ALCANTARA

ALCANTARA S.p.a.

Organization, Management and Control Model pursuant to Legislative Decree no. 231 of June 8, 2001

GENERAL SECTION

8th Amendment and updating of the Model adopted by the Board of Directors with resolution of September 30, 2005

Update of APRIL 2025

ALCANTARA

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DEFINITIONS AND ABBREVIATIONS

ALCANTARA or the Company: ALCANTARA S.p.A., with registered office in Milan, Via Mecenate 86 – tax code/VAT no. 00835580150, REA [Economic Administrative Repertoire] no. 850982.

Sensitive activities: ALCANTARA's activities in which there is a potential risk of committing offenses relevant under the Decree.

CCNL: The National Collective Labor Agreement applied by ALCANTARA.

BoD: The Board of Directors of ALCANTARA.

Code of Ethics: A foundational component of the Model that outlines the company's principles and values and the general rules of conduct to which the Recipients must adhere.

Executive Committee: The Executive Committee of ALCANTARA.

Employer: Pursuant to Article 2, paragraph 1, letter b) of Legislative Decree 81/2008, the person holding the employment relationship or, in any case, the person who, according to the type and organization of the company, is responsible for the company itself as the holder of decision-making and spending powers. In the case of work entrusted to a contractor or a self-employed worker within the company's production unit, this person assumes the role of contracting Employer, with the corresponding obligations provided for in Article 26 of Legislative Decree no. 81 of April 9, 2008.

Decree or Legislative Decree 231/2001: Legislative Decree no. 231 of June 8, 2001, which introduced into Italian law the rules on administrative liability of legal persons, companies, and associations, including those without legal personality, arising from the commission of crimes.

Recipients: Subjects to whom the Model is addressed, specifically: i) members of the Board of Directors and the Board of Statutory Auditors; ii) executives; iii) employees of all grades, positions, and levels, whether permanent or temporary; iv) temporary workers, interns, collaborators with project contracts; v) consultants, collaborators, suppliers, and any partners to the extent that they may be involved in carrying out activities in which the commission of one of the predicate offenses under the Decree may be conceivable; vi) as well as anyone acting under the direction and/or supervision of Company Management in the context of their assigned duties and functions.

Model: This organizational, management, and control model adopted pursuant to Articles 6 and 7 of the Decree for the prevention of offenses.

Sensitive operations: Activities that are most exposed to the risk of committing offenses within the scope of the individual Sensitive Activities.

Supervisory Body or OdV: The internal control body responsible for supervising the functioning and compliance with the Model and assessing the need for its update.

P.A.: Public Administration and, with reference to offenses against the Public Administration, Public Officials and Public Service Officers.

Offenses: The categories of offenses to which the provisions of the Decree apply, including

subsequent amendments and integrations.

Disciplinary System**:** The document that sets out the specific sanctions and methods of imposition in the event of violation or non-compliance by the Recipients with obligations, duties, and/or procedures established by the Model.

CHAPTER 1
Legislative Decree No. 231/2001

1.1 Legislative Decree no. 231/2001 and relevant legislation

Legislative Decree 231/2001, issued on June 8, 2001, and entered into force on July 4, 2001, contains the legal provisions regarding the "Regulation of the administrative liability of legal entities, companies, and associations, including those without legal personality."

The Decree introduces a new form of liability, referred to by the legislator as "administrative" liability, though it bears strong similarities to criminal liability. This is because its assessment takes place within a criminal proceeding, it results from the commission of crimes, and it provides for penalties derived from criminal law. In fact, the Entity can be held liable even if the individual who committed the act is not prosecutable, has not been identified, or the offense has been extinguished for reasons other than amnesty. This liability is therefore in addition to that of the individual who materially committed the crime.

Article 5, paragraph 1, of Legislative Decree 231/2001, establishes the liability of entities when certain offenses (or administrative violations) are committed in their interest or to their benefit:

a) by individuals who hold functions of representation, administration, or management of the Company or of an organizational unit with financial and functional autonomy, as well as by individuals who, even de facto, manage and control it;

b) by individuals under the direction or supervision of any of the persons referred to in the previous letter a).

Therefore, if one of the offenses (or administrative violations) specifically listed is committed, the criminal liability of the individual who materially committed the act is joined – if and insofar as all the other legal requirements are met – by the "administrative" liability of the Entity.

With regard to penalties, in the case of any offense committed, the legal entity is always subject to a financial penalty. In more serious cases, disqualifying sanctions may also be applied, such as: prohibition from conducting business activities; suspension or revocation of authorizations, licenses, or concessions; prohibition from contracting with the Public Administration; exclusion from or revocation of funding, grants, or subsidies; and prohibition from advertising goods or services.

It is also important to highlight the provision of two additional sanctions:

- Publication of the conviction, which may be ordered at the discretion of the court when a disqualifying sanction is imposed, with the aim of informing third parties of the conviction;
- Confiscation, ordered together with the conviction – and also applicable in an equivalent form if it is not possible to trace the price, profit, or product of the offense.

According to Article 4 of Legislative Decree 231/2001, an Entity may be held liable in Italy for offenses contemplated by the Decree even if they are committed abroad.

The conditions under which an Entity may be held liable for offenses committed abroad

are:

- the offense must be committed abroad by a person functionally linked to the Entity, pursuant to Article 5, paragraph 1, of Legislative Decree 231/2001;
- the Entity must have its main office within the territory of the Italian State;
- the Entity may be held liable only in the cases and under the conditions provided for in Articles 7, 8, 9, and 10 of the Criminal Code;
- the foreign State in which the act was committed does not proceed against the Entity, even though the conditions set out in the aforementioned articles of the Criminal Code are met.

With regard to the offenses covered by the applicable regulations, the following are currently included:

Art. 24 – Undue receipt of disbursements, fraud against the State, a public body, or the European Union, or for obtaining public funds, computer fraud against the State or a public body, and fraud in public supplies

- Misappropriation of public funds (Art. 316-bis of the Criminal Code)
- Undue receipt of public funds (Art. 316-ter of the Criminal Code)
- Fraud against the State or another public body or the European Communities (Art. 640, para. 2, no. 1 of the Criminal Code)
- Aggravated fraud to obtain public funds (Art. 640-bis of the Criminal Code)
- Computer fraud against the State or another public body (Art. 640-ter of the Criminal Code)
- Fraud in public supplies (Art. 356 of the Criminal Code)
- Fraud against the European Agricultural Fund (Art. 2 of Law no. 898 of December 23, 1986)
- Disruption of the freedom of auctions (Art. 353 of the Criminal Code)
- Disruption of the freedom of the contractor selection process (Art. 353-bis of the Criminal Code)

Art. 24-bis – Computer crimes and unlawful processing of data

- Electronic documents (Art. 491-bis of the Criminal Code)
- Unauthorized access to an IT or electronic system (Art. 615 -ter of the Criminal Code)
- Unauthorized possession, dissemination, and installation of devices, codes, and other tools for accessing IT or electronic systems (Art. 615-quater of the Criminal Code)
- Illegal interception, prevention, or interruption of IT or electronic communications (Art. 617-quater of the Criminal Code)
- Unauthorized possession, dissemination, and installation of equipment and other tools for intercepting, preventing, or interrupting IT or electronic communications (Art. 617-quinquies of the Criminal Code)
- Cyber extortion (Art. 623 of the Criminal Code)
- Damage to information, data, or IT programs (Art. 635-bis of the Criminal Code)
- Damage to public or publicly significant information, data, or IT programs (Art. 635-ter of the Criminal Code)
- Damage to IT or electronic systems (Art. 635-quater of the Criminal Code)
- Unauthorized possession, dissemination, and installation of devices, tools, or software designed to damage or disrupt an IT or electronic system (Art. 635 -quater.1 of the Criminal Code)
- Damage to IT or electronic systems of public utility (Art. 635 -quinquies of the Criminal Code)
- Computer fraud by electronic signature certifiers (Art. 640 -quinquies of the

Criminal Code)

- Violation of rules regarding the national cybersecurity perimeter (Art. 1, para. 11, Decree-Law of September 21, 2019, no. 105)

Art. 24-ter – Organized crime offenses

- Criminal conspiracy (Art. 416 of the Criminal Code)
- Mafia-type association, including foreign ones (Art. 416-bis of the Criminal Code)
- Political-mafia electoral exchange (Art. 416-ter of the Criminal Code) [as amended by Art. 1, para. 1, Law no. 62 of April 17, 2014, effective from April 18, 2014, under Art. 2, para. 1 of the same law]
- Kidnapping for extortion (Art. 630 of the Criminal Code)
- Association aimed at illegal trafficking of narcotic or psychotropic substances (Art. 74 of Presidential Decree no. 309 of October 9, 1990) [para. 7 -bis added by Legislative Decree no. 202/2016]
- All offenses committed by taking advantage of the conditions outlined in Art. 416 -bis of the Criminal Code or in order to facilitate the activities of the associations described therein (Law 203/1991)
- Illegal manufacture, import, marketing, transfer, possession, and carrying in public or publicly accessible places of war weapons or weapons similar to war weapons or parts thereof, explosives, clandestine weapons, and multiple common firearms, excluding those listed in Art. 2, para. 3 of Law no. 110 of April 18, 1975 (Art. 407, para. 2, letter a), no. 5), of the Code of Criminal Procedure)

Art. 25 – Embezzlement, misappropriation of funds or movable property, extortion, undue inducement to give or promise benefits, corruption

- Misappropriation of money or movable property (Art. 314-bis of the Criminal Code)
- Extortion (Art. 317 of the Criminal Code)
- Corruption for the performance of duties (Art. 318 of the Criminal Code)
- Corruption for an act contrary to official duties (Art. 319 of the Criminal Code)
- Aggravating circumstances (Art. 319-bis of the Criminal Code)
- Corruption in judicial acts (Art. 319-ter of the Criminal Code)
- Undue inducement to give or promise benefits (Art. 319-quater of the Criminal Code)
- Corruption of a person charged with a public service (Art. 320 of the Criminal Code)
- Penalties for the briber (Art. 321 of the Criminal Code)
- Incitement to corruption (Art. 322 of the Criminal Code)
- Embezzlement, misappropriation of funds or movable property, extortion, undue inducement to give or promise benefits, corruption, and incitement to corruption of members of international courts or bodies of the European Communities, international parliamentary assemblies, or international organizations, as well as officials of the European Communities and foreign states (Art. 322 -bis of the Criminal Code)
- Trafficking in unlawful influences (Art. 346-bis of the Criminal Code)
- Embezzlement (limited to the first paragraph) (Art. 314 of the Criminal Code)
- Misappropriation of money or movable property (Art. 314 -bis of the Criminal Code)
- Embezzlement through exploitation of another's error (Art. 316 of the Criminal Code)

Art. 25-bis – Counterfeiting of currency, public credit instruments, revenue stamps, and identification instruments or marks

- Counterfeiting of currency, spending and introducing counterfeit currency into the State with prior agreement (Art. 453 of the Criminal Code)
- Alteration of currency (Art. 454 of the Criminal Code)
- Spending and introducing counterfeit currency into the State without prior agreement (Art. 455 of the Criminal Code)
- Spending counterfeit currency received in good faith (Art. 457 of the Criminal Code)
- Counterfeiting of revenue stamps, introducing into the State, acquiring, possessing, or circulating counterfeit revenue stamps (Art. 459 of the Criminal Code)
- Counterfeiting of watermarked paper used for manufacturing public credit documents or revenue stamps (Art. 460 of the Criminal Code)
- Manufacturing or possession of watermarks or instruments intended for counterfeiting currency, revenue stamps, or watermarked paper (Art. 461 of the Criminal Code)
- Use of counterfeit or altered revenue stamps (Art. 464 of the Criminal Code)
- Counterfeiting, alteration, or use of trademarks or distinctive signs or patents, models, and designs (Art. 473 of the Criminal Code)
- Introduction into the State and trade of products with false signs (Art. 474 of the Criminal Code)

Art. 25-bis.1 – Crimes against industry and commerce

- Disruption of the freedom of industry or commerce (Art. 513 of the Criminal Code)
- Unlawful competition through threats or violence (Art. 515-bis of the Criminal Code)
- Frauds against national industries (Art. 514 of the Criminal Code)
- Frauds in the exercise of commerce (Art. 515 of the Criminal Code)
- Sale of non-genuine food substances as genuine (Art. 516 of the Criminal Code)
- Sale of industrial products with misleading signs (Art. 517 of the Criminal Code)
- Manufacturing and trade of goods infringing industrial property rights (Art. 517-ter of the Criminal Code)
- Counterfeiting of geographical indications or designations of origin of agri-food products (Art. 517-quater of the Criminal Code)

Art. 25-ter – Corporate crimes

- False corporate communications (Art. 2621 of the Civil Code)
- Minor cases (Art. 2621-bis of the Civil Code)
- False corporate communications by listed companies (Art. 2622 of the Civil Code)
- Obstruction of control (Art. 2625, para. 2, of the Civil Code)
- Undue return of contributions (Art. 2626 of the Civil Code)
- Illegal distribution of profits and reserves (Art. 2627 of the Civil Code)
- Illegal operations on shares or quotas or on those of parent companies (Art. 2628 of the Civil Code)
- Transactions to the detriment of creditors (Art. 2629 of the Civil Code)
- Failure to disclose conflicts of interest (Art. 2629-bis of the Civil Code)
- Fictitious formation of capital (Art. 2632 of the Civil Code)
- Undue distribution of corporate assets by liquidators (Art. 2633 of the Civil Code)
- Private-to-private corruption (Art. 2635 of the Civil Code)
- Incitement to private-to-private corruption (Art. 2635-bis of the Civil Code)
- Unlawful influence on the shareholders' meeting (Art. 2636 of the Civil Code)
- Market manipulation (Art. 2637 of the Civil Code)
- Obstruction of the functions of public supervisory authorities (Art. 2638, paras. 1 and 2, of the Civil Code)

- False or omitted statements for issuing the preliminary certificate (Art. 54 of Legislative Decree 19/2023)

Art. 25-quater – Crimes with terrorist or subversion purposes as defined by the Criminal Code and special laws

- Subversive associations (Art. 270 of the Criminal Code)
- Associations with the purpose of terrorism, including international terrorism, or subversion of the democratic order (Art. 270-bis of the Criminal Code)
- Aggravating and mitigating circumstances (Art. 270-bis.1 of the Criminal Code)
- Assistance to members of such associations (Art. 270-ter of the Criminal Code)
- Recruitment for purposes of terrorism, including international terrorism (Art. 270-quater of the Criminal Code)
- Organization of transfers for terrorism purposes (Art. 270-quater.1 of the Criminal Code)
- Training for activities aimed at terrorism, including international terrorism (Art. 270-quinquies of the Criminal Code)
- Financing of conduct with terrorism purposes (Law no. 153/2016, Art. 270-quinquies.1 of the Criminal Code)
- Misappropriation of assets or funds under seizure (Art. 270-quinquies.2 of the Criminal Code)
- Conduct with terrorism purposes (Art. 270-sexies of the Criminal Code)
- Attack with terrorism or subversion purposes (Art. 280 of the Criminal Code)
- Act of terrorism using deadly devices or explosives (Art. 280-bis of the Criminal Code)
- Acts of nuclear terrorism (Art. 280-ter of the Criminal Code)
- Kidnapping for terrorism or subversion purposes (Art. 289-bis of the Criminal Code)
- Kidnapping for coercion (Art. 289-ter of the Criminal Code)
- Incitement to commit any of the crimes under Chapters I and II (Art. 302 of the Criminal Code)
- Political conspiracy through agreement (Art. 304 of the Criminal Code)
- Political conspiracy through association (Art. 305 of the Criminal Code)
- Armed band – formation and participation (Art. 306 of the Criminal Code)
- Assistance to participants in conspiracy or armed band (Art. 307 of the Criminal Code)
- Hijacking, seizure, and destruction of an aircraft (Law no. 342/1976, Art. 1)
- Damage to ground installations (Law no. 342/1976, Art. 2)
- Sanctions (Law no. 422/1989, Art. 3)
- Remorse and cooperation (Legislative Decree no. 625/1979, Art. 5)
- New York Convention of 9 December 1999 (Art. 2)

Art. 25-quater.1 – Female genital mutilation practices

- Female genital mutilation practices (Art. 583-bis of the Criminal Code)

Art. 25-quinquies – Crimes against individual personality

- Reduction to or maintenance in slavery or servitude (Art. 600 of the Criminal Code)
- Child prostitution (Art. 600-bis of the Criminal Code)
- Child pornography (Art. 600-ter of the Criminal Code)
- Possession or access to pornographic material (Art. 600-quater of the Criminal Code)
- Virtual pornography (Art. 600-quater.1 of the Criminal Code) [Added by Art. 10, Law no. 38 of February 6, 2006]
- Tourism initiatives aimed at exploiting child prostitution (Art. 600-quinquies of the Criminal Code)

- Human trafficking (Art. 601 of the Criminal Code)
- Buying and selling of slaves (Art. 602 of the Criminal Code)

- Unlawful intermediation and labor exploitation (Art. 603-bis of the Criminal Code)
- Child grooming (Art. 609-undecies of the Criminal Code)

Art. 25-sexies – Market abuse offenses

- Market manipulation (Art. 158 of Legislative Decree no. 58/1998)
- Abuse or unlawful communication of inside information. Recommendation or inducement of others to commit insider trading (Art. 184 of Legislative Decree no. 58/1998)

Other market abuse offenses (Art. 187-quinquies TUF)

- Prohibition of insider trading and unlawful disclosure of inside information (Art. 14, EU Regulation No. 596/2014)
- Prohibition of market manipulation (Art. 15, EU Regulation No. 596/2014)

Art. 25-septies – Manslaughter and serious or very serious negligent injuries committed in violation of occupational health and safety regulations

- Manslaughter (Art. 589 of the Criminal Code)
- Negligent personal injury (Art. 590 of the Criminal Code)

Art. 25-octies – Handling, laundering, and use of money, goods, or benefits of illicit origin, and self-laundering

- Handling stolen goods (Art. 648 of the Criminal Code)
- Money laundering (Art. 648-bis of the Criminal Code)
- Use of money, goods, or benefits of illicit origin (Art. 648-ter of the Criminal Code)
- Self-laundering (Art. 648-ter.1 of the Criminal Code)

Art. 25-octies.1 – Crimes involving non-cash means of payment

- Improper use and falsification of non-cash payment instruments (Art. 493-ter of the Criminal Code)
- Possession and dissemination of devices, tools, or software intended for crimes related to non-cash payment instruments (Art. 493-quater of the Criminal Code)
- Aggravated computer fraud through the transfer of money, monetary value, or virtual currency (Art. 640-ter of the Criminal Code)
- Fraudulent transfer of assets (Art. 512-bis of the Criminal Code)

Art. 25-octies.1, paragraph 2 – Other offenses involving non-cash payment instruments

- Unless the act constitutes another administrative offense subject to a more severe penalty, in relation to any other crime against public faith, property, or otherwise affecting property under the Criminal Code, involving non-cash payment instruments, the entity is subject to the following financial penalties:
- a) up to 500 quotas, if the crime is punishable by imprisonment of less than ten years;
- b) from 300 to 800 quotas, if the crime is punishable by imprisonment of at least ten years.

Art. 25-novies – Offenses related to copyright infringement

- Distribution of intellectual property works via telematic networks (Art. 171, para. 1, letter a-bis and para. 3, Law no. 633/1941)
- Software and database-related offenses (Art. 171-bis, para. 1, Law no. 633/1941)
- Offenses involving intellectual property for broadcasting, cinema, literature, science, or education (Art. 171-ter, Law no. 633/1941)

- Violations involving SIAE (Italian copyright protection agency) (Art. 171-septies, Law no. 633/1941)
- Tampering with devices for decoding encrypted audiovisual signals (Art. 171-octies, Law no. 633/1941)

Art. 25-decies – Inducement not to make statements or to make false statements to judicial authorities

- Inducement not to make statements or to make false statements to judicial authorities (Art. 377-bis of the Criminal Code)

Art. 25-undecies – Environmental crimes

- Environmental pollution (Art. 452-bis of the Criminal Code)
- Environmental disaster (Art. 452-quater of the Criminal Code)
- Negligent environmental offenses (Art. 452-quinquies of the Criminal Code)
- Trafficking and abandonment of high-radioactivity materials (Art. 452-sexies of the Criminal Code)
- Aggravating circumstances (Art. 452-octies of the Criminal Code)
- Killing, destruction, capture, collection, or possession of protected wild animal or plant species (Art. 727-bis of the Criminal Code)
- Destruction or deterioration of habitats within protected sites (Art. 733-bis of the Criminal Code)
- Import, export, possession, commercial use, purchase, sale, display or possession for sale of protected species (Law no. 150/1992, Arts. 1, 2, 3-bis, and 6)
- Discharge of industrial wastewater containing hazardous substances; discharge on soil, subsoil, and groundwater; discharge into the sea by ships or aircraft (Legislative Decree no. 152/2006, Art. 137)
- Unauthorized waste management activities (Legislative Decree no. 152/2006, Art. 256)
- Pollution of soil, subsoil, surface water, or groundwater (Legislative Decree no. 152/2006, Art. 257)
- Illegal waste trafficking (Legislative Decree no. 152/2006, Art. 259)
- Violation of communication, recordkeeping, and form-filing obligations (Legislative Decree no. 152/2006, Art. 258)
- Organized activities for illegal waste trafficking (Art. 452-quaterdecies of the Criminal Code)
- False declarations in waste analysis certificates; entry of false certificates in the SISTRI system; omission or fraudulent alteration of SISTRI movement area paper forms during waste transport (Legislative Decree no. 152/2006, Art. 260-bis)
- Penalties (Legislative Decree no. 152/2006, Art. 279)
- Intentional pollution caused by ships (Legislative Decree no. 202/2007, Art. 8)
- Negligent pollution caused by ships (Legislative Decree no. 202/2007, Art. 9)
- Cessation and reduction of ozone-depleting substances (Law no. 549/1993, Art. 3)

Art. 25-duodecies – Employment of third-country nationals with irregular immigration status

- Provisions against illegal immigration (Art. 12, paras. 3, 3-bis, 3-ter, and 5, Legislative Decree no. 286/1998)
- Employment of third-country nationals with irregular immigration status (Art. 22, para. 12-bis, Legislative Decree no. 286/1998)

Art. 25-terdecies – Racism and xenophobia

- Propaganda and incitement to commit crimes for reasons of racial, ethnic, or

religious discrimination (Art. 604-bis of the Criminal Code)

Art. 25-quaterdecies – Fraud in sports competitions, illegal gambling or betting, and gambling using prohibited devices

- Fraud in sports competitions (Art. 1, Law no. 401/1989)
- Illegal operation of gambling or betting activities (Art. 4, Law no. 401/1989)

- **Art. 25-quaterdecies – Fraud in sports competitions, illegal gambling or betting, and gambling using prohibited devices**
- Fraud in sporting competitions (art. 1, Law no. 401/1989)
- Illegal exercise of gambling or betting activities (art. 4, L. n. 401/1989)

Art. 25 quinquesdecies - Tax Crimes

- Fraudulent declaration through the use of invoices or other documents for non-existent transactions (art. 2, Legislative Decree 74/2000)
- Fraudulent declaration by other means (art. 3, Legislative Decree no. 74/2000)
- Issuing invoices or other documents for non-existent transactions (art. 8, Legislative Decree no. 74/2000)
- Concealment or destruction of accounting documents (art. 10. Legislative Decree no. 74/2000)
- Fraudulent evasion of tax payment (art. 11, Legislative Decree no. 74/2000)
- False declaration (art. 4, Legislative Decree no. 74/2000)
- Failure to declare (art. 5, Legislative Decree 74/2000)
- Undue compensation (art. 10, Legislative Decree no. 74/2000)

Art. 25 sexiesdecies – Smuggling

- Smuggling in the movement of goods across land borders and customs areas (art. 282 Presidential Decree no. 43/1973)
- Smuggling in the movement of goods in border lakes (art. 283 Presidential Decree no. 43/1973)
- Smuggling in the maritime movement of goods (art. 284 Presidential Decree no. 43/1973)
- Smuggling in the movement of goods by air (art. 285 Presidential Decree no. 43/1973)
- Smuggling in extra-customs areas (art. 286 Presidential Decree no 43/1973)
- Smuggling through improper use of goods imported with customs concessions (art. 287 Presidential Decree no. 43/1973)
- Smuggling in customs warehouses (art. 288 Presidential Decree no. 43/1973)
- Smuggling in cabotage and circulation (art. 289 Presidential Decree no. 43/1973)
- Smuggling in the export of goods eligible for refund of duties (art. 290 Presidential Decree no. 43/1973)
- Smuggling in temporary import or export (art. 291 ter Presidential Decree no. 43/1973)
- Smuggling of foreign manufactured tobacco (art. 291 bis Presidential Decree no. 43/1973)
- Aggravating circumstances of the crime of smuggling of foreign

manufactured tobacco (art. 291 ter Presidential Decree no. 43/1973)

- Criminal association for the purpose of smuggling foreign manufactured tobacco (art. 291 quater Presidential Decree no. 43/1973)
- Other cases of smuggling (art. 292 Presidential Decree no. 43/1973)
- Aggravating circumstances of smuggling (art. 295 Presidential Decree no. 42/1973)

Art. 25 septiesdecies - Crimes against cultural heritage

- Theft of cultural property (art. 518 bis criminal code)
- Misappropriation of cultural property (art. 518 ter c.p.)
- Receiving of cultural goods (art. 518 quater c.p.)
- Forgery of private writing relating to cultural assets (art. 518 octies c.p.)
- Violation regarding the alienation of cultural property (art. 518 novies c.p.)
- Illicit import of cultural goods (art. 518 decies c.p.)
- Illicit exit or export of cultural goods (art. 518 undecies c.p.)
- Destruction, dispersion, deterioration, defacement, soiling and illicit use of cultural or landscape assets (art. 518 duodecies c.p.)
- Counterfeiting of works of art (art. 518 quaterdecies c.p.)

Art. 25 duodevicies - Recycling of cultural goods and devastation and plundering of cultural and landscape goods

- Recycling of cultural goods (art. 518 sexies c.p.)
- Devastation and looting of cultural and landscape assets (art. 518 terdecies c.p.)

Law no. 146/2006 – Transnational crimes [The following crimes constitute a prerequisite for the administrative liability of entities if committed in a transnational manner]

- Provisions against illegal immigration (art. 12, paragraph 3, 3 bis, 3 ter and 5, of the consolidated text of Legislative Decree 25 July 1998 n. 286)
- Association for the purpose of illicit trafficking of narcotic or psychotropic substances (art. 74 of the consolidated text of Presidential Decree 9 October 1990 n. 309)
- Criminal association for the purpose of smuggling foreign manufactured tobacco (art. 291 quater of the consolidated text of Presidential Decree 23 January 1973 n. 43)
- Inducement not to make statements or to make false statements to the judicial authority (art. 377 bis c.p.)
- Personal aiding and abetting (art. 378 c.p.)
- Criminal association (art. 416 c.p.)
- Mafia-type associations, including foreign ones (art. 416 bis c.p.)

The full description of the types of offenses contemplated by Legislative Decree 231/2001, as previously indicated, is provided in the special part of the Organizational Model.

1.2 Grounds for Exclusion of the Entity's Liability

Legislative Decree 231/2001 provides, in Articles 6 and 7, a mechanism for exemption from liability if the Entity has adopted and effectively implemented an organizational, management, and control model suitable for preventing the commission of so-called predicate offenses.

The aforementioned Model must meet the following requirements:

- Identify the activities within which the offenses provided for by the relevant legislation may be committed;
- Provide specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the offenses to be prevented;
- Identify appropriate methods for managing financial resources to prevent the commission of offenses;
- Provide for information obligations towards the body responsible for supervising the functioning and compliance with the Model;
- Introduce a disciplinary system capable of sanctioning failure to comply with the measures outlined in the Model.

Legislative Decree 231/2001 further establishes that:

1. The managing body must have adopted and effectively implemented, prior to the commission of the act, a Model suitable for preventing offenses of the type that occurred;
2. The task of supervising the functioning and compliance with the Model, and ensuring its updating, must have been entrusted to a body within the entity that has autonomous powers of initiative and control;
3. The individuals committed the offense by fraudulently circumventing the Model;
4. There was no omission or inadequate supervision by the Supervisory Body in relation to the Model.

CHAPTER 2

The ALCANTARA Model

2.1 Guidelines provided by CONFINDUSTRIA and the OdV Association

In preparing this Model, the Company was inspired by the principles contained in the guidelines provided by CONFINDUSTRIA (guidelines for the construction of organizational, management, and control models). Specifically, the latest update of June 2021 revised the "Guidelines," which were approved by the Ministry of Justice. These guidelines are addressed to the private sector as internal input aimed at mandating an organizational structure and governance system that is presumed to safeguard corporate assets.

The elements identified as fundamental in building the Model include the following activities:

- Drafting of the Code of Ethics;
- Identification of sensitive activities, aimed at verifying in which business areas/sectors crimes may occur (risk-crime mapping matrices);
- Implementation of a preventive control system capable of mitigating risks through the adoption of specific procedures (behavioral protocols);

- Establishment of the Supervisory Body and implementation of information obligations to the OdV.

The main components of the preventive control system for the purpose of exempting liability under Legislative Decree 231/2001 are identified as:

- The existence of a sufficiently formalized and clear organizational system, particularly regarding the assignment of responsibilities;
- The existence of a body of manual and IT procedures governing operations and defining appropriate control points;
- Allocation of specific authorization and signing powers consistent with defined organizational and management responsibilities;
- The existence of a management control system capable of promptly reporting general and/or specific critical situations.

These components must integrate into a single, cohesive system that complies with the following control principles:

- Verifiability, traceability, consistency, and appropriateness of every operation and transaction;
- Application of the principle of separation of functions ("no one can independently manage an entire process");
- Documentation (including the drafting of written minutes) of the controls performed.

2.2 ALCANTARA's Activities and Organizational Structure

In accordance with the aforementioned guidelines, ALCANTARA has adopted this Model pursuant to Legislative Decree 231/2001.

ALCANTARA S.p.A. was founded in 1981 with share capital divided between the ENI Group (51%) and the Toray Group (49%). In 1995, ENI permanently transferred its shares to the Toray Group, which subsequently sold 30% to the Mitsui Group.

ALCANTARA operates through two main sites:

- The production site and Research Center in Nera Montoro (TR), with a fully integrated production plant. The complex production process consists of multiple phases and features high automation;
- The Milan headquarters, housing the executive offices, commercial divisions, administrative department, and design office.

At the Nera Montoro facility, "Alcantara" is produced—a versatile material used by leading international companies across various sectors. The most prominent applications are in: Automotive, Fashion, Interiors, and Consumer Electronics.

Over time, ALCANTARA has developed unrivaled technological know-how, allowing it to understand and meet clients' technical and stylistic needs, offering custom colors, product variants, and new technologies tailored to even the most complex briefs.

ALCANTARA has issued several Sustainability Reports, verified and certified by independent auditors. Sustainability is a strategic value for ALCANTARA's future, placing it among the most transparent Italian companies.

The governing bodies of ALCANTARA S.p.A. include the Shareholders' Meeting, the Board of Directors, the Executive Committee, and the Chairman and CEO. The main internal control bodies are the Board of Statutory Auditors and the external auditor,

responsible for quarterly accounting audits and the statutory and reporting audit. A Supervisory Body (OdV) has also been appointed pursuant to Legislative Decree 231/2001.

The organizational structure is based on the integrated management of numerous business processes in accordance with certified management systems. The January 2024 organizational chart of the Company is structured as follows:

BOARD OF DIRECTORS

EXECUTIVE COMMITTEE

CHAIRMAN
- **Sustainability Director**
  - Corporate Communication Coordinator

CEO & G.M.

Healt & Safety (RSPP)

Human Resources, Organization, I.T., Certified Systems Director
- Plant Personnel, Organization, Certified Systems
- Certified Systems
- Personnel Relations HQ
- Information Technology
- Security & Facility Management

Finance & Control Director
- Head Account
- Treasury & Credit Office
- Planning Control & Internal Audit
- Legal

Sales Director
- Representative Office China
- Fashion
- Interior
- Consumer Electronics
- Automotive Core
- Automotive Area 1
- Automotive Area 2
- Automotive Area 3

Technical Director
- Production & Maintenance
- Environment
- Safety
- Technical Office
- Research and laboratories
- Quality Assurance

Innovation & Global Supply Director
- Global Supply
- Customer Supply
- Supply Chain Planning
- Plant Logistics
- Purchasing
- Innovation
- Technical Marketing
- Design
- Customer Quality
- Customer Innovation Center

Sustainability Director

In 2005, ALCANTARA first adopted the Organizational, Management, and Control Model pursuant to Legislative Decree 231/2001, along with the Code of Ethics, and appointed a Supervisory Body (OdV).

By resolution of the Board of Directors on April 16, 2025, the Company approved this updated text, revising both the original Model from 2005 and the most recent update from 2022.
These updates were implemented with the understanding that the changes made and their effective application would improve the Corporate Governance system by reducing the risk of criminal offenses. Therefore, the purpose of this Model is to establish a structured and comprehensive system of prevention, deterrence, and control aimed at reducing the risk of committing the predicate offenses through the identification of Sensitive Activities and the principles of conduct that must be observed by the Model's Recipients.

2.3 Development and Structure of the Model

Outlined below are the phases of work involved in identifying Sensitive Activities, carried out by the Company with the support of external consultants. This work formed the basis for defining the present Model.

1. Identification of Sensitive Activities (As-is analysis) and Gap Analysis

The aim of this phase was to analyze the company context in order to share with the Company Management a map of sensitive processes and classify the main risks. The identification of Sensitive Activities, for the purpose of correct management, was carried out through the following:

- Collection of information—via interviews and/or questionnaires—for the construction of a company archive of risk-prone activities;
- Analysis of company documentation;
- Organization and synthesis of the gathered information in dedicated "Sensitive Activity Mapping Sheets";
- Identification and analysis of existing controls that serve to mitigate the identified crime risks;
- Assessment of the effectiveness of existing controls in meeting the requirements of Legislative Decree 231/2001;
- Identification and analysis of company procedures and mechanisms aimed at preventing all identified crime risks;
- Highlighting and evaluating residual risks (i.e., identified crime risks net of existing controls);
- Sharing and formalizing the identified situations with relevant stakeholders (sharing of crime-risk identification sheets for each office/function/department).

Through this analysis process, the Company was able to identify a number of Sensitive Activities within its structure that are most exposed to the theoretical risk of committing one of the predicate offenses.

Following this phase, an assessment was conducted of the management and control methods related to Sensitive Activities, as well as their compliance with commonly accepted internal control principles. Improvement actions were then identified, both in terms of internal procedures and organizational requirements, to support the final definition of the Company's Model under Legislative Decree 231/2001.

2.4 Guiding Principles of the Model

In developing this Model, the Company took into account the existing procedures and control systems already extensively in place, identified during the as-is analysis, since they are also suitable as preventive measures against the predicate offenses and as control mechanisms for the processes involved in the Sensitive Activities. These procedures are not detailed in this Model but are part of the broader organization and control system that the Model intends to integrate.

The core principles inspiring the Model, in addition to those previously mentioned, are as follows:

1. The guidelines from CONFINDUSTRIA and the OdV Association, which served as a reference for the mapping of Sensitive Activities;
2. The requirements set out by Legislative Decree 231/2001, in particular:
    - Assigning to a Supervisory Body (OdV)—internal to the Company—the responsibility of monitoring the operation and compliance with the Model, as well as its ongoing updating;
    - Providing the OdV with adequate resources consistent with its assigned duties and the reasonably expected outcomes;
    - Raising awareness and disseminating the established behavioral rules and procedures at all levels of the organization;
3. The general principles of an effective internal control system, specifically:
    - Verifiability and traceability of every operation relevant to Legislative Decree 231/2001;
    - Respect for the principle of segregation of duties;
    - Definition of authorization powers consistent with assigned responsibilities;
    - Communication of relevant information to the OdV;
4. Risk prevention, through the adoption of specific procedural principles aimed at planning the formation and execution of corporate decisions in relation to the crimes to be prevented.

2.5 Procedure for Adoption and Updating of the Model

As specified in detail in section 2.2, the Company deemed it necessary to update both the Model originally adopted in 2005 and its most recent version from 2022, taking into account both the new categories of crimes introduced by the legislator in the meantime under the Decree and certain changes within the company's organizational structure. By resolution dated April 16, 2025, the present version of the Model was adopted, in line with current legislation and with today's corporate needs.

Since the Model is issued by the Management Body, in accordance with Article 6, paragraph 1, letter a) of Legislative Decree 231/2001, any subsequent amendments and integrations fall within the competence of the Board of Directors, which acts with the support and recommendations of the Supervisory Body (OdV).

By adopting the Model, the Company commits to update and adapt it based on any legislative changes, corporate structure developments, or practical experiences in application, within a dynamic and continuously evolving perspective.

Accordingly, ALCANTARA, regardless of its commitment to promptly comply with all evolving needs, intends to periodically review the Model in its entirety, potentially with the involvement of external consultants.

Any modifications to the Model will be appropriately communicated to the Recipients under the supervision of the Supervisory Body.

2.6 The Recipients of the Model

The principles and provisions of this Document must be observed by:
i) the members of the Board of Directors and the Board of Statutory Auditors;
ii) executives;
iii) employees of every rank, qualification, and level, whether on permanent or fixed-term contracts;
iv) temporary workers, interns, project-based collaborators;
v) consultants, collaborators, suppliers, and any partners, to the extent that they may be involved in activities in which the commission of one of the predicate offenses under the Decree is conceivable;
vi) and anyone acting under the direction and/or supervision of Company Management, within the scope of their assigned duties and responsibilities.

The individuals identified above are collectively referred to as the **"Recipients"**.

2.7 Whistleblowing

In preparing this Model, the Company also took into account the requirements set forth in Article 6, paragraph 2-bis of the Decree (as most recently amended by Legislative Decree 24/2023), which states:

"The models referred to in paragraph 1, letter a), shall include, in accordance with the legislative decree implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019, internal reporting channels, a prohibition of retaliation, and a disciplinary system adopted pursuant to paragraph 2, letter e)."

In compliance with this provision, and pursuant to Article 4 of Legislative Decree 24/2023, the Company has activated a dedicated internal reporting channel, which guarantees—also through the use of encryption technologies—the confidentiality of the identity of the whistleblower, the person involved, and any other individuals mentioned in the report, as well as the confidentiality of the content of the report and its supporting documentation.

CHAPTER 3
The Supervisory Body (OdV)

3.1 Identification of the Supervisory Body

Pursuant to the provisions of Legislative Decree 231/2001, the body responsible for supervising the functioning and observance of the Model—as well as for ensuring its updating—must be an internal body of the Entity (Art. 6.1, letter b) of Legislative Decree 231/2001), endowed with autonomous powers of initiative and control.

The prevailing recommendations suggest that this should be an "internal" body within the operational structure of the entity, characterized by autonomy, independence, professionalism, operational efficiency, and continuity of action.

By "internal to the entity," it is meant a body appointed by the Company, composed of internal and/or external members, dedicated exclusively to supervision and monitoring of the Model. It must not have delegated operational functions and must report directly to the

top corporate governance level.

The Company has chosen to assign the supervisory function to a collegial body, with the Chair held by an external member, in order to ensure both:

- the necessary professional skills for effective and efficient operation, and
- the required independence and autonomy, in compliance with the legal requirements and recent case law.

Specifically, the OdV must meet the following conditions:

a) Autonomy and Independence

These are essential requirements. The Supervisory Body must not be directly involved in the management of activities subject to its control, and must report exclusively to the highest hierarchical level (e.g., the Board of Directors).

In particular, the OdV:

1. Is granted effective inspection and control powers;
2. Has access to relevant company information;
3. Is provided with adequate financial resources and can make use of tools, support, and experts necessary to carry out its monitoring activities.

The independence of the OdV is ensured by the obligation of the management body to approve, as part of the corporate budgeting process, an adequate financial allocation, also based on the OdV's proposal, which the OdV may use to fulfill its tasks (e.g., for specialist consulting, travel, etc.).

The Board of Directors also acknowledges that the OdV may independently commit resources beyond its normal budgetary limits, if necessary to respond to exceptional and urgent circumstances. In such cases, the OdV must immediately inform the Board of Directors.

b) Integrity and Grounds for Ineligibility

The following individuals may not be appointed as members of the Supervisory Body, and if appointed, must be removed**:**

1. Those in situations covered by Art. 2382 of the Civil Code (i.e., those disqualified, legally incapacitated, bankrupt, or convicted of an offense involving disqualification from public office or from holding executive positions);
2. Individuals subject to preventive measures under Law no. 1423/1956 (concerning dangerous persons for public safety and morality) or Law no. 575/1965 (anti-mafia law);
3. Those convicted, even with a non-final judgment or under plea bargain (Art. 444 et seq. of the Code of Criminal Procedure), or with a suspended sentence (unless rehabilitated), for:
    - Offenses under Title XI of Book V of the Civil Code (criminal provisions regarding companies and consortia) or Royal Decree no. 267/1942 (concerning bankruptcy and insolvency proceedings);
    - Offenses under banking, financial, securities, and insurance laws, and regulations regarding financial markets and payment instruments (e.g., illegal banking/financial activity under Articles 130 et seq. of the Consolidated Banking Act; counterfeiting under Art. 453 c.p.; insurance fraud under Art. 642 c.p.);

- Offenses against the public administration, public faith, property, public order, or the economy, or tax-related crimes, punishable by imprisonment of at least one year**;**
- Any non-negligent crime punishable by at least two years of imprisonment;
- Any offense expressly listed under Legislative Decree 231/2001**.**

4. Anyone subjected to administrative sanctions under Art. 187-quater of the Consolidated Finance Act (TUF) – Legislative Decree no. 58/1998. Notably, OdV members must not have received criminal convictions, even non-final or under plea bargaining, for offenses resulting in disqualification from public office or involving offenses under Legislative Decree 231/2001.

c) Proven Professionalism and Specific Skills in Auditing and Consulting

The OdV must include members with **technical and professional competence** suited to the duties assigned. Alongside independence, such qualifications guarantee **objective judgment**.
Therefore, the OdV should include individuals with appropriate **legal, risk management, and compliance expertise**.

The OdV may also—through internal or **external professionals**—access additional expertise in **organizational management**, **auditing**, **accounting**, and **finance**. It must also be familiar with **compliance principles** and **internal audit techniques**.

d) Continuity of Action

The OdV performs, on a continuous basis, the activities necessary to monitor the Model with adequate commitment and with the investigative powers required. It is a structure that reports to the Company, thus ensuring the necessary continuity in its supervisory role. It does not perform operational tasks that could compromise its independence.

e) Availability of Organizational and Financial Resources

The OdV, once constituted, shall establish its own operating rules through a specific internal regulation.

The appointment and revocation of OdV members (e.g., in case of breach of duties under the Model) fall under the exclusive authority of the Board of Directors, which may not appoint any individual to the OdV who has been convicted—even at the first instance or through a plea agreement—for any offenses listed under Legislative Decree 231/2001 or any crime for which the maximum statutory penalty exceeds five years of imprisonment.

The revocation of the appointment is permitted not only for just cause (e.g., dishonesty, inefficiency, negligence, etc.), but also in cases of:

- Supervening impossibility;
- Loss of independence, impartiality, or autonomy;
- Loss of integrity, or emergence of conflicts of interest;
- Family relationships with company governance bodies or top management;
- Termination of employment or collaboration with the Company.

In compliance with the Decree and the criteria listed above, the Company's Board of Directors has determined that the most suitable configuration for the OdV is a three-member body, composed of two external members and one internal member**.**

3.2 Functions and Powers of the OdV

The OdV is tasked with supervising:

- Compliance with the Model by its Recipients**;**
- The functionality of the Model;
- The appropriateness of proposing updates to the Board of Directors, whenever adjustments are required due to changes in the Company's structure or applicable regulations, and initiating such proposals by contacting the competent corporate bodies.

Specifically, the OdV is responsible for the following tasks:

i. Review and Control:

a) Review corporate activities to update the mapping of Sensitive Activities;
b) Carry out periodic audits on specific transactions or operations, particularly those within the scope of Sensitive Activities. The outcomes must be summarized in specific reports to be presented to the relevant corporate bodies;
c) Collect, analyze, and archive relevant information regarding compliance with the Model, and maintain an up-to-date list of information that must be submitted to or held available for the OdV;
d) Coordinate with other company departments (including through meetings) to ensure optimal monitoring of activities in relation to the procedures established in the Model. To this end, the OdV:

- Has unrestricted access to any relevant documentation;
- Must be kept informed by competent departments regarding:
    - Aspects of the company's activity that may expose it to risk of committing one of the designated crimes (see Special Part – Information flows to the OdV);
    - Any extraordinary transactions undertaken by the Company;
    - Relationships with external parties and partners involved in Sensitive Activities;

    e) Initiate and conduct internal investigations, liaising with relevant departments to gather additional information;
    f) Verify the operation of the Whistleblowing mechanisms implemented by the Company.

ii. Training:

a) Assist the HR department in defining training programs for Employees and Corporate Bodies and in drafting the content of periodic communications to be sent to all Recipients, aimed at raising awareness and providing basic knowledge of the provisions of Legislative Decree 231/2001;

b) Monitor initiatives to disseminate awareness and understanding of the Model, and prepare the internal documentation necessary for its effective implementation, including instructions for use, clarifications, or updates.

iii. Sanctions:

a) Coordinate with the competent corporate functions and with the Corporate Bodies to

assess the adoption of any disciplinary measures or sanctions, without prejudice to the

Board of Directors' exclusive authority to impose such sanctions and conduct the related disciplinary proceedings.

iv. Updates:

a) Interpret the applicable legislation, including in relation to the Company's Model;
b) Assess the need to update the Model, including by holding dedicated meetings with the various relevant company functions.

Although the OdV has, by law, autonomous powers of initiative and control for overseeing the functioning and compliance of the Model, it does not have coercive, interventionist, or disciplinary powers over the company's structure; such powers lie with the competent Corporate Bodies or responsible company functions.

Due to the specific nature of its duties and the expertise required, the OdV is constantly supported in its monitoring activities by all company managers and executives. These individuals, within the scope of their responsibilities and assigned delegations, bear primary responsibility for:

1. Monitoring the activities and areas under their responsibility;
2. Ensuring compliance with the Model by employees under their supervision;
3. Promptly reporting to the OdV any anomalies, problems, or issues identified.

The OdV may request specific audits by managers to verify the proper functioning of the Model.

All personnel involved within the corporate structure are required to monitor and inform the OdV regarding the correct application of this Model, each within the scope of their operational responsibilities.

The OdV may also, whenever deemed necessary for the performance of its duties and in accordance with the provisions of the Model, seek support from additional resources from any business function, without restriction on time or number.

To safeguard the autonomy and independence of the OdV and ensure the effectiveness of the Model, certain protections have been introduced to prevent retaliation. Decisions regarding remuneration or disciplinary actions affecting the OdV or its members fall exclusively under the competence of the Board of Directors**.**

3.3 OdV Reporting Activities

The Supervisory Body reports on the implementation of the Model and any identified critical issues directly to the Board of Directors and the Board of Statutory Auditors.

The OdV follows three reporting lines**:**

- First, on an ongoing basis to the President and CEO**;**
- Second, annually to the Board of Directors and the Board of Statutory Auditors.

Each year, the OdV prepares a descriptive report for the Board of Directors, containing:

- A summary of all activities carried out during the year;
- Any audits and inspections performed;

- Updates to the mapping of Sensitive Activities;
- Other significant topics;

- A work plan for the following year.

If critical issues arise involving any of the abovementioned bodies, the relevant report must be promptly addressed to another governing body.

The reporting activity always includes:

1. Activities carried out by the OdV;
2. Any identified critical issues (and suggestions for improvement), whether relating to internal behavior or events or to the effectiveness of the Model.

All meetings with the bodies to which the OdV reports must be documented in minutes, which are to be stored by both the OdV and the respective bodies involved.

3.4 Information Obligations Towards the OdV

Company personnel, especially function managers, are subject to a duty to **report to the Supervisory Body**.

Two types of information flows are defined:

i. **Periodic information flows**;
ii. **Event-based information flows**.

Periodic information flows are set out in the section of the Model entitled "Information Flows to the OdV." As part of its duties, the OdV may also request additional information flows, specifying their frequency.

The following **event-based information** must be promptly and mandatorily communicated to the OdV:

- Any critical issues concerning relations with public officials or public service appointees, both Italian and foreign;
- Any critical issues concerning relations with politicians, aides, party staff, or members of the media;
- Any decisions or notices from law enforcement or other authorities indicating an investigation into any offenses covered by the Decree, including those against unknown persons;
- Any requests for legal assistance in the event of the initiation of legal proceedings related to offenses under the Decree.

These information flows (both periodic and event-based) must be sent to the OdV via email to the following addresses:

organodivigilanza@alcantara.com

The Supervisory Body ensures maximum confidentiality with regard to any news and information under penalty of revocation of the mandate, without prejudice to the needs inherent to the conduct of investigations in the event that the support of external Consultants to the Supervisory Body or other corporate structures is necessary.
All information is stored by the Supervisory Body in a specific computer and paper archive, in compliance with the provisions in force regarding data

confidentiality: the documents of the Supervisory Body must be contained in separate and closed cabinets, accessible only to its members and only for

reasons connected to the performance of the tasks described above, under penalty of immediate dismissal from office.

CHAPTER 4

Whistleblowing

4.1 Subject of the Report

Reports may concern behaviors, acts or omissions (hereinafter referred to as "violations") that harm the interests or integrity of the Company and consist of unlawful conduct relevant under Legislative Decree 231/2001, or violations of the organizational and management model adopted by the Company.

The issues to be reported include information relating to any actual, suspected, or potential violations of the Code of Conduct, the policies and procedures of the Toray Group, and violations of any laws, including but not limited to violations of national and/or European Union laws in the following areas:

- Fraud and misconduct related to accounting or internal accounting controls;
- Audit-related offenses;
- Corruption, extortion, and abuse of office;
- Banking and financial crimes;
- Money laundering, terrorist financing;
- Insider trading;
- Breach of competition and market protection laws;
- Disclosure of trade secrets;
- Forgery of contracts, reports, or records;
- Misuse of company assets, theft, or embezzlement;
- Environmental risks, public safety risks, risks to the health or safety of our employees, and similar cases.

4.2 Reporting Channels

Whistleblowers have several options to submit reports effectively and reliably. All reports can be made **verbally** (e.g., by telephone), **in writing, or electronically**. Upon request by the whistleblower, a direct meeting may be arranged for submitting the report.

A report may be submitted through internal reporting channels, either to internal contacts or via a whistleblowing hotline provided by an authorized external service provider ("**Internal Report**"). Internal Reporting ensures that information on violations reaches those closest to the source of the issue, allowing them to resolve it and implement corrective actions. Therefore, internal reporting should preferably be the first choice.

There are three alternative internal reporting channels—one within the Company and two external, including an external, independent, and confidential telephone line managed by a third-party provider. All representatives involved in handling reports must maintain confidentiality and comply with this Policy and all applicable laws and regulations.

The following communication channels are available for reporting:

1. Online platform: https://alcantara.segnalazioni.net;
2. Toray Group Global Whistleblowing System – Europe Contact
    - Email: compliance.teu.mb@mail.toray

- (Accepted languages: English and Japanese only)

3. Toray Group Independent Compliance Hotline in Europe

- Email: toray.hotline@aplaw.de
- Mail: Atsumi Sakai Europa Rechtsanwalts- und Steuerberatungsgesellschaft mbH,
  OpernTurm, Bockenheimer Landstraße 2–4, 60306 Frankfurt am Main, Germany
- Phone (toll-free): 00800 200 200 22
  - (Accepted languages: English, Japanese, German, French, or Spanish)

If a report is received through the Toray Group Global Whistleblowing System (Europe contact) or through the Independent Compliance Hotline in Europe, the report will be forwarded to the Chief Compliance Officer of Toray Europe and subsequently to the Toray Compliance Department.

If a report received by the Company Contact concerns serious misconduct, the report must also be forwarded to the Chief Compliance Officer of Toray Europe and then to Toray's Compliance Office.

Toray Group defines "serious misconduct" as:

- Violation of antitrust/competition laws,
- Violation of anti-corruption laws,
- Accounting fraud, and
- Data falsification.

All report transfers to the Chief Compliance Officer of Toray Europe and subsequently to the Toray Compliance Department must comply with data protection laws.

Alternatively, the whistleblower may also contact the competent authority via an external reporting channel designated in the country where the Company is incorporated, such as the police or a data protection authority ("**External Report**").

A whistleblower may make an external report to the National Anti-Corruption Authority (ANAC) if, at the time of submission, any of the following conditions apply:

a) An internal whistleblowing channel is not required in the work context, or if required, it is not active or non-compliant with applicable law; b) The whistleblower has already submitted an internal report as per the applicable law, and it has not been followed up; c) The whistleblower has reasonable grounds to believe that an internal report would not be effectively followed up, or that it may result in retaliation; d) The whistleblower has reasonable grounds to believe that the violation may pose an imminent or obvious danger to the public interest.

4.3 Prohibition of Retaliation

No form of retaliation or discriminatory measure, whether direct or indirect, related to the report is permitted or tolerated against the whistleblower.
Examples of retaliation include:

- Dismissal, suspension, or equivalent measures
- Demotion or denial of promotion
- Job reassignment, workplace relocation, salary reduction, or change in working hours
- Suspension from or limitation of access to training

- Negative performance reviews or references
- Disciplinary or financial penalties

- Coercion, intimidation, harassment, or exclusion
- Discrimination or other unfavorable treatment
- Failure to convert a fixed-term contract into a permanent one where there was a legitimate expectation
- Non-renewal or early termination of a fixed-term contract
- Reputational damage (especially via social media), financial or economic harm, including lost income or opportunities
- Inclusion in unofficial blacklists preventing future employment in the industry
- Early termination or cancellation of supply contracts
- Cancellation of licenses or permits
- Requests for psychiatric or medical assessments

The prohibition of retaliation and the protections for the whistleblower also apply to:

- Facilitators (those assisting the whistleblower and working in the same context)
- Individuals in the same work context as the whistleblower (or a person who has submitted a report to judicial or accounting authorities or made a public disclosure), and who have a close personal or family relationship up to the fourth degree
- Colleagues in the same work context who have a regular and current relationship with the whistleblower
- Entities owned by or employing the whistleblower (or person who has submitted a report or disclosure), or entities operating in the same work context

4.4 Internal Reporting Management Policy

The Company has developed a Whistleblowing Policy that:

i. Sets out the requirements and procedures through which individuals may make confidential reports in the interest of Alcantara S.p.A.'s integrity;
ii. Establishes and communicates the conditions and rules for protecting whistleblowers and those considered equivalent;
iii. Regulates the handling of reports by the external appointed Manager.

This Policy has been shared with employees and is clearly posted in the workplace. It is also accessible to persons who, although not regularly present in the workplace, maintain a legal relationship with the Company.

The Policy is also available in a dedicated section of the Company's website.

CHAPTER 5

Training and Dissemination of the Model

5.1 Training and Information for Employees

For the Model to be effective, the Company aims to ensure a proper understanding and dissemination of the rules of conduct it contains among all Recipients, both current and future employees. The level of training and information provided varies in depth depending on each individual's degree of involvement in Sensitive Activities.

Initial Communication

The adoption of the present Model, including the specific Whistleblowing Policy, is

communicated to Employees at the time of its implementation.
New hires are given an information package designed to provide them with the most

essential knowledge. This documentation includes, in addition to the standard onboarding materials, the Model and Legislative Decree 231/2001.
These individuals must sign a declaration confirming receipt of the documentation, acknowledgment of the attached documents, and commitment to comply with the rules and obligations set out therein.

Training

Training activities aimed at promoting awareness of the Model vary in content and delivery method based on the employee's role, the risk level of their operating area, and whether they hold a representative function within the Company.

In particular, different levels of training and information are provided through appropriate dissemination tools for:

1. Employees with managerial positions;
2. Employees without managerial positions;
3. Members of the Board of Directors and the Board of Statutory Auditors.

The training and information system is supervised and supported by the activities of the Supervisory Body (OdV). The OdV is also responsible for verifying the quality of the training program content as described above.
All training programs will share a core content base, including:

- An overview of Legislative Decree 231/2001;
- The essential components of the Model;
- The predicate offenses covered under the Decree;
- Behavior considered sensitive in relation to the commission of the aforementioned offenses.

In addition to this common foundation, each training program will be tailored to provide participants with the necessary tools to fully comply with the requirements of the Decree, in accordance with their specific duties and operational area.

Participation in the training programs is mandatory. The OdV is responsible for monitoring actual attendance.
Unjustified failure to attend training sessions will result in disciplinary action, to be imposed in accordance with the rules set out in Chapter 6 of this Model.

5.2 Supervisory Obligations

All employees holding a managerial role or responsible for a corporate function are required to perform supervisory activities with the utmost care and diligence toward all Employees under their direct or indirect hierarchical authority.
They must also report any irregularity, violation, or non-compliance with the principles of this Model to the Supervisory Body.

If a managerial or function-responsible employee fails to fulfill these obligations, they will be subject to disciplinary measures in line with their hierarchical position within the Company, as described in Chapter 6.

CHAPTER 6

Disciplinary System

6.1 Function of the Disciplinary System

The establishment of a system of sanctions (proportional to the violation and with deterrent effect) applicable in the event of a breach of the rules set forth in this Model and in the Whistleblowing (WB) Policy enhances the effectiveness of the Supervisory Body's oversight and aims to ensure the effectiveness of both the Model and the specific WB Policy.
According to Article 6, paragraph 1, letter e) of Legislative Decree 231/2001, defining this disciplinary system is an essential requirement of the Model and the WB Policy for the purpose of exempting the entity from liability.

The application of the disciplinary system presupposes a violation of the measures established by the Model and the WB Policy; therefore, it shall be triggered independently of any criminal proceedings initiated by the judicial authority and regardless of the outcome of such proceedings, even when the conduct in question may also constitute a criminal offense under Legislative Decree 231/2001.

6.2 Disciplinary System for Employees

6.2.1 Disciplinary System for Employees with Reference to the Model

Any violation by employees subject to a National Collective Labour Agreement (CCNL) of the individual behavioral rules outlined in this Model constitutes a disciplinary offense.

A. Employees without Managerial Roles

Disciplinary measures applicable to these workers—pursuant to Article 7 of Law No. 300 of May 30, 1970 (Workers' Statute) and any other applicable special regulations—are those provided in the sanctioning framework of the relevant National Collective Labour Agreement, specifically:

- **Verbal warning:** applied in the case of minor violations of the principles and rules of conduct established by this Model, when the conduct represents a slight non-compliance with contractual rules or directives issued by management or superiors.
- **Written warning:** applied in the case of violations of the principles and rules of conduct established by this Model where the conduct is not entirely minor but still not serious, reflecting non-compliance that is not considered serious with contractual provisions or instructions issued by management or superiors.
- **Fine (up to 4 hours of pay):** applied in the case of repeated violations following a verbal or written warning.
- **Suspension from work and pay for up to 5 days:** applied when the conduct deviates from the Model's rules and is considered to have a certain degree of seriousness.
  This includes violations of the duty to inform the Supervisory Body of committed or attempted crimes, as well as any breach of the Model.
  This sanction also applies to repeated, unjustified absences from training sessions (whether in-person or otherwise) organized by the Company regarding Legislative Decree 231/2001, the Organizational Model, the Code of Conduct, or related topics.
- **Suspension from work and pay from 6 to 10 days:** applied in the case of more serious violations than those described above.

- **Disciplinary dismissal with notice:** applied in the case of serious and/or repeated violations of the behavioral rules and procedures in the Model that do not conflict with legal and contractual provisions.
- **Disciplinary dismissal without notice:** applied in the case of deliberate conduct in breach of the Model that—while only potentially constituting a criminal offense under the Decree—undermines the fiduciary element of the employment relationship or is otherwise so serious as to prevent its continuation, even temporarily.
  Such violations include intentional conduct such as:
  - preparing incomplete or false documentation;
  - failure to prepare documentation required by the Model;
  - any violation or circumvention of the control system established by the Model, including tampering with, destroying, or removing related documentation, obstructing audits, or impeding access to information or documents by those responsible for oversight or decision-making.

All legal and contractual provisions regarding procedures and obligations in the imposition of sanctions remain applicable and are hereby referenced.

As for the investigation of violations, disciplinary proceedings, and the imposition of sanctions, the powers already assigned to company bodies and relevant corporate functions remain unchanged within the limits of their respective authority.

B. Employees with Managerial Roles

In the event of a violation by managers of the procedures established by this Model, or in the case of conduct not in compliance with the provisions of the Model during the execution of activities identified as Sensitive, the Company shall impose the most appropriate measures in accordance with applicable law. The minimum sanction shall consist of a verbal or written warning to the manager. Furthermore, based on the seriousness of the conduct, in addition to dismissal, other sanctions may include the reduction of the annual bonus (if applicable) or a negative impact on MBO (Management by Objectives) performance results, with the resulting reduction of the variable component of the remuneration.

Without prejudice to the Company's obligations arising from the applicable National Collective Labour Agreement (CCNL) and internal regulations, the sanctionable behaviors that constitute a violation of this Model include:

- Violation of the obligation to inform the Supervisory Body of committed or attempted relevant crimes;
- Violation of the rules of conduct contained in this Model by managers themselves;
- The adoption, in the execution of their duties, of behavior not aligned with that reasonably expected of a manager, based on their role and degree of autonomy;
- Violation of the protections afforded to whistleblowers, as well as the intentional or grossly negligent submission of false or unfounded reports.

With regard to the investigation of infractions and the imposition of sanctions, the powers already granted—within their respective scopes—to company bodies and competent functions remain unchanged.

6.2.2 Disciplinary System for Employees with Reference to the WB Policy

Alcantara sanctions any unlawful conduct attributable to company personnel that is identified following the review of reports filed under this Policy, in order to prevent behaviors that breach anti-corruption laws and/or the Code of Ethics and/or the Organizational, Management, and Control Model pursuant to Legislative Decree 231/2001 and/or the WB Policy and/or Alcantara's Internal Control and Risk Management System and antitrust and competition regulations.

If the outcomes of the inquiry phase:

- Reveal bad-faith reports, submitted with willful misconduct or gross negligence, and that later prove to be unfounded—without prejudice to the consequences under Legislative Decree 24/2023—the Human Resources Department, on the proposal of the Supervisory Body and possibly the Reporting Team (if established), will propose appropriate actions to be taken against the employee, monitor their implementation, and ensure timely communication to the reported subject.
- Indicate presumed unlawful or irregular conduct by one or more Alcantara employees, the Supervisory Body forwards the results of its inquiries to the HR Department and receives periodic feedback on evaluations carried out.

Alcantara will adopt the most appropriate disciplinary measures in accordance with the provisions of the Model 231 and the WB Policy, the disciplinary procedures in place, and applicable provisions of the National Collective Labour Agreement or other applicable national laws, against any personnel who:

i) Are found, after investigative activities, to have violated anti-corruption laws and/or other internal or external regulations relevant to the reports, including violations of the Code of Ethics, Model 231, the WB Policy, the Internal Control and Risk Management System, and antitrust or competition laws;
ii) Intentionally fail to detect or report violations, or threaten or retaliate against those who do report such violations.

Disciplinary measures shall be proportionate to the seriousness and extent of the confirmed misconduct and may include termination of employment.

6.3 Measures Against Directors, Statutory Auditors, and External Parties

a) Measures against Directors

In the event of a violation of the Model or the WB Policy by one or more members of the Board of Directors, the Supervisory Body shall inform the Board of Statutory Auditors and the entire Board of Directors, which shall take appropriate measures, such as convening the Shareholders' Meeting to adopt suitable legal actions and/or revoke delegated powers granted to the director or reduce compensation.

Additionally, upon their appointment, new directors must sign a unilateral commitment to comply with the obligations established by the Decree and to resign—waiving their compensation for the current fiscal year—in the event of a conviction (even in the first instance) for any of the relevant crimes.

b) Measures against Statutory Auditors

In the event of a violation of the Model or the WB Policy by one or more statutory auditors, the Supervisory Body shall inform the entire Board of Statutory Auditors and the Board of Directors, which shall take appropriate actions, including possibly convening the Shareholders' Meeting to adopt legal measures, in particular those provided under Legislative Decree 39/2010.

c) Measures against External Parties

Any violation of the rules of this Model or the WB Policy by External Parties or Partners, or the commission of any relevant crimes, shall be sanctioned in accordance with specific contractual clauses included in the respective agreements.