INTRODUCTION

Legislative Decree n. 231 dated June, 8th 2001, introduced into the Italian system the administrative liability of Companies for certain offences perpetrated, in their own interest or for their own benefit, by their BD, employees and/or consultants, representatives in general and stakeholders, together with the related monetary, verbal warning and prohibitive sanctions to be imposed upon the Companies themselves. However, the Decree provides that Companies may be exempted from such liability should they be able to prove that they have:

- Adopted and effectively implemented an Organisational and Management Model, which is capable of reasonably preventing those supposed crimes and set out in the Decree;
- Entrusted to a Supervisory Body, vested with autonomous powers of initiative and control, the task of supervising the functioning of and compliance with the Model and ensuring that it is updated.

Adopting Organisational and Management Model, C90 wants to define the following items:

- To highlight the condemnation of any illicit criminal or administrative act or immoral behaviour that provides a direct or indirect advantage to the Company;
- To determine the set of regulations, protocols, and procedures aimed at preventing any predicate offense by anyone operating directly or indirectly in the name and on behalf of C90;
- To allow the Company, through the adoption of this Model, to control the activities of all stakeholders in order to prevent C90's involvement in the commission of predicate offenses related to Legislative Decree No. 231/2001.

GENERAL PART

1. C90 – Engineering & Consulting S.r.l.

C90 – Engineering & Consulting S.r.l. (hereafter known as "C90" or "the Company"), adopted an Ethical Code and an OMM (Organisational and Management Model, hereafter known as "the Model"); in order to ensure, to the greatest possible extent, that the perpetration of the offences set out in the aforementioned Legislative Decree no. 231, dated 8 June 2001 is prevented.
Please note that, by express legislative provision (art. 5, paragraph 2, D. Lgs.no. 231, dated June, 8th 2001) if the presumptive offences and supposed crimes were committed by the abovementioned professional profiles (BD, employees and/or consultants, representatives in general and stakeholders) in the exclusive interest of themselves or a third party, the Company is not responsible for the conduct nor the actions of these.

C90 puts in his social purpose the following items:

- The consulting and design services encompassing civil, industrial, hydraulic, road, electronic, and electrical engineering, alongside architectural, urban planning, and landscape architecture disciplines;
- Construction management, construction site safety, testing/commissioning, surveys, urban development/infrastructure works, feasibility studies, assistance in obtaining authorizations and

permits of any kind, preliminary review of mortgage cancellation requests, title searches/preliminary property checks and preliminary due diligence for notarial practices;

- Feasibility, research and assistance studies in preparing applications to obtain financing, loans, and mortgages; for municipal administrative procedures, building permits, cadastral practices, amnesties and regularizations, A.S.L. (Local Health Authority) procedures, VV.FF. (Fire Department) procedures; appraisals and valuations; assistance in the field of inheritances, condominium ownership shares, preparation of condominium regulations, and condominium management and administration. The handling of administrative, legal, and tax procedures, compliance, and formalities with public and private offices;
- The activity of study, research, and preparation of feasibility plans in the fields of geophysics, geology, and seismology. The construction, sale, exchange, purchase (including leasing), rental or lease of real estate for any intended use, including agricultural land, building land, buildings in any state or businesses, for direct and/or indirect use and/or for concession to third parties through lease or rental. The activity of general contractor, the setup and management of construction sites (both proprietary and for third parties); the undertaking and execution of public and private works, by contract or concession, in Italy or abroad, covering all activities pertaining to the categories of general and specialized works as per Presidential Decree no. 207 of October 5th, 2010, and its subsequent amendments and integrations. Facility management, the ordinary and extraordinary maintenance of existing real estate assets, meaning the coordinated management of services that enable the operation of industrial and/or civil infrastructure;
- The supply, installation, feasibility planning, maintenance, and commercialization in the field of technological systems and general electricity generation;
- The supply, installation, feasibility planning, maintenance, and commercialization in the field of mechanical and hydraulic systems in general;

As every paragraph abovementioned, any other paragraph contained in the Article 2 of the Company Constitution is involved. All the items of C90's social purpose must be achieved following italian and EU legislation, common sense of justice and public spirit, civil sense and with the collaboration of professional figures who have the qualification or equivalent requirements to absolve their duties.

2. OMM (Organisational and Management Model)

The Organisational and Management Model is designed to prevent the Offences committed and it is composed by a General Part and several Special Parts.
The OMM is aimed at the warranty of the following principles:

- SEPARATION OF ROLES AND RESPONSIBILITIES: A clear separation of roles and responsibilities is fundamental for guarantee the absence of conflict of interest. The separation of roles permits to avoid the centralization of power and a clear distribution of the responsibilities allows to define and to limit the decision-making power.
- SENSITIVE DATA ACCESS: Each professional figure, since the CEO to the employees, stakeholders and consultants, is allowed to get access to sensitive data with regards to the Company, partners, customers, etc., exclusively to do their duties. No one of the people involved is allowed to disclose confidential information they got during the fulfilment of the job the Company asked them to do.

- SUPERVISORY BODY: To control the adoption of the Model and the respect of its duties by the abovementioned people, the Company has to establish a system of control and a Supervisory Body, which has to be controlled itself to avoid conflict of interest.
- UPDATES: Whenever the Supervisory Body may be aware of a violation of the Model, a failure in the control procedures or variation in italian and EU legislation, the OMM needs to be integrated and updated to be effective and functional. The Model has to be updated and supplemented over time in order to reflect both regulatory developments on this issue and organisational changes at corporate level. The "231 Model" is part of a broader corporate governance policy, which is careful to comply with the ethical principles of corporate management, introduced with the adoption of the Ethical Code of C90

3. SUPERVISORY BODY

The application of the rules of conduct and compliance with the restrictions contained in the 231 Model is guaranteed by specific control activities by Supervisory Body. The Board of Directors of C90 entrusted the management of the Models to specific Supervisory Body, which have, among other things, the task of collecting any reports of possible violations of the Models' provisions and/or the Code of Ethics and clarifying any possible doubts on the issue. According to art. 6, paragraph 4, D. Lgs.no. 231, dated June 8th 2001, Supervisory Body roles and responsibilities are included in BD duties.
The Supervisory Body must submit a written annual report on its operations. For serious and extraordinary events, the Supervisory Body must immediately submit a written report detailing the event and associated procedures, independent of its annual activity report.
The written report must include:

- Activities carried out during the reporting period, in terms of controls performed and results obtained;
- Any critical issues requiring an update to the Model;
- Any sanctioning or assessment proceedings initiated during the reporting period.

The written report must be presented to the BD, employees, consultants, stakeholders within the Company's sphere of interest, during the reporting period of said report, at a meeting convened by the Supervisory Body itself. The meeting can be held in person or remotely, with at least 2 (two) months' prior notice to be communicated to all involved recipients via physical or electronic written communication.
The Supervisory Body also has full powers regarding the drafting, dissemination, control, and updating of the Ethical Code, which is an integral part of this Model and therefore subject to the same rules.

4. SANCTIONS, FINES, PENALTIES AND PUNISHMENT

Sanctions are aimed at every director, employee, consultant, stakeholder in general whose behaviour contravenes a rule of conduct and compliance with the restrictions contained in the 231 Model. The Supervisory Body is responsible for overseeing the conduct of all professionals engaged in C90 activities. If the Supervisory Body identifies one or more of these individuals as culpable, following the ascertainment of their improper conduct, it will determine the sanction to be applied.
The prescribed sanctions, which differ based on the level of severity established by the previously outlined criteria, are as follows:

1. Verbal warning
2. Written warning

3. Fine determined by the Supervisory Body in relation to the offense committed
4. Termination of the employment relationship, partnership, agreement between the transgressor and the Company, whether the individual is a subordinate employee, freelance collaborator, supplier, or external consultant operating on behalf of C90, or officially or unofficially representing the Company or the registered trademark C90.

Any recipient of the Model who reiterates unlawful behaviour, whether it's the same offense or a different one that was previously sanctioned, will face termination of their employment relationship.

5. DISSEMINATION OF THE MODEL

This Model and its variations and updates are an integral part of the training program for any personnel tasked with operating on behalf of the Company. The Supervisory Body will be responsible for its dissemination and for verifying its understanding by the Model's recipients.

SPECIAL PARTS

The Company outlines below the Special Parts detailing the potential predicate offenses that the Supervisory Body is required to oversee, and for which the sanctions set forth in Article 4 of the General Part of this Model are provided, irrespective of those stipulated by current legislation. It's important to remember that, as expressly provided by law (Article 5, paragraph 2, Legislative Decree no. 231/2001), if the predicate offenses were committed by the individuals indicated solely in their own interest or that of third parties, the Company is not liable for their conduct or actions.

1. Cybercrimes and Unlawful Data Processing

To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *l'Accesso abusivo ad un sistema informatico o telematico* (art. 615-ter c.p.); *la Detenzione e diffusione abusiva di codici di accesso a sistemi informatici o telematici* (art. 615-quater c.p.); *l'Intercettazione, impedimento o interruzione illecita di comunicazioni informatiche o telematiche* (art. 617-quater c.p.); il *Danneggiamento di informazioni, dati e programmi informatici* (art. 635-bis c.p.); la *Frode informatica del certificatore di firma elettronica* (art. 640-quinquies c.p.)

2. Embezzlement, extortion, undue inducement to give or promise benefits, corruption, and abuse of office

To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *Concussione* (art. 317 c.p.); la *Corruzione per l'esercizio della funzione* (art. 318

c.p.); la *Corruzione per un atto contrario ai doveri di ufficio* (art. 319 c.p.) e *Circostanze aggravanti* (art. 319-bis c.p.); la *Corruzione in atti giudiziari* (art. 319-ter c.p.); *l'Induzione indebita a dare o promettere utilità* (art. 319-quater); la *Corruzione di persona incaricata di un pubblico servizio* (art. 320 c.p.); *l'Istigazione alla corruzione* (art. 322 c.p.); il *Peculato, concussione, induzione indebita a dare o promettere utilità, corruzione e istigazione alla corruzione di membri delle Corti internazionali o degli organi delle Comunità europee o di assemblee parlamentari internazionali o di organizzazioni internazionali e di funzionari delle Comunità europee e di Stati esteri* (art. 322-bis c.p.); il *Traffico di influenze illecite* (art. 346-bis c.p.); il *Peculato mediante profitto dell'errore altrui* (art. 316 c.p.).

3. Crimes against Industry and Commerce
To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *Turbata libertà dell'industria o del commercio* (art. 513 c.p.); la *Illecita concorrenza con minaccia o violenza* (art. 513-bis c.p.).

4. Corporate offenses
To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *False comunicazioni sociali* (art. 2621 c.c.); *l'Impedito controllo* (art. 2625, comma 2, c.c.); la *Indebita restituzione di conferimenti* (art. 2626 c.c.); la *Illegale ripartizione degli utili e delle riserve* (art. 2627 c.c.); le *Illecite operazioni sulle azioni o quote sociali o della società controllante* (art. 2628 c.c.); le *Operazioni in pregiudizio dei creditori* (art. 2629 c.c.); *l'Omessa comunicazione del conflitto d'interessi* (art. 2629-bis c.c.); la *Formazione fittizia del capitale* (art. 2632 c.c.); la *Indebita ripartizione dei beni sociali da parte dei liquidatori* (art. 2633 c.c.); la *Corruzione tra privati* (art. 2635 c.c.); la *Istigazione alla corruzione tra privati* (art. 2635-bis); *la Illecita influenza sull'assemblea* (art. 2636 c.c.); *l'Ostacolo all'esercizio delle funzioni delle autorità pubbliche di vigilanza* (art. 2638, comma 1 e 2, c.c.).

5. Crimes against Individual Liberty/Personality
To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *Riduzione o mantenimento in schiavitù o in servitù* (art. 600 c.p.); la *Tratta di persone* (art. 601 c.p.); la *Intermediazione illecita e sfruttamento del lavoro* (art. 603-bis c.p.); la *Induzione a non rendere dichiarazioni o a rendere dichiarazioni mendaci all'autorità giudiziaria* (art. 377-bis c.p.).

6. Market Abuse Offenses
To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *Manipolazione del mercato* (art. 185 D.Lgs. n. 58/1998); l'*Abuso di informazioni privilegiate* (art. 184 D.Lgs. n. 58/1998); l'infrazione del *Divieto di abuso di informazioni privilegiate e di comunicazione illecita di informazioni privilegiate* (art. 14 Reg. UE n. 596/2014) e del *Divieto di manipolazione del mercato* (art. 15 Reg. UE n.596/2014).

7. Offenses of negligent homicide and serious or very serious negligent bodily harm, committed in violation of workplace safety regulations and health and safety at work provisions.
To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *Omicidio colposo* (art. 589 c.p.); le *Lesioni personali colpose* (art. 590 c.p.).

8. Receiving stolen goods, money laundering, and the use of money, goods, or benefits of illicit origin, as well as self-laundering.
To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *Ricettazione* (art. 648 c.p.); il *Riciclaggio* (art. 648-bis c.p.); *l'Impiego di denaro, beni o utilità di provenienza illecita* (art. 648-ter c.p.); l'*Autoriciclaggio* (art. 648-ter.1 c.p.).

9. Copyright Infringement Offenses
To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *Messa a disposizione del pubblico, in un sistema di reti telematiche, mediante connessioni di qualsiasi genere, di un'opera dell'ingegno protetta, o di parte di essa* (art. 171, L. n.633/1941 comma 1 lett. a-bis) e i *Reati di cui al punto precedente commessi su opere altrui non destinate alla pubblicazione qualora ne risulti offeso l'onore o la reputazione* (art. 171, L. n. 633/1941 comma 3); *l'Abusiva duplicazione, per trarne profitto, di programmi per elaboratore; importazione, distribuzione, vendita o detenzione a scopo commerciale o imprenditoriale o concessione in locazione di programmi contenuti in supporti non contrassegnati dalla SIAE; predisposizione di mezzi per rimuovere o eludere i dispositivi di protezione di programmi per elaboratori* (art. 171-bis L. n. 633/1941 comma 1).

10. Environmental Offenses
To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *l'Inquinamento ambientale* (art. 452-bis c.p.); il *Disastro ambientale* (art. 452-quater c.p.); i *Delitti colposi contro l'ambiente* (art. 452-quinquies c.p.); *l'Attività di gestione di rifiuti non autorizzata* (D.Lgs n.152/2006, art. 256); *l'Inquinamento del suolo, del sottosuolo, delle acque superficiali o delle acque sotterranee* (D.Lgs n. 152/2006, art. 257); il *Traffico illecito di rifiuti* (D.Lgs n.152/2006, art. 259); le *Attività organizzate per il traffico illecito di rifiuti* (art. 452-quaterdecies c.p.).

11. Employment of irregularly resident third-country citizens.
To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *Disposizioni contro le immigrazioni clandestine* (art. 12, comma 3, 3-bis, 3-ter e comma 5, D.Lgs. n. 286/1998); *l'Impiego di cittadini di paesi terzi il cui soggiorno è irregolare* (art. 22, comma 12-bis, D.Lgs. n. 286/1998); *Propaganda e istigazione a delinquere per motivi di discriminazione razziale, etnica e religiosa* (Art. 604-bis c.p.); *Disposizioni contro le immigrazioni clandestine* (art. 12, commi 3, 3-bis, 3-ter e 5, del testo unico di cui al D.Lgs. 25 luglio 1998, n. 286.

12. Tax Crimes

To avoid ambiguity and misunderstanding, normative references to Italian legislation are reported below in Italian language. This Model identifies the following as potential predicate offenses in the performance of its commercial operations: *Dichiarazione fraudolenta mediante uso di fatture o altri documenti per operazioni inesistenti* (art. 2 D.Lgs. n. 74/2000); la *Dichiarazione fraudolenta mediante altri artifici* (art. 3 D.Lgs. n. 74/2000); la *Emissione di fatture o altri documenti per operazioni inesistenti* (art. 8 D.Lgs. n. 74/2000); *l'Occultamento o distruzione di documenti contabili* (art. 10 D.Lgs. n. 74/2000); la *Sottrazione fraudolenta al pagamento di imposte* (art. 11 D.Lgs. n. 74/2000); la *Dichiarazione infedele* (art. 4 D.Lgs. n. 74/2000); l'*Omessa dichiarazione* (art. 5 D.Lgs. n. 74/2000); *l'Indebita compensazione* (art. 10-quater D.Lgs. n. 74/2000).

13. Disciplinary actions and sanctions

Should any reports concerning potential illicit behaviours related to the predicate offenses listed in the Special Parts of this Model be received, the Supervisory Body is required to open a procedure aimed at identifying the illicit conduct and those responsible. If this procedure yields a positive outcome, the Supervisory Body must determine the sanction based on the criteria established in Article 3 of the General Part of this Model.

Roma, lì 01/01/2025

Ing. Mirko Di Carlo

Amministratore Unico C90 S.r.l.