article 12, paragraph 3-bis, of the consolidated text of the provisions concerning the regulation of immigration and rules on the status of the foreigner, referred to in Legislative Decree no. 286 of 25 July 1998, as well as Articles 22, paragraphs 3 and 4, and 22-bis, paragraph 1,

of Law no. 91 of 1 April 1999, imprisonment from five to fifteen years shall apply in the cases provided for by the first paragraph and from four to nine years in the cases provided for by the second paragraph.
If the association is aimed at committing any of the crimes provided for by articles 600-bis, 600-ter, 600-quater, 600-quater.1, 600-quinquies, 609-bis, when the act is committed to the detriment of a minor under eighteen years of age, 609-quater, 609-quinquies, 609-octies, when the act is committed to the detriment of a minor under eighteen years of age, and 609-undecies, imprisonment from four to eight years shall apply in the cases provided for by the first paragraph and imprisonment from two to six years shall apply in the cases provided for by the second paragraph".
The crime is of a common nature, as it can be committed by anyone who engages in the described behaviors.
The objective element requires the agreement between multiple persons to form a stable structure, endowed with a personality formally distinct from that of the individual participants and, in concrete terms, capable of achieving a specific and predetermined social program.
From a subjective perspective, the case requires specific intent, understood as the awareness or will to form a prohibited association, with the further purpose of committing an indeterminate number of crimes.
The article was last amended by Legislative Decree 21/2018, which provided for the application of an increased penalty in cases where the criminal association is aimed at committing the crime of trafficking in organs taken from a living person, as provided for by the new Art. 601-bis of the Criminal Code.
The pecuniary sanction provided by the Decree for the criminal offense regulated by paragraph 6 ranges from 400 to 1000 quotas, while the disqualification sanction ranges from 12 to 24 months.
The pecuniary penalty provided for by the Decree for the cases governed by the remaining paragraphs of art. 416 of the Italian Penal Code ranges from 300 to 800 units, while the disqualification penalty ranges from 12 to 24 months.
Example of relevant conduct: the Chairman of the Board of Directors of a first company, a tax consultant, and the administrative manager of a different company agree to exploit existing relationships with officials of the Revenue Agency (cooperating) in order to create a corrupt system aimed at benefiting all the companies involved (criminal association aimed at corruption).

Art. 416 bis of the Penal Code: Mafia-type associations, including foreign ones
"Whoever is a member of a mafia-type association formed by three or more people is punished with imprisonment from ten to fifteen years."
Those who promote, direct, or organize the association are punished, for that alone, with imprisonment from twelve to eighteen years.
An association is of a mafia type when those who are part of it make use of the power of intimidation derived from the associative bond and of the condition of subjugation and silence (omertà) that derives from it, to commit crimes, to acquire, either directly or indirectly, the management or, in any case, the control of economic activities, of concessions, of authorizations, public contracts and public services, or to realize unjust profits or advantages for themselves or for others, or with the aim of preventing or obstructing the free exercise of the vote, or of procuring votes for themselves or for others on the occasion of electoral consultations.
If the association is armed, the penalty of imprisonment from twelve to twenty years shall be applied in the cases provided for in the first paragraph, and from fifteen to twenty-six years in the cases provided for in the second paragraph.
The association is considered armed when the participants have at their disposal, for the achievement of the association's purpose, weapons or explosive materials, even if concealed or kept

in a storage place.
If the economic activities over which the associates intend to assume or maintain control are financed in whole or in part with the price, product, or profit of crimes, the penalties established in the preceding paragraphs are increased by one third to one half.
The confiscation of things that were used and intended to commit the crime and of the things that are the price, product, profit, or constitute the use thereof is always mandatory for the convicted person.
The provisions of this article also apply to the Camorra and to other associations, however locally denominated, including foreign ones, which, by availing themselves of the intimidating force of the associative bond, pursue aims corresponding to those of mafia-type associations."
This alleged crime, like the crime of criminal association, also has a common nature.
The legal interest protected by the norm must be identified as public order, but, according to the majority opinion in doctrine and jurisprudence, the case is established to protect various legal interests, alternative and not cumulative to public order: among these, it is noted the proper conduct of the economic order and the functioning of the Public Administration and the citizen's power of self-determination.
An "association of a mafia type" is defined as one that, to carry out its criminal program, uses outwardly and to the detriment of the offended parties an intimidating force such as to induce the offended parties, in turn, into a condition of subjugation and omertà towards the association itself by virtue of the intimidation exercised by it.
The criminal scheme is characterized, in addition to the commission of crimes, also by the management and control of economic activity sectors, concessions, authorizations, public contracts and services, the pursuit of unfair profits and advantages for oneself or others, and finally, the interference with the free exercise of the vote.
The applicability of the provision is also extended to those criminal organizations that are nominally different from Mafia associations, but substantially and structurally analogous.
From a subjective perspective, the law requires the awareness and intent to participate in or form a mafia association, with the further aim of pursuing the criminal ends described by the law (specific intent – Cf. Criminal Cassation, September 21, 2011, no. 34406).
The pecuniary penalty provided for by the Decree ranges from 400 to 1000 shares, while the disqualification penalty ranges from 12 to 24 months.
The conviction for the crime in question entails the mandatory confiscation of the items pertaining to the crime.
Example of relevant conduct: the Chairman of the Board of Directors and the top management of a joint-stock company agree to establish an association aimed at extorting 'pizzo' (protection money) from local merchants, exploiting the intimidating power acquired in the area. This case is not considered a risk for Delta Contract.

Art. 416 ter of the Penal Code: Political-mafia electoral exchange
"Anyone who accepts, directly or through intermediaries, the promise to procure votes from subjects belonging to the associations referred to in Article 416-bis or through the methods referred to in the third paragraph of Article 416-bis in exchange for the payment or promise of payment of money or any other benefit or in exchange for the willingness to satisfy the interests or needs of the Mafia association is punished with the penalty established in the first paragraph of Article 416-bis."
The same penalty applies to those who promise, directly or through intermediaries, to procure votes in the cases referred to in the first paragraph.
If the person who accepted the promise of votes, following the agreement referred to in the first paragraph, was elected in the relevant electoral consultation, the penalty provided for by the first

paragraph of Article 416-bis, increased by half, shall apply.
In case of conviction for the crimes referred to in this article, perpetual disqualification from public office always follows".
The provision in question contemplates a common crime, as it can be attributed to anyone, regardless of the subjective status held by the perpetrator.
The conducts incriminated by the first and second paragraphs, respectively, consist of accepting another person's promise to procure votes through the force of intimidation, subjection, and omertà, and of promising what is described above. In light of what has just been explained, the offense is classifiable as a crime involving multiple necessary parties: it incriminates - in fact - both sides of the criminal relationship, namely the subject who makes the promise and the one who receives/accepts it.
Law no. 43 of 21 May 2019 has partially modified the case in question, also attributing relevance to (i) the exchange which has as its object, generically, "the willingness to satisfy the interests or needs of the Mafia association"; (ii) promises made indirectly, through intermediaries.
The monetary penalty provided for by the Decree ranges from 400 to 1000 units, while the disqualification sanctions provided for by art. 9 paragraph 2 apply for a duration of no less than 1 year.
Example of relevant conduct: Tizio, chairman of the Board of Directors of a joint-stock company, induces - with an intimidating attitude - his employees to vote for the member of a mafia association, obtaining, in return, favors to the advantage of the Company. The case is not considered a risk for the Company.

Art. 630 of the Penal Code: Kidnapping for the purpose of extortion

"Whoever kidnaps a person for the purpose of obtaining, for themselves or for others, an unjust profit as the price of their release, is punished with imprisonment from twenty-five to thirty years."
If death, as a consequence not intended by the offender, results from the kidnapping of the kidnapped person, the culprit is punished with thirty years of imprisonment.
If the perpetrator causes the death of the kidnapped person, the penalty of life imprisonment shall be applied. For the accomplice who, dissociating himself from the others, takes action so that the victim regains his freedom, without this result being a consequence of the price of liberation, the penalties provided for in Article 605 shall apply. However, if the victim dies, as a consequence of the kidnapping, after liberation, the penalty shall be imprisonment from six to fifteen years.
For the participant who, dissociating themselves from the others, strives, outside of the case provided for by the previous subsection, to prevent the criminal activity from leading to further consequences or concretely helps the police authority or the judicial authority in gathering decisive evidence for the identification or capture of the other participants, the penalty of life imprisonment is replaced by that of imprisonment from twelve to twenty years and the other penalties are reduced by one third to two thirds.
When an attenuating circumstance applies, the penalty provided for in the second paragraph shall be replaced by imprisonment of twenty to twenty-four years; the penalty provided for in the third paragraph shall be replaced by imprisonment of twenty-four to thirty years. If multiple attenuating circumstances concur, the penalty to be applied as a result of the reductions may not be less than ten years, in the hypothesis provided for in the second paragraph, and fifteen years, in the hypothesis provided for in the third paragraph.
The penalty limits provided for in the preceding paragraph may be exceeded when the mitigating circumstances referred to in the fifth paragraph of this article apply.
The case under examination incriminates the conduct consisting of the deprivation of personal liberty (regardless of the mode of conduct and the means used), when characterized by extortionate intent, or when carried out for the purpose of obtaining an unjust profit as the price of release.
It is, therefore, a multi-offensive crime, intended to protect personal liberty and property.

The pecuniary penalty provided for by the Decree ranges from 400 to 1000 quotas, while the disqualification penalty ranges from 12 to 24 months.
Example of relevant conduct: Tizio, an employee of a capital company, kidnaps an inspector from the Revenue Agency during an audit. This case is not considered a risk for Delta Contract.

Art. 74 of the Decree of the President of the Republic of October 9, 1990, No. 309: Association aimed at the illicit trafficking of narcotic or psychotropic substances
"When three or more persons associate for the purpose of committing multiple crimes among those provided for by Article 73, whoever promotes, constitutes, directs, organizes or finances the association is punished for that alone with imprisonment of not less than twenty years.
2. Anyone who participates in the association shall be punished with imprisonment of not less than ten years. (omitted)
Article 73 of the Decree of the President of the Republic of 9 October 1990, no. 309 (Illicit production, trafficking, and possession of narcotic or psychotropic substances) provides that: "1. Anyone who, without the authorization referred to in Article 17, cultivates, produces, manufactures, extracts, refines, sells, offers or puts up for sale, transfers, distributes, trades, transports, procures for others, sends, passes or dispatches in transit, delivers for any purpose narcotic or psychotropic substances listed in table I referred to in Article 14, shall be punished with imprisonment from six to twenty years and a fine from 26,000 euros to 260,000 euros. (omitted)".
Example of relevant conduct: the Chairman of the Board of Directors of a first company and the top management of another company agree to establish an association aimed at drug trafficking. The case is not considered a risk for the Company.

Art. 407 paragraph 2, letter a) no. 5) of the Code of Criminal Procedure: Crimes involving weapons
Crimes of illegal manufacture, introduction into the State, putting on sale, transfer, possession, and carrying in a public or open-to-the-public place of war or war-type weapons or parts thereof, explosives, clandestine weapons, as well as multiple common firearms, excluding those provided for by Article 2, paragraph three, of Law no. 110 of April 18, 1975
Example of relevant conduct: The Chairman of the Board of Directors of a limited company and the top management of another company agree to introduce [goods] for the purpose of selling weapons of war. The case is not considered at risk for Delta Contract.

The sensitive activities pursuant to Article 24-ter of the Decree.

- **Internal Company Reports**
- Relationships with third parties
- Selection of consultants and suppliers
- All Sensitive Activities in relation to the commission of the predicate offences of the association

General principles of conduct
In relation to this type of offense, all recipients are required to comply with the principles contained in the Code of Ethics, the Special Part of the Model, and all Operating Protocols and company policies referred to herein.

Area of doing.
In particular:

- maintain conduct aimed at ensuring the proper functioning of the Company and the proper integration among its corporate bodies, ensuring and facilitating every form of control over

corporate management, in the manner provided by law, as well as the free and regular formation of the will of the shareholders' meeting;

- The Company operates exclusively with suppliers and consultants who share the standards of legality of Delta Contract codified in the Code of Ethics, which is the subject of an adherence clause contained in the relevant contract;
- Consultants and suppliers are identified based on objective criteria, codified in the Protocol – Selection and management of suppliers and consultants;
- Everyone must be inspired by the constitutionally guaranteed principle of freedom of association, observing the limits and purposes established by law and not pursuing prohibited ones.

Furthermore, all standards of conduct referred to in the following Operating Protocols are hereby recalled, which – representing safeguards against the possible predicate offenses of criminal association (for example, against corruption) – are to be considered indirectly relevant.

Protocols for the oversight of crime risks pursuant to art. 24-ter of Decree 231:

⇒ **PO-02**

⇒ PO-03

⇒ PO-04

⇒ PO-05

⇒ PO-06

⇒ PO-08

⇒ PO-10

⇒ PO-11

4. COUNTERFEITING COINS, PUBLIC CREDIT INSTRUMENTS, STAMP DUTY VALUES, AND INSTRUMENTS OR MARKS OF RECOGNITION

Art. 25 bis of the Decree, entitled “counterfeiting of currency, public credit cards, revenue stamps, and instruments or signs of recognition”, takes into consideration the crimes of Chapters I and II of Title VII of Book II of the Penal Code, or rather some of the crimes against public faith.
The relevant crimes are:

- Art. 453 of the Penal Code: Counterfeiting of currency, uttering and introduction into the State, by prior agreement, of counterfeit currency;
- Art. 454 of the Penal Code: Alteration of coins;
- Art. 455 of the Penal Code: Shipment and introduction into the State, without conspiracy, of counterfeit coins;
- Art. 457 of the Penal Code: Spending of counterfeit coins received in good faith;

- Art. 459 Penal Code: Counterfeiting of revenue stamps, introduction into the State, purchase, possession, or putting into circulation of counterfeited revenue stamps;
- Art. 460 of the Penal Code: Counterfeiting of watermarked paper used for the manufacture of public credit papers or revenue stamps;
- Art. 461 of the Penal Code: Manufacture or possession of watermarks or instruments intended for the counterfeiting of coins, revenue stamps, or watermarked paper;
- Art. 464 of the Italian Penal Code: Use of counterfeited or altered revenue stamps;
- Art. 473 of the Penal Code: Counterfeiting, alteration, or use of trademarks or distinctive signs, or of patents, models, and designs;
- Art. 474 Italian Penal Code: Introduction into the State and trade of products with false signs.

Art. 453 of the Penal Code: Counterfeiting of currency, spending and introduction into the State, by agreement, of counterfeit currency.

He is punished by imprisonment from three to twelve years and by a fine from 516 to 3,098 euros:

1) whoever counterfeits national or foreign coins, which are legal tender within the State or outside;
2) whoever alters genuine coins in any way, by giving them the appearance of a higher value;
3) anyone who, not having participated in the counterfeiting or alteration, but in concert with those who performed it or with an intermediary, introduces into the territory of the State, or holds, or spends, or otherwise puts into circulation counterfeited or altered coins;
4) whoever, for the purpose of putting them into circulation, purchases or otherwise receives, from the person who counterfeited them or from an intermediary, counterfeit or altered coins.
The same penalty applies to anyone who, while legally authorized for production, manufactures unduly,
abusing the tools or materials at their disposal, excess quantities of coins
with regard to the requirements.
The penalty is reduced by one third when the conduct referred to in the first and second paragraphs concerns
coins not yet having legal tender and the initial term of the same is determined
".
This crime aims to protect the legality of monetary circulation by punishing any disturbance to the trust placed in the circulation of currency.
The offense referred to in Art. 453 of the Penal Code provides for four different types of conduct that are common to the offense provided for in Art. 454 of the Penal Code.
Counterfeiting crimes are danger crimes and as such protect the protected legal interest in advance.
The case has a multi-offensive nature, as it harms not only the interests of the State and the public bodies authorized to issue currency, but also private individuals who are damaged by the use and spending of counterfeit coins.
Material objects are coins and credit cards.
On the objective level, the first criminally relevant conduct consists of the creation of non-genuine currency, that is, the imitation of those issued by the State or by legally authorized public entities.
Fraudulent imitation can be carried out with any technique, using any material, and concern the standard of the coin, the value, the shape, or the quantity of metal used.
By way of example, the simple possession of a hard drive containing images of banknotes has been classified as attempted counterfeiting of banknotes, "when the perpetrator is caught in the imminence of proceeding to print the reproduced images" (Court of Cassation, Section V, 8 March

2006).
The production – usually by mechanical or automatic means – of multiple banknotes of the same type or denomination constitutes a single offense; conversely, if the banknotes are of different denominations or types, there will be a plurality of offenses.
From a subjective standpoint, the case requires general intent, understood as the agent's consciousness and will to carry out the behaviors described by the rule.
The financial penalty provided for by the Decree ranges from 300 to 800 units, while the disqualification penalty ranges from 3 to 12 months.
Example of relevant conduct: Tizio, working in the administrative department of a joint-stock company and tied by a friendship to a money counterfeiter, cooperates with the latter by putting the counterfeit coins into circulation (cf. art. 453 paragraph 1 no. 3 of the Italian Penal Code). This case is not considered at risk for Delta Contract.

Art. 454 Penal Code: Alteration of coins

"Anyone who alters coins of the quality indicated in the previous article, reducing their value in any way, or, with respect to coins altered in this manner, commits any of the acts indicated in numbers 3 and 4 of the said article, shall be punished with imprisonment from one to five years and a fine from € 103 to € 516".
Alteration, on the other hand, presupposes that the coins or public credit instruments are genuine – as they were issued by the authorized entity – and is carried out by modifying their formal or material characteristics, so as to artificially attribute to them a higher or lower nominal value.
The pecuniary penalty provided for by the Decree ranges from 100 to 500 units, while the interdictory penalty from 3 to 12 months.
Example of relevant conduct: Tizio, an operative in the administrative area of a joint-stock company, modifies coins in order to assign them a higher value. The conduct is difficult to carry out by subjects lacking technical tools suitable for effectively altering the coins, given that the crime is not integrated in the case of a gross alteration. It is therefore not a case considered at risk for Delta Contract.

Art. 455 of the Penal Code: Spending and introducing into the State, without conspiracy, counterfeit coins.

"Whoever, outside the cases provided for by the two preceding articles, introduces into the territory of the State, acquires or holds counterfeit or altered coins, for the purpose of putting them into circulation, or spends them or otherwise puts them into circulation, is subject to the penalties established in the said articles, reduced by one third to one half."
It is a criminal hypothesis that has a residual character with respect to those provided for in articles 453 and 454 of the Italian Penal Code already discussed.
Depending on the conduct carried out (first clause or second clause of the provision), the subjective element required is that of specific intent or general intent.
For the calculation of the pecuniary penalty, a reduction ranging from one third to one half of the amounts provided for by articles 453 and 454 of the Penal Code is applied.
Interdictory sanctions are applied for a duration of 3 to 12 months.
Example of relevant conduct: In the absence of any relationship with the counterfeiter, Tizio - an administrative operator of a joint-stock company - receives some coins, aware of their falsity, and subsequently puts them into circulation. The case is not considered at risk for Delta Contract.

Art. 457 Penal Code: Uttering of counterfeit coins received in good faith

"Whoever spends, or otherwise puts into circulation counterfeit or altered coins, received by him in good faith, is punished with imprisonment for up to six months or with a fine of up to €1,032."

The crime is constituted when the perpetrator has received counterfeit coins in good faith and has subsequently realized their falsity.
The pecuniary penalty provided for by the Decree is applicable up to 200 units.
Example of relevant conduct: Tizio, an administrative operator of a joint-stock company, receives – in good faith – counterfeit coins; after discovering the falsity of the money, he decides to put it into circulation anyway to avoid the loss resulting from having unknowingly accepted counterfeit money as payment.

Art. 459 Penal Code: Falsification of stamp duty, introduction into the State, purchase, possession or circulation of falsified stamp duty

The provisions of articles 453, 455, and 457 shall also apply to the counterfeiting or alteration of stamp duty values and to the introduction into the territory of the State, or the purchase, possession, and circulation of counterfeited stamp duty values; however, the penalties are reduced by one-third. For the purposes of criminal law, stamp duty values are understood to mean stamped paper, revenue stamps, postage stamps, and other values equated to these by special laws.
The applicable monetary penalty is that provided for by the Decree for letters a), c), d), paragraph 1 of art. 25 bis, reduced by one third.
Example of relevant conduct: cf. the conduct previously described, but referring to stamp duty values. The cases are not considered at risk for Delta Contract, with the exception of the one incriminated by art. 457 of the Italian Criminal Code.

Art. 460 Penal Code: Counterfeiting of watermarked paper used for the manufacture of public credit instruments or stamped papers

"Whoever counterfeits the watermarked paper used for the manufacture of public credit securities or revenue stamps, or purchases, holds, or alienates such counterfeited paper, is punished, if the act constitutes a more serious crime, by imprisonment from two to six years and by a fine from € 309 to € 1,032".
The crime is constituted when the perpetrator reproduces the watermarked paper by means of imitation.
The pecuniary penalty provided for by the Decree ranges from 100 to 500 quotas, while the disqualifying penalty ranges from 3 to 12 months.
Example of relevant conduct: Tizio, head of the administrative area of a joint-stock company, knowingly purchases counterfeit watermarked paper. The case is not considered a risk for Delta Contract.

Art. 461 of the Italian Penal Code: Manufacturing or possession of watermarks or instruments intended for the falsification of coins, stamp duty, or watermarked paper

"Whoever manufactures, purchases, possesses or disposes of watermarks, computer programs and data, or instruments intended exclusively for the counterfeiting or alteration of coins, revenue stamps or watermarked paper is punished, if the act does not constitute a more serious crime, with imprisonment from one to five years and a fine from €103 to €516."
The same penalty applies if the conduct provided for in the first paragraph concerns holograms or other currency components intended to ensure protection against counterfeiting or alteration."
The monetary penalty provided for by the Decree ranges from 100 to 500 units, while the disqualification sanction ranges from 3 to 12 months.
Example of relevant conduct: Tizio, head of the graphic design department of a corporation, keeps on his PC a computer program intended exclusively for the counterfeiting or alteration of currency.

Art. 464 of the Penal Code: Use of counterfeited or altered revenue stamps

"Anyone who, without having participated in the counterfeiting or alteration, makes use of counterfeit or altered stamp duty is punished with imprisonment for up to three years and with a fine of up to one million lire."

"If the values were received in good faith, the penalty established in Article 457 shall apply, reduced by one third".

For the crime to be constituted, the perpetrator must willfully make use (consciously and voluntarily) of altered or counterfeit stamp duty values, even if received in good faith.

The pecuniary penalty provided for by the Decree for the hypothesis of the first paragraph of art. 464 of the Italian Penal Code is applicable up to 300 shares; while for the second paragraph the penalty is applicable up to 200 shares.

Example of relevant conduct: Tizio, working in the administrative department of a corporation, uses revenue stamps that he knows are counterfeit (even if they were received without knowledge of their falsity).

Art. 473 C.P.: Counterfeiting, alteration, or use of trademarks or distinctive signs or of patents, models, and designs

"Anyone who, being able to know of the existence of an industrial property title, counterfeits or alters trademarks or distinctive signs, whether national or foreign, of industrial products, or anyone who, without having participated in the counterfeiting or alteration, makes use of such counterfeited or altered trademarks or signs, shall be punished with imprisonment from six months to three years and with a fine from € 2,500 to € 25,000."

Anyone who counterfeits or alters national or foreign patents, industrial designs, or models, or, without having participated in the counterfeiting or alteration, makes use of such counterfeited or altered patents, designs, or models, shall be subject to a penalty of imprisonment from one to four years and a fine of € 3,500 to € 35,000.

The crimes provided for in the first and second paragraphs are punishable provided that the rules of domestic laws, Community regulations, and international conventions on the protection of intellectual or industrial property have been observed."

The rule protects public trust in an objective sense, understood as the reliance of citizens on trademarks and distinctive signs that identify intellectual works or industrial products and guarantee their circulation. Excluded from this protection, however, is the reliance of the individual: it is therefore not necessary, for the crime to be established, that a situation be created that would mislead the customer regarding the authenticity of the product.

The term "industrial property" includes trademarks and other distinctive signs, patents, inventions, utility models, designs and models, geographical indications, designations of origin, confidential business information, etc., and the related rights are obtained through patenting (inventions, utility models), registration (trademarks, designs and models), or according to other methods provided by law (confidential business information, geographical indications, designations of origin).

The rights deriving from patenting or registration include a right to exclusive use of the subject matter of the protection for a determined period of time. In practice, through the patent and registration, the owner is protected from the illicit exploitation of the subject matter of the protection by third parties.

The crime in question is configured as a crime of concrete danger: that is, it is not necessary for there to be an actual connection between the illicit activity and its perception by the recipients, that is, the public.

Case law holds that the crime referred to in Article 473 of the Italian Penal Code is committed in the event of an actual risk of confusion between the original and the "imitation".

Counterfeiting refers to conduct aimed at making the falsified trademark assume qualities such as

to generate confusion regarding the authentic origin of the product, with the possible misleading of consumers.
Alteration, on the other hand, consists of the partial modification of a genuine trademark.
The counterfeiting and alteration of patents, models, and designs do not refer to an infringement of exclusive rights, but to the documents issued by the public administration.
The use of signs, trademarks, etc. constitutes a residual case, e.g., the application of trademarks to products (such as labels on clothing items) or packaging, or use in advertising, on documents, etc.
The pecuniary penalty provided for by the Decree ranges from 100 to 500 units, while the disqualification sanctions provided for by Art. 9 paragraph 2 apply for a duration not exceeding 1 year.
Example of relevant conduct: Tizio, an employee in the graphic design office of a corporation, develops and uses a trademark extremely similar to that of a competitor, so as to create confusion for the customer, who is led to believe that the service/product is marketed by the competitor.

Art. 474 of the Penal Code: Introduction into the State and trade of products with false signs

"Outside of the cases of complicity in the crimes provided for by Article 473, anyone who introduces into the territory of the State, for the purpose of profit, industrial products with counterfeit or altered national or foreign trademarks or other distinctive signs shall be punished with imprisonment from one to four years and with a fine from € 3,500 to € 35,000."
Outside of the cases of complicity in counterfeiting, alteration, or introduction into the territory of the State, anyone who possesses for sale, puts up for sale, or otherwise puts into circulation, for the purpose of profit, the products referred to in the first paragraph is punished with imprisonment of up to two years and a fine of up to € 20,000.
The crimes provided for in the first and second paragraphs are punishable provided that the rules of domestic laws, community regulations, and international conventions on the protection of intellectual or industrial property have been observed.
Unlike the case referred to in Art. 473 of the Penal Code, the provision has as its object not the mark, but the falsely marked object.
The crime is the "logical development" of the previous one: in the hypothesis provided for by art. 473 of the Italian Penal Code, the trademark is counterfeited; art. 474 of the Italian Penal Code instead punishes the introduction into the State, the sale, or the possession for sale of the product on which the counterfeit trademark is affixed.
The crime referred to in art. 474 of the Criminal Code is characterized as a crime of danger. The subjective element required by the provision is generic intent, that is, the consciousness and will of the perpetrator to possess for the purpose of sale or to put into circulation counterfeit products.
The pecuniary penalty provided for by the Decree is applicable up to 500 quotas, while the disqualifying penalty is from 3 to 12 months.
Example of relevant conduct: Tizio, the legal representative of a joint-stock company, markets products marked with counterfeit trademarks. This case is considered at risk for Delta Contract.

Sensitive activities pursuant to art. 25 bis of the Decree

From the analysis carried out, the following risky activities have emerged:

- cash management;
- use of revenue stamps;
- use of corporate computer programs and access to computer data;
- supplier selection.

General principles of conduct.

Area of action.
All Sensitive Activities must be carried out in compliance with the applicable legislative and regulatory provisions, the Company's Corporate Governance principles, the rules of the Code of Ethics, the general principles of conduct set out in the Special Part of this Model, as well as the Operating Protocols and policies referred to herein.

In particular, those who, in the course of performing their duties, receive in good faith coins or stamps that they suspect to be counterfeit or altered must:

- accept cash payments exclusively within the limits of the law;
- check the authenticity of the banknotes received with the appropriate devices;
- notify the Authorities and the head of the administrative area immediately of the occurred recognition;
- respect the principles of the Code of Ethics regarding the protection of third-party intellectual property rights.

Area of Not Doing.

In particular, it is forbidden to:

- possess, spend or put into circulation counterfeited or altered coins or revenue stamps, even if received in good faith;
- Using technical devices or technological tools in an unauthorized or illicit manner;
- Engage in conduct that constitutes an infringement of third-party intellectual property rights.

Protocols for the oversight of crime risks pursuant to Art. 25 bis of the Decree:

⇒ **PO-02**

⇒ PO-05

5. CRIMES AGAINST INDUSTRY AND COMMERCE

Law no. 99 of July 23, 2009, by introducing Art. 25 bis.1 into the Decree, entitled "crimes against industry and trade," made an express reference to Title VIII, Chapter II, of the Penal Code, which provides:

- Art. 513 Italian Penal Code: disturbance of the freedom of industry or commerce;
- Art. 513 bis P.C.: unlawful competition with threats or violence;
- Art. 514 of the Criminal Code: fraud against national industries;
- Art. 515 of the Italian Penal Code: fraud in the exercise of trade;
- Art. 516 of the Penal Code: sale of non-genuine food substances as genuine;
- Art. 517 of the Penal Code: sale of industrial products with misleading signs;
- Art. 517 ter of the Penal Code: manufacturing and trading of goods made by usurping industrial property rights;
- Art. 517 quater of the Criminal Code: counterfeiting of geographical indications or designations of origin of agri-food products.

Art. 513 Criminal Code: Disturbance of the freedom of industry or commerce

"Anyone who uses violence against property or fraudulent means to hinder or disturb the exercise of an industry or trade shall be punished, upon complaint by the injured party, if the act does not constitute a more serious crime, by imprisonment for up to two years and a fine of 103 euros to 1,032 euros."

The disrupted freedom of industry or commerce is a crime with anticipatory protection, which is consummated at the moment and in the place where the disruptive acts are carried out, without the need for actual damage to the individual industry or commerce.

The provision aims to protect the rights of citizens and the free exercise of economic initiative, as enshrined in Art. 41 of the Constitution. However, the offense must be directed towards specific subjects and not indiscriminately at the economic system as a whole.

The case in question provides for the alternative use of violence against property or fraudulent means to impede or disrupt the exercise of an industry or a trade.

The concept of violence against things must be derived from Art. 392 of the Penal Code, "Arbitrary exercise of one's own reasons with violence against things," where it is textually stated that "for the purposes of criminal law, violence against things occurs when the thing is damaged, transformed, or its intended use is changed."

On the other hand, all means suitable for deceiving the victim, such as artifices, ruses, and lies, are considered fraudulent.

The agent's conduct must be concretely capable of disturbing or preventing the exercise of an industry or a trade. The impediment may also be temporary or partial and may occur even when the business activity has not yet begun but is in preparation. The disturbance, on the other hand, must refer to an activity already begun and must consist of the alteration of its regular and free conduct.

The intent is specific, consisting of the aim to impede or disrupt business activity.

The monetary penalty provided for by the Decree is applicable up to 500 quotas.

Example of relevant conduct: Tizio, an operator in the commercial area of a company - by circulating false information about a competitor - fraudulently causes a diversion of customers.

Art. 513 bis of the Penal Code: Unlawful competition with threats or violence

"Whoever, in the exercise of a commercial, industrial, or any other productive activity, commits acts of competition with violence or threats, is punished with imprisonment from two to six years."

The penalty is increased if the acts of competition concern an activity financed in whole or in part and in any way by the State or other public bodies".

It is a crime of endangerment, which is constituted by the performance of acts of competition using violent or threatening methods, as a concrete effect of the conduct on trade relations is not necessary.

The crime typology aims to sanction those typical forms of intimidation that, in the specific environment of mafia-style organized crime, tend to control commercial, industrial, or productive activities, or in any case, influence them. The legal interest protected by the norm in question is the fairness of competition. The typology referred to in Article 513-bis of the Criminal Code differs from Article 513 of the Criminal Code in that the subject of the typology in question constitutes a "proper crime" ("reato proprio"), as it can only be committed by an entrepreneur. The crime referred to in Article 513-bis of the Criminal Code is characterized by being a complex danger crime that can also be constituted by even a single act of illicit competition characterized by violence. The subjective element required is that of specific intent ("dolo specifico"), as it is necessary for the entrepreneur (the acting subject) to have the awareness and will to eliminate or discourage the competition of others.

Acts of competition are all those acts performed for the purpose of producing or selling more than other subjects who carry out the same activity.

Unfair competition occurs both when violence or threats are exercised directly against the competing entrepreneur, and when the goal of controlling or conditioning commercial, industrial, or productive activities is pursued through the use of violence or threats against third parties who are in any way linked, such as clients or collaborators, by economic or professional relationships with the competing entrepreneur.

The pecuniary penalty provided for by the Decree is applicable up to 800 units, while the interdictory penalty ranges from 3 to 24 months.

Example of relevant conduct: Tizio, a salesperson for a corporation, threatens Caio, the owner of a competing company.

Art. 514 Penal Code: Frauds against national industries

"Whoever, by placing on sale or otherwise putting into circulation, on national or foreign markets, industrial products with counterfeited or altered names, trademarks, or distinctive signs, causes damage to national industry, is punished with imprisonment from one to five years and with a fine of not less than 516 Euros."

If the provisions of domestic laws or international conventions on the protection of industrial property have been observed for trademarks or distinctive signs, the penalty is increased and the provisions of articles 473 and 474 do not apply."

The crime has limited applicability because the damage to the national industry must reach substantial proportions, such as to determine a decrease in turnover or damage to its reputation.

The harm typified by the rule is not the damage referable to a single company but to the Italian industry in general or to a specific branch of the industry itself.

The subjective element consists of general intent, that is, the intent to place industrial products for sale or into circulation with the knowledge that the names, trademarks, and signs that distinguish them are counterfeited or altered, and the intent to cause harm to the national industry.

The place of consumption is always in Italy, even if trade is conducted on foreign markets, provided that the effects are reflected in the Italian economic potential.

For the purposes of establishing the crime, it is sufficient to offer for sale products with altered or counterfeit marks, regardless of compliance with industrial property protection regulations. In such

a case, the registration of the distinctive marks actually constitutes an aggravating circumstance.
The pecuniary penalty provided for by the Decree is applicable up to 800 quotas, while the disqualification penalty ranges from 3 to 24 months.
Example of relevant conduct: Tizio, chairman of the board of directors of a large company, markets a huge quantity of products with counterfeit trademarks, thus causing damage to the national industry.

Art. 515 of the Penal Code: Crime of fraud in the exercise of trade

"Whoever, in the exercise of a commercial activity, or in a retail outlet open to the public, delivers to the purchaser one movable thing in place of another, or a movable thing that, by origin, source, quality or quantity, is different from that declared or agreed upon, shall be punished, provided the act does not constitute a more serious crime, with imprisonment for up to two years or with a fine of up to Euro 2,065."
If it involves precious objects, the penalty is imprisonment of up to three years or a fine of not less than 103 Euros".
The offense protects the fair exercise of commercial activity, aiming to prevent a relationship between buyer and merchant that occurs in the absence of fair practices from negatively affecting the nation's economy, regardless of the consequences that may arise for the consumer.
Possible perpetrators of the crime are not only the commercial entrepreneur, but also all those who help or replace him in the exercise of his activity.
The typical conduct consists of the delivery of a movable good that is different in origin, source, quality, or quantity from what was agreed upon, regardless of the use of particular methods to deceive the buyer. The offense is also committed when the discrepancy arises in relation to a sales contract but also to other types of agreements, such as, for example, a barter, provided that an obligation to deliver the goods is created.
The object of the exchange can be any movable thing.
The intent required for the commission of the offense is general, as neither particular deceptive methods nor particular profit motives are required for the consummation of the crime.
The crime is consummated even with the completion of a single act of trade, understood in the objective sense of an act of sale however configured, regardless of the seller's status as a merchant and the concrete methods of delivery.
Attempt is configurable.
The monetary penalty provided for by the Decree is applicable up to 500 units.
Example of relevant conduct: a company employee knowingly delivers a batch of products that is radically different from the one agreed upon.

Art. 516 Italian Penal Code: Sale of non-genuine foodstuffs as genuine

"Whoever offers for sale or otherwise places on the market as genuine, non-genuine food substances is punished with imprisonment of up to six months or with a fine of up to 1,032 Euros."
This provision protects trade from the danger or damage caused by the sale or placing on the market of food substances that are purportedly genuine but in reality are not.
The typical conduct consists of the actual or potential sale of non-genuine food substances: in practice, an offer where the substances are made available for the purpose of sale is sufficient (by way of example, the display of food in public services and the offer for sale of them indicated in price lists and notices; Cass. Pen., Sez. VI, no. 5353/1980).
From a subjective standpoint, general intent is required, defined as the perpetrator's awareness and will to market non-genuine food substances as genuine.
Observing the case history recorded over the years, the concept of genuineness is not only natural, but also formal (understood as the indication of the essential characteristics to qualify a certain type

of food product).
The case law has considered the case in question to exist even in the sale of fresh pure pork containing also beef, given that a non-genuine food substance must also be understood as one that does not contain the substances and quantities provided for (Cass. Pen., Sec. III, no. 38671/2004).
The monetary penalty provided for by the Decree is applicable up to 500 units.
Example of relevant conduct: Tizio, chairman of the board of directors of a company involved in food distribution, decides to put on sale - knowingly - expired and deteriorated food. Given the activity carried out by Delta Contract, it is excluded that the conduct can be ascribed to the Company.

Art. 517 of the Penal Code: Sale of industrial products with misleading marks

"Anyone who holds for sale, puts up for sale, or otherwise puts into circulation works of ingenuity or industrial products, with national or foreign names, trademarks, or distinctive signs capable of misleading the buyer as to the origin, source, or quality of the work or product, shall be punished, if the act is not provided for as a crime by another provision of law, with imprisonment of up to two years and with a fine of up to twenty thousand euros."
The provision under consideration was amended by Law no. 206/2023, and the enactment of this crime guarantees the mass of consumers against the danger of fraud connected to the circulation of goods and protects the "genuine origin" of merchandise, relating to the quality of the product and its origin understood as the place of production of a specific good, which is therefore considered of particular value by the consumer.
In this context, the geographical specification does not necessarily have to take into account the natural environment, but also the traditions and manufacturing techniques that are most rooted in a given area, with consequent significant effects on the value of the goods that are the result.
For the purposes of committing the offense, the status of merchant is not required; nevertheless, it is a crime that can only be committed by a specific category of people, as the perpetrator can only be someone who, while not having the status of merchant, carries out a commercial activity.

The suitability to mislead the buyer must be evaluated in relation to the habits of the average consumer when making purchases. There must be product misrepresentations that are not so gross as to be incapable of deceiving anyone.
Such an offense is structured as a crime of danger.
From a subjective standpoint, general intent is sufficient, understood as the consciousness and will to carry out the conduct described therein.
Is concurrence with the crime of fraud under Article 640 c.p. configurable, taking into account that Article 517 c.p. sanctions a series of preparatory activities such as to allow the formation of a deceptive activity directed towards a specific victim?
Pursuant to Article 518 of the Criminal Code, a conviction for any of the crimes examined thus far entails the publication of the sentence.
The pecuniary sanction provided for by the Decree is applicable up to 500 quotas.
Example of relevant conduct: Tizio, legal representative of a joint-stock company that deals in the marketing of chandeliers, sells parts of them marked “made in Italy” even though they are not.

Art. 517 ter of the Italian Penal Code: Manufacture and trade of goods made by usurping industrial property rights

Without prejudice to the application of articles 473 and 474, whoever, being able to know of the existence of the industrial property title, manufactures or uses industrially objects or other goods made by usurping an industrial property title or in violation of the same is punished, upon complaint by the injured party, with imprisonment of up to two years and a fine of up to 20,000 euros.

The same penalty applies to anyone who, for the purpose of profiting, introduces into the territory of the State, holds for sale, puts up for sale with a direct offer to consumers, or otherwise puts into circulation the goods referred to in the first paragraph.
The provisions referred to in articles 474-bis, 474-ter, second paragraph, and 517-bis, second paragraph, shall apply.
The crimes provided for by the first and second paragraphs are punishable provided that the rules of domestic laws, Community regulations, and international conventions on the protection of intellectual or industrial property have been observed."
From an objective standpoint, the violation of the industrial property title is required, along with the usurpation of the title itself.
Pursuant to the Industrial Property Code, the term industrial property includes trademarks and other distinctive signs, geographical indications, designations of origin, designs and models, inventions, utility models, topographies of semiconductor products, trade secrets, and new plant varieties. Pursuant to Art. 2 of the Industrial Property Code, the relative industrial property rights are acquired through registration and patenting.
In the event of a violation, the application of the accessory penalty referred to in Article 517 bis of the Italian Penal Code, the aggravating circumstance referred to in Article 474 ter, second paragraph, and the mandatory confiscation referred to in Article 474 bis of the Italian Penal Code shall apply.
The monetary penalty provided for by the Decree is applicable up to 500 units.
Example of relevant conduct: Company X markets chandelier designs created by usurping industrial property rights.

Art. 517 quater of the Penal Code: Counterfeiting of geographical indications or designations of origin of agri-food products

"Anyone who counterfeits or otherwise alters geographical indications or designations of origin of agri-food products is punished with imprisonment of up to two years and with a fine of up to 20,000 euros.
The same penalty applies to anyone who, for the purpose of profit, introduces into the territory of the State, holds for sale, puts on sale with direct offer to consumers, or otherwise puts into circulation the same products with counterfeit indications or denominations.
The provisions referred to in Articles 474-bis, 474-ter, second paragraph, and 517-bis, second paragraph, apply.
The crimes provided for in the first and second paragraphs are punishable provided that the rules of domestic laws, Community regulations, and international conventions regarding the protection of geographical indications and designations of origin of agri-food products have been observed.
The provision under examination, in paragraph 1, criminalizes two distinct conducts: that of counterfeiting (understood as unauthorized reproduction/illicit imitation) and that of alteration (tampering with the original). Such conducts must concern not generic trademarks, but—specifically—geographical indications or designations. The second paragraph concerns, instead, the introduction into the State, the possession, and/or the commercialization of products with counterfeited indications or designations of origin.
The legal interest directly protected is the general interest in commercial fairness and economic order.
The monetary penalty provided for by the Decree is applicable up to 500 units.
While the offense provided for in paragraph 1 is based on general intent, the offense in paragraph 2 is characterized as a specific-intent crime, as it requires the conduct to be carried out with the specific aim of profit.
Example of relevant conduct: Tizio, an entrepreneur in the agri-food sector, counterfeits a PGI trademark. Given Delta Contract's business, the case is not considered at risk.

The sensitive activities pursuant to art. 25 bis 1 of the Decree.

In light of the Gap Analysis performed, the following Sensitive Activities emerge.

- Management of relationships with competitors;
- Contractual definition of active supplies;
- Management of supplier relationships;
- Customer relationship management;
- Sale of products with deceptive trademarks or manufactured in violation of third-party intellectual property rights.

General principles of behavior.

Area of Doing.

It is mandatory to:

- adhere to the ethical principles set out in Delta Contract's Code of Ethics;
- define the contractual agreement with the client in writing, clearly and precisely indicating the characteristics of the order;
- adhere, in the realization of the products, to what was contractually agreed (see above);
- carefully evaluate any customer complaints;
- to make use of consultants who adhere to the deontological principles of their professional order and, in any case, to the ethical principles set out in the Code of Ethics.

Area of Non-Doing.

It is strictly forbidden:

- **using violence, threats, or fraudulent means to impede or influence the exercise of competitors' activities;**
- sourcing from entities whose reliability is doubtful or regarding whom violations of the intellectual property code are suspected;
- provide products with technical requirements radically different from those agreed upon with the client;
- agreeing on the scope of supply only verbally.

Protocols for the control of crime risks pursuant to art. 25-bis 1 of the Decree:

The risk in question is sufficiently covered by the rules of conduct provided for in the Special Part and by the principles of the Code of Ethics and the provisions of this Model [MO231], but the additional PO-05 has also been provided for.

6. CORPORATE CRIMES

The relevant types of crime

Article 25-ter, paragraph 1, of Decree no. 231/2001, inserted by Article 3 of Decree no. 61/2002, in referring to the types of corporate crimes provided for by the Civil Code, provided that «..if committed in the interest of the company, by directors, general managers or liquidators or by persons subject to their supervision, if the fact would not have occurred had they supervised in compliance with the obligations inherent to their office, the following shall apply...», the pecuniary sanctions defined in edictal form for the types of crime.

Law no. 69 of May 27, 2015, eliminated the reference to the "interest of the company" and the reference to active subjects and *culpa in vigilando*, putting an end to the debate that had developed regarding the relevance for corporate crimes also of the "advantage," provided for as a general criterion of imputation by Art. 5 of the Decree, as well as regarding the content of the supervisory obligation on the part of corporate top management and its relationship with the adoption of the Model.
Today, the first paragraph of Art. 25 ter simply states that “in relation to corporate crimes provided for by the civil code, the following pecuniary penalties apply to the entity”. The explicit reference in the same paragraph 1 to pecuniary penalties only, as a consequence of the arising of the liability in question, eliminates the applicability of disqualification sanctions and related precautionary measures.
Corporate crimes can be divided into three categories:

- The falsehoods:
  - arts. 2621, 2621 bis and 2622 of the Italian Civil Code: False corporate disclosures;
  - Art. 54 of Legislative Decree no. 19 of March 2, 2023: False or omitted declarations for the issuance of the preliminary certificate.
- Criminal protection of share capital and assets:
  - Art. 2626 Civil Code: Undue restitution of contributions;
  - Art. 2627 Civil Code: Illegal distribution of profits and reserves;
  - Art. 2628 Italian Civil Code: Illegal transactions involving shares or quotas of the company or its parent company;
  - Art. 2629 of the Italian Civil Code: Transactions to the detriment of creditors;
  - Art. 2629 bis of the Italian Civil Code: Failure to disclose a conflict of interest;
  - Art. 2632 of the Civil Code: Fictitious formation of capital;
  - Art. 2633 Civil Code: Undue distribution of corporate assets by liquidators;
  - Art. 2635 of the Civil Code: Corruption between private individuals;
  - Art. 2635-bis, paragraph 1 of the Italian Civil Code: Incitement to corruption between private individuals.
- Other offenses:
  - Art. 2625 of the Italian Civil Code: Obstruction of control;
  - Art. 2636 Italian Civil Code: Unlawful influence on the assembly;
  - Art. 2637 of the Italian Civil Code: Market rigging;
  - Art. 2638 of the Italian Civil Code: Obstruction of the exercise of the functions of public supervisory authorities.

The Falsehoods.

Art. 2621 Civil Code: False corporate communications

"Outside of the cases provided for by Art. 2622, directors, general managers, executives responsible for the preparation of corporate accounting documents, statutory auditors, and liquidators who, in order to obtain an unjust profit for themselves or for others, in financial statements, reports, or other corporate communications directed to shareholders or the public, provided for by law, knowingly state relevant material facts that do not correspond to the truth or omit relevant material facts whose communication is required by law regarding the economic, asset, or financial situation of the company or the group to which it belongs, in a manner concretely capable of misleading others, are punished with imprisonment from one to five years."

The same penalty applies even if the falsehoods or omissions relate to assets held or managed by the company on behalf of third parties".

The pecuniary penalty provided for by the Decree ranges from 200 to 400 shares.

Example of relevant conduct: Tizio, an accountant for a capital company, falsifies some financial statement data at the direction of the administrative manager and the chairman of the Board of Directors, to avoid having to proceed with its dissolution.

Art. 2621 bis of the Italian Civil Code: Minor offences.

Unless they constitute a more serious offense, a penalty of six months to three years of imprisonment shall apply if the acts referred to in Article 2621 are of a minor nature, taking into account the nature and size of the company and the manner or effects of the conduct.

"Unless they constitute a more serious crime, the same penalty as referred to in the previous paragraph applies when the facts referred to in Article 2621 concern companies that do not exceed the limits indicated by the second paragraph of the article of the Royal Decree of 16 March 1942 no. 267. In such a case, the crime is punishable upon complaint by the Company, the shareholders, the creditors or the other recipients of the corporate communication."

The pecuniary penalty provided for by the Decree ranges from 100 to 200 quotas.

Art. 2622 of the Civil Code: False corporate communications of listed companies.

"Directors, general managers, executives responsible for preparing corporate accounting documents, statutory auditors and liquidators of companies issuing financial instruments admitted to trading on a regulated market in Italy or another European Union country who, in order to obtain an unjust profit for themselves or others, knowingly present material facts in financial statements, reports or other corporate communications addressed to shareholders or the public that are not true, or omit relevant material facts whose disclosure is required by law regarding the economic, asset or financial situation of the company or the group to which it belongs, in a manner concretely capable of misleading others, shall be punished with imprisonment for a term of three to eight years."

The companies indicated in the previous paragraph are equated to:

1) companies issuing financial instruments for which an application for admission to trading on an Italian regulated market or on a regulated market of another European Union country has been submitted;

2) companies issuing financial instruments admitted to trading on an Italian multilateral trading facility;

3) companies that control companies issuing financial instruments admitted to trading on a regulated market in Italy or another European Union country;

4) companies that appeal to public savings or that manage them in any case.

The provisions of the preceding paragraphs shall also apply if the falsehoods or omissions concern assets held or managed by the company on behalf of third parties".

Example of relevant conduct: the case in question is not, even abstractly, applicable to Delta Contract as the latter, at present, is not a listed company.

The types of false corporate communications

The crime of false corporate communications occurs when an individual holding a corporate office, including the manager in charge of preparing corporate accounting documents, knowingly sets forth in financial statements, reports, or other corporate communications required by law, addressed to shareholders or the public, facts that do not correspond to the truth, or omits relevant material facts whose communication is required by law, in a manner concretely capable of misleading others. The conduct to which the provision in comment refers can be both active and passive.

The material object of the crime consists of financial statements, reports, as well as other corporate communications provided for by law, addressed to shareholders or the public, excluding from the object inter-organ communications and communications with a single recipient, public or private.

Inter-organic communications include all communications that occur between different bodies of the company, typically between the administrative body and the control body. Consider, for example, falsehoods in the draft financial statements and in the report communicated by the directors to the Board of Statutory Auditors, pursuant to art. 2429 of the Italian Civil Code.

Among communications with a single recipient, one can cite the false financial statement regarding the company's economic conditions, presented by directors to credit institutions in order to obtain financing.

Regarding public entities, it must be specified that the Tax Administration is not included among them: there is an alternativity between false corporate communications and fraudulent or unfaithful income or VAT returns (see below, regarding tax crimes).

The regulation requires that social communications be provided for by law. By way of example, internal documents and interviews are not included among these.

Regarding the penalty and with reference to Art. 2621 of the Italian Civil Code, an essential prerequisite for its applicability is that the subject intentionally engages in conduct which, even if not productive of harm to anyone, is at least capable of creating a potential danger. This is provided in order to provide maximum protection for the needs of "corporate transparency."

The conduct described must, in any case, be supported by intent, consisting of the agent's awareness of misleading [others] regarding the actual economic, equity, or financial situation of the company, combined with the purpose of obtaining an unjust profit for themselves or others.

Art. 2621 bis of the Italian Civil Code reduces the penalty provided for by Art. 2621 in cases where the committed acts are of minor entity, taking into account the nature and size of the company and the methods and effects of the conduct.

The provision of Art. 2622 of the Civil Code is distinguished from that of the previous Article 2621 of the Civil Code because it concerns listed companies. Therefore, it is not applicable to Delta Contract.

The monetary penalty provided for by the Decree is between 400 and 600 units.

Art. 54 of Legislative Decree no. 19 of March 2, 2023: False or omitted declarations for the issuance of the preliminary certificate

"Anyone who, in order to make it appear that the conditions for the issuance of the preliminary certificate referred to in Article 29 have been met, creates documents that are wholly or partially false, alters genuine documents, makes false declarations, or omits relevant information, shall be punished by imprisonment for a term of six months to three years."

In the event of a conviction to a sentence of not less than eight months of imprisonment, the application of the accessory penalty referred to in Article 32-bis of the Criminal Code shall follow.

Article 54 of the aforementioned decree, implementing Directive no. 2019/2021, therefore provides for a specific criminal offence relating to false or omitted declarations for the issuance of the preliminary certificate, necessary to attest to the regular fulfillment, in accordance with the law, of

the acts and formalities preliminary to the realization of a cross-border corporate transformation/merger/division.
The new predicate offense is inserted in letter s-ter of art. 25 ter of Decree 231, which expressly provides that "for the crime of false or omitted declarations for the issuance of the preliminary certificate provided for by the legislation implementing Directive (EU) 2019/2121 of the European Parliament and of the Council of 27 November 2019, the pecuniary sanction is from one hundred and fifty to three hundred units".
Example of relevant conduct: a top-level manager, in order to obtain the preliminary certificate, communicates altered or untruthful observations from shareholders, employees, and creditors to a certain individual.

MEMORANDUM

- **THE RELATIONSHIPS**

The term "report" is used in the civil law governing capital companies to indicate specific information reports by qualified subjects, characterized by written form and mandatory upon the occurrence of circumstances typified by law.
In particular, the following are provided:

- the directors' report (art. 2428 of the Italian Civil Code) and the statutory auditors' report (art. 2429 of the Italian Civil Code) which accompany the ordinary financial statements;
- the directors' half-yearly report on the operating performance of companies with shares listed on the stock exchange (art. 2428, third paragraph, Italian Civil Code);
- the directors' report required in the procedure provided for the distribution of interim dividends (art. 2433 bis, paragraph five, of the Italian Civil Code);
- the directors' report in which the proposal for a capital increase with exclusion or limitation of the option right must be illustrated (art. 2441, paragraph six, Italian Civil Code);
- the directors' report and the observations of the board of statutory auditors on the financial situation for the reduction of capital due to losses (art. 2446 of the Italian Civil Code);
- the report of the statutory auditors on the final liquidation financial statements (art. 2453, second paragraph, Civil Code);
- the directors' report on the merger or demerger project (art. 2501-quater of the Italian Civil Code and art. 2504-novies of the Italian Civil Code).

The preceding list must be read restrictively: in essence, it indicates only the "typical reports" (i.e., written reports relating to corporate activities expressly provided for by law).

- THE BALANCE SHEETS

As for the "financial statements" category, it certainly includes the annual or ordinary financial statement (arts. 2423 et seq. of the Italian Civil Code), understood as a tool for information on the assets, financial position, and economic results of a going concern, that is, a business characterized by operational continuity.
In general terms, these must also include the consolidated financial statements (i.e., the accounting document intended to provide a picture of the economic and financial situation of the group considered as a whole) and all extraordinary financial statements, among which can be indicated those accounting statements that serve to express the company's financial position on the occasion

of events other than the closing of the normal financial year or on the occasion of particular judicial or administrative events.
Extraordinary financial statements include, for example, the accounting statement required (pursuant to art. 2433 bis, para. 5 of the Italian Civil Code) for the purpose of distributing interim dividends; the final liquidation financial statement referred to in articles 2311 and 2453 of the Italian Civil Code; the statement of financial position drawn up in compliance with the regulations on annual financial statements (art. 2501 ter, para. 1 of the Italian Civil Code) which must accompany the merger plan (art. 2501, para. 3 of the Italian Civil Code) or spin-off plan (art. 2504 novies of the Italian Civil Code); and the financial statement that must be filed together with the company's bankruptcy petition (art. 14 of the Bankruptcy Law).

- OTHER SOCIAL COMMUNICATIONS

To identify what should be considered, for criminal law purposes, as corporate communications, the following three requirements must be taken into account:

1) Official status: the requirement of official status is satisfied whenever it is issued by qualified subjects in the exercise and by virtue of the specific functions attributed to them within the scope of a company already established or in the process of being established. Communications lacking the requirement of official status are so-called confidential or private information, the falsity of which cannot constitute the elements of the crime in question, but may, given the concurrence of the relevant conditions, be grounds for criminal liability for fraud or corporate market manipulation.

2) Inherence to the corporate purpose: this requirement concerns the content of the declaration and postulates that the attribute of "corporate" can be assigned to those communications that have a generic relevance to the existence of the company's business. Thus, for example, a declaration by the competent bodies of the entity intended to inform about the performance of the stock market in the country or abroad cannot be considered "corporate."

3) Public orientation: by this requirement, we mean those official pieces of information pertaining to the corporate purpose that are potentially addressed to a plurality of recipients; the nature of public orientation consists in the external relevance that would materialize whenever the communication is intended for an indeterminate number of subjects or for shareholders, corporate creditors, and third parties (potential shareholders or creditors) protected not as individuals, but as open categories.

Regarding the form, even a purely verbal one can constitute a case of false communication. By way of example, consider false declarations made to administrators or by auditors to the meeting of shareholders or bondholders, or by promoters to the meeting of subscribers.
Thus, neither the communications that individual members of collegiate bodies make to the bodies themselves, nor those made by the directors to the internal control body, will be strictly corporate.

The criminal protection of share capital and assets.

Art. 2626 Civil Code: Undue restitution of contributions

"Directors who, except in cases of legitimate reduction of share capital, return contributions to shareholders, even if simulated, or release them from the obligation to make them, shall be punished with imprisonment of up to one year."

It is a specific crime that can be committed by directors who, outside the cases of legitimate reduction of share capital, return - even simulatedly - the contributions to the shareholders or release the latter from the obligation to make them.

Those shareholders who have engaged in instigation or determination towards the directors are punishable as accomplices in the crime.
The shareholder who benefits from the restitution or release, however, is not punishable.
To fulfill the legal requirements – in the case of release from the obligation to make a contribution – it is not necessary for all shareholders to be released, as the release of even a single shareholder is sufficient.
For the integration of the offense, only contributions in cash, credits, and assets that are suitable to constitute share capital are relevant; punishability is relevant only in the case of impairment of share capital and not of reserves.
The release or restitution can also be achieved indirectly, such as, for example, through compensation with a fictitious credit against the company. It must be specified that the restitution must take place outside the cases of legitimate reduction of share capital: consequently, the crime is generally excluded in the event of restitution that occurred in compliance with civil law regulations and is considered applicable only in the absence of a shareholders' meeting resolution, while Article 2629 of the Civil Code, referred to below, is considered applicable to cases in which – even in the presence of an authorizing shareholders' meeting resolution – the reduction took place in violation of the provisions for the protection of creditors.
The pecuniary sanction provided for by the Decree ranges from 100 to 180 units.
Example of relevant conduct: the administrative body of a joint-stock company returns the contributions made to the shareholders, to the detriment of the company.

Art. 2627 of the Civil Code: Illegal distribution of profits or reserves

"Unless the act constitutes a more serious crime, directors who distribute profits or interim dividends not actually earned or required by law to be set aside as a reserve, or who distribute reserves, even if not formed with profits, which cannot be distributed by law, are punished with imprisonment for up to one year."

"The restitution of profits or the reconstitution of reserves before the deadline for the approval of the financial statements extinguishes the crime."

The case in question punishes the conduct of directors who, outside the cases of legitimate reduction of share capital, distribute profits or interim dividends on profits that have not actually been earned or are destined by law to reserves, or distribute reserves, even those not formed with profits, which cannot be distributed by law.

For the purposes of punishability, only distributions of profits intended to constitute legal reserves are relevant, and not those drawn from optional or hidden reserves. Therefore, the distribution of profits actually achieved but destined by the articles of association for reserves does not constitute the elements of illegal distribution of reserves. Both the operating profit and the overall profit derived from the balance sheet, equal to the operating profit minus losses not yet covered plus the profit carried forward and reserves set aside in previous years (so-called balance sheet profit), are also relevant.
The restitution of profits or the restoration of reserves before the deadline for the approval of the financial statements extinguishes the crime.
The monetary penalty provided for by the Decree ranges from 100 to 130 units.
Example of relevant conduct: the administrative body of a capital company resolves the distribution of fictitious profits, which were not actually earned.

Art. 2628 of the Civil Code: Unlawful transactions involving own shares or quotas or those of the parent company

"Directors who, outside of the cases permitted by law, purchase or subscribe to shares or quotas, causing damage to the integrity of the share capital or to reserves that cannot be distributed by

law, are punished with imprisonment of up to one year."
The same penalty applies to directors who, outside of the cases permitted by law, purchase or subscribe to shares or quotas issued by the parent company, causing damage to the share capital or to reserves not distributable by law.
If the share capital or reserves are reconstituted before the deadline set for the approval of the financial statements relating to the financial year in which the conduct was carried out, the crime is extinguished.
The case is completed by the purchase or subscription of one's own shares or quotas, including those of the parent company, such as to cause damage to the integrity of the share capital or of the reserves that cannot be distributed by law.
The conduct is relevant only in cases outside those permitted by law, for example by Art. 2357 of the Civil Code for joint-stock companies and therefore with non-distributable profits and non-available reserves and with reference to shares that are not fully paid up. Note that Art. 2474 of the Civil Code provides for an absolute prohibition in this regard for limited liability companies.
Please note that if the share capital or reserves are reconstituted before the deadline for the approval of the financial statements relating to the financial year in which the conduct occurred, the offense is extinguished.
The pecuniary sanction provided for by the Decree ranges from 100 to 180 units.
Example of relevant conduct: the directors of a joint-stock company resolve to purchase their own shares outside the cases provided for by law, thus determining a fictitious share capital.

Art. 2629 Italian Civil Code: Transactions to the detriment of creditors

"Directors who, in violation of the legal provisions for the protection of creditors, carry out reductions of share capital or mergers with other companies or demergers, causing damage to creditors, shall be punished, upon complaint by the injured party, with imprisonment from six months to three years. Compensation for the damage to creditors before the trial extinguishes the crime."
The case is perfected by carrying out, in violation of the legal provisions for the protection of creditors, reductions in share capital or mergers with another company or demergers, such as to cause damage to creditors.
Compensation for damages to creditors before the trial extinguishes the crime.
The monetary penalty provided for by the Decree ranges from 150 to 330 units.
Example of relevant conduct: The company carries out a merger with another company, causing damage to creditors, before the 60 days have elapsed from the filing of the merger plan, as provided for by article 2503 of the Civil Code for the purposes of creditor opposition (sixty days from the last of the registrations provided for by article 2502-bis of the Civil Code, pursuant to which "The merger resolution of the companies provided for in chapters V, VI and VII must be filed for registration in the business register, together with the documents indicated in article 2501-septies. Article 2436 applies.
The merger decision of the companies provided for in chapters II, III and IV must be filed for registration in the business register, together with the documents indicated in article 2501 septies; the filing must be carried out in accordance with article 2436 if the company resulting from the merger or the acquiring company is governed by chapters V, VI, VII").

Art. 2629 bis of the Italian Civil Code: Failure to disclose a conflict of interest

"The administrator or member of the management board of a company with securities listed on Italian regulated markets or those of another European Union state or widely distributed among the public to a significant extent pursuant to Article 116 of the consolidated act referred to in Legislative Decree no. 58 of February 24, 1998, and subsequent amendments, or of an entity subject to supervision pursuant to the consolidated act referred to in Legislative Decree no. 385 of September 1, 1993, the aforementioned consolidated act referred to in Legislative Decree no.

58 of 1998, Legislative Decree no. 209 of September 7, 2005, or Legislative Decree no. 124 of April 21, 1993, who violates the obligations provided for in Article 2391, first paragraph, shall be punished with imprisonment from one to three years, if damages to the company or third parties have resulted from the violation."

The provision punishes the conduct of a director or member of the management board of a listed company who deliberately fails to disclose to the Board of Directors their own personal interest or that of their family members in a specific transaction under examination by the Board of Directors, in violation of the provisions of Art. 2391 of the Italian Civil Code.

Punishability is limited only to members of companies listed on regulated markets; therefore, the criminal provision is not applicable to Delta Contract.

The pecuniary sanction provided for by the Decree ranges from 200 to 500 quotas.

Example of relevant conduct: an administrator's obligation to give notice, at the first useful meeting, of an interest they have in a specific company transaction is violated. The conduct punished by this crime can only occur in listed companies. The current characteristics of Delta Contract, therefore, do not suggest - even abstractly - any potential crime risks.

Art. 2632 Civil Code: Fictitious formation of capital

"Directors and contributing shareholders who, even in part, fictitiously form or increase the company's capital through the allocation of shares or quotas for a sum less than their nominal value, reciprocal subscription of shares or quotas, significant overvaluation of contributions in kind or credits, or of the company's assets in the event of transformation, shall be punished with imprisonment for up to one year."

The rule tends to penalize unreasonable valuations both in relation to the nature of the assets valued and in relation to the valuation criteria adopted.

To this end, the conduct of the directors and contributing shareholders who, even in part, fictitiously form or increase the company's capital by attributing shares or equity interests for a sum lower than their nominal value is punished.

Also considered are the reciprocal subscription of shares or quotas; significant overvaluation of contributions in kind or of receivables, or of the company's assets, in the case of transformation.

With reference to the conduct of mutual subscription of shares or quotas, the requirement of reciprocity does not presuppose the simultaneity and connection of the two transactions; with reference to the conduct of overvaluation of the Company's assets in the event of transformation, the company's assets as a whole are taken into consideration, i.e., the sum of all active values, after deducting liabilities.

The monetary penalty provided for by the Decree ranges from 100 to 180 units.

Example of relevant conduct: in a capital company, shares are allocated for a value lower than their nominal value.

Art. 2633 of the Civil Code: Undue distribution of company assets by liquidators

"Liquidators who, by distributing company assets among the shareholders before paying the company's creditors or setting aside the sums necessary to satisfy them, cause damage to the creditors, shall be punished, upon complaint by the injured party, with imprisonment from six months to three years. Compensation for the damage to the creditors before the trial extinguishes the crime."

The crime is committed by the distribution of corporate assets among shareholders before the payment of corporate creditors or the setting aside of the sums necessary to satisfy them, which causes damage to the creditors.

The monetary penalty provided for by the Decree ranges from 150 to 330 units.

Example of relevant conduct: Tizio, liquidator of a joint-stock company, distributes the proceeds from the sale of company assets to the shareholders before the creditors, who remain unsatisfied. This

case does not appear to be a risk for Delta Contract.

Art. 2635 Civil Code: Corruption between private individuals

Unless the act constitutes a more serious crime, directors, general managers, executives responsible for preparing corporate accounting documents, auditors and liquidators of private companies or entities who, even through an intermediary, solicit or receive, for themselves or others, money or other benefits not due, or accept a promise thereof, in order to perform or omit an act in violation of the obligations inherent to their office or of their obligations of loyalty, are punished with imprisonment from one to three years.

The same penalty applies if the act is committed by anyone who, within the organizational scope of the company or private entity, exercises managerial functions other than those typical of the subjects referred to in the previous period.

A penalty of imprisonment of up to one year and six months shall apply if the act is committed by someone who is subject to the direction or supervision of one of the subjects indicated in the first paragraph.

Whoever, even through an intermediary, offers, promises or gives money or other undue benefits to the persons indicated in the first and second paragraphs, shall be punished with the penalties provided therein.

The penalties established in the preceding paragraphs are doubled in the case of companies with securities listed on regulated markets in Italy or other European Union states, or which are widely distributed among the public to a significant extent pursuant to Article 116 of the Consolidated Law on Financial Intermediation, as per Legislative Decree no. 58 of February 24, 1998, and subsequent amendments.

Proceedings are initiated upon the complaint of the injured party, unless the act results in a distortion of competition in the acquisition of goods or services.

Without prejudice to the provisions of Article 2641, the measure of confiscation by equivalent value cannot be less than the value of the utilities given, promised, or offered.

The financial penalty provided for by the Decree ranges from 200 to 400 shares.

The provision, introduced with the well-known "anti-corruption" bill approved by the Chamber on October 31, 2012, and converted into Law No. 190 of November 6, 2012 – "Provisions for the prevention and repression of corruption and illegality in public administration" (which then entered into force on November 28, 2012), has significantly modified the previous offense referred to in Art. 2635 of the Civil Code, titled at the time "Infidelity following the giving or promise of benefits".

Lastly, the case was redefined again by Legislative Decree 38/2017, which eliminated the element of "harm to the company": following the amendment, therefore, the case is substantiated by the presence of a criminal agreement and the commission of acts involving the violation of official or fiduciary duties.

This is a crime involving relationships and mechanisms that recall those already described in relation to the corruption of Public Administration officials, but which is not merely a transposition of the public law model of corruption.

The potential perpetrators of such an offense are not only the “directors, general managers, managers in charge of preparing corporate accounting documents, statutory auditors, and liquidators” referred to in the first paragraph of Art. 2635 of the Civil Code, but also those who give or promise money or other benefits and, therefore, anyone acting for the company even without holding the aforementioned qualifications (by way of example, it is sufficient to think of potential perpetrators as including both employees, quasi-subordinate workers, and potentially also consultants/agents).

Among the corruptive figures of greatest practical interest are the corruptor-competitor (a subject inserted in another company or acting on its behalf) and the corruptor-supplier.

The first figure is identified with the company's top management, who determine a dysfunctional

exercise of power by the corrupted subject and, as a rule, coming from a competitor company, such corruption will be destined to produce various kinds of damage to the detriment of the entity in which the corrupt agreement will be carried out. The corruption carried out by the supplier, on the other hand, while always aimed at a dysfunctional exercise of power by the corrupted subject, tends in any case to be located at medium-low subjective levels in the "target" company's organizational chart.
The giving or promise of money or other benefit is criminally relevant whether it is directed to the corrupt person or to a third party.
The obligations inherent to the office concern every act, whether bound or discretionary, preparatory or deliberative, organizational or managerial, performed in the exercise of work activity that is contrary to the duties established by law, the articles of association, or the contract, provided that it results in harm to the Company. The duties of loyalty pertain rather to the prohibitions on competition, the duties of confidentiality, loyalty, fairness, and good faith.
Following the latest legislative amendment, the crime is completed with the fulfillment of the conduct described by the law.
Although Art. 25-ter, letter s-bis of Legislative Decree 231/2001 limits the relevance of corruption between private parties to the active corruption provided for by the third paragraph of Art. 2635 of the Italian Civil Code (for the crime of corruption between private parties, in the cases provided for by the third paragraph of article 2635 of the Italian Civil Code, the pecuniary penalty is from two hundred to four hundred quotas), Delta Contract also condemns passive corruption (acceptance of money or other utility for oneself or others in violation of the obligations inherent to the office or of the obligations of loyalty); therefore, the following rules will also take this hypothesis into account.
The pecuniary sanction provided for by the Decree ranges from 200 to 400 units. An increase of one third is provided for if the entity, following the commission of the corrupt act, has realized a profit of significant magnitude.
Example of relevant conduct: Tizio, a collaborator working in a sales capacity for a corporation, bribes the head of the procurement office of a multinational company in order to secure a large order for the company he works for.

Art. 2635-bis, paragraph 1, Italian Civil Code: Incitement to corruption between private individuals

"Whoever offers or promises money or other undue benefits to directors, general managers, managers responsible for the preparation of corporate accounting documents, auditors, and liquidators of private companies or entities, as well as to anyone performing work activities within them involving the exercise of managerial functions, so that they may perform or omit an act in violation of the obligations inherent to their office or of their obligations of loyalty (...)."

The case under examination – introduced with Legislative Decree 38/2017 – is aimed at punishing the conduct of an offer not accepted (active side) and solicitation not accepted (passive side) concerning corruption between private individuals. Such behaviors were previously devoid of criminal sanctions because, as seen above, the crime of corruption between private individuals under Art. 2635 of the Italian Civil Code requires at least the perfection of the corrupt agreement or, in other words, the meeting between the active and passive sides.
As regards the active subjects of the crime, if the proposal (not accepted) comes from the subject willing to be corrupted, they must hold managerial functions within their organization, while, when the solicitation derives from the potential corrupter, then – although there are no limitations regarding the status of such subject within other legal entities – the instigation must be directed only towards the senior bodies of the company within which the individual to be corrupted operates.
Regarding the characteristics of the criminal conduct, with reference to subjects external to the entity potentially harmed by the event, it consists of offering or promising money or other utility to internal subjects. This is provided that the offer is not accepted, otherwise it would fall into a

hypothesis of corruption between private individuals (see above). As for internal subjects, the relevant conduct consists of instigating or soliciting, for oneself or for others, a promise or giving of money/other utility to perform the undue act. This is always on the condition that the instigation is not accepted and that, therefore, the criminal agreement is not perfected.
The relevant subjective element is general intent, consisting of the awareness of offering/promising money or other benefits for an act contrary to official duties or the consciousness – in the case of an insider-instigator – of soliciting a payment/promise to perform an improper act.
By way of example only, to understand the concrete scope of the provision under Art. 2635-bis, paragraph 1 of the Italian Civil Code, one can hypothesize the configuration of the crime in question in the conduct of a legal representative of a real estate company who offers (without said offer being accepted) a sum of money to an executive officer of a bank, responsible for the institution's real estate division, so that the officer convinces the bank to accept the sale of a property at a price lower than the market value (provided the solicitation is not accepted).
The monetary penalty provided for by Legislative Decree 231/2001 ranges from 200 to 400 shares.
Example of relevant conduct: Tizio, an employee of a capital company with a sales role, offers Caio, the head of the supply office of another company, a sum of money so that the latter places orders for supplies with the company for which Tizio works; Caio does not accept.

Other offenses

Art. 2625 of the Civil Code: Obstruction of control

"Administrators who, by concealing documents or by other suitable artifices, prevent or in any case hinder the performance of control activities legally assigned to shareholders or other corporate bodies, are punished with an administrative pecuniary sanction of up to 10,329 euros."
If the conduct has caused damage to the members, imprisonment of up to one year applies and proceedings are initiated upon complaint by the injured party.
The penalty is doubled if it involves companies with securities listed on regulated markets in Italy or other European Union Member States, or which are widely distributed among the public pursuant to Article 116 of the Consolidated Law referred to in Legislative Decree no. 58 of 24 February 1998".
It is a crime specific to directors and consists of preventing or hindering, through the concealment of documents or other suitable artifices, the performance of control or audit activities legally attributed to the shareholders, to other corporate bodies, or to auditing firms.
The modus operandi of the suitable artifices presupposes a note of fraud and, therefore, the suitability of the conduct to deceive the subjects who must carry out the control activities.
The subject who is prevented from exercising control may be the shareholder, the statutory auditor, and the independent auditing firm or other control bodies provided for in the monistic and dualistic governance models.
The pecuniary penalty provided for by the Decree ranges from 100 to 180 units.
Example of relevant conduct: Tizio, a director of a corporation, through obstructionist conduct, prevents a shareholder of the company from accessing corporate documentation.

Art. 2636 Civil Code: Unlawful influence on the assembly

"Whoever, by simulated or fraudulent acts, determines the majority in an assembly, for the purpose of procuring an unjust profit for themselves or others, shall be punished with imprisonment from six months to three years."
It is a common crime that can be committed not only by directors but also by shareholders.
The typical conduct consists of obtaining a majority in the assembly, through simulated acts or fraud, for the purpose of obtaining an unjust profit for oneself or others.
In case law, the creation of an artificial majority in a meeting can be classified in the following ways: the use of unplaced shares or quotas, the exercise of voting rights under another name, and a third residual category that includes other simulated or fraudulent acts.

The monetary penalty provided for by the Decree ranges from 150 to 330 units.
Example of relevant conduct: the shareholders of a capital company, through the use of false voting proxies, fraudulently determine the majority in the assembly.

Art. 2637 of the Civil Code: Market Manipulation

"Anyone who disseminates false information, or carries out simulated operations or other artifices concretely capable of causing a significant alteration in the price of financial instruments not listed or for which no request for admission to trading in a regulated market has been presented, or of significantly affecting the public's confidence in the financial stability of banks or banking groups, shall be punished with imprisonment for a term of one to five years."

The realization of the offense requires the dissemination of false information or the carrying out of simulated transactions or other artifices that are concretely capable of causing a significant alteration in the price of unlisted financial instruments, or of significantly impacting public confidence in the capital stability of banks or banking groups. "Information" is understood to mean a sufficiently precise indication of factual circumstances; therefore, simple rumors, so-called "rumors," and subjective forecasts are not sufficient.

News is false when, by creating a false representation of reality, it is such as to mislead operators, causing an irregular rise or fall in prices. "Other artifices" means “any behavior which, through deception, is capable of altering the normal course of prices”.

The conduct of disclosure is not recognized when the news has not been disseminated or made public, but is directed only to a few people.

Simulated transactions include both the transactions that the parties did not intend to carry out in any way, and the transactions that appear different from those actually intended.

For the offense to be constituted, it is sufficient that the news or the artifice is capable of producing the effect of a significant alteration in the price of unlisted financial instruments.

The pecuniary penalty provided for by the Decree ranges from 200 to 500 units.

Example of relevant conduct: Tizio, chairman of the Board of Directors of company X, disseminates false information regarding the financial instruments of company Y, in which company X has invested.

Art. 2638 of the Italian Civil Code: Obstruction of the functions of public supervisory authorities

Directors, general managers, executives responsible for preparing corporate accounting documents, auditors, and liquidators of companies or entities, and other persons subject by law to public supervisory authorities, or bound by obligations towards them, who, in communications to the aforementioned authorities as provided by law, in order to hinder the exercise of supervisory functions, present material facts that are not true, even if they are the subject of evaluations, regarding the economic, equity, or financial situation of those subject to supervision, or, for the same purpose, conceal by other fraudulent means, in whole or in part, facts that they should have disclosed concerning the same situation, shall be punished with imprisonment from one to four years.

Criminal liability is also extended to the case in which the information concerns assets owned or managed by the company on behalf of third parties.

[…];

[…]”.

The criminal offense responds to the need to coordinate the provisions regarding the numerous cases, existing in the previous regulations, of falsehoods in communications to supervisory bodies, of obstruction to the performance of functions, and of omitted communications to the same authorities.

The conduct consists of the disclosure in communications to the Supervisory Authorities required

by law, for the purpose of obstructing their functions, of material facts that do not correspond to the truth, even if subject to evaluation, regarding the economic, asset, or financial situation of the entities subject to supervision, or by the concealment by other fraudulent means, in whole or in part, of facts that should have been communicated and that concern the same situation.
The financial penalty provided for by the Decree ranges from 200 to 400 shares.
For all types of crime provided for by Art. 25-ter of the Decree, if the profit derived by the Company is significant, the prescribed pecuniary penalty is increased by one third.
Example of relevant conduct: Tizio, an employee of a joint-stock company, communicates information contained in the register of processing activities that does not correspond to the truth, following a request for information from the Italian Data Protection Authority.

Sensitive activities pursuant to Article 25-ter of Decree 231/2001.
Following the Gap Analysis, the areas at risk of crime are the following:

- general accounting management;
- recording, classification and control of all management events;
- the administrative management of clients, suppliers, and third parties, the verification of all other administrative events occurring during the year, including personnel costs, contractual penalties, active and passive financing, and related interest;
- the verification of data from management systems;
- the preparation of the financial statements, of the notes to the financial statements and of all other corporate communications required by law;
- financial management, of cash flows;
- corporate operations management;
- management of relationships with Shareholders, Credit Institutions, and third parties;
- management of the active and passive cycle;
- negotiation and contracting of passive and active relationships;
- personnel selection and recruitment;
- management of gifts and sponsorships, representation expenses;
- management of relations with public supervisory authorities (e.g., Data Protection Authority).

General principles of conduct
Area of action.
All sensitive activities must be carried out in compliance with the applicable legal and regulatory provisions, the reference accounting standards (OIC), the Company's Corporate Governance principles, the provisions of the Code of Ethics, the General principles of conduct set out in the Special Part of this Model, as well as the Operating Protocols and the procedures established to safeguard against the identified crime risks (see below).

The Recipients of this Special Section must:

- maintain correct, transparent, and collaborative conduct, in compliance with legal regulations

and company procedures, in all Activities identified as Sensitive;

- use cash only in compliance with the limits and appropriate procedures (see Protocol – Management of monetary and financial flows);
- identify suppliers based on objective standards, in compliance with the procedures provided for by this Model;
- identify collaborators and consultants following a careful verification concerning the requirements of professionalism, integrity, honesty and reliability;
- contractually provide for suppliers and consultants to adhere to the Code of Ethics and the Operating Protocols applicable to them (see par. 2, Terminology - External Recipients);
- ensure the archiving of the aforementioned contracts;
- perform a general accounting audit;
- resort to bank reconciliation;
- interact with the corporate bodies, respecting the principles of transparency and collaboration;
- With regard to the definition of valuation-related balance sheet items, illustrate in the notes to the financial statements the criteria used and the process underlying the determination.

Area of Non-Doing.

In any case, it is forbidden:

- to represent or transmit for processing and representation in financial statements, reports, and prospectuses or other corporate communications, data that is false, incomplete, or, in any case, not corresponding to the reality regarding the economic, equity, and financial situation of the Company;
- omit data and information required by law;
- omit to indicate in the notes to the financial statements the criteria and the process for defining the valuation items of the financial statements;
- illustrate data and information in such a way as to provide a representation that does not correspond to reality;
- engage in illegal or collusive practices or conduct, illicit payments, favoritism, or attempted bribery, solicitations, directly or through third parties, of advantages for the Company that are contrary to the law, regulations, or provisions and rules set forth in this Model;
- offering or receiving gifts, presents, tributes, or other benefits for any reason, except in specific institutional circumstances, in which any such gifts must, in any case, be symbolic in nature, of negligible value, and such that they cannot in any way be interpreted by an impartial observer as intended to obtain advantages;
- making payments in money or other form or any kind of special treatment to anyone engaged in a business relationship with a third company, if the ultimate intention is to influence a business decision, with the exception, possibly, of occasional or symbolic gifts not capable of influencing anyone;

- in dealings with third-party companies (clients or suppliers), incurring unjustified representation expenses;
- hiring personnel in order to secure undue advantages for the Company.

Protocols to mitigate crime risks pursuant to Art. 25-ter of the Decree:

⇒ **PO-02**

⇒ PO-03

⇒ PO-04

⇒ PO-05

⇒ PO-06

⇒ PO-10

⇒ PO-11

7. CRIMES WITH TERRORIST INTENT OR INTENT TO SUBVERT THE DEMOCRATIC ORDER.

Article 3 of Law no. 7 of 14 January 2003, "Ratification and implementation of the International Convention for the Suppression of the Financing of Terrorism, adopted in New York on 9 December 1999 and rules for the adaptation of the domestic legal system," inserted Article 25-quater into the corpus of Legislative Decree 231/2001, entitled "crimes with the purpose of terrorism or subversion of democratic order," under which the entity is also subject to liability in the event of the commission, in its interest and/or for its advantage, of crimes with the purpose of terrorism or subversion of the democratic order.
The relevant crimes are:

- Art. 270 of the Criminal Code: Subversive associations;
- Art. 270 bis of the Criminal Code: Associations for the purpose of terrorism, including international terrorism, or subversion of the democratic order;
- Art. 270 bis.1 of the Italian Penal Code: Aggravating and mitigating circumstances;
- Art. 270 ter of the Penal Code: Assistance to members;
- Art. 270-quater of the Italian Penal Code: Enlistment for the purpose of terrorism, including international terrorism; Art. 270-quater.1 of the Italian Penal Code: Organizing travel for the purpose of terrorism;
- Art. 270-quinquies of the Penal Code: Training for activities with terrorist purposes, including international ones;
- Art. 270-quinquies.1 of the Italian Penal Code: Financing of conduct with terrorist purposes;
- Art. 270-quinquies.2 of the Italian Penal Code: Removal of goods or money subject to seizure;

- Art. 270 sexies of the Criminal Code: Conduct with terrorist aims;
- Art. 280 of the Criminal Code: Attack for terrorist or subversive purposes;
- Art. 280 bis: Penal Code: Act of terrorism with deadly or explosive devices;
- Art. 280-ter of the Criminal Code: Acts of nuclear terrorism;
- Art. 289 bis of the Italian Penal Code: Kidnapping for the purpose of terrorism or subversion;
- Art. 289-ter of the Italian Penal Code: Kidnapping for the purpose of coercion;
- Art. 302 of the Penal Code: Instigation to commit any of the crimes provided for in Chapters I and II;
- Art. 304 Penal Code Political conspiracy by agreement;
- Art. 305 Penal Code: Political conspiracy by association;
- Art. 306 Italian Penal Code: Armed band: Formation and participation;
- Art. 307 of the Penal Code: Aiding and abetting participants in a conspiracy or armed gang;
- Art. 1 L. 342/1976: Seizure, hijacking, destruction of an aircraft;
- Art. 2 Law 342/1976: Damage to ground-based installations;
- Art. 2 New York Convention 9 December 1999.

The cases indicated above are described below.

Art. 270 of the Penal Code: Subversive association

"Anyone who, within the territory of the State, promotes, establishes, organizes, or directs associations aimed at and capable of violently subverting the economic or social systems established in the State, or of violently suppressing the political and legal order of the State, shall be punished with imprisonment from five to ten years.

Whoever participates in the associations referred to in the first paragraph shall be punished with imprisonment from one to three years.

The penalties are increased for those who reconstitute, even under a false name or simulated form, the associations referred to in the first paragraph, the dissolution of which has been ordered.

The offense under discussion falls under the category of crimes of presumed danger, in which, for the purpose of configurability, a naturalistic event of damage is not required, but rather a mere endangerment of the protected legal interest. Furthermore, it is an objectively political crime, pursuant to Article 8 of the Italian Penal Code, as it harms an interest relating to the international and internal personality of the Italian State.

Therefore, for the configurability of the crime in question, the existence of an organized structure is required, even if elementary, which presents a degree of effectiveness such as to make the implementation of the criminal project at least possible and such as to justify the assessment of danger. On this point, it is noted that the mere propaganda of anti-democratic programs is not criminally relevant.

Any violent conduct programmatically directed at impairing constitutionally recognized freedoms

expresses the subversion, criminally sanctioned, of the fundamental social orders of the State.
The intent is specific, as the establishment of a violent association must be intended for the purpose of subverting state orders through violence.
Legislative Decree 231/2001, in article 25-quater, provides for a pecuniary sanction of 200 to 700 units.
Example of relevant conduct: Tizio, a senior manager of Company X, promotes an association aimed at and capable of violently subverting the political order of the State. It is unlikely that an interest or advantage for the Company could arise from such conduct; therefore, the case is not considered a risk for the Company.

Art. 270 bis of the Penal Code: Associations with the purpose of terrorism, including international terrorism, or subversion of the democratic order
Anyone who promotes, establishes, organizes, directs or finances associations that have as their purpose the commission of acts of violence with the aim of terrorism or the subversion of the democratic order shall be punished with imprisonment from seven to fifteen years.
Whoever participates in such associations is punished with imprisonment of five to ten years.
For the purposes of criminal law, the purpose of terrorism also applies when acts of violence are directed against a foreign state, an institution, or an international organization.
For the convicted person, the confiscation of items that were used or intended to commit the crime and of items that are the price, product, profit, or constitute the use of it is always mandatory.
The provision criminalizes the conduct of promoting, establishing, organizing, directing, or financing associations that aim to commit indiscriminate acts of coercion (physical or even psychological), capable of generating panic among the population or aimed at the subversion of the constitutional order.
The pecuniary penalty provided for by the Decree is applicable, in the case of the first sentence, from 400 to 1000 shares; in the case of the second sentence, the pecuniary penalty ranges from 200 to 700 shares.
Example of relevant conduct: Tizio, an administrative employee of a limited company, finances an Islamist terrorist organization by exploiting the company's current accounts to which he has access. This case is not considered a risk for the Company.

Art. 270 bis.1 Penal Code: Aggravating and attenuating circumstances
"For crimes committed for the purpose of terrorism or subversion of the democratic order, punishable by a penalty other than life imprisonment, the penalty is increased by half, unless the circumstance is a constituent element of the crime (...)."
This article was, most recently, inserted by Legislative Decree 21/2018 and amended by Law no. 60/2023.
The case is not considered a risk to the Company.

Art. 270 ter of the Penal Code: Assistance to members
"Whoever, outside the cases of complicity in the crime or aiding and abetting, gives shelter or provides food, hospitality, means of transport, or communication tools to any of the persons who participate in the associations indicated in articles 270 and 270-bis is punished with imprisonment of up to four years."
The penalty is increased if assistance is provided continuously.
"Whoever commits the act for the benefit of a close relative shall not be punishable."
The case provides for a common crime with a restricted form, as it punishes assistance to members of terrorist associations that consists, specifically, in providing shelter, food, hospitality, means of

transport, or means of communication. Said conduct falls within the scope of application of Article 270-ter exclusively if it does not constitute complicity in the associative crime or aiding and abetting.
The required intent (dolo) is generic and consists of the conscious and voluntary provision of one of the forms of aid cited by the provision, with the awareness of the person being aided's membership in a terrorist or subversive association.
The monetary penalty provided for by the Decree ranges from 200 to 700 units.
Example of relevant conduct: Tizio, an operative of a capital company, provides the company car to a member of a terrorist association. This case is not to be considered a risk for the Company.

Art. 270-quater of the Criminal Code: Enlistment for the purpose of terrorism, including international terrorism

Anyone who, outside the cases referred to in Article 270 bis, recruits one or more persons for the commission of acts of violence or sabotage of essential public services, with the purpose of terrorism, even if directed against a foreign State, an institution or an international body, is punished with imprisonment from seven to fifteen years.
Outside of the cases referred to in Article 270-bis, and except in the case of training, the person recruited is punished with a prison sentence of five to eight years."
The provision in question punishes recruitment for terrorist purposes. It is a crime of danger, as the conduct is punishable regardless of whether the violent or sabotage acts are subsequently actually carried out.
The pecuniary penalty provided for by the Decree ranges from 400 to 1000 quotas in the case provided for by the first paragraph; from 200 to 700 quotas in the case provided for by the second paragraph.
Example of relevant conduct: Tizio, an employee of a joint-stock company, uses the company computer to carry out recruitment activities. This case is not considered a risk to the Company.

Art. 270-quater.1 of the Italian Penal Code: Organization of transfers for terrorist purposes

"Outside the cases referred to in articles 270-bis and 270-quater, anyone who organizes, finances, or promotes travel to foreign territory aimed at the commission of conduct with terrorist purposes referred to in article 270-sexies, shall be punished with imprisonment from five to eight years."
The legislator, in order not to leave unpunished certain conduct harmful to international public order, has also extended punishability to those who simply organize, finance, or promote travel to foreign territory aimed at the commission of acts of terrorism.
The monetary penalty provided for by the Decree ranges from 200 to 700 units.
The case is not considered at risk for the Company.

Art. 270 quinquies of the Italian Penal Code: Training for activities with terrorist purposes, including international terrorism

"Anyone who, outside the cases referred to in Article 270-bis, trains or otherwise provides instructions on the preparation or use of explosive materials, firearms or other weapons, harmful or dangerous chemical or bacteriological substances, as well as any other technique or method for the commission of acts of violence or of sabotage of essential public services, for the purpose of terrorism, even if directed against a foreign State, an institution or an international body, shall be punished with imprisonment from five to ten years. The same penalty applies to the person trained, as well as to the person who, having acquired, even independently, the instructions for the commission of the acts referred to in the first sentence, engages in conduct unequivocally aimed at the commission of the acts referred to in Article 270-sexies."

The penalties provided for by this article are increased if the act of those who train or instruct is committed through computer or telematic tools."
The criminal offense in question aims to lower the threshold of criminal liability for broadly terrorist acts, by criminalizing conduct that is often preparatory to the commission of actual terrorist acts.
The provision primarily punishes the trainer, that is, the subject who trains the recipients in such a way as to make them capable of committing terrorist acts. The provision also incriminates the conduct of those who merely provide instructions on the preparation and/or use of explosive materials, as well as that of the trainee.
The pecuniary sanction provided for by the Decree ranges from 200 to 700 units.
Example of relevant conduct: Tizio, an operator at a joint-stock company, uses the company computer to provide instructions on the use of explosive materials. This case is not to be considered a risk for the Company.

Art. 270-quinquies.1 of the Italian Penal Code: Financing of conduct with terrorist purposes
"Anyone who, outside the cases referred to in Articles 270-bis and 270-quater.1, collects, disburses, or makes available assets or money, however obtained, intended to be used in whole or in part for the commission of conduct with terrorist aims as referred to in Article 270-sexies, shall be punished with imprisonment from seven to fifteen years, regardless of the actual use of the funds for the commission of the aforementioned conduct."
Whoever deposits or keeps the goods or money indicated in the first paragraph shall be punished with imprisonment
from five to ten years.
The pecuniary penalty provided for by Legislative Decree 231/2001 ranges – for the case of the first paragraph – from 400 to 1000 shares – for the case of the second paragraph – from 200 to 700 shares.
Example of relevant conduct: Tizio, an operative of a capital company, makes money available to individuals for the purpose of committing acts of terrorism. This case is not considered a risk for the Company.

Art. 270-quinquies.2 of the Penal Code: Removal of seized assets or money
"Whoever removes, destroys, disperses, suppresses or damages assets or money subjected to seizure to prevent the financing of conduct with terrorist aims referred to in Article 270-sexies, shall be punished with imprisonment from two to six years and with a fine from 3,000 euros to 15,000 euros".
The monetary penalty provided for by the Decree ranges from 200 to 700 units.
Example of relevant conduct: Tizio, an operator of a capital company, removes goods under seizure from the judicial deposit. This case is not considered a risk for the Company.

Art. 270-sexies of the Italian Penal Code: Conduct with terrorist intent
"Conduct that, by its nature or context, may seriously damage a country or an international organization and is committed with the aim of intimidating the population or compelling public authorities or an international organization to perform or abstain from performing any act, or of destabilizing or destroying the fundamental political, constitutional, economic, and social structures of a country or an international organization, as well as other conduct defined as

terrorist or committed for terrorist purposes by conventions or other provisions of international law binding on Italy, is considered to have terrorist aims."
The provision is of a definitional nature, as it identifies terrorist conduct as those actions that:
(i) are, objectively, capable of causing serious harm to a country or an international organization and

(ii) are intended and capable of generating intimidation among the population, coercing the will of public authorities or of an international organization, or destabilizing/destroying the fundamental political structures of a country.

Finally, the provision refers to legally binding supranational sources, thus extending to such sources the definition of terrorism reported above.
For the purposes of integrating the rule under examination, it is necessary that the conduct implemented by the acting subject be concretely suitable for achieving one of the aims described by the rule, such as intimidating the population and/or forcing public authorities to perform or abstain from any act, thereby determining a danger event of a magnitude such as to affect the interests of the entire country affected by the terrorist acts.
The case is not considered a risk for the Company.

Art. 280 Penal Code: Attack for terrorist or subversive purposes
"Whoever, for the purpose of terrorism or subversion of the democratic order, attempts against the life or safety of a person, is punished, in the first case, with imprisonment of not less than twenty years and, in the second case, with imprisonment of not less than six years."
If a very serious injury results from an attempt on a person's physical integrity, the penalty of imprisonment of not less than eighteen years shall apply; if a serious injury results, the penalty of imprisonment of not less than twelve years shall apply.
If the acts provided for in the preceding paragraphs are directed against persons exercising judicial or penitentiary functions or public security functions in the exercise or because of their functions, the penalties are increased by one third.
If the facts referred to in the preceding paragraphs result in the death of a person, life imprisonment shall apply in the case of an attempt on life, and imprisonment for thirty years shall apply in the case of an attempt on personal safety.
"Extenuating circumstances, other than those provided for by articles 98 and 114, which concur with the aggravating circumstances referred to in the second and fourth paragraphs, may not be considered equivalent or prevailing with respect to these, and the reductions in sentence shall be applied to the amount of the sentence resulting from the increase consequent to the aforementioned aggravating circumstances."
The provision incriminates conduct consisting of attempting on the life or physical integrity of a person, provided that such acts are capable of prejudicing the existing political-institutional order.
The offense is, therefore, one of mere danger, as it does not require the actual harm to the victim's life or physical integrity, nor actual prejudice to the constitutional order.
It is a common crime, as it can be committed by "anyone", which requires specific intent that takes the form of a terrorist purpose.
The monetary penalty provided for by the Decree is between 400 and 1000 units for the crime referred to in the first sentence of the first paragraph; it is between 200 and 700 units for the crime referred to in the second sentence of the first paragraph.
Example of relevant conduct: Tizio, an operational employee of a joint-stock company, for terrorist purposes, attempts on the life of a political figure. The criminal offense is not to be considered a risk for Delta Contract.

Art. 280 bis of the Italian Penal Code: Act of terrorism with deadly or explosive devices

Unless the act constitutes a more serious crime, anyone who, for the purpose of terrorism, performs any act aimed at damaging the movable or immovable property of others through the use of explosive or otherwise lethal devices, shall be punished with imprisonment from two to five years.

For the purposes of this article, explosive or otherwise lethal devices are understood to be weapons and materials assimilated to them as indicated in Article 585 and suitable for causing significant material damage.

If the act is directed against the seat of the Presidency of the Republic, of the Legislative Assemblies, of the Constitutional Court, of government bodies, or in any case of bodies provided for by the Constitution or by constitutional laws, the penalty shall be increased by up to half.

If the act results in danger to public safety or serious damage to the national economy, imprisonment from five to ten years shall apply.

Extenuating circumstances, other than those provided for by articles 98 and 114, concurring with the aggravating circumstances referred to in the third and fourth paragraphs, may not be considered equivalent or prevalent with respect to these, and the reductions in penalty shall be applied to the amount of the penalty resulting from the increase consequent to the aforementioned aggravating circumstances."

The provision establishes a crime of attempt, criminalizing conduct consisting of acts aimed at damaging another person's movable or immovable property through the use of explosive material.

The active subject can be anyone; it is, therefore, a common crime.

The intent is specific, materializing in the terrorist aim.

The pecuniary penalty provided for by the Decree is between 200 and 700 shares.

Example of relevant conduct: Tizio, an operational employee of a joint-stock company, carries out a terrorist attack using explosives. It is extremely unlikely, however, that the conduct is carried out for the benefit or in the interest of the entity. The case is, therefore, not to be considered a risk for Delta Contract.

Art. 280-ter of the Penal Code: Act of nuclear terrorism

"Anyone who, for the purposes of terrorism as referred to in Article 270-sexies, shall be punished with imprisonment of not less than fifteen years:"

1) procures radioactive material for oneself or others;

2) creates a nuclear device or otherwise comes into possession of one.

Shall be punished by imprisonment of not less than twenty years anyone who, with the purposes of terrorism as referred to in Article 270-sexies:

1) uses radioactive material or a nuclear device;

2) uses or damages a nuclear facility in such a way as to release or with the concrete danger that it releases radioactive material.

The penalties referred to in the first and second paragraphs shall also apply when the conduct described therein involves chemical or bacteriological materials or agents.

The monetary penalty provided for by the Decree ranges from 400 to 1000 units.

Example of relevant conduct: Tizio, an operational employee of a company, carries out a terrorist attack using nuclear devices. It is extremely unlikely, however, that such conduct is carried out for the benefit or in the interest of the entity. The case is, therefore, not to be considered a risk for the Company.

Art. 289 bis of the Penal Code: Kidnapping for the purpose of terrorism or subversion

"Whoever, for the purpose of terrorism or subversion of the democratic order, kidnaps a person is punished with imprisonment from twenty-five to thirty years.
If the death of the kidnapped person results from the kidnapping, in any case, as a consequence not intended by the perpetrator, the perpetrator is punished with thirty years of imprisonment.
If the offender causes the death of the kidnapped person, the penalty of life imprisonment shall be applied.
The accomplice who, dissociating themselves from the others, takes action so that the victim regains their freedom is punished with imprisonment from two to eight years; if the victim dies, as a consequence of the kidnapping, after their release, the penalty is imprisonment from eight to eighteen years.
When a mitigating circumstance applies, the penalty provided for in the second paragraph is replaced by imprisonment from twenty to twenty-four years; the penalty provided for in the third paragraph is replaced by imprisonment from twenty-four to thirty years. If multiple mitigating circumstances apply, the penalty to be imposed as a result of the reductions may not be less than ten years, in the hypothesis provided for in the second paragraph, and fifteen years, in the hypothesis provided for in the third paragraph.
The provision criminalizes the conduct of kidnapping (cf. above – kidnapping for the purpose of extortion), when it is aimed at terrorism and/or the subversion of the democratic order. The rule is therefore established both to protect individual liberty and the personality of the State, in relation to the security of the constitutional order.
The intent is specific and consists, in addition to the representation and will to deprive a person of personal liberty, of the aim of terrorism or subversion of the constitutional order.
The pecuniary sanction provided for by the Decree is between 400 and 1000 units.
Example of relevant conduct: Tizio, an operative of a capital company, kidnaps a person for terrorist purposes using the company car. It is, however, extremely unlikely that such conduct is carried out for the benefit or in the interest of the company. The case is, therefore, not considered a risk for the Company.

Art. 289-ter of the Penal Code: Kidnapping for the purpose of coercion
"Anyone who, outside the cases indicated in articles 289 bis and 630, kidnaps a person or holds them in their power, threatening to kill, injure, or continue to hold them kidnapped in order to compel a third party—whether a State, an international organization between governments, a natural or legal person, or a group of natural persons—to perform or abstain from any act, making the release of the kidnapped person conditional upon such action or omission, shall be punished with imprisonment of twenty-five to thirty years."
The second, third, fourth, and fifth paragraphs of Article 289 bis shall apply.
If the act is of minor entity, the penalties provided for in Article 605, increased by one half to two thirds, shall apply."
The crime in question, introduced by Legislative Decree 21/2018, represents a danger crime hypothesis, as it is sufficient for the acts to be capable of producing one of the effects provided for by the rule, without the need for them to actually occur in terms of an event understood in a naturalistic sense. It is a "hybrid" case between kidnapping for the purpose of extortion under art. 530 of the Penal Code and the crime referred to in the previous article under art. 289-bis of the Penal Code, where the criminal conduct consists in kidnapping a person in order to obtain, as the price for their release, the coercion of the State and its bodies.
The monetary penalty provided for by the Decree ranges from 400 to 700 units.

Example of relevant conduct: Tizio, an individual in a top management position of Company X, kidnaps Caio, a senator, in order to force the Italian State to withdraw from the European Union as the price for Caio's release. The case, following the non-configurability of an interest or advantage for the Company, is not considered to be at risk of commission.

Art. 302 C.P.: Incitement to commit any of the crimes provided for in Chapters I and II

"Whoever instigates someone to commit one of the non-negligent crimes provided for in chapters one and two of this title, for which the law establishes life imprisonment or imprisonment, is punished, if the instigation is not accepted, or if the instigation is accepted but the crime is not committed, with imprisonment from one to eight years. The penalty is increased by up to two thirds if the act is committed through IT or telematic tools."

However, the penalty to be applied is always less than half the penalty established for the crime to which the incitement refers."

The provision incriminates direct incitement to one or more specific persons, having as its object intentional crimes against the internal or international personality of the State, for which the law establishes the penalty of life imprisonment or imprisonment.

More specifically, the relevant conduct aims to determine or strengthen another person's resolve to commit the aforementioned crimes.

The intent is generic, consisting of the mere generic awareness and will to instigate someone to the indicated crimes.

The pecuniary penalty provided for by the Decree is between 200 and 700 units.

Example of relevant conduct: Tizio, an operator for a capital company, uses company tools (e.g., a computer) to incite another subject to commit a terrorist attack. This case is difficult to realize for the benefit of the entity and, therefore, lies outside the Company's area of risk.

Art. 304 Penal Code: Political conspiracy by agreement

"When more people agree to commit one of the crimes indicated in Article 302, those who participate in the agreement are punished, if the crime is not committed, with imprisonment from one to six years."

For the organizers, the penalty is increased.

However, the penalty to be applied is always less than half of the penalty established for the crime to which it

reports the agreement".

The crime of political conspiracy by agreement referred to in the provision under comment is perfected based on the mere meeting of the wills of several subjects for the implementation of a specific criminal purpose for a political end, without the need for the establishment of an organizational structure of men and means (Cass. Pen., Sez. I, n. 16714/2014).

The monetary penalty provided for by the Decree ranges from 200 to 700 units.

Art. 305 of the Italian Penal Code: Political conspiracy by association

"When three or more persons associate for the purpose of committing one of the crimes indicated in article 302, those who promote, constitute, or organize the association are punished, for that alone, with imprisonment from five to twelve years.

For the sole fact of participating in the association, the penalty is imprisonment from two to eight years.

The leaders of the association are subject to the same penalty established for the promoters.

The penalties are increased if the association intends to commit two or more of the crimes indicated above.
For the existence of the crime of political conspiracy by association, it is necessary that three or more people join together in an organizational group, even if of a rudimentary type, provided it is stable in nature.
The subjective element required by art. 305 of the Criminal Code consists of specific intent, that is, the will to join an association with the awareness of conspiring for the perpetration of one or more crimes against the international or internal personality of the State.
The pecuniary penalty provided for by the Decree ranges – for the case referred to in the first paragraph – from 400 to 1000 units and – for the case referred to in the second paragraph – from 200 to 700 units.
Example of relevant conduct: the Chairman of the Board of Directors of a first company and the top management of a company agree to establish an association aimed at committing crimes against the personality of the State. The case is not considered to be a risk for the Company.

Art. 306 Penal Code: Armed band: formation and participation
"When an armed band is formed to commit one of the crimes indicated in article 302, those who promote, constitute, or organize it are subject, for that reason alone, to a penalty of imprisonment from five to fifteen years."
For the mere fact of participating in an armed band, the penalty is imprisonment from three to nine years.
The leaders or financiers of the armed gang are subject to the same penalty established for the promoters.
The case under examination represents a closing legal provision aimed at preventing the protected legal interest, namely the personality of the State, from being jeopardized by the formation of armed bands intended for the commission of one or more intentional crimes against the personality of the State. The crime referred to in Art. 306 of the Penal Code is a crime of mere danger in relation to the protected legal interest and, consequently, even the mere formation of an armed band for the purpose of committing one or more crimes against the personality of the State fulfills the elements of the offense. An essential element for the configuration of the case under examination is the availability of weapons, understood as mere access to them and not requiring that all members of the band be armed or that they be concretely used.
The subjective element required by the provision in question is that of specific intent, i.e., the consciousness and will to commit one or more crimes against the personality of the State.
The pecuniary penalty provided for by the Decree ranges – for the first case – from 400 to 1000 shares and – for the second case – from 200 to 700 shares.
Example of relevant conduct: Tizio, an operator of a capital company, joins together with other individuals for the purpose of committing one or more crimes against the personality of the State. The case is not considered a risk for the Company.

Art. 307 Italian Penal Code: Assistance to participants in conspiracy or armed gang
"Anyone who, outside the cases of complicity in the crime or aiding and abetting, gives shelter or provides food, hospitality, means of transport, or means of communication to any of the persons

participating in the association or gang indicated in the two preceding articles, shall be punished by imprisonment of up to two years."
The penalty is increased if the assistance is provided continuously.
He who commits the act in favor of a close relative is not punishable.
For the purposes of criminal law, "close relatives" are understood to be ascendants, descendants, the spouse, the party to a civil union between persons of the same sex, brothers, sisters, relatives by affinity in the same degree, uncles, aunts, and nephews/nieces: however, the term "close relatives" does not include relatives by affinity when the spouse has died and there is no offspring.
The legal provision punishes anyone who, outside the cases of complicity in the crime, provides refuge or provides food or hospitality to the members of the association. For the purposes of configuring the crime in question, refuge is understood as a place of care in which one of the subjects of the association is welcomed and receives non-urgent medical treatments and is subsequently held until complete recovery in conditions of clandestinity.
The pecuniary penalty provided for by the Decree ranges from 200 to 700 units.
Example of relevant conduct: Tizio, an operative of a limited company, provides shelter and medical care to some members of an association. The case is not considered to be a risk for the Company.

Art. 1 Law 342/1976: “Repression of crimes against the safety of air navigation”: Seizure, hijacking, destruction of an aircraft
"Whoever, with violence or threats, commits an act directed at seizing an aircraft, and whoever, with violence, threats, or fraud, commits an act directed at the hijacking or destruction of an aircraft, shall be punished with imprisonment from 7 to 21 years."
The penalty is increased if the perpetrator achieves the intent.
The penalty cannot be less than 12 years of imprisonment if personal injuries to passengers or crew members result from the act.
"The penalty of imprisonment from 24 to 30 years shall be applied if the death of one or more persons results from the act."
The pecuniary penalty provided for by the Decree ranges from 400 to 1000 quotas.
Example of relevant conduct: Tizio, an executive of Company X, threatens a plane pilot in order to take control of the aircraft. The interest and advantage for the company, in relation to the case under examination, is not considered to be configurable; therefore, it is not considered to be a risk for the company.

Art. 2 Law 342/1976: "Repression of crimes against the safety of air navigation": Damage to ground installations
“Anyone who, for the purpose of hijacking or destroying an aircraft, damages ground facilities related to air navigation or alters their mode of use shall be punished with the penalties indicated in the previous article.”

Art. 2 of the International Convention for the Suppression of the Financing of Terrorism – New York, 9 December 1999
Any person commits an offence within the meaning of the International Convention for the Suppression of the Financing of Terrorism if that person by any means, directly or indirectly,

unlawfully and wilfully, provides or collects funds with the intention that they should be used or in the knowledge that they are to be used, in full or in part, in order to carry out:
a) an act which constitutes an offence within the scope of and as defined in one of the treaties listed in the annex; or
b) any other act intended to cause death or serious bodily injury to a civilian, or to any other person not taking an active part in the hostilities in a situation of armed conflict, when the purpose of such act, by its nature or context, is to intimidate a population, or to compel a government or an international organization to do or to abstain from doing any act.
2. (a) Upon depositing its instrument of ratification, acceptance, approval or accession, a State Party which is not a party to one of the treaties listed in the annex may declare that, in the application of this Convention to the State Party, the treaty shall be deemed not to be included in the annex referred to in subparagraph (a) of paragraph 1. The declaration shall cease to have effect as soon as the treaty enters into force for the State Party, which shall give notice to the depositary;
b) The State Party that ceases to be a party to a treaty listed in the annex may make, with regard to such treaty, the declaration provided for in this article.
3. For an act to constitute one of the offenses referred to in paragraph 1, it is not necessary that the funds be actually used to commit one of the offenses referred to in paragraph 1, subparagraph (a) or (b).
4. Anyone who attempts to commit the crime provided for in paragraph 1 of this article also commits a crime.
5. It is also a crime for anyone who:
(a) takes part as an accomplice in the commission of a crime as provided for by paragraphs 1 or 4 of this article;
(b) organizes or directs other persons with the aim of committing an offense referred to in paragraphs 1 or 4 of this article;
(c) contributes to the commission of one or more crimes, as provided for by paragraphs 1 or 4 of this article, with a group of people acting with a common purpose. Such contribution must be intentional and:
(i) must be committed in order to facilitate the criminal activity or purpose of the group, where such activity or purpose involves the commission of a crime as provided for by paragraph 1 of this article; or
(ii) must be provided with full awareness that the group's intent is to commit a crime, as provided for in paragraph 1 of this article.

Sensitive activities pursuant to Article 25-quater of Decree 231/2001.
This category of crimes does not seem to have significant relevance for the purposes that the Model proposes, and this is also in light of: i) the intentional nature of the crimes themselves; ii) the fact that it seems difficult to conceive that Delta Contract could derive any interest or advantage of any kind from the commission of this type of offense.

8. Female genital mutilation practices (crimes against life and individual safety)

Art. 8 of Law no. 7 of January 9, 2006, containing "Provisions concerning the prevention and prohibition

of female genital mutilation practices", published in the Official Gazette of January 18, 2006, no. 14, introduced into Legislative Decree no. 231/2001 art. "25-quater.1. Practices of mutilation of female genital organs". The introduction of the crime in question into the catalogue of predicate offenses referred to in Legislative Decree 231/2001 finds its rationale in the legislator's desire to sanction entities (in particular, healthcare facilities, voluntary organizations, etc.) that are responsible for carrying out, within their premises, prohibited mutilation practices.

Art. 583-bis of the Italian Penal Code: Practices of female genital mutilation

"Anyone who, in the absence of therapeutic needs, causes a mutilation of female genital organs is punished with imprisonment from four to twelve years. For the purposes of this article, practices of female genital mutilation are understood to be clitoridectomy, excision, and infibulation, and any other practice that causes effects of the same type."

Anyone who, in the absence of therapeutic needs, causes, for the purpose of impairing sexual functions, lesions to the female genital organs other than those indicated in the first paragraph, from which a bodily or mental illness results, is punished with imprisonment from three to seven years. The penalty is reduced by up to two-thirds if the lesion is of minor severity.

The penalty is increased by one third when the practices referred to in the first and second paragraphs are committed to the detriment of a minor or if the act is committed for profit.

A conviction or the application of the penalty upon request of the parties pursuant to Article 444 of the Code of Criminal Procedure for the offense referred to in this article entails, if the act is committed by the parent or the guardian, respectively:

1) the forfeiture of parental responsibility;

2) perpetual disqualification from any office relating to guardianship, curatorship, and support administration.

The provisions of this article also apply when the act is committed abroad by an Italian citizen or by a foreigner residing in Italy, or to the detriment of an Italian citizen or of a foreigner residing in Italy. In such cases, the offender is punished upon request of the Minister of Justice.

The pecuniary penalty provided for by the Decree is between 300 and 700 units, while the disqualification penalties are imposed for a duration of no less than one year.

Example of relevant conduct: Tizio, an operative of a capital company, uses company premises as a place to perform female genital mutilation practices. The case does not appear to be a risk for the Company, also considering that it is inconceivable how the crime could be committed in the interest/for the benefit of Delta Contract.

Sensitive activities pursuant to Art. 25-quater.1 of Decree 231/2001.

In light of the activity carried out by Delta Contract and the risk assessment performed, the case in question does not appear to be feasible within the scope of/for the benefit of the Company and is, therefore, excluded from the relevant risk area.

9. CRIMES AGAINST INDIVIDUAL PERSONALITY

Article 5 of Law no. 228/2003, regarding measures against trafficking in persons, added Article 25-quinquies to Decree 231, which provides for the application of administrative penalties to legal entities, companies, and associations for the commission of crimes against individual personality. The introduction of crimes against individual personality was determined by the need to implement Council Framework Decision 2004/68/JHA, regarding combating the sexual exploitation of children and child pornography. The provision also concretely implements Directive 2011/93/EU on combating the sexual abuse and sexual exploitation of children and child pornography.

The provision was subsequently supplemented by Art. 10, Law no. 38 of February 6, 2006, containing "Provisions regarding the fight against the sexual exploitation of children and child pornography, including via the Internet", which modifies the scope of application of the crimes of child pornography and possession of pornographic material (Arts. 600-ter and 600-quater of the Penal Code), also including cases in which such offenses are committed through the use of pornographic material depicting virtual images of minors under the age of eighteen or parts thereof (pursuant to the reference to Art. 600-quater.1 of the Penal Code).
Article 25-quinquies of the Decree was further supplemented by Law no. 199 of October 29, 2016, which amended the crime of "Illicit intermediation and exploitation of labor" referred to in Article 603-bis of the Criminal Code, including it among the predicate offenses of the Entity's liability.

Article 25-quinquies of the Decree, entitled “Crimes against the individual personality”, refers to the following crimes provided for by the Penal Code:

- Art. 600 Penal Code: Reduction to or maintenance in slavery or servitude;
- Art. 600 bis of the Criminal Code: Child prostitution;
- art. 600 *ter* c.p.: Pornografia minorile;
- Art. 600 quater of the Criminal Code: Possession of pornographic material;
- art. 600 *quater.*1 c.p.: Pornografia virtuale;
- Art. 600-quinquies of the Italian Penal Code: Tourist initiatives aimed at the exploitation of child prostitution;
- Art. 601 Penal Code: Trafficking in persons;
- Art. 602 of the Penal Code: Purchase and alienation of slaves;
- Art. 603 bis of the Italian Penal Code: Illicit intermediation and labor exploitation;
- Art. 609 undecies of the Italian Penal Code: Grooming of minors.

Art. 600 of the Italian Penal Code: Reduction or maintenance in slavery or servitude
"Whoever exercises over a person powers corresponding to those of the right of ownership, or whoever reduces or maintains a person in a state of continuous subjection, forcing them to perform labor or sexual acts, or to beg, or to engage in illicit activities that involve their exploitation, or to submit to the removal of organs, shall be punished with imprisonment from eight to twenty years."
The reduction to, or maintenance in, a state of subjection occurs when the conduct is carried out through violence, threats, deception, abuse of authority, or by taking advantage of a situation of vulnerability, of physical or mental inferiority, or of a situation of necessity, or through the promise or the giving of sums of money or other benefits to those who have authority over the person.
It is a common crime as it can be committed by anyone who carries out the described conduct.
By way of example, such an offense may be committed if anyone allows or facilitates the reduction of an individual to slavery or servitude by forcing them into labor or sexual services, or into begging, or, in any case, into services that involve their exploitation.
The conduct consists of reducing a person to slavery, that is, reducing the victim of the crime, through violence, threat, or abuse of authority, to a continuous state of physical or psychological subjection for the purpose of forcing them into labor or sexual services, or into begging, or, in any case, into services that involve exploitation.

From a subjective point of view, general intent is required, understood as the awareness and will to reduce someone into slavery or servitude.
The monetary penalty provided for by the Decree ranges from 400 to 1000 units.
Example of relevant conduct: Tizio, director of a corporation, forces – with violence and threats – the company's employees to perform work in conditions of radical exploitation. This case appears difficult to realize in the interest or to the advantage of Delta Contract.

Art. 600 bis of the Criminal Code: Child prostitution

"Shall be punished with imprisonment from six to twelve years and with a fine from 15,000 euros to 150,000 euros anyone who:"

1) recruits or induces a person under the age of eighteen to prostitution;

2) facilitates, exploits, manages, organizes or controls the prostitution of a person under eighteen years of age, or otherwise profits from it.

Unless the act constitutes a more serious offense, anyone who performs sexual acts with a minor between the ages of fourteen and eighteen, in exchange for money or other utility, even if only promised, shall be punished with imprisonment from one to six years and a fine from 1,500 euros to 6,000 euros.

The provision in question protects the minor and their psychophysical freedom, which could be jeopardized by any commodification of their body. The case in question identifies a common crime hypothesis and provides for punishability for various conducts, including inducement to prostitution, which consists of persuading, determining, or convincing someone to engage in prostitution, with the mere implicit promise of a benefit being sufficient.

Recruitment understood as behavior aimed at obtaining the victim's availability for the person who will benefit from the sexual service.
Aiding and abetting, or any contribution that facilitates the practice of prostitution; exploitation, or the lucrative activity obtained through the prostitution of others; the management, organization, control, and otherwise obtaining of profit.
The financial penalty provided for by the Decree ranges from 300 to 800 shares for the first paragraph, and from 200 to 700 shares for the second paragraph.
Esempio di condotta rilevante: Tizio, dipendente di una società di capitali, gestisce l'attività di prostituzione minorile, utilizzando a tal fine anche un automezzo aziendale. La fattispecie appare difficilmente realizzabile nell'interesse o a vantaggio di Delta Contract.

Art. 600 *ter* c.p.: Pornografia minorile

"Whoever [commits the following] shall be punished with imprisonment from six to twelve years and with a fine from 24,000 to 240,000 euros:"

1) using minors under the age of eighteen, carries out pornographic exhibitions or shows or produces pornographic material;

2) recruits or induces minors under the age of eighteen to participate in pornographic exhibitions or shows, or otherwise profits from the aforementioned shows.

The same penalty shall apply to anyone who trades in the pornographic material referred to in the first paragraph.

Whoever, outside of the cases referred to in the first and second paragraphs, by any means, including electronically, distributes, divulges, disseminates, or advertises the pornographic material referred to in the first paragraph, or distributes or divulges news or information aimed at the grooming or sexual exploitation of minors under the age of eighteen, shall be punished with imprisonment from one to five years and a fine from 2,582 euros to 51,645 euros.

Anyone who, outside the cases provided for in the first, second, and third paragraphs, offers or transfers to others, even free of charge, the pornographic material referred to in the first paragraph,

shall be punished with imprisonment of up to three years and with a fine from 1,549 euros to 5,164 euros;
In the cases provided for by the third and fourth paragraphs, the penalty is increased by an amount not exceeding two-thirds if the material is of a large quantity.
Unless the act constitutes a more serious offense, anyone who attends pornographic exhibitions or shows involving minors under the age of eighteen shall be punished with imprisonment for up to three years and a fine of 1,500 to 6,000 euros.
For the purposes of this article, child pornography means any representation, by any means, of a minor under the age of eighteen involved in explicit sexual activities, real or simulated, or any representation of the sexual organs of a minor under the age of eighteen for sexual purposes.
The legal interest protected by the regulation is the protection of the minor and their psychophysical freedom.
Pornographic material shall be understood to mean any image and/or photographic or cinematographic representation that implies the participation of a minor in scenes or contexts of a sexual nature, excluding, however, the relevance of the mere representation of nudity in and of itself, that is, without relevance to the sexual sphere.
The provision in question punishes, in the first paragraph, the sexual exploitation of a minor for pornographic purposes, as well as inducing them to participate in pornographic shows or performances. The second paragraph, on the other hand, punishes the trade of pornographic material. Furthermore, in the third paragraph, Article 600-ter of the Italian Penal Code punishes anyone who, by any means, including electronic, distributes and/or disseminates pornographic material, as well as anyone who disseminates information aimed at the grooming of minors.
Finally, in the fourth paragraph, the conduct of those who, not participating in the actions referred to in the previous paragraphs, offer or transfer to others, even free of charge, child pornography material, is punished.
The pecuniary sanction provided for by the Decree ranges from 300 to 800 shares for the first and second paragraphs, while for the third and fourth paragraphs it ranges from 200 to 700 shares.
Example of relevant conduct: Tizio, using company computers, distributes child pornography material. The case appears unlikely to be carried out in the interest or for the benefit of Delta Contract.

Art. 600 quater of the Italian Penal Code: Possession of or access to pornographic material

"Anyone who, outside the cases provided for by article 600 ter of the Penal Code, knowingly procures or possesses pornographic material created using minors under the age of eighteen is punished with imprisonment of up to three years and a fine of not less than € 1,549.00."
The penalty is increased by no more than two-thirds if the material held is of a large quantity.
Outside the cases referred to in the first paragraph, whoever, through the use of the internet or other networks or means of communication, intentionally and without justified reason accesses pornographic material produced using minors under the age of eighteen is punished with imprisonment of up to two years and with a fine of not less than 1,000 euros".
The crime is of a common nature as it can be committed by anyone who engages in the criminal behaviors described above. The legal interest protected by the rule in question is the protection of the minor and their psycho-physical freedom. The object of the incriminated conduct is the activities carried out by the Company or one of its organizational units, in order to allow or facilitate its customers in procuring and possessing pornographic material.
The conduct consists of: (i) Procuring pornographic material produced through the sexual exploitation of minors: procuring implies behavior aimed at acquiring physical possession of the pornographic product; pornographic material is anything consisting of depictions and representations related to the sexual sphere, such as sexual intercourse, acts of lust, erotic gestures, etc.; (ii) possessing the same material: possessing means being in a condition to have the

pornographic material available.
The subjective element consists of generic intent, understood as the awareness and will to carry out the behaviors indicated by the regulation.
The monetary penalty provided for by the Decree ranges from 200 to 700 units.
Example of relevant conduct: Tizio, an employee of a joint-stock company, possesses – by exploiting company hardware – child pornography material.

Art. 600-quater.1 of the Italian Penal Code: Virtual pornography

The provisions referred to in articles 600 ter and 600 quater also apply when the pornographic material represents virtual images created using images of minors under eighteen years of age or parts thereof, but the penalty is reduced by one third.
"Virtual images are understood as images created with graphic processing techniques not associated in whole or in part with real situations, whose quality of representation makes non-real situations appear as true."
The present case has the nature of an abstract danger crime, because the production and dissemination of such material are such as to incentivize those deviant behaviors, which are, in turn, capable of originating further conduct harmful to the final legal interest of the minor's psychophysical integrity. The object of the criminally relevant conduct, in the specific case, are the activities carried out by the Company or one of its organizational units, in order to allow or facilitate its customers in perpetrating, disseminating, and possessing virtual pornographic material.
The conduct consists of: (i) perpetrating the crimes of child pornography (art. 600-ter of the Criminal Code) and possession of pornographic material (art. 600-quater of the Criminal Code), using images of minors or parts thereof, including virtual ones, through the aid of graphic techniques and telematic means of communication.
The subjective element is general intent, understood as the awareness and will of the behaviors indicated in the rule.
The pecuniary penalty provided for by the Decree ranges from 200 to 700 units.
Example of relevant conduct: see above.

Art. 600-quinquies of the Penal Code: Tourism initiatives aimed at the exploitation of child prostitution

"Anyone who organizes or promotes travel for the purpose of engaging in prostitution activities involving minors or, in any case, including such activities, shall be punished with imprisonment from six to twelve years and with a fine of 15,493 euros to 154,937 euros."
The ratio of the case provided for by art. 600 quinquies of the Italian Penal Code is to anticipate the criminal protection of minors to the threshold of activities functional and collateral to the inducement, aiding and abetting, and exploitation of child prostitution.
The rule punishes organizational conduct, consisting of the planning of illicit trips with the provision of services aimed at establishing contact with the child prostitution environment (for example, through the provision of addresses / information about places or people).
It is a crime of endangerment and mere conduct, as – for the integration of the offense – the realization of any specific event (for example, meeting with minors) is not necessary.
It is a common crime, given that the incriminated behavior is relevant regardless of who committed it.
The monetary penalty provided for by the Decree ranges from 300 to 800 units.
Example of relevant conduct: Tizio, by using company computers, provides support for the organization of trips aimed at coming into contact with the child prostitution environment. This case is difficult to carry out for the benefit of the entity and, as such, falls outside the Company's relevant risk area.

Art. 601 of the Criminal Code: Trafficking in persons

"Anyone who recruits, introduces into the territory of the State, transfers even outside of it, transports, surrenders authority over a person, or hosts one or more persons who are in the conditions referred to in article 600, or carries out the same conduct on one or more persons by means of deception, violence, threat, abuse of authority, or by taking advantage of a situation of vulnerability, physical or mental inferiority, or necessity, or by promising or giving money or other advantages to the person who has authority over them, in order to induce or force them to perform work, sexual services, or begging, or in any case to carry out illicit activities that involve their exploitation or to undergo the removal of organs, shall be punished by imprisonment of eight to twenty years.

Anyone who, even outside the methods referred to in the first paragraph, carries out the conduct provided for therein against a minor is subject to the same penalty.

The penalty for the commander or officer of a national or foreign ship who commits any of the acts provided for in the first or second paragraph, or participates therein, shall be increased by up to one third. A member of the crew of a national or foreign ship destined, before departure or during navigation, for trafficking shall be punished, even if no act provided for in the first or second paragraph or involving the trade of slaves has been committed, with imprisonment from three to ten years.

Following the intervention of Legislative Decree no. 24/2014, the crime is structured according to a multi-case provision, as it provides for two conducts characterized by autonomous constituent elements which, if integrated, allow for a material concurrence of crimes to be considered established.

The first case consists of recruiting, introducing into the territory of the State, transferring even outside of it, transporting, ceding authority over a person, hosting one or more persons who are in the conditions indicated in Article 600 of the Penal Code. Therefore, it must be a person who is already in the conditions of slavery or servitude described by Article 600 of the Penal Code.

The second type, on the other hand, represents a crime with a constrained form, as it requires the use of specific methods, such as deception, violence, threats, abuse of authority, or taking advantage of a situation of vulnerability, physical or mental inferiority, or necessity, or the promise or giving of money or other benefits to the person who has authority over them, in order to induce or force them into labor, sexual services, begging, or in any case to carry out illicit activities that involve their exploitation or to submit to organ removal.

A necessary prerequisite for the crime is the compression of the victim's moral freedom.

From a subjective standpoint, the provision requires specific intent.

The monetary penalty provided for by the Decree ranges from 400 to 1000 units.

Example of relevant conduct: Tizio, director of a capital company, hires individuals who are in a state of slavery, paying money to the individuals who have control over them. The case falls outside the relevant risk area of Delta Contract.

Delta Contract

Art. 602 Penal Code: Purchase and sale of slaves

"Anyone who, outside the cases indicated in article 601, acquires, alienates, or transfers a person who is in one of the conditions referred to in article 600 shall be punished by imprisonment of eight to twenty years."

The provision provides for a common crime, as it can be committed by "anyone", regardless of the subjective status of the agent; the rule punishes the conduct of the person who purchases or sells, or in any case, transfers a person who is in that state of subjection described above.

The pecuniary penalty provided for by the Decree ranges from 400 to 1000 units.

Example of relevant conduct: Tizio, the human resources manager of a corporation, hires a person

who is in a state of total exploitation. This scenario is difficult to achieve within the Company.

Art. 603-bis of the Italian Penal Code: Illicit intermediation and labor exploitation

"Unless the act constitutes a more serious crime, anyone who recruits labor for the purpose of assigning it to work for third parties in conditions of exploitation, taking advantage of the workers' state of need, shall be punished with imprisonment from one to six years and a fine of 500 to 1,000 euros for each worker recruited;"

utilizes, hires, or employs labor, including through the intermediation activity referred to in number 1), subjecting workers to conditions of exploitation and taking advantage of their state of need.

If the acts are committed by means of violence or threats, the penalty of imprisonment from five to eight years and a fine of 1,000 to 2,000 euros for each recruited worker shall apply.

For the purposes of this article, the existence of one or more of the following conditions constitutes an indication of exploitation:

the repeated payment of wages in a manner that is clearly at odds with the national or territorial collective agreements stipulated by the most representative trade unions at the national level, or in any case disproportionate to the quantity and quality of the work performed;

the repeated violation of the regulations regarding working hours, rest periods, weekly rest, mandatory leave, and vacation;

the existence of violations of the rules on safety and hygiene in the workplace;

the subjection of the worker to degrading working conditions, surveillance methods, or housing situations.

They constitute a specific aggravating circumstance and entail an increase in the penalty from one third to one half:

the fact that the number of workers recruited is greater than three;

the fact that one or more of the recruited subjects are minors of non-working age;

having committed the act by exposing the exploited workers to situations of grave danger, having regard to the characteristics of the tasks to be performed and of the working conditions".

The crime under examination punishes all those market-distorting behaviors in the labor sector which, as they are characterized by exploitation through violence, threats, or intimidation, by taking advantage of the workers' state of need and necessity, do not merely resolve into violations of the rules regarding entry into the labor market, but rather constitute actual exploitation, together with (even if secondary) violations of tax and fiscal laws. For the purposes of establishing the crime in question, the existence of even a single indicator of exploitation identified by the law is sufficient, while the taking advantage of the workers' state of need can be derived from their clandestine status, which makes them willing to work in difficult conditions.

The monetary penalty provided for by the Decree ranges from 400 to 1000 units.

Example of relevant conduct: Tizio, an employer of a joint-stock company, employs labor in exploitative conditions, seriously and systematically violating the regulations concerning working hours.

Art. 609-undecies of the Italian Penal Code: Grooming of minors

"Anyone who, for the purpose of committing the crimes referred to in articles 600, 600-bis, 600-ter, and 600-quater, even if related to the pornographic material referred to in article 600-quater.1, 600-quinquies, 609-bis, 609-quater, 609-quinquies, and 609-octies, entices a minor under the age of sixteen, shall be punished, if the act does not constitute a more serious crime, with imprisonment from one to three years. Enticement is understood as any act aimed at gaining the trust of a minor through artifice, flattery, or threats carried out also by means of the internet or other networks or means of communication."

The sentence is increased:

1) if the crime is committed by several people together;

2) if the crime is committed by a person who is part of a criminal association and for the purpose of facilitating its activity;
3) if the act results in serious prejudice to the minor due to the reiteration of the conduct;
4) if the act results in danger to the minor's life".
The provision criminalizes conduct aimed at building a relationship of trust with a minor through artificial, flattering, or threatening behavior, when the perpetrator is motivated by sexual purposes. The rationale is to prevent the crimes mentioned in the provision (including sexual violence, sexual acts with a minor, etc.), by anticipating protection to conduct that is only preparatory to a meeting between the adult and the minor.
The protected legal interests are those of the freedom and balanced psycho-physical development of the minor.
The crime can be committed by anyone against minors under the age of sixteen.
The case in question provides for a specific intent crime, since the conduct aimed at gaining the minor's trust is relevant only if supported by the intent to commit the crimes listed below.
A titolo esemplificativo, realizza la condotta in esame il soggetto che, allo scopo di compiere atti sessuali con un'infraquattordicenne, si finga un agente di moda, predisponendo un falso profilo *Facebook,* per instaurare una relazione con la minore.
The monetary penalty provided for by the Decree ranges from 200 to 700 units.
Example of relevant conduct: Tizio, an employee of a limited company, motivated by sexual intent, comes into contact with minors using company computers. This case is not to be considered at risk for Delta Contract, also in relation to the circumstance that the crime is unlikely to be committed in the interest/to the advantage of the company.

The sensitive activities pursuant to Art. 25-quinquies of Legislative Decree 231/2001.

- **human resource management;**
- contracts for works or services to third-party companies;
- workplace safety management.

General principles of conduct.
Area of Doing.
All Sensitive Activities must be carried out in compliance with legislative and regulatory provisions, the Company's Corporate Governance principles, the rules of the Code of Ethics, the General principles of conduct set out in the Special Part of this Model, as well as the Operating Protocols and internal policies established to safeguard against the identified crime risks.
The Company also undertakes to select personnel, consultants, suppliers, and subcontractors who share the ethical standards set out in this Model. Contracts with such partners must be formalized in appropriate contractual documents, subject to prior verification of compliance with the regulations for the protection of health and safety in the workplace (Legislative Decree 81/2008).

The administrative body and the Company's personnel, involved in any capacity in the selection and management of suppliers, personnel, or labor, are required to observe the following guidelines:

- **manage human resources in compliance with applicable international and national regulations;**
- identify personnel and labor suppliers based on objective standards, in compliance with the procedures provided for by this Model;
- give preference to suppliers in possession of ISO 9001, ISO 45001 or ISO 14001 certifications,

as well as MOG 231;

- contractually provide that suppliers and any subcontractors adhere to the provisions of the Code of Ethics and the Organizational Model, with the provision of specific penalties for the supplier in the event of violations (for example, immediate termination of the contract);
- obtain from the supplier a declaration attesting to the commitment to verify working conditions at subcontractors, where present, with an indication of the names of the subcontractors involved and the documents requested from the latter;
- provide for periodic audits at the supplier or subcontractor's premises in order to concretely verify the conditions of the workers.

Area of Non-Doing.

It is forbidden to:

- implement, collaborate in, or cause the realization of conduct that constitutes, individually or collectively, directly or indirectly, the types of crimes provided for by Article 25-quinquies of the Decree;
- violate the principles set out in the Code of Ethics, the Operating Protocols referred to in this Special Part;
- subjecting the Company's personnel to working conditions that may constitute "exploitation" pursuant to the law, for example, by violating regulations concerning maximum daily working hours or workplace safety.

Protocols to safeguard against crime risks pursuant to Art. 25-quinquies of the Decree.

⇒ **PO-06**

10. MARKET ABUSE

Community Law No. 62 of 18 April 2005, by transposing Directive 2003/6/EC, introduced Title I bis on market abuse and market manipulation into the Consolidated Law on Finance (hereinafter TUF) and, at the same time, inserted Article 25 sexies into the Decree, expressly providing for the administrative liability of companies in the event of violations of the rules established to protect the market.
The relevant crimes for this purpose are:

- Art. 184 TUF: Insider dealing or unlawful disclosure of inside information. Recommending or inducing others to commit insider dealing;
- Art. 185 TUF: Market manipulation;
- Art. 187-quinquies of the Consolidated Law on Finance (TUF): Liability of the entity.

Art. 184 TUF: Insider dealing or unlawful disclosure of inside information. Recommending or inducing others to commit insider dealing

"Any person who, being in possession of inside information by virtue of their capacity as a member of the administrative, management or supervisory bodies of the issuer, of their holding in the capital of the issuer, or of the exercise of an employment, profession or duties, including public duties, or of an office, shall be punished with imprisonment from one to six years and with a fine from twenty thousand euros to three million euros:"

a. *buys, sells or carries out other transactions, directly or indirectly, on their own behalf or on behalf of third parties, involving financial instruments using the same information;*
b. *discloses such information to others, outside the normal exercise of their employment, profession, duties or office or of a market sounding made in accordance with Article 11 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014;*
c. *recommends or induces others, on the basis of such information, to carry out any of the transactions indicated in letter a).*

The same penalty as referred to in paragraph 1 applies to anyone who, being in possession of inside information by reason of the preparation or execution of criminal activities, performs any of the actions referred to in the same paragraph 1.
Outside the cases of complicity in the crimes referred to in paragraphs 1 and 2, whoever, being in possession of inside information for reasons other than those indicated in paragraphs 1 and 2 and knowing the privileged nature of such information, commits any of the acts referred to in paragraph 1, shall be punished with imprisonment from one year and six months to ten years and with a fine from twenty thousand euros to two million five hundred thousand euros.
4. In the cases referred to in paragraphs 1, 2, and 3, the fine may be increased up to three times or up to the greater amount of ten times the product or profit obtained from the crime when, due to the significant offensiveness of the act, the personal qualities of the offender, or the extent of the product or profit obtained from the crime, it appears inadequate even if applied at the maximum.
5. The provisions of this article shall also apply where the facts referred to in paragraphs 1, 2 and 3 concern conduct or transactions, including bids, relating to auctions on an authorised auction platform, such as a regulated market for emission allowances or other related auction products, even when the auction products are not financial instruments, pursuant to Commission Regulation (EU) No 1031/2010 of 12 November 2010".
It is a special offense because the law specifies the active subjects who can commit the crime, identified on the basis of the functional link that exists between the acquisition of inside information and the position held or the activity performed.
The case has been entirely replaced by art. 26, paragraph 1, letter c) of Law no. 238 of December 23, 2021, "Provisions for the fulfillment of obligations deriving from Italy's membership of the European Union - European Law 2019-2020".
Although the definition of inside information was repealed by Legislative Decree 107/2018, it is considered that, for the purposes of criminal law, the concept remains valid, pending further legislative clarification. This is information of a precise nature, which is not public and which concerns, directly or indirectly, one or more issuers of financial instruments, or one or more financial instruments, such that, if disclosed, it would be likely to have a significant effect on the prices of such financial instruments.
Information is precise if:

- it refers to a set of existing circumstances, facts that have occurred or that can reasonably be expected to occur, or to an event that has occurred or that can reasonably be expected to occur;

- it is sufficiently specific when it has content that is determined in such a way as to enable conclusions to be drawn as to the possible effect of that set of circumstances or event referred to in point (a) on the prices of the financial instruments.

Such information is what a reasonable investor would presumably use as one of the elements on which to base their investment decisions.
The crime is committed at the time and place in which the "registration of the securities in the purchaser's account" is effected, which identifies the moment of the transfer of ownership of the assets that are the subject of the sale.
The offense can be charged exclusively with intent, including general intent.
The Decree provides for the application of a pecuniary penalty from 400 to 1000 units.
If the product or profit is of a significant amount, the penalty is increased up to 10 times that product or profit.
Example of relevant conduct: given that Delta Contract, at present, is not listed, it is not imaginable, even abstractly, for this case to occur.

Art. 185 TUF: Market manipulation
"Anyone who disseminates false information or carries out simulated transactions or other artifices concretely capable of causing a significant alteration in the price of financial instruments shall be punished by imprisonment from one to six years and by a fine from twenty thousand to five million euros."
1-bis. Anyone who has committed the act through buy or sell orders or transactions carried out for legitimate reasons and in accordance with accepted market practices, pursuant to Article 13 of Regulation (EU) No 596/2014, is not punishable.
The judge may increase the fine up to triple or up to the greater amount of ten times the product or the profit obtained from the crime when, due to the significant offensiveness of the act, the personal qualities of the offender, or the extent of the product or the profit obtained from the crime, it appears inadequate even if applied at the maximum".
This case is also intended to protect the integrity of the market.
With reference to the objective element, it presents a substantial analogy with the constituent elements of the crime of stock manipulation.
In fact, the conduct consists in the dissemination of false information or the carrying out of simulated transactions or other artifices, concretely capable of causing a significant alteration in the price of listed financial instruments.
It is specified that:

- "News" means a sufficiently precise indication of factual circumstances; therefore, simple rumors, the so-called "rumors," and subjective forecasts are not sufficient. News is false when, by creating a false representation of reality, it is such as to mislead operators, causing an irregular rise or fall in prices.

- the element of dissemination is not deemed present when the news has not been spread or made public, but is directed only to a few people;

- Simulated transactions include both the transactions that the parties in no way intended to carry out, and transactions that appear different from those actually intended;

- for the offense to be established, it is sufficient that the news or the artifice is capable of producing the effect of a significant alteration in the price of listed financial instruments;

- "other artifices" refers to "any conduct which, through deception, is suitable for altering the

normal course of prices".

Since the behaviors that may give rise to the case under examination are common and similar to those that are relevant in the context of the crime of market manipulation, the identification of the sensitive activities that the Company may engage in during the typical conduct of this crime is performed concurrently with the crimes contemplated in this Special Part. In any case, the crime of market manipulation applies only to unlisted financial instruments and may also refer to the shares of the Company itself.

The provision in question has also undergone various modifications: initially, by Art. 4, paragraph 8, letters A) and c) of Legislative Decree no. 107 of August 10, 2018, "Rules for adapting national legislation to the provisions of Regulation (EU) no. 596/2014, on market abuse and repealing Directive 2003/6/EC and Directives 2003/124/EU, 2003/125/EC and 2004/72/EC", which introduced paragraphs 1 bis and 2 ter; subsequently, by Art. 26, paragraph 1, letter d) of Law no. 238 of December 23, 2021, "Provisions for the fulfillment of obligations deriving from Italy's membership in the European Union - European Law 2019-2020", which repealed paragraphs 2-bis and 2-ter.

Example of relevant conduct: given that, at present, the Company is not listed, the realization of such a circumstance does not appear imaginable.

Art. 187-quinquies TUF: Liability of the entity

The entity shall be punished with an administrative pecuniary penalty of twenty thousand euros up to fifteen million euros, or up to fifteen percent of the turnover, when such amount is higher than fifteen million euros and the turnover is determinable pursuant to Article 195, paragraph 1-bis, in the event that a violation of the prohibition referred to in Article 14 or the prohibition referred to in Article 15 of Regulation (EU) No. 596/2014 is committed in its interest or to its advantage:

a) by persons who hold positions of representation, administration, or management of the entity or of one of its organizational units endowed with financial or functional autonomy, as well as by persons who exercise, even de facto, the management and control of the same;

b) by persons under the direction or supervision of one of the subjects referred to in letter a).

[…]"

The case under examination expressly refers, for the purposes of administrative liability, to other cases regarding market abuse:

Art. 14 Regulation (EU) No 596/2014: Prohibition of insider dealing and of unlawful disclosure of inside information

"It is not allowed:

a) abusing or attempting to abuse inside information;

b) recommend that others abuse inside information or induce others to abuse inside information; or

c) unlawfully disclose inside information".

Art. 15 Regulation (EU) 596/2014: Prohibition of market manipulation

"It is not permitted to engage in market manipulation or to attempt to engage in market manipulation."

The cases referred to in Articles 14 and 15 of Regulation (EU) 596/2014 apply, pursuant to Article 2 of Regulation (EU) 596/2014, to financial instruments.

The sensitive activities pursuant to Art. 25-sexies of Decree 231/2001.

Given that the company is not listed, the types of offenses in question cannot be committed within Delta Contract and, therefore, the Company does not have protocols in place to safeguard against crime risks pursuant to Art. 25 sexies of the Decree.

11. WORKPLACE SAFETY

Article 25-septies of the Decree, entitled "Manslaughter or serious or very serious injuries committed in violation of the rules on the protection of health and safety at work", was introduced by Law no. 123 of August 3, 2007, and subsequently amended by Article 300 of Legislative Decree no. 81 of April 9, 2008.
Law no. 123/07 introduced, among the crimes that can give rise to the entity's liability, manslaughter and serious or very serious negligent injury, committed in violation of the rules for the protection of workers' health and safety.
It is highlighted that the mentioned crimes are negligent in nature, unlike all the others included in the Decree, which are, instead, exclusively intentional in nature.
The crimes to which Article 25-septies expressly refers are contained in Chapter I of Title XII of Book II of the Penal Code, or rather, they are part of the "Crimes against the person and individual safety."
The topic of health and safety in the workplace has been the subject of significant regulatory changes by the Legislator, most recently with Decree-Law no. 19 of 2024 containing “Further urgent provisions for the implementation of the National Recovery and Resilience Plan (PNRR),” converted with amendments into Law no. 56 of April 29, 2024. The PNRR Decree introduced important provisions regarding the prevention and combating of undeclared work, providing for a series of regulatory and contribution benefits, labor costs in both public and private contracts, an increase in penalties in the case of "undeclared work" labor, as well as the re-criminalization of the supply of labor, subcontracting, and secondment without requirements.
Art. 29 paragraph 19, letters a) and c-bis) of the same PNRR Decree rewrote Art. 27 of Legislative Decree 81/2008, providing for the qualification of companies through credits (the so-called construction license).
They are:

- Art. 589 of the Penal Code: Manslaughter;
- Art. 590 of the Criminal Code: Negligent personal injury.

Art. 589 of the Penal Code: Manslaughter.

Whoever causes the death of a person through negligence is punished with imprisonment from six months to five years.

If the act is committed in violation of the rules for the prevention of occupational accidents, the penalty is imprisonment from two to seven years.
Whoever causes the death of a person through negligence shall be punished with imprisonment from six months to five years.
If the act is committed in the unauthorized practice of a profession for which a special State license is required, or of a healthcare profession, the penalty is imprisonment from three to ten years.
In the case of the death of more than one person, or the death of one or more persons and injuries to one or more persons, the penalty to be imposed shall be that which should be applied for the most serious of the violations committed, increased up to threefold, but the penalty may not exceed fifteen years.
Manslaughter is a crime of event that is consummated at the time and place in which the death of the passive subject of the crime occurs. The subjective element required is fault, including generic

fault, to be understood as negligence, imprudence, and malpractice.
With regard to the aggravating circumstance provided for by paragraph 2, namely the commission of the crime through the violation of accident prevention regulations, the Court of Cassation has specified that, from the perspective of negligence, it exists not only when the violation of specific regulations for the prevention of accidents at work is charged (so-called specific negligence), but also when the charge concerns the omission of the adoption of measures or precautions for the most effective protection of the physical integrity of workers, in violation of Article 2087 of the Civil Code. Therefore, this obligation placed upon the entrepreneur, even if of an "abstract and admonitory" value, is also included among the accident prevention regulations.
Finally, the case law of the Court of Cassation agrees that the employer's liability should be excluded only in the event of abnormal behavior by the worker, and on this point, it was recently stated that "the worker's conduct can be considered abnormal and suitable to exclude the causal link between the employer's conduct and the injurious event, not so much when it is unforeseeable, but rather when it is such as to activate an eccentric or exorbitant risk outside the sphere of risk governed by the party holding the position of guarantee, or when it was carried out completely autonomously and in an area extraneous to the duties assigned to them and, as such, outside of any foreseeability on the part of the employer, or it falls within them, but has translated into something that, radically as well as ontologically, is far from the conceivable and, therefore, foreseeable, imprudent choices of the worker in the execution of the work" (Cass. Pen., Sec. IV, no. 46841/2023).
Manslaughter is a crime of event that is consummated at the time and place in which the death of the victim of the crime occurs. The required subjective element is guilt, even generic, to be understood as negligence, imprudence, and malpractice.
The financial penalty provided for by the Decree ranges from 250 to 500 shares, and the disqualification penalty ranges from 3 to 12 months.
Example of relevant conduct: Tizio, an operational employee of a limited company, dies due to a fall caused by the failure to signal ongoing work at the Company's premises.

Art. 590 of the Penal Code: Negligent personal injury.
"Whoever negligently causes personal injury to another shall be punished with imprisonment for up to three months or with a fine of up to 390 euros."
If the injury is serious, the penalty is imprisonment from one to six months or a fine from 123 euros to 619 euros; if it is very serious, imprisonment from three months to two years or a fine from 309 euros to 1239 euros.
If the acts referred to in the second paragraph are committed in violation of the rules for the prevention of workplace accidents, the penalty for serious injuries is imprisonment from three months to one year or a fine from 500 to 2000 euros, and the penalty for very serious injuries is from one to three years.
If the facts referred to in the second paragraph are committed in the unauthorized practice of a profession for which special State authorization or a medical practice is required, the penalty for serious injuries is imprisonment from six months to two years, and the penalty for very serious injuries is imprisonment from one year and six months to four years.
In the case of injuries to multiple people, the penalty to be applied is that which should be imposed for the most serious of the violations committed, increased up to triple; but the penalty of imprisonment cannot exceed five years.
The crime is punishable upon complaint by the injured party, except in the cases provided for in the first and second paragraphs, limited to acts committed in violation of the regulations for the prevention of workplace accidents or relating to occupational hygiene or that have resulted in an occupational disease.

The definition of bodily harm is contained in Art. 582 of the Criminal Code, headed "Intentional bodily harm": bodily harm occurs whenever the perpetrator causes an illness in the victim of the crime, that is, any anatomical or functional alteration of the organism, even if localized and not affecting the general organic conditions. Art. 590 of the Criminal Code, in regulating the negligent form of bodily harm, refers to the same concept. The crime is instantaneous with an event of damage (thus Court of Cassation, June 2, 2006, no. 6511) and is consummated upon the occurrence of the harm, although the effects may be permanent. The subjective element of the crime is generic negligence, or, as for negligent homicide, specific negligence when it derives from the violation of accident prevention or road traffic regulations.
Negligent personal injury can be:

- mild or very mild: if it results in an illness or an incapacity to attend to ordinary occupations that does not exceed 40 days;
- serious (art. 583 paragraph 1 of the Italian Penal Code):

a) if the act results in an illness that puts the life of the offended person in danger, or an illness or an inability to attend to ordinary occupations for a period exceeding 40 days;

b) if it results in the permanent weakening of a sense or an organ;

- very serious (art. 583, paragraph 2 of the Penal Code):

a) if the act results in a certainly or probably incurable illness;

b) if the loss of a sense derives from the fact;

c) if the act results in the loss of a limb, a mutilation that renders it unusable, the loss of the use of an organ or of the ability to procreate, or a permanent and serious incapacity for speech;

d) the deformation, or the permanent disfigurement of the face.

It is specified that the injuries that are relevant for the configurability of liability on the part of the entity are those that are serious or very serious.
The crime is prosecuted upon the complaint of the injured party, except in cases where the act was committed in violation of accident prevention regulations, a case which, moreover, is relevant for the purposes of Legislative Decree no. 231/01.
The pecuniary penalty provided for by the Decree is not more than 250 units and the disqualification penalty is not more than 6 months.
Example of relevant conduct: Tizio, a machine operator for a limited company, has the fingers of one hand severed due to the improper use of a machine for which he had not received adequate training.

The sensitive activities pursuant to Art. 25-septies of the Decree

- **Employer's obligations and, in particular, risk assessment activities and consequent; preparation of the DVR;**
- allocation of an annual budget for expenditure on workplace safety;
- management of the employment relationship;
- staff training;
- proper fulfillment of legal obligations regarding accident prevention, with particular reference to machinery (safety standards and methods of use);

- Outsourcing of works, services, and supplies to third-party companies.

General principles of conduct.

The Company has already prepared a Risk Assessment Document (DVR), where all hazards actually applicable in terms of workplace safety are located, appropriately coded.

The DVR must be constantly updated in relation to any new prevention needs, and this Model constitutes a further safeguard.

As a further monitoring and control system for safety, the Employer has appointed a Head of the Prevention and Protection Service (see Protocol - Workplace Safety).

The Model does not intend to replace the legal prerogatives and responsibilities assigned to the subjects identified by Legislative Decree 81/2008.

It constitutes, instead, a further control measure to verify the existence, effectiveness, and adequacy of the structure and organization implemented in compliance with the special regulations in force regarding accident prevention and the protection of safety and health in the workplace.

Area of Doing.

All work activities must be carried out in compliance with the applicable laws and regulations, the Company's Corporate Governance principles, the rules of the Code of Ethics, and the General Principles of conduct outlined in the Special Part of this Model.

In compliance with current regulations, the Company – and, specifically, each individual within the scope of their own responsibilities – undertakes to:

- adopt an organization capable of preventing the risks of crimes related to hygiene, health, and safety at work;
- allocate an adequate budget for staff training;
- ensure that staff training is actually carried out;
- properly inform employees about the DVR;
- in general, comply with the relevant standards required by law, by internal procedures, as well as by the Operating Protocols regarding workplace safety (cf. Workplace Safety Protocol).

Area of Non-Doing.

It is forbidden to:

- engaging in imprudent, negligent, or unskilled behavior that may create a danger to one's own safety and/or that of others;
- omitting reports of near misses or concealing events whose occurrence has constituted a potential danger to the health and safety of workers;
- omit or refuse to participate in training courses;
- performing work duties without having received adequate operational instructions or without having participated in adequate training, for example by using machinery without having previously received adequate training or in conditions of manifest insecurity;
- asking workers to resume their activities in a work situation where a serious and immediate danger persists, or asking them to carry out activities with equipment lacking the safety requirements provided by law;
- underestimating expense items with an impact on occupational health and safety.

Protocols to safeguard against crime risks pursuant to Art. 25-septies of Legislative Decree 231/2001:

- ⇒ **PO – 07 Occupational safety.**
- ⇒ Documents pursuant to Legislative Decree 81/2008.

12 CRIMES AGAINST PROPERTY BY FRAUD

Legislative Decree no. 231 of November 21, 2007, concerning the implementation of the third Anti-Money Laundering Directive, introduced into Decree 231/01, with art. 25-octies, some of the crimes against property through fraud.
Furthermore, Law no. 186 of December 15, 2014, titled "Provisions regarding the emergence and repatriation of capital held abroad as well as for strengthening the fight against tax evasion. Provisions regarding self-laundering," introduced Article 648-ter.1, titled "self-laundering," into the penal code, and also amended Article 25-octies of Legislative Decree no. 231 of 2001, inserting the newly coined offense into the catalog of 231 crimes. Subsequently, Legislative Decree no. 90 of May 25, 2017, in implementation of Directive (EU) 2015/849, rewrote Decree 231/2007: the inclusion of the crimes contained in Article 25-octies was confirmed; the supervisory and reporting obligations of control bodies within obligated entities were modified, and the Supervisory Body (OdV) was excluded from the list of subjects subject to such obligations, pursuant to articles 46 and 51 of Legislative Decree 231/2007 (whereas it was previously included pursuant to the repealed article 52 of Legislative Decree 231/2007). Lastly, Legislative Decree no. 125/2019, which entered into force on November 10, 2019, made further significant amendments to Legislative Decree no. 231/2007.
The crimes identified by art. 25-octies are:

- Art. 648 Penal Code: Receiving stolen goods;
- Art. 648 bis of the Penal Code: Money laundering;
- Art. 648 ter of the Italian Penal Code: Employment of money, goods, or assets of illicit origin;
- Art. 648 ter.1 of the Penal Code: Self-laundering.

Art. 648 Penal Code: Receiving stolen goods

"Apart from cases of complicity in the crime, anyone who, in order to procure a profit for themselves or for others, purchases, receives, or conceals money or things originating from any crime, or in any way intervenes in causing them to be purchased, received, or concealed, is punished with imprisonment from two to eight years and with a fine from 516 euros to 10,329 euros. The penalty is increased when the fact concerns money or things originating from crimes of aggravated robbery pursuant to Article 628, third paragraph, of aggravated extortion pursuant to Article 629, second paragraph, or of aggravated theft pursuant to Article 625, first paragraph, no. 7-bis."

The penalty is imprisonment from one to four years and a fine from 300 euros to 6,000 euros when the act concerns money or things originating from a contravention punishable by arrest of more than one year at most or at least six months at minimum.

The penalty is increased if the act is committed in the exercise of a professional activity.

If the act is of particular tenuity, the penalty of imprisonment of up to six years and a fine of up to 1,000 euros shall apply in the case of money or things coming from a crime, and the penalty of imprisonment of up to three years and a fine of up to 800 euros in the case of money or things

coming from a contravention.

The provisions of this article shall also apply when the perpetrator of the crime from which the money or items are derived is not imputable or is not punishable, or when a condition of proceedability referring to such a crime is lacking.

In order for the crime of receiving stolen goods to be established, it is necessary that another, antecedent crime has been committed, in which the acting subject, however, must not have participated.

The criminally relevant conduct consists of purchasing, receiving, or concealing money or things that come from another crime, or of carrying out an activity aimed at the purchase, receipt, or concealment of the same by other parties.

The crime is consummated when the agent carries out one of the conducts listed above without the intervention having found concrete realization, in the case where he intervenes to have another subject acquire, receive, or conceal money or things originating from a crime.

According to the most authoritative jurisprudence of the Court of Cassation (cf. Joint Sections 30 March 2010 no. 12433), receiving stolen goods is compatible with eventual intent (dolus eventualis): the crime is, therefore, attributable to the subject when the agent has represented to themselves the concrete possibility that the item originated from a crime, accepting the risk thereof, while on the other hand, the aforementioned subjective element cannot be inferred from mere grounds of suspicion.

The pecuniary penalty provided for by the Decree ranges from 200 to 800 shares. In the event that the money, goods or other assets come from a crime for which a maximum penalty of imprisonment of more than 5 years is established, a pecuniary penalty from 400 to 1000 shares shall be applied. The applicable disqualification penalty is for a duration not exceeding 2 years.

Example of relevant conduct: Tizio, a purchasing officer for a joint-stock company, purchases, as a company mobile phone, a device that he knows to be stolen goods.

Art. 648 bis of the Criminal Code: Money Laundering

"Except in cases of complicity in the crime, anyone who replaces or transfers money, goods, or other assets derived from a crime, or who carries out, in relation to them, other operations so as to hinder the identification of their criminal origin, is punished with imprisonment from four to twelve years and with a fine from 5,000 euros to 25,000 euros."

The penalty is imprisonment from two to six years and a fine from 2,500 to 12,500 euros when the act concerns money or things originating from a misdemeanor punishable by arrest exceeding a maximum of one year or a minimum of six months.

The penalty is increased when the act is committed in the exercise of a professional activity.

The penalty is reduced if the money, assets, or other utilities originate from a crime for which a maximum penalty of less than five years of imprisonment is established.

"The last paragraph of Article 648 shall apply."

As in the criminal case previously analyzed, for the crime of money laundering to be established, the existence of a predicate offense is necessary, not necessarily of an intentional nature, in which the agent has not participated in any way.

This common criminal offense protects, in addition to assets, the administration of justice, public order, and the economic-financial order. The criminally relevant conduct may consist of: (i) replacing or transferring money, goods, or other assets deriving from a non-negligent crime; (ii) carrying out operations aimed at hindering the identification of the criminal origin of the money, goods, or other assets.

The crime is committed with the replacement, transfer, or execution of operations aimed at hindering the identification of the illicit origin of money, goods, or other assets.

The subjective element is generic intent, understood as the consciousness and will to carry out the

described conduct with the awareness or, at the very least, accepting the risk (eventual intent) that the object of the crime comes from a felony.
Finally, it is appropriate to remember that, if the criminally relevant conduct is carried out in the exercise of a professional activity, the penalty is increased.
A reduction in the penalty, on the other hand, is provided by law when the object of the crime comes from a crime punished, with a penalty of less than five years at maximum.
The pecuniary penalty provided for by the Decree ranges from 200 to 800 shares. In the event that the money, goods, or other assets derive from a crime for which a maximum penalty of imprisonment of more than 5 years is established, a pecuniary penalty of 400 to 1000 shares shall apply. The applicable disqualification sanction is for a duration not exceeding 2 years.
Example of relevant conduct: Tizio, director of a joint-stock company, has the savings from tax crimes committed by a third-party company transferred to the corporate current account, qualifying them as payments for supplies.

Art. 648-ter of the Italian Penal Code: Employment of money, goods, or assets of illicit origin

"Anyone who, outside the cases of complicity in the crime and the cases provided for by articles 648 and 648 bis, employs money, goods or other assets originating from a crime in economic or financial activities, is punished with imprisonment from four to twelve years and with a fine from 5,000 to 25,000 euros.
The penalty is imprisonment from two to six years and a fine from 2,500 euros to 12,500 euros when the act concerns money or items originating from a contravention punishable by arrest exceeding a maximum of one year or a minimum of six months.
The penalty is increased when the act is committed in the exercise of a professional activity.
The penalty is reduced in the case referred to in the fourth paragraph of art. 648.
The last paragraph of Article 648 shall apply".
Given the subsidiarity clause in the incipit of the provision, the crime is configured when the types of receiving stolen goods and money laundering are not relevant, as well as outside the hypotheses of complicity in these crimes.
The criminally relevant conduct is the use, also understood as investment, of illicit proceeds in economic-financial activities. For the crime to be consummated, it is not necessary for a profit to have been obtained from the illicit conduct.
The subjective element required by the provision is generic intent, which is to be understood as the agent's awareness of using money, goods, or other assets that come from a crime.
The monetary penalty provided for by the Decree ranges from 200 to 800 units.
In cases where money, assets, or other benefits originate from a crime for which a maximum penalty of imprisonment exceeding 5 years is established, a pecuniary penalty of 400 to 1000 units applies. The applicable disqualification penalty is for a duration not exceeding 2 years.
Example of relevant conduct: Tizio, director of a capital company, systematically invests money derived from various scams (in which he did not participate) in stocks.

Art. 648 ter.1 of the Penal Code: Self-laundering

"A penalty of imprisonment from two to eight years and a fine from 5,000 to 25,000 euros shall be applied to anyone who, having committed or participated in the commission of a crime, employs, replaces, or transfers, in economic, financial, entrepreneurial, or speculative activities, money, goods, or other assets resulting from the commission of such crime, in such a way as to concretely hinder the identification of their criminal origin."
The penalty is imprisonment from one to four years and a fine from 2,500 euros to 12,500 euros when the act concerns money or things deriving from a misdemeanor punishable by arrest exceeding in the
a maximum of one year or a minimum of six months.

The penalty is reduced if the money, goods, or other utilities originate from a crime for which a maximum penalty of less than five years of imprisonment is established.
The penalties provided for in the first paragraph shall apply in any case if the money, assets, or other utilities originate from a crime committed under the conditions or with the purposes referred to in Article 416 bis.1.
Except for the cases referred to in the preceding paragraphs, conduct where money, goods, or other utilities are intended for mere use or personal enjoyment is not punishable.
The penalty is increased when the acts are committed in the exercise of a banking or financial activity or other professional activity.
The penalty is reduced by up to half for those who have effectively worked to prevent the conduct from having further consequences or to secure evidence of the crime and the identification of the assets, money, and other utilities derived from the crime.
The last paragraph of article 648 shall apply".
With regard to the crime of money laundering, the new criminal offence punishes anyone who, having committed or participated in the commission of a crime (of any nature), replaces, transfers, or employs in economic or financial, as well as entrepreneurial or speculative activities, money, goods, or other assets originating from the commission of said crime, in such a way as to concretely hinder the identification of their illicit origin.
Therefore, the active subject is the person who committed the so-called predicate offense, the proceeds of which flow into the new crime. It is therefore a "proper crime" (a crime that can only be committed by a specific category of people).
Upstream of the new crime of self-laundering, all crimes that are concretely capable of providing the perpetrator with a supply of money or other assets or benefits can be configured: for example, corruption, tax evasion and any tax crime, misappropriation of company assets, embezzlement, false corporate communications, crimes against public faith, corruption between private individuals, as well as self-laundering itself.
The use of money, goods, or other assets for personal purposes is not punishable.
The pecuniary sanction provided for by the Decree ranges from 200 to 800 quotas. In the event that the money, goods, or other utilities originate from a crime for which a maximum penalty of imprisonment of more than 5 years is established, a pecuniary sanction of 400 to 1000 quotas shall apply. The applicable prohibitive sanction has a duration of no more than 2 years.
Example of relevant conduct: Tizio, director of a limited company, uses the cost savings derived from tax crimes to pay for supplies.

The sensitive activities pursuant to Art. 25-octies of Legislative Decree 231/01.
From the analysis conducted, the following areas at risk of crime emerge:

- *management of financial flows;*
- management of purchasing procedures for goods or services;
- stipulation and execution of contracts;
- preparation of income tax returns or withholding tax returns, VAT returns, as well as other returns functional to the settlement of taxes in general;
- billing management;
- In general, Sensitive Activities relevant to tax risk.

General principles of behavior.

Area of Doing.
Delta Contract conforms its activity to the compliance with the following general principles, imposing the obligation on anyone operating in/for/with the Company to:

- verify the commercial and professional reliability of suppliers and consultants;
- verify that cash receipts are fully tracked, both commercially and fiscally, and that, in any case, they do not exceed legal limits;
- ensure the traceability of the phases of the decision-making process relating to financial and corporate relations with third parties;
- keep the documentation supporting economic-financial operations;
- carry out financial transactions, taking care to verify that they always take place through authorized financial intermediaries;
- Do not accept goods, services, or other benefits for which there is no written order/contract.

Area of not doing.
In any case, it is forbidden:

- **maintain relationships with individuals known or suspected of belonging to criminal organizations or otherwise operating outside the law;**
- use anonymous instruments for carrying out large transfer operations.

In the implementation of the aforementioned behavioral principles, the Company adopts the following organizational criteria, relating to the various operational processes.

Supplier relations.

- **Adequate supplier verification activities must be carried out in accordance with the Operating Protocols provided for in this Model;**

Relationships with Consultants and Collaborators.

- **Consultants and collaborators must be chosen on the basis of precise requirements of integrity, professionalism, and competence, in relation to their reputation and reliability, specifically vetted through the phases of the specific procedure adopted;**
- All contracts with consultants and collaborators do not have to be defined in writing in all their terms and conditions;
- The compensation of consultants and collaborators must be adequately justified by the assignment conferred and must be reasonable, in consideration of existing market practices and/or current rates;
- No payment to consultants and collaborators can be made in cash.
- Contracts with suppliers, consultants, and collaborators must include clauses for adherence to the Company's Code of Ethics and Operating Protocols where applicable (see par. 2, Terminology, External Recipients).

Protocols to safeguard against crime risk:

⇒ **PO-02**

⇒ PO-03

⇒ PO-05

13. CRIMES REGARDING NON-CASH PAYMENT INSTRUMENTS and fraudulent transfer of VALUES

The relevant types of crime

With Legislative Decree no. 184/2021, the catalog of predicate offenses was extended to the crimes referred to in articles 493-ter, 493-quater, and 640-ter, second paragraph, of the Penal Code, through the introduction of article 25-octies.1 of Legislative Decree 231/2001, entitled "Crimes regarding payment instruments other than cash." Law 137/2023 intervened again in the catalog of predicate offenses and included in the list of crimes under article 25-octies.1, paragraph 2-bis, also the "crime of fraudulent transfer of values" (art. 512-bis of the Penal Code), also modifying the title to "Crimes regarding payment instruments other than cash and fraudulent transfer of values."

The crimes identified by art. 25-octies.1 are:

- Art. 493-ter of the Penal Code: Undue use and falsification of payment instruments other than cash;
- Art. 493-quater of the Penal Code: Possession and distribution of equipment, devices, or computer programs intended to commit crimes regarding non-cash payment instruments;
- Art. 640-ter of the Italian Penal Code: Computer fraud aggravated by the execution of a transfer of money, monetary value, or virtual currency;
- Art. 512-bis of the Italian Penal Code: Fraudulent transfer of assets.

Art. 493 ter of the Italian Penal Code: Undue use and falsification of payment instruments other than cash

"Anyone who, in order to profit for themselves or others, unduly uses, without being the holder, credit or payment cards, or any other similar document that enables the withdrawal of cash or the purchase of goods or the provision of services, or in any case any other payment instrument other than cash, is punished with imprisonment from one to five years and with a fine from 310 euros to 1,550 euros. The same penalty applies to anyone who, in order to profit for themselves or others, falsifies or alters the instruments or documents referred to in the first period, or possesses, transfers, or acquires such instruments or documents of illicit origin or in any case falsified or altered, as well as payment orders produced with them."

[…]".

The legal interest protected by the provision under examination is the protection of assets, as well as the fairness of credit circulation. The punishable conduct is that of the individual who makes use of credit cards of which they are not the holder, in order to profit from them – even without having stolen them – and the conduct of anyone who attempts to falsify a credit card, in order to profit from it, is also punished.

The consummation moment of the crime is the moment in which the credit cards are used; therefore, the actual attainment of a profit is not required, provided that the specific intent is established.
The subjective element required by the case in question is, therefore, specific intent, that is, the aim of unduly obtaining a profit for the perpetrator or for a third party.
The pecuniary penalty provided for by the Decree ranges from 300 to 800 quotas, and the disqualification sanctions referred to in Art. 9, paragraph 2, of Legislative Decree 231/2001 apply to the entity.
Example of relevant conduct: Tizio, an employee of company x, improperly uses a credit card given to him by the owner, making, in addition to the delegated transaction, other unauthorized cash withdrawals in favor of the company.

Art. 493-quater of the Criminal Code: Possession and dissemination of equipment, devices, or computer programs intended to commit crimes regarding payment instruments other than cash
"Unless the act constitutes a more serious crime, anyone who, in order to use them or allow others to use them in the commission of crimes concerning payment instruments other than cash, produces, imports, exports, sells, transports, distributes, makes available, or in any way procures for themselves or for others equipment, devices, or computer programs which, due to their technical-constructive or design characteristics, are built primarily to commit such crimes, or are specifically adapted for the same purpose, shall be punished with imprisonment of up to two years and a fine of up to 1000 euros. […]"
The provision was introduced by Legislative Decree 184/2021 and refers to cases of possession and dissemination of equipment and devices or computer programs intended to commit certain crimes with reference to non-cash payment instruments. The provision in question aims to prevent the production, import, export, sale, or distribution of any equipment, device, and/or computer program that, due to its technical characteristics, is capable of undermining public security and trust in the use of non-cash payment instruments.
"Cashless payment instruments" refers to devices, objects, or protected records, electronic money, and virtual currencies used for the transfer of money or other monetary values through digital means of exchange. The notion, therefore, has a very broad scope: it contemplates all payment methods that allow for the management of monetary flows in electronic format, with a view to also including new channels, such as mobile apps, which allow the use of prepaid electronic cards, electronic meal vouchers, fuel cards, etc.
In other words, these are payment methods that may also be completely dematerialized, such as digital payment instruments that are becoming increasingly widespread today. Among these: computer equipment or devices that allow for any transfer of money (such as more traditional POS terminals, or the more recent SumUp POS terminals); payment platforms (e.g., home banking, PayPal, PagoPA); so-called m-payment services, which allow payment transactions to be made via smartphones or other mobile devices (e.g., Satispay, Google Pay, Amazon Pay, etc.).
Furthermore, Article 1 of Legislative Decree 184/2021 – by referring to the regulatory category of "digital means of exchange" – also includes "digital currencies," identified as "a digital representation of value that is not issued or guaranteed by a central bank or a public authority, is not necessarily attached to a legally established currency, and does not possess the legal status of currency or

money, but is accepted by natural or legal persons as a means of exchange, and which can be transferred, stored, and traded electronically." The reference is, for example, to cryptocurrencies, such as Bitcoin or Ethereum.
Money laundering represents the main risk associated with the use of virtual currencies. Many users could purchase virtual currencies with funds of illicit origin and exploit the particular operating methods of this technology to "launder," the so-called "dirty" money.
The pecuniary sanction provided for by the Decree is up to 500 units, and the disqualifying sanctions referred to in art. 9, paragraph 2 of Legislative Decree 231/2001 apply to the entity.

Art. 640 ter, second paragraph, Italian Penal Code: Computer fraud
"[…]. The penalty is imprisonment from one to five years and a fine from 309 euros to 1,549 euros if one of the circumstances provided for in number 1) of the second paragraph of article 640 occurs, or if the act results in a transfer of money, monetary value, or virtual currency, or is committed by abusing the capacity of a system operator. […]".
The case referred to in Art. 640-ter of the Italian Penal Code is intended to protect both the confidentiality and regularity of computer systems and the assets of others. The case in question has the same structure and therefore the same constituent elements as fraud; what differentiates the two cases is that the fraudulent activity does not target a person but rather a computer system.
The pecuniary sanction provided for by the Decree is up to 500 units, and the disqualifying sanctions referred to in Art. 9, paragraph 2 of Legislative Decree 231/2001 apply to the entity.

Art. 512-bis of the Italian Penal Code: Crime of fraudulent transfer of assets
"Unless the act constitutes a more serious crime, anyone who fictitiously attributes to others the ownership or availability of money, goods, or other assets in order to evade the legal provisions regarding asset prevention measures or smuggling, or to facilitate the commission of one of the crimes referred to in articles 648, 648-bis, and 648-ter, shall be punished with imprisonment from two to six years. The same penalty as referred to in the first paragraph applies to anyone who, in order to evade the provisions regarding anti-mafia documentation, fictitiously attributes to others the ownership of businesses, corporate shares, or stocks, or corporate positions, if the entrepreneur or the company participates in procedures for the awarding or execution of contracts or concessions."
The crime under Article 512-bis of the Italian Penal Code, most recently amended by Law Decree 19/2024, acts as a precursor offense to the commission of other crimes and can be committed through multiple simulated transactions aimed at evading the asset prevention provisions provided for by the Anti-Mafia Code or other applicable legal measures intended to seize assets of illicit origin.
Fraudulent transfer of values is a crime of specific intent involving abstract danger and instantaneous consummation, for which it is sufficient for the offender to execute any legal transaction for the purpose of evading the legal provisions regarding asset prevention measures, regardless of whether the predetermined goal is actually achieved.
The crime referred to in Article 512-bis of the Criminal Code is consummated at the moment in which the simulated transaction is concluded and the apparent transfer of the asset takes place, or when the fictitious registration is effectuated, which represents a legal situation that is merely apparent and at variance with reality, a sham legal representation of the ownership or availability of

the asset, and the conscious maintenance of such a situation having the sole purpose of avoiding the regulations that provide for the application of preventive measures and smuggling.
In many cases, the elusive purpose of asset transfers turns out to be subsequent to the commission of tax offenses such as evasion or more specific crimes contemplated by Legislative Decree 74/2000.
Also frequent is the transfer of quotas or shares carried out for the sole purpose of distancing oneself from the company structure, as is obviously only apparent: in reality, the person who has divested themselves of the ownership of the quotas or shares in fact continues their activity as a director or hidden partner and therefore continues to take an active part in the management of the entity and in the distribution of profits connected to the company's activity. The pecuniary sanction provided for by the Decree ranges from 250 to 600 quotas, and the prohibitive sanctions referred to in art. 9 paragraph 2 of Legislative Decree 231/2001 apply to the entity.
Example of relevant conduct: Tizio, director of a limited company, uses the cost savings derived from tax crimes to pay for supplies
By way of example, one can cite the transfer of quotas or shares carried out in order to distance oneself from the company's structure only apparently, since the person who has formally divested themselves of the ownership of the quotas or shares continues in fact to determine its activity as a director or hidden partner and to participate in the management and profits deriving from the entrepreneurial activity.

Sensitive activities pursuant to Art. 25-octies.1 of Decree 231/01
It is believed that the types of crimes referred to in Art. 25 octies.1 do not all have the same relevance within the Company.
The case referred to in Article 640-ter, second paragraph, of the Italian Criminal Code does not appear to have significant relevance for the purposes the Model intends to achieve, taking into account the IT assets used by the Company in the scope of its typical activities and the technical skills of its resources.
With reference to the types of crimes referred to in Articles 493-ter and 493-quater of the Criminal Code, it is believed that the risk that such criminal conduct could be carried out for the benefit or in the interest of the Company is very low, taking into account the typical business activities and commercial flows maintained by it.
It is therefore considered that the abstractly sensitive activities could fall – albeit abstractly – only under the criminal offence referred to in Art. 512-bis of the Criminal Code.

Following the Gap Analysis, the areas potentially at risk of crime, in a situation of the Company's normal and ordinary operations, are the following:

- Customer relations;
- Capital increases;
- Contributions, transformations, or admission of new partners into the company;
- Transfer of shares;
- management of financial flows;
- management of purchasing procedures for goods or services;
- stipulation and execution of contracts.

General principles of conduct.

Area of Doing.

Delta Contract conforms its activities to compliance with the following general principles, imposing an obligation on anyone operating in/for/with the Company to:

- ensure the traceability of the collection phases;
- keep the documentation supporting the transactions made using any payment instrument;
- check the authenticity of such instruments;
- in any case, use such tools only to allow the customer to pay for the purchased products and using exclusively the appropriate tools made available by the Company for this purpose,
- verify the identity of one's customers.

Area of not doing.

In any case, it is forbidden:

- **using collection methods other than those authorized by the Company;**
- handle customer credit cards or any other device used by them for payment;
- maintain relationships with individuals whose membership in criminal organizations, or in any case, groups operating outside the law, is known or suspected.

Protocols for the mitigation of crime risk:

⇒ **PO-02**

⇒ Purchase Order-03

14. CRIMES REGARDING COPYRIGHT INFRINGEMENT

Article 25-nonies of the Decree was introduced by Law no. 99 of July 23, 2009, in order to protect the moral and economic rights of the author of a creative intellectual work (literary, musical, figurative, cinematographic, photographic, and theatrical works, as well as software and databases). Law no. 143 of October 7, 2024, converted with amendments Law Decree no. 113 of August 9, 2024, containing "Urgent fiscal measures, extensions of regulatory deadlines, and economic interventions," introducing a new provision under Article 174-sexies of Law 633/1941 (Copyright Law).

The relevant types of crime are:

- Art. 171 Law 633/1941;
- Art. 171 bis Law 633/1941;
- Art. 171 ter Law 633/1941;
- Art. 171 septies Law 633/1941;
- Art. 171 octies Law 633/1941;
- Art. 174-sexies Law no. 633/1941.

Art. 171 Law 633/1941

Of Article 171 of Law 633/1941, only the parts reported here are referred to, therefore all other

conduct described by the provision remains outside the list of predicate offenses.
Except as provided for by Article 171 bis and Article 171 ter, anyone who, without being entitled to do so, for any purpose and in any form, is punished with a fine from €51.00 to €2,065.00:
[…];
a bis) makes available to the public, by placing it into a telematic network system, through connections of any kind, a protected work of ingenuity, or part of it;
b) […];
c) […];
d) […]
e) […]
f) […].
[…]
The penalty is imprisonment for up to one year or a fine of not less than € 516.00 if the crimes mentioned above are committed on another person's work not intended for publication, or with usurpation of the authorship of the work, or with deformation, mutilation, or other modification of the work itself, if this results in an offense to the honor or reputation of the author.
[…]".
The violation of art. 171 occurs when someone makes a protected work of ingenuity, or a part of it, available to the public by placing it in a telematic network system through connections of any kind.
It constitutes an aggravating circumstance if the aforementioned conduct concerns another person's works not intended for publication, or is carried out with usurpation of the authorship of the work or with modifications such as to cause offense to the honor or reputation of the author.
The pecuniary sanction provided for by the Decree is applicable up to 500 units, and the disqualification sanctions provided for by Art. 9, paragraph 2, apply for a duration not exceeding 1 year.
Example of relevant conduct: Tizio, responsible for managing the website of a corporation, inserts a link on a page of the site that leads to content protected by copyright.

Art. 171 bis L. 633/1941

"Anyone who abusively duplicates, for profit, computer programs, or for the same purposes imports, distributes, sells, holds for commercial or entrepreneurial purposes, or leases programs contained on media not marked by the Italian Society of Authors and Publishers (SIAE), is subject to the penalty of imprisonment from six months to three years and a fine from €2,582.00 to €15,493.00. The same penalty applies if the act concerns any means intended solely to allow or facilitate the arbitrary removal or functional circumvention of devices applied to protect a computer program. The penalty shall not be less than two years of imprisonment and a fine of €15,493.00 if the act is of significant gravity."
Anyone who, in order to profit therefrom, on media not marked in accordance with this law, reproduces, transfers to other media, distributes, communicates, presents or demonstrates in public the content of a database in violation of the provisions referred to in Articles 64 quinquies and 64 sexies, or carries out the extraction or re-utilization of the database in violation of the provisions referred to in Articles 102 bis and 102 ter, or distributes, sells or leases a database, shall be subject to the penalty of imprisonment from six months to three years and a fine from 2,582 euros to 15,493 euros. The penalty shall not be less than two years of imprisonment and the fine not less than 15,493 euros if the act is of significant gravity.
This crime is committed when actions are taken to unlawfully duplicate, import, distribute, sell, lease, broadcast/transmit to the public, or hold for commercial purposes - or in any case to profit from - computer programs and the contents of protected databases.
The conduct of unauthorized duplication of computer programs, as provided for by Article 171-bis, paragraph 1, is established when it is proven that the duplicated programs were illicitly

purchased from those who sold them and, conversely, there is no evidence that the programs themselves were acquired through free software distribution channels.
Some illustrative examples of such conduct are reported:

- creation of an identical copy of the program, which also includes any variations introduced for the sole purpose of concealing the plagiarism;
- duplication of a single part of the program, provided that it is a part endowed with its own functional autonomy and, in any case, constituting the central core of the program itself;
- utilization of the program itself for the purpose of creating, through modifications and developments, a different computer product;
- "download" of copyright-protected works onto an FTP "server" and, from there, onto other users' computers.

With reference to the second conduct provided for by Article 171-bis, paragraph 2, it has been stated that it cannot fall within the ordinary exercise of the activities of querying programs for private use carried out by authorized users and on the assumption of normal database management. It operates on the condition that the management limits of the collection are exceeded or that damage is caused to the maker, as happens for example in cases of extraction and re-utilization for commercial use aimed at competing unfairly with the maker's product.
Furthermore, the "fumus" (prima facie evidence) of the crime provided for and punished by Article 171 bis exists if the installed programs are unlicensed, as the profit motive can be inferred from their unauthorized duplication.
The pecuniary penalty provided for by the Decree amounts up to 500 units, and the disqualifying sanctions provided for by Art. 9, paragraph 2, apply for a duration not exceeding 1 year.
Example of relevant conduct: Tizio, an operational employee of a corporation, duplicates operating software, obtaining cost savings for the company (resulting from the failure to purchase the license).

Art. 171 ter of Law 633/1941

Anyone who, for the purpose of profit, commits the act for non-personal use, shall be punished with imprisonment from six months to three years and with a fine from 2,582 euros to 15,493 euros:
a) unlawfully duplicates, reproduces, broadcasts or publicly distributes by any means, in whole or in part, a work of intellectual property intended for the television, cinematographic, retail or rental circuit, or records, tapes or similar media, or any other medium containing phonograms or videograms of musical, cinematographic or assimilated audiovisual works, or sequences of moving images;
b) abusively reproduces, transmits or broadcasts in public, by any means, works or parts of literary, dramatic, scientific or educational, musical or dramatic-musical, or multimedia works, even if included in collective or composite works or databases;
c) even if not having participated in the duplication or reproduction, introduces into the territory of the State, holds for sale or distribution, distributes, places on the market, grants for rental or otherwise transfers for any reason, projects in public, transmits by means of television with any procedure, transmits by means of radio, makes listen in public the abusive duplications or reproductions referred to in letters a) and b);
d) holds for sale or distribution, places on the market, sells, rents, transfers for any reason, publicly exhibits, transmits by radio or television using any method, videocassettes, musicassettes, any medium containing phonograms or videograms of musical, cinematographic or audiovisual works or sequences of moving images, or any other medium for which the affixing of a mark is required

pursuant to this law, lacking such mark or equipped with a counterfeit or altered mark;
e) in the absence of an agreement with the legitimate distributor, retransmits or broadcasts by any means an encrypted service received by means of equipment or equipment capable of decoding conditional access transmissions;
f) introduces into the territory of the State, possesses for sale or distribution, distributes, sells, rents out, transfers under any title, commercially promotes, installs devices or elements of special decoding that allow access to an encrypted service without payment of the required fee;
f-bis) manufactures, imports, distributes, sells, rents, transfers for any consideration, advertises for sale or rental, or possesses for commercial purposes, equipment, products or components or provides services which have the primary purpose or commercial use of circumventing effective technological measures referred to in Article 102 quater or are primarily designed, produced, adapted or performed for the purpose of enabling or facilitating the circumvention of said measures. Technological measures include those applied, or which remain, following the removal of such measures as a result of a voluntary initiative by the rights holders or agreements between the latter and the beneficiaries of exceptions, or as a result of the execution of measures by the administrative or judicial authority;
h) abusively removes or alters the electronic information referred to in Article 102 quinquies, or distributes, imports for distribution purposes, broadcasts by radio or television, communicates, or makes available to the public protected works or other materials from which the electronic information itself has been removed or altered;
h-bis) unlawfully, including by the methods indicated in paragraph 1 of Article 85-bis of the consolidated text of public safety laws, as per Royal Decree no. 773 of 18 June 1931, records on digital, audio, video or audiovisual media, in whole or in part, a cinematographic, audiovisual or editorial work, or carries out the reproduction, execution or communication to the public of the unlawfully made recording.
Anyone who commits the following is punished with imprisonment from one to four years and a fine from 2,582 to 15,493 euros:
a) abusively reproduces, duplicates, transmits or broadcasts, sells or otherwise places on the market, transfers for any reason or imports more than fifty copies or specimens of works protected by copyright and related rights;
a-bis) in violation of article 16, for profit, communicates to the public by making it available on a telematic network system, through connections of any kind, a work of authorship protected by copyright, or a part of it;
b) by carrying out on a business basis activities of reproduction, distribution, sale or marketing, importation of works protected by copyright and related rights, is guilty of the acts provided for in paragraph 1;
c) promotes or organizes the illicit activities referred to in paragraph 1.
The penalty is reduced if the offense is of particular insignificance.
A conviction for one of the offenses provided for in paragraph 1 entails:
a) the application of the accessory penalties referred to in Articles 30 and 32-bis of the Criminal Code;
b) publication of the judgment in one or more newspapers, at least one of which has national circulation, and in one or more specialized periodicals;
c) the suspension for a period of one year of the radio and television broadcasting concession or authorization for the exercise of productive or commercial activity.
The amounts deriving from the application of the pecuniary sanctions provided for by the preceding paragraphs are paid to the National Social Security and Assistance Institute for painters and sculptors, musicians, writers and dramatic authors.
The offense in question is committed when, for the purpose of profit, conduct is engaged in aimed at illegally duplicating, importing, distributing, selling, renting, disseminating/transmitting to the

public, or possessing for commercial purposes—or otherwise deriving profit from—any work protected by copyright (other than software—cf. above) and related rights, including works with literary, musical, multimedia, cinematographic, or artistic content.

The abusiveness of the conduct described in letter a) covers a wide range of behaviors, including those through which intellectual works of any kind are disseminated to the public in violation of both the rules governing the means of dissemination (for example, television or radio stations lacking licenses) and those governing the disseminated object (for example, the violation of copyright, due to failure to pay the required charges). Where both the intellectual work - and therefore the moral copyright - and the holders of the economic exploitation rights - including dissemination and therefore the means of dissemination - are entrusted to the protection of the SIAE, the relative compensation for economic exploitation is devolved to it, to be subsequently distributed according to the methods and percentages provided for by law.

The payment of the due compensation to the latter by those who distribute the same works includes the copyright and related economic rights and excludes the configurability of the crime.

The activity of unauthorized reproduction of literary works protected by copyright, which is not characterized by mere occasionality but constitutes a non-irrelevant component, even if not exclusive or essential, of the commercial activity carried out by the person committing the abuse, constitutes the elements of the more serious crime referred to in Art. 171-ter.

The same criminal offense mentioned applies to the possession for sale or distribution of CDs containing illegally duplicated or reproduced video games.

Law no. 93 of 14 July 2023 inserted the new letter h-bis into paragraph 1, introducing a new criminal offense: anyone who abusively carries out the fixation onto a digital audio-video medium, in whole or in part, of a cinematographic, audiovisual, or editorial work, or who carries out the reproduction, execution, and communication to the public of the abusively created fixation.

The conduct, as described, does not appear to make distinctions between those who appropriate another's intellectual work by distributing it and those who use the illegal distribution service; furthermore, free distribution and consumption appear, both, to be criminally relevant and placed on the same level.

The pecuniary penalty provided for by the Decree is applicable up to 500 units, and the disqualification penalties provided for in Article 9, paragraph 2, are applicable for a duration not exceeding 1 year.

Example of relevant conduct: The Company plays copyrighted music in its points of sale without having fulfilled all SIAE requirements. This case does not appear to be a risk for Delta Contract.

Art. 171 septies L.633/1941

“The penalty referred to in Article 171 ter, paragraph 1, also applies:

b) unless the act constitutes a more serious offense, to anyone who falsely declares the fulfillment of the obligations referred to in article 181-bis, paragraph 2, of this law”.

The offense in question provides for a penalty, unless the act constitutes a more serious crime – therefore, with a safeguard clause – for anyone who falsely declares to have fulfilled the obligations deriving from the legislation on copyright and related rights.

The pecuniary penalty provided for by the Decree is applicable up to 500 units, and the disqualification penalties provided for by Art. 9, paragraph 2, apply for a duration not exceeding 1 year.

Example of relevant conduct: Tizio, an employee of Company X, falsely declares to have fulfilled the obligations deriving from copyright legislation.

From the implementation of the described conduct, there is no discernible possibility of establishing an interest or advantage for Delta Contract; therefore, the case in question is not considered at risk.

Delta Contract

Art. 171 octies Law 633/1941

"Provided that the act does not constitute a more serious offense, any person who, for fraudulent purposes, produces, puts on sale, imports, promotes, installs, modifies, or uses for public or private use equipment or parts of equipment intended for the decoding of conditional access audiovisual transmissions carried out via air, satellite, or cable, in either analog or digital form, shall be punished with imprisonment from six months to three years and with a fine from 2,582 euros to 25,822 euros. Conditional access is understood to include all audiovisual signals transmitted by Italian or foreign broadcasters in a form such as to make them visible exclusively to closed groups of users selected by the entity that carries out the emission of the signal, regardless of the imposition of a fee for the enjoyment of such service."

"The penalty is not less than two years of imprisonment and the fine is not less than 15,493 euros if the act is of significant gravity."

The phenomenon penalized by the provision under examination is the so-called card sharing, which consists of the conduct of those who, despite not purchasing the codes necessary to use and benefit from the encrypted programs made available by the company, benefit from them abusively thanks to the use of specific devices, thus not paying any fee.

The pecuniary penalty provided for by the Decree ranges from 100 to 500 quotas, while the disqualification penalty ranges from 3 to 12 months.

Example of relevant conduct: Tizio, an operational employee of a limited company, installs - at the company's headquarters - a system to decode programs broadcast by "pay TV". The case is unlikely to occur within Delta Contract.

Art. 174-sexies Law no. 633/1941

"Network access service providers, search engine operators and information society service providers, including providers and intermediaries of Virtual Private Networks (VPNs) or, in any case, of technical solutions that hinder the identification of the originating IP address, content delivery network operators, internet security and distributed DNS service providers that sit between website visitors and hosting providers acting as reverse proxy servers for websites, upon becoming aware that criminally relevant conduct under this law, Article 615-ter or Article 640-ter of the Penal Code is being, or has been, committed or attempted, must immediately report such circumstances to the judicial authority or the judicial police, providing all available information."

The subjects referred to in paragraph 1 must designate and notify the Communications Regulatory Authority of a point of contact that allows them to communicate directly, electronically, with the Authority itself for the purposes of the execution of this law. The subjects referred to in paragraph 1 who are not established in the European Union and who offer services in Italy must designate in writing, by notifying the Authority of the name, postal address, and e-mail address, a natural or legal person to act as a legal representative in Italy and to allow direct communication, by electronic means, with the Authority itself for the purposes of the execution of this law.

Except in cases of complicity in the crime, the failure to make the report referred to in paragraph 1 and the communication referred to in paragraph 2 shall be punishable by imprisonment of up to one year. Article 24-bis of Legislative Decree no. 231 of 8 June 2001 shall apply."

The provision in question establishes, for certain subjects such as network access service providers, search engine operators, and information society service providers, including Virtual Private Network (VPN) providers and intermediaries, as well as all subjects identified by the same provision, an obligation to report to the Judicial Authority when they become aware that conduct under articles 615-ter "Unauthorized access to a computer or telematic system" and 640-ter "Computer fraud" is underway, or has been committed and/or attempted.

In the second paragraph, however, with reference to the communication obligations, the subjects identified by paragraph 1 of Art. 174-sexies must designate and notify AGCOM of a contact point that allows for direct communication with the Authority. Furthermore, for subjects who are not

established in the territory of the European Union but who offer services in Italy, they must designate, in writing, by notifying the Authority, a natural or legal person to act as a legal representative in Italy and to maintain communications with the same Authority.
In the event of failure to carry out the conduct referred to in the first paragraph and of breaches of reporting obligations, outside of cases constituting a criminal offence, the subjects identified by the provision shall be liable pursuant to Article 24-bis of Legislative Decree 231/2001. A reading of the provision clearly shows that it introduces a specific type of crime ("reato proprio"), as it can only be committed by the subjects specifically identified. Regarding the subjective element, generic intent (dolus) is sufficient, i.e., the knowledge and will to omit the report or the failure to communicate.
Art. 174-sexies expressly refers to the sanctioning regime provided for by Art. 24-bis of Legislative Decree 231/2001.

Sensitive activities pursuant to Art. 25-novies of Decree 231/2001.

From the analysis performed, the sensitive activities identified are:

- delivery and possible installation/configuration of IT products;
- use of computer programs and software that require a usage license;
- dissemination of works protected by copyright (for example, via a website);
- selection of IT consultants and suppliers.

General principles of conduct.

Area of Doing.

- **use only software with a usage license, within the limits and conditions provided by current legislation and the license itself, with the exception of those computer programs available for download and free use, always under the conditions and limits provided by law or by the copyright holder and other rights related to its use;**
- ensure the immediate removal of content that does not comply with copyright regulations and other rights related to its use.

Area of Non-Doing.

In any case, it is forbidden:

- disseminate/transmit to the public any work protected by copyright and related rights without having fulfilled the related charges/obligations;
- illegally duplicate, import, possess computer programs and protected database content.

Operational Protocols to safeguard Art. 25-novies of Legislative Decree 231/2001

The risk under consideration is sufficiently covered by the rules of conduct provided for in the Special Part and by the principles set out in the Code of Ethics and the provisions contained in this Model [MO231].

15. INDUCEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITY

With Law no. 116 of August 3, 2009, the United Nations Convention against Corruption, adopted by the UN General Assembly on October 31, 2003, with resolution no. 58/4, and signed by the Italian State on December 9, 2003, was ratified. Article 4, paragraph 1, introduced into the Decree Article 25-decies entitled "Inducement not to make statements or to make false statements to the judicial authority".
This provision refers to Art. 377 bis of the Italian Penal Code: Inducing someone not to make statements or to make false statements to the judicial authority
"Unless the act constitutes a more serious crime, anyone who, with violence or threats, or by offering or promising money or other utility, induces a person called to testify before a judicial authority in a criminal proceeding to refrain from making statements or to make false statements, when that person has the right to remain silent, shall be punished with imprisonment from two to six years."
The offense in question is subsidiary in nature, as it only applies when the criminal conduct carried out cannot be traced back to another criminal offense.
It is a common crime as it can be committed by anyone who carries out the described conduct.
The case requires the subjective element of specific intent because, in addition to the awareness and will of the action, there must be the further purpose of inducing someone to behave in a certain way.
Among the crimes against the administration of justice, personal aiding and abetting is also relevant, as provided for by art. 378 of the Italian Penal Code and referred to for the purposes of punishability under Decree 231 by art. 10 of Law no. 146 of March 16, 2006.
The pecuniary sanction provided for by the Decree is up to 500 units.
Example of relevant conduct: Tizio, director of a limited company, by offering money, convinces a witness to make false statements during a civil proceeding brought against the Company.

The sensitive activities pursuant to art. 25 decies of the Decree.

From the Gap Analysis carried out, the sensitive areas are as follows:

- relations with the Judicial Authority and with the authorities functionally linked to it;
- relationships with third parties called upon to provide statements that can be used in criminal proceedings;
- management of proceedings (criminal, civil, and administrative);
- relationships with consultants and defense attorneys.

General principles of conduct.

Area of Doing.

The Company has not issued ad hoc powers of attorney for the legal representation of the Company and has not delegated relations with the Judicial Authority to any function.
Such tasks therefore fall to each administrator.

In any case, all Delta Contract personnel, as well as the Company's consultants, are required to:

- guarantee full freedom of expression to individuals called to give statements before the judicial authority;

- maintain confidentiality regarding any statements made to the judicial authority;
- promote the value of loyal cooperation with the judicial authority.

In this Risk Area, it is also important that the selection of consultants (for example, lawyers who will be granted power of attorney for litigation) is based on requirements of professionalism and integrity (cf. also Protocol – Selection and management of suppliers and consultants), providing for contractual clauses that require the consultant's adherence to the Company's Code of Ethics.

Area of Not Doing.

It is forbidden to:

- implement, collaborate in, or cause the realization of behaviors that, taken individually or collectively, constitute, directly or indirectly, the types of offenses provided for by Article 25-decies of the Decree;
- exerting pressure on those who are called to give statements before the judicial authority;
- engage in retaliatory behavior against those who have already provided statements to the judicial authority;
- summoning individuals called to give statements before the judicial authority for the purpose of suggesting their contents.

Protocols for crime risk prevention:

⇒ **PO-09**

16. ENVIRONMENTAL CRIMES

Legislative Decree 121 of July 7, 2011, extended the scope of the Decree by inserting Art. 25-undecies for environmental protection, with the aim of making companies accountable in environmental matters, driven by European demands for environmental protection and pollution prevention.
Italian criminal legislation on the environment is based on a policy of preventing negative environmental impacts, which is seen as a more effective tool than a reparative intervention, subsequent to the production of environmental damage.
The subject of the criminal provisions in this matter emerges from the definition of "environmental damage" included in the Consolidated Environmental Act, in Art. 300, according to which: "environmental damage is any significant and measurable, direct or indirect, deterioration of a natural resource or of the utility provided by the latter".
The relevant cases are:

- Art. 452 bis of the Italian Penal Code: Environmental pollution;
- Art. 452-quater of the Penal Code: Environmental disaster;
- Art. 452-quinquies of the Italian Penal Code: Negligent crimes against the environment;
- Art. 452 sexies of the Penal Code: Trafficking or abandonment of highly radioactive material;
- Art. 452-octies of the Italian Penal Code: Environmental crimes committed in association pursuant to Articles 416 and 416-bis of the Italian Penal Code;
- Art. 727 bis of the Penal Code: Killing, destruction, capture, removal, or possession of

specimens of protected wild animal or plant species;

- Art. 733 bis of the Criminal Code: Destruction or deterioration of a habitat within a protected site; Art. 137, paragraph 2, Legislative Decree 152/2006: Discharge of industrial wastewater containing hazardous substances included in the families and groups of substances indicated in tables 5 and 3/A of Annex 5 to Part Three; water [discharge] in the absence of authorization or with authorization suspended or revoked regarding certain hazardous substances;
- Art. 137, paragraph 3, Legislative Decree 152/2006: Discharge of industrial wastewater containing hazardous substances included in the families and groups of substances indicated in tables 5 and 3/A of Annex 5, Part Three;
- Art. 137, paragraph 5, first sentence, Legislative Decree 152/2006: Discharge of industrial wastewater in relation to the substances indicated in table 5 of Annex 5 to the third part exceeding the limit values set in table 3;
- Art. 137 paragraph 5, second sentence, Legislative Decree 152/2006: Discharge onto soil of substances indicated in Table 4 of Annex 5 to Part Three;
- Art. 137, paragraph 11, 152/2006: Discharge onto the soil, into the subsoil, and into groundwater in violation of the prohibitions provided for by Articles 103 and 104 of Legislative Decree No. 152 of April 3, 2006;
- Art. 137, paragraph 13, Legislative Decree 152/2006: Discharge into marine waters by ships or aircraft of substances or materials for which an absolute prohibition of dumping is imposed.

In the waste sector, the following crimes establish the liability of the entity:

- Art. 256 Legislative Decree 152/2006: Unauthorized waste management;
- Art. 257 Legislative Decree 152/2006: Site remediation;
- Art. 258, paragraph 4, second sentence, Legislative Decree 152/2006: Violation of communication obligations, maintenance of mandatory registers, and forms;
- Art. 259, paragraph 1, Legislative Decree 152/2006: Illicit waste trafficking;
- Art. 260 bis Legislative Decree 152/2006: Violation of regulations concerning SISTR: the offense is to be considered repealed, given the abolition of the SISTRI system pursuant to art. 6 of Law Decree no. 135 of December 14, 2018, converted, with amendments, into Law no. 11 of February 11, 2019.

In the field of air pollution, the following cases are provided for:

- Art. 279 Legislative Decree 152/2006: Exceedance of emission limit values and air quality limit values provided for by sector regulations.

In the sector of the protection of endangered animal and plant species and the keeping and trade of live specimens of mammals and reptiles that may constitute a danger to public health and safety, the following cases are provided for:

- Art. 1 and art. 2, Law 150/92: Import, export, possession, use for profit, purchase, sale, display or possession for sale or for commercial purposes of protected species;
- Art. 3 bis, paragraph 1, Law 150/92: Falsification or alteration of certificates and licenses; false or altered notifications, communications or declarations for the purpose of acquiring a

certificate or license; use of false or altered certificates and licenses for the importation of animals.

Measures for the protection of stratospheric ozone and the environment, establishes liability:

- Art. 3, paragraph 6, Law 549/1993: Violation of the provisions providing for the cessation and reduction of the use (production, utilization, commercialization, import, and export) of substances harmful to the ozone layer.

Measures relating to pollution caused by ships, the following cases are provided for:

- Art. 9 Legislative Decree 202/07: Negligent discharge of pollutants into the sea;
- Art. 8 Legislative Decree 202/07: Intentional discharge of polluting substances into the sea.

Art. 452-bis of the Italian Penal Code: Environmental pollution

"Any person who abusively causes significant and measurable impairment or deterioration shall be punished by imprisonment for a term of two to six years and by a fine of 10,000 to 100,000 euros:"

1) of water or air, or of extensive or significant portions of the soil or subsoil;

2) of an ecosystem, of biodiversity, including agricultural, of flora or fauna.

When pollution is produced in a protected natural area or subject to landscape, environmental, historical, artistic, architectural, or archaeological restrictions, or to the detriment of protected animal or plant species, the penalty is increased by one-third to one-half. In the event that the pollution causes deterioration, impairment, or destruction of a habitat within a protected natural area or one subject to landscape, environmental, historical, artistic, architectural, or archaeological restrictions, the penalty is increased by one-third to two-thirds.

The crime in question is an offence of event and damage, consisting of the significant and measurable compromise or deterioration of the specifically indicated environmental assets.

It is a free-form offense, as the criminally relevant conduct is not previously identified by the rule and may consist of forms of pollution of the core elements - water, air, and waste - of the matter, but also other forms of pollution or the introduction of elements such as, for example, chemical substances, GMOs, radioactive materials, and, more generally, any behavior that causes a deterioration in the environmental balance.

Pollution can be caused both by active conduct, i.e., by carrying out a considerably harmful or dangerous act, but also by improper omissive behavior, i.e., by failing to prevent the event on the part of someone who, according to environmental legislation, is required to comply with specific prevention obligations regarding that particular harmful or dangerous polluting act.

However, criminally relevant pollution is only that which is caused “abusively”, meaning in violation of state or regional legal provisions (regarding the environment, occupational health and safety, urban planning, public health, etc.) or in violation of administrative requirements (cf. Cass. 21.09.2016, n. 46170).

For the integration of the legal case, it is sufficient that the author has represented and willed the consequences of their own action.

The pecuniary penalty provided for by the Decree ranges from 250 to 600 units and the disqualification penalties provided for by Article 9 shall apply, for a period not exceeding one year.

Example of relevant conduct: a limited liability company disposes of paint illegally, causing the deterioration of the subsoil. This case is not considered a risk for the Company, given its operational sector.

Art. 452-quater of the Italian Penal Code: Environmental disaster

"Outside the cases provided for by Article 434, anyone who unlawfully causes an environmental disaster is punished with imprisonment from five to fifteen years. The following alternatively constitute an environmental disaster:"
1) the irreversible alteration of an ecosystem's balance;
2) the alteration of the balance of an ecosystem whose elimination is particularly burdensome and achievable only with exceptional measures;
3) the offense to public safety due to the significance of the act, in terms of the extent of the impairment or its harmful effects, or the number of persons harmed or exposed to danger.
"When the disaster is produced in a protected natural area or one subject to landscape, environmental, historical, artistic, architectural or archaeological constraints, or to the detriment of protected animal or plant species, the penalty is increased by one third to one half."
The provision sanctions cases in which, outside the hypotheses of the so-called "unnamed" disaster provided for by Art. 434 of the Penal Code, damage of an irreversible nature is caused to the ecosystem.
A "disaster" consists of harm having a character of rampant diffusion and expansiveness, and which exposes an indeterminate number of people to danger, collectively. An irremediable disaster is one where, even if it were eventually reversible, the lapse of time required in nature is so great that it cannot be attributed to the categories of human action. On the other hand, it is sufficient – given the alternative nature of the case – that the disaster be difficult to reverse, a condition that occurs when the elimination of the alteration of the ecosystem is particularly burdensome and achievable only through exceptional measures.
The pecuniary sanction provided for by the Decree ranges from 400 to 800 units, and the disqualification sanctions provided for by Article 9 shall apply for a period not exceeding one year.
Example of relevant conduct: A capital company that produces rubber, by not correctly disposing of its processing waste and, in particular, by burning a large quantity of plastic material, causes a concrete risk of intoxication for the population living in the area surrounding the company. This case is not considered a risk for the Company, considering its operational sector.

Art. 452-quinquies of the Italian Penal Code: Negligent crimes against the environment
"If any of the acts referred to in articles 452-bis and 452-quater is committed through negligence, the penalties provided for by the same articles shall be reduced by one third to two thirds."
If the commission of the acts referred to in the previous paragraph results in the danger of environmental pollution or environmental disaster, the penalties are further reduced by one third.
These are autonomous criminal offenses, which criminalize the conduct referred to in the provisions of articles 452-bis and 452-quater of the Penal Code, as they are committed through negligence.
It may be a matter of generic negligence or specific negligence; in the latter case, the requirements contained in the authorization documents will also be relevant, to the extent that they dictate procedural rules or prohibitions with a precautionary-preventive content regarding environmental contamination events.
The monetary penalty provided for by the Decree ranges from 200 to 500 units.
Example of relevant conduct: The case of environmental pollution referred to in Art. 452-bis of the Italian Penal Code (see example above) is produced without awareness of the harmful effect caused by the conduct implemented in violation of the requirements contained in the Company's authorizations.
It is not believed that the company, given its operating sector, could engage in such conduct.

Art. 452 sexies of the Penal Code: Trafficking or abandonment of high-level radioactive material
"Unless the act constitutes a more serious crime, anyone who unlawfully transfers, acquires, receives, transports, imports, exports, procures for others, possesses, transfers, abandons, or illegitimately disposes of high-radioactivity material shall be punished with imprisonment from

two to six years and a fine from 10,000 to 50,000 euros."
The penalty referred to in the first paragraph is increased if the act results in the danger of compromise or deterioration:
1) of the waters or of the air, or of extensive or significant portions of the soil or of the subsoil;
2) of an ecosystem, of biodiversity, including agricultural, of flora or of fauna.
If the act results in danger to the life or safety of persons, the penalty is increased by up to half."
The provision criminalizes the abusive management (collection, transport, trade, etc.) (in contrast with sector regulations, with administrative requirements) and the abandonment of high-radioactivity material.
It should be emphasized that the provision in question concerns only high-level radioactive material (in short, only that which requires times of the order of thousands of years and more to reach radioactivity concentrations of the order of a few hundred Bq/g – for example, waste containing alpha and neutron emitters coming essentially from scientific research laboratories, medical and industrial uses, etc.).
The clause "unlawfully" serves to exclude the punishability of material management conduct that is regularly authorized by the public authority or otherwise in compliance with the law; conversely, management that is formally authorized but substantially divergent from the prescriptions or from sectoral legislative or regulatory provisions may constitute the crime in question.
The monetary penalty provided for by the Decree ranges from 250 to 600 quotas.
Example of relevant conduct: considering the Company's activity, which does not involve the treatment/management of highly radioactive material, the case is not to be considered, even abstractly, at risk for Delta Contract.

Art. 452 octies of the Italian Penal Code: Aggravating circumstances (Environmental crimes committed by an association pursuant to articles 416 and 416 bis of the Italian Penal Code)

"When the association referred to in Article 416 is directed, exclusively or concurrently, to the purpose of committing any of the crimes provided for by this Title, the penalties provided for by the same Article 416 are increased.
When the association referred to in Article 416-bis is aimed at committing any of the crimes provided for by this Title or at acquiring the management or in any case the control of economic activities, concessions, authorizations, public contracts or public services in environmental matters, the penalties provided for by the same Article 416-bis are increased.
The penalties referred to in the first and second paragraphs are increased by one third to one half if the association includes public officials or persons in charge of a public service who exercise functions or perform services in environmental matters."
The cited provisions contemplate special so-called "associative" aggravating circumstances, i.e., circumstances that imply increased penalties for cases in which environmental crimes are committed by criminal associations or mafia-type associations.
The rationale is represented by the need to address the problem of the so-called "ecomafias", through the further tightening of the sanctioning response towards environmental crimes committed by these fringes of organized crime.
The pecuniary penalty provided for by the Decree ranges from 300 to 1000 shares.
Example of relevant conduct: Tizio, Caio, and Sempronio agree to manage - through the companies they direct as administrators - to illegally transport and dispose of waste. The case does not appear to be a risk to the Company.

Delta Contract
Art. 727 bis of the Italian Penal Code: Killing, destruction, capture, removal, and possession of specimens of protected wild animal or plant species

"Unless the act constitutes a more serious crime, anyone who, outside of permitted cases, kills, captures, or detains specimens belonging to a protected wild animal species shall be punished with imprisonment for one to six months or with a fine of up to 4,000 euros, except in cases where the action concerns a negligible quantity of such specimens and has a negligible impact on the conservation status of the species."
Whoever, outside of the permitted cases, destroys, collects, or possesses specimens belonging to a protected wild plant species shall be punished with a fine of up to 4,000 euros, except in cases where the action concerns a negligible quantity of such specimens and has a negligible impact on the conservation status of the species.
The provision in question is established for the protection of protected fauna and flora. The conduct of possessing protected species or capturing them (including the killing of protected animals or the destruction of protected plant species) is punished, unless it involves a negligible quantity or the act has a negligible impact on the conservation status of the species.
The pecuniary penalty provided for by the Decree is up to 250 shares.
Example of relevant conduct: Tizio, an operational employee of a limited company, keeps protected animals at the company's operational headquarters. This case is not to be considered at risk in relation to the Delta Contract.

Art. 733 bis of the Penal Code: Destruction or deterioration of habitats within a protected site
"Anyone who, except in permitted cases, destroys a habitat within a protected site or in any way deteriorates it, compromising its state of conservation, shall be punished with imprisonment of up to eighteen months and a fine of not less than 3,000 euros."
The conduct contemplated by the norm under examination is attributable to anyone. It is therefore a common crime.
The punishable acts are those that have characteristics such as to constitute actions that cause significant deterioration of a habitat within a protected site.
The standard does not provide a definition of habitat. It may nonetheless be useful, in this regard, to refer to Directive 92/43/EEC, which defines natural habitats as terrestrial or aquatic areas distinguished by their geographic, abiotic, and biotic characteristics, whether entirely natural or semi-natural; the habitat of an animal species, on the other hand, corresponds to the environment defined by specific abiotic and biotic factors in which the species lives during one of the phases of its biological cycle.
The pecuniary penalty provided for by the Decree ranges from 150 to 250 units.
Example of relevant conduct: Tizio, an operator of a limited company, destroys a pond within a protected site by dumping liquid residues from the operations carried out at the company into it. This scenario is difficult to implement, given Delta Contract's area of operations and the type of raw materials used by the Company.

Art. 137, Legislative Decree 152/2006: Water discharge in violation of the requirements contained in the authorization and of the table limits for certain substances
"[…];
When the conduct described in paragraph 1 concerns the discharge of industrial wastewater containing hazardous substances included in the families and groups of substances indicated in tables 5 and 3/A of Annex 5 to the third part of this decree, the penalty is imprisonment from three months to three years and a fine from 5,000 euros to 52,000 euros.
Anyone, outside of the cases referred to in paragraph 5, or in Article 29-quattuordecies, paragraph 3, who discharges industrial wastewater containing the dangerous substances included in the families and groups of substances indicated in Tables 5 and 3/A of Annex 5 to Part Three of this Decree without observing the requirements of the authorization, or the other requirements of the

competent authority pursuant to Articles 107, paragraph 1, and 108, paragraph 4, shall be punished with arrest of up to two years.
[…];
Unless the act constitutes a more serious offence, anyone who, in relation to the substances indicated in Table 5 of Annex 5 to Part Three of this decree, in carrying out a discharge of industrial wastewater, exceeds the limit values set in Table 3 or, in the case of discharge onto soil, in Table 4 of Annex 5 to Part Three of this decree, or the more restrictive limits set by the regions or by the autonomous provinces or by the competent Authority in accordance with Article 107, paragraph 1, shall be punished with arrest up to two years and with a fine from 3,000 euros to 30,000 euros. If the limit values set for the substances contained in Table 3/A of the same Annex 5 are also exceeded, arrest from six months to three years and a fine from 6,000 euros to 120,000 euros shall apply.
[…];
Anyone who does not comply with the discharge prohibitions provided for by articles 103 and 104 shall be punished with imprisonment of up to three years.
[…];
The penalty of arrest from two months to two years always applies if the discharge into sea waters by ships or aircraft contains substances or materials for which an absolute prohibition of dumping is imposed pursuant to the provisions contained in international conventions in force on the matter and ratified by Italy, unless they are in such quantities as to be rapidly rendered harmless by physical, chemical and biological processes, which occur naturally in the sea and provided that there is prior authorization from the competent authority.
[…]".
The incriminated conduct is quadripartite, as it can consist of opening or carrying out a new discharge without authorization, or carrying out/maintaining a (pre-existing) discharge after the suspension or revocation of the authorization itself. It is, therefore, an essentially formal offense, the typicality of which depends entirely solely on the absence of the enabling provision and remains indifferent to the greater or lesser, marked or negligible, polluting potential of the wastewater being discharged.
According to prevailing legal doctrine and jurisprudence, the expression "anyone who opens or otherwise creates new industrial discharges" refers to those who have representation and/or management of the production facility, therefore to those who effectively exercise functions of administration and management of the business or, in any case, of the plant from which the wastewater originates; in the case of legal entities, the provision applies to the legal representative of the business entity.
Furthermore, the case requires that the subject of the unauthorized discharge be only industrial wastewater: this refers, pursuant to Art. 74, letter h), to "any type of wastewater discharged from buildings or installations where commercial or goods-production activities are carried out, other than domestic wastewater and rainwater runoff".
The pecuniary sanction provided for by the Decree for violations of paragraphs 3, 5 first sentence and 13, ranges from 150 to 250 quotas. For violations of paragraphs 2, 5 second sentence and 11, the pecuniary sanction ranges from 200 to 300 quotas and the disqualifying sanction from 3 to 6 months also applies.
Example of relevant conduct: a limited liability company discharges industrial wastewater in the absence of valid authorization pursuant to art. 124 of Legislative Decree 152/2006. The case does not appear to be at risk for Delta Contract.

Art. 256 Legislative Decree 152/2006: Unauthorized waste management activities "Outside the cases sanctioned pursuant to article 29 quattuordecies, paragraph 1, anyone who carries out an activity of collection, transport, recovery, disposal, trade, and brokerage of waste in the absence of the required

authorization, registration, or communication referred to in articles 208, 209, 210, 211, 212, 214, 215, and 216 shall be punished:

a) with the penalty of arrest from three months to one year or with a fine from 2,600 euros to 26,000 euros if it concerns non-hazardous waste;

b) with the penalty of imprisonment from six months to two years and with a fine from 2,600 euros to 26,000 euros if it concerns hazardous waste.

[…]

Outside the cases sanctioned pursuant to Article 29 quattuordecies, paragraph 1, anyone who creates or manages an unauthorized landfill is punished with the penalty of arrest from six months to two years and a fine from 2,600 euros to 26,000 euros. The penalty of arrest from one to three years and a fine from 5,200 euros to 52,000 euros applies if the landfill is intended, even in part, for the disposal of hazardous waste. A conviction or a judgment issued pursuant to Article 444 of the Code of Criminal Procedure shall result in the confiscation of the area where the illegal landfill is located if it is owned by the perpetrator or an accomplice to the crime, without prejudice to any obligations for reclamation or restoration of the premises.

[…]

Whoever, in violation of the prohibition referred to in Article 187, carries out unauthorized waste mixing activities, is punished with the penalty referred to in paragraph 1, letter b).

Anyone who carries out temporary storage at the place of production of hazardous medical waste, in violation of the provisions of Article 227, paragraph 1, letter b), shall be punished with the penalty of arrest from three months to one year or with a fine from 2,600 euros to 26,000 euros. An administrative pecuniary penalty of 2,600 euros to 15,500 euros shall apply for quantities not exceeding two hundred liters or equivalent quantities.

[…]".

The pecuniary penalty provided for by the Decree for the violation of paragraphs 1, let. a) and 6, first sentence, is up to 250 quotas. For violations of paragraphs 1, let. b), 3, first sentence, and 5, the pecuniary penalty ranges from 150 to 250 quotas. For the violation of paragraph 3, second sentence, the pecuniary penalty ranges from 200 to 300 quotas and disqualification sanctions from 6 to 24 months are applied.

The provision in question penalizes the collection, transport, recovery, disposal, trade, and brokerage of waste without the required authorization or communication under the relevant environmental regulations. It is an offense of abstract danger, as it punishes the exercise of activities outside the prior control of the public administration, even if, in practice, the various activities are carried out in compliance with environmental standards.

Specifically, administrative regulations make brokerage and trading activities, as well as the collection and transport of waste, whether hazardous or not, subject to prior registration with the National Register of Environmental Managers, following the submission of suitable financial guarantees.

Recovery and disposal activities, the administrative aspects of which are governed by Articles 208, 210, and 211 of Legislative Decree 152/2006, are also subject to regional authorization.

Among the conducts mentioned in the aforementioned art. 256, the construction of waste recovery or disposal facilities is not included, even though it is subject to the requirement of prior authorization pursuant to art. 208 of Legislative Decree 152/2006.

This is a gap that cannot be filled by the interpreter except at the constitutionally unsustainable cost of violating the prohibition of analogy in malam partem.

It should be highlighted that in jurisprudence, the absence of an authorization is equated to an expired or suspended authorization (for example, due to the non-payment of the relevant fees).

According to the most recent case law, for the crime in question to be established, it is necessary that the activity is not of an occasional nature, given that the provision, "by punishing the activity of collection, transport, recovery, disposal, trade and brokerage, concentrates the disvalue of the

action on a complex of actions, which, therefore, cannot coincide with absolutely occasional conduct" (among others, Cass. Pen., Section III, no. 24676/2023).
Example of relevant conduct: A capital company systematically manages the disposal of special waste without the required authorization.

Art. 257 Legislative Decree 152/2006: Site remediation

"Unless the act constitutes a more serious crime, anyone who causes pollution of the soil, subsoil, surface water, or groundwater exceeding the risk threshold concentrations shall be punished with imprisonment from six months to one year or with a fine from 2,600 euros to 26,000 euros, if they do not provide for remediation in accordance with the project approved by the competent authority within the scope of the procedure referred to in articles 242 et seq. In the event of failure to carry out the communication referred to in article 242, the offender shall be punished with imprisonment from three months to one year or with a fine from 1,000 euros to 26,000 euros."

A penalty of arrest from one to two years and a fine of 5,200 euros to 50,000 euros shall be applied if the pollution is caused by hazardous substances.

[…]".

The case in question contemplates and punishes the commission of a contravention. The rationale of the rule under examination is to protect public safety and health, avoiding the danger that a contaminated site may continue to pollute an environment.

The incriminated conduct is omissive, that is, it consists of a non-doing: failure to provide for the remediation in accordance with the project approved by the competent authority.
The prerequisite for the conduct is the occurrence of a polluting event; the party responsible for the pollution has, in fact, the legal obligation to provide for the remediation of the land they have polluted.
The pecuniary penalty provided for by the Decree for the violation of paragraph 1 is up to 250 shares. For the violation of paragraph 2, the pecuniary penalty ranges from 150 to 250 shares.
The rationale of the provision in question is to protect public safety and health, avoiding the danger that a contaminated site may continue to pollute an environment.
The incriminating conduct is an omission, that is, it consists of a non-action: failing to carry out the remediation in accordance with the project approved by the competent authority.
The prerequisite for the conduct is the occurrence of a polluting event; the person responsible for the pollution has, in fact, the legal obligation to provide for the remediation of the lands they have polluted.
Example of relevant conduct: a polluting event occurs at a capital company (not serious enough to significantly compromise the assets referred to in art. 452 bis of the penal code - environmental pollution); the company does not intervene to clean up the site, despite an order from the public authority to do so. The case does not appear to be at risk considering the materials used by Delta Contract.

Art. 258, paragraph 4, second sentence, Legislative Decree 152/2006: Violation of notification obligations, maintenance of mandatory registers, and waste tracking forms

"[…] The penalty under Article 483 of the Penal Code shall apply in the case of transport of hazardous waste. This latter penalty shall also apply to anyone who, in preparing a waste analysis certificate, provides false information regarding the nature, composition, and chemical-physical characteristics of the waste, and to anyone who uses a false certificate during transport.

[…]".

The provision criminalizes the conduct of anyone who, in the preparation of a waste analysis certificate, provides false information regarding the characteristics of the waste, or of anyone who makes use of a false certificate during the transport of the waste.
The monetary penalty provided for by the Decree ranges from 150 to 250 units.
Example of relevant conduct: Tizio, an employee of a joint-stock company - in the preparation of a waste analysis certificate - provides false information regarding the nature of the waste itself. This case is not considered a risk for the Company.

Art. 259 Legislative Decree 152/2006: Illicit waste trafficking

"Whoever carries out a shipment of waste constituting illegal traffic within the meaning of Article 26 of Regulation (EEC) No 259 of 1 February 1993, or carries out a shipment of waste listed in Annex II to the said Regulation in violation of Article 1(3)(a), (b), (c) and (d) of the Regulation itself, shall be punished by a fine of 1,550 euros to 26,000 euros and by imprisonment for up to two years. The penalty is increased in the case of shipment of hazardous waste."
[…]".
The concept of "illegal shipment" of waste was introduced by Regulation (EC) No 1013/2006 replacing the term "illegal traffic of waste" introduced by Regulation (EEC) No 259/93 (now repealed); Article 259 of Legislative Decree No 152/06 continues to be titled according to the old wording of the repealed act.
It must be specified on this point that the discipline has recently undergone a further modification. On May 20, 2024, Regulation (EU) 2024/1157 of April 11, 2024, on shipments of waste entered into force, which amends Regulations (EU) No 1257/2013 and (EU) 2020/1056 and repeals Regulation (EC) No 1013/2006 (precisely, the repeal took place on May 20, 2024, although the provisions contained therein will continue to apply until May 21, 2026, with the exception of certain articles).
Finally, it is specified that the new regulation will apply starting from May 21, 2026, with the exception of some provisions that have deferred dates.
Regulation (EC) No 1013/2006 regulated and provided for the cases in which a shipment of waste was considered illegal: the offense is committed when the obligated parties fail to carry out the required notifications to the competent authorities or do not request (and obtain) the related authorizations; the offense also occurs if the operators act by exhibiting authorizations obtained for the shipment with false documentation, with fraud, or with incomplete documentation (without specification, for example, of the type of material transported).
The criminal offense in question also occurs in the case of shipments of waste leaving the European Union and directed towards countries that are not part of the EFTA (European Free Trade Association) and are not signatories to the Basel Convention.
The illegal shipment of waste also occurs when, in relation to Regulation (EC) No. 1013/2006, the following articles are violated: Article 36 (which establishes the prohibition of waste exports to countries to which the OECD decision does not apply); Article 39, which prohibits the export of waste to Antarctica; Article 40 (export of waste to overseas countries), as well as the transport of material in violation of Articles 41 and 43, which prohibit the importation into the European Union of waste destined for disposal and originating from third countries, with the exception of waste originating from countries that are parties to the Basel Convention, or from countries with which an agreement is in force, or from other territories in a crisis situation or in the event of war.
For the sake of completeness, the definition provided by Regulation (EU) 2024/1157 in Article 3, paragraph 26 is also reported: "'illegal shipment': a shipment effected:
a) without notification to the competent authorities concerned in accordance with this regulation;
b) without the authorization of the competent authorities concerned in accordance with this Regulation;
c) with the authorization of the competent authorities concerned obtained under this regulation by means of falsification, false declarations or fraud;

d) in a way that is not in accordance with the information contained in the notification document or the movement document, or to be provided therein, with the exception of minor clerical errors in the notification document or the movement document;
e) in such a way that the recovery or disposal is in conflict with European Union or international law;
f) in contrast with Article 4, paragraphs 1 and 3, or with Articles 37, 39, 40, 45, 46, 48, 49, 50 or 52;
g) in a way that, in relation to shipments of waste referred to in Article 4(4) and (5), does not comply with the obligations referred to in Article 18(2), (4), (6) and (10), or with the information contained or to be provided in the document referred to in Annex VII, with the exception of minor clerical errors in the document referred to in Annex VII".
The pecuniary penalty provided for by the Decree ranges from 150 to 250 units.
Example of relevant conduct: Tizio, the person responsible for waste management in a joint-stock company, makes a shipment of waste abroad in violation of EU Regulation No. 1013/2006 (for example, by failing to attach the form referred to in Annex VII of the aforementioned Regulation to the shipment). This case is not considered a risk for Delta Contract.

Art. 279 Legislative Decree 152/2006: Exceedance of emission limit values and air quality limit values provided for by sectoral legislation.
"[…];
In the cases provided for in paragraph 2, the penalty of arrest for up to one year shall always apply if the exceeding of emission limit values also results in the exceeding of air quality limit values provided for by current legislation;
[…]".
The monetary penalty provided for by the Decree goes up to 250 quotas.
Example of relevant conduct: a limited company, operating in the metallurgy sector, exceeds air emission limit values, also causing the air quality limit values provided for by current legislation to be exceeded. In consideration of the type of activity carried out by Delta Contract, this case does not fall within the Company's area of risk.

Sensitive Activities pursuant to Art. 25-undecies

- **Management of the disposal of toner, electronic devices, paints, and any other non-municipal waste;**
- procurement of works, services, and supplies.

General principles of conduct.
Waste management must take place in compliance with environmental regulations (cf. in particular Legislative Decree 152/2006), the principles of the Company's Code of Ethics, as well as the General Principles of Conduct of the Special Part and the Operating Protocols and internal policies on the matter, referred to herein (cf. infra).
In any case, in order to reduce any risk to the environment as much as possible, as well as to safeguard the health and safety of its workers, the Company undertakes to comply with the following general guidelines:

- The disposal of waste other than municipal waste (in particular, toner, electronic devices, as well as paints used for product finishing) is entrusted to companies specialized and authorized for the management of said materials.
- **The Administrative Manager, prior to signing contracts regarding waste management, verifies that the potential supplier possesses the technical and legal requirements (in particular, that they are an entity registered in the appropriate section of the National Register of Environmental Managers (www.albonazionalegestoriambientali.it) for the performance of the activities entrusted to them), while also ensuring that the selection is not based exclusively on economic reasons.**

- The relative contract must contain the obligation to comply with the principles of the Delta Contract Code of Ethics, as well as an express termination clause in the event of a violation thereof.
- The Head of the Administrative Area keeps the contract and all environmental documentation required by law in a specific archive at the Company's headquarters.

Operational protocols to safeguard the risk area

PO-09 Occupational and Environmental Safety

PROTECTION OF PROTECTED SPECIES, L. 150/1992

The Washington Convention on International Trade in Endangered Species of Wild Fauna and Flora (CITES) was born from the need to control the trade of animals and plants (live, dead, or parts and derivatives thereof), as commercial exploitation is, along with the destruction of the natural environments in which they live, one of the main causes of the extinction and reduction in the wild of numerous species. CITES came into force in Italy in 1980. In Italy, its implementation is entrusted to various Ministries: the Ministry for the Environment and Land and Sea Protection, the Ministry of Economic Development, and the Ministry of Agricultural, Food and Forestry Policies. The latter plays a fundamental role through the CITES service of the State Forestry Corps. Violations of the provisions of the Convention and Regulation (EC) No. 338 of 1997 are punished with the penalties provided for by Law 150/92 which, in addition to providing specific penalties for crimes of violation of CITES regulations, indicates precise measures to regulate the possession and trade of the species.

Art. 1 L. 150/1992: Importation, exportation, possession, use for profit, purchase, sale, display, or possession for sale or for commercial purposes of protected species "Unless the act constitutes a more serious crime, anyone who, in violation of the provisions of Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementations and amendments, for specimens belonging to the species listed in Annex A of the same Regulation and subsequent amendments, shall be punished with imprisonment from six months to two years and a fine from 15,000 euros to 150,000 euros:

a) imports, exports or re-exports specimens, under any customs regime, without the prescribed certificate or license, or with a certificate or license that is invalid pursuant to Article 11, paragraph 2a, of Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementing provisions and amendments;

b) fails to observe the requirements aimed at the safety of the specimens, specified in a license or a certificate issued in accordance with Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementations and amendments, and Commission Regulation (EC) No 939/97 of 26 May 1997, and subsequent amendments;

c) uses the aforementioned specimens in a manner inconsistent with the provisions contained in the authorizations or certificates issued together with the import license or certified subsequently;

d) transports or causes to transit, including on behalf of third parties, specimens without the prescribed license or certificate, issued in accordance with Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementations and amendments, and Commission Regulation (EC) No 939/97 of 26 May 1997, and subsequent amendments and, in the case of export or re-export from a third country that is a contracting party to the Washington Convention, issued in accordance with the same, or without sufficient proof of their existence; trades in artificially propagated plants in violation of the requirements established under Article 7(1)(b) of Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementations and amendments, and Commission Regulation (EC) No 939/97 of 26 May 1997, and subsequent amendments;

e) holds, uses for profit, purchases, sells, exhibits, or holds for sale or commercial purposes, offers for sale, or otherwise transfers specimens without the required documentation.
In case of recidivism, the penalty of imprisonment from one to three years and a fine from 30,000 to 300,000 euros shall apply. If the aforementioned crime is committed in the exercise of business activities, the conviction shall result in the suspension of the license for a minimum of six months to a maximum of two years.
The import, export or re-export of personal or household effects derived from specimens of species indicated in paragraph 1, in violation of the provisions of Commission Regulation (EC) No 939/97 of 26 May 1997, as subsequently amended, shall be punished with an administrative penalty of between six thousand and thirty thousand euros. The illegally introduced items shall be confiscated by the State Forestry Corps, where confiscation is not ordered by the judicial authority."
The pecuniary sanction established by the Decree for the offense under paragraph one is applicable up to 250 units, while for the hypothesis provided for by paragraph 2, the sanction is applicable up to a maximum of 250 units. Furthermore, the suspension of the license, already provided for by Law 150/92, is ordered if the offense is committed in the exercise of business activity.
Example of relevant conduct: Tizio, the procurement manager of a joint-stock company, illegally imports a specimen of a protected species (as per Annex A of EU Reg. 338/1997). The case falls outside the Company's area of risk.

Art. 2 Law 150/1992
"Unless the act constitutes a more serious crime, anyone who, in violation of the provisions of Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementations and amendments, for specimens belonging to the species listed in Annexes B and C of the said Regulation and subsequent amendments, is punished with a fine from 20,000 to 200,000 euros or with imprisonment from six months to one year:"
a) imports, exports or re-exports specimens, under any customs regime, without the prescribed certificate or licence, or with a certificate or licence that is not valid pursuant to Article 11(2a) of Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementing and amending acts;
b) fails to observe the requirements aimed at the safety of the specimens, specified in a license or certificate issued in accordance with Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementing provisions and amendments, and Commission Regulation (EC) No 939/97 of 26 May 1997, and subsequent amendments;
c) uses the aforementioned specimens in a manner inconsistent with the requirements contained in the authorization or certification measures issued together with the import license or subsequently certified;
d) transports or causes to be transported, including on behalf of third parties, specimens without the prescribed license or certificate, issued in accordance with Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementations and amendments, and Commission Regulation (EC) No 939/97 of 26 May 1997, and subsequent amendments and, in the case of export or re-export from a third country that is a contracting party to the Washington Convention, issued in accordance with the same, or without sufficient proof of their existence;
e) trades in artificially propagated plants in violation of the provisions established pursuant to Article 7(1)(b) of Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementations and amendments, and Commission Regulation (EC) No 939/97 of 26 May 1997, and subsequent amendments;
f) holds, uses for profit, purchases, sells, displays or holds for sale or for commercial purposes, offers for sale or otherwise transfers specimens without the required documentation, limited to the species referred to in Annex B of the Regulation.
In the event of recidivism, a penalty of imprisonment from six months to eighteen months and a fine

from 20,000 euros to 200,000 euros shall apply. If the aforementioned crime is committed in the exercise of business activities, the conviction shall result in the suspension of the license for a minimum of six months to a maximum of eighteen months.
The introduction into the national territory, the export or re-export from it of personal or household effects relating to species indicated in paragraph 1, in violation of the provisions of Commission Regulation (EC) No 939/97 of 26 May 1997, and subsequent amendments, shall be punished by an administrative penalty from 3,000 euros to 15,000 euros. The illegally introduced objects shall be confiscated by the State Forestry Corps, where confiscation is not ordered by the Judicial Authority.
Unless the act constitutes a criminal offense, anyone who fails to submit the import notification referred to in Article 4(4) of Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent implementations and amendments, or the applicant who fails to notify the rejection of an application for a license or certificate in accordance with Article 6(3) of the aforementioned Regulation, shall be punished with an administrative fine from 3,000 to 15,000 euros.
"The administrative authority that receives the report provided for by Article 17, first paragraph, of Law no. 689 of November 24, 1981, for violations provided for and punished by this law, is the CITES service of the State Forestry Corps."
The pecuniary sanction established by the Decree for the violation of paragraphs 1 and 2 is up to 250 quotas. Furthermore, the suspension of the license, already provided for by Law 150/92, is ordered if the crime is committed in the exercise of business activity.
Example of relevant conduct: Tizio, head of supplies for a joint-stock company, illegally imports a specimen of a protected species (listed in Annex B or C of EU Reg. 338/1997). This case does not fall within the Company's risk area.

Art. 3 bis Law 150/1992: Regulation of crimes relating to the implementation in Italy of the Convention on International Trade in Endangered Species of Wild Fauna and Flora.

"The penalties referred to in Book II, Title VII, Chapter III of the Penal Code shall apply to the cases provided for by Article 16, paragraph 1, letters a), c), d), e), and l), of Council Regulation (EC) No 338/97 of 9 December 1996, and subsequent amendments, regarding the falsification or alteration of certificates, licenses, import notifications, declarations, the communication of information for the purpose of obtaining a license or a certificate, and the use of false or altered certificates or licenses."

2.[…]".

Example of relevant conduct: Tizio, the head of supplies for a limited company, falsifies a declaration in order to obtain a certificate for the import of a specimen of a protected species. This case does not appear to be achievable to the advantage or in the interest of Delta Contract.

Art. 3, paragraph 6, Law 549/1993: Cessation and reduction of the use of harmful substances
"[…]
Companies that intend to cease the production and use of the substances referred to in table B attached to this law at least two years before the 31 December 1999 deadline referred to in paragraph 4 may conclude specific program agreements with the Ministry of Industry, Trade and Crafts and the Ministry of the Environment in order to take advantage of the incentives referred to in Article 10.
For the case under examination, the Decree imposes a pecuniary sanction of 150 to 250 units.
The case is not considered a risk for the Company.

POLLUTION CAUSED BY SHIPS Legislative Decree 202/2007

Art. 8: Willful pollution
"Unless the act constitutes a more serious offense, the Master of a ship, flying any flag, as well as the crew members, the owner and the shipowner of the ship, in the event that the violation

occurred with their concurrence, who willfully violate the provisions of art. 4 are punished with arrest from six months to two years and with a fine from 10,000 euros to 50,000 euros.
If the violation referred to in paragraph 1 causes permanent damage or, in any case, damage of particular gravity, to the
water quality, to animal or plant species or to parts thereof, is subject to imprisonment from one to three years and a fine from 10,000 euros to 80,000 euros".
Damage of particular gravity is considered to be when the elimination of its consequences proves to be particularly complex from a technical point of view, or particularly burdensome, or achievable only with measures of an exceptional nature.
The pecuniary sanction established by the Decree, for the first paragraph, ranges from 150 to 250 units, while, for the second paragraph, a pecuniary sanction from 200 to 300 units is provided, along with the application of the interdictory sanctions provided for by Art. 9 paragraph 2 of the Decree for a duration not exceeding 6 months.
The case in question constitutes a hypothesis of a "proper crime" (reato proprio), as a specific qualification is required for its commission. It is not considered a risk for the Company.

Art. 9: Negligent pollution
"Unless the act constitutes a more serious crime, the Master of a ship, flying any flag, as well as the members of the crew, the owner and the shipowner, in the event that the violation occurred with their cooperation, who negligently violate the provisions of art. 4, shall be punished with a fine of 10,000 to 30,000 euros."
If the violation referred to in paragraph 1 causes permanent damage or, in any case, damage of particular gravity to the quality of the water, to animal or plant species, or to parts thereof, the penalty of imprisonment from six months to two years and a fine from 10,000 euros to 30,000 euros shall apply".
Damage is considered of particular gravity when the elimination of its consequences is particularly complex from a technical standpoint, or particularly burdensome, or achievable only through measures of an exceptional nature.
The pecuniary penalty established by the Decree for the first paragraph is up to 250 units, while for the second paragraph a pecuniary penalty from 150 to 250 units is provided, along with the application of the disqualification penalties provided for by Art. 9, paragraph 2 of the Decree for a duration not exceeding 6 months.
The case under examination constitutes a hypothesis of a special crime, as a specific qualification is required for its commission. It is not considered a risk for the Company.
Delta Contract

17. CRIMES RELATED TO ILLEGAL IMMIGRATION

Article 25-duodecies of Legislative Decree 231/2001, entitled "employment of third-country nationals whose stay is irregular", sanctions the irregular employment of foreign labor within the entity. In particular, the aforementioned article provides for sanctions in relation to the commission of the crimes referred to in Legislative Decree no. 286/1998 "Consolidated text of provisions concerning the regulation of immigration and norms on the condition of the foreigner".
The relevant cases are:
• Art. 12 Legislative Decree no. 286/1998: Provisions against illegal immigration;
• Art. 22 Legislative Decree no. 286/1998: Fixed-term and permanent subordinate employment.

Article 12, paragraphs 3, 3-bis, 3-ter and 5 of Legislative Decree no. 286 of 25 July 1998: Provisions against illegal immigration

"3. Unless the act constitutes a more serious crime, anyone who, in violation of the provisions of this consolidated act, promotes, directs, organizes, finances, or carries out the transport of foreigners into the territory of the State, or performs other acts aimed at procuring their illegal entry into the territory of the State, or that of another State of which the person is not a citizen or does not have a title of permanent residence, is punished with imprisonment from six to sixteen years and with a fine of € 15,000.00 for each person in the event that: a) the act involves the illegal entry or stay in the territory of the State of five or more persons; b) the transported person was exposed to danger for their life or safety in order to procure their illegal entry or stay; c) the transported person was subjected to inhuman or degrading treatment in order to procure their illegal entry or stay; d) the act is committed by three or more persons in conspiracy with each other or by using international transport services or forged or altered documents or in any case illegally obtained; e) the perpetrators of the act have weapons or explosive materials at their disposal."

3-bis. If the acts referred to in paragraph 3 are committed by resorting to two or more of the hypotheses referred to in letters a), b), c), d) and e) of the same paragraph, the penalty provided therein is increased.

3-ter. The custodial sentence shall be increased by one-third to one-half and a fine of € 25,000.00 shall be imposed for each person if the acts referred to in paragraphs 1 and 3: a) are committed for the purpose of recruiting persons for prostitution or, in any case, for sexual or labour exploitation, or involve the entry of minors to be employed in illicit activities in order to facilitate their exploitation; b) are committed for the purpose of profit, including indirect profit. […]

5. Outside the cases provided for by the preceding paragraphs, and unless the act constitutes a more serious crime, anyone who, in order to derive an unjust profit from the illegal status of the foreigner or within the scope of the activities punished under this article, facilitates their stay in the territory of the State in violation of the provisions of this consolidated act, is punished with imprisonment of up to four years and a fine of up to € 15,493.00. When the act is committed jointly by two or more persons, or concerns the stay of five or more persons, the penalty is increased by one-third to one-half. […]".

The Constitutional Court, with judgment no. 63 of 8 February – 10 March 2022, declared the constitutional illegitimacy of Article 12, paragraph 3, letter d).

The pecuniary sanction provided for by the Decree ranges - for violations of the crimes referred to in paragraphs 3, 3 bis, and 3 ter - from 400 to 1000 shares and – for violations of the crimes referred to in paragraph 5 - from 100 to 200 shares.

Example of relevant conduct: Tizio, Chairman of the Board of Directors, provides logistical support and procures fictitious applications for entry into Italy for seasonal subordinate employment in exchange for a monetary payment paid by non-EU citizens. The case is not considered a risk for the Company.

Although Article 25-duodecies of Legislative Decree no. 231/2001 does not make express reference to Article 12-bis of Legislative Decree no. 286 of July 25, 1998, since the latter refers to the provision of Article 12 in its text, it is necessary to reproduce its text for a better understanding of the types of crimes involved.

Article 12-bis of Legislative Decree No. 286 of July 25, 1998: Death or injury as a consequence of crimes related to illegal immigration

1. Anyone who, in violation of the provisions of this consolidated act, promotes, directs, organizes, finances, or carries out the transport of foreigners into the territory of the State, or performs other acts aimed at illegally procuring their entry into the territory of the State, or of another State of which the person is not a citizen or does not have a permanent residence permit, when the transport or entry is carried out in a manner that exposes people to danger to their lives or physical safety, or by subjecting them to inhuman or degrading treatment, shall be punished with imprisonment from twenty to thirty years if the death of multiple persons results from the act as an unintended

consequence. The same penalty applies if the death of one or more persons and serious or very serious injuries to one or more persons result from the act.
2. If the death of a single person results from the act, the penalty of imprisonment from fifteen to twenty-four years shall be applied. If serious or very serious injuries to one or more persons result, the penalty of imprisonment from ten to twenty years shall be applied.
3. In the cases referred to in paragraphs 1 and 2, the penalty is increased when any of the circumstances referred to in Article 12, paragraph 3, letters a), d), and e) occur. The penalty is increased by one-third to one-half when at least two of the circumstances referred to in the first sentence concur, as well as in the cases provided for in Article 12, paragraph 3-ter.
4.omitted
5. The provisions set forth in paragraphs 3-quinquies, 4, 4-bis and 4-ter of Article 12 shall apply.
6. Without prejudice to the provisions of Article 6 of the Penal Code, if the conduct is aimed at procuring illegal entry into the territory of the State, the crime is punished according to Italian law even when death or injury occurs outside such territory."
Example of relevant conduct: Tizio, director of a limited company, takes advantage of business trips abroad, often carried out by his own Company, to organize the illegal transport of foreigners into the territory of the State. This case does not appear to be a risk for Delta Contract.

Art. 22, paragraph 12-bis, Legislative Decree no. 286 of 25 July 1998: Fixed-term and permanent subordinate employment
"[…]
12-bis. The penalties for the offense provided for in subsection 12 are increased by one-third to one-half:
a) if the employed workers are more than three;
b) if the employed workers are minors of non-working age;
c) if the employed workers are subjected to the other working conditions referred to in the third paragraph of Article 603-bis of the Criminal Code".
The regulation limits the intervention of Legislative Decree no. 231/2001 only to the most serious cases, that is, those identified by paragraph 12 bis, neglecting the "minor" hypotheses provided for by paragraph 12 of the same article.
The pecuniary sanction provided by the Decree in relation to the commission of the crime referred to in art. 22, paragraph 12 bis, ranges from 100 to 200 units, up to a limit of 150,000 euros.
Example of relevant conduct: Tizio, who holds the role of employer in a joint-stock company, employs three foreign workers without a residence permit.

Below are the types of offenses referred to in Article 22, paragraph 12 bis, of Legislative Decree 286/1998, reiterated for better understanding and completeness.

Art. 22, paragraph 12, Legislative Decree no. 286 of July 25, 1998: Fixed-term and permanent subordinate employment
"12. Any employer who employs foreign workers lacking the residence permit provided for by this article, or whose permit has expired and for which the renewal has not been requested within the terms of the law, or has been revoked or annulled, is punished with imprisonment from six months to three years and a fine of 5,000 euros for each worker employed."
Example of relevant conduct: Tizio, who holds the role of employer in a joint-stock company, employs three foreign workers without residence permits.

Furthermore, as previously mentioned, the provision in question also makes an explicit reference to Art. 603-bis of the Criminal Code, entitled "illicit intermediation and labor exploitation," a case

contemplated by Art. 22, paragraph 12-bis, of Legislative Decree 286/1998, as an aggravating circumstance.

Art. 603 bis of the Italian Penal Code: Illicit intermediation and labor exploitation
"Unless the act constitutes a more serious crime, anyone who carries out an organized intermediation activity, recruiting labor or organizing its work activity characterized by exploitation, through violence, threat, or intimidation, taking advantage of the state of need or necessity of the workers, shall be punished with imprisonment from five to eight years and with a fine from 1,000 to 2,000 euros for each worker recruited."
For the purposes of the first paragraph, the existence of one or more of the following circumstances constitutes an indication of exploitation:
1) the systematic payment of workers in a manner clearly inconsistent with national collective bargaining agreements or otherwise disproportionate to the quantity and quality of the work performed;
2) the systematic violation of the regulations regarding working hours, weekly rest, mandatory leave, and vacation;
3) the existence of violations of the regulations on safety and hygiene in the workplace, such as to expose the worker to danger to their health, safety, or personal integrity;
4) subjecting the worker to working conditions, surveillance methods, or housing situations that are particularly degrading.
They constitute a specific aggravating circumstance and entail an increase in the penalty by one third to one half:
1) the fact that the number of workers recruited is greater than three;
2) the fact that one or more of the recruited subjects are minors of non-working age;
3) having committed the act by exposing the intermediated workers to situations of grave danger, having regard to the characteristics of the services to be performed and the working conditions".

In conclusion, the new hypothesis of crime under Article 25-duodecies, although included in the catalogue of predicate offences for administrative liability pursuant to Legislative Decree no. 231/2001, appears upon a textual interpretation to be configured as a crime specific to the entity's top management.
Criminal case law has not hesitated to judge as an active subject of the crime not only the person who directly proceeds to hire workers without a residence permit, but also the person who makes use of their services by keeping them in their employ.

The monetary penalty provided for by the Decree is from 100 to 200 units within the limit of 150,000 euros.

The sensitive activities pursuant to Article 25-duodecies of Decree 231/2001.
From the Gap Analysis performed, the areas at risk are the following:

- stipulation of employment contracts;
- personnel selection, recruitment, and administration process.

General principles of conduct.

Area of Doing.

All Sensitive Activities must be carried out in accordance with the applicable legislative and regulatory provisions, with the rules of the Code of Ethics, with the general principles of the Special Part, and with the Operating Protocols for the protection against the identified crime

risks.

In particular, it is necessary to:

- maintain correct, transparent, and collaborative behavior, in compliance with legal regulations and company procedures, in all activities aimed at the selection, management, and administration of personnel;
- maintain a collaborative behavior also with the employment agencies that the Company may use, so as to facilitate the continuous exchange of information;
- request and acquire, at the time of hiring, a copy of the worker's residence permit;
- Monitor the status of the worker near the expiration of the residence permit in view of potential contract renewals that cannot proceed without residence permit renewal measures.

Area of Not Doing.

It is forbidden to:

- violate the existing principles, protocols and hiring procedures;
- hiring foreign workers without a residence permit or with an irregular residence permit;
- enter into fixed-term contracts with a duration extending beyond the expiry of the residence permit;
- to communicate data or information that does not correspond to the truth.

Protocols for the prevention of crime risks.

⇒ **PO-05**

⇒ PO-06

18. CRIMES REGARDING XENOPHOBIA AND RACISM

Art. 25-terdecies of Legislative Decree 231/2001, entitled "Racism and xenophobia," provides for sanctions in relation to the commission of the crimes referred to in Law no. 654/1975, which is now repealed but refers to the provisions of the penal code relevant to the category in question.

The relevant cases are:

• Art. 604-bis of the Italian Penal Code: Propaganda and incitement to commit crimes for reasons of racial, ethnic, and religious discrimination.

Art. 604 bis of the Italian Penal Code: Propaganda and incitement to commit crimes for reasons of racial, ethnic, and religious discrimination (introduced by Legislative Decree 21/2018, with the repeal of Article 3 of Law no. 654 of October 13, 1975)

Unless the act constitutes a more serious crime, it is punishable by:

a) with imprisonment for up to one year and six months or with a fine of up to 6,000 euros, whoever propagates ideas based on racial or ethnic superiority or hatred, or incites to commit or commits acts

of discrimination on racial, ethnic, national or religious grounds;
b) with imprisonment from six months to four years, anyone who, in any way, incites the commission of or commits violence or acts of provocation to violence on racial, ethnic, national, or religious grounds.
Any organization, association, movement or group having among its purposes the incitement to discrimination or violence for racial, ethnic, national or religious reasons is prohibited. Whoever participates in such organizations, associations, movements or groups, or provides assistance to their activity, is punished, for the sole fact of participation or assistance, with imprisonment from six months to four years. Those who promote or direct such organizations, associations, movements or groups are punished, for that alone, with imprisonment from one to six years.
The penalty of imprisonment from two to six years shall be applied if the propaganda or the instigation and incitement, committed in such a way that a concrete danger of diffusion derives from them, are based in whole or in part on the denial, on the serious minimization, or on the apology of the Shoah or of crimes of genocide, crimes against humanity, and war crimes, as defined by articles 6, 7, and 8 of the Statute of the International Criminal Court.
The crimes referred to in Article 3, paragraph 3, of Law 654/1975 punish conduct involving the propaganda of ideas based on racial or ethnic superiority or hatred which, within the scope of the administrative liability of the Entity, may be committed by employees or external collaborators.
The case in question is aimed at protecting respect for human dignity and the principle of ethnic, national, racial, and religious equality. Therefore, this case constitutes a pure conduct crime that is perfected by mediating propaganda regarding racial superiority or hatred, as well as the incitement to and propaganda of acts and/or activities aimed at provoking violence for ethnic, racial, or religious reasons.
For the purposes of subjective imputation, general intent is sufficient, meaning awareness of the discriminatory nature of the propagated message.
The penalty is increased in the case of instigation or incitement, carried out by company personnel or external collaborators, to acts of violence or discrimination on racial, ethnic, national, or religious grounds.
The penalty is also increased:

1) in the case of creation or participation in organizations, associations, movements or groups that pursue the purpose of incitement to discrimination or violence for racial, ethnic, national or religious reasons;

2) in the case of propaganda, instigation or incitement committed, in such a way that a concrete danger of diffusion results, in whole or in part, of the denial, the serious minimization or the apology of the Shoah or of crimes of genocide, crimes against humanity and war crimes, as defined by articles 6, 7 and 8 of the statute of the International Criminal Court (ratified pursuant to Law 232/1999).

The monetary penalty provided for by the Decree is between 200 and 800 quotas. In cases of conviction for the crimes referred to in paragraph 1, the interdictory sanctions provided for in Article 9, paragraph 2, apply for a duration of no less than one year.
If the Entity or one of its organizational units is permanently used for the sole or primary purpose of enabling or facilitating the commission of the crimes indicated in paragraph 1, the sanction of permanent disqualification from the exercise of the activity shall be applied pursuant to Article 16, paragraph 3 of Legislative Decree 231/2001.
Example of relevant conduct: Tizio, in his capacity as an employer, expresses sentiments in the workplace aimed at excluding equal conditions among workers, for reasons based on belonging to different ethnicities, races, or religions.

DEFINITIONS

Law no. 232 of July 12, 1999 (Ratification and execution of the Rome Statute of the International Criminal Court, with final act and annexes, adopted by the United Nations Diplomatic Conference in Rome on July 17, 1998. Delegation to the Government for the implementation of the said statute).

Article 6: Crime of genocide

For the purposes of this Statute, "genocide" means any of the following acts committed with intent to destroy, in whole or in part, a national, ethnical, racial or religious group, as such:

a) *kill group members;*

b) *causing serious bodily or mental harm to members of the group;*

c) *to deliberately subject persons belonging to the group to conditions of life such as to bring about the physical destruction, total or partial, of the group itself;*

d) *Imposing measures intended to prevent births within the group;*

e) *forcibly transferring children of the group to another group".*

The Rome Statute of the International Criminal Court, Law no. 232 of 12 July 1999 "Ratification and implementation of the Statute of the International Criminal Court, with the final act and annexes, adopted by the United Nations Diplomatic Conference in Rome on 17 July 1998. Delegation to the Government for the implementation of the same statute", in Chapter One "Establishment of the Court", provides:

Article 17: Crimes against humanity

"For the purpose of this Statute, 'crime against humanity' means any of the following acts when committed as part of a widespread or systematic attack directed against any civilian population, with knowledge of the attack:"

Murder;
Extermination;
Enslavement;
Deportation or forcible transfer of population;
Imprisonment or other severe deprivation of physical liberty in violation of fundamental rules of international law;
Torture;
Rape, sexual slavery, enforced prostitution, forced pregnancy, enforced sterilization, and any other form of sexual violence of comparable gravity;
Persecution against any identifiable group or collectivity on political, racial, national, ethnic, cultural, religious, gender as defined in paragraph 3, or other grounds that are universally recognized as impermissible under international law, in connection with any act referred to in this paragraph or any crime within the jurisdiction of the Court;
Enforced disappearance of persons;
Apartheid;
Other inhumane acts of a similar character intentionally causing great suffering, or serious injury to body or to mental or physical health.
For the purposes of paragraph 1:
"Attack directed against any civilian population" means a course of conduct involving the multiple commission of acts referred to in paragraph 1 against any civilian population, pursuant to or in furtherance of a State or organizational policy to commit such attack;

"extermination" means, in particular, intentionally subjecting persons to living conditions calculated to bring about the destruction of part of the population, such as preventing access to food and medicine;
by "enslavement" is meant the exercise over a person of one or all of the powers attaching to the right of ownership, including in the course of trafficking in persons, in particular women and children for the purpose of sexual exploitation;
"deportation or forcible transfer of population" means forced displacement of the persons concerned by expulsion or other coercive acts from the area in which they are lawfully present, without grounds permitted under international law;
"torture" means the intentional infliction of severe pain or suffering, whether physical or mental, on a person in one's custody or control; this term does not include pain or suffering arising only from, inherent in, or incidental to lawful sanctions;
"Forced pregnancy" means the unlawful confinement of a woman forcibly made pregnant, with the intent of affecting the ethnic composition of any population or carrying out other grave violations of international law. This definition shall not in any way be interpreted as affecting national laws relating to pregnancy;
“Persecution” means the intentional and severe deprivation of fundamental rights. in violation of international law, for reasons connected to the identity of the group or collectivity;
"apartheid" means inhumane acts of a character similar to those indicated in the provisions of paragraph 1, committed in the context of an institutionalized regime of systematic oppression and domination by one racial group over any other racial group or groups and committed with the intention of maintaining that regime;
"Enforced disappearance of persons" is considered to be the arrest, detention, abduction or any other form of deprivation of liberty by agents of the State or by persons or groups of persons acting with the authorization, support or acquiescence of the State, followed by a refusal to acknowledge the deprivation of liberty or by concealment of the fate or whereabouts of the disappeared person, which place such a person outside the protection of the law for a prolonged period of time.
For the purposes of this Statute, the term "gender" refers to the two sexes, male and female, in a social context. This term does not imply any meaning other than that mentioned above.

Article 8: War crimes
"The Court has jurisdiction to judge war crimes, in particular when committed as part of a plan or policy or as part of a large-scale commission of such crimes."
For the purposes of the Statute, "war crimes" means:
grave breaches of the Geneva Convention of 12 August 1949, namely any of the following acts against persons or property protected by the provisions of the Geneva Conventions:
voluntary manslaughter;
torture or inhumane treatment, including biological experiments;
intentionally causing great suffering or serious injury to body or health;
destruction and appropriation of property, not justified by military necessity and carried out unlawfully and wantonly on a large scale;
compelling a prisoner of war or other protected person to serve in the forces of a hostile Power;
willfully depriving a prisoner of war or other protected person of their right to a fair and regular trial;
deportation, transfer or unlawful confinement;
hostage taking.
Other serious violations of the laws and customs applicable, within the established framework of international law, in international armed conflicts, namely any of the following acts:
deliberately directing attacks against the civilian population as such or against individual civilians not taking direct part in hostilities;
intentionally directing attacks against civilian property, that is, property which is not a military

objective;
intentionally directing attacks against personnel, installations, material, units or vehicles involved in a humanitarian assistance or peacekeeping mission in accordance with the Charter of the United Nations, as long as they are entitled to the protection given to civilians or civilian objects under the international law of armed conflict;
deliberately launching attacks in the knowledge that such attacks will cause incidental loss of life or injury to civilians or damage to civilian objects or widespread, long-term and severe damage to the natural environment which would be clearly excessive in relation to the concrete and direct military advantage anticipated;
to attack or bombard, by any means, towns, villages, dwellings, or buildings which are undefended and are not military objectives;
to kill or wound combatants who, having laid down their arms or having no longer means of defence, have surrendered at discretion;
making improper use of a white flag, of the flag or military insignia and uniform of the enemy or of the United Nations, as well as of the distinctive emblems of the Geneva Conventions, thereby causing loss of life or serious personal injury;
the transfer, directly or indirectly, by the occupying power of parts of its own civilian population into the territory it occupies, or the deportation or transfer of all or parts of the population of the occupied territory within or outside this territory;
intentionally directing attacks against buildings dedicated to religion, education, art, science or humanitarian purposes, to historical monuments, to hospitals and places where the sick and wounded are collected, provided that such buildings are not used for military purposes;
subjecting persons who are in the power of an adverse party to physical mutilation or to medical or scientific experiments of any kind which are neither justified by the medical, dental or hospital treatment of the person concerned nor carried out in his interest, and which cause death to or seriously endanger the health of such person or persons;
to kill or wound treacherously individuals belonging to the enemy nation or army;
to declare that no one will have their life saved;
to destroy or seize the enemy's property, unless such destruction or seizure be imperatively demanded by the necessities of war;
declare abolished, suspended or inadmissible in court the rights and actions of citizens of the enemy nation;
to compel the nationals of the hostile party to take part in the operations of war directed against their own country, even if they were in the belligerent's service before the commencement of the war;
to sack cities or localities, even if taken by storm;
use poison or poisonous weapons;
use asphyxiating, toxic or other similar gases and all analogous liquids, materials and instruments;
using bullets that expand or flatten easily inside the human body, such as bullets with a hard casing that does not fully cover the central core or those with a hollow point;
employing weapons, projectiles and material and methods of warfare which are of a nature to cause superfluous injury or unnecessary suffering or which are inherently indiscriminate in violation of the international law of armed conflict, provided that such weapons, projectiles and material and methods of warfare are the subject of a comprehensive prohibition and are included in an annex to this Statute, by an amendment in accordance with the relevant provisions set forth in articles 121 and 123.
to violate the dignity of the person, in particular by using humiliating and degrading treatment;
rape, sexual slavery, enforced prostitution or pregnancy, enforced sterilization, and any other form of sexual violence constituting a grave breach of the Geneva Conventions;
to use the presence of a civilian or other protected person to prevent certain sites, zones or military forces from becoming the target of military operations;

intentionally directing attacks against buildings, material, medical units and transport used, in accordance with international law, and using the distinctive emblems of the Geneva Conventions;
intentionally starving civilians as a method of warfare by depriving them of objects indispensable to their survival, and in particular willfully impeding relief supplies as provided for under the Geneva Conventions;
recruiting or enlisting children under the age of fifteen years into national armed forces or using them to participate actively in hostilities;
In the case of armed conflict not of an international character, serious violations of article 3 common to the four Geneva Conventions of 12 August 1949, namely any of the following acts committed against persons taking no active part in the hostilities, including members of armed forces who have laid down their arms and those placed hors de combat by sickness, wounds, detention or any other cause:
Acts of violence against life and the integrity of the person, in particular all forms of murder, mutilation, cruel treatment and torture;
violating personal dignity, in particular humiliating and degrading treatment;
take hostages;
to pass sentences and execute them without a previous judgment, carried out before a regularly constituted court that offers all the judicial guarantees generally recognized as indispensable.
Subparagraph (c) of paragraph 2 applies to non-international armed conflicts and therefore does not apply to internal situations of disorder and tension, such as riots or sporadic or isolated acts of violence of a similar nature.
Other serious serious violations of the laws and customs applicable, within the established framework of international law, in armed conflicts not of an international character, namely any of the following acts;
deliberately directing attacks against civilian populations as such or against civilians who are not taking a direct part in hostilities;
intentionally directing attacks against buildings, material, medical units and transport, and personnel using the distinctive emblems of the Geneva Conventions in conformity with international law;
intentionally directing attacks against personnel, installations, material, units or vehicles involved in a humanitarian assistance or peacekeeping mission in accordance with the Charter of the United Nations, as long as they are entitled to the protection given to civilians or civilian objects under the international law of armed conflict;
intentionally directing attacks against buildings dedicated to religion, education, art, science or charitable purposes, historic monuments, hospitals and places where the sick and wounded are collected, provided they are not military objectives;
pillaging cities or localities, even if taken by assault
rape, sexual slavery, enforced prostitution or forced pregnancy, enforced sterilization, and any other form of sexual violence constituting a grave breach of the Geneva Conventions;
recruiting or enlisting children under the age of fifteen years into the national armed forces or using them to participate actively in hostilities;
order the displacement of the civilian population for reasons related to the conflict, unless the security of the civilians involved or imperative military reasons so demand;
to kill or wound an adversary combatant by treachery;
declare that no one will be spared;
subjecting persons who are in the power of an adverse party to physical mutilation or to medical or scientific experiments of any kind which are neither justified by the medical, dental or hospital treatment of the prisoner concerned nor carried out in his interest, and which cause death to or seriously endanger the health of such person or persons;
to destroy or seize the enemy's property, unless such destruction or seizure be imperatively demanded by the necessities of conflict;

D paragraph e) of paragraph 2 applies to armed conflicts not of an international character and therefore does not apply to situations of internal tension and disturbance, such as riots, isolated and sporadic acts of violence and other acts of a similar nature. It applies to armed conflicts which take place in the territory of a State when there is protracted armed conflict between governmental authorities and organized armed groups or between such groups.
Nothing in the provisions of paragraph 2, subparagraphs c) and d) shall affect the responsibility of governments to maintain or re-establish public order within the State or to defend the national unity and territorial integrity of the State by all legitimate means.
Example of relevant conduct: Tizio, an operational employee of a limited company, assaults a colleague, directing racist insults at him.

Sensitive activities pursuant to art. 25-terdecies of Legislative Decree 231/2001

From the analysis conducted on Delta Contract's activities, the following sensitive activities have emerged that imply the risk of committing the crimes referred to in Art. 25-terdecies of the Decree:

- internal relationships between workers;
- relationships with workers of other companies;
- customer relations.

Principles of behavior

The prevention of the crimes in question is implemented primarily through the adoption of the behavioral principles codified in the Code of Ethics, in the internal policies, and in the Operating Protocols referred to below.

Area of Action

It is mandatory to respect the principle of equality, avoiding discrimination, never inciting violence, and approaching other workers and customers with respect.

Protocols for the mitigation of crime risks under Art. 25-terdecies of the Decree:

⇒ **PO-05**

⇒ PO-06

19. OFFENCES RELATED TO Fraud in sporting competitions, abusive exercise of gambling or betting and gambling carried out by means of prohibited devices

Art. 1 Law no. 401 of December 13, 1989: Fraud in sports competitions

"Anyone who offers or promises money or other utility or advantage to any of the participants in a sporting competition organized by the federations recognized by the Italian National Olympic Committee (CONI), by the Italian Union for the Improvement of Horse Breeds (UNIRE), or by other sports bodies recognized by the State and the associations adhering to them, in order to achieve a result other than that resulting from the correct and fair conduct of the competition, or commits other fraudulent acts aimed at the same purpose, shall be punished with imprisonment from two to six years and with a fine from 258.23 euros to 1,032.91 euros. In cases of minor importance, only the penalty of a fine shall be applied. The same penalties apply to the participant in the competition who accepts the money or other utility or advantage, or accepts the promise thereof."
If the result of the competition is influential for the purposes of carrying out regularly exercised prediction contests and bets, for the facts referred to in paragraphs 1 and 2, they shall be punished

with imprisonment from three months to two years and with a fine from 2,582.28 euros to 25,822.85 euros."

The crime can be committed by "anyone," regardless of the agent's subjective qualification.
The incriminated behaviors are various:

(i) offering or promising money or other benefit to the advantage of participants in a sports competition organized by a federation recognized by the State, or

(ii) the commission of fraudulent acts carried out to corrupt the proper result of the competition.

Both conducts are relevant as they were carried out for the purpose of achieving a result different from that resulting from the correct and fair conduct of the competition.
The same penalty provided for the sports corruptor is applied to the corrupted subject.
The pecuniary penalty provided for by the Decree is up to 500 units.
Example of relevant conduct: Tizio, operations director of a football club, 'bribes' a player from an opposing team so that the latter causes a penalty against his own club. Given the corporate activity of Delta Contract, it seems impossible that the realization of the aforementioned scenario would occur in the interest of the entity.

Art. 4 Law of 13 December 1989 no. 401: Unauthorized practice of gambling or betting activities

"Anyone who abusively operates the organization of lottery games, betting, or prediction contests that the law reserves for the State or other concessionary entities shall be punished with imprisonment from three to six years and a fine from 20,000 to 50,000 euros. The same penalty applies to anyone who, in any way, organizes bets or prediction contests on sporting activities managed by the Italian National Olympic Committee (CONI), by organizations dependent on it, or by the Italian Union for the Improvement of Equine Breeds (UNIRE). Anyone who abusively operates the organization of public betting on other competitions involving people or animals and games of skill shall be punished with arrest from three months to one year and a fine of not less than one million lire. The same sanctions apply to anyone who sells tickets for lotteries or similar prize events from foreign states on national territory without the authorization of the Customs and Monopolies Agency, as well as to anyone who participates in such operations by collecting bet reservations, crediting the relative winnings, and promoting and advertising them through any means of dissemination. Also punished with imprisonment from three to six years and a fine from 20,000 to 50,000 euros is anyone who organizes, operates, and collects bets remotely, without the required concession, for any game established or regulated by the Customs and Monopolies Agency. Anyone who, even if holding the required concession, organizes, operates, and collects bets remotely for any game established or regulated by the Customs and Monopolies Agency using methods and techniques other than those provided for by law, shall be punished with arrest from three months to one year or with a fine from 500 to 5,000 euros."
The case under examination constitutes a common crime, as it can be committed by "anyone," regardless of the agent's subjective status.
The incriminated conduct is varied, but generally traceable to the illegal organization of betting, games, and prognostications.
The pecuniary sanction provided for by the Decree is – for the criminal offenses provided for by the article under comment – up to 500 units – for misdemeanor offenses – up to 260 units.
Example of relevant conduct: Tizio, chief operating officer of a joint-stock company, organizes clandestine bets on the outcome of the Serie A football championship. This case falls outside the risk area of Delta Contract.

Sensitive activities pursuant to Article 25-quaterdecies of the Decree:

From the analysis conducted on the Company's activities, no sensitive activities emerged in relation to the cases under examination, which appear – even abstractly – unrelated to the Company's operational area.

20. TAX CRIMES

Law no. 157/2019, converting Decree-Law no. 124/2019, introduced Art. 25-quinquiesdecies into Decree 231/2001, providing for the administrative liability of entities for tax crimes provided for by Legislative Decree no. 74/2000 "New regulations on crimes regarding income and value added taxes, pursuant to Art. 9 of Law no. 2055 of 25 June 1999". Subsequently, Legislative Decree no. 75 of 14 July 2020 transposed Directive 2017/1371 on the fight against fraud affecting the Union's financial interests (so-called P.I.F. Directive - Protection of Financial Interests). Art. 5 of Legislative Decree no. 156 of 4 October 2022 "Corrective and supplementary provisions to Legislative Decree no. 75 of 14 July 2020, implementing Directive (EU) 2017/1371 on the fight against fraud affecting the Union's financial interests by means of criminal law" amended Art. 25-quinquiesdecies of Legislative Decree 231/2001. Legislative Decree no. 87 of 14 June 2024 "Sanctions Decree" introduced a new sanctioning regime, inspired by principles of greater equity and proportionality, implemented through a mitigation of the sanction in line with what is in force in other European Union countries. The cases identified by art. 25-quinquiesdecies are:

- Art. 2, paragraph 1 and paragraph 2-bis, Legislative Decree 10 March 2000, no. 74: Fraudulent declaration through the use of invoices or other documents for non-existent transactions;
- Art. 3 of Legislative Decree no. 74 of March 10, 2000: Fraudulent declaration through other artifices;
- Art. 4 of Legislative Decree no. 74 of March 10, 2000: Unfaithful declaration if committed within the scope of cross-border fraudulent systems and for the purpose of evading value-added tax for a total amount of not less than 10 million euros;
- Art. 5 Legislative Decree no. 74 of March 10, 2000: Omitted tax return if committed within the framework of cross-border fraudulent schemes and for the purpose of evading value-added tax for a total amount of not less than 10 million euros;
- Art. 8, paragraph 1 and paragraph 2-bis of Legislative Decree no. 74 of March 10, 2000: Issuance of invoices or other documents for non-existent transactions;
- Art. 10 Legislative Decree no. 74 of March 10, 2000: Crime of concealment or destruction of accounting documents;
- Art. 10-quater of Legislative Decree no. 74 of March 10, 2000: Undue compensation if committed within the framework of cross-border fraudulent systems and for the purpose of evading value added tax for a total amount of not less than 10 million euros;
- Art. 11 Legislative Decree March 10, 2000, no. 74: Fraudulent evasion of tax payments.

Art. 2 Legislative Decree 74/2000: Fraudulent tax return through the use of invoices or other documents for non-existent transactions

Anyone who, in order to evade income tax or value-added tax, by making use of invoices or other documents for non-existent transactions, indicates fictitious passive elements in one of the tax returns relating to said taxes, is punished with imprisonment from four to eight years.

The fact is considered to be committed by making use of invoices or other documents for non-existent transactions when such invoices or documents are recorded in the mandatory accounting records, or are held as proof against the financial administration [...]".
The case under examination "occurs when the declaration is not only untruthful, but also proves to be 'insidious', as it is supported by an accounting, or more generally documentary, 'structure' capable of misleading or hindering the subsequent assessment activity of the Financial Administration, or in any case of artificially validating the untruthful presentation of data contained therein" (Accompanying report to the draft legislative decree bearing "New regulation of crimes regarding income tax and value-added tax, pursuant to art. 9 of Law no. 205 of 25 June 1999" approved on 5 January 2005 by the Council of Ministers").
The interest protected by the provision under examination, according to the majority doctrine and jurisprudence, is represented by the State's interest in the regular collection of taxes.
Although "anyone" is indicated as the active subject of the offense, the crime can be committed exclusively by the person who signs the personal declaration or that of the company, entity, or natural person for which they are an administrator, liquidator, or representative.
The incriminated conduct is active and consists of several phases: the first consisting of making use of invoices/other documents for non-existent transactions and a subsequent/conclusive phase which is realized by indicating in one of the declarations fictitious passive elements supported by the aforementioned documents.
Sometimes, the case is supplemented by the setting up of a more complex fraudulent system that involves entities that are not actually operational (so-called 'shell companies'), in fact managed by the head of another organization, in some cases with the support of a tax consultant/expert.
The material object of the relevant conduct consists of invoices or other documents for non-existent transactions and of the tax returns relating to income taxes and value-added tax in which the perpetrator indicates the fictitious passive elements of the false invoices or false documents.
It should be specified in this regard that, pursuant to letter a) of art. 1 of Legislative Decree 74/2000, "invoices or other documents for non-existent transactions" are "invoices or other relevant documents having similar probative value based on tax regulations, issued for transactions not actually carried out in whole or in part, which indicate consideration or value-added tax in an amount greater than the actual one, or which refer the transaction to entities other than the actual ones".
In this regard, it seems useful to distinguish between objectively non-existent transactions (never or partially executed), over-invoicing consisting of an increase in existing liabilities, subjectively non-existent transactions (which presuppose that one of the parties to the transaction remained completely extraneous to it or, more radically, that one of the parties to the transaction does not exist in reality), and legally non-existent transactions, which presuppose the issuance of a document on the basis of an underlying transaction to which a legal qualification different from the real one has been given (consider the case of invoices issued in relation to non-genuine procurement contracts that are reclassified as supply relationships).
Following the revision of the criminal-tax system, with the deletion of the reference to the annual nature of declarations, the tax declarations relevant under Art. 2 of Legislative Decree no. 74/2000 are - according to the Supreme Court - "any declaration, which include infra-annual income tax and IRAP declarations resulting from the liquidation of a company, declarations in the event of company transformation, merger, or spin-off, declarations of intra-community operations relating to purchases, monthly declarations of purchases of goods and services made by entities (...)".
The case in point requires, from a subjective perspective, the so-called specific intent, given that the conduct is criminally relevant only if carried out "for the purpose of evading income and value-added taxes".
The pecuniary sanction provided by the Decree for the crime referred to in art. 2, paragraph 1, is up to 500 units; for the crime referred to in art. 2, paragraph 2 bis, it is up to 400 units. If, following the

commission of the crimes, the entity has obtained a profit of significant amount, the pecuniary sanction is increased by one third.
Example of relevant conduct: Tizio, chairman of the board of directors of a corporation, signs a tax return containing fictitious liabilities, making use of invoices for non-existent consulting services.

Art. 3 Legislative Decree 74/2000: Fraudulent declaration through other artifices

"Outside of the cases provided for by Article 2, is punished with imprisonment from three to eight years anyone who, for the purpose of evading income taxes or value-added tax, by carrying out objectively or subjectively simulated transactions or by availing themselves of false documents or other fraudulent means suitable to hinder the assessment and to mislead the financial administration, indicates in one of the declarations relating to said taxes active elements for an amount lower than the actual one or fictitious passive elements or fictitious credits and withholdings, when, jointly:"
a) the tax evaded exceeds, with reference to any of the individual taxes, thirty thousand euros;
b) the total amount of active elements subtracted from taxation, including through the indication of fictitious passive elements, is greater than five percent of the total amount of active elements indicated in the declaration, or in any case, is greater than one million five hundred thousand euros, or if the total amount of fictitious credits and withholdings to reduce the tax is greater than five percent of the amount of the tax itself or in any case is greater than thirty thousand euros.
2. The act is considered committed by making use of false documents when such documents are recorded in the mandatory accounting records or are held for the purpose of proof with respect to the financial administration.
3. For the purposes of applying the provision of paragraph 1, the mere violation of invoicing obligations and of recording income items in accounting records, or the sole indication in invoices or records of income items lower than the actual ones, do not constitute fraudulent means.
The provision in question punishes anyone who, on the basis of a false representation of assets and liabilities in mandatory accounting records and by making use of fraudulent means capable of hindering verification by the financial administration, indicates fictitious liabilities in the annual tax return, when the two conditions referred to in letters a) and b) of the provision are met jointly.
In other words, while Art. 2 punishes anyone who 'inflates' the negative components of the tax return, so as to decrease the taxable income and the tax due, regardless of quantitative thresholds, the case referred to in Art. 3, on the other hand, remains subject to the joint exceeding of punishability thresholds, so as to limit the criminal relevance of the conduct to only economically significant offenses, given that:

- the evaded tax must exceed 30,000.00 euros with reference to any of the individual taxes (income tax and VAT);
- The amount of active components removed from taxation and passive ones artificially increased must be greater than the proportional amount of 5% with respect to the total amount of active elements indicated in the tax return, or, and in any case, greater than the amount of 1.5 million euros.

To understand what is meant by evaded tax, it is necessary to refer to Art. 1, paragraph 1, letter f) of Legislative Decree 74/2000, according to which it consists of the "difference between the tax actually due and that which (following the untruthful presentation of income components or tax bases) was indicated (as due) in the tax return. From this amount, however, must be subtracted the sums that the taxpayer, or others on their behalf (specifically, in the capacity of tax withholding agent), have in fact paid for any reason (advance payment, withholding tax) in payment of the tax before the filing of the return (which marks the consummation moment of the offense)."

The crime is of a specific nature as it can only be committed by qualified subjects: it is required that the perpetrator be a subject obligated to keep accounting records, as well as a taxpayer obligated to file tax returns.
The subjects required to keep accounting records, pursuant to Art. 13 of Presidential Decree 600/1973, are natural persons who exercise commercial enterprises, arts, and professions; general partnerships, limited partnerships, and equivalent entities; companies subject to income tax (joint-stock companies, limited partnerships with shares, limited liability companies, cooperatives, companies and entities not resident in the territory of the State); and associations or companies between artists and professionals. Excluded from these obligations are subjects such as agricultural entrepreneurs (Art. 2135 of the Civil Code) and those who, while receiving self-employment income, do not professionally practice arts and professions (Art. 49 of the Consolidated Law on Income Taxes).
The conduct criminalized by the provision is of a commissive nature and consists of a plurality of acts: the preparation of a false representation of assets or liabilities in mandatory accounting records, even by making use of fraudulent means; the subsequent indication, in one of the annual tax returns, of assets in an amount lower than the real ones or fictitious liabilities.
For the integration of the subjective element of the crime, specific intent is required, understood as the will to achieve a result in terms of tax evasion.
The pecuniary penalty provided for by the Decree is up to 500 units.
If, following the commission of the crimes, the entity has obtained a profit of significant amount, the pecuniary penalty is increased by one third.
Example of relevant conduct: Tizio, chairman of the Board of Directors of a joint-stock company, indicates fictitious passive elements in the annual tax return (when both the conditions referred to in letters a) and b) of the provision are met), making use of false documents suitable for hindering the assessment and misleading the financial administration.

Art. 8 Legislative Decree 74/2000: Issuance of invoices or other documents for non-existent transactions

1. Anyone who, for the purpose of enabling third parties to evade income tax or value added tax, issues or releases invoices or other documents for non-existent transactions, is punished by imprisonment from four to eight years.
2. For the purposes of applying the provision set forth in paragraph 1, the issuance or release of multiple invoices or documents for non-existent transactions during the same tax period shall be considered as a single offense.
2-bis. If the untrue amount indicated in the invoices or documents, per tax period, is less than one hundred thousand euros, imprisonment from one year and six months to six years shall apply.
The object of criminal protection is the interest "of the State not to see its tax assessment function hindered" (Cass. Pen., Sec. III, no. 28654/2009) and therefore in the genuine representation of taxable bases.
The case provides for an abstract danger crime and is an instantaneous offense, which "is consummated at the moment and in the place where the invoice leaves the availability of the issuer" (Cass. Pen., Sez. III, no. 5169/2024)".
The incriminated conduct consists of the issuance or release of invoices or other documents for non-existent transactions: the mere creation of such documents is, therefore, not sufficient.
For the integration of the crime, the specific intent of the issuer is necessary. In this regard, the Supreme Court specifies that "it is necessary that the issuer of the invoices proposes the goal of allowing third parties to evade income taxes or value-added tax, but it is not necessary that the third party actually achieves the planned evasion" (Cass. Pen., Sec. III, no. 26575/2021). The monetary

penalty provided by the Decree for the crime referred to in Art. 8, paragraph 1, is up to 500 units; for the crime referred to in Art. 8, paragraph 2 bis, it is up to 400 units.
If, following the commission of the aforementioned crimes, the entity has obtained a profit of significant amount, the pecuniary penalty is increased by one third.
Example of relevant conduct: Tizio, administrative manager of company X, issues an invoice for €1,000 to company Y for services not actually rendered, in order to allow the latter to evade income taxes.

Art. 10 Legislative Decree 74/2000: Concealment or destruction of accounting documents
"Unless the act constitutes a more serious crime, anyone who, in order to evade income or value-added taxes, or to enable the evasion by third parties, conceals or destroys in whole or in part the accounting records or documents whose preservation is mandatory, in such a way as to make it impossible to reconstruct the income or volume of business, shall be punished with imprisonment from three to seven years."
The case under examination protects the State's interest in the complete and timely collection of taxes and the Administration's interest in the regular conduct of assessment activities.
The crime is a common crime, as the active subject of the offense can be anyone, regardless of the subjective status of the agent.
The alternatively incriminated conducts are the concealment or destruction of accounting records.
The subjective element is the specific intent, consisting of the purpose of evasion (which does not necessarily have to be achieved for the crime to be perfected).
The monetary penalty provided for by the Decree is up to 400 shares.
If, following the commission of the crime, the entity has obtained a profit of significant amount, the pecuniary sanction is increased by one third.
Example of relevant conduct: Tizio, chairman of the board of directors of a joint-stock company, orders the destruction of part of the accounting records in order to evade the assessment of taxes due.

Art. 11 Legislative Decree 74/2000: Fraudulent evasion of tax payment
1. Anyone who, in order to evade the payment of income or value-added taxes, or interest or administrative penalties related to such taxes, amounting in total to more than fifty thousand euros, simulates the alienation of or performs other fraudulent acts on their own or others' assets, which are suitable to render the compulsory collection procedure wholly or partially ineffective, shall be punished with imprisonment from six months to four years. If the amount of taxes, penalties, and interest exceeds two hundred thousand euros, imprisonment from one year to six years shall apply.
2. Anyone who, in order to obtain a partial payment of taxes and related accessories for themselves or for others, indicates in the documentation presented for the purposes of the tax settlement procedure active elements for an amount lower than the actual one or fictitious passive elements for a total amount exceeding fifty thousand euros is punished with imprisonment from six months to four years. If the amount referred to in the previous period exceeds two hundred thousand euros, imprisonment from one year to six years shall apply."
The interest protected by the criminal provision in question is to be identified in the preservation of the taxpayer's patrimonial guarantee.
The taxable entity is the one that has the obligation to pay taxes for an amount exceeding 50,000 Euros.
The relevant conduct consists of the commission of fraudulent acts capable of rendering ineffective the action taken by the State. The consummation of the crime occurs at the time of the simulated

alienation or other fraudulent acts; for the offense to be established, a failed compulsory tax execution is not necessary.
The case requires, as a subjective element, specific intent consisting of the aim to evade tax payments.
The monetary penalty provided for by the Decree is up to 400 units.
If, following the commission of the crime, the entity has obtained a profit of significant amount, the pecuniary penalty is increased by one third.
Example of relevant conduct: Tizio, chairman of the board of directors of a joint-stock company, with the support of a colluding legal consultant, carries out a simulated transfer of the company in order to render the compulsory collection of administrative penalties ineffective.

Following the approval of Legislative Decree no. 75 of 14 July 2020 in the Official Gazette no. 177 of 15 July 2020, the list of predicate offenses has been extended to the conduct punished by articles 4, 5, and 10-quater of Legislative Decree 74/2000. However, the liability of entities arises in these cases only if:

- the act is committed within the framework of cross-border fraudulent schemes;
- the goal is to evade value-added tax for a total amount of no less than 10 million euros.

As for the circumstance that the acts must be committed within several Member States of the European Union, the legislator seems to require that the conduct must be materially carried out in several EU countries, so that the fraud, artifice, or in general, the evasion has the effect of subtracting VAT to the detriment of any of the Member States.

Art. 4 Legislative Decree 74/2000: Unfaithful declaration if committed within the scope of cross-border fraudulent systems and for the purpose of evading value-added tax for a total amount of not less than 10 million Euros

"Outside of the cases provided for by articles 2 and 3, anyone who, in order to evade income or value-added taxes, indicates in one of the annual tax returns relating to said taxes active items for an amount lower than the actual one or non-existent passive items, is punished with imprisonment […] when, jointly:"
a) the tax evaded exceeds one hundred thousand euros, with reference to any of the individual taxes;
b) the total amount of taxable income/assets subtracted from taxation, including through the indication of non-existent liabilities, is greater than ten percent of the total amount of taxable income/assets indicated in the tax return, or, in any case, is greater than two million euros".
Within the scope of application of the case, evasive behaviors that result in ideological falsehoods lacking fraudulent connotations are intended to be included, such as:

- in the omitted recording of revenues;
- in the undue reduction of the taxable base through the reporting in the tax return of non-existent (and not fictitious) costs, that is, negative income components that never actually came into existence;
- in under-invoicing, or in the indication on the invoice of an amount lower than the actual one.

Subject to the above conditions, the pecuniary sanction provided for by the Decree is up to 300 units.
Example of relevant conduct: Tizio, chairman of the Board of Directors of a limited company, promotes a policy of systematic under-invoicing for the purpose of VAT evasion, under the conditions provided for by the case in question.

Art. 5 Legislative Decree 74/2000: Omitted declaration if committed within the scope of cross-border fraudulent systems and for the purpose of evading value-added tax for a total amount of not less than 10 million Euros

"Anyone who, in order to evade income tax or value-added tax, fails to file one of the declarations relating to said taxes, when the tax evaded is greater, with reference to any of the individual taxes, than fifty thousand euros, is punished with imprisonment [...]"
"Any person who, being required to do so, fails to file the withholding agent tax return when the amount of withheld taxes not paid exceeds fifty thousand euros shall be punished by imprisonment [...]"
VAT evasion can also be attempted by "simply" omitting to file the relevant returns. However, a return is not considered omitted when it is filed with a delay of no more than 90 days or is not signed or is drawn up on a non-compliant form.
Under the above conditions, the pecuniary penalty provided for by the Decree is up to 400 shares.
Example of relevant conduct: Tizio, president of a joint-stock company, fails to file the annual VAT return under the conditions provided for by the case in question.

Art. 10-quater Legislative Decree 74/2000: Undue compensation if committed within the scope of cross-border fraudulent systems and for the purpose of evading value added tax for a total amount of not less than 10 million Euros

“Anyone who fails to pay the sums due, using for offsetting purposes, pursuant to Article 17 of Legislative Decree no. 241 of 9 July 1997, non-entitled credits for an annual amount exceeding fifty thousand euros, shall be punished with imprisonment […]”
"Any person who fails to pay the amounts due, using for compensation, pursuant to Article 17 of Legislative Decree no. 241 of July 9, 1997, non-existent credits for an annual amount exceeding fifty thousand euros, shall be punished by imprisonment [...]".
In this regard, it must be specified that a "non-existent" credit is one that is totally disconnected from the taxpayer's tax situation: in such a case, the credit is literally invented or the result of an extemporaneous creation during the compilation of Form 24.
The Court of Cassation has intervened on this point, specifying that – following the introduction of Legislative Decree 87/2024 – for a credit to be qualified as non-existent, it must be anchored to a non-real or untrue situation, that is, devoid of phenomenologically appreciable justificatory elements, if not also with connotations of fraudulence. The qualification of credits offset in compensation as non-existent finds confirmation in the provision under Art. 1, paragraph 1, letter g-quater of Legislative Decree 87/2024, which anchors the notion of a non-existent credit to the non-existence of the constitutive requirements.
The non-entitled credit is that for which the compensation procedure methods are not respected: therefore, a credit not due in relation to the reference provisions.
Under the above conditions, the pecuniary sanction provided for by the Decree is up to 400 quotas.
Example of relevant conduct: Tizio, chairman of the Board of Directors of a joint-stock company, indicates in compensation tax credits that do not actually exist, under the conditions provided for by this provision.

~~Sensitive activities pursuant to art. 25-quinquiesdecies of Legislative Decree 231/2001~~

From the analysis conducted on Delta Contract's activities, the following sensitive activities have emerged, involving the risk of committing the offenses referred to in Art. 25-quiquiesdecies of the Decree:

- accounting management and custody of accounting documents;
- billing;
- preparation and filing of tax returns;
- disposal transactions (including free of charge) of movable and immovable property, shareholdings, as well as extraordinary transactions (for example, transfer of business units);
- use of VAT credits for offsetting.

Principles of behavior.

Area of Doing.

All Sensitive Activities must be carried out in compliance with the applicable legal and regulatory provisions, the rules of the Code of Ethics, the general principles of conduct set out in the Special Part of this Model, as well as the referenced Operating Protocols (see below).

In particular, it is mandatory to:

- perform checks regarding the operational status of one's suppliers (in particular by extracting the chamber of commerce registration and verifying the consistency of the corporate purpose with respect to the invoiced service);
- keep accounting records with care and in order;
- before carrying out non-routine corporate transactions, conduct assessments on the tax adequacy of the same through appropriate due diligence;
- select tax consultants based on the requirements of honorability and professionalism;
- provision of clauses for adherence to the Code of Ethics and applicable Operational Protocols in contracts relating to relevant consultants.

Area of Non-Doing.

It is forbidden to:

- omit/delay mandatory tax returns;
- omit/delay the VAT settlement;
- declaring fictitious passive elements in mandatory tax returns;
- operating with suppliers whose reliability has not been verified;
- in any case, violating the principles of the Code of Ethics and the standards of conduct crystallized in the Operating Protocols listed below;
- indicate non-due/non-existent credits in F24.

Protocols for safeguarding against crime risks pursuant to Art. 25-quinquiesdecies of the Decree:

⇒ **PO-02**

⇒ PO-03

⇒ PO-05

21. SMUGGLING OFFENSES

Article 5, paragraph 1, letter d), of Legislative Decree 75/2020 introduced Article 25-sexiesdecies into Legislative Decree 231/2001, thus providing, among the predicate offenses, for smuggling crimes. Subsequently, the regulation was amended by Legislative Decree no. 141 of September 26, 2024, titled "National provisions complementary to the Union Customs Code and revision of the

sanctioning system regarding excise duties and other indirect taxes on production and consumption", in implementation of the enabling law on tax reform (Law no. 111 of August 9, 2023).
Legislative Decree no. 141 of September 26, 2024, rewrites national provisions on customs matters, completely repealing and replacing the TULD (Consolidated Law on Customs). One of the relevant aspects of the new sanctioning system is the objective element, which designates a system of illicit progression in which, for the violation to assume criminal relevance, it is necessary, except in specific situations, that the threshold of offensiveness identified by Art. 96 be exceeded, i.e., 10,000 euros in undeclared or incorrectly declared customs duties owed. The pecuniary sanctions for the entity, applied to customs duties, have also been extended to taxes in cases where they exceed 100,000 euros. Art. 4 of Legislative Decree no. 141 of September 26, 2024, amended Art. 25-sexiesdecies of Legislative Decree 231/2001, also providing that the provisions of the Consolidated Law on legislative provisions concerning taxes on production and consumption and related criminal and administrative sanctions referred to in Legislative Decree no. 504 of October 26, 1995, are an integral part of Art. 25-sexiesdecies of Legislative Decree 231/2001.
The cases referred to in Article 25-sexdecies with reference to customs legislation are:
Art. 78 Legislative Decree 141/2024: Smuggling by omission of declaration;
Art. 79 Legislative Decree 141/2024: Smuggling due to false declaration;
Art. 80 Legislative Decree 141/2024: Smuggling in the movement of goods by sea, air, and on border lakes;
Art. 81 Legislative Decree 141/2024: Smuggling due to improper use of goods imported with total or partial reduction of duties;
Art. 82 Legislative Decree 141/2024: Smuggling in the export of goods eligible for restitution of duties;
Art. 83 Legislative Decree 141/2024: Smuggling in temporary exportation and in special use and processing regimes;
Art. 84 Legislative Decree 141/2024: Smuggling of manufactured tobacco;
Art. 85 Legislative Decree 141/2024: Aggravating circumstances for the crime of smuggling manufactured tobacco;
Art. 86 Legislative Decree 141/2024: Criminal conspiracy aimed at the smuggling of manufactured tobacco products;
Art. 87 Legislative Decree 141/2024: Equating an attempted crime to a consummated one;
Art. 88 Legislative Decree 141/2024: Aggravating circumstances of smuggling;
Art. 89 Legislative Decree 141/2024: Recidivism in smuggling;
Art. 90 Legislative Decree 141/2024: Habitual smuggling;
Art. 91 Legislative Decree 141/2024: Professional smuggling;
Art. 92 Legislative Decree 141/2024: Habitual or professional smuggling according to the penal code;
Art. 93 Legislative Decree 141/2024: On non-custodial personal security measures;
Art. 94 Legislative Decree 141/2024: Regarding asset security measures;
Art. 95 Leg. Decree 141/2024: Disposal of assets seized or confiscated following anti-smuggling operations

The cases referred to by Legislative Decree 504/1995 regarding excise duties and related criminal and administrative penalties are:
Art. 40 Legislative Decree 504/1995: Evasion of assessment or payment of excise duty on energy products;
Art. 40-bis Legislative Decree 504/1995: Evasion of the assessment or payment of excise duty on manufactured tobacco;
Art. 41 Legislative Decree 504/1995: Clandestine manufacture of alcohol and alcoholic beverages;
Art. 42 Legislative Decree 504/1995: Association for the purpose of clandestine manufacture of alcohol and alcoholic beverages;

Art. 43 Legislative Decree 504/1995: Evasion of the assessment and payment of excise duty on alcohol and alcoholic beverages;
Art. 45 Legislative Decree 504/1995: Aggravating circumstances;
Art. 46 Legislative Decree 504/1995: Alteration of devices, impressions, and marks.

Art. 78 Legislative Decree 141/2024: Smuggling due to failure to declare
"Anyone who, by failing to submit a customs declaration, is punished with a fine from 100 percent to 200 percent of the border duties due:"
a) introduces, causes to circulate in the customs territory or removes from customs supervision, in any manner and for any reason, non-Union goods;
b) takes Union goods out of the customs territory by any means.
The sanction referred to in paragraph 1 applies to whoever holds non-Union goods, when the circumstances provided for in Article 19, paragraph 2".
The case referred to in Article 78 of Legislative Decree 141/2024 includes within its scope all cases of willful omission to fulfill the declaration obligation in relation to customs regimes, not specifically regulated by the other provisions of Legislative Decree 141/2024, by removing goods, in any way and for any reason, from customs supervision and the payment of border duties.
The last paragraph of Art. 78 reiterates the provision regarding the burden of proof, in line with the previous Presidential Decree 43/1973, considering the holder of non-Union goods in the land surveillance zone responsible for the violations referred to in Legislative Decree 141/2024 if they are unable or refuse to demonstrate their legitimate origin or present unreliable evidence.
The pecuniary penalty provided for by the Decree is up to 200 quotas, while the disqualification sanctions provided for by Art. 9, paragraph 2, letters c), d) and e) apply. In the event that the taxes or border duties due exceed 100.00 euros, a pecuniary penalty of up to 400 quotas will be applied, as well as the disqualification sanctions provided for by Art. 9, paragraph 2, letters a) and b).
Example of relevant conduct: the freight forwarder, as a habitual practice known to the importing company that uses its services, unloads the goods in the intermediate space between the border and customs.

Art. 79 Legislative Decree 141/2024: Smuggling due to inaccurate declaration
"Anyone who declares the quality, quantity, origin, and value of goods, as well as any other element necessary for the application of the tariff and the liquidation of duties in a manner that does not correspond to what has been ascertained, shall be punished with a fine of 100 percent to 200 percent of the border duties due or of the"
fees unduly received or unduly requested for restitution".
The provision in question applies in all cases where, despite the required declaration having been submitted, it presents discrepancies willfully intended by the acting party, with regard to the quality, quantity, origin, and value of the goods or any other element necessary for the application of the tariff and for the declaration of the duties due.
The pecuniary penalty provided for by the Decree is up to 200 units, while the disqualification sanctions provided for by Art. 9 paragraph 2, letters c), d), and e) apply. In the event that the taxes or border duties due exceed 100.00 euros, a pecuniary penalty of up to 400 units will be applied, along with the disqualification sanctions provided for by Art. 9 paragraph 2, letters a) and b).
Example of relevant conduct: the freight forwarder who prepares a false declaration regarding the quantity of goods.

Art. 80 Legislative Decree 141/2024: Smuggling in the maritime, air, and border lake movement of goods
"The commander of aircraft or the captain of ships who: is punished with a fine from 100 percent to 200 percent of the customs duties due"

a) unloads, loads or transships, in the territory of the State, non-Union goods failing to present them to the nearest Agency office;
b) at the time of departure, it does not have on board non-Union goods or goods for export with restitution of duties, which should be present according to the manifest, the summary declaration, and other customs documents;
c) transports non-Union goods within the territory of the State without being in possession of the manifest, the summary declaration and other customs documents when required.
The same penalty referred to in paragraph 1 also applies to:
a) the captain of the vessel who, in violation of the prohibition referred to in Article 60, while transporting non-Union goods, skirts national shores or drops anchor, lies to or otherwise communicates with the territory of the State in such a way that the landing or loading of said goods is facilitated;
b) the commander of the aircraft who, while transporting non-Union goods, lands outside a customs airport and fails to report the landing, by the next working day, to the authorities indicated in Article 65. In such cases, not only the cargo but also the aircraft is considered to have been smuggled into the customs territory".
Art. 80, responding to the need of the Enabling Law to rationalize sanctionable offenses, brings together in a single provision, without substantial modifications, the cases of smuggling in the maritime, air, and border lake movement of goods, previously regulated by arts. 283, 284, and 285 of Presidential Decree 43/1973, identifying a special offense in that the conduct described can be exclusively committed by the commander of aircraft or the captain of the ship. The pecuniary penalty provided for by the Decree is up to 200 quotas, while the disqualifying penalties provided for by art. 9 paragraph 2, letters c), d), and e) apply. In the event that the taxes or border duties due exceed 100,000 euros, a pecuniary penalty of up to 400 quotas will be applied, along with the disqualifying penalties provided for by art. 9 paragraph 2, letters a) and b).
Example of relevant conduct: the case is not even abstractly configurable for the company Delta Contract.

Art. 81 Legislative Decree 141/2024: Smuggling due to improper use of goods imported with total or partial reduction of duties
Whoever assigns, in whole or in part, to non-Union goods, imported duty-free or with a reduction
of the duties themselves, a destination or use other than that for which the exemption or reduction was granted is punishable by a fine of 100 percent to 200 percent of the customs duties due".
The provision in question takes up the previous art. 287 of Presidential Decree 43/1973, updating it with the other sanctioning provisions. The case in question refers to goods that benefit from a regime of exemption/reduction of duties due to their particular use.
The financial penalty provided for by the Decree is up to 200 quotas, while the prohibitive sanctions provided for by Art. 9, paragraph 2, letters c), d), and e) apply. In the event that the taxes or border duties due exceed 100,000 euros, the financial penalty of up to 400 quotas will be applied, along with the prohibitive sanctions provided for by Art. 9, paragraph 2, letters a) and b).
Example of relevant conduct: Tizio, director of company x, imports raw materials duty-free for production destined for the domestic market, and subsequently uses them for other purposes.

Art. 82 Legislative Decree 141/2024: Smuggling in the export of goods eligible for restitution of duties
"Whoever uses fraudulent means, for the purpose of obtaining undue restitution of duties established for the importation of raw materials used in the manufacture of goods that are exported, is punished with a fine from 100 percent to 200 percent of the amount of the duties that he has unduly collected or attempted to collect."

Example of relevant conduct: the freight forwarder, as a habitual practice or upon instruction from the Administration Manager, submits untruthful documentation to customs declaring the export of a batch of goods that never left the national territory, unduly obtaining the restitution of duties.

Art. 83 Legislative Decree 141/2024: Smuggling in temporary exportation and in special use and processing regimes
"Whoever, in temporary export operations and in regimes of end-use or processing, for the purpose of evading the payment of border duties that would be due,"
subjects the goods themselves to artificial manipulations or uses other fraudulent means, is punished with the
fine from 100 percent to 200 percent of the customs duties due".
The provisions referred to in Articles 82 and 83 govern the cases of smuggling of goods admitted for repayment of duties and temporary exportation under special use and processing regimes previously governed by Articles 290 and 291 of Presidential Decree 43/1973. The cases introduce two common criminal offenses as they use the term "anyone" and the required subjective element is specific intent, i.e., the awareness and will to obtain an undue repayment of duties (art. 82) and to evade payment of border duties on the goods. The pecuniary penalty provided for by the Decree for both cases is up to 200 quotas, while the disqualifying sanctions provided for by art. 9 paragraph 2, letters c), d) and e) apply. In the event that the taxes or border duties due exceed 100,000 euros, the pecuniary penalty of up to 400 quotas and the disqualifying sanctions provided for by art. 9 paragraph 2, letters a) and b) will apply.
Example of relevant conduct: Tizio, director of company X, uses the customs regime of inward processing to temporarily import goods, fraudulently omitting the operations required for export, and diverting the goods to the domestic market with the aim of evading the payment of border duties.

Art. 84 Legislative Decree 141/2024: Smuggling of manufactured tobacco
"Whoever introduces, sells, circulates, purchases, or possesses in any capacity within the territory of the State a quantity of contraband manufactured tobacco exceeding 15 conventional kilograms, as defined by Article 39-quinquies of the Consolidated Act referred to in Legislative Decree no. 504 of 26 October 1995, is"
punished with imprisonment from two to five years.
The facts provided for by paragraph 1, when they have as their object a quantity of manufactured tobacco of up to 15
conventional kilograms and provided that the aggravating circumstances referred to in Article 85 do not apply, they are
punished with an administrative penalty of the payment of a sum of money of 5 euros for each conventional gram of product, in any case not less than 5,000 euros.
If the quantities of contraband processed tobacco turn out to be:
a) not exceeding 200 conventional grams, the administrative penalty is in any case equal to 500 euros;
b) exceeding 200 and up to 400 conventional grams, the administrative penalty is in any case equal to 1,000 euros".
The case in question punishes various conducts such as the introduction, sale, circulation, purchase, or possession within the State territory of a quantity of contraband manufactured tobacco exceeding 15 conventional kilograms. The case, in expressly identifying the limit of 15 conventional kilograms, makes a reference to art. 39-quinquies of Legislative Decree 504/1995, which states that for "conventional kilogram" reference is made respectively to: a) 200 cigars; b) 400 cigarillos; c) 1,000 cigarettes.

The following two paragraphs set out administrative penalties applicable in the presence of smaller quantities of tobacco.
The pecuniary sanction provided for by the Decree is up to 200 quotas, while the disqualifying sanctions provided for by art. 9, paragraph 2, letters c), d), and e) apply. In the event that the taxes or border duties due exceed 100,000 euros, the pecuniary sanction of up to 400 quotas and the disqualifying sanctions provided for by art. 9, paragraph 2, letters a) and b) will apply.
Example of relevant conduct: the case, following the activities carried out by the Company, is not – even abstractly – configurable and, therefore, is not considered at risk for Delta Contract.

Art. 85 Legislative Decree 141/2024: Aggravating circumstances for the crime of smuggling manufactured tobacco
If the acts provided for by article 84 are committed using means of transport belonging to
persons not involved in the crime, the penalty is increased.
In the cases provided for by article 84, a fine of 25 euros is applied for each conventional gram of product and imprisonment from three to seven years, when:
a) in committing the crime or in the conduct directed at securing the price, the product, the profit or impunity for the crime, the perpetrator makes use of weapons or it is ascertained that they possessed them in the execution of the crime;
b) while committing the crime or immediately after, the perpetrator is caught together with two or more persons in
conditions such as to hinder the police;
c) the act is connected with another crime against public trust or against public administration;
d) in committing the crime, the perpetrator used means of transport that, with respect to the characteristics
homologated, present alterations or modifications capable of hindering the intervention of law enforcement agencies
or to cause danger to public safety;
e) in committing the crime, the perpetrator used partnerships or corporations or made use of financial assets constituted in any way in States that have not ratified the Convention on
laundering, search, seizure and confiscation of the proceeds from crime, done at Strasbourg on 8 November
1990, ratified and made enforceable pursuant to Law of August 9, 1993, no. 328, and which in any case do not have
stipulated and ratified judicial assistance conventions with Italy concerning the crime of smuggling".
The pecuniary penalty provided for by the Decree is up to 200 quotas, while the disqualification penalties provided for by Article 9, paragraph 2, letters c), d), and e) apply. In the event that the taxes or border duties due exceed 100,000 euros, a pecuniary penalty of up to 400 quotas and the disqualification penalties provided for by Article 9, paragraph 2, letters a) and b) shall apply.
Example of relevant conduct: the case, following the activities carried out by the Company, is not – not even abstractly – configurable and, therefore, is not considered at risk for Delta Contract.

Art. 86 Legislative Decree 141/2024: Criminal conspiracy aimed at the smuggling of manufactured tobacco products
"When three or more persons associate for the purpose of committing multiple crimes among those provided for by article 84 or by article 40-bis of the consolidated text of the legislative provisions concerning taxes on production and consumption and related criminal and administrative penalties, referred to in Legislative Decree no. 504 of 26 October 1995, including with reference to the products referred to in articles 62-quater, 62-quater.1, 62-quater.2 and 62-quinquies of the aforementioned

consolidated text, those who promote, constitute, direct, organize or finance the association are punished, for that reason alone, with imprisonment from three to eight years."
Whoever participates in the association shall be punished with imprisonment from one to six years.
The penalty is increased if the number of associates is ten or more.
If the association is armed, or if the circumstances provided for in article 85, paragraph 2, letters d) or e), or in article 40-ter, paragraph 2, letters d) or e), of the aforementioned consolidated text referred to in Legislative Decree no. 504 of 1995 apply, also with reference to the products referred to in articles 62-quater, 62-quater.1, 62-quater.2 and 62-quinquies of the same consolidated text, the penalty of imprisonment from five to fifteen years applies in the cases provided for in paragraph 1 and from four to ten years in the cases provided for in paragraph 2.
The association is considered armed when the participants have the availability, for the achievement of the association's purposes, of weapons or explosive materials, even if concealed or kept in a place of storage.
The penalties provided for by Article 84 and by this article are reduced by one-third to one-half for the perpetrator who, by dissociating themselves from the others, works to prevent the criminal activity from having further consequences, including by concretely assisting the police or judicial authorities in the collection of decisive elements for the reconstruction of the facts and for the identification or capture of the perpetrators of the crime or for the identification of resources relevant to the commission of the crimes.
The pecuniary sanction provided for by the Decree is up to 200 quotas, while the disqualification sanctions provided for by Art. 9 paragraph 2, letters c), d) and e) apply. In the event that the taxes or border duties due exceed 100,000 euros, a pecuniary sanction of up to 400 quotas and the disqualification sanctions provided for by Art. 9 paragraph 2, letters a) and b) shall apply.
Example of relevant conduct: the case, as a result of the activities carried out by the Company, is not – even abstractly – configurable and, therefore, is not considered at risk for Delta Contract.

Art. 87 Legislative Decree 141/2024: Assimilation of attempted crime to consummated crime
"For the purposes of punishment, for all crimes referred to in this Chapter, the attempted offense is equivalent to the consummated one."
The case mirrors the previous Art. 293 of Presidential Decree 43/1973, providing, for sentencing purposes, for the equating of the attempted crime to the consummated one.

Art. 88 Legislative Decree 141/2024: Aggravating circumstances
“For the crimes provided for in articles 78 to 83, anyone who, in order to commit smuggling, uses means of transport belonging to a person not involved in the crime is punished with a fine increased by up to half.
For the crimes referred to in paragraph 1, imprisonment from three to five years shall be added to the fine:
a) when, while committing the crime or immediately after, in the surveillance zone, the perpetrator is caught armed;
b) when, in committing the crime or immediately after, in the surveillance zone, three or more persons who are perpetrators of smuggling are caught together and in such conditions as to pose an obstacle to the police authorities;
c) when the act is connected with another offense against public faith or against the public administration;
d) when the perpetrator is a member of an association for committing smuggling crimes and the crime committed is among those for which the association was formed;
e) when the amount of at least one of the customs duties due, considered separately, exceeds 100,000 euros.

For the crimes referred to in paragraph 1, imprisonment of up to three years is added to the fine when the amount
of at least one of the border duties due, distinctly considered, is greater than 50,000 euros and not higher than 100,000 euros".
The provision incorporates, with amendments, the wording of Article 295 of Presidential Decree 43/1973, providing for aggravating circumstances with higher pecuniary penalties and, in line with the PIF Directive, aggravating circumstances with personal restrictive penalties.
With reference to the pecuniary penalty, applicable in the presence of the use of means of transport belonging to a person unrelated to the crime, in line with other criminal penalties, an increase of up to half of the fine that would have been imposed in the absence of the aggravating circumstance has been provided for. Instead, regarding the circumstance referred to in letter e) of the second paragraph (already introduced by Art. 3, paragraph 1, letter b), Legislative Decree 14 July 2020, no. 75) and the one provided for by the third paragraph, it has been
specified that the amount of customs duties due must be considered separately and
that for the aggravating circumstance to be determined, it is sufficient to exceed the indicated value of one of the rights of
due limits.
Example of relevant conduct: Tizio, director of the company, in order to commit the crime referred to in Art. 83 of Legislative Decree 141/2024 and thus evade customs controls, makes use of a private courier.

Regarding the conduct referred to in Legislative Decree 504/1995, the relevant cases under Legislative Decree 231/2001 are listed below:

Art. 40 Legislative Decree 504/1995: Evasion of assessment or payment of excise duty on energy products
"Anyone who: a) clandestinely manufactures or refines energy products; b) evades the assessment or payment of excise duty on energy products, including natural gas, by any means; c) uses products that are exempt or subject to reduced rates for purposes subject to tax or a higher tax; d) carries out unauthorized mixing operations from which products subject to an excise duty higher than that paid on the individual components are obtained; e) regenerates denatured products to make their use in applications subject to higher tax easier and more elusive; f) holds denatured energy products in conditions other than those prescribed for admission to the subsidized treatment; g) holds or uses products obtained from clandestine manufacturing or unauthorized mixing [...] is punished with imprisonment from six months to three years and with a fine from double to tenfold the tax evaded, not less in any case than 7746 euros."
Example of relevant conduct: Tizio, Administrator of Company X, by means of a false declaration, evades the regulations regarding the payment of excise duty on natural gas. Considering the activity carried out by Delta Contract, it is believed that this case is not, even abstractly, configurable.

Art. 40 bis Legislative Decree 504/1995: Evasion of the assessment or payment of excise duty on manufactured tobacco
"Outside of the cases referred to in Article 84 of the national provisions complementing the Union Customs Code, pursuant to the legislative decree issued under Articles 11 and 20, paragraphs 2 and 3, of Law no. 111 of August 9, 2023, anyone who evades, by any means and method, the assessment or payment of excise duty on manufactured tobacco products referred to in Title I, Chapter III-bis, of this consolidated text shall be punished with imprisonment from two to five years. [...]"
Example of relevant conduct: Tizio, head of the Purchasing Department of company x, evades, with a false declaration, the excise duty assessment on the tobacco products referred to in the case in question.

Evaluating the activity carried out by Delta Contract, the case is not considered configurable, not even in the abstract.

Art. 41 Legislative Decree 504/1995: Clandestine manufacture of alcohol and alcoholic beverages
"Whoever clandestinely manufactures alcohol or alcoholic beverages is punished with imprisonment from six months to three years and with a fine of two to ten times the evaded tax, in any case not less than 7746 euros."
The fine is commensurate, in addition to the products completed overall, also to those that could have been obtained from the raw materials in progress or awaiting processing, or otherwise existing in the factory or in the premises where the violation is committed. [...]".
Example of relevant conduct: the case, in light of the activity carried out by Delta Contract, is not considered, even abstractly, configurable.

Art. 42 Legislative Decree 504/1995: Association for the purpose of clandestine manufacture of alcohol and alcoholic beverages
"When three or more persons associate for the purpose of clandestinely manufacturing alcohol or alcoholic beverages, each of them, by the mere fact of the association, shall be punished with imprisonment from three months to one year."
Example of relevant conduct: the case, in light of the activity carried out by Delta Contract, is not deemed to be applicable, even in the abstract.

Art. 43 Legislative Decree 504/1995: Evasion of the assessment and payment of excise duty on alcohol and alcoholic beverages
"Anyone who commits the following shall be punished by imprisonment from six months to three years and by a fine of two to ten times the evaded tax, in any case not less than 7746 euros:"
a) evades by any means the assessment or payment of excise duty on alcohol or alcoholic beverages;
b) possesses denatured alcohol under conditions other than those prescribed or uses it for purposes other than those for which the exemption was granted. […]".
Example of relevant conduct: the case, in light of the activity carried out by Delta Contract, is not considered, even abstractly, configurable.

Art. 45 Legislative Decree 504/1995: Aggravating circumstances
"In the event that the crimes referred to in articles 40, 41 and 43 are committed by means of corruption of the personnel of the financial administration or the Guardia di Finanza, the penalty is imprisonment from three to five years, in addition to a fine. […]"

Art. 46 Legislative Decree 504/1995: Alteration of devices, imprints, and marks
"Anyone who, in order to evade the assessment of a product, shall be punished with imprisonment from one to five years:"
a) counterfeits, alters, removes, damages or renders unusable meters, seals, stamps, punches, verification marks or other devices, imprints or signs prescribed by the financial administration or affixed by the Financial Guard;
b) makes use of counterfeit or altered seals, stamps, punches, verification marks, or other imprints or markings prescribed by the financial administration or affixed by the Guardia di Finanza, or uses them without authorization.
Anyone who, without authorization, possesses devices, seals, stamps, or punches identical to those used by the financial administration or the Financial Guard (Guardia di Finanza), even if counterfeited, shall be punished with imprisonment from one to six months. The penalty shall be imprisonment from one month to one year if the act is committed by a manufacturer.

The manufacturer who, without having participated in the crimes referred to in paragraphs 1 and 2, has facilitated their commission by failing to adopt appropriate precautions in the custody of the meters and other devices indicated therein is punished with an administrative penalty of a payment of a sum of money from 258 euros to 1549 euros.
In the cases provided for by paragraphs 1 and 2, where the act has resulted in tax evasion, the applicability of the penalties referred to in articles 40 and 43 remains unaffected".
Example of relevant conduct: Tizio, CEO of company x, counterfeits verification marks prescribed by the tax authorities, in order to exempt the related product from assessment. The case in question, following the activity carried out by the company, is not considered to be at risk.

Sensitive activities pursuant to art. 25-sexiesdecies of Legislative Decree 231/2001
Based on the analysis conducted on the activities of Delta Contract S.p.A., the following sensitive activities involving the risk of committing the crimes referred to in Article 25-sexiesdecies of the Decree have emerged:

- management of non-EU import/export activity;
- management of relationships with Customs Brokers.

Principles of behavior.
Area of Action.
All Sensitive Activities must be carried out in compliance with the applicable legal and regulatory provisions, the rules of the Code of Ethics, the general principles of conduct outlined in this Model, as well as the Protocols regarding customs matters.
In particular, it is mandatory to:

- perform checks regarding the authorization requirements of the Customs Broker (Administrative Area);
- regulate the relationships with the Customs Broker through a written contract;
- verify the correctness of the information communicated to the Customs Broker for the purposes of the customs declaration (Administrative Area);
- initiate the customs declaration revision procedure in case errors are identified in the customs declaration (Administrative Area);
- Keep customs documents carefully and in order (Administrative Area).

Protocols to safeguard against crime risks pursuant to Art. 25-sexiesdecies of the Decree:

⇒ **PO-08**

22. CRIMES AGAINST CULTURAL HERITAGE

On March 23, 2022, Law no. 9/2022, containing "Provisions regarding crimes against cultural heritage," entered into force, introducing two new predicate offenses: Article 25-septiesdecies, titled "Crimes against cultural heritage," and Article 25-duodevicies, titled "Laundering of cultural property and devastation and looting of cultural and landscape assets." Article 25-septiesdecies was subsequently amended by Law no. 6/2024.
It is not considered necessary to proceed with an examination of the individual types of offenses, as the Company does not carry out any activities that involve, even indirectly, cultural property. It is therefore believed that the aforementioned offenses are not applicable and do not require any related operational protocol.

26. CRIMES AGAINST ANIMALS

With Law no. 82 of June 6, 2025, concerning "Amendments to the Penal Code, the Code of Criminal Procedure, and other provisions for the integration and harmonization of the regulations regarding crimes against animals," the Legislator intervened, with art. 8 of the cited Law, on Legislative Decree 231/2001, introducing the unprecedented article 25-undevicies, pursuant to which:

"1. In relation to the commission of the crimes provided for by articles 544-bis, 544-ter, 544-quater, 544-quinquies and 638 of the penal code, a pecuniary sanction of up to five hundred quotas shall be applied to the entity."

2. In the event of a conviction or the application of a penalty upon request of the parties, pursuant to Article 444 of the Code of Criminal Procedure, or a penal decree of conviction, pursuant to Article 459 of the Code of Criminal Procedure,

For the crimes referred to in paragraph 1 of this article, the disqualification sanctions provided for in Article 9, paragraph 2, of this decree shall apply to the entity for a duration not exceeding two years.

3. Paragraphs 1 and 2 shall not apply to the cases provided for by Article 19-ter of the coordination and transitional provisions for the Penal Code".

It is not considered useful to proceed with an examination of the individual types of offenses, as the Company does not carry out activities that involve animals, not even indirectly.