



**Organization and Management
Model pursuant to Legislative Decree 231/01**

of

Integra Italia S.r.l.

GENERAL PART

Adopted by the Board of Directors on 31 March 2022



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1. Legislative Decree no. 231 of 8 June 2001 on the administrative liability of legal persons, companies and associations, including those without legal status

1.1 Administrative Liability of legal Persons

Legislative Decree no. 231 of 8 June 2001, implementing Delegated Law no. 300 of 29 September 2000, introduced in Italy the "*Regulations on the administrative liability of legal persons, companies and associations, including those without legal status*" (hereinafter, for the sake of brevity, also referred to as "**Legislative Decree no. 231/2001**" or the "**Decree**"), which is part of a wide-ranging legislative process to contrast crimes committed by so called *white collars* while carrying out corporate activities (i.e. corruption) and brings Italian legislation on the liability of legal persons into line with a number of International Covenants previously signed by Italy.

Legislative Decree no. 231/2001 therefore establishes a system of administrative liability (substantially comparable to criminal liability) for legal persons¹ (hereinafter referred to, for the sake of brevity, as "Entity(ies)"), in addition to the liability of the natural person (better identified below) who is the material executor of the offence and which aims to involve, in the punishment thereof, the Entities in whose interest or to whose advantage the offence was committed. This administrative liability exists only for the offences listed exhaustively in Legislative Decree no. 231/2001, the so-called "**Underlying Offences**").

Article 4 of the Decree further specifies that in certain cases and under the conditions laid down in Articles 7, 8, 9 and 10 of the Criminal Code, Entities having their head office in the territory of the State for offences committed abroad by natural persons (as better identified below) are subject to administrative liability, provided that the State of the place where the criminal act was committed does not take action against such Entities.

1.2 Persons who may commit Underlying Offences set forth by Legislative Decree No. 231/2001

The persons who, by committing an offence in the interest or to the advantage of the Entity, may give rise to its liability are listed below:

- (i) natural persons in top positions (representation, administration or management of

¹ Art.1 of Legislative Decree no. 231/2001 restricted the scope of the addressees of the legislation to '*legal entities, companies and associations, including those without legal status*'. In the light of the above, the regulation applies to:

- entities with private legal status, i.e. entities having legal personality and associations 'even without' legal status;
- entities with public legal status, i.e. entities having public legal status but lacking public powers (so-called "public sector financial entities");
- mixed public/private legal status (so-called "Public-private companies").

The following are excluded from the list of addressees: the State, public territorial entities (Regions, Provinces, Municipalities and Mountain Communities), non-economic public bodies and, in general, all entities performing functions of constitutional importance (Chamber of Deputies, Senate of the Republic, Constitutional Court, General Secretariat of the Presidency of the Republic, Supreme Judicial Council, etc.).

- the Entity or of one of its organisational units with financial and functional autonomy or persons exercising de facto management and control: hereinafter, for the sake of brevity, the "**Top Executives**"),
- (ii) natural persons working under the instructions or supervision of one of the Top Executives (hereinafter, for brevity, the "**Subordinates**").

In this regard, it should be noted that it is not necessary for the Subordinates to have a subordinate employment relationship with the Entity, since this notion also includes *“those employees who, although not being <employees> of the Entity, have a relationship with the Entity such as to suggest the existence of an obligation of supervision by the management of the Entity: for example, agents, partners in joint-venture operations, so-called para-employees in general, distributors, suppliers, consultants, collaborators”*².

According to the prevailing doctrine, situations in which a particular task is entrusted to external collaborators, who are required to perform it under the instructions or control of Top Executives, are relevant for the purposes of the entity's administrative liability.

However, it should be reiterated that the Entity is not liable, by express legislative provision (Article 5(2) of the Decree), if the above-mentioned persons have acted exclusively in their own interest or in the interest of third parties. In any event, their conduct must be referable to that "staff" relationship for which the deeds of the natural person can be attributed to the Entity.

1.3 Underlying Offences

The Company may be held liable only for the **Underlying** Offences referred to in the Decree or, in any case, by a law entered into force before the offence was committed.

At the date of approval of this document, the Underlying offences belong to the categories indicated below:

- offences committed in relations with the Public Administration (Articles 24 and 25);
- IT crimes and unlawful data processing (Art. 24-*bis*);
- organized crime (Art. 24-*ter*);
- forgery of money, legal tender, revenue stamps and identification instruments or signs (Article 25-*bis*);
- crimes against industry and trade (art. 25-*bis*.1);
- corporate crimes (art. 25-*ter*);
- offences with the purpose of terrorism or subversion of the democratic order (Art. 25-*quater*);
- practices of female genital mutilation (Article 25-*quater*.1);
- offences against the individual (Article 25-*quinquies*);

² So, verbatim: Assonime memorandum, dated 19 November 2002, no. 68.

- market abuses (Art. 25-*sexies*);
- negligent homicide or grievous or very grievous bodily harm, committed in breach of the rules on the protection of health and safety at work (Article 25-*septies*);
- handling of stolen goods, laundering, using money, goods or benefits of unlawful origin and self-laundering (Article 25-*octies*);
- offences relating to violation of copyright (art. 25-*novies*);
- incitement not to make statements or to make false statements to the judicial authority (Article 25-*decies*);
- environmental offences (art. 25-*ter*);
- employment of third-country nationals whose stay is irregular (Art. 25-*duodecies*);
- racism and xenophobia offences (Art. 25-*terdecies*);
- offences of Fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices (Art. 25-*quaterdecies*);
- tax offences (Art. 25-*quinquiesdecies*);
- smuggling offences (Art-25- *sexiesdecies*);
- liability of entities for crime-related administrative offences [constituting a prerequisite for entities operating within the virgin olive oil chain] (Art. 12, Law no. 9/2013);
- cross-border offences (Art. 10, Law no. 146, 16 March 2006);

The applicability and relevance of each offence for the Company are discussed in greater detail in paragraph 2.2.4 below of this General Section.

1.4 Sanctions provided for in the Decree

Legislative Decree 231/2001 provides for the following types of sanctions, applicable to entities covered by the regulation:

- (a) administrative pecuniary penalties;
- (b) bans;
- (c) Confiscation of the sum or profit from the offence;
- (d) publication of the judgement.

1.5 Exemption

Articles 6 and 7 of Legislative Decree no. 231/2001 provide for specific forms of exemption from administrative liability of the Entity for offences committed in the interest or to the advantage of the Entity by both Top executives and Subordinates (as defined in the preceding paragraph).

In particular, in the case of offences committed by Top executives, Article 6 of the Decree provides for exemption if the Entity can demonstrate that:

- a) the management has adopted and effectively implemented, before the offence had been committed, an organisation and management model capable of preventing offences of the kind committed (hereinafter, for the sake of brevity, the 'Model');
- b) the task of supervising the operation, complying with the Model and updating it has



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been entrusted to a body of the Entity (hereinafter, for the sake of brevity, the "Supervisory Board" or the "SB"), endowed with autonomous powers of initiative and control;

- c) the persons who committed the offence acted by fraudulently ignoring the Model;
- d) the Supervisory board did not fail to supervise or provided insufficient supervision.

As far as the Subordinates are concerned, Article 7 of the Decree provides for exemption from liability if the Entity has adopted and effectively implemented, before the offence was committed, a Model capable of preventing offences of the kind committed.

However, the Entity's exemption from liability is not determined by simply adopting the Model, but by its effective implementation through the implementation of all the protocols and controls necessary to limit the risk of committing the offences that the Body intends to prevent. In particular, with reference to the Model's characteristics, the Decree (Art. 6, par. 2) expressly provides for the following preparatory stages for its correct implementation:

- a) identification of activities within the scope of which there is a possibility of offences being committed;
- b) provision of specific protocols aimed at planning the Entity's decision-making and implementation related to the offences to be prevented;
- c) identification of how to manage the financial resources suitable to prevent such offences from being committed;
- d) provision of information obligation towards the Supervisory Board;
- e) introduction of a disciplinary system capable of sanctioning failure to comply with the measures indicated in the Model.

Finally, Article 26(2) of the Decree provides for a further case of exemption from liability where the Entity has voluntarily adopted an active conduct aimed at preventing (i) the perpetration of the underlying offence or (ii) the realisation of the event

1.6 Guidelines

As expressly indicated by the delegated legislator, the Models may be adopted on the basis of codes of conduct drawn up by representative trade associations and submitted to the Ministry of Justice. The latter, in agreement with the relevant Ministries, may, within 30 days, formulate observations on the suitability of the models to prevent offences.

This Model is inspired by the main Guidelines for the drafting of Organisation, Management and Control Models pursuant to Legislative Decree no. 231/2001, primarily those of Confindustria originally approved on 7 March 2002 and subsequently updated (hereinafter, for brevity, also referred to as the "**Guidelines**") in June 2021.

The path indicated by the Guidelines for the elaboration of the Model can be summarised by the following fundamental points:

- identification of areas at risk, aimed at verifying in which company areas/sectors the offences may be committed;

- drafting of a control system able to reduce risks by adopting specific protocols. This is supported by the coordination of organisation structures, activities and operating rules applied - based on the instructions of the top management - by the *management* and consultants, aimed at providing reasonable certainty as to the achievement of the objectives of a good internal control system.

The most relevant components of the preventive control system proposed by Confindustria Guidelines - in terms of intentional offences prevention - are:

- Code of Ethics
- organization system;
- manual and IT procedures;
- powers of authorization and signature
- control and management system
- staff communication and training

With reference to intentional offences (related to health, safety at work and most environmental offences), the most relevant components identified by Confindustria are:

- Code of Ethics (or conduct) with reference to the offences involved;
- the organization structure,
- education and training,
- communication and involvement,
- operating management,
- security monitoring system

The control system must be based upon the following principles:

- verifiability, traceability, consistency and congruence of all operations;
 - division of duties (it is unthinkable for one person to manage all stages of a process independently);
 - controls need to be traceable;
 - introduction of an adequate penalty system for violations of the rules and protocols laid down in the Model;
 - identification of a Supervisory Board with the following main requirements:
 - autonomy and independence,
 - professionalism,
 - consistency;
- the Corporate Functions, and in particular those identified as being most "at risk of offence", must provide information to the Supervisory Board, both on a structured basis (periodic reporting according to the Model itself), and to report unusual or atypical features in the information available.



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2. This Model

2.1 Integra Italia S.r.l.

The Company Integra Italia S.r.l. (hereinafter referred to, for the sake of brevity, “Integra” or “the Company”) pursues the following business activities:

- 1) The sale - in Italy and abroad - of products, equipment and technologies for the production, packaging, ageing and distribution of wine, derived products, water and alcoholic and non-alcoholic beverages in general;
- 2) Retail and wholesale trade and the export and import of wine, grapes and grape products, spirits, alcoholic beverages, foodstuffs in general including oils and vinegars, fruit and vegetables and fish products;
- 3) The processing of wine, grapes and grape products, including the activities of ageing, bottling, sparkling, fizzing, dealcoholisation, enrichment, fortification and flavouring of wine.

Integra Italia S.r.l. manufactures and distributes modern closures for wine bottles, with technical features that guarantee good wine preservation and excellent image. Research, technology, selection and quality control ensure innovative features and safety to its corks.

2.2 This Model

2.2.1 The purposes of the Model

Integra, as part of the broader process of strengthening its corporate *governance* and in the light of new legislation and internal organisation changes, decided to implement the Model.

The Company has adopted specific protocols of conduct, aimed at planning the decision making and implementation of the Entity, with reference to different Sensitive Activities; it is also preparing specific procedures, such as instruments to regulate the performance of Sensitive Activities and corporate processes, providing for the appropriate control points.

This Model was prepared by the Company based on the identification of areas at possible risk in the activities where offences are more likely to be committed; the main objective of the Model is to create an organic and structured system of control principles and procedures, aimed at preventing, where possible and concretely feasible, the offences provided for in the Decree from being committed. The Model will be integrated with the Company's governance system, and will implement the process of spreading a business culture based on fairness, transparency and legality.

Moreover, the Model has the following objectives:

- inform all those who work in and for the Company, and in particular those working in the "areas of activity at risk", that they may incur, in the event of violation of the provisions contained therein, in an offence liable to penal and administrative sanctions, not only against themselves but also against the Company;
- inform all those who work with the Company that violation of the provisions



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contained in the Model will result in the application of appropriate sanctions or termination of the contractual relationship;

- disseminate a business culture based on legality, as the Company condemns any behaviour that does not comply with the law or with internal provisions, and in particular with the provisions contained in its organisational model;
- spread a culture of control;
- confirm that the Company does not tolerate unlawful conduct of any kind and for any purpose whatsoever and that, in any case, such conduct (even if the Company were apparently in a position to benefit from it) is against the principles inspiring the Company's business activity.

2.2.2 The Model's construction

Also on the basis of the indications in the reference Guidelines, the construction of the Model (and the subsequent drafting of this document) was divided into the phases described below:

- (i) preliminary assessment of the context of the entity through the analysis of the relevant corporate documentation and interviews with the managers of the Company informed about its structure and activities, in order to define the organisation and the activities carried out by the various organisation units/Corporate Functions, as well as the corporate processes into which the activities are divided and their real and effective implementation;
- (ii) identification of areas with sensitive activities (“**Sensitive Activities**” and corporate processes “at risk” (“**Sensitive macro-areas**”), based on the above-mentioned preliminary assessment of the context of the entity;
- (iii) hypothetical definition of the main possible ways in which the Underlying Offences may be committed within the individual Macro-Sensitive Areas/Sensitive Activities;
- (iv) detection and identification of the Entity's control system, aimed at preventing Underlying Offences.

2.2.3 The concept of Acceptable Risk

The concept of acceptable risk must be taken into account when drafting an organization and management Model. As a matter of fact, in order to comply with the provisions introduced by Legislative Decree no. 231/2001, it is essential to establish a threshold to limit the quantity and quality of the preventive instruments to be adopted to prevent the offence from being committed. With specific reference to the penalty system introduced by the Decree, the threshold of acceptability is represented by the effective implementation of an adequate preventive system that cannot be bypassed, unless intentionally. For the purposes of the exclusion of the entity's administrative liability, for example, the offenders acted by fraudulently bypassing the Model and the controls adopted by the Company.

2.2.4 The Model's structure and relevant Underlying Offences for the purpose of its



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construction

According to the *best practices* (including Confindustria Guidelines), the Company has identified, following the *risk assessment* activities, the so-called Macro-Sensitive Areas/Sensitive Activities in which one or more offences under Legislative Decree no. 231/2001 may potentially be committed. These Macro-Sensitive Areas/Sensitive Activities are the representation of the corporate processes belonging to the Corporate Functions who actually carry out the activities which are "sensitive" ("**Sensitive Activities**") to the contents of Legislative Decree no. 231/2001.

The Company has therefore prepared an Organisation, Management and Control Model that takes into account its peculiar corporate context, in line with its governance system and able to enhance the existing controls and bodies.

Therefore the Model is a consistent set of principles, rules, provisions, etc. that:

- determine the Company's internal operation and the methods used by the Company for external communication;
- regulate the diligent management of a control system of the Macro-Sensitive Areas and of the individual Sensitive Activities, aimed at preventing the commission, or attempted commission, of the offences referred to in the Decree.

In particular, the Model of Integra Italia S.r.l. consists of a "**General Part**", including the key principles of the model and of more "**Special sections**" in relation to different categories of offences pursuant to Legislative Decree 231/2001.

The Special Sections contain, for each category of underlying offence, a brief description of the offences that may give rise to the Company's administrative liability, an indication of the Macro-Sensitive Areas and the specific Sensitive Activities identified and a description of the main rules of conduct implemented by the Company, with which the Recipients of the Model (as defined below) must comply in order to prevent such offences from being committed.

Following the assessment of the activity actually carried out by Integra and its history, the following offences were considered theoretically relevant by the Company:

- **Offences against Public Administration** (Articles 24 and 25 of the Decree);
- **IT offences and unlawful data processing** (Art.24-bis of the Decree);
- **Organised crime offences** (Art. 24-ter of the Decree);
- **Forgery of banknotes, paper and bearer coupons issued by governments, revenue stamps and identification instruments or signs (Article 25-bis);**
- **Crimes against industry and trade (Art. 25-bis of the Decree);**
- **Corporate crimes** (Art.25-ter of the Decree);
- **Offences against the individual (Art. 25-quinquies);**
- **Offences related to health and safety at work** (Art.25-septies);
- **Handling of stolen goods, laundering, using money, goods or benefits of unlawful origin and self-laundering (Art.25-octies of the Decree);**



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- **Copyright infringement offences** (Art.25-nonies of the Decree);
- **Incitement not to make statements or to make false statements to the judicial authority (Article 25-decies of the Decree);**
- **Environmental crimes** (Art.25-ter of the Decree);
- **Employment of third-country nationals whose stay is irregular (Art. 25-duodecies);**
- **Tax Offences** (Art. 25-quinquiesdecies of the Decree).
- **Smuggling** (Art. 25-sexiesdecies of the Decree).

However, the ethical principles the Company's Model and its *governance* structure are based on aim at preventing, in general terms, also those types of offence which are not specifically covered in the Special Sections of this Model.

2.2.5 The adoption of the Model

The adoption of this Model is delegated by the Decree itself to the management body (and in particular to the Board of Directors), which is also entrusted with the task of supplementing this Model with further Special Sections relating to other types of newly introduced Underlying offences in Legislative Decree no. 231/2001.

2.3 **The Code of Ethics and Model-related documents**

The following form an integral and substantial part of the Model:

- the Code of Ethics containing all of the key values, duties and responsibilities of Integra; the recipients' compliance with the Code of Ethics and the Model itself is of fundamental importance for the efficiency, reliability and reputation of the Company (hereinafter, for brevity, also the "**Code of Ethics**");
- a disciplinary system and its penalty mechanism to be applied in the event of violation of the Model (hereinafter, for brevity, also "**Penalty system**"),
- system of powers and proxies, as well as all the documents aimed at describing and assigning responsibilities and/or tasks to those who work at the Entity in the Macro-Sensitive Areas/Sensitive Activities (i.e. organisation charts, service orders, job descriptions, etc.);
- system of procedures, protocols and internal controls whose purpose is to guarantee adequate transparency and knowledge of the decision-making and financial processes, as well as of the conduct to be adopted by the recipients of this Model operating in the Sensitive Macro-Areas/Sensitive Activities (hereinafter, for the sake of brevity, the system of delegated and proxy powers, the procedures, protocols and internal controls mentioned above shall be cumulatively referred to as the "**Procedures**").

As a consequence, the term "Model" is not only referred to this document, but also to all further documents and Procedures that will subsequently be adopted in accordance with its provisions and that will pursue the purposes set out therein.



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2.4 Management of the Financial resources

Without prejudice to what is indicated in the previous paragraph, taking into account that pursuant to Article 6, letter c) of Legislative Decree no. 231/2001, one of the requirements which the Model must meet is the identification of the methods of managing financial resources capable of preventing the commission of offences, the Company has adopted specific protocols containing the principles and conduct to be followed in managing such resources.

2.5 Circulation of the Model

2.5.1 Recipients

This Model takes into account the specific business context of Integra Italia S.r.l. and represents a valid tool for raising awareness and informing Top Managers and Subordinates (hereinafter, for brevity, the "**Recipients**"), including Third Parties, as better defined in paragraph 2.5.3 below.

This Model is an internal regulation of the Company and is binding for all the Recipients; all the Recipients of the Model are required to timely comply with the provisions contained therein and in the documents related to the Model and to behave correctly and transparently in line with the ethical-social values that inspire the Company in the pursuit of its corporate purpose and in any case such as to prevent the risk of commission of the offences provided for in the Decree.

However, the competent Company Functions shall ensure that the principles and rules of conduct contained in the Model and in Integra's Code of Ethics are transposed into the Company's Procedures.

2.5.2 Staff Training and Information

The Company's objective is to ensure that the Recipients have a correct knowledge of the contents of the Decree and the obligations arising therefrom.

For the purposes of the effective implementation of this Model, training and information of the Recipients are managed by the Administration, Finance and Control and Legal Function, in close coordination with the Supervisory Board and with the heads of the other Company Functions from time to time involved in the application of the Model.

The main methods of carrying out the training/information activities, also necessary to comply with the provisions of the Decree, concern the specific information at the time of



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recruitment and the additional activities deemed as necessary in order to ensure the correct application of the provisions laid down in the Decree. In particular, there will be:

- an initial notice: in this respect, all of the Company staff will have to be informed about the the adoption of this Model. New recruits are given a copy of the Code of Ethics and the Model - General Part of Integra. New recruits are also required to sign a form in which they acknowledge that the Model is available on the company *intranet* and undertake to comply with its contents. Additionally, the Top Managers and/or Subordinates working in the Macro-Sensitive Areas /Sensitive Activities are informed about the Special Section(s) relating to the reference area.
- a specific training activity: this "ongoing" training activity is compulsory and developed through IT tools and procedures (update *e-mail*, company *intranet*, self-assessment tools), as well as periodic training and refresher courses. As far as content and delivery methods are concerned, this activity varies depending on the Recipients' qualification, the risk level of the area they work, whether or not they have a representative function for the Company.

In order to ensure effective dissemination of the Model and to inform the staff on the contents of the Decree and the obligations arising from its implementation, a specific section of the corporate *intranet* (where all the documents making up the Model can be found) is dedicated to the subject and updated, from time to time, by the relevant internal function in coordination with or upon instruction of the Supervisory Board.

2.5.3 Third-party information and dissemination of the Model

All the persons having relations with the Company must also be informed about the Model and the Code of Ethics:

- cooperation relationships without any subordination obligation, consultancy relationships, agency relationships, sales representation relationships and other relationships resulting in a professional, non-subordinate service, whether continuous or occasional (including persons acting for suppliers and partners, also in the form of temporary association of companies, as well as joint ventures);
- or sales relations (hereinafter referred to as, for the sake of brevity, "**Third Parties**").

Third parties are the recipients of the general principles of the Model and of the Code of Ethics, insofar as they are applicable to them in view of the specific relations in place, and specific clauses ("**Clauses 231**") are included in the contracts signed with them: (a) information to Third Parties regarding the adoption of the Model and the Code of Ethics by Integra, that they declare to have read, committing themselves to comply with its general principles and not to behave in a way that may lead the Company to breach the law, the Model, the Code of Ethics or to commit any of the Underlying offences; (b) the right for the Company to withdraw from the relationship or terminate the contract (with or without the application of penalties), in the event of non-compliance with these obligations and in the event of any of the offences referred to in the Decree by the Third Parties



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themselves.

In particular, the Corporate departments, involved from time to time, provide Third Parties in general and service companies they have contact with, with appropriate information in relation to the adoption by Integra Italia S.r.l. of the Model pursuant to Legislative Decree no. 231/2001. The Company also invites Third Parties to read the contents of the Code of Ethics and the General Part of the Model, available on the Company's *website*.



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3. Elements of the *governance* model and of the general organization of Integra Italia S.r.l.

3.1 The Company's *governance* Model

Integra Italia S.r.l. is a limited liability company with a traditional management system, as detailed below:

Shareholders' meeting: the company meeting, in ordinary and extraordinary session, is constituted and decides in accordance with the law, both on first call and in all subsequent calls; the company meeting also has the right to deliberate on specific matters and with specific majorities as stated by the articles of association.

The Board of Directors: composed by 3 members, including the Chairman of the Board of Directors, who remain in office for a maximum of three financial years and expire on the date of the shareholders' meeting called to approve the financial statements for the last financial year of their office.

The Board of Directors exercises all ordinary and extraordinary administration powers and in particular is granted all powers to achieve the corporate purposes that are not reserved to the Shareholders' Meeting, by the Company's Articles of Association or by law.

The Board of Directors appoints the Chairman of the Board of Directors from its members.

The Board of Directors may delegate, within the limits of the law, its own powers to one or more of its members, determining their powers; the delegated bodies report to the Board of Directors and to the Board of Auditors at least every six months.

The Board of Directors is validly constituted if the majority of its members are present. In addition, for a resolution to be valid, the favourable vote of the majority of those present is required and reinforced majorities are required for decisions on certain matters.

Supervisory Body: control of the Company's management is entrusted to the Board of internal Auditors.

Statutory audit: the statutory audit is carried out by the Board of Statutory Auditors or, when required by law or decided by resolution of the Ordinary Shareholders' Meeting and however in accordance with the legislation in force, by an auditor or auditing company entered in the appropriate register.

3.2 The internal control system of Integra Italia S.r.l.

Integra Italia S.r.l. has adopted the following general instruments aimed at planning the decision making and implementation of the Company's decisions (also in relation to the



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offences to be prevented):

- the ethical principles the Company is inspired by, also on the basis of the provisions of the Code of Ethics;
- system of powers and proxies;
- the documentation and provisions relating to the company's status and organisation structure;
- the internal control system and therefore the company procedure structure;
- the procedures relating to the administrative, accounting and *reporting* system;
- staff information and newsletter;
- compulsory, adequate and customized training of all staff;
- the penalty system provided for by the applicable national labour collective agreements;
- the body of national and foreign laws and regulations when applicable.

3.3 General principles of control in all Macro-Sensitive Areas/Sensitive Activities

In addition to the specific controls described in each Section of the Special Part of this Model, the Company has implemented specific general controls applicable in all Macro-Sensitive Areas/Sensitive Activities.

Specifically, the following controls are concerned:

- **Transparency:** all operations / transactions /actions must be justifiable, verifiable, consistent and congruent;
- **Division of duties/Powers:** no one can independently manage an entire process and be given unlimited powers; authorisation and signature powers must be defined in a manner consistent with the organisational responsibilities assigned;
- **Adequacy of internal rules:** the set of rules of the entity must be consistent with the operations carried out and the level of organisational complexity and such as to ensure the controls necessary to prevent the offences provided for in the Decree;
- **Traceability:** all operations/transactions/actions, as well as the related verification and control activity must be documented and the documentation must be properly filed.

4. The Supervisory Board

4.1 Characteristics of the Supervisory Board

According to the provisions of Legislative Decree no. 231/2001 (Articles 6 and 7) and according to the Confindustria Guidelines, the characteristics of the Supervisory Board, to



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ensure an effective and efficient implementation of the Model, must be:

- (a) autonomy and independence;
- (b) professionalism;
- (c) consistency;

Autonomy and independence

The requirements of autonomy and independence are fundamental to avoid direct involvement of the Supervisory Board in the management activities under its control and, therefore, to prevent it from being influenced or interfered with by the management.

The Company intends to ensure autonomy and independence of the Supervisory Board by placing it at the highest status, while requiring the Board to report to the company's highest operational management, i.e. the Board of Directors as a whole. For the purposes of independence, it is established that the sole member of the Supervisory Board is elected among third party professionals, not belonging to the Company's staff, in order to guarantee the widest objectivity of judgement with reference to checks on conduct and on the effectiveness of the Model. The sole Supervisory Board is supported by the Head of the Company's Legal Department with secretarial tasks.

Professionalism

The Supervisory Board must have interdisciplinary technical and professional skills, according to the functions it is called upon to perform. These characteristics, in addition to independence, ensure objectivity and fairness.

Consistency

The Supervisory Board must continuously carry out the activities necessary for the supervision of the Model with adequate commitment and with the necessary powers of investigation.

4.2 Appointment of the Supervisory Board

Integra's Supervisory Board is composed, in accordance with the above criteria, as a sole member.

The Supervisory Board is appointed by the Board of Directors, who state the reasons for choosing its member, after checking that the characteristics referred to in the previous paragraph are in place as well as the eligibility requirements referred to in paragraph 4.4 below. This decision does not only depend on the *curricula* but also on the official and specific statements collected directly from the candidates

After formal acceptance of the person appointed, internal communication informs all company levels about such appointment.



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Upon expiry of its term of office, the sole Supervisory Board shall continue to perform its functions and exercise its powers, as better specified below, until a new Supervisory Board is appointed by the Board of Directors.

The Supervisory Board shall adopt its own internal rules, establish and update the plan of activities to be carried out annually.

4.3 Term of office and causes of termination

The Supervisory Board remains in office for three years from the date of its appointment by the Board of Directors; the member of the Supervisory Board may be re-elected.

The Supervisory Board's termination of office may occur because of one of the following reasons:

- office expiration date;
- removal of the Supervisory Board by the Board of Directors;
- resignation of the member, formally notified in writing to the Board of Directors;
- occurrence of one of the grounds for withdrawal set out in the following paragraph.

In the event of expiration, removal or resignation, the Board of Directors shall promptly appoint a new member of the Supervisory Board.

4.4 Requirement of eligibility - Withdrawal – Removal - Suspension

Requirement of eligibility and withdrawal

The following persons may not take on the role of member of the Supervisory Board and, if appointed, will lose his/her office:

- a) relatives up to the second degree, married persons (or persons in a situation of cohabitation equivalent to marriage) or affinity with members of the Board of Directors, as well as with top management of the Company;
- b) persons in conflicts of interest, even potential ones, with the Company and/or its subsidiaries such as to jeopardise the independence required by the role and tasks of the Supervisory Board;
- c) direct or indirect shareholder, holding such a number of shares as to entail control or significant influence over the Company, also pursuant to Article 2359 of the Italian Civil Code;
- d) persons performing administrative functions with delegated powers or executive duties in the Company;
- e) persons are subject to personal preventive measures ordered by the judicial authorities, without prejudice to the effects of rehabilitation;



- f) persons who are legally disqualified, incapacitated, bankrupt or sentenced to a penalty involving disqualification, even temporary, from holding public office or the inability to exercise executive functions;
- g) have been convicted by a judgement, even if not final, without prejudice to the effects of rehabilitation:
 - those who have committed one of the offences included in the Decree;
 - persons sentenced to imprisonment for one of the offences provided for in Title XI of Book V of the Civil Code or for one of the offences provided for in the Bankruptcy Act;
 - persons sentenced to imprisonment, for any non-culpable offence, for a term of two years or more and/or for offences threatening the professional's reputation;
- h) persons convicted in foreign countries of criminal offences or other sanctions for offences corresponding to those referred to above.

For the purposes of the application of the provisions of this paragraph, a conviction shall also mean a sentence pronounced pursuant to Article 444 of the Code of Criminal Procedure, without prejudice to the effects of the declaratory judgement of extinguishment of the offence pursuant to Article 445, paragraph 2, of the Code of Criminal Procedure.

The member of the Supervisory Board shall promptly inform the Board of Directors of the occurrence of causes of withdrawal.

Withdrawal is declared by resolution of the Board of Directors, having carried out adequate investigations, heard the person concerned and upon the opinion of the Company's Board of Auditors.

The Shareholders' Meeting shall be informed of the withdrawal resolution at the earliest opportunity.

Removal

The sole Supervisory Board may only be removed for just cause, and this includes, by way of example, the following cases:

- significant breaches of its mandate, as regards the tasks indicated in the Organisational Model;
- violation of the obligations set out in the Supervisory Board Regulations, where adopted;
- circumstances that seriously and justifiably impair the member's independence or autonomy of judgement;
- a conviction, even if not final, of the Company pursuant to the Decree or a judgement applying the penalty upon request of the parties, with documents showing "failed or insufficient supervision" by the Supervisory Board, in accordance with the provisions of Article 6(1)(d) of the Decree;



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- occurrence of one of the grounds for suspension referred to in the next paragraph for a period exceeding six months.

Withdrawal is ordered by resolution of the Board of Directors, having carried out adequate investigations, heard the person concerned and upon the opinion of the Company's Board of Auditors.

Suspension

The following constitute grounds for suspension from being member of the sole Supervisory Board:

- ascertainment, after appointment, that a member of the Supervisory Board has been a member of the Supervisory Board in a company against which the sanctions provided for in Article 9 of the Decree have been applied, with a non-final measure (including the judgement issued pursuant to Article 63 of the Decree), for offences committed while in office;
- the member is the subject of a committal for trial, in relation to one of the underlying offences provided for in the Decree or, in any case, for an offence punishable by ban, even temporary, from the management offices of legal persons or companies and/or for an offence threatening the professional's reputation.

The member of the Supervisory Board shall promptly inform the Board of Directors whether the above grounds for suspension arise.

The Board of Directors, also in all other cases in which it becomes directly aware of the occurrence of one of the grounds for suspension mentioned above, shall suspend the person involved in the above causes, from the office as member of the Supervisory Board, in order to carry out the appropriate investigations.

In these cases, the Board of Directors shall assess whether the Supervisory Board should be temporarily integrated, by appointing one or more members, whose term of office shall be equal to the period of suspension.

The decision on the possible removal of the suspended member must be the subject of a resolution of the Board of Directors. The non-removed member shall fully be re-integrated.

4.5 Functions, tasks and powers of the Supervisory Board

The Supervisory Board meets at least 4 (four) times a year, motivating the reason for meeting. Minutes are kept of each meeting of the Supervisory Board.

According to the indications provided by the Decree and the Guidelines, the function of the Supervisory Board consists, in general:

1. supervise effective application of the Model in relation to the different types of offences covered by it;
2. verify the effectiveness of the Model and its real capacity to prevent the offences in question;



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3. identify and suggest Model updates and amendments to the Board of Directors, in connection to changes in legislation or changed company needs or conditions;
4. verify that the proposals for updating and modification submitted by the Board of Directors have been effectively implemented in the Model.

In relation to the above function, the Supervisory Board has the following tasks:

5. periodically check the map of the Macro-Sensitive Areas and related Sensitive Activities and the adequacy of the control points in order to allow them to adjust to changes in the activity and/or the corporate structure. To this purpose, the Recipients of the Model, better described in the Special Sections of the same, must report to the Supervisory Board any circumstances that may expose the Company to the risk of offence. All notices must be in writing and sent to the specific e-mail address created by the Supervisory Board, or to the Company's physical mail address, or on the specific company platform;
6. periodically carry out, on the basis of the Supervisory Board's previously defined activity plan, targeted checks and inspections on specific operations or actions carried out within the Macro-Sensitive Areas/Sensitive Activities;
7. collect, process and keep all relevant information (including reports below) concerning the Model, as well as update the information list that must be submitted to the Supervisory Board;
8. conduct internal investigations to ascertain alleged violations of the provisions of this Model brought to the attention of the Supervisory Board by specific reports or which have emerged during its supervisory activities;
9. check that the elements provided for in the Model for the various types of offence (*standard* clauses, procedures and controls, system of delegated powers, etc.) are actually adopted and implemented and meet the requirements of compliance with Legislative Decree no. 231/2001, and if not, propose corrective action and updates to the same;
10. suggest the adoption of the necessary disciplinary sanctions to the Corporate Function holding the disciplinary power;
11. define staff training programmes on the subjects referred to in Legislative Decree no. 231/2001 in agreement with the Administrative Body;
12. immediately inform the Administrative Body in the event of serious and urgent facts relevant to the performance of its activities.

In order to perform the above functions and tasks, the Supervisory Board is granted the following powers:

13. all powers of initiative and control over all corporate activities, with free access to all Corporate Functions and Bodies of the Company, in order to obtain any information or data deemed necessary for the performance of its tasks;
14. the power to have broad and extensive access to the various corporate documents and, in particular, to those concerning relations, contractual or otherwise, established by the Company with third parties;
15. the power to be supported and cooperate with the various corporate structures and



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bodies of the entity which may be interested, or however involved, in control activities;

16. power to grant specific consultancy and assistance assignments to professionals, including those from outside the Company.

4.6 Resources of the Supervisory Board

The Board of Directors allocates to the Supervisory Board the human and financial resources deemed appropriate for the purpose of carrying out the task assigned. In particular, the Supervisory Board is granted autonomous spending powers, as well as the power to enter into, amend and/or terminate professional contracts with third parties, holding the specific skills necessary for the best execution of the assignment.

4.7 Information flows of the Supervisory Board

4.7.1 Obligation to provide information to the Supervisory Board;

In order to facilitate the supervisory activity on the effectiveness of the Model, the Supervisory Board must be informed, by means of appropriate notifications by the Recipients (and, where applicable, Third Parties) of events that could result in the liability of Integra pursuant to Legislative Decree no. 231/2001.

In particular:

- the Recipients of the Model, if they find areas for improvement in the definition and/or application of the prevention protocols defined in this Model, shall draw up and promptly send to the Supervisory Body a note describing the reasons underlying the aspects for improvement highlighted;
- the Company Functions, according to their organisation powers, must formally inform the Supervisory Board of:
 - the system of company proxies and powers of attorney and any amendments thereto;
 - organization communication and update of the organization documents;
 - disciplinary proceedings started for violations of the Model, the measures for dismissal of such proceedings and the reasons therefor, the application of sanctions for violation of the Model or of the procedures established for its implementation;
 - measures involving top managers, carried out by the Criminal investigation department or by any other authority including administrative authorities, from which it can be inferred that investigations are being carried out for the offences referred to in Legislative Decree no. 231/2001;

- reports prepared by the control functions/bodies (including the Auditing Company) as part of their verification activities, from which facts, acts, events or omissions may emerge that are critical in terms of compliance with the provisions of the Decree or the provisions of the Model;
- a summary of legal disputes connected to offences pursuant to Legislative Decree no. 231/2001 concerning the Company;
- any misalignment found in the implementation of the protocols provided for in the Special Sections of the Model and/or company procedures;
- any accident involving the environmental deterioration;
- serious accidents in the workplace (death, serious or very serious injury of a worker; any environmental disaster whose clean-up takes more than a year and has a serious impact on the food chain, earth and aquatic life); a summary report of accidents in the workplace is sent every six months;
- sponsorships and donations;
- information about inspections carried out by Public Authorities;
- list of documentary requests or requests for clarification sent to the Company by the Revenue Agency or the Guardia di Finanza;
- changes to the Sensitive Macro-Areas/Sensitive Activities or potentially at risk;
- security events affecting the company's IT resources, of whatever nature, which may be cause issues to IT control system;
- information expressly mentioned in the Special Sections of the Model;
- all employees and members of the corporate bodies of the Company must promptly report any offence or alleged offence referred to in Legislative Decree no. 231/2001 of which they become aware, as well as any violation or alleged violation of the Model or of the procedures established to implement the Model of which they become aware;
- Third parties, collaborators and all persons external to the Company, identified according to point 2.5.3, as part of the activity carried out for the Company, are required to report to the Supervisory Board the violations referred to in the previous point, provided that this obligation is specified in the contracts that bind these persons to the Company;



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- all employees and members of the Company's corporate bodies may ask the Supervisory Board for clarification on the correct interpretation/application of this Model, the prevention protocols and the relevant implementation procedures;

Reports are sent to the Supervisory Board according to the following methods:

The Supervisory Board assesses all reports of violations received, i.e. non-compliance with the Organisational Model detected while performing its activity. To this end, it may hear the person sending the report and/or the person responsible for the alleged infringement, providing its reasons in writing if no action is taken.

The Recipients are required to cooperate with the Supervisory Board, in order to collection further information deemed necessary by the Supervisory Board for a correct and complete assessment of the report. Any resulting measures shall be applied in accordance with the provisions of the Disciplinary System referred to in paragraph 5 below.

In particular, the Supervisory Board shall promptly report any violation to the person above the offender and to the Head of the Corporate Human Resources Department any non-compliance with the Organisational Model detected in the exercise of its activities or reported (after checking their justification), in order to apply, against the person responsible for the violation, the proceedings pursuant to the Disciplinary System referred to in paragraph 5 below.

If the violation is particularly serious or concerns the Company's Top Management or Directors, the Supervisory Board shall inform the Board of Directors.

4.7.2 How information flows and reports are submitted

In order to allow timely compliance with the provisions set out in the paragraphs above, all recipients of the Model must provide the Supervisory Board with the information flows indicated as well as reports of any violations or suspected violations of the Model or the Code of Ethics, using the following channels set up by the Company also in compliance with the Law no. 179/2017; this introduces "Provisions for the protection of persons reporting crimes or irregularities of which they have become aware in the context of a public or private employment relationship" (the "Whistle-blowing Law"):

- sending an email to the e-mail address of the the Supervisory Board (odv@integra.it), or
- sending a paper notification in a sealed envelope addressed to the Supervisory Board at the address: Via Seganti 73/F, Forlì (FC), CAP 47121, or
- dedicated IT platform <https://areariservata.mygovernance.it/#!/WB/integra-italia>.

Reports of violations may also be anonymous but all details of the facts and persons reported must be described.



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The Supervisory Board takes appropriate measures to ensure the confidentiality of the identity of those who provide information to the Board. The Company protects whistleblowers in good faith against any form of retaliation, discrimination or disadvantage and, in any case, the confidentiality of the whistleblower's identity is ensured, without prejudice to legal obligations and the protection of the rights of the Company or of persons wrongly accused or accused in bad faith.

The disciplinary system adopted pursuant to paragraph 5 below provides for sanctions against persons who make reports that turn out to be unfounded with malice or gross negligence.

The reports received and the documentation managed by the Supervisory Board are generally kept by the Supervisory Board in a special archive, either paper or computerised. Access to this archive is only allowed to persons authorised by the Supervisory Board from time to time.

The Company and the recipients of the report shall act in such a way as to guarantee whistleblowers against any form of retaliation or discriminatory behaviour, whether direct or indirect, for reasons directly or indirectly linked to the report.

In order to encourage the use of internal reporting systems, and to foster the dissemination of a culture of legality, the Company shall explain the internal reporting procedure adopted to its employees in a clear, precise and complete manner.

4.7.3 Supervisory Board's Obligation to provide information

Provided that the responsibility for adopting and effectively implementing the Model remains with the Company's Board of Directors, the Supervisory Board reports on the implementation of the Model and the occurrence of any critical issues.

In particular, the Supervisory Board is responsible to the Board of Directors for:

- submitting, at the beginning of each financial year, the plan of the activities it intends to carry out in order to fulfil the tasks assigned;
- reporting regularly on the progress of the programme together with any changes made to it;
- promptly communicating any issues related to the activities, where relevant;
- reporting, at least every six months, on the implementation of the Model.

The Supervisory Board will be required to periodically report not only to the Board of Directors but also to the Board of Auditors on its activities.

The Body may request to be called by the above-mentioned bodies to report on the functioning of the Model or on specific situations. Minutes must be kept of meetings with the bodies of the entity to which the Supervisory Board reports. A copy of these minutes shall be kept by the Supervisory Board and the bodies involved from time to time.

Without prejudice to the above, the Supervisory Board may also communicate, on the basis of an assessment of the individual circumstances:



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- (i) the results of its investigations to the Corporate Functions if the activities give rise to aspects requiring improvement. In this case, the Supervisory Board will have to obtain a plan of actions from the said Corporate Functions, with the relevant timeframe, for the implementation of activities requiring improvement, as well as the result of such implementation;
- (ii) report to the Board of Directors and the Board of Statutory Auditors behaviour/actions that are not in line with the Model in order to:
 - a) achieve all the elements by the Board of Directors to submit any notification to the structures in charge of the evaluation and application of disciplinary sanctions;
 - b) make suggestions to eliminate shortfalls in order to prevent the event from occurring again.

Finally, the Body is obliged to immediately inform the Board of Auditors if the violation concerns members of the Board of Directors.

5. Disciplinary system for non-compliance with this Model and the rules and provisions referred to therein

5.1 General principles

Integra acknowledges and declares that the provision of an adequate system of sanctions for violations of the rules contained in the Model, its Annexes and Procedures is an essential condition for ensuring the effectiveness of the Model itself.

In this respect, Article 6(2)(e) of the Decree provides that organisational and management models must *'introduce a disciplinary system capable of sanctioning failure to comply with the measures indicated in the model'*.

The application of disciplinary sanctions is irrespective of the outcome of any criminal proceedings, since the rules of conduct imposed by the Model and the Procedures are assumed by the Company in full autonomy and independently of the type of offence under Legislative Decree no. 231/2001 which the violations in question may give rise to.

More specifically, failure to comply with the rules set out in the Model and in the Procedures jeopardizes, in itself, the relationship of trust existing with the Company and entails disciplinary action regardless of whether criminal proceedings are started in cases where the violation constitutes an offence. This is also in compliance with the principles of timeliness and promptness of disciplinary charges and the imposition of sanctions, in accordance with the laws in force.

Sanctions must range from precautionary measures for minor infringements to measures to sever the relationship between the agent and the body in the case of more serious infringements. Disciplinary power must always comply with the principles of proportion (sanction commensurate with the breach) and cross-examination (involvement of the person concerned).



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Reward mechanisms can also be envisaged for those who cooperate in the effective implementation of the model. Often, while promoting compliance with rules, the prospect of benefits coming from compliance can be more effective than the threat of negative consequences for breaking them.

5.2 Definition of "Violation" for the purposes of this System of Sanctions

By way of example only, a "Violation" of this Model and the relevant Procedures is:

- undertaking actions or behaviours which do not comply with the law and with the provisions set out in the Model and in the relevant Procedures, leading to a situation of risk of committing one of the offences covered by Legislative Decree no. 231/2001;
- failing to undertake actions or behaviours set out in the Model and in the relevant Procedures, leading to a situation of risk of committing one of the offences covered by Legislative Decree no. 231/2001;

By way of example, below are some behaviours considered as a Violation:

- incomplete or untruthful drafting of the documents provided for by this Model, the General Principles of Conduct and the Prevention Protocols and the relevant implementation procedures;
- failure to draft the documents provided for by this Model, the Prevention Protocols and the relevant implementation procedures;
- violation or circumvention of the control system provided for by the Model, however carried out, such as, for example, by removing, destroying or altering the documentation produced, preventing controls or access to information and documentation with regard to the persons in charge of controlling procedures and decisions;
- failure to inform the Supervisory Board of the information provided for;
- violation or circumvention of the supervision obligation by Top Managers with regard to their subordinates' work;
- failure to comply with the obligations concerning participation in training programmes, according to point 2.5.2 - "Staff Training and Information";
- violation of the whistleblower protection measures;
- malicious or grossly negligent reporting that proves to be untrue, instrumental to the pursuit of defamatory purposes against individuals or the company.

5.3 Sanctions

5.3.1 Non-management staff

Conduct by employees in breach of the rules provided for in this Model and in Company Procedures is defined as a *disciplinary offence*.

With reference to the type of sanctions that may be imposed on the above employees, they



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fall within those provided for in the National Collective Labour Agreements for Local Authorities (hereinafter referred to, for the sake of brevity, as the "**CCNL**"), in compliance with the procedures provided for in Article 7 of Law no. 300 of 1970 (hereinafter referred to, for the sake of brevity, as the "**Workers' Statute**") and any special applicable regulations.

Pursuant to the previous paragraph of this Model, violations by employees, depending on the seriousness of the violation itself, may lead to measures which shall be established according to the principles of proportionality, as well as the criteria of correlation between offence and sanction and, however, in compliance with the form and methods provided for by the legislation in force.

However, without prejudice to what is indicated in the Disciplinary System adopted by Integra, the sanctions that can be imposed on employees fall within those provided for in the CCNL, concerning staff ranging from "hard workers" to "managerial staff (management)".

The Disciplinary System is constantly monitored by the Supervisory Board.

5.3.2 Management

In the event of: (a) Violation of the above, or (b) adoption, in the performance of activities in the Macro-Sensitive Areas/Sensitive Activities, of a conduct not complying with the requirements of the above-mentioned documents, by managers, the most appropriate disciplinary measures shall be taken against those responsible, in accordance with the provisions of the National Collective Labour Agreement for Managers.

5.3.3 Directors

In the event of a breach of the rules above by one or more of the Integra Directors, the Supervisory Board shall promptly inform the Board of Directors and the Board of Statutory Auditors of the Company for the appropriate assessments and measures.

In the event that one or more of the Directors, who allegedly committed the offence causing the administrative liability of the Company, are committed for trial, the Chairman of the Board of Directors of Integra (or, on his behalf, the other Director) shall convene the Board to deliberate on the withdrawal of the mandate.

5.3.4 Auditors

In the event of Violation of the rules set out in the previous paragraph by one or more members of the Board of Statutory Auditors, the Supervisory Board shall inform the Board of Directors and the Board of Statutory Auditors itself, and upon the request of the Chairman of the Board of Directors, the Board shall be convened to take the appropriate measures.



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5.3.5 Third parties: external collaborators and consultants and business partners

In the event of violation, by external collaborators or consultants, or, more generally, by Third Parties, of the provisions of Clause 231 of the respective contracts, the Company shall, depending on the seriousness of the violation: (i) remind the parties concerned to strictly comply with the provisions set out therein; or (ii) be entitled, depending on the different types of contract, to withdraw from the existing relationship for just cause or to terminate the contract for non-performance by the aforementioned parties.

The Company shall adopt a register in which it shall enter all suppliers who have violated the obligations of Clause 231, as part of their contracts, or who find themselves in the circumstances highlighted therein, and with whom the Company has therefore terminated the contractual relationship. Entry in this register automatically leads to removal from the list of accredited suppliers and prevents the Company from entering into new contractual relationships with such suppliers.

5.3.6 Sanctions under Article 6(2-bis) of Legislative Decree 231/2001 ("Whistleblowing")

With reference to the system of sanctions relating to the proper handling of reports of wrongdoing pursuant to Article 6, paragraph 2-bis, of Legislative Decree no. 231/2001 (so-called "Whistle-blowing"), sanctions are foreseen:

- sanctions to protect the whistle-blower against those who retaliate or discriminate, directly or indirectly, against the whistle-blower for reasons related, directly or indirectly, to the report;
- sanctions against persons who, with wilful misconduct or gross negligence, make reports that turn out to be unfounded.

The sanctions are defined in relation to the role of the addressee of the sanctions, as indicated in the preceding paragraphs, to the extent that violations of the rules relating to the reporting system represent, in themselves, violations of the provisions of the Model.