

**ORGANIZATION, MANAGEMENT AND CONTROL MODEL  
FROM  
AGILE LAB SRL**

PURSUANT TO LEGISLATIVE DECREE NO. 231/2001

***APPROVED BY THE BOARD OF DIRECTORS ON 16<sup>TH</sup> JUNE 2025***

**AGILE LAB SRL – POSTE ITALIANE GROUP**

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REA MI n. 2020192

## GENERAL PART

## **1 Legislative Decree 231/2001**

### **Administrative responsibility of entities**

On 8 June 2001, Legislative Decree no. 231 of 2001 (hereinafter also referred to as "Decree 231") was issued, in execution of the delegation pursuant to art. 11 of Law no. 300 of 29 September 2000, and came into force on 4 July.

Decree 231 introduced into the legal system the administrative liability of entities for offences arising from crime. The provisions therein apply to "entities with legal personality and to companies and associations even without legal personality" (hereinafter also referred to as "entities").

This new form of liability, although defined as "administrative" by the legislator, nevertheless presents some characteristics of criminal liability, for example, the ascertainment of the underlying crimes being left to the competent criminal judge and the procedural guarantees being extended to the entity.

Decree 231 establishes that:

1. the entity is responsible for crimes committed in its interest or to its advantage:
  - a) by persons who hold representative, administrative or management roles in the entity or in 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;
  - b) by persons subject to the direction or supervision of one of the entities referred to in letter a).
2. the institution is not liable if the persons indicated in point 1 have acted in their own exclusive interest or in the interest of third parties.

In addition to the existence of the objective and subjective elements described above, Decree 231 also requires the determination of the entity's guilt, in order to be able to assert its liability. This requirement is, ultimately, attributable to an "organizational fault", to be understood as the failure of the entity to adopt adequate measures to prevent the commission of the crimes and administrative offences listed in the following paragraph, by the subjects identified in Decree 231.

The administrative liability of the entity is, therefore, additional and different from that of the natural person who materially committed the crime, although both are subject to ascertainment during the same proceeding before the criminal court. Moreover, the liability of the entity remains even in the case in which the natural person who committed the crime is not identified or is not punishable, as well as if the crime is extinguished for a reason other than amnesty.

The liability of the entity may also arise if the underlying crime is configured as an attempt (pursuant to art. 26 of Decree 231), that is, when the acting subject carries out suitable acts aimed unequivocally at committing the crime and the action is not carried out or the event does not occur.

### **1.2 The crimes provided for by Decree 231**

The crimes, the commission of which may give rise to the administrative liability of the entity, are expressly referred to in Decree 231 and subsequent amendments and additions.

The following is a list of the “crime families” currently included in the scope of application of Decree 231, referring to Annex 1 “Catalogue of Crimes 231” of this document for a detailed analysis of the individual crimes included in each family:

1. **Undue receipt of grants, fraud against the State or a public body or of the European Union for obtaining public funds, computer fraud to the detriment of the State or a public body and fraud in public supplies** (Art. 24, Decree 231) [article amended by L. 161/2017, by Legislative Decree no. 75/2020 and by L. n. 137/2023]
2. **Computer crimes and unlawful data processing** (Art. 24-bis, Decree 231) [article added by Law no. 48/2008; amended by Law no. 133/2019 and last amended by Law no. 90/2024]
3. **Organized crime crimes** (Art. 24-ter, Decree 231) [article added by L. n. 94/2009 and amended by L. 69/2015]
4. **Embezzlement, improper allocation of money or movable property, extortion, undue inducement to give or promise benefits and corruption** (Art. 25, Decree 231) [article amended by Law no. 190/2012, Law no. 3/2019 and Legislative Decree no. 75/2020 and last amended by Law no. 112/2024 and Law no. 114/2024]
5. **Counterfeiting of coins, public credit cards, stamps and instruments or signs of recognition** (Art. 25-bis, Decree 231) [article added by Legislative Decree no. 350/2001, converted with amendments by Law no. 409/2001; amended by Law no. 99/2009; amended by Legislative Decree 125/2016]
6. **Crimes against industry and commerce** (Art. 25-bis.1, Decree 231) [article added by Law no. 99/2009]
7. **Corporate crimes** (Art. 25-ter, Decree 231) [article added by Legislative Decree no. 61/2002, amended by Law no. 190/2012, Law no. 69/2015, Legislative Decree no. 38/2017 and by Legislative Decree no. 19/2023]
8. **Crimes with the aim of terrorism or subversion of the democratic order provided for by the penal code and special laws** (Art. 25-quater, Decree 231) [article added by Law no. 7/2003]
9. **Female Genital Mutilation Practices** (Art. 25-quater.1, Decree 231) [article added by Law no. 7/2006]
10. **Crimes against the individual personality** (Art. 25-quinquies, Decree 231) [article added by Law no. 228/2003; amended by Law no. 199/2016]
11. **Market abuse** (Art. 25-sexies, Decree 231) [article added by Law no. 62/2005]
12. **Culpable homicide and serious or very serious negligent injuries, committed in violation of the regulations on health and safety at work** (Art. 25-septies, Decree 231) [article added by Law no. 123/2007; amended by Law no. 3/2018]
13. **Receiving, laundering and use of money, goods or utilities of illicit origin, as well as self-laundering** (Art. 25-octies, Decree 231) [article added by Legislative Decree no. 231/2007; amended by Law no. 186/2014; Legislative Decree 195/2021 makes some changes to the provisions of the Criminal Code affected by this family of crimes]
14. **Offences relating to non-cash payment instruments and fraudulent transfer of assets** (Art. 25-octies.1, Decree 231) [article added by Legislative Decree no. 184/2021 and amended by Law no. 137/2023 and lastly amended by Legislative

Decree no. 19/2024]

15. **Offences relating to infringement of copyright**(Art. 25-novies, Decree 231) [article added by Law no. 99/2009, amended by L. n. 93/2023]
16. **Inducement not to make statements or to make false statements to the judicial authority**(Art. 25-decies, Decree 231) [article added by Law no. 116/2009]
17. **Environmental crimes**(Art. 25-undecies, Decree 231) [article added by Legislative Decree no. 121/2011, amended by Law no. 68/2015, amended by Legislative Decree no. 21/2018 and amended by L. n. 137/2023]
18. **Employment of third-country nationals whose stay is irregular**(Art. 25-duodecies, Decree 231) [article added by Legislative Decree no. 109/2012, amended by L. n. 161/2017 and by Legislative Decree no. 20/2023 lastly amended by Legislative Decree no. 145/2024]
19. **Racism and xenophobia**(Art. 25-terdecies, Decree 231) [article added by L. n. 167/2017, amended by Legislative Decree n. 21/2018]
20. **Fraud in sports competitions, illegal gambling or betting and gambling carried out using prohibited devices**(Art. 25-quaterdecies, Decree 231) [article added by Law no. 39/2019]
21. **Tax crimes**(Art. 25-quinquiesdecies, Decree 231) [article added by Law no. 157/2019 and Legislative Decree no. 75/2020]
22. **Smuggling**(Art. 25-sexiesdecies, Decree 231) [article added by Legislative Decree no. 75/2020 and amended by Legislative Decree no. 141/2024]
23. **Crimes against cultural heritage**(Art. 25-septiesdecies, Decree 231) [Article added by Law no. 22/2022]
24. **Recycling of cultural goods and devastation and plundering of cultural and landscape goods**(Art. 25-duodevices, Decree 231) [Article added by Law no. 22/2022]
25. **Transnational crimes**(L. n. 146/2006)

### 1.3 The sanctions provided for by Decree 231

The liability of the entity is ascertained by the criminal judge following a trial that takes place at the same time as the trial against the natural person who committed the crime and which may lead to the application of serious sanctions that are prejudicial to the life of the entity itself (art. 9 et seq., Decree 231), as specified below.

#### a) The pecuniary sanction

In the event of the commission of an administrative offence dependent on a crime being ascertained, the pecuniary sanction in quotas is always applied. In measuring the pecuniary sanction, the judge determines the number of quotas taking into account the seriousness of the fact, the degree of responsibility of the entity as well as the activity carried out to eliminate or mitigate the consequences of the fact and to prevent the commission of further offences. The amount of the single quota is, instead, set on the basis of the economic and patrimonial conditions of the entity in order to ensure the effectiveness

of the sanction<sup>2</sup>.

Article 12 of Decree 231 provides that the amount of the pecuniary sanction is reduced if:

- the perpetrator of the crime committed the act in his own interest or in the interest of third parties and the entity did not gain any advantage from it or gained only a minimal advantage;
- the patrimonial damage caused is particularly insignificant.

Similarly, reductions in the penalty are provided for when, before the opening statement of the first degree trial:

- the entity has fully compensated the damage and has eliminated the harmful or dangerous consequences of the crime or has in any case effectively taken steps to do so;
- or an organizational model suitable for preventing crimes of the type that occurred has been adopted and made operational.

#### b) Interdictory sanctions

The following interdictory sanctions are foreseen<sup>3</sup>:

- the ban from carrying out the activity;
- the suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
- the prohibition on contracting with the public administration, except to obtain the performance of a public service;
- exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted;
- the prohibition on advertising goods or services.

Pursuant to art. 13 of Decree 231, interdictory sanctions apply in relation to administrative offences for which they are expressly provided when at least one of the following conditions occurs:

- the Entity has derived a significant profit from the crime and the crime was committed by individuals in a senior position or by individuals under the direction of others if the commission of the crime was determined or facilitated by serious organizational deficiencies;
- in the event of repeated offences.

However, they do not apply when:

- the perpetrator of the crime committed the act in his own interest or in the interest

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<sup>2</sup> Pursuant to art. 10 of Decree 231, the pecuniary sanction is applied in installments of no less than one hundred and no more than one thousand; while the amount of a installment ranges from a minimum of 258 euros to a maximum of 1,549 euros.

<sup>3</sup> The interdictory sanctions, pursuant to art. 13, paragraph 2 of Decree 231, have a duration of not less than three months and not more than two years; however, in cases of conviction for one of the crimes indicated in paragraphs 2 and 3 of art. 25 of Decree 231, the interdictory sanctions apply for a duration of not less than four years and not more than seven years, if the crime was committed by one of the subjects referred to in article 5, paragraph 1, letter a), and for a duration of not less than two years and not more than four, if the crime was committed by one of the subjects referred to in article 5, paragraph 1, letter b).

of third parties and the entity did not gain any advantage from it or gained only a minimal advantage;

- the patrimonial damage caused is particularly insignificant.

Without prejudice to the application of pecuniary sanctions, interdictory sanctions shall not be applied when, prior to the opening declaration of the first-instance trial, the following conditions are met:

- the entity has fully compensated the damage and has eliminated the harmful or dangerous consequences of the crime or has in any case effectively taken steps to do so;
- the entity has eliminated the organizational deficiencies that led to the crime by adopting and implementing organizational models suitable for preventing crimes of the type that occurred;
- the entity has made the profit obtained available for the purposes of confiscation (art. 17 Decree 231).

Generally speaking, sanctions have as their object the specific activity to which the entity's offence refers. The judge determines the type and duration on the basis of the same criteria indicated for the application of the pecuniary sanction, taking into account the suitability of the individual sanctions to prevent offences of the type committed.

Such measures may also be applied to the entity as a precautionary measure before the merits of the investigation are ascertained as to the existence of the crime and the administrative offence that depends on it, in the event that the existence of serious evidence is found to suggest the liability of the entity as well as the well-founded risk that offences of the same nature as those for which proceedings are being taken may be committed (art. 45 Decree 231).

In place of the precautionary interdiction measure ordered definitively or in a precautionary manner, the judge may appoint a judicial commissioner for the continuation of the activity if the entity provides a service of interest to the community or the interruption of its activity could cause significant repercussions on employment.

In such cases, any profit deriving from the continuation of the activity is subject to confiscation (art. 15 Decree 231).

Article 16 of Decree 231 also provides for the permanent ban from carrying out the activity in the event that:

- the entity or one of its organizational units is permanently used for the sole or prevalent purpose of allowing or facilitating the commission of crimes;
- the entity has derived a significant profit from the crime and is a repeat offender, having already been sentenced at least three times in the last seven years, to temporary disqualification from carrying out the activity.

The same provision also provides for the possibility of applying to the entity, definitively, the sanction of a ban on contracting with the public administration or a ban on advertising goods or services in the event that it has already been sentenced to the same sanction at least three times in the last seven years.

Failure to comply with the interdictory sanctions constitutes an autonomous crime provided for by Decree 231 as a source of possible administrative liability of the Entity (art. 23 of Decree 231).

- c) The confiscation



Following the conviction or in the event that the entity is acquitted as a result of the suitability of the Model 231 adopted and the crime was committed by a senior individual, the judge orders the confiscation of the price or profit of the crime (except for the part that can be returned to the injured party) or, when this is not possible, the confiscation of sums of money, goods or other utilities of equivalent value to the price or profit of the crime (art. 19 Decree 231).

d) The publication of the sentence

The publication of the conviction may be ordered when a prohibitive sanction is applied to the entity and is carried out at the expense of the entity (art. 18 Decree 231).

In the event that the judge finds that there are grounds for the application of a prohibitive measure against an entity that carries out activities of public interest or has a significant number of employees, the judge may order that the entity continue to operate under the guidance of a judicial commissioner.

### **1.4 Condition exempting administrative liability**

Article 6 of Decree 231 establishes that the entity, in the case of crimes committed by senior management, is not liable if it demonstrates that:

- the governing body has adopted and effectively implemented, prior to the commission of the crime, an Organization, Management and Control Model suitable for preventing crimes of the type that occurred (hereinafter “Model 231”);
- the task of supervising the functioning and compliance with Model 231 and proposing its updating has been entrusted to a body of the institution, equipped with autonomous powers of initiative and control (so-called “Supervisory Body”, hereinafter also “Body” or “OdV”);
- the persons committed the crime by fraudulently evading the aforementioned Model 231;
- there has been no omission or insufficient supervision by the Supervisory Body.

In the event that the crime is committed by individuals subject to the direction or supervision of senior personnel, the entity will be held liable for the crime only in the event of culpable failure to comply with the obligations of direction and supervision.

Therefore, the entity that, before the commission of the crime, adopts and concretely implements a Model 231 suitable for preventing crimes of the type that occurred, is exempt from liability if the conditions set out in art. 6 of the Decree are met.

In this sense, the Decree provides specific indications regarding the content of the 231 Models, which must:

- identify the activities in the exercise of which there is the possibility that crimes may be committed;
- provide for specific “protocols” aimed at planning the formation and implementation of the institution's decisions in relation to the crimes to be prevented;
- identify the methods of managing financial resources suitable for preventing the commission of such crimes;
- provide for information obligations towards the Supervisory Body;
- introduce an internal disciplinary system capable of sanctioning failure to comply with the measures indicated in Model 231.



However, the mere adoption of an abstractly suitable Model 231 is not, in itself, sufficient to exclude such liability, as its effective and efficient implementation is required. In particular, for the purposes of effective implementation of the Model, Decree 231 requires:

- periodic checks on the concrete implementation and compliance with Model 231;
- any modification to Model 231 when significant violations of the provisions emerge or when changes occur in the organization or activity;
- the concrete application of a disciplinary system suitable for sanctioning failure to comply with the measures indicated in Model 231 itself.

### **1.5 Crimes committed abroad**

Pursuant to art. 4 of Decree 231, the entity that has its main office in the territory of the State may be called to answer before the Italian criminal court also for administrative offences deriving from crimes committed abroad in the cases and under the conditions set out in articles 7 to 10 of the penal code and on condition that the State of the place where the crime was committed does not take action against it.

Therefore, the entity is liable to prosecution when:

- in Italy it has its main office, i.e. the actual office where the administrative and management activities are carried out, possibly also different from the one where the company or the registered office is located (entities with legal personality), or the place where the activity is carried out continuously (entities without legal personality);
- the State where the crime was committed is not taking action against the entity;
- the request of the Minister of Justice also refers to the same institution.

These rules concern crimes committed entirely abroad by top or subordinate subjects. For criminal conduct that has occurred even only partially in Italy, the principle of territoriality pursuant to art. 6 of the penal code applies, by virtue of which "the crime is considered to have been committed in the territory of the State when the action or omission that constitutes it has occurred there in whole or in part, or the event that is the consequence of the action or omission has occurred there".

## **2 The Company and its Internal Control and Risk Management System**

### **2.1 Premise**

Agile Lab Srl (hereinafter Agile Lab or the Company) is a company specialized in Data Management of the Poste Italiane SpA Group (hereinafter “Poste” or “Parent Company”).

Agile Lab is a company that operates in the Data Management field, offering tailor-made technological solutions that exploit artificial intelligence, as well as resale services of open source software products developed by technology partners.

On 13 October 2022, Poste Italiane formalised the acquisition of a 70% stake in the Agile Lab group, accompanied by a strategic partnership with the founding members who will retain the remaining 30%.<sup>4</sup>.

The operation represents an important opportunity for the Poste Italiane Group to accelerate the process of internalizing software development activities to support the business, reducing costs and time to market with solutions that also have the potential to be offered to the market.

To confirm its role in supporting the digitalization of Italy and contributing to the responsible growth of the country, in defining its strategic lines the Company, in line with the Parent Company, sets itself the objective of guiding the sustainability and social integrity of the country through innovation, as well as through the pursuit of financial, operational and sustainability objectives.

### **2.2 The corporate governance system**

In compliance with the provisions of Italian legislation, Agile Lab adopts the traditional Administration and Control Model, which is adequate to pursue the objective of an appropriate balance of powers and a precise distinction of functions, characterized by the presence of:

- Board of Directors, which is responsible for strategic supervision;
- Chief Executive Officer, who is responsible for the management function;
- Board of Auditors, called to monitor compliance with the law and the Statute, compliance with the principles of correct administration and in particular the adequacy of the organizational, administrative and accounting structure adopted by the company and its actual functioning;
- Shareholders' Meeting, which expresses the will of the shareholders and takes the most important decisions for the life of the company, including the appointment and dismissal of the members of the Board of Directors and the Board of Auditors, the approval of the financial statements, the resolution on statutory amendments and extraordinary transactions.

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<sup>4</sup> On 28 November 2023, the Agile Group's organizational reorganization transaction was completed. The transaction consists of (i) the reverse merger, by incorporation, of Agile Power into Agile Lab (the “Reverse Merger”) and (ii) the direct merger by incorporation of AIM2 Srl, Agile Next Srl and Agile Skill Srl into Agile Lab Srl and is aimed at an organizational reorganization of the Agile Group in order to achieve a reduction in administrative and general costs, given that the transaction as a whole has allowed the concentration of the Group's legal entities and the rationalization of the operating structure, in order to reduce the costs characteristic of each corporate structure and to achieve the consequent improvement in the Group's economic results.

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The statutory auditing activity is entrusted to a specialized company registered in the CONSOB register, specifically appointed by the Shareholders' Meeting upon reasoned proposal of the Board of Auditors.

### **2.3 The Agile Lab SCIGR**

The Internal Control and Risk Management System (hereinafter also “SCIGR”) of Agile Lab is structured in a manner consistent with that of the parent company Poste Italiane, which has defined its own in line with the international framework of “Enterprise Risk Management – Integrating with Strategy and Performance”<sup>5</sup>, and consists of the set of tools, regulatory documents, rules and organizational structures aimed at enabling healthy, correct and consistent business management with corporate objectives as well as pursuing sustainable success, through an adequate process of defining the actors, tasks and responsibilities of the various Bodies and control functions and of identifying, measuring, managing and monitoring the main risks, as well as through the structuring of adequate information flows aimed at ensuring the timely circulation of information.

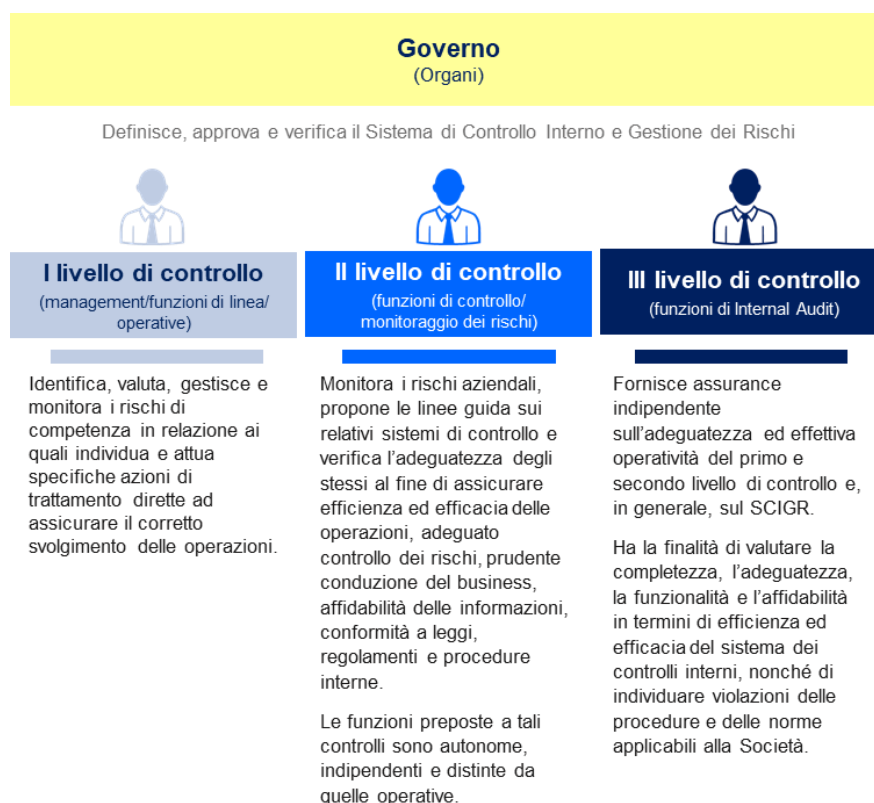
An effective SCIGR promotes informed decision-making and helps ensure the protection of corporate assets, the efficiency and effectiveness of corporate processes, the reliability of information provided to corporate bodies and stakeholders, compliance with laws and regulations, the Articles of Association and internal regulatory instruments, as well as the pursuit of the sustainable success of the company.

The Internal Control function of Poste Italiane SpA may carry out, based on its mandate and specific Guidelines, audit activities at Agile Lab, possibly also at the request of the Company's designated persons and in any case within the scope of its annual planning. The role of interface with the Internal Control function of Poste Italiane for audit activities is entrusted to the Compliance function of Agile Lab, which also monitors the progress of any action plans.

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<sup>5</sup> Framework developed in 2004, and updated in 2017, by the Committee of Sponsoring Organizations (CoSO) of the Treadway Commission.

The SCIGR, in line with the relevant regulations and best practices, is structured on the following levels:



In this context, the CEO of Agile Lab is responsible for establishing and maintaining the SCIGR (SCIGR Administrator).

Agile Lab adopts the Guideline on the Internal Control and Risk Management System of Poste Italiane and complies with the specific risk management and monitoring models defined by the Parent Company and applicable to the Company.

Agile Lab has also adopted additional specific risk management and monitoring systems and models that are part of the broader Internal Control and Risk Management System and are able to strengthen its effectiveness, also with respect to the objectives of monitoring pursuant to Decree 231, such as the Integrated Management System for Quality and Information Security adopted by the Company to guarantee the quality of the processes and services offered and the security of information, in order to ensure all customers the maximum effectiveness and efficiency of processes, activities and resources, in compliance with the models of the UNI EN ISO 9001, UNI EN ISO 27001, UNI EN ISO 27701, UNI EN ISO 22301, ISO 14064-1 (carbon footprint), SA8000 and UNI PDR 125:2022 (gender equality) standards.

In addition to the above, Agile Lab adapts and adopts the additional specific risk management and monitoring models defined by the Parent Company and applicable to the Company, capable of strengthening the effectiveness of the broader Internal Control and Risk Management System, also with respect to the monitoring objectives pursuant to Decree 231.

## 2.4 The Corporate Regulatory System

The Corporate Regulatory System (hereinafter also "SNA") is a reference framework

adopted by the Company to promote the univocal and homogeneous management, at company level, of regulatory documents and documented information of the Management Systems, through the definition of the rules for drafting corporate regulatory instruments.



The SNA defines the principles, architecture and management process of document classes, according to a structured hierarchical approach. In particular, the Corporate Regulatory System defines the hierarchy of document classes and the related approval levels. The SNA also defines the verification activities of regulatory documents during their drafting phase, providing for specialist checks in order to ascertain that the document is adequate with respect to specific areas. The specialist checks include the analysis of the adequacy of the control principles formalized within the document to protect the risk activities identified in this Model 231.

## **2.5 Code of Ethics and Group Policies**

The Poste Italiane Group Code of Ethics, adopted by Agile Lab and distributed to all employees of the Company, defines the guiding principles and rules of conduct that the Recipients of the same must respect in carrying out their professional activities and in managing relationships with shareholders, colleagues, customers, suppliers, partners, public institutions, political and trade union organizations and all other stakeholders with whom the Company interacts, as well as the related sanction system in the event of violation of the same.

The Code of Ethics, although having its own autonomous value, integrates the overall system of prevention of crimes referred to in Decree 231 and constitutes a fundamental and supporting element of Model 231, as it establishes principles and rules of conduct such as integrity, legality, impartiality and fairness, respect and valorization of people, transparency and completeness, confidentiality, quality, diligence and professionalism, environmental protection, support for the Community, innovation and sustainable growth, representing a reference for all the specific policies and regulatory instruments that govern activities potentially exposed to the risk of crime.

Furthermore, the Company, in line with the principles set out in the Code of Ethics and within the scope of its Group Sustainability Strategy, has adopted specific Corporate Social Responsibility Policies.

Sustainability consistent with the Group's business strategy and objectives and with national and international social and environmental development targets.

These Policies, listed below, regulate the general principles, objectives and management methods, reinforcing the principles set out in the Group's Code of Ethics:

- the Integrated Policy of the Poste Italiane Group which defines and documents the Company's commitment towards all its Stakeholders to punctually comply with the current regulations and general principles included in the management systems in the area, namely Integrated Compliance, Quality, Health and Safety in the Workplace, Information Security, Management of Information Systems and Prevention of Corruption;
- the Company Policy on the Protection and Safeguarding of Human Rights, an expression of the Company's commitment to promoting the safeguarding of Human Rights, both in the interests of the people who collaborate with the company and those who are part of the community in which it operates;
- the Environmental Sustainability Policy, which establishes the Company's commitment to promoting environmental protection throughout its value chain;
- the Community Initiatives Policy, which strengthens the Company's role in contributing to meeting the needs of the socio-economic context in which it operates and of the communities in which it operates, placing, in this sense, attention on all those categories of people who are more vulnerable;
- the Diversity and Inclusion Policy which documents the primary importance for the Group of encouraging the development of a corporate culture based on respect and valorization of diversity, as well as the commitment to supporting the values of diversity and inclusion through the adoption of corporate, organizational and management mechanisms based on respect for the rights and freedoms of individuals.

## **2.6 Centralization and outsourcing of activities**

In a logic of maximizing benefits at Group level and with the aim of responding increasingly incisively to the demands of the business and the reference markets, Poste Italiane has launched a unitary management policy for the purpose of centralizing some operational activities aimed at ensuring organizational efficiency, cost rationalization and process optimization. Within this framework, in the context of enhancing the potential synergies of the Group, a process of redefining the operating model of some of the main support processes has been undertaken, the implementation of which passes through an integrated management of operational activities, with a view to ensuring the best economic performance and guaranteeing uniform monitoring of these activities. These relationships and, in particular, the activities subject to centralization, in compliance with the legal and operational autonomy of the Group Companies, are governed by specific service contracts that regulate the methods of performance, service levels and penalties, confidentiality obligations, and also explicitly state the adoption of the Poste Italiane Group Code of Ethics by the companies involved.

Furthermore, in terms of administrative liability of Entities, it is expected that the parties undertake to strictly comply with the provisions of Legislative Decree 231/01, with particular regard to the risk areas that are relevant for the purposes of the activities managed through a service contract, and also undertake to mutually notify each other of any violations that may occur and that may be relevant to the contract and/or its execution. More generally, the parties undertake to refrain, in carrying out the activities that are the object of the contractual relationship, from behaviors and conduct that, individually or together with others, may constitute any type of crime contemplated by the Decree.

In any case, where the Company uses the support of Poste Group companies, or external companies, to carry out its activities, in terms of responsibility, Agile Lab remains responsible for supervising the service levels provided by the outsourcer in line with what is defined in the relevant contract. Therefore, with reference to such contractual relationships, Agile Lab provides itself with the necessary operational controls for verifying the performances provided and identifies the Managers responsible for verifying the correct

execution of the contract. In particular, the monitoring activities on service contracts are regulated within specific corporate regulatory controls that define the following main aspects:

- roles and responsibilities within contract supervision activities;
- mandatory minimum standards for the management of outsourced activities;
- continuous control and monitoring methods for outsourced activities.

The outsourced Agile Lab activities are identified within the “Risk Activity Identification Matrix” (cd MIAR).

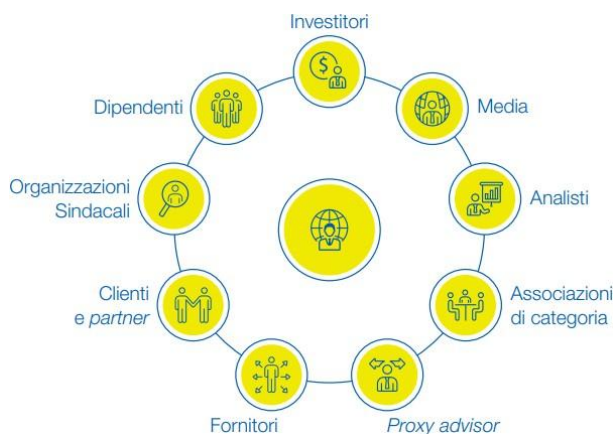


### 3 The Agile Lab Organization, Management and Control Model

#### 3.1 Purpose of Model 231

Agile Lab has adopted this Organization, Management and Control Model (hereinafter also “Model 231” or “Model”) with the aim of preventing the commission of crimes attributable to Legislative Decree 231 (so-called predicate crimes) by Company representatives, whether senior or subordinate to the direction of others, and, more generally, to guarantee the correctness of the behavior of all those who operate on behalf of the Company.

Agile Lab, in line with its corporate Purpose aimed at pursuing responsible growth, is strongly committed to ensuring conditions of correctness and transparency in the conduct of corporate activities thanks to the contribution of its people, to protect its image, the expectations of its stakeholders and the work of its employees.



In particular, the relationship with people, partners and the communities in which it operates represents for Agile Lab an essential element of its business model. Agile Lab is therefore aware of the importance of having an updated internal control system suitable for preventing the commission of illicit behavior by its directors, employees and partners

commercial, thus also contributing to the protection of the interests of all relevant stakeholders.

The purpose of this Model 231 is to build a structured and organic internal control system, suitable for preventing the commission of the crimes provided for by the Decree.

Article 6 of Decree 231 expressly provides that organizational, management and control models may be adopted on the basis of codes of conduct drawn up by associations representing the entities.

In preparing this document, the Company has taken into account both the provisions of Legislative Decree 231 and the relevant case law, as well as the Guidelines<sup>6</sup> and consolidated best practices.

With the adoption of this Model, the Company wishes to pursue the following objectives:

<sup>6</sup> By way of example, Guidelines means:

- Guidelines for the construction of Organization, Management and Control Models pursuant to Legislative Decree 8 June 2001, n. 231 - Confindustria (updated June 2021);
- Document “Consolidated principles for the drafting of organizational models and the activity of the supervisory body and prospects for the revision of Legislative Decree no. 231 of 8 June 2001” - Published in February 2019 by the Group of Multidisciplinary work formed by the National Council of Chartered Accountants and Accounting Experts, ABI, Confindustria and the National Forensic Council.

- prohibit behaviors that may constitute the predicate crimes referred to in Decree 231;
- spread awareness that violations of Decree 231, of the provisions contained in Model 231 and/or of the principles of the Group's Code of Ethics may result in the application of sanctioning measures (pecuniary and/or interdictory) also against the Company;
- spread a corporate culture based on legality, in the awareness of Agile Lab's express condemnation of any behavior contrary to the law, regulations, internal provisions and, in particular, the provisions contained in this Model 231 and in the Group's Code of Ethics. This is also consistent with the first of the 8 Pillars of Sustainability defined in the ESG Strategic Plan<sup>7</sup>, whose objective is the promotion and dissemination of the founding values of the corporate identity, such as Integrity and Transparency, to enable the responsible management of its business, which is based by its nature on the management of relationships of trust with all its stakeholders;
- provide evidence of the existence of an effective organizational structure that is consistent with the operating model adopted, with particular regard to the clear attribution of powers, the formation of decisions and their transparency and motivation, preventive and subsequent controls on actions and activities, as well as the correctness and truthfulness of internal and external information;
- allow the Company, thanks to a system of control measures and constant monitoring of the correct implementation of this system, to promptly prevent and/or combat the commission of relevant crimes pursuant to Legislative Decree 231.

The Company has subsequently constantly carried out the appropriate updates in order to:

- integrate the contents of Model 231, following the various legislative interventions that have introduced new categories of predicate crimes;
- take into account the orientations of the jurisprudence, of merit and legitimacy, which have developed over time in the matter of criminal liability of entities;
- incorporate the evolution of best practices and reference guidelines;
- adequately reflect the evolution of the Company's business and organizational structures.

### **3.2 Recipients**

The subjects considered to be recipients of the provisions of Model 231, pursuant to the Decree 231 and within the scope of their respective competences, the members of the corporate bodies, the management and employees of Agile Lab, as well as all those who work to achieve the purpose and objectives of the Company (hereinafter also the "Recipients").

### **3.3 Model Structure**

This Model 231 consists of a General Part and Special Parts. The General Part contains, in order:

- a brief description of the regulatory framework, integrated with the details of the criminal offences (Annex 1);

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<sup>7</sup> The ESG Strategic Plan, based on eight Pillars that identify the ESG areas relevant to the Group, includes all the specific objectives and targets, both quantitative and qualitative, that the Company has set itself with a view to continuously improving its sustainability performance and which contribute to the achievement of the United Nations Sustainable Development Goals.

- the structure and governance of the Company and its Internal Control and Risk Management System;
- the purposes, recipients and fundamental elements of this Model;
- the rules regarding the establishment of the Supervisory Body;
- the sanctions applicable in case of violations of the rules and provisions contained in Model 231;
- the selection and training of personnel and the dissemination of the Model;
- the methods of adoption of the Organizational Models by the Controlled Companies and of coordination between the Supervisory Bodies;
- the rules governing the methods of dissemination and updating of the Model. The

Special Parts contain a description relating to:

- various types of crimes that are concretely and potentially relevant to the company, identified on the basis of the specific characteristics of the activity carried out by Agile Lab;
- sensitive activities;
- specific behavioral rules and control principles.

The correlations between the company processes and the classes of crime, the different sensitive activities, the behavioral rules and the associated specific control principles are then highlighted in specific “Profiles 231 by Process” sheets, which have the purpose of representing all the contents of the 231 Model associated with a specific process of interest. To facilitate the reading of the sheets and the understanding of the contents present in them, Annex 2 contains the list of all the Behavioral Rules and Specific Control Principles present in the document.

Furthermore, the Code of Ethics constitutes an integral part of the Model, which expresses the inspiring principles and rules of conduct that must inspire the activity of all those who, in any capacity, operate on behalf of the Company.

Finally, in line with the current strategic direction of Poste Italiane, which is largely focused on sustainability issues and in consideration of the correlations and synergies between these issues and Decree 231, Model 231 allows, through the identification of specific control measures, to prevent the commission of crimes attributable to Decree 231 as well as to contribute to the implementation of the material themes defined within the 8 Sustainability Pillars of Poste Italiane which contribute to the pursuit of the United Nations Sustainable Development Goals (SDGs).<sup>8</sup>). Therefore, the Special Parts also contain an indication of the correlation between the different classes of 231 crimes, the United Nations SDGs and the Sustainability Pillars of Poste Italiane. Furthermore, in Annex 3 “PS – SDG – Pillars Correlations” to this document, the Sustainability Pillars and the material themes associated with each Special Part of Model 231 are highlighted, with an indication of the correlating SDGs, as well as a “Correlation table between Sustainability Pillars, SDGs and classes of crimes” which allows, for each Sustainability Pillar, to identify the associated

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<sup>8</sup> The 17 Sustainable Development Goals were defined on 25 September 2015 by the United Nations General Assembly through the adoption of the 2030 Agenda for Sustainable Development. These goals, divided into 169 specific “targets” to be achieved by 2030, refer to different domains of development relating to environmental, social, economic and institutional issues.

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Special Parts of the Model.

### **3.4 Assumptions of the Model**

In preparing the Model, the Company took into account its internal control system, in order to verify its ability to prevent the types of crimes envisaged by Legislative Decree 231 in the activities identified as being at risk, as well as the ethical and social principles to which the Group adheres in carrying out its activities.

More generally, Agile Lab's internal control system is aimed at ensuring, with reasonable certainty, the achievement of operational, information and compliance objectives. In particular:

- the operational objective of the internal control system concerns the effectiveness and efficiency of the Company in using resources, in protecting itself from losses, in safeguarding the company's assets. This system is also aimed at ensuring that the personnel work to pursue the company's objectives, without putting other interests before those of the Company;
- the information objective translates into the preparation of timely and reliable reports for the decision-making process both internal and external to the company organization;
- the compliance objective ensures, instead, that all operations and actions are conducted in compliance with laws and regulations, prudential requirements and internal company procedures.

Agile Lab's internal control system is based on the following elements:

- integrity and values that inspire the daily actions of the entire company, also expressing the style of the Board and the company Management;
- formalized and clear organizational system in the attribution of powers and responsibilities (including the concept of accountability), in line with the achievement of the assigned objectives;
- attention to the staff skills system, in light of the objectives pursued;
- identification, assessment and management of risks that could compromise the achievement of corporate objectives;
- definition of company procedures, part of the overall regulatory system of the Company, which specify the controls put in place to monitor risks and achieve the pre-established objectives;
- information systems suitable for supporting business processes and the overall internal control system (IT, reporting, etc.);
- internal communication processes and staff training;
- monitoring systems to integrate line controls.

All Recipients, within the scope of the functions performed, are responsible for the definition and correct functioning of the control system through line controls, consisting of the set of control activities that the individual offices carry out on their processes.

### **3.5 Fundamental elements of the Model**

With reference to the needs identified in Decree 231, the fundamental elements developed by Agile Lab in defining the Model can be summarised as follows:

- identification of the corporate activities in the exercise of which it is conceivable that crimes giving rise to corporate liability pursuant to Legislative Decree 231 (“sensitive activities”) may be committed, through the analysis of corporate processes and the possible ways of implementing the types of crime;
- preparation and updating of regulatory instruments relating to processes considered to be at potential risk of commission of crime, aimed at expressly regulating the formation and implementation of the Company's decisions, in order to provide specific indications on the system of preventive controls in relation to the individual types of crime to be prevented;
- adoption of ethical principles and rules of conduct aimed at preventing conduct that may constitute the underlying crime, or violate the principles of the Poste Group Code of Ethics and, in more detail, set out in this Model;
- appointment of a Supervisory Body to which specific supervisory tasks are assigned over the effective and efficient application of the Model, pursuant to art. 6, point b), of Decree 231;
- provision and implementation of a sanctioning system suitable for guaranteeing the effectiveness of the Model, with explicit provision of the disciplinary provisions applicable in the event of failure to comply with the measures indicated in the Model itself and the consequent sanctions that may be imposed;
- carrying out an information, awareness-raising, dissemination and training activity on the contents of the Model as well as on the rules of conduct valid for all company levels;
- methods for the adoption and effective application of the Model as well as for the necessary modifications or additions to the same (see paragraph 8, “Updating the Model”).

### **3.6 Identifying sensitive activities**

Article 6, paragraph 2, letter a) of Decree 231 expressly provides that the entity's Model identifies the corporate activities within which the crimes referred to in the same Decree 231 may potentially be committed.

In compliance with the regulatory provisions and taking into account the methodological orientations contained in the reference Guidelines, on the basis of the updated framework of Agile Lab's business processes (Business Process Model<sup>9</sup>) and formalized organizational responsibilities, the sensitive activities relevant for the Company are identified in relation to the individual types of crime provided for by Decree 231 (through a detailed analysis of the processes involved).

To this end, the Company carries out an in-depth and detailed analysis (Risk Assessment), aimed at identifying the areas of activity within which the abstract risk of commission of the predicate offences pursuant to Decree 231 can be identified and the functions assigned to them, taking into account the adopted organisation and the operational processes. In carrying out the aforementioned analysis, both the activities whose exercise could abstractly materialise the risk of commission of the predicate offences and the areas within which activities are carried out that may be instrumental with respect to the commission of

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<sup>9</sup> Agile Lab has defined and integrated within this document, a Business Process Model consistent with the one defined by the Parent Company.



said offences are relevant.

This risk analysis – the results of which feed into the “Risk Activity Identification Matrix” (so-called MIAR), which is periodically updated – is carried out by the Company's Compliance function and presented to the Supervisory Body for the assessment of any need for modification and/or integration of Model 231.

The mapping of the operational areas of potential exposure of the Company to the various risks - crime 231 is accompanied by the identification of the specific existing control elements, as well as by the definition of any initiatives for the integration and/or strengthening of the existing controls (in light of the results of the specific gap analysis).

Based on the indications and results of the overall analysis activity outlined above, the individual responsible corporate functions implement – after evaluating the identified risks and defining the management policies for the same – regulatory tools relating to the risky activities, availing themselves of the support of the competent corporate functions, in accordance with the internal regulatory system.

### 3.7 Control principles

This Model identifies the control principles and behavioral rules established to protect the various sensitive activities, aimed at preventing the risk of committing the crimes provided for by Decree 231 and structured as follows:

- *general control principles*, applicable to all sensitive activities identified by this Model;
- *rules of conduct*, or specific rules that govern the behavior to be adopted in the management of sensitive activities;
- *specific control principles*, which provide specific provisions aimed at regulating the specific aspects of sensitive activities and which must be reflected in the relevant corporate regulatory instruments.

#### ❖ General control principles

With reference to all sensitive activities, the following general control principles must be pursued:

- Rules of conduct:
  - definition of general rules of conduct to govern the activities carried out within specific codes of conduct and/or policies.
- Definitions of roles and responsibilities:
  - definition of the roles and responsibilities of organizational structures at all levels, identifying, in a homogeneous manner, the activities specific to each structure within the internal regulation made available within the organization.
- Internal protocols and rules:
  - regulation of the various sensitive activities through corporate regulatory tools, so that at any time it is possible to identify the operating methods for carrying out the activities, the related controls and the responsibilities of those who have operated;
  - reconciliation of sensitive activities to the organizational responsibilities of company functions.
- Segregation of duties:

- separation of tasks and functions, within each sensitive business process, with a distinction of roles between those who execute, those who control and those who authorise;
- segregation of roles between those who make or implement decisions, those who prepare the accounting evidence of the operations decided upon and those who are required to carry out the controls on the same as required by law and by the procedures contemplated by the internal control system.
- Authorization and signature powers:
  - definition of a system of delegations within which there is a clear identification and a specific assignment of powers and limits to the subjects who operate by engaging the company and expressing its will;
  - consistency between organizational and signature powers (delegations, proxies and related spending limits) and the assigned organizational responsibilities;
  - consistency between the prosecution offices and the internal delegation system;
  - provision of mechanisms for advertising the powers of attorney assigned to the first levels towards external interlocutors;
  - definition of reporting mechanisms for delegated powers and related powers of attorney;
  - identification of methods for revoking powers of attorney and delegations assigned;
  - identification, within the delegation process:
    - of the organizational position that the delegate holds due to the specific scope of the delegation;
    - of the express acceptance by the delegate or sub-delegate of the delegated functions and consequent assumption of the obligations conferred;
    - of the spending limits assigned to the delegate;
  - assignment of delegations according to the principles of:
    - decision-making and financial autonomy of the delegate;
    - technical-professional suitability of the delegate;
    - autonomous availability of resources adequate to the task and continuity of performance.
- Control and traceability activities:
  - formalization, within the Company's regulatory instruments, of the methods of carrying out checks (responsibility, evidence, periodicity);
  - adequate formalization of the documentation relating to sensitive activities also through the insertion of the compilation date, acknowledgment of the document and the recognizable signature of the compiler/supervisor; archiving of the same in a place suitable for conservation, in order to protect the confidentiality of the data contained therein and to avoid damage, deterioration and loss;
  - reconstructability of the formation of the documents and of the relative authorization levels, of the development of the operations, both material and registration, with evidence of their motivation and their cause, to guarantee the transparency of the choices made;



- provision of adequate monitoring activities by company functions, in line with their organizational responsibilities, maintaining evidence of the checks carried out and of any anomalies found;
- adoption of computer systems, where possible, that guarantee the correct and truthful attribution of each operation (or a segment thereof) to the person responsible for it and to the persons participating in it. The system must provide for the impossibility of (untraceable) modification of the records;
- archiving, by the competent function, of documents relating to the Company's activity and, in particular, of documents or IT documentation relating to sensitive activities, in a manner that does not permit subsequent modification, unless specifically highlighted;
- access to documents already archived is motivated and permitted only to persons authorised under internal regulations or to their delegate, to the Board Trade union or equivalent body or other internal control bodies, the auditing firm and the Supervisory Body.

#### ❖ **Rules of conduct**

All activities included in the Special Parts of the Model must be carried out in compliance with the laws in force, the behavioral norms, the values, the Code of Ethics, the policies and procedures of Agile Lab. In particular, this Model identifies within each Special Part specific behavioral rules that define, in greater detail, the behaviors required/prohibited to prevent the commission of the predicate crimes pursuant to Decree 231.

#### ❖ **Specific control principles**

This Model has identified in each Special Part the specific control principles to protect the sensitive activities identified with reference to each category of crime. These principles must be incorporated into the company's organizational and procedural controls so that they are implemented in the performance of the related sensitive activities.

## **4 Supervisory Body**

### **4.1 Identification of the Supervisory Body**

Article 6, paragraph 1, of Decree 231 provides that the function of supervising and ensuring the updating of the Model is entrusted to a Supervisory Body within the entity which, equipped with autonomous powers of initiative and control, continuously exercises the tasks assigned to it.

The Company, in line with the current regulatory provisions and with the provisions of the Group Guideline relating to the application of Legislative Decree 231/2001, provides for the possibility of both a monocratic and collegial body, whose identification and composition criteria are defined in accordance with the aforementioned Group Guideline relating to the application of Legislative Decree 231/2001, formally adopted by Agile Lab.

The Agile Lab Supervisory Board is composed of three members, two of whom are external to the Company and one internal.

The external members of the Supervisory Body, one of whom will act as President, must possess adequate professional requirements, as well as the honorability and independence requirements referred to in paragraph 4.2. These members are identified as individuals with proven experience and competence in the areas of economics, corporate organization, corporate administrative responsibility as well as in legal issues.

The internal member of the Supervisory Body, with a view to ensuring the continuity of action of the Body itself, is identified among the heads of corporate functions within the Poste Italiane Group who are not assigned management or operational roles and who present adequate requirements of independence, professionalism and honorability.”

The members of the Supervisory Body are appointed by the Board of Directors, which also determines their remuneration.

The Supervisory Body remains in office for three years and in any case, upon expiry of the mandate, the members of the Supervisory Body remain in office until the appointment of the new Supervisory Body 231 by the Board of Directors.

However, the cases of resignation of a member of the Supervisory Body are excluded and take effect immediately.

The OdV is equipped with autonomous powers of initiative and control and has its own internal regulation. It also uses the Compliance function that supports the operations of the OdV also with a view to ensuring constant dialogue with the relevant company structures for carrying out the investigations and checks deemed necessary.

### **4.2 Causes of ineligibility, expiration and revocation of the Supervisory Body**

The following constitute causes for ineligibility and dismissal of members of the Supervisory Body:

- having held executive director roles, in the three financial years preceding the appointment as a member of the Supervisory Board, in companies undergoing bankruptcy, compulsory administrative liquidation or equivalent procedures;
- be the recipient of a decree ordering the trial in relation to the crimes referred to in Decree 231 as well as crimes of the same nature;
- having received a conviction, even if not final, or the application of the penalty upon request (so-called "plea bargaining"), in Italy or abroad, in relation to the crimes

referred to in Decree 231 or to crimes of the same nature;

- find themselves in situations of conflict of interest, direct or even potential, which could compromise their independence and autonomy with regard to the performance of the functions and/or duties of the Supervisory Body.

It is also a reason for immediate dismissal if, during the three-year term of office, the requirements that determined the identification of the members themselves at the time of appointments and, for the internal member, the organizational role held cease to exist. Upon taking office, the members of the Supervisory Body certify the absence of causes of ineligibility and undertake at the same time to communicate any occurrence of causes of dismissal, as well as to comply with the Code of Ethics and Model 231.

The following constitute grounds for revocation of members of the Supervisory Body:

- failure to carry out or insufficient supervision by the Supervisory Body resulting from a conviction, even if not final, issued against the Company pursuant to Decree 231 or from a sentence of application of the penalty upon request (so-called plea bargaining);
- serious failure to fulfill the functions and/or duties of the Supervisory Body or a violation of the Code of Ethics or Model 231.

The revocation is arranged by resolution of the Board of Directors and approved by a vote of two thirds of those present and after hearing the other members of the Supervisory Body and the Board of Auditors.

In the event of termination or revocation of one of the members of the Supervisory Body, the Board of Directors shall promptly provide for his/her replacement.

#### **4.3 Powers and functions of the Supervisory Body**

For the purposes of carrying out its activities, the Supervisory Body may access, including through company databases, any company document and information relevant to the performance of the functions assigned to it, also proceeding, where it deems it necessary, to directly interview Company employees.

The task of monitoring the functioning and compliance with Model 231 is carried out by the Supervisory Body also through the examination of all auditing reports drawn up by the Internal Control function of the Parent Company, or by other company structures with control tasks in the matter relating to Decree 231.

The task of ensuring the updating of Model 231 in relation to the evolution of the organizational structure and to new needs is carried out by the Supervisory Body through motivated proposals to the Chief Executive Officer, who then submits them to the Board of Directors for approval.

For the purposes of the previous paragraphs, the resolutions delegating the powers of the Board of Directors to its members, as well as the delegations that said Directors confer to their employees, are transmitted to the Supervisory Body.

The Board of Directors makes adequate corporate resources available to the Supervisory Body in relation to the tasks assigned to it and, in preparing the corporate budget, approves - on the basis of what is proposed by the Supervisory Body itself - an adequate allocation of financial resources which the Supervisory Body may use for any need necessary for the correct performance of its tasks.

In carrying out its duties, the Supervisory Body meets, as a rule, at least once every quarter, according to a calendar defined for this purpose. The Internal Regulations of the Supervisory Body also establish that the subject of these meetings is reported in specific

minutes, which are kept according to the methods set out in the Regulations themselves.

Furthermore, in relation to sensitive activities, the Supervisory Body prepares an Annual Plan of checks aimed at assessing the actual adequacy and application of internal regulatory instruments in terms of safeguards aimed at preventing the commission of crimes envisaged by the regulatory framework. This program of checks is subject to variations based on any requests for

intervention by the Supervisory Body and in the face of critical issues that emerge during the analysis of flows or reports. In any case, the right to activate, where deemed appropriate, surprise checks remains firm.

If it deems it appropriate, the Supervisory Body, for the purposes of implementing and updating the Model, may avail itself - in compliance with company procedures regarding the assignment of professional tasks - of external professionals, giving prior information to the President and the Chief Executive Officer.

#### **4.4 Reporting of the Supervisory Body to the Corporate Bodies**

The Supervisory Body reports, with regard to the activities within its competence, to the Board of Directors and the Chief Executive Officer, in particular:

- on an ongoing basis, directly to the Chairman of the Board of Directors and the Chief Executive Officer;
- on a half-yearly basis to the Board of Directors and the Board of Statutory Auditors, also through a report on the implementation of the Model.

The Supervisory Body may be convened at any time by the Board of Directors and the Board of Statutory Auditors to report on the functioning and compliance with the Model or on specific situations.

Furthermore, specific meetings are promoted between the Supervisory Body and the Board of Auditors, aimed at exchanging information on issues of common interest.

Without prejudice to the autonomy of the Agile Lab Supervisory Body, meetings with the Group Leader may be scheduled to discuss topics of common interest with a view to the constant implementation of the implementing measures of Decree 231.

#### **4.5 Information flows towards the Supervisory Body**

The information addressed to the Supervisory Body is intended to facilitate ongoing analysis, also in terms of potential risk and the corporate controls adopted, with reference to the various sensitive areas 231, this through knowledge of the corporate documents and information of specific interest. In fact, art. 6, paragraph 2, letter d) of Decree 231 expressly contains, among the requirements that Model 231 must satisfy, the provision of information flows in compliance with the "information obligations towards the body responsible for supervising the functioning and compliance of the models".

The following information must be promptly transmitted to the Supervisory Body:

- requests for information or sending of prescriptions, reports or letters by the Supervisory Authorities and any other documentation arising from inspection activities carried out by the same and falling within the scope of Decree 231;
- results of the control activities carried out by the managers of the various company functions from which facts, acts, events or omissions emerged with critical profiles with respect to compliance with the provisions of Decree 231 or the Model;
- changes in the primary delegation system, statutory changes or changes to the

company organizational chart;

- information relating to the effective implementation, at all company levels, of the Model with evidence of the disciplinary proceedings carried out and any sanctions imposed, or of the archiving provisions of such proceedings with the relative reasons;
- reporting of fatal accidents involving employees, contractors and/or collaborators present in the Company's workplaces
- provisions and/or information from judicial or tax police bodies or from any other authority, including administrative, involving the Company or top management, from which it is clear that investigations are being carried out, including against unknown persons, for the crimes referred to in Decree 231, without prejudice to the legally imposed confidentiality and secrecy obligations;
- communications to the Judicial Authority regarding potential or actual illicit events relating to the hypotheses set out in Legislative Decree 231, without prejudice to the legally imposed confidentiality and secrecy obligations;
- requests for legal assistance submitted by managers and/or employees in the event of legal proceedings being initiated, in particular for the crimes included in Decree 231.

In addition, the responsible corporate functions transmit periodic and “ad hoc” information flows to the Supervisory Body, based on specific corporate guidelines. These flows can be integrated with specific meetings with functions/figures responsible for control activities, such as, for example, the Prevention and Protection Service pursuant to Legislative Decree 81/08.

All information, documentation and reports collected in the performance of institutional tasks must be archived and kept by the Supervisory Body, taking care to keep the documents and information acquired confidential, also in compliance with privacy legislation.

#### **4.6 Reporting Violations (Whistleblowing)**

In accordance with the current legislative and regulatory framework, updated by Legislative Decree no. 24/2023 in implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council and in line with best practices, Agile Lab has established a violation reporting system that can be freely accessed by all subjects operating in the “work context”<sup>10</sup> of Agile Lab, both internal (for example, subordinate workers, volunteers or interns, even if unpaid, shareholders, members of the administrative and control bodies even in the absence of a regular investiture, etc.) and external (for example, customers, suppliers, freelancers, consultants).

Such individuals have the possibility of transmitting reports of illicit or suspicious behavior in violation of this Model 231 and/or the Code of Ethics, of which they have become aware in the context of their work.

Reports may be made through the communication channels established by the Company in accordance with the provisions of the aforementioned Decree. In particular, reports may be made:

- in written form, through the dedicated IT channel - “Reporting Portal - Whistleblowing” of the Poste Italiane Group accessible from the website [www.agilelab.it](http://www.agilelab.it);

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<sup>10</sup> By “work context” we mean the work or professional activities, both current and past, carried out within the scope of the working relationships maintained by individuals internal and external to the Company, regardless of the nature of such activities.

In addition to the aforementioned electronic channel - which is the main channel for sending a report - there is the possibility of making a report in oral form, at the request of the reporting person, through a direct meeting set within a reasonable time. The aforementioned channels must be considered privileged with respect to the external one established and managed by ANAC, since it is possible to use the latter only under the conditions set out in Article 6 of the aforementioned Decree.

In all phases of the reporting management activity, the absolute confidentiality of the identity of the whistleblower and of any other information, including any attached documentation, from which the identity of the whistleblower can be traced directly or indirectly, is guaranteed with secure protocols. The identity of the whistleblower cannot be revealed without his/her consent, except in cases provided for by current legislation.

The Company also protects the whistleblower against any form of retaliation, understood as any behavior, act or omission, even if only attempted or threatened, that occurs in the workplace and that determines – directly or indirectly – unjust damage to the protected subjects. The same protection also applies to facilitators and other subjects assimilated to the whistleblower (e.g. work colleagues).

Reports must be made in good faith and not anonymously and must contain useful elements to be able to carry out the checks and investigations necessary to evaluate their validity.

The methods of receiving and managing reports are governed by the aforementioned Guideline for Reporting Violations (Whistleblowing) adopted by Agile Lab. This Guideline provides for the establishment of a Whistleblowing Committee – an interfunctional committee with an external President – which is responsible for receiving and managing reports transmitted via the aforementioned dedicated channels.

In the event of reports regarding alleged violations of this Model 231 and/or the Code of Ethics, the Whistleblowing Committee promptly informs the Supervisory Body, so that the latter can proceed with the evaluation of the facts and arrange for the investigations deemed necessary, also availing itself of the support of the corporate control functions. The Supervisory Body communicates the decisions taken to the Whistleblowing Committee.

The OdV also receives a periodic flow of information from the Whistleblowing Committee on the overall reports managed, with evidence of the decisions taken.



## **5 Sanctioning system**

### **5.1 Premise**

The definition of a sanctioning system, applicable in the event of violation of the provisions of this Model, constitutes a necessary condition to guarantee the effective implementation of the Model itself, as well as an essential prerequisite to allow the Company to benefit from the exemption from administrative liability (pursuant to art. 6, paragraph 2, letter e) of Decree 231).

The application of disciplinary sanctions is independent of the initiation and outcome of any criminal proceedings initiated in cases where the violation constitutes a relevant crime pursuant to Decree 231.

The sanctions that can be imposed are diversified based on the nature of the relationship between the perpetrator of the violation and the Company, as well as the importance and seriousness of the violation committed and the role and responsibility of the perpetrator. More specifically, the sanctions that can be imposed are diversified taking into account the degree of imprudence, incompetence, negligence, fault or intentionality of the behavior relating to the action/omission, also taking into account any recidivism, as well as the work activity carried out by the interested party and the related functional position, together with all other particular circumstances that may have characterized the fact.

In general, violations can be traced back to the following behaviors:

- a) behaviors that constitute a culpable failure to implement the provisions of the Model and/or the Code of Ethics of the Poste Italiane Group, including company directives, procedures or instructions;
- b) behaviors that constitute a wilful transgression of the provisions of the Model and/or the Code of Ethics of the Poste Italiane Group, such as to compromise the relationship of trust between the perpetrator and the Company as it is unequivocally intended to commit a crime;

as well as classified as follows:

- the violation, even through omissions and possibly in conjunction with others, of the provisions of the Model or of the procedures established for its implementation and of the Code of Ethics;
- the drafting, possibly in conjunction with others, of altered or untrue documentation;
- facilitating, through omission, violations of the Model and the Code of Ethics and the drafting by others of altered or untruthful documentation;
- failure to draft the documentation required by the Model or by the procedures established for its implementation.

The sanctioning procedure is in any case managed by the competent corporate function and/or bodies which report on the matter to the Supervisory Body.

Below are the sanctions divided by type of relationship between the subject and the Company.

### **5.2 Penalties for employees**

In relation to its employees, the Company complies with the provisions of art. 7 of Law no. 300/1970 (Workers' Statute) and the provisions contained in the applicable National Collective Labor Agreement, both with regard to the sanctions that may be imposed and



the methods of exercising disciplinary power.

Failure by employees to comply with the provisions of the Model and/or the Code of Ethics, as well as all documentation that forms part thereof, constitutes a breach of the obligations arising from the employment relationship pursuant to art. 2104 of the Civil Code and a disciplinary offence.

More specifically, the adoption, by an employee of the Company, of a behavior that can be classified - on the basis of what is indicated in the previous paragraph - as a disciplinary offense, also constitutes a violation of the worker's obligation to perform the tasks entrusted to him with the utmost diligence, adhering to the Company's directives, as provided for by the applicable current CCNL.

Upon notification of a violation of the Model, disciplinary action will be initiated to ascertain the violation itself. In particular, during the investigation phase, the employee will be previously notified of the charge and will also be guaranteed an appropriate time to respond. Once the violation has been ascertained, a disciplinary sanction proportionate to the seriousness of the violation committed will be imposed on the perpetrator.

The sanctions provided for by the applicable CCNL may be imposed on the employees, which are reported below by way of example:

- verbal reprimand;
- written warning;
- fine not exceeding four hours' pay;
- suspension from work and pay for up to ten days;
- dismissal with notice;
- dismissal without notice.

In order to highlight the correlation criteria between violations and disciplinary measures, it is specified that:

- the employee incurs conservative disciplinary measures if:
  - violates the provisions contained in the Model and in all the documentation that forms part of it, or adopts, in carrying out risky activities, a behavior that does not comply with the provisions contained in the Model itself, such behavior being deemed a failure to execute the orders given by the Company;
- However, the employee will incur disciplinary measures if:
  - adopts, in carrying out risky activities, a behavior that does not comply with the provisions contained in the Model, and in the documentation that forms part of it, such behavior being deemed to be a lack of discipline and diligence in fulfilling one's contractual obligations so serious as to undermine the Company's trust in the employee himself;
  - adopts, in carrying out risky activities, a behavior that is clearly in conflict with the provisions contained in the Model and in the documentation that forms part of it, such as to determine the concrete application of the measures provided for by Decree 231 against the Company, such behavior constituting an act that causes serious moral and material harm to the Company which does not allow the continuation of the relationship, not even temporarily.

The Company may not take any disciplinary action against the employee without complying with the procedures set out in the applicable CCNL for the individual cases.

The principles of correlation and proportionality between the violation committed and the sanction imposed are guaranteed by compliance with the following criteria:

- seriousness of the violation committed;
- employee's job description, role, responsibility and autonomy;
- predictability of the event;
- intentionality of the behavior or degree of negligence, recklessness or incompetence;
- overall conduct of the perpetrator of the violation, with regard to the existence or otherwise of previous disciplinary proceedings within the terms set out in the applicable CCNL;
- participation, in the violation committed, of several workers in agreement with each other;
- other particular circumstances characterising the violation.

It is understood that all provisions and guarantees provided by the CCNL regarding disciplinary proceedings will be followed; in particular, the following will be respected:

- the obligation to first notify the employee of the charge, indicating the facts constituting the infringement and the deadline from receipt of the notification within which the employee may present his/her justifications and the hearing of the latter with regard to his/her defence;
- the obligation not to adopt the disciplinary measure, if more serious than the verbal reprimand, before the minimum period provided for by art. 7 of the Workers' Statute has elapsed from the written notification of the charge, during which the worker can present his/her justifications;
- the worker can also present his justifications verbally, with the possible assistance of a representative of the trade union to which he belongs or grants a mandate, or a member of the RSU;
- the obligation to communicate the adoption of the disciplinary measure in writing within and no later than the maximum terms established by the respective CCNL from the expiry of the term assigned to the employee for the presentation of his justifications. Otherwise, the disciplinary procedure is defined with the archiving.

The existence of a sanctioning system connected to failure to comply with the provisions contained in the Model and in the documentation that forms part of it, must necessarily be brought to the attention of the dependent personnel through the means deemed most suitable by the Company.

### **5.3 Sanctions against managers**

In the event of violation by managers of the internal procedures provided for in this Model or adoption, in the performance of risky activities, of behavior that does not comply with the provisions of the Model itself, appropriate measures will be applied to those responsible in accordance with the provisions of the National Collective Labor Agreement for managers of companies producing goods and services. Where the violation is such as to undermine the relationship of trust, the sanction is identified in dismissal for just cause.

### **5.4 Measures against Administrators and Mayors**

The Supervisory Body informs the Chairman of the Board of Directors and/or the Chairman

of the Board of Auditors of reports concerning violations of the Model or the Code of Ethics by Directors and Auditors, or by the entire administrative or control body, which have not been deemed manifestly unfounded, so that they may bring the matter to the attention of the bodies they preside over and take appropriate measures. Articles 2392 and 2407 of the Civil Code also apply.

### **5.5 Measures against members of the Supervisory Body**

In the event of violations of this Model or the Code of Ethics by one or more members of the Supervisory Body, the other members of the Supervisory Body or any of the auditors or directors shall immediately inform the Board of Auditors and the Board of Directors of the Company. These bodies, after having contested the violation and taken note of any defensive arguments put forward, shall take appropriate measures including, for example, revocation of the assignment.

### **5.6 Measures against Suppliers, Collaborators, Partners and Consultants**

Violation by Collaborators external to the Company, by Partners in Companies and entities in which the Company has a stake, by Suppliers of goods and services and Partners, of the rules set out in the Decree and/or specific clauses on the rules of conduct of the company - defined in line with the Code of Ethics and contained in each contract to which the Company is a party - may be cause for termination of the contract; the violation must therefore be reported, without delay and by the person who detects it, in accordance with internal provisions, in order to allow the competent company subjects to make appropriate assessments. Termination of the contract involves the assessment of any damages that the Company may have suffered and the consequent action for compensation. In cases where the Company decides not to proceed with termination of the contract because it believes that termination would cause serious damage to the Company, the Chief Executive Officer shall notify the Supervisory Body.

### **5.7 Whistleblowing measures**

The violation of the provisions of Legislative Decree no. 24/2023 regarding reporting of illicit conduct constitutes grounds for applying the sanctioning system governed by this document. In particular, this concerns the following cases:

- the commission of any retaliation - to be understood as a behavior, act or omission, even if only attempted or threatened, carried out as a result of the report (of the complaint to the judicial or accounting authority or of the public disclosure) - which causes or may cause, directly or indirectly, unjust damage to the reporting person (or to the person who filed the complaint or who made a public disclosure) and/or to the other subjects specifically identified by the law;
- failure to carry out verification and analysis activities regarding the reports received;
- the implementation of actions or behaviors with which the reporting was hindered or an attempt was made to hinder it;
- breach of the obligation of confidentiality;
- cases in which the criminal liability of the whistleblower for the crimes of defamation or slander (or in any case for the same crimes committed in connection with a complaint) or his civil liability in cases of fraud or gross negligence is ascertained, even by a first-instance judgment.

Disciplinary measures are identified by the Company on the basis of the principles of proportionality and adequacy and in accordance with the provisions of the relevant CCNL, in relation to their

suitability to perform a deterrent and, subsequently, sanctioning function.

## 6 Selection and training of personnel and dissemination of the Model

The Company, in accordance with the provisions of the Parent Company Poste Italiane, establishes a specific system for evaluating personnel during the selection phase, inspired by criteria of impartiality, merit and professionalism, which also takes into account company needs in relation to the application of Decree 231.

Staff training aimed at implementing the Model and its dissemination in the corporate context is managed by the Human Resources Function to monitor issues relating to human resources and workplace safety, with the possible support of Poste Italiane, and is structured and differentiated, taking into account the various risk activities and the staff who work there, according to the segmentation indicated below:

- *corporate management*: awareness-raising and updating conferences are organised with respect to all the topics connected with the provisions of Decree 231. In particular, these conferences are periodically held to share the evolutions of the Model and the variations in responsibilities connected to the individual procedures that have been identified in accordance with the aforementioned Decree;
- *all employees*: are recipients of training, also provided online, which includes, among other things, an in-depth study of the sensitive areas outlined in the Model.

Attendance at training sessions is mandatory.

The Human Resources Department, with the possible support of Poste Italiane, monitors the training provided, also in online mode, in order to ensure the participation of all Recipients and constantly evaluates any training needs that arise from updating needs in relation to changes in the Model and/or any other relevant aspect connected to the legislative discipline on the topic in question.

With regard to the methods of providing information on issues relating to the Model, the following is envisaged:

- *newly hired resources*: delivery, at the same time as hiring, of the Poste Italiane Group Code of Ethics and the Group Integrated Policy, as well as any additional information, including specific information on the adoption of an Organizational Model by the Company, also through the hiring letter;
- *all the staff*: specific information on the provisions of Decree 231.

A cascade communication process is also foreseen, from the function managers, towards all their collaborators involved in the management/execution of the regulatory instruments.

Furthermore, external parties who have contractual relationships of any nature with the Company are informed, including through specific contractual clauses, that Agile Lab has equipped itself with an Organizational Model and specific procedures in relation to Decree 231, as well as a Code of Ethics, the Integrated Policy and the Policy on the Protection of Human Rights of the Poste Italiane Group and undertake to respect them.

## **7 Adoption of Organizational Models within the Companies belonging to the Poste Italiane Group and coordination between the Group's Supervisory Bodies**

Without prejudice to the Company's responsibility in adopting and implementing its own Organization, Management and Control Model, Agile Lab has adopted the Group Guideline on the application of Decree 231, aimed at raising awareness of the importance of having an updated internal control system suitable for preventing the commission of illicit behavior by its representatives, employees or top management, partners and suppliers and all those who operate in its interest. This Guideline:

- identifies the general reference requirements that the Company is inspired by in adopting and updating its Model 231, with the aim of preventing the commission of any illicit acts relevant from a 231 perspective and, more generally, the implementation of behaviors that are not consistent with the values of the Poste Group;
- defines the information flows and coordination methods between the Supervisory Bodies of the Poste Italiane Group Companies, in line with the management and coordination activity implemented by the Parent Company within the overall Governance 231, carried out with the support of the Group Risk and Compliance function/Presidio 231, in order to promote the homogeneous implementation of the internal control system in the Group, without prejudice to the separation of the areas of responsibility between the Supervisory Bodies regarding the tasks of controlling the functioning and compliance with the respective Organizational Models and in compliance with the autonomy and confidentiality of the information relating to the various Group Companies.

Furthermore, in preparing its own Model, Agile Lab has taken as a reference the Model of the Parent Company Poste Italiane and the further guidelines provided by the latter, adapting it appropriately in order to take into account the operational and organizational specificities necessary to guarantee adequate supervision for the correct performance of the activities of competence.

## **8 Model Update**

The Board of Directors is responsible for verifying the updating and effective implementation of the Model, and has the power to make changes to the Model, which it exercises by means of a resolution in the manner provided for its adoption.

The updating activity, intended both as integration and as modification, is aimed at guaranteeing the adequacy and suitability of the Model, assessed with respect to the preventive function of commission of the crimes provided for by Decree 231.

Instead, the OdV is responsible for the concrete verification of the need or opportunity to proceed with the updating of the Model, promoting this need to the Board of Directors. The OdV, within the scope of the powers conferred to it in accordance with art. 6, paragraph 1, letter b) and art. 7, paragraph 4, letter a) of the Decree, is responsible for formulating motivated proposals regarding the updating and adaptation of this Model to the Chief Executive Officer who shall submit them for approval by the Board of Directors.

In any case, the Model must be promptly modified and integrated by the Board of Directors, also upon proposal and after consultation with the Supervisory Body, when the following have occurred:

- violations and evasions of the provisions contained therein which have highlighted its ineffectiveness or inconsistency for the purposes of preventing crimes;
- significant changes to the internal structure of the Company and/or the ways in which business activities are carried out;
- regulatory changes and jurisprudential developments.

Changes, updates and additions to the Model must always be communicated to the Supervisory Body.

## ATTACHMENT 1



**1. Undue receipt of grants, fraud against the State, a public body or the European Union or for the purpose of obtaining public grants, computer fraud against the State or a public body and fraud in public supplies (Art. 24, Decree 231)**[article amended by L. 161/2017 and by Legislative Decree no. 75/2020 and by L. n. 137/2023]

- Embezzlement of public funds (art. 316-bis cp) [amended by Legislative Decree no. 13/2022]
- Undue receipt of public funds (art.316-ter cp) [amended by L. n. 3/2019 and by Legislative Decree n. 13/2022]
- Fraud against the State or another public body or the European Union (art.640, paragraph 2, no.1, cp) [article amended by Legislative Decree no. 75/2022 and Law no. 90/2024]
- Aggravated fraud for obtaining public funds (art. 640-bis cp) [article modified by Legislative Decree no. 13/2022]
- Computer fraud against the State or another public body (art. 640-ter cp)
- Fraud in public supplies (art. 356 cp) [introduced by Legislative Decree no. 75/2020]
- Fraud against the European Agricultural Fund (art. 2, L. 23/12/1986, n. 898) [introduced by Legislative Decree n. 75/2020]
- Disturbed freedom of auctions (art. 353 cp) [article introduced by L. n. 137/2023]
- Disturbed freedom of the contractor selection procedure (art. 353-bis) [article introduced by Law no. 137/2023]

**2. Computer crimes and illicit data processing (Art. 24-bis, Decree 231)**[article added by Law no. 48/2008; amended by Legislative Decrees no. 7 and 8/2016 and by Law no. 133/2019 and by Law no. 90/2024]<sup>52</sup>

- Computer documents (art. 491-bis cp)
- Unauthorized access to a computer or telematic system (art. 615-ter cp) [article amended by Law no. 90/2024]
- Illegal possession, dissemination and installation of equipment, codes and other means for accessing computer or telematic systems (art. 615-quater cp) [article amended by Law no. 238/2021 [article amended by Law no. 90/2024]]
- Interception, impediment or unlawful interruption of computer or telematic communications (art. 617-quater cp) [article amended by Law no. 238/2021 and amended by Law no. 90/2024]
- Possession, dissemination and unauthorized installation of equipment and other

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<sup>52</sup> Law no. 7 of 15 January 2016 introduced certain amendments to the following articles of the Criminal Code: 491 bis, 635 bis, 635 ter, 635 quater, 635 quinquies.

means capable of intercepting, preventing or interrupting computer or telematic communications (art. 617-quinquies cp) [article amended by Law no. 238/2021 and amended by Law no. 90/2024]

- Extortion (art. 629, paragraph 3, cp) [article added by Law no. 90/2024]
- Damage to information, data and computer programs (art. 635-bis cp) [article modified by Law no. 90/2024]
- Damage to public or public interest information, data and programs used by the State or by another public body or in any case of public utility (art. 635-ter cp) [article amended by Law no. 90/2024]
- Damage to computer or telematic systems (art. 635-quater cp) [article amended by Law no. 90/2024]
- Possession, dissemination and unauthorized installation of computer equipment, devices or programs aimed at damaging or interrupting a computer or telematic system (art. 635-quater.1 cp) [article introduced by Law no. 90/2024]
- Damage to computer or telematic systems of public interest (art. 635-quinquies cp) [article introduced by Law no. 90/2024]
- Computer fraud by the person providing electronic signature certification services (art. 640-quinquies cp)
- Violation of the provisions regarding the National Cyber Security Perimeter (art. 1, paragraph 11, Legislative Decree 21 September 2019, no. 105, converted with amendments by L. November 18, 2019, No. 133)

**3. Organized crime offences (Art. 24-ter, Decree 231)**[article added by L. n. 94/2009 and amended by L. 69/2015]

- Criminal association (art. 416 cp)<sup>53</sup>
- Mafia-type associations, including foreign ones (art. 416-bis cp) [amended by L. n. 69/2015]
- Political-mafia electoral exchange (art. 416-ter cp) [thus replaced by art. 1, paragraph 1, L. 17 April 2014, n. 62, starting from 18 April 2014, pursuant to the provisions of art. 2, paragraph 1 of the same L. 62/2014]
- Kidnapping for the purpose of extortion (art. 630 cp)
- Association for the purpose of illicit trafficking of narcotic or psychotropic substances (art. 74, Presidential Decree 9 October 1990, n. 309) [paragraph 7-bis added by Legislative Decree n. 202/2016]
- All crimes if committed by taking advantage of the conditions provided for by art. 416-

<sup>53</sup> Law 11 December 2016, n. 236 amended art. 416 of the Criminal Code, paragraph 6 ("Criminal Association"), in order to incorporate the new crime of "trafficking in organs removed from a living person" (art. 601 bis of the Criminal Code).

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bis cp to facilitate the activity of the associations provided for by the same article (L. 203/1991)

- Illegal manufacture, introduction into the State, offering for sale, transfer, possession and carrying in a public place or open to the public of war or war-type weapons or parts thereof, explosives, clandestine weapons as well as more common firearms excluding those provided for by article 2, third paragraph, of the law of 18 April 1975, n. 110 (art. 407, paragraph 2, letter a), number 5), cpp)

**4. Embezzlement,improper allocation of money or movable property,extortion, undue inducement to give or promise benefits and corruption (Art. 25, Decree 231)[article amended by Law no. 190/2012, Law 3/2019 and Legislative Decree no. 75/2020,from L. 112/2024 and from L. n. 114/2024]**

- Extortion (art. 317 cp) [amended by L. n. 69/2015]
- Corruption for the exercise of function (art. 318 cp) [amended by L. n. 190/2012, L. n. 69/2015 and L. n. 3/2019]
- Corruption for an act contrary to official duties (art. 319 cp) [amended by L. [n. 69/2015]
- Aggravating circumstances (art. 319-bis cp)
- Corruption in judicial acts (art. 319-ter cp) [amended by L. n. 69/2015]
- Undue inducement to give or promise benefits (art. 319-quater) [article added by L. n. 190/2012 and amended by L. n. 69/2015]
- Corruption of a person in charge of a public service (art. 320 cp)
- Penalties for the corrupter (art. 321 cp)
- Incitement to corruption (art. 322 cp)
- Embezzlement,improper allocation of money or movable property,extortion, undue inducement to give or promise benefits, corruption and incitement to corruption of members of international courts or of bodies of the European Communities or of international parliamentary assemblies or of international organisations and of officials of the European Communities and of foreign states (art. 322 bis of the criminal code) [article amended by Law no. 190/2012 and by Law no. 3/2019 andfrom L. n. 112/2024 and from L. n. 114/2024]
- Illicit influence peddling (art. 346 bis cp) [amended by L. 3/2019and by L. n. 114/2024]
- Embezzlement (limited to the first paragraph) (art. 314 cp) [introduced by Legislative Decree no. 75/2020]<sup>54</sup>
- Embezzlement by profiting from the error of others (art. 316 cp) [introduced by Legislative Decree no. 75/2020]<sup>55</sup>

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<sup>54</sup> Crime introduced in art. 25 of Decree 231 by Legislative Decree 14 July 2020, n. 75. In particular, it should be noted that, with reference to this crime, the administrative liability of entities is limited to criminal conduct resulting in damage to the financial interests of the European Union.

<sup>55</sup> See previous note.

- Improper allocation of money or movable property (art. 314-bis cp) [introduced by L. n. 112/2024]

**5. Counterfeiting of coins, public credit cards, stamps and instruments or signs of recognition (Art. 25-bis, Decree 231)**[article added by Legislative Decree no. 350/2001, converted with amendments by Law no. 409/2001; amended by Law no. 99/2009; amended by Legislative Decree 125/2016]<sup>56</sup>

- Counterfeiting of coins, spending and introduction into the State, by prior agreement, of counterfeit coins (art. 453 cp)
- Altering of coins (art. 454 cp)
- Spending and introducing into the State, without agreement, counterfeit money (art. 455 cp)
- Spending of counterfeit coins received in good faith (art. 457 cp)
- Counterfeiting of revenue stamps, introduction into the State, purchase, possession or circulation of counterfeit revenue stamps (art. 459 cp)
- Counterfeiting of watermarked paper used for the production of public credit cards or revenue stamps (art. 460 cp)
- Manufacture or possession of watermarks or instruments intended for the counterfeiting of coins, revenue stamps or watermarked paper (art. 461 criminal code)
- Use of counterfeit or altered revenue stamps (art. 464 cp)
- Counterfeiting, alteration or use of trademarks or distinctive signs or patents, models and designs (art. 473 cp)
- Introduction into the State and trade of products with false markings (art. 474 cp)

**6. Crimes against industry and commerce (Art. 25-bis.1, Decree 231)**[article added by L. n. 99/2009]

- Disturbance of freedom of industry or commerce (art. 513 cp)
- Illicit competition with threat or violence (art. 513-bis cp)
- Fraud against national industries (art. 514 cp)
- Fraud in the exercise of trade (art. 515 cp)
- Sale of non-genuine food substances as genuine (art. 516 cp)
- Sale of industrial products with false markings (art. 517 cp)
- Manufacturing and trade of goods made by usurping industrial property titles (art. 517-ter cp)
- Counterfeiting of geographical indications or designations of origin of agri-food

<sup>56</sup> Legislative Decree no. 125 of 21 June 2016 introduced certain amendments to the following articles of the Criminal Code: 453, 461.

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products (art. 517-quater cp)

**7. Corporate crimes (Art. 25-ter, Decree 231)**[article added by Legislative Decree no. 61/2002, amended by Law no. 190/2012, Law no. 69/2015 and Legislative Decree 38/2017 and by Legislative Decree no. 19/2023]

- False corporate communications (art. 2621 cc) [amended by L. n. 69/2015]
- Minor facts (art. 2621-bis cc) [added by L. n. 69/2015]
- False corporate communications by listed companies (art. 2622 of the Civil Code) [amended by L. n. 69/2015]
- Falsehood in reports or communications of the Auditing Company (art. 2624, paragraphs 1 and 2, cc)<sup>57</sup>
- Control prevented (art. 2625, paragraph 2, cc)
- Undue return of contributions (art. 2626 cc)
- Illegal distribution of profits and reserves (art. 2627 cc)
- Illicit operations on shares or quotas of the company or of the controlling company (art. 2628 of the Civil Code)
- Transactions to the detriment of creditors (art. 2629 cc)
- Failure to communicate a conflict of interest (art. 2629-bis cc) [added by L. n. 262/2005]
- Fictitious formation of capital (art. 2632 cc)
- Improper distribution of company assets by liquidators (art. 2633 cc)
- Corruption between private individuals (art. 2635 cc) [added by Law no. 190/2012; amended by Legislative Decree no. 38/2017 and Law no. 3/2019]
- Incitement to corruption between private individuals (art. 2635 bis, paragraph 1 of the Civil Code) [added by Legislative Decree n. 38/2017 and amended by L. n. 3/2019]
- Unlawful influence on the assembly (art. 2636 cc)
- Stock manipulation (art. 2637 cc)
- Obstruction to the exercise of the functions of public supervisory authorities (art. 2638, paragraphs 1 and 2, cc)
- False or omitted declarations for the issuing of the preliminary certificate (art. 54 Legislative Decree 19/2023) [added by Legislative Decree no. 19/2023]

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<sup>57</sup> Legislative Decree no. 39/2010 on the statutory audit of accounts repealed art. 2624 of the Civil Code, but at the same time introduced, in art. 27, the crime of "Falsehood in the reports or communications of those responsible for the statutory audit of accounts" for which, at present, in the uncertainty of the reference regulatory framework, the crime in question is prudentially indicated as a prerequisite for the administrative liability of entities.

**8. Crimes with the aim of terrorism or subversion of the democratic order provided for by the penal code and special laws (Art. 25-quater, Decree 231) [article added by L. n. 7/2003]**

- Subversive associations (art. 270 cp)
- Associations for the purpose of terrorism, including international terrorism, or subversion of the democratic order (art. 270-bis cp)
- Aggravating and mitigating circumstances (art. 270-bis.1 cp) [introduced by Legislative Decree no. 21/2018]
- Assistance to members (art. 270-ter cp)
- Recruitment for the purpose of terrorism, including international terrorism (art. 270-quater cp)
- Organization of transfer for terrorist purposes (art. 270-quater.1) [introduced by Legislative Decree no. 7/2015, converted, with amendments, by Law no. 43/2015]
- Training for activities aimed at terrorism, including international terrorism (art. 270-fifth cp)
- Conduct for the purpose of terrorism (art. 270-sexies cp)
- Attack for terrorist or subversive purposes (art. 280 cp)
- Act of terrorism with deadly or explosive devices (art. 280-bis cp)
- Kidnapping for the purpose of terrorism or subversion (art. 289-bis cp)
- Seizure for the purpose of coercion (art. 289-ter cp) [introduced by Legislative Decree 21/2018]
- Incitement to commit any of the crimes provided for in the first and second chapters (art. 302 of the Criminal Code)
- Political conspiracy by agreement (art. 304 cp)
- Political conspiracy through association (art. 305 cp)
- Armed gang: formation and participation (art. 306 cp)
- Assistance to participants in a conspiracy or armed gang (art. 307 cp)
- Seizure, hijacking and destruction of an aircraft (art. 1, L. n. 342/1976)
- Damage to ground installations (art. 2, L. n. 342/1976)
- Sanctions (art. 3, Law no. 422/1989)
- New York Convention of 9 December 1999 (art. 2)

Law 153/2016 has inserted the following additional crimes into the Penal Code:

- Financing of conduct for the purpose of terrorism (art. 270-quinquies.1 cp)
- Subtraction of goods or money subject to seizure (art. 270-quinquies.2 cp)
- Acts of nuclear terrorism (art. 280-ter cp)

For prudential purposes, these crimes are considered as potentially relevant offences -



taking into account that Article 25-quater of Decree 231 makes an "open" reference to the hypotheses of terrorist and subversive crimes - even though the aforementioned Law has not expressly made changes to Decree 231.

#### **9. Practices of female genital mutilation (Art. 25-quater.1, Decree 231)**

[article added by L. n. 7/2006]

- Practices of female genital mutilation (art. 583-bis cp)

#### **10. Crimes against the individual personality (Art. 25-quinquies, Decree 231)**[article added by L. n. 228/2003; modified by L. n. 199/2016]

- Reduction or maintenance in slavery or servitude (art. 600 penal code)
- Child prostitution (art. 600-bis cp)
- Child pornography (art. 600-ter cp)
- Possession or access to pornographic material (art. 600-quater cp)[amended by Law No. 238/2021]
- Virtual pornography (art. 600-quater.1 cp) [added by art. 10, L. 38/2006]
- Tourism initiatives aimed at exploiting child prostitution (art. 600-quinquies cp)
- Human trafficking (art. 601 cp) [amended by Legislative Decree 21/2018]
- Purchase and sale of slaves (art. 602 cp)
- Luring minors (art. 609-undecies cp)[amended by Law No. 238/2021]
- Illicit intermediation and exploitation of labor (art. 603 bis cp)

#### **11. Market abuse (Art. 25-sexies, Decree 231)**[article added by L. n. 62/2005]

- Abuse or unlawful communication of privileged information. Recommendation or inducement of others to commit abuse of privileged information (art. 184, Legislative Decree no. 58/1998) [amended by Law no. 238/2021]
- Market manipulation (art. 185, Legislative Decree no. 58/1998) [amended by Legislative Decree 107/2018 and Law no. 238/2021]

#### **12. Culpable homicide and serious or very serious negligent injury, committed in violation of the regulations on health and safety at work (Art. 25-septies, Decree 231)**[article added by L. n. 123/2007; modified by L. n. 3/2018]

- Manslaughter (art. 589 cp)
- Personal injury through negligence (art. 590 cp)

#### **13. Receiving, laundering and use of money, goods or utilities of illicit origin, as well as self-laundering (Art. 25-octies, Decree 231)**[article added by Legislative Decree no. 231/2007; amended by Law no. 186/2014 and Legislative Decree no. 195/2021]

- Receiving stolen goods (art. 648 cp) [amended by Legislative Decree no. 195/2021]
- Recycling (art. 648-bis cp) [amended by Legislative Decree no. 195/2021]
- Use of money, goods or utilities of illicit origin (art. 648-ter cp) [amended by Legislative Decree no. 195/2021]
- Self-laundering (art. 648-ter.1 cp) [amended by Legislative Decree no. 195/2021]

**14. Offences relating to non-cash payment instruments and fraudulent transfer of assets (Art. 25-octies.1, Decree 231)**[article added by Legislative Decree no. 184/2021 and amended by Law no. 137/2023 and amended by Legislative Decree 19/2024]

- Improper use and counterfeiting of payment instruments other than cash (art. 493-ter cp)
- Possession and distribution of equipment, devices or computer programs aimed at committing crimes involving payment instruments other than cash (art. 493-quater cp)
- Hypothesis of aggravating conditions provided by art. 640-ter cp
- Fraudulent transfer of assets (art. 512-bis) [article introduced by Law no. 137/2023 and amended by Legislative Decree 19/2024]

**15. Crimes relating to infringement of copyright (Art. 25-novies, Decree 231)**

[article added by L. n. 99/2009; amended by L. n. 93/2023, amended by L. n. 143/2024]

- Making available to the public, in a telematic network system, through connections of any kind, a protected intellectual work, or part of it (art. 171, paragraph 1, letter a-bis), Law no. 633/1941)
- Offences referred to in the previous point committed on other people's works not intended for publication if the honour or reputation is offended (art. 171, paragraph 3, L. n. 633/1941)
- Illegal duplication, for profit, of computer programs; import, distribution, sale or possession for commercial or entrepreneurial purposes or rental of programs contained in media not marked by SIAE; provision of means to remove or circumvent the protection devices of computer programs (art. 171-bis, paragraph 1, L. n. 633/1941)
- Reproduction, transfer to another medium, distribution, communication, presentation or demonstration in public, of the contents of a database; extraction or reuse of the database; distribution, sale or rental of databases (art. 171-bis, paragraph 2, L. n. 633/1941)
- Illegal duplication, reproduction, transmission or diffusion in public by any means, in whole or in part, of intellectual works intended for the television, cinematographic circuit, the sale or rental of discs, tapes or similar media or any other media containing phonograms or videograms of musical, cinematographic or similar audiovisual works or sequences of moving images; literary, dramatic, scientific or didactic, musical or dramatic-musical, multimedia works, even if included in collective or composite works or databases; illegal reproduction, duplication, transmission or diffusion, sale

or trade, transfer of any kind or illegal importation of more than fifty copies or specimens of works protected by copyright and related rights; introduction into a telematic network system, through connections of any kind, of an intellectual work protected by copyright, or part of it (art. 171-ter, L. n. 633/1941)[amended by L. n. 93/2023]

- Failure to communicate to SIAE the identification data of media not subject to the mark or false declaration (art. 171-septies, L. n. 633/1941)
- Fraudulent production, sale, importation, promotion, installation, modification, use for public and private purposes of equipment or parts of equipment suitable for decoding audiovisual broadcasts with conditional access carried out via the airwaves, via satellite, via cable, in both analogue and digital form (art. 171-octies, L. n. 633/1941).

**16. Inducement not to make statements or to make false statements to the judicial authority (Art. 25-decies, Decree 231)[article added by L. n. 116/2009]**

- Inducement not to make statements or to make false statements to the judicial authority (art. 377-bis cp)

**17. Environmental crimes (Art. 25-undecies, Decree 231)[article added by Legislative Decree no. 121/2011; amended by Law no. 68/2015; amended by Legislative Decree 21/2018]**

- Environmental pollution (art. 452-bis cp)[article modified by L. n. 137/2023]
- Environmental disaster (art. 452-quater cp)[article modified by L. n. 137/2023]
- Negligent crimes against the environment (art. 452-quinquies cp)
- Trafficking and abandonment of highly radioactive material (art. 452-sexies cp)
- Aggravating circumstances (art. 452-octies cp)
- Killing, destruction, capture, removal, detention of specimens of protected wild animal or plant species (art. 727-bis cp)
- Destruction or deterioration of habitats within a protected site (art. 733-bis cp)
- Import, export, possession, use for profit, purchase, sale, exhibition or possession for sale or for commercial purposes of protected species (articles 1, 2, 3-bis and 6, Law no. 150/1992)
- Discharges of industrial waste water containing hazardous substances; discharges onto the soil, subsoil and groundwater; discharges into the sea by ships or aircraft (art. 137, Legislative Decree no. 152/2006)
- Unauthorized waste management activity (art. 256, Legislative Decree no. 152/2006)
- Illicit waste trafficking (art. 259, Legislative Decree no. 152/2006)
- Activities organised for the illicit trafficking of waste (art. 452-quaterdecies cp) [introduced by Legislative Decree 21/2018]
- Pollution of soil, subsoil, surface water or underground water (art. 257, Legislative Decree no. 152/2006)

- Violation of the obligations of communication, maintenance of mandatory registers and forms (art. 258, Legislative Decree no. 152/2006)
- Legal provisions on waste management and traceability (Legislative Decree n.152/2006)
- Intentional pollution caused by ships (art. 8, Legislative Decree no. 202/2007)
- Negligent pollution caused by ships (art. 9, Legislative Decree no. 202/2007)
- Cessation and reduction of the use of harmful substances (art. 3, L. 549/1993)

**18. Employment of third-country nationals whose stay is irregular (Art. 25-duodecies, Decree 231)**[article added by Legislative Decree no. 109/2012, amended by Law no. 161/2017 from Legislative Decree no. 20/2023 and lastly amended by Legislative Decree 145/2024]

- Employment of third-country nationals whose stay is irregular (art. 22, paragraph 12-bis, Legislative Decree no. 286/1998)[article modified by DL 145/2024]
- Provisions against illegal immigration (art. 12, paragraph 3, 3-bis, 3-ter and paragraph 5, Legislative Decree no. 286/1998)[article modified by Legislative Decree no. 20/2023]

**19. Racism and xenophobia (Art. 25-terdecies, Decree 231)**[article added by Law n. 167/2017, amended by Legislative Decree no. 21/2018]

- Propaganda and incitement to crime for reasons of racial, ethnic and religious discrimination (art. 604 bis cp) [added by Legislative Decree 21/2018]

**20. Fraud in sports competitions, illegal gambling or betting and gambling carried out by means of prohibited devices (Art. 25-quaterdecies, Decree 231)** [article added by Law no. 39/2019]

- Fraud in sports competitions (art. 1, L. 401/1989)
- Illegal exercise of gambling or betting activities (art. 4, L. 401/1989)

**21. Tax crimes (Art. 25-quinquesdecies, Decree 231)**[article added by Law no. 157/2019 and Legislative Decree no. 75/2020 amended by Legislative Decree no. 87/2024]

- Fraudulent declaration through the use of invoices or other documents for non-existent transactions (art. 2, Legislative Decree 74/2000)<sup>58</sup>
- Fraudulent declaration by other means (art. 3, Legislative Decree 74/2000)<sup>59</sup>
- Issuing invoices or other documents for non-existent transactions (art. 8, Legislative

<sup>58</sup> On the subject of the punishability of attempted crimes, art. 6, paragraph 1-bis, of Legislative Decree 74/2000, introduced by art. 2 of Legislative Decree 75/2020, provides that “Unless the act constitutes the crime provided for in Article 8, the provision set forth in paragraph 1 does not apply when the acts aimed at committing the crimes referred to in Articles 2, 3 and 4 are also carried out in the territory of another Member State of the European Union, in order to evade value added tax for a total value of no less than ten million euros”.

<sup>59</sup> See previous note.

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Decree 74/2000)

- Concealment or destruction of accounting documents (art. 10, Legislative Decree 74/2000)
- Fraudulent evasion of tax payment (art. 11, Legislative Decree 74/2000)
- False declaration (art. 4, Legislative Decree 74/2000) [introduced by Legislative Decree no. 75/2020]<sup>60</sup><sup>61</sup>
- Failure to declare (art. 5, Legislative Decree 74/2000) [introduced by Legislative Decree no. 75/2020]<sup>62</sup>
- Undue compensation (art. 10-quater, Legislative Decree 74/2000) [introduced by Legislative Decree no. 75/2020]<sup>63</sup>

**22. Smuggling (Art. 25-sexiesdecies, Decree 231)**[article added by Legislative Decree no. 75/2020<sup>64</sup> and amended by Legislative Decree no. 141/2024]

- Smuggling in the movement of goods across land borders and customs areas (art. 282 DPR n. 73/1943)
- Smuggling in the movement of goods in border lakes (art. 283 DPR n. 73/1943)
- Smuggling in the maritime movement of goods (art. 284 DPR n. 73/1943)
- Smuggling in the movement of goods by air (art. 285 DPR n. 73/1943)
- Smuggling in extra-customs areas (art. 286 DPR n. 73/1943)
- Smuggling through improper use of goods imported with customs concessions (art. 287 DPR n. 73/1943)
- Smuggling in customs warehouses (art. 288 DPR n. 73/1943)
- Smuggling in cabotage and circulation (art. 289 DPR n. 73/1943)
- Smuggling in the export of goods eligible for refund of duties (art. 290 DPR n. 73/1943)
- Smuggling in temporary import or export (art. 291 DPR n. 73/1943)
- Smuggling of foreign manufactured tobacco (art. 291-bis DPR n. 73/1943)
- Aggravating circumstances of the crime of smuggling of foreign manufactured tobacco (art. 291-ter DPR n. 73/1943)
- Criminal association aimed at smuggling foreign manufactured tobacco (art. 291-quater DPR n. 73/1943)

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<sup>60</sup> See previous note.

<sup>61</sup> This offence is relevant if the conduct is committed within the framework of cross-border fraudulent schemes and for the purpose of evading VAT for a total amount of no less than ten million euros.

<sup>62</sup> See previous note.

<sup>63</sup> See previous note.

<sup>64</sup> Offences relating to smuggling take on criminal relevance under the conditions set out in art. 1, paragraph 4, Legislative Decree 8/2016, or when the amount of border duties due is greater than ten thousand euros.

- Other cases of smuggling (art. 292 DPR n. 73/1943)
- Aggravating circumstances of smuggling (art. 295 DPR n. 73/1943)

**23. Crimes against cultural heritage (Art. 25-septiesdecies, Decree 231)**[Article added by L. n. 22/2022]

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

**24. Recycling of cultural goods and devastation and plundering of cultural and landscape goods (Art. 25-duodevicies, Decree 231)**[Article added by L. n. 22/2022]

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

**25. Transnational crimes (L. n. 146/2006)**[The following crimes constitute a prerequisite for the administrative liability of entities if committed in a transnational manner]

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