

## SUMMARY OF THE ORGANISATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001

### 1. The Legislative Decree 231/2001 and the purpose of the Model

**LEGISLATIVE DECREE 231/2001.** Legislative Decree 231/2001 ('**Decree 231**') introduced into Italian law the administrative liability of legal persons and companies, which had previously been excluded. In 2001, therefore, the Italian legislator provided for **specific sanctions affecting the assets of companies (and, therefore, the economic interests of shareholders), in the event that certain offences, specifically provided for in Decree 231, are committed in the interest or to the advantage of the company.** The list of such offences has been progressively extended by subsequent legislative interventions.

An entity's liability under Decree 231 therefore arises if the following conditions are met:

- **one of the offences listed exhaustively in Decree 231** has been committed;
- the offence was **committed in the interest or to the advantage of the entity**;
- **the perpetrator of the offence is** one of the persons holding functions of representation, administration or management of the entity or of one of its organisational units with financial and functional autonomy, as well as persons exercising, also de facto, the management and control thereof (i.e. one of the so-called 'apical persons', hereinafter 'Apicals' for the sake of brevity) and/or a person subject to the management or supervision of one of the Apicals.

The entity, on the other hand, is not liable if the aforementioned persons have acted solely in their own interest or in the interest of third parties.

**EXCLUSION FROM LIABILITY.** Decree 231 provides for the possibility

that the liability of the entity is excluded under certain circumstances:

- "(a) the management body has adopted and effectively implemented, prior to the commission of the **offence, organisational and management models capable of preventing offences of the kind committed**;*
- b) the task of supervising the operation of and compliance with the models and ensuring that they are updated has been entrusted to a **body of the entity endowed with autonomous powers of initiative and control**;*
- c) the persons committed the offence **by fraudulently circumventing the models of organisation and management**;*
- d) **there has been no or insufficient supervision by the referred to in (b)**'.*

Exoneration from liability of the entities is therefore conditional upon the active, effective, preventive and continuous adoption of an organisation and management model abstractly

capable of preventing the offence that has occurred. The offence, therefore, must have been committed through fraudulent evasion of the prescriptions given by the entity and without such evasion being attributable to omitted or insufficient supervision by the supervisory body referred to in subparagraph (b).

**PREDICATE OFFENCES.** Decree 231 provides for an exhaustive list of offences (so-called 'predicate **offences**'), the commission of which, in the presence of the elements identified above, may give rise to the liability of the company. Below are the current categories of predicate offences provided for in Decree 231: (i) Undue receipt of payments, fraud to the detriment of the State, a public body or the European Union or for the purpose of obtaining public funds, computer fraud to the detriment of the State or a public body and fraud in public procurement; (ii) Computer crimes and unlawful processing of data; (iii) Organised crime offences; (iv) Embezzlement, extortion, undue inducement to give or promise benefits, bribery and abuse of office (v) Counterfeiting of money, public credit cards, revenue stamps and identification instruments or signs; (vi) Crimes against industry and trade; (vii) Corporate offences; (viii) Crimes for the purposes of terrorism or subversion of the democratic order; (ix) Female genital mutilation practices; (x) Crimes against the individual;

(xi) Market abuse; (xii) Manslaughter or grievous or very grievous bodily harm committed in breach of the rules on the protection of health and safety at work; (xiii) Receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin, as well as self-laundering; (xiv) Offences relating to violation of copyright; (xv) Inducement not to make statements or to make false statements to the judicial authorities (xvi) Environmental offences; (xvii) Employment of third-country nationals whose stay is illegal; (xviii) Racism and xenophobia; (xix) Fraud in sporting competitions, illegal gaming or betting and gambling, exercised by means of prohibited devices; (xx) Tax offences; (xxi) Smuggling; (xxii) Transnational offences.

## **THE MODEL ADOPTED BY JUWI ENERGIE RINNOVABILI S.R.L.**

The company JUWI ENERGIE RINNOVABILI S.R.L. ('**Company**') adopted an organisation, management and control model pursuant to Decree 231 on 15 December 2021 ('**Model**'). The Model has a general part and a special part, specifically dedicated to the analysis of individual predicate offences and what the Company has put in place to prevent them.

### **2. General Principles**

In addition to the specific control measures the Company has adopted and applies internally, the Company applies, and requires the recipients of the Model to apply, the following general principles, also expressed in the code of ethics.

**COMPLIANCE WITH LAWS.** The Company has respect for the laws and regulations in force as an unavoidable principle. Compliance with the law, regulations, statutory provisions, ethical integrity and fairness constitute a constant commitment and duty of all those who work in the organisational structure of the Company.

**DUTY OF FAIRNESS AND TRANSPARENCY.** All the actions, operations and negotiations performed and, in general, the conduct put in place in the performance of the work are inspired by the utmost correctness, completeness and transparency of information, legitimacy in form

and substance and clarity and truthfulness of the accounting documents in accordance with the laws in force and internal procedures, if any.

PROHIBITION OF UNLAWFUL PAYMENTS AND PRACTICES The Company undertakes not to offer, make or authorise, directly or indirectly, the payment of sums of money or of any good of significant value, for the unlawful purpose of: a) influencing the judgment or conduct of any person, customer or company; b) winning or retaining business; c) influencing any action or decision by any member of the Public Administration; or

(d) otherwise take unfair advantage.

PROTECTION OF THE INDIVIDUAL PERSONALITY. The Company recognises the need to protect individual freedom in all its forms and repudiates any manifestation of violence, as well as any phenomenon of enslavement or servitude, prostitution and/or child pornography.

PRINCIPLE OF THE SEGREGATION OF ACTIVITIES. Sensitive activities are carried out in compliance with the principle of segregation between those who execute, those who control and those who authorise.

PRINCIPLE OF DOCUMENTATION AND TRACEABILITY. Employees ensure documentation of the activities carried out, the identification and reconstruction of sources, information and the controls performed that support the formation and implementation of the Company's decisions and the way financial resources are managed. Every business transaction must be documented and verifiable.

FAIR COMPETITION. The Company undertakes to carry out its business activities in compliance with the requirements of competition and supply procurement laws, which aim to ensure fair and free competition. The Company undertakes to avoid any involvement in initiatives or contacts between competitors that may be or appear to be a violation of competition and market protection regulations, such as: agreements or understandings with competitors, either directly or through third parties, to set prices, allocate customers, territories or limit sales; exchange of price or other confidential information with competitors; unlawful restraints, unlawful price discrimination or refusal to contract.

RELATIONS WITH THE PUBLIC ADMINISTRATION. The Company's relations with the Public Administration must be inspired by principles of fairness, loyalty and transparency, in the strictest compliance with the applicable legal and regulatory provisions, and cannot in any way compromise the Company's integrity and reputation. The relations of the Company and its employees and collaborators with employees of the Public Administration must be marked by the utmost transparency and fairness. The Company's employees and collaborators must not promise or pay sums, promise or grant goods in kind or other benefits or utilities to public employees in a personal capacity for the purpose of promoting or favouring the interests of the Company or of its shareholders, even as a result of unlawful pressure.

PROTECTION OF HEALTH AND SAFETY AT WORK AND THE ENVIRONMENT. The Company's activities

must be conducted in compliance with the laws, regulations and administrative practices

relating to the protection of the health and safety of workers and the environment. All those who work in the organisational structure of the Company actively participate, within the scope of their duties, in the process of preventing risks, safeguarding the environment and public safety and protecting health and safety for themselves, their colleagues and third parties.

### 3. Supervision of the application of the Model

Decree 231 provides, among the conditions giving rise to the exemption from liability of entities, that *'the task of supervising the functioning of and compliance with the models and ensuring that they are updated has been entrusted to a body of the entity endowed with autonomous powers of initiative and control'*. This body, commonly referred to as the supervisory body (hereinafter '**SB**') is therefore called upon to perform various activities, clearly identified by the Confindustria guidelines:

- supervision of the effectiveness of the Model, i.e. the consistency between concrete and Model established;
- verification of the adequacy of the Model, i.e. its actual capacity to prevent offences;
- analysis on the maintenance over time of the requirements of effectiveness and adequacy of the Model;
- taking care of the updating of the Model, where necessary, an activity that consists of the following stages
- proposal of adjustments to the Model, and verification of the implementation of these adjustments.

The Supervisory Board of the Company was appointed on 15 December 2021 in the person of Massimiliano Rigo. For any reports, you can contact the Supervisory Board using the following channel: [mrigo@keyadvisory.it](mailto:mrigo@keyadvisory.it).

It also remains possible to make reports via the group **channel** that the Juwi group has specially set up

for the purpose of collecting reports, whose contact details can be found at: <https://www.juwi.com/company/about/compliance>. Both the Supervisory Board and the Juwi guarantees that the reporting channels envisaged above guarantee the **confidentiality** of the identity of the person making the report, the person involved and the person in any case mentioned in the report, as well as the content of the report and the relevant documentation. Reports may be made in writing, also in computerised form, or orally. Anonymous reports are also taken into account, provided they are adequately substantiated. **The Company also forbids that the persons making reports be subject to retaliation, discrimination or other forms of penalisation**, and punishes with appropriate disciplinary sanctions those who breach this prohibition.