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OgilvyInteractive worldwide

Extract from the Organization, Management and Control Model ex-Legislative Decree 231/01

Approved by the Board of Directors on 31/03/2026

PURPOSE OF THE DOCUMENT
THE PURPOSE OF THIS DOCUMENT IS TO INFORM THIRD PARTIES HAVING BUSINESS RELATIONS AND RELATIONSHIPS WITH THE COMPANY ABOUT THE NATURE AND STRUCTURE OF ITS ORGANIZATION AND MANAGEMENT MODEL. NON-COMPLIANCE WITH THE CODE OF CONDUCT ADOPTED BY THE COMPANY AND THE REQUIREMENTS SET FORTH IN THE MODEL AND ITS ANNEXES ENTAILS THE SANCTIONS PROVIDED FOR IN THE SANCTIONS SYSTEM.

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1 Legislative Decree No. 231 of June 8, 2001.



- Main contents
- The applicability of administrative responsibility and stakeholders
- Organization and management model and related activities
- The sanctions provided for in the Decree
- Definitions

1.1 Main contents

With Legislative Decree No. 231 of June 8, 2001, issued in execution of the delegation of authority under Article 11 of Law No. 300 of September 29, 2000, the "administrative liability of legal persons, Companies and associations, including those without legal personality," following the commission of criminal offenses, was introduced into the Italian legal system.

The regulatory intervention represented a turning point in our criminal law system: in fact, the legislator introduced the principle that even the Company (legal person or not) can be called to answer directly for the criminal offence committed (or even only attempted) by a person in some way connected to the organization, when from the crime committed the entity has gained undue interest or advantage, and not only for its consequences on the civil law level.

The crimes for which the decree is applicable (described in detail in the appendix to this document) are:

- art. 24: undue receipt of disbursements, fraud to the detriment of the state, a public body or the European Union or to obtain public disbursements, computer fraud to the detriment of the state or a public body and fraud in public supplies;
- art. 24-bis: computer crimes and unlawful data processing;
- art. 24-ter: organized crime offenses;
- art. 25: embezzlement, extortion, undue inducement to give or promise benefits, bribery and abuse of office;
- art. 25-bis: forgery of money, public credit cards, revenue stamps, and identification instruments or signs;
- art. 25-bis 1: crimes against industry and commerce;
- art. 25-ter: corporate crimes;
- art. 25-quater: crimes with the purpose of terrorism or subversion of democratic order;
- art. 25-quater-1: practices of female genital mutilation;
- art. 25-quinquies: crimes against the individual personality;
- art. 25-sexies: market abuse crimes;

- art. 25-septies: crimes of culpable homicide and serious or very serious culpable injury, committed in violation of accident prevention regulations and the protection of hygiene and health at work;
- art. 25-octies: handling of stolen goods, money laundering and use of money, goods or utilities of illegal origin, as well as self-laundering;
- art. 25-octies 1: offenses related to non-cash payment instruments and fraudulent transfer of values;
- art. 25-octies 2: violation of EU restrictive measures;
- art. 25-novies: offences relating to violation of copyright;
- art. 25-decies: inducement not to make statements or to make false statements to the judicial authorities;
- art. 25-undecies: environmental crimes;
- art. 25-duodecies: employment of third-country nationals whose stay is irregular;
- art. 25-terdecies: xenophobia and racism;
- art. 25-quaterdecies: fraud in sports competitions, abusive gaming or betting and gambling exercised by means of prohibited devices;
- art. 25-quinquiesdecies: tax crimes;
- art. 25-sexiesdecies: smuggling;
- art. 25-septiesdecies: crimes against cultural heritage;
- art. 25-duodevicies: laundering of cultural property and devastation and looting of cultural property and landscape;
- art. 25-undevicies: crimes against animals;
- Transnational crimes.

For a more complete and detailed examination of the so-called predicate offenses, express reference is made to the regulatory appendix to be considered an integral part of this organization, management and control model.

1.2 The applicability of administrative responsibility and stakeholders

Pursuant to Article 5 of Legislative Decree 231/01, in order for the administrative liability of the company to be integrated, when a crime has been committed by a natural person functionally related to the entity itself, it is necessary that the crime has been committed "in its interest or to its advantage," since the entity is not liable if its perpetrator has "acted exclusively in its own interest or in the interest of third parties."

In addition, parallel to the criminal liability of the perpetrator of the crime (a natural person), the administrative liability of the entity may loom if the crime is committed by individuals in an apical position within the entity or by individuals in a subordinate position. More precisely, again under Article 5, "the entity is liable for offenses committed in its interest or to its advantage:

a) by persons who hold positions of representation, administration or management of the entity or one of its organizational units with financial and functional autonomy, as well as by persons who exercise, even de facto, the management and control of the same (so-called top persons)

b) to persons subject to the management or supervision of one of the persons referred to in subparagraph (a) (so-called subordinates)."

The entity's administrative liability also arises in cases where one of the crimes provided for in the Decree is committed, in the form of an attempt.

According to a well-established jurisprudential orientation, administrative liability arising from a crime also finds application in the presence of a Group, albeit with some significant limitations and conditions, when, for example, it is one of the subsidiaries that commits a crime presupposed by the liability itself (so-called ascent of liability).

1.3 Organization and management model and related activities

Where the crime was committed by individuals in an apical position, the legislative decree stipulates that the entity is not administratively liable if it provides proof that (Art. 6):

a) the management body has adopted and effectively implemented, prior to the commission of the crime, organization and management models suitable to prevent crimes of the kind that occurred;

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 with autonomous powers of initiative and control;

c) the persons committed the crime by fraudulently circumventing the organization and management models;

d) there has been no omission or insufficient supervision by the body referred to in subparagraph (b).

According to Paragraph II of Article 6, the Organization, Management and Control Model must meet the need to:

1. identify the activities within the scope of which crimes may be committed;
2. provide specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the crimes to be prevented; and
3. identify the methods of management of financial resources suitable to prevent the commission of crimes;
4. provide for information obligations towards the body in charge of supervising the functioning and observance of the models;
5. introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model.

In the event, on the other hand, that the crime was perpetrated by "persons subject to the direction of others," Article 7 of the legislative decree stipulates that the entity is liable "if the commission of the crime was made possible by the failure to comply with the obligations of management and supervision," failure which is excluded "if the entity, before the crime was committed, adopted and effectively implemented an Organization, Management and Control Model suitable for preventing crimes of the kind that occurred."

The same rule then stipulates that the Model must provide for appropriate measures to ensure that the activity is carried out in compliance with the law and to discover and eliminate risk situations in a timely manner. The same article, moreover, stipulates that the effective implementation of the Model requires both "periodic verification" and "possible modification" of the Model in cases where "significant violations of the prescriptions are discovered" or where

"changes occur in the organization or activity," and a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model itself.

1.4 The sanctions provided for in the Decree

Article 9(1) of Legislative Decree 231/01 lists the sanctions, distinguishing them into: pecuniary sanctions, prohibitory sanctions, confiscation, and publication of the judgment.

The interdictory sanctions are: disqualification from carrying out the activity; suspension or revocation of authorizations, licenses or concessions functional to the commission of the offence; prohibition from contracting with the P.A., except to obtain the performance of a public service; exclusion from facilitations, financing, contributions or subsidies and the possible revocation of those already granted; and prohibition from advertising goods or services.

Unlike the pecuniary sanction, which is always applied, disqualification sanctions are applied when expressly provided for by law and provided that at least one of the conditions mentioned above is met: the entity must have derived a significant profit from the crime and the crime must have been committed by persons in a top position or by persons under the direction of others when the commission of the crime was determined or facilitated by serious organizational deficiencies; or in case of repetition of the offenses.

Disqualification sanctions have a duration of no less than three months and no more than two years.

1.5 Definitions

The Company	Ogilvy Interactive
D. Lgs. 231/01	Legislative Decree No. 231 of June 8, 2001.
Model	Organization, Management and Control Model pursuant to Legislative Decree June 8, 2001, No. 231
Sensitive Activities	Activities within the scope of which there is a risk of commission of Offenses
Predicate offenses	Species of crimes named in the Decree and prerequisite for administrative liability under Legislative Decree 231/01
Supervisory Board	Supervisory Board, responsible for supervising the operation of and compliance with the model as well as its updating
Apical Subjects	Persons who hold positions of representation, administration or management of the Company or one of its units with financial and functional autonomy, as well as by persons who exercise, even de facto, the management or control of the Company
Subordinates	Persons subject to the management or supervision of one of the persons referred to in the preceding point.
Consultants	Persons acting in the name and/or on behalf of the Company by virtue of a contractual relationship of collaboration or specific mandate
Employees	Persons having an employment relationship with the Company, including managers
Partners	Contractual counterparties of the Company, both natural persons and legal entities, with whom the Company comes to any form of contractually regulated collaboration

2 The Company

- Field of operation

2.1 Field of operation

The Ogilvy Group consists of: Ogilvy & Mather, Ogilvy One, Ogilvy Interactive Worldwide.

The Group operates in the advertising and communications sector, offering services ranging from "above the line" advertising to the production of "below the line" material, interactive communications and new media. The Group also offers consultancy services in CRM, retail advertising and social media.

The Company is part of the WPP Group, one of the world's largest communication networks, listed on the London Stock Exchange. The Company's share capital is entirely owned by WPP Marketing Communications Italy, which acts as the sole shareholder. Although it holds full ownership, it does not exercise managerial or operational direction over the Company, limiting its role to equity-based control.

At a global level, the WPP Group operates approximately 47 campuses employing around 68,000 people. The Group provides a broad range of services across advertising, public relations, marketing, promotion, branding, media, and consulting.

For accounting and administrative activities, the Company relies on the support of WPP Marketing Communications Italy, also part of the Group, which operates as an administrative and accounting shared service provider for various Group entities.

3 The Internal Control System

- Regulatory principles

3.1 Regulatory principles

The internal control system qualifies as the set of tools aimed at providing a reasonable guarantee of achieving the objectives of operational efficiency and effectiveness, reliability of information, compliance with laws and regulations, as well as safeguarding assets also against possible fraud or malfeasance.

In the definition, construction and application of its internal control system, the Company observes the following regulatory principles:

- formalisation of the control system in specific documentation aimed at defining and regulating the methods and timing of the activities relating to the controls themselves, as well as the performance of controls useful for mitigating risks;
- traceability in order to make it possible to document and verify the performance of controls attesting to the characteristics of and the reasons for individual operations and to ensure that each operation, transaction and/or action is verifiable, documented, consistent and appropriate;
- segregation in order to guarantee the separation of functions, i.e. avoiding that the management of the entire process is carried out independently by a single person;
- attribution of authorisation powers (proxies and powers of attorney), where it is possible and appropriate to distribute them consistently with the company organisation in order to avoid the attribution of unlimited powers and, above all, the clear traceability within and outside the organisation of powers and responsibilities.

Ogilvy Interactive's control system consists of the following levels:

- Level I controls, represented by the so-called 'line controls' and carried out by the function managers or through recourse to external professional figures; these include the verification and control moments defined by the applicable regulatory documentation;
- Level II controls, normally aimed at monitoring the risk management and control process; these include, for example, performance indicators (KPIs);
- Level III controls, aimed at providing assurance and performing independent assessments on the design and functioning of the internal control system as a whole.

These typically include the audit activities of the Supervisory Board or other parties (e.g. SOX).

4 Ogilvy Interactive's Organisation, Management and Control Model



- Objectives aimed at by the model
- Document Architecture

4.1 Objectives aimed at by the model

The Company wants to ensure conditions of correctness and transparency in the conduct of business and corporate activities, to protect its position and image, the work of its employees and the market in which it operates.

On the basis of these reasons, the Company has adopted the Organisation and Management Model envisaged by Legislative Decree 231/01 in the belief that its adoption can be a valid tool to raise awareness in all those who work in the name and on behalf of the Company, so that they follow, in the performance of their activities, correct and straightforward behaviour.

The purpose of the Model is, therefore, the construction of a structured and organic system of procedures, protocols, codes of conduct, as well as control activities, to be carried out also in a preventive manner (so-called ex ante control), aimed at preventing the commission of the different types of offences contemplated by the Decree.

In particular, through the identification of 'areas of activity at risk' and the consequent definition of specific procedures, the Model aims to:

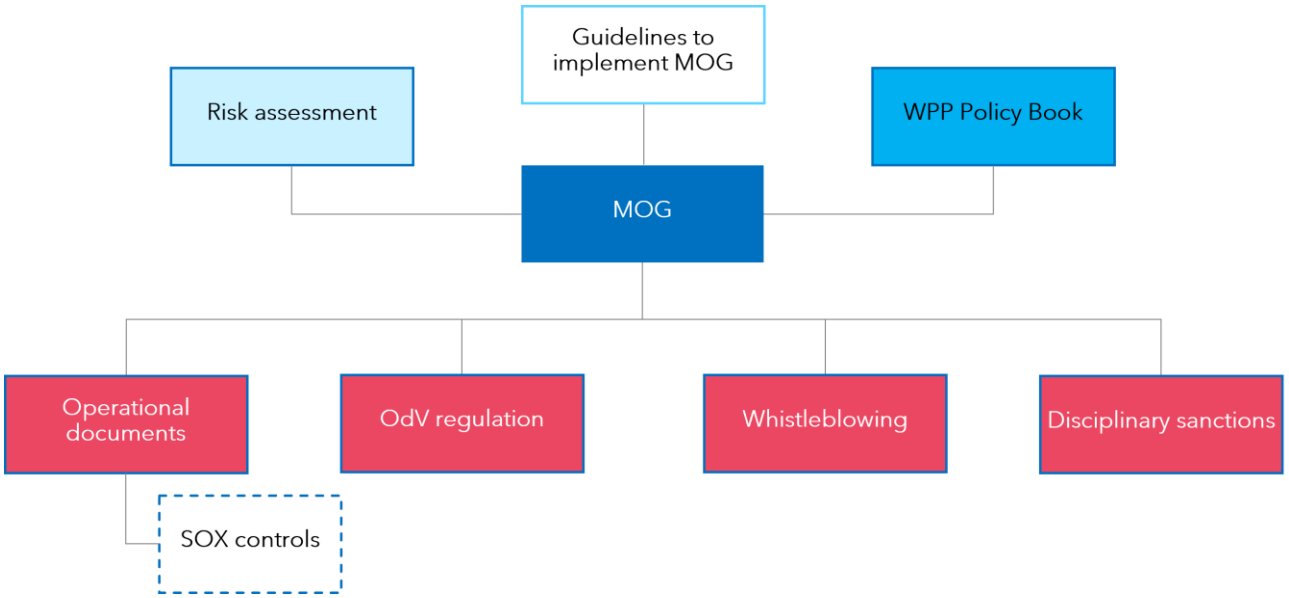
- sensitise all those who work in the name and on behalf of the Company to a corporate culture based on legality and make them aware that in the event of violation of the provisions herein they may incur in the commission of offences punishable by criminal sanctions that may be imposed on them and administrative sanctions that may be imposed on the Company
- reiterate that such forms of unlawful conduct are strongly condemned by the Company, since the same (even if the Company were apparently in a position to take advantage of them) are in any case contrary not only to the provisions of the law, but also to the ethical principles to which the Company intends to adhere in the implementation of its mission
- enable the Company to intervene promptly to prevent or oppose the commission of such offences through the dissemination of a control culture aimed at governing all the decision-making and operational phases of the Company's activities and the provision of monitoring action on the areas of activity at risk.

The Model is intended for the members of the corporate bodies and employees, meaning all those who are linked to the Company by a subordinate working relationship, as well as in

general all those who perform, in the name of or on behalf of the Company, one or more of the activities identified as being at risk.

4.2 Document architecture

The organisational model consists of the following documentation, the architecture of which is depicted in the figure below:



- **Guidelines of Confindustria and other trade associations**, a document used as a methodological guideline, as well as a reference for some specific aspects referring to operational elements related to the decree;
- **Organisation, Management and Control Model**, a document describing the regulatory principles, general aspects and some specific aspects referring to operational elements related to the decree (e.g. Supervisory and Control Body, sanctions system);
- **WPP Policy Book**, a document illustrating the Company's (and the Group's) guiding values in the course of its activities, recommending, promoting or prohibiting certain behaviours;
- **Risk Analysis**, a document describing the activities within each process, the exposure to risk (broken down by specific type of offence) and the controls suggested following the assessment;
- **the set of Company-specific documentation including**: operational documents (including the controls required by SOX regulations), the regulation of the Supervisory

Board, information flows to verify the effective implementation of the model, and the disciplinary system adopted.

5 Risk exposure



- Sensitive Activities for Ogilvy Interactive

5.1 Sensitive Activities for Ogilvy Interactive

In light of the risk analysis of the organization, carried out for the purpose of preparing this Model, the following crimes are considered concretely relevant for the Company, due to the objective possibility of their commission in the relevant processes.

Offences under Legislative Decree 231/2001	Referring processes
Offences against the Public Administration (Articles 24 and 25)	Administration and finance Commercial & tender Procurement HR
Computer crimes and unlawful data processing (Art. 24-bis)	IT
Organised crime offences (Article 24-ter)	HR Administration and finance
Corporate offences (Article 25-ter)	Commercial Administration and finance Procurement
Offences of receiving, laundering and using money, goods or benefits of unlawful origin (Art. 25-octies)	Administration and finance HR
Violation of EU restrictive measures (art. 25-octies2)	Commercial Procurement
Copyright infringement offences (Article 25-novies)	Creative development Production
Employment of third-country nationals whose stay is irregular (Article 25-duodecies)	HR
Tax offences (Art. 25 quinquiesdecies)	Administration and finance
▪ **Offences related to OSH (Art. 25-septies)** ▪ **Inducement not to make statements or to make false statements to the judicial authorities (Article 25-decies)**	All processes
▪ **Crimes against cultural heritage (art. 25-septiesdecies)** ▪ **Crimes against animals**	Events management Production

▪ **Environmental crimes (art. 25-undecies)**	
▪ **Female genital mutilation (art. 25-quater 1)** ▪ **Forgery of money, public credit cards, revenue stamps, and identification instruments or signs (art. 25-bis)** ▪ **Crimes against industry and trade (Art. 25-bis 1)** ▪ **Crimes relating to terrorism and subversion of democratic order (Art. 25-quater)** ▪ **Crimes against the individual (art. 25-quinquies)** ▪ **Market abuse offences (Article 25-sexies)** ▪ **Offences relating to non-cash payment instruments and fraudulent transfer of values (Article 25-octies 1)** ▪ **Racism and xenophobia (art. 25-terdecies)** ▪ **Fraud in sports competitions, abusive gaming or betting and gambling exercised by means of prohibited devices (art. 25-quaterdecies)** ▪ **Smuggling (art. 25-sexiesdecies)** ▪ **Laundering of cultural property and devastation and looting of cultural and scenic heritage (art. 25-duodevicies)** ▪ **Transnational crimes introduced into Italian law by Law 16.3.2006 no. 146**	Ogilvy Interactive is not significantly exposed to these classes of crime.

6 Supervisory Board

- Generality

6.1 Generality

Legislative Decree 231/01 provides, in Art. 6, paragraph 1, letter b) among others, that the entity shall not be liable for any crimes committed internally if the task of supervising the operation of and compliance with the Organization and Management Model prepared, as well as taking care of its updating, has been entrusted to a Body (OdV) of the entity itself with autonomous powers of initiative and control.

The full performance of its duties by the SB is an essential element for the exemption provided by the Decree.

Ogilvy Interactive's Supervisory Board regulates its activities within a specific regulation adopted following its appointment.

The Supervisory Board is assigned the responsibility of supervision:

- On compliance with the requirements of the MOG by the recipients;

- On the actual effectiveness and effective capacity of the MOG to prevent the commission of the offenses defined in the Decree;

- On the advisability of updating the MOG where there is a need to adapt it.

7 Whistleblowing



- Internal reporting channel
- External reporting channel
- Protection of reporting parties and prohibition of retaliatory acts

The Company recognizes and protects the right to make reports in accordance with the legislation on Whistleblowing, as amended by Legislative Decree No. 24 of March 10, 2023 in implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council on the protection of persons who report breaches of Union law and on provisions concerning the protection of persons who report breaches of national laws (hereinafter Whistleblowing Decree).

The protection introduced by Legislative Decree 24/2023 applies to whistleblowers understood as:

(i) employees of the Company (including individuals still on probation), or personnel employed by the Company's supplier companies;

(ii) candidates, where the information on the Violations they intend to report has been acquired during the selection process or in other pre-contractual stages;

(iii) self-employed workers, as well as holders of a coordinated and continuous collaboration relationship, workers or collaborators, as well as freelancers, who provide services, works, works to the Company;

(iv) volunteers, trainees, paid and unpaid, who provide their activities in favor of the Company;

(v) shareholders and persons with functions of administration, management, control, supervision, or representation, even on a mere de facto basis, with the Company;

(vi) former employees or former collaborators of the Company, where the information on the Violations they intend to report was acquired during the course of their employment and/or collaboration relationship.

Reporting subjects can submit reports on:

- unlawful conduct relevant under Legislative Decree No. 231 of June 8, 2001;
- violations of this organization, management and control model adopted pursuant to Legislative Decree No. 231 of June 8, 2001;
- administrative, accounting, civil or criminal offenses;
- offenses that fall within the scope of the following areas: public procurement, services, products and financial markets and prevention of money laundering and financing of

terrorism; product safety and compliance; transportation safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and personal data protection and security of networks and information systems;

- acts or omissions affecting the financial interests of the European Union;
- acts or omissions concerning the internal market, of the European Union, including violations of competition and state aid rules, as well as violations concerning the internal market related to acts that violate corporate tax rules or mechanisms whose purpose is to obtain a tax advantage that frustrates the object or purpose of the applicable corporate tax law;
- any other conduct, acts or omissions that harm the public interest or integrity of the Company.

The operational methods of reporting, the subject matter and recipients of reports as well as the roles and responsibilities are defined in the Whistleblowing Procedure.

7.1 Internal reporting channel

The Company has adopted, in accordance with the WPP Guidelines, the Right to Speak reporting channel, which allows, in compliance with the measures prescribed by local and international regulatory provisions, to make reports, including anonymously. This channel is made available not only to employees but also to all those who by virtue of the new regulatory provisions can make reports.

Reports can be made:

- in writing by filling out a form accessible at the following link: https://www.wpp.com/-/media/about/right-to-speak/2021/RTS_Italy.pdf;
- verbally, using the telephone number 800 721 453.

The Whistleblower, making use of the above channels, may also request a direct meeting with the Channel Manager, to whom the report is made orally.

The Reporting Channel Manager is the Head of Legal, who acts on the express mandate of the Company and examines all reports received to its attention, evaluates them and, if it deems it necessary, takes action by initiating all necessary investigations, such as:

- the convening of the person responsible for the violation (or alleged violation);
- the involvement of the functions affected by the report;
- access to any source of information of the Company, document or data considered relevant for the purposes of the analysis. For the purposes of the above, the reporter is required to provide all elements known to him or her that are useful to verify, with due verification, the facts reported and to enable the conduct of adequate investigation in this regard.

Anonymous reports will be taken into consideration, provided that they are adequately substantiated, detailed and based on precise and concordant factual elements (and not of generic or confusing content), so as to allow for their evaluation and appropriate investigations (e.g., mention of specific company areas, proceedings or particular events, etc.).

It is, in any case, prohibited:

- the use of insulting expressions;
- the submission of reports with purely defamatory or slanderous purposes;
- the forwarding of reports that relate exclusively to aspects of private life, without any direct or indirect connection with the company's business. Such reports will be considered even more serious when referring to sexual, religious, political and philosophical habits and orientations.

The Company shall take all necessary and reasonable measures to ensure the confidentiality of the reporter, reported, other parties involved or the information and data contained in the submitted documentation.

7.2 External reporting channel

External reports can be made to ANAC in written form, through the IT platform, or orally through dedicated telephone lines or voice messaging systems made available and published on the authority's website according to the guidelines prepared by the authority.

Reporting parties may make an external report and will benefit from the safeguards and protection systems provided by law if, at the time of its submission, one of the following conditions is met:

- there is no provision within his or her work context for the mandatory activation of the internal reporting channel, or this channel, even if mandatory, is not active or, even if activated, does not comply with the provisions of the Whistleblowing Decree;
- the reporting person has already made an internal report but it has not been followed up;
- the reporting person has well-founded reasons to believe that, if he/she made an internal report, it would not be effectively followed up or that the same report may result in the risk of retaliation;
- the reporting person has reasonable grounds to believe that the violation may pose an imminent or obvious danger to the public interest.

7.3 Protection of reporting parties and prohibition of retaliatory acts

With respect to the whistleblower, no form of retaliation having an effect on working conditions is permitted for reasons related to the report, meaning by discriminatory measures any unjustified disciplinary action, harassment in the workplace and any other form of retaliation that results in intolerable working conditions. The following are certain instances that, if they are carried out because of whistleblowing, constitute retaliation:

- dismissal, suspension or equivalent measures;
- demotion in rank or non-promotion;
- change of duties; change of place of work;
- reduction in salary, change in working hours;
- suspension of training or any restriction on access to training;
- negative merit notes or negative references;
- the adoption of disciplinary measures or other sanction, including fines;
- coercion, intimidation, harassment or ostracism;
- discrimination or otherwise unfavorable treatment;
- the failure to convert a fixed-term employment contract into an employment contract of indefinite duration, where the employee had a legitimate expectation of such conversion;
- the non-renewal or early termination of a fixed-term employment contract;

- damage, including to a person's reputation, particularly on social media; economic or financial harm, including loss of economic opportunities and loss of income;
- inclusion on improper lists on the basis of a formal or informal sectoral or industry agreement, which may result in the person being unable to find employment in the sector in industry in the future;
- the early termination or cancellation of a contract for the supply of goods or services;
- the cancellation of a license or permit;
- the request to undergo psychiatric or medical examinations.

Any form of abuse of reporting such as, by way of example, intentional defamation or slander, misuse or intentional instrumentalization of the institution is likewise prohibited. In this regard, the Company reserves the right to prosecute the misuse of the instrument (the abuse of right) by imposing a disciplinary sanction proportionate to the seriousness of the case.

8 Penalty system

- General criteria for imposing the sanction
- Penalties

The Company condemns any behavior that deviates from the provisions of this Model even if said behavior is carried out in the interest or to the benefit of the Company.

The sanction system of this Model is aimed exclusively at strengthening its effectiveness and compliance by all personnel.

The sanctioning measures established do not replace any additional sanctions of another nature that may result as a consequence of the same fact of crime (criminal, administrative, civil sanction).

The sanctioning measures, laid down in this Model, are applied by the Personnel Management upon the exclusive and reasoned report of the Supervisory Board.

The adequacy of the disciplinary system to the requirements of the Decree must be constantly monitored by the SB.

8.1 General criteria for imposing the sanction

The type and amount of penalty to be applied, once the violation is established, is defined according to the following criteria:

- assessment of conduct based on intent, fault, negligence or malpractice;
- relevance of the obligations violated;
- level of responsibility of the person involved based on hierarchical criteria;
- presence of aggravating or mitigating circumstances.

The following behaviors constitute disciplinary infractions for which the sanctions provided in the following paragraphs may be applied:

- the non-fulfillment of the obligation of supervision and control by the persons having such responsibility over their subordinates;
- the violation, commission or omission, of the procedures provided and/or established for the implementation of the Model;
- the non-cooperation or reticence of personnel in providing information to the SB;
- the violation (with malice or gross negligence) to the obligation of communication to the SB, in accordance with the provisions of this Model on communication flows;
- the drafting, as well as facilitating the drafting, of incomplete and untrue documentation;

- the failure to draw up the documentation required by this Model or the procedures provided for its implementation;
- the violation or avoidance of the control system provided by the Model.

8.2 Penalties

Measures towards consultants, partners and suppliers

Any breach of the regulations in force, of the Model or of the behavioural principles expressed in the WPP Policy Book by consultants, professionals, partners and suppliers in general (as well as any other subject with which the Company comes into contact in the performance of business relations) shall be sanctioned, in accordance with the provisions of the specific contractual clauses inserted in the relevant contracts, on the basis of the applicable provisions of law, by acts of termination for just cause, with any possible consequences also in terms of compensation.

This is without prejudice to any claim for compensation if such conduct results in concrete damage to the Company, such as in cases where the measures provided for by the Decree are applied to it by the judge.

These actions are motivated by the fact that the Company has an interest in extending as far as possible the culture of corporate legality also to those who have contacts, albeit occasional, with the structure; therefore, special clauses are included in the contractual agreements in which such persons are asked to formally adhere to compliance with all the behavioural procedures existing in the company.

Measures against the Manager of the Reporting Channel

Should it be ascertained that the Manager of the Reporting Channel has failed to carry out the verification and analysis of the reports received, the Company shall, in proportion to the seriousness of the violation ascertained (e.g. failure to analyse or partial analysis), apply any appropriate contractual remedy, up to and including the revocation of the appointment, with any possible consequence also in terms of compensation.

9 Information and training



- Selection and information of consultants and partners

9.1 Selection and information of consultants and partners

The Company carries out the selection of suppliers, including consultants and partners, based on a due diligence process aimed at verifying the counterparty's competence, operational capacity and financial soundness in order to guarantee a contractual relationship based on transparency and reliability. The Company defines specific contractual clauses with the aim of informing the parties of the necessary compliance with Legislative Decree 231/01 and protecting its position.