



## **TE CONNECTIVITY ITALIA DISTRIBUTION SRL**

### **Organizational Model**

*(Adopted pursuant to Italian Legislative Decree no. 231/2001)*

Approved by the Board of Directors

on 31/01/2024

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# **Organizational Model**

## ***Introduction***

## 1 PREMISE

The present document describes the Organizational Model adopted by TE Connectivity Italia Distribution Srl (also "TECID" or "the company") pursuant to the Italian Decree no. 231/2001 (also "Decree").

In adopting this Organizational Model (also "the Model"), TECID intends to:

- promote and enhance an ethical culture orienting behaviour towards fairness and transparency in the conduct of social activities;
- comply with national regulations on the administrative liability of organizations, analysing the potential risks of relevant illegal conduct pursuant to Legislative Decree 231/2001 and enhancing and integrating the relevant control mechanisms aimed at preventing the implementation of such conduct;
- determine, in all those who work on behalf of the company on "sensitive activities", the awareness that they may incur, in the event of violation of the provisions set out therein, disciplinary and/or contractual consequences as well as criminal and administrative sanctions against them;
- reiterate that any form of unlawful conduct is strongly condemned, as it is contrary not only to the provisions of the law, but also to the ethical principles to which the company intends to adhere in the execution of its business activities;
- allow the company to intervene promptly to prevent or oppose the commission of the offences and to sanction behaviour contrary to the law and company rules, by monitoring "sensitive activities".

Therefore, the Model represents a coherent set of principles and rules impacting on the internal functioning of the company and on the way in which it interacts with external actors. The Model regulates the management of the internal control system relating to "sensitive activities" aiming at preventing the commission, or the intention to commit, the offences referred to in the Decree.

The approval of the Organizational Model is the exclusive competence of the Board of Directors.

## 2 STRUCTURE OF THE MODEL

The Organizational Model describes the contents of the Decree, the organizational structure of the company, the methodology adopted to identify the risks and analyze the controls in place, the appointment and functions of the Supervisory Body, the disciplinary system in place, communication and training activities on the Model and the procedures for updating it.

In a more extensive interpretation, the following are also part of the Model: (i) the systems of proxies and powers of attorney adopted locally and at Group level, (ii) the policies, guidelines, procedures and instructions adopted by TECID at the local level, (iii) the global policies adopted by the TE Connectivity Group, which constitute an expression of the company's internal control system.

## 3 THE CODE OF ETHICS

The Code of Ethics of the company<sup>1</sup> is the primary regulatory source within the Model and therefore the principles, values and rules of conduct indicated therein must be considered an integral and essential part of the Model.

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<sup>1</sup> TECID's Code of Ethics, that all employees must comply to, is equivalent to the "TE Connectivity Guide to Ethical Conduct" adopted by the TE Connectivity Group at the global level. Available at <https://www.te.com/usa-en/about-te/corporate-responsibility/governance/ombudsman/ethical-conduct.html>.

The Code of Ethics is addressed to the Bodies of the Company and their members, employees, collaborators, consultants, suppliers and any other person who may act in the name and on behalf of the Company.

Failure to comply with the principles and rules of conduct contained in the Code of Ethics and Model must be promptly reported to the Supervisory Body and entails the application of disciplinary measures in accordance with current legislation and personnel regulations applicable to the Company, without prejudice to any other determination of a civil, criminal and administrative nature.

#### **4 RECIPIENTS OF THE MODEL**

The rules and provisions contained in the Model apply and must be observed by those who perform, also de facto, management, administration or control functions in the Company, by employees, as well as by those who, while not belonging to the Company, operate under its mandate.

Therefore, the recipients of the Model are:

- Corporate Bodies (including the members of the Board of Directors and the Board of Statutory Auditors) as well as holders of formal qualifications (of management and control of the Company or one of its organisational units) that can be defined as "top management";
- those who exercise these functions (of management, management and control) even if only de facto;
- all personnel of the Company, by virtue of any type of contractual relationship;
- anyone acting in the name and on behalf of the Company under its direction and supervision.

The company requires compliance with the prescriptions dictated by the Decree and the ethical principles internally adopted to external collaborators, consultants, agents, intermediaries, suppliers, business partners and other contractual counterparties in general, through the signing of specific contractual clauses that ensure the commitment to comply with the provisions of Legislative Decree 231/2001, the ethical principles and lines of conduct adopted TECID.

## ***Organizational Model***

## 1 THE REGULATORY FRAMEWORK

### 1.1 *The administrative liability regime applicable to legal entities*

Legislative Decree 231/2001 regulates the "liability of entities for administrative offences resulting from a crime".

This regulation confirms the administrative liability of entities, understood as entities with legal personality, as well as companies and associations, including those without legal personality, in the event of the commission of "predicate" offences in the interest or to the advantage of the entity itself.

Legislative Decree 231/2001 finds its genesis in a number of international and EU conventions ratified by Italy, which require collective entities to be held liable for specific types of crime.

According to the regulations introduced by Legislative Decree 231/2001, an Entity may be held liable for certain crimes committed or attempted, in the interest or to the advantage of the Entity itself, by:

- Senior management, i.e. those who hold positions of representation, administration or management of the company or one of its organisational units with financial and functional autonomy, as well as those who exercise, also de facto, the management and control of the same;
- Individuals subject to the management or supervision of top management.

With regard to the notion of "interest", it applies whenever the unlawful conduct is carried out with the exclusive intention of achieving a benefit for the company, regardless of whether this objective has been achieved.

Similarly, the Company is liable whenever the perpetrator of the offence, despite not having acted in order to benefit the Entity, has nevertheless obtained an "advantage" for the legal entity, whether economic or not.

The administrative liability of the Company is autonomous with respect to the criminal liability of the individual who has committed the offence and is in addition to the latter.

### 1.2 *Offences envisaged by the Decree*

The liability pursuant to Legislative Decree 231/01 and subsequent amendments and integrations only concerns a predefined set of criminal offences (so-called "predicate offences"), explicitly referred to in the Decree itself.

At the date of preparation of this document, the types of offences can be included, for clarity, in the following categories:

- offences against the public administration (Articles 24 and 25 of Legislative Decree 231/2001);
- computer crime offences (Article 24-bis of Legislative Decree 231/2001);
- organised crime offences (Article 24-ter of Legislative Decree 231/2001);
- trafficking in illicit influences (Article 25 of Legislative Decree 231/01);
- offences of counterfeiting money, public credit cards, revenue stamps and identification instruments or signs (Article 25-bis of Legislative Decree 231/2001);
- crimes against industry and trade (Article 25-bis 1 of Legislative Decree 231/2001);
- corporate offences (Article 25-ter of Legislative Decree 231/2001);
- crimes for the purposes of terrorism or subversion of the democratic order (Article 25-quater of Legislative Decree 231/2001);
- practices of mutilation of female genital organs (Article 25-quarter.1 of Legislative Decree 231/2001);
- crimes against the individual personality (Article 25-quinquies of Legislative Decree 231/2001);

- market abuse (Article 25-sexies of Legislative Decree 231/2001);
- negligent homicide or grievous or very grievous bodily harm committed in violation of the rules on the protection of health and safety at work (Article 25-septies of Legislative Decree 231/2001);
- transnational crimes (Article 10 of Law no. 146 of 16 March 2006);
- handling of stolen goods, money laundering and use of money, goods or benefits of illegal origin as well as self-laundering (Article 25-octies of Legislative Decree 231/2001);
- crimes relating to payment instruments other than cash (art. 25-octies<sup>1</sup> Legislative Decree 231/2001);
- copyright infringement offences (Article 25-novies of Legislative Decree 231/2001);
- induction not to make statements or to make false statements to the judicial authorities (Article 25-decies of Legislative Decree 231/2001);
- environmental offences (Article 25-undecies of Legislative Decree 231/2001);
- employment of third-country nationals whose residence is illegal (Article 25-duodecies of Legislative Decree 231/2001);
- racism and xenophobia (Article 25-terdecies of Legislative Decree 231/01);
- fraud in sports competitions, abusive gaming or betting and gambling exercised by means of prohibited equipment (Article 25-quaterdecies of Legislative Decree 231/01);
- tax offences (art. 25-quinquiesdecies of Legislative Decree 231/01);
- crimes relating to smuggling (Article 25-sexiesdecies of Legislative Decree 231/2001);
- crimes against cultural heritage (art. 25-septiesdecies Legislative Decree 231/2001);
- laundering of cultural assets and devastation and looting of cultural and landscape assets (art. 25-octiesdecies of Legislative Decree 231/2001).

### **1.3 Sanctions envisaged by the Decree**

Should the Company be held liable pursuant to the Decree, as a result of the commission or attempted commission of the above mentioned crimes, the following sanctions are applicable to the Company:

- monetary sanction, calculated through a system based on quotas, which are determined by the judge in number and amount, within limits defined by law;
- disqualification sanctions, which, in turn, may consist of:
  - disqualification from exercising the activity;
  - suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
  - prohibition to negotiate with the public administration;
  - exclusion from facilitations, financing, contributions or subsidies and possible revocation of those granted;
  - prohibition to advertise goods or services;
- confiscation of the price or profit of the offence;
- publication of the judgment in one or more newspapers.



#### **1.4 Condition for exemption: the Organizational Model**

A characteristic aspect of Legislative Decree 231/2001 is the attribution of an "exempt" value to the Models of organisation, management and control if certain conditions are met in the opinion of the Judicial Authorities.

This means that the Company is not liable for crimes committed in its interest or to its advantage by one of the top management if it proves that:

- the management body has adopted and effectively implemented the Organisational Model pursuant to the Decree, which is suitable for preventing the offences covered by the Decree;
- the task of supervising the functioning and observance of Model 231 and updating it has been entrusted to the Supervisory Body, specifically appointed for this purpose;
- the person committed the crime by fraudulently evading the Model;
- the crime was committed without there being omitted or insufficient supervision on the part of the appointed Body.

On the other hand, in the case of an offence committed by persons subject to the management or supervision of others, the Entity is liable if the commission of the offence was made possible by the violation of the management or supervision obligations that the Entity is required to comply with.

The administrative liability of the Entity is in any case excluded, by express legislative provision (art. 5, paragraph 2, of Legislative Decree 231/2001), if the top management and/or their subordinates have acted in their own exclusive interest or that of third parties.

#### **1.5 Codes of conduct issued by trade associations**

Article 6, paragraph 3, of Legislative Decree 231/2001 establishes that "organisational and management models may be adopted, guaranteeing the requirements set out in paragraph 2, on the basis of codes of conduct drawn up by the associations representing the entities, communicated to the Ministry of Justice which, in agreement with the competent Ministries, may make observations within thirty days on the suitability of the models to prevent offences".

This Model has been prepared taking into account the indications expressed by the guidelines drawn up by Confindustria (the Confederation of Italian Industry) and approved by the Ministry of Justice.

## **2 ORGANIZATIONAL STRUCTURE OF THE COMPANY**

### **2.1 TE Connectivity Italia Distribution Srl social purpose and governance**

TECID is a company of the TE Connectivity Group, whose parent company, TE Connectivity LTD, is listed on the New York Stock Exchange. TECID is owned by the Luxembourg-based Tyco Electronics Group SA.

The core business of the company consists of the purchase, sale, distribution, import and export of contacts, terminals, connectors and other products from TE Connectivity Group Companies and traded in Italy.

### **2.2 Governance of the company**

The governing bodies of the company are:

- the Shareholders' Meeting;
- the Board of Directors;
- the Board of Statutory Auditors.

On the basis of the Articles of Association, the Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the Company and is responsible for everything that is not reserved by law for the Shareholders' Meeting. The Sole Director, the Chairman of the Board of Directors, the Vice Chairman and the Managing Director(s), within the limits of their respective powers, are vested with the power to represent the Company with single and separate signature.

**2.3 Development of the Organizational Model ex Legislative Decree 231/2001**

TECID has developed the Organisational Model not only to comply with the requirements of the Decree (which are not mandatory), but also to provide itself with a useful tool for strengthening its compliance and internal control system, through the following phases.

1. Identification of the activities and macro-processes in the context of which the conditions, opportunities and/or means for the commission of the offences envisaged by the Decree could potentially arise ("Sensitive Activities"), as well as the Company Functions/Directions involved in carrying out such activities ("Risk Assessment").
2. Analysis of sensitive activities and processes, identifying the organisational and control mechanisms in place or to be adapted. The control system was examined taking into consideration the following standard prevention measures:
  - existence of formalised procedures;
  - ex-post traceability and verifiability of transactions through adequate documentary support;
  - existence of a system of powers and authorisation levels that are formalised and consistent with existing organisational responsibilities;
  - compliance with the principle of segregation of duties;
  - existence of adequate control and monitoring mechanisms.
3. Identification of the necessary improvement actions in case of detection of any deficiencies in the Internal Control System (Gap Analysis).
4. Drafting of this descriptive document ("Model").

The Model thus structured is implemented through:

- its approval by the Board of Directors;
- the appointment of the Supervisory Body responsible for verifying the effective implementation and observance of the Model;
- the definition of a disciplinary system against any violations of the Model;
- the dissemination of the contents of the Model through training and information activities for the recipients.

**2.4 Mapping of "sensitive activities"**

The "sensitive activities" identified in the development of the Model are as follows:

Sensitive Activities	Main potentially applicable offences
1. Management of obligations towards Public Administrations	<ul style="list-style-type: none"> <li>- Offences against the Public Administration</li> <li>- Induction not to make statements or to make false statements to the judicial authorities</li> </ul>

Sensitive Activities	Main potentially applicable offences
2. Management of inspections by Public Administrations 3. Management of judicial and extrajudicial litigations	<ul style="list-style-type: none"> <li>- Corporate Offences</li> </ul>
4. Bookkeeping, close the books and financial reporting, including the management of extraordinary corporate transactions 5. Tax compliance management 6. Management of relations with the Board of Statutory Auditors and the Independent Auditors 7. Management of monetary and financial flows 8. Management of intercompany relations 9. Logistics and warehouse management, as well as customs requirements	<ul style="list-style-type: none"> <li>- Offences against the Public Administration</li> <li>- Corporate Offences</li> <li>- Handling stolen goods, money laundering, use of money, goods, utilities of illegal origin, as well as self-laundering</li> <li>- Organised crime offences</li> <li>- Offences committed for the purposes of terrorism or subversion of the democratic order</li> <li>- Offences and administrative misconduct of market abuse</li> <li>- Tax crimes</li> <li>- Smuggling offenses</li> </ul>
10. Selection and recruitment; 11. HR management (including bonuses, salary increases and career advancements) 12. Benefit management 13. Management of reimbursements and representation expenses 14. Management of staff training activities 15. Management of relations with trade unions	<ul style="list-style-type: none"> <li>- Offences against the Public Administration</li> <li>- Corporate Offences</li> <li>- Handling stolen goods, money laundering, use of goods, money and other utilities of illegal origin, self-laundering</li> <li>- Employment of third-country nationals whose residence is illegal</li> </ul>
16. Selection, contracting and management of agents; 17. Management of commercial negotiations and sales activities	<ul style="list-style-type: none"> <li>- Offences against the Public Administration</li> <li>- Corporate Offences</li> <li>- Organised crime offences</li> <li>- Offences against industry and trade</li> <li>- Handling stolen goods, money laundering and use of money, goods or benefits of illegal origin, as well as self-laundering</li> </ul>
18. Management of corporate information systems 19. Software application license management	<ul style="list-style-type: none"> <li>- Computer crimes and unlawful data processing</li> <li>- Copyright infringement offences</li> </ul>
20. Management of sponsorships, gifts and donations	<ul style="list-style-type: none"> <li>- Offences against the Public Administration</li> <li>- Corporate Offences</li> <li>- Handling stolen goods, money laundering, use of goods, money and other utilities of illegal origin, self-laundering</li> </ul>

Sensitive Activities	Main potentially applicable offences
21. Management of R&D activities	<ul style="list-style-type: none"> <li>- Offences against the Public Administration</li> <li>- Offences of forgery of coins, public credit cards, revenue stamps and identification instruments or marks</li> <li>- Offences against industry and trade</li> <li>- Corporate Offences</li> </ul>
22. Management of indirect purchases of goods, services, consultancy and professional engagements	<ul style="list-style-type: none"> <li>- Offences against the Public Administration</li> <li>- Corporate Offences</li> <li>- Organised crime offences</li> <li>- Handling stolen goods, money laundering and use of money, goods or benefits of illegal origin, as well as self-laundering</li> <li>- Tax crimes</li> </ul>
23. Health and Safety Management	<ul style="list-style-type: none"> <li>- Negligent homicide or grievous or very grievous bodily harm committed in violation of the rules on the protection of health and safety at work</li> </ul>
24. Environmental compliance management	<ul style="list-style-type: none"> <li>- Environmental offences</li> </ul>

### 3 THE SUPERVISORY BODY

According to the Decree, there are two so-called "exemption conditions", among those mentioned in paragraph 1.4, which concern the Supervisory Body.

The first is that of having entrusted the tasks of supervising the functioning and observance of the Model, as well as its adequacy with respect to the Company's business and organisation, to a "corporate body with autonomous powers of initiative and control". The second condition is that this Body, once appointed, carries out its duties effectively.

The main requirements of the Supervisory Board (hereinafter also "SB"), as proposed by the Guidelines issued by Confindustria and also endorsed by the judging bodies in the various jurisprudential decisions published, can be identified as follows:

- Autonomy and independence;
- Professionalism;
- Continuity of action.

The autonomy and independence of the Supervisory Board imply autonomy in control initiatives with respect to any form of interference or conditioning by any representative of the company and, in particular, the administrative body.

The requirement of professionalism implies the technical capacity of the Supervisory Board to perform its functions with respect to the supervision of the Organisational Model, as well as the necessary qualities to guarantee the dynamism of the Model itself, through updating proposals to be addressed to top management.

Finally, with reference to the continuity of action, the Supervisory Body must constantly monitor compliance with the Model, verify its effectiveness and efficiency, promote its continuous updating and represent a constant point of reference for any person working for the Company.

Legislative Decree 231/2001 does not provide specific indications regarding the composition of the Supervisory Body. In the absence of such indications, the Company has opted for a solution that, taking into account the aims pursued by the law and the guidelines that can be derived from published case law, is able to ensure the effectiveness of the controls for which the Supervisory Board is responsible, in relation to its size and organizational complexity.

The Company has opted for a monocratic composition of its Supervisory Board, the appointment of which was decided by the Board of Directors.

The Supervisory Board must meet the requirements of autonomy, independence, professionalism and continuity of action mentioned above.

### **3.1 Constitution and appointment of the Supervisory Body**

The Company's Supervisory Board is appointed by resolution of the Board of Directors, which also defines the term of office of its members. The latter must expressly accept the appointment, which can be confirmed at the end of the term of office.

The Supervisory Board ceases to be in office at the end of the period established at the time of appointment, although it continues to carry out its functions on an interim basis until the Board itself is appointed again, which must be carried out with the first useful resolution of the Board of Directors.

If, during the term of office, a member of the Supervisory Board ceases to hold office, a new member will be identified with the approval of the Board, and subsequently appointed.

The remuneration of the Supervisory Board is established by the Board of Directors.

Appointment as a member of the Supervisory Board is subject to the presence of subjective eligibility requirements. In particular, when the appointment is made, the persons appointed to the office of the Supervisory Board must issue a declaration in which they certify the absence of reasons for ineligibility, such as, for example:

- conflicts of interest, even potential ones, with the Company such as to prejudice the independence required by the role and duties of the Supervisory Board. Examples of conflicts of interest may be represented by the fact of:
  - maintaining significant business relations with the Chairman or other person with powers;
  - having relations with or be part of the President's family or other person with powers, the family being understood as the family nucleus constituted by the spouse not legally separated, by relatives related within the third degree;
  - entertaining significant business relations with TECID or with companies controlled by it or connected to it, with the exception of employment relations;
  - directly (or indirectly) owning shareholdings in the Company's capital of such a size as to allow them to exercise significant influence over the Company;
- administrative functions - in the three financial years prior to the appointment as a member of the Supervisory Board, or to the establishment of a consultancy/collaboration relationship with the same Board - of companies subject to bankruptcy, administrative compulsory liquidation or other insolvency proceedings;
- temporary disqualification or suspension from public offices, or from the management offices of legal persons and companies;
- existence of one of the conditions of ineligibility or forfeiture provided for by Article 2382 of the Civil Code;
- preventive measures pursuant to Law no. 1423 of 27 December 1956 or Law no. 575 of 31 May 1965 and subsequent amendments and additions, without prejudice to the effects of rehabilitation;
- sentencing, in Italy or abroad, even if with a sentence that has not yet become final and even if with a conditionally suspended sentence, or with a sentence of application of the penalty at the request of the parties pursuant to Article 444 of the Italian Criminal Code (so-called "plea bargaining"), without prejudice to the effects of

rehabilitation, for the crimes referred to in Legislative Decree 231/2001 or crimes in any case affecting professional morality;

- conviction, even if with a sentence that has not yet become final and even if with a conditionally suspended sentence, or with a sentence of application of the penalty at the request of the parties pursuant to Article 444 of the Italian Criminal Code (so-called "plea bargaining"), without prejudice to the effects of rehabilitation:
  - on sentence of imprisonment for a period of not less than one year for one of the crimes provided for by Royal Decree no. 267 of 16 March 1942;
  - on sentence of imprisonment for a period of not less than one year for one of the crimes provided for by the regulations governing banking, financial, securities, insurance and market and payment instruments;
  - a term of imprisonment of not less than one year for a crime against the Public Administration, against public faith, against property, against the public economy, for a tax offence;
  - for any non-negligent crime with a penalty of imprisonment for a period of not less than one year;
  - for one of the crimes provided for in Title XI of Book V of the Italian Civil Code as reformulated by Legislative Decree 61/2002.

If any of the above reasons for ineligibility should arise against an appointed person, the latter shall automatically forfeit the office.

The Supervisory Body may benefit, under its direct supervision and responsibility, in the performance of the tasks entrusted to it, from the collaboration of all the functions of the Company, or external consultants, making use of their respective skills and professionalism. This power enables the Supervisory Board to ensure a high level of professionalism and the necessary continuity of action.

To this end, the Board of Directors assigns an operating budget to the Supervisory Board, taking into account the latter's requests, which must be formally submitted to the Board of Directors.

The allocation of the budget allows the Supervisory Body to operate autonomously and with the appropriate instruments for the effective performance of the tasks assigned to it by this Model, in accordance with the provisions of Legislative Decree 231/2001. In case of necessity, the Supervisory Board may request the Board of Directors to have higher sums at its disposal, giving adequate subsequent reporting.

In order to guarantee the necessary stability, the revocation of the powers of the Supervisory Board and the attribution of these powers to another person may only take place for "just cause", also linked to the organisational restructuring of the Company, by means of a specific resolution of the Board of Directors.

In this regard, "just cause" for the revocation of the powers connected with the office of member of the Supervisory Board may be understood, by way of example only, as:

- a final conviction of the Company pursuant to the Decree or a final plea-bargaining judgment, where the acts "omitted or insufficient supervision" by the Supervisory Body, as provided for by art. 6, paragraph 1, letter d) of the Decree, result in a final judgement;
- a sentence of conviction or plea bargaining issued against the Supervisory Body for having committed one of the administrative crimes or offences provided for by the Decree (or administrative crimes/ offences of the same nature);
- violation of the obligations of confidentiality to which the Supervisory Body is bound;
- failure to attend more than two consecutive meetings without justified reason;
- serious negligence in the performance of its duties such as, for example, the failure to prepare the yearly report to the Board of Directors on the activity carried out;

- the assignment of operational functions and responsibilities within the company organisation that are incompatible with the requirements of "autonomy and independence" and "continuity of action" of the Supervisory Board.

In cases of particular gravity, the Board of Directors may in any case order the suspension of the powers of the Supervisory Body and the appointment of an *interim* SB.

### **3.2 Functions and powers of the Supervisory Body**

The Supervisory Body is granted the powers of initiative and control necessary to ensure effective and efficient supervision of the functioning and compliance with the Model in accordance with the provisions of Article 6 of Legislative Decree 231/2001.

In particular, the OdV must supervise:

- on the real adequacy and effectiveness of the Model with respect to the need to prevent the commission of the offences for which Legislative Decree 231/2001 applies, also taking into account the size and organisational and operational complexity of the Company;
- the permanence over time of the requirements of adequacy and effectiveness of the Model;
- on the observance of the provisions of the Model by the recipients, detecting any violations and proposing the relevant corrective and/or sanctioning actions to the competent company bodies;
- on the updating of the Model in the event that there is a need for adaptation in relation to changed company conditions or regulations, proposing any actions to the competent company bodies and verifying its implementation.

In order to carry out and exercise its functions, the SB is assigned the tasks and powers to:

- access all the Company's organisational structures and all the Company documentation relevant to verify the adequacy and compliance with the Model;
- periodically carry out targeted sample checks on specific activities/operations at risk and on compliance with the control and conduct controls adopted and referred to in the Model;
- promote the updating of risk mapping in case of significant organizational changes or extension of the type of crimes taken into consideration by Legislative Decree 231/2001;
- coordinate with the reference company Functions to assess the adequacy of the internal regulatory body adopted and define any proposals for adjustment and improvement (internal rules, procedures, operating and control methods), subsequently verifying their implementation;
- monitor information/training initiatives aimed at disseminating knowledge and understanding of the 231 Model within the Company;
- request from company managers, in particular from those who operate in company areas with a potential risk of offence, the information deemed relevant for the purposes of verifying the adequacy and effectiveness of the Model;
- collect any reports from any Recipient of the Model 231 regarding: i) any criticality of the measures provided for in the Model; ii) violations of the same; iii) any situation that may expose the Entity to the risk of crime;
- periodically report to the Board of Directors any violations of control measures referred to in the Model 231 or the shortcomings detected during the checks carried out, so that they can take the necessary adjustments;

- monitor the consistent application of the sanctions provided for by internal regulations in cases of violation of the Model, without prejudice to the competence of the management body for the application of sanctions;
- detect any behavioural deviations that may emerge from the analysis of information flows and the reports to which the Recipients of the Model are required to adhere.

Training on Decree 231 and the contents of the Organisational Models adopted by each entity is promoted and supervised by the Company's Supervisory Board.

All members of the Supervisory Body are bound to confidentiality with respect to all information of which they are aware due to the performance of their duties. The disclosure of such information may only be made to persons and in the manner envisaged by this Model.

### **3.3 Information requirements towards the Supervisory Body**

#### **3.3.1. Notifications**

In accordance with art. 6 of Legislative Decree 231/2001, the Model must provide for "obligations of information to the body responsible for supervising the functioning and observance of the models". (Co. 2(d), as described in paragraph 3.3.2 below.

In addition, the Model must provide for:

- "one or more channels that make it possible to present, in order to protect the integrity of the entity, detailed reports of unlawful conduct, relevant under the decree and based on precise and consistent factual elements, or of violations of the entity's organisation and management model, of which [one has] become aware because of the functions performed. These channels guarantee the confidentiality of the identity of the reporter in the reporting management activities" (co. 2-bis, letter a);
- at least one alternative reporting channel that ensures the confidentiality of the reporter's identity by computerised means' (Section 2a(b)).
- the prohibition of any act of retaliation or discrimination, direct or indirect, against the reporter on grounds related, directly or indirectly, to the report' (Section 2a(c));
- in the disciplinary system adopted, sanctions for violating the protection measures taken by the reporter as well as for intentional or grossly negligent reporting that proves to be unfounded' (Section 2a(d)).

Therefore, the Supervisory Body must be informed of any circumstances relevant to the compliance and functioning of the Model by all parties required to comply with it.

In the second place, the SB must be informed by the Recipients of unlawful conduct or violations of the Model, ensuring that they are substantiated and based on precise and consistent factual elements.

In particular, all Recipients of this Model have the obligation to promptly report the following information to the Supervisory Board, also anonymously (so-called "notifications"):

- any violation or well-founded suspicion of violation of rules of conduct, prohibitions and control principles set out in the Model, as well as the commission of unlawful conduct relevant under Legislative Decree 231/2001;
- any violation or well-founded suspicion of violation of rules of conduct referred to in the Group's Code of Ethics;
- all reports prepared by the Managers of the Company Functions / Offices within the scope of the control activities carried out, from which facts, acts, events or omissions having relevance with respect to the provisions of the Decree may emerge.

The Company makes available to the recipients of the Organizational Model different alternative channels to allow the submission of any notifications:



- E-mail box of the Supervisory Body (for both Italian Legal Entities of the Group) [odvteci@gmail.com](mailto:odvteci@gmail.com);
- Reporting tools provided by the TE Connectivity Group: reports can be forwarded to the Office of the Ombudsman, through the channels of ConcernLINE, ConcernNET or ConcernAPP , to the additional resources indicated in the Code of Ethics.

The Supervisory Board evaluates the notifications received and the cases in which it is necessary to take action, following an investigation procedure that may involve, depending on the case, one or all of the Directors; alternatively, the SB may decide to proceed independently with an investigation aimed at ascertaining the truthfulness or recidivism of the illegal or irregular conduct reported.

Any consequent measures are defined and applied in accordance with the provisions of the disciplinary system (see, in this regard, paragraph 4 below).

Every notification received is managed by the Supervisory Body guaranteeing the confidentiality of the identity of the reporting person also in order to avoid any form of retaliation, discrimination or penalisation or any consequence deriving from the propagation of the notification itself, without prejudice to the protection of the rights of persons accused wrongly or in bad faith and the rights of workers, the Company and third parties.

The Supervisory Board keeps the notifications received in a dedicated computer and paper archive: access to this archive is allowed only to the members of the Supervisory Board and only for reasons related to the performance of the tasks outlined above.

The Company expressly prohibits any act of retaliation or discrimination, direct or indirect, against reporting subjects for reasons related, directly or indirectly, to the notifications.

In addition, both the violation by a recipient of the measures for the protection of the whistleblower defined by the Company, and the making, with intent or gross negligence, of reports that turn out to be unfounded, constitute conducts that can be punished consistently with the provisions of the disciplinary system (see, in this regard, paragraph 4 below).

Violation of the foregoing constitutes a violation of the Model.

### 3.3.2 Whistleblowing discipline in the TE Group

TE Group is provided with an Office of Ombudsman, which is an independent, impartial, and confidential resource to whom employees, suppliers, investors, customers, and other third parties can report potential violations of law, TE policies, the TE Guide to Ethical Conduct or our values.

The Office of the Ombudsman oversees and manages the TE Group's whistleblowing and investigations program. It includes a reporting system that allows employees and outsiders to confidentially and anonymously report concerns or requests for assistance about potential illegal, inappropriate, or unethical behavior without fear of retaliation if they wish. The TE Group prohibits retaliation against those who report concerns based on reasonable grounds or beliefs

The TE Group encourages those who have concerns to contact the Office of the Ombudsman: reports can be made to the Office of the Ombudsman or through various reporting channels within TE, including ConcernLINE, ConcernNET or ConcernAPP (also in accordance with Legislative Decree 24/2023).

The Group's reporting system is governed by the following company policies: TEC- 01-57 Reporting and Investigating Misconduct and TEC-407-1375 Office of Ombudsman Internal Investigation Process and Investigation Guiding Principles. Documents and contact information are available online at the Company's website. <https://www.te.com/usa-en/about-te/corporate-responsibility/governance/ombudsman.html>

The TE Group's internal channel is in addition to the possibility of reporting directly to the Supervisory Board provided by this Organization, Management and Control Model, specifically for violations of the 231 Model adopted by the Company and crimes committed in violation of national and European laws concerning, but not limited to, the following

areas: public procurement, product safety and compliance, environmental protection, occupational health and safety, privacy and personal data protection, and network and information system security<sup>2</sup>

### 3.3.3 General and specific information flows

The disclosure obligations towards the SB extend to the following information flows:

- general information flows;
- process-specific information flows relevant for the purposes of the Decree.

In particular, in addition to the reporting obligations set out in paragraph 3.3.1 above, the Heads of Function, in carrying out the activities for which they are responsible, are required to inform the Supervisory Board, whenever the event occurs and promptly, of the following circumstances:

- measures and/or news coming from judicial police bodies, or any other authority, from which it can be inferred that investigations or criminal proceedings are being carried out, even against unknown persons, relating to facts of interest and/or which may involve the Company (relating to Legislative Decree 231/2001 and otherwise);
- measures and/or information concerning the existence of significant administrative or civil proceedings relating to requests or initiatives by public authorities;
- any act or summons to testify that involves subjects of the Company or who collaborate with it;
- requests for legal assistance made by employees in the event of the initiation of criminal or civil proceedings against them (not only in relation to the offences referred to in Legislative Decree 231/2001);
- information highlighting the disciplinary proceedings carried out and any sanctions imposed, the measures taken or the reasoned dismissal of disciplinary proceedings against company personnel;
- any information relevant to the respect, functioning and adaptation of the Organisational Model, including the information required by the relevant protocols relevant to the Decree, where applicable;
- any change concerning the system of proxies or the organisational and governance structure of the Company;
- any new company activities.

Each Head of Function, as the person responsible for the complete and correct adoption of the company rules to safeguard against the risks identified in the areas for which he or she is responsible, is also required to provide the Supervisory Board, promptly or periodically, with the data and information formally requested by the latter, as detailed in specific instructions prepared at the local level.

Any omitted or delayed communication to the Body of the information flows listed above shall be considered a violation of the Organisational Model and may be sanctioned in accordance with the Disciplinary System referred to in paragraph 4 below.

It is the task of the Supervisory Body to periodically solicit the recipients to provide assurance of the completeness of the information communicated.

General information and specific information must be sent to the SB in writing, using the dedicated email address.

Any information or notification provided for is kept by the Supervisory Board in a dedicated confidential archive (electronic or on paper).

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<sup>2</sup> See Whistleblowing Policy Italy and procedures TEC- 01-57 Reporting and Investigating Misconduct and TEC-407-1375 Office of Ombudsman Internal Investigation Process and Investigation Guiding Principles.

### **3.4 Supervisory Body reporting to Corporate Bodies**

In order to guarantee its full autonomy and independence in carrying out its functions, the Supervisory Board reports directly to the Board of Directors of the Company.

In particular, the Supervisory Board transmits to the Board of Directors:

- an annual report on the activities carried out;
- a communication on the occurrence of ascertained violations of the Model, with presumed commission of crimes.

The Supervisory Board has the right to request a meeting with the Board of Directors, should it deem it necessary. Likewise, the Board of Directors has the power to convene the Supervisory Board if it deems it appropriate.

The following aspects are addressed in the annual report:

- controls and audits carried out by the Supervisory Body and their outcome;
- any critical issues that have emerged;
- status of any corrective measures and improvements to the Model;
- any legislative amendments / updates or organisational changes that require updates in the identification of risks or changes to the Model;
- any disciplinary sanctions imposed by the competent bodies following violations of the Model;
- any reports received from internal and external parties during the period regarding alleged violations of the Model or the Code of Ethics;
- the activity plan scheduled for the following period;
- other information deemed significant.

Meetings with the corporate bodies to which the Supervisory Board reports must be documented. The Supervisory Board is responsible for archiving the relevant documentation.

## **4 DISCIPLINARY SYSTEM**

### **4.1 General principles**

Pursuant to articles 6, paragraph 2, letter e), and 7, paragraph 4, letter b) of the Decree, the Model, the adoption and implementation of which (together with the other situations provided for by the aforementioned articles 6 and 7) constitutes a sine qua non condition for the exemption of the Company from liability in the event of the commission of the offences referred to in the Decree, can be considered effectively implemented only if, among other things, it provides for a disciplinary system that is addressed to all of its recipients and that is suitable for sanctioning non-compliance with the rules and prescriptions indicated therein as well as those deriving or consequent from it.

The adequacy of this disciplinary system, which must be acted upon by the Company, will be constantly monitored by the Supervisory Board.

Since the Code of Ethics and the Model - including the internal procedures referred to therein - introduce binding rules for the recipients, the respective breaches, also in the form of attempts, are punished regardless of whether an offence is actually committed or punishable, as well as the determination of any damage. In particular, the application of the disciplinary system and the related sanctions is independent of the opening and/or outcome of any criminal proceedings initiated by the Judicial Authorities, as well as of the exercise and/or outcome of any concurrent liability action.

The categories of punishable offences, for the purposes of compliance with the Decree, are:

- breaches of the Model and/or the Code of Ethics constituting mere non-compliance with operational requirements (e.g. non-observance of procedures, omission of controls, omission of communications to the SB) of minor importance (and in any case without illicit and/or harmful consequences);
- breaches of the Model and/or the Code of Ethics constituting mere non-observance of more important operational prescriptions, due to the importance of the object and potential consequences;
- breaches of the Model and/or the Code of Ethics not unequivocally aimed at committing one or more offences, but in any case objectively such as to entail a concrete and significant risk;
- breaches of the Model and/or the Code of Ethics univocally aimed at committing one or more crimes, regardless of the actual accomplishment of the criminal purpose;
- breaches of the Model and/or the Code of Ethics - or, in any case, the adoption of conduct - such as to determine the concrete application against the Company of any of the sanctions provided for by Legislative Decree 231/2001.

In addition, disciplinary proceedings will be taken against those who violate the principles underlying the 'reporting' mechanism (see Section 3.3.1), aimed at protecting both the reporting agent and the reported person, and/or other parties specifically identified by Decree Law 24/2023 on whistleblowing as defined above. In particular:

- disciplinary sanctions against those who, being responsible to do it, do not keep the identity of the reporter confidential;
- disciplinary sanctions against those who obstruct or attempt to obstruct reporting, retaliate or threaten to retaliate, discriminate or penalize for reasons indirectly or directly related to the notification;
- disciplinary sanctions against those who, with intent or gross negligence, make notifications that prove to be unfounded, without prejudice to the possible ascertainment of civil liability (ex art. 2043) or criminal liability (in the event of slanderous or defamatory reports under the Criminal Code).

The sanctions specified in the following paragraphs will be applicable to disciplinary violations (depending on the nature of the relationship) according to a criterion of progressive correspondence between category and type (or adjacent types) of sanction and, in any case, in proportion to the seriousness of the objective case, the attitude of the subjective element, any recidivism or, in any case, the use of precedents, the institutional role, duties, tasks and/or professional qualification of the author, the degree of trust in the duties, and any other relevant concrete circumstances.

As regards, in particular, the prevention of the crimes referred to in the combined provisions of Articles 25-septies of Legislative Decree 231/2011 and 30 of Legislative Decree 81/2008 (i.e. negligent homicide or grievous or very grievous bodily harm "committed in violation of the rules on the protection of health and safety at work"), the violations of the obligations punishable to the Employer and the Executives by art. 55 of Legislative Decree 81/2008, for the persons in charge of art. 56, for workers etc. of art. 59, also of the same Legislative Decree 81/2008, as well as violations of the obligations provided for the same persons from any source of second degree (regulations, protocols, procedures, etc.).

In addition, in particular, violations of the duties imposed by the national collective bargaining agreement for workers, as well as violations of any other duty provided for in advance by the law for workers, as identified in the following paragraphs, will be punishable in particular with regard to the employees.

#### **4.2 Measures regarding employees**

With regard to employees a disciplinary system is already envisaged both by the appropriate collective bargaining rules (national collective bargaining agreement for the metalworking sector) and by art. 7 of Law no. 300 of 20 May 1970 (the so-called "Workers' Statute"). Therefore, the disciplinary system referred to in art. 7, paragraph 4, letter b), of the Legislative Decree 231/2001 is modelled on these pre-existing disciplinary systems, constituting an integration of them and taking advantage of their procedures and sanctions.

For the latter, therefore, reference is made to art. 8 of the aforementioned national collective bargaining agreement, which provides for the application of the following measures, according to the gravity of the infringement:

- verbal warning;
- written warning;
- fine not exceeding 3 hours' pay per hour calculated on the minimum wage;
- suspension from work and pay for a maximum of three days;
- dismissal for failure to comply with Art. 10 of the national collective bargaining agreement.

By way of example, the following violations may be sanctioned:

- failure to comply with the rules of conduct set out in the Code of Ethics;
- the failure to comply with the procedures and other controls provided for sensitive activities mapped in the Model.
- non-fulfilment of the "notification" and "information" obligations vis-à-vis the Supervisory Body;
- the unjustified or systematic failure to participate in training initiatives concerning Decree 231/2001, promoted by the Company.

The Model and the Code of Ethics are an expression of the Employer's power to issue provisions for the execution and discipline of work (art. 2104 of the Italian Civil Code). Consequently, the failure to comply with the same by the Company's employees, as well as, with the particularities of the respective cases, by any workers administered and posted, constitute a breach of the obligations arising from the employment relationship and a disciplinary offence (art. 2106 Civil Code) and, as such, may lead to the consequences provided for by current legislation and collective bargaining, and in particular the application of the disciplinary sanctions mentioned above, in addition to the liability to pay compensation for any damages caused.

Each time a violation of the Model is reported, disciplinary action will be taken to ascertain the violation. Once the violation has been ascertained, a disciplinary sanction proportionate to the seriousness of the violation committed and the possible recurrence of the violation will be imposed on the perpetrator.

The power to take disciplinary action against Company employees, also for the purposes of Legislative Decree 231/2001, will be vested in special attorneys with the necessary powers.

Any act relating to the disciplinary procedure must be communicated to the Supervisory Body for evaluation and monitoring within its competence.

It is understood that the procedures, provisions and guarantees provided for in Article 7 of the Workers' Statute and in compliance with the aforementioned Article 8 of the National Collective Labour Agreement, regarding disciplinary measures, will be respected. In particular:

- no disciplinary action may be taken against the worker without first contesting the charge and hearing the latter in his defence;
- in the case of more serious disciplinary measures than verbal warning or reprimand, a written complaint must be made to the worker with a specific indication of the facts constituting the infringement;
- the disciplinary measure cannot be issued until 5 days have elapsed from the complaint during which the worker can present his justification. If the measure is not issued within the following 6 days, these justifications will be deemed accepted;
- if the contested infringement is so serious as to lead to dismissal, the worker may be cautiously suspended from work until the order is issued, without prejudice to the right to remuneration for the period considered;

- the imposition of any disciplinary measure must be justified and communicated in writing;
- the worker may present his or her justifications also verbally.

It should be noted that, for the purposes of Article 7, paragraph 1, of the "Workers' Statute", the company publishes this Model and the Code of Ethics, as a supplement to the pre-existing disciplinary code, in the most appropriate manner to reach all recipients.

#### **4.3 Measures regarding Managers**

For Executives, the reference collective bargaining discipline is the National Collective Bargaining Agreement for Executives of Industrial Companies. Any conduct carried out by managers that constitutes a violation of the rules of conduct and procedures set out in the Model shall be punished by the Company in compliance with Article 7 of the Workers' Statute.

By way of example, infringements may be:

- the commission, also in the form of an attempt, of an offence for which Legislative Decree 231/2001 is applicable in the performance of their duties;
- non-compliance with the rules prescribed by the Model or the Code of Ethics;
- failure to supervise subordinates with regard to compliance with the Model and the rules referred to therein;
- failure to comply with the obligations of "reporting" and "information" to the Supervisory Body;
- tolerance or failure to report irregularities committed by other employees or partners of the Company;

Any act relating to the sanctioning procedure must be communicated to the Supervisory Body for the assessments and monitoring within its competence.

#### **4.4 Measures regarding Executives**

In the event of an ascertained violation of the provisions of the Model, including those of the documentation that forms part of it, by one or more Directors, the Supervisory Body is required to promptly inform the entire Board of Directors and the Board of Statutory Auditors, so that they may take or promote the most appropriate and adequate initiatives, in relation to the seriousness of the violation detected and in accordance with the powers provided for by current legislation and the Articles of Association.

In the event of an ascertained violation of the provisions of the Model by the entire Board of Directors, the Supervisory Body is required to immediately inform the Board of Statutory Auditors, so that they may take or promote the consequent initiatives.

In particular, in the event of violation of the provisions of the Model by one or more Directors, the Board of Directors has the power to proceed directly, based on the extent and seriousness of the violation committed, with the imposition of the sanctioning measure of the formal written warning or the revocation, even partial, of the delegated powers and powers of attorney granted in the most serious cases, such as to damage the Company's trust in the person responsible for the violation.

Finally, in the event of violations of the provisions of the Model by one or more Directors, uniquely aimed at facilitating or instigating the commission of a relevant crime pursuant to Legislative Decree 231/2001 or committing it, the sanctioning measures (such as, for example, temporary suspension from office and, in the most serious cases, revocation of the same) must be adopted by the Shareholders' Meeting, upon proposal of the Board of Directors or the Board of Statutory Auditors.

It is specified, by way of example, that violations of directors' duties may include:

- the commission in the performance of its functions, also in the form of an attempt, of an offence for which Legislative Decree 231/2001 is applicable;
- non-compliance with the rules prescribed by the Model or the Code of Ethics;
- failure to supervise the Company's employees or partners with regard to compliance with the Model and the rules referred to therein;
- non-fulfilment of the "reporting" obligations towards the Supervisory Body;
- tolerance or failure to report irregularities committed by other employees or partners of the Company.

Any act relating to the sanctioning procedure must be communicated to the Supervisory Body for evaluation and monitoring within its competence.

#### **4.5 Measures regarding members of the Board of Statutory Auditors**

The Supervisory Board, having received notice of violation of the provisions and rules of conduct of the Model or the Code of Ethics by one or more Statutory Auditors, shall promptly inform the entire Board of Statutory Auditors and the Board of Directors, which, having assessed the validity of the report and carried out the necessary checks, may take the appropriate measures, including, for example, convening the Shareholders' Meeting, in order to adopt the most appropriate measures provided for by law.

The Shareholders' Meeting, acting upon a proposal by the Board of Directors, after consulting the Board of Statutory Auditors, taking into account the seriousness of the violation and the circumstances in which it was committed, will revoke the appointment for just cause, in accordance with the powers provided by law and/or the Bylaws, without prejudice to the Company's right to pursue civil and/or criminal lawsuits independently and regardless of the application of the said measure.

By way of example, the following constitute a violation of the Model:

- the omission of supervision and/or control over subordinates regarding the correct application of the Model's rules of conduct and procedures;
- the failure to inform the Supervisory Body and/or the Board of Directors and/or the Board of Statutory Auditors of violations of the Model committed by employees and/or top management of which there is direct and certain knowledge.

Any act relating to the sanctioning procedure must be communicated to the Supervisory Body for evaluation and monitoring within its competence.

#### **4.6 Measures regarding external collaborators**

The adoption of conduct in contrast with Legislative Decree 231/2001 and with the principles and values contained in the Code of Ethics adopted by the Group by external collaborators, however named, having contractual relations with the Company, will be sanctioned in accordance with the specific contractual clauses included in the relevant contracts.

The repeated adoption of conduct in contrast with Legislative Decree 231/2001 or the serious or repeated violation of the principles contained in the Code of Ethics will be considered a breach of contractual obligations and may result in the termination of the contract by the Company.

## **5 DISTRIBUTION OF THE MODEL**

Adequate training and constant information of the recipients regarding the principles and prescriptions contained in the Organizational Model are very important factors for its correct and effective implementation.

All recipients of the Model are required to have full knowledge of the objectives of correctness and transparency that the Company intends to pursue through the adoption of the Model and the methods through which it intends to pursue them, developing an adequate system of principles of conduct and control.

Communication and training on the principles and contents of the Model are guaranteed by the Supervisory Body which, in agreement with the Company, identifies the best way to implement them.

Communication and training activities (including the training plan) are overseen by the Supervisory Board, which may propose any additions deemed useful.

### **5.1 Communication**

The adoption of this Model and any subsequent updates must be communicated to the addressees by means of a notice:

- publication on the company intranet of the Model;
- posting of the Model on company notice boards.

Recipients undertake to comply with the principles, rules and procedures contained therein in the performance of their duties in the areas relevant to the Decree and in any other activity that may be carried out in the interest or to the advantage of the Company.

New employees will be notified of the adoption of the Organizational Model by the Company through dedicated training sessions.

### **5.2 Training for employees**

In order to facilitate the understanding of the regulations set forth in the Decree and the Model, employees are required to participate in the specific training activities promoted by the Company, different according to their role and degree of involvement in the activities identified as sensitive pursuant to Legislative Decree 231/2001.

The Company guarantees the organization of specific training activities aimed at top management and other employees involved in sensitive activities, with frequency and content suitable to ensure the knowledge of the Decree and the dissemination of the Model and the Group's Code of Ethics.

Participation in the training programmes is mandatory for all training recipients and must be documented. Attendance checks and learning assessments are also performed.

### **5.3 Information to external collaborators**

The contracts concluded by the Company with external collaborators require the commitment, for such parties, not to engage in behaviours in contrast with the lines of conduct indicated in the Code of Ethics and such as to entail the commission, in the interest or to the advantage of TECID, of a relevant crime under the Decree; furthermore, such contracts, where deemed appropriate, provide that the breach of this condition may entitle the Company to exercise the express termination clause pursuant to Article 1456 of the Italian Civil Code, where Italian law is applicable, or a similar provision - where applicable - under the different applicable laws.

## **6 UPDATES TO THE ORGANIZATIONAL MODEL**

The Board of Directors resolves on the updating of the Model and its amendment in relation to changes and/or additions that may become necessary as a result, for example, of:

- changes to the Company's organisational structure and/or the way in which business activities are carried out;
- regulatory changes;
- results of the assessments carried out on behalf of the Supervisory Body;



- significant violations of the provisions of the Model.

Any events that make it necessary to modify or update the Model must be reported in writing by the Supervisory Body to the Board of Directors, so that the latter can carry out the resolutions for which it is responsible.

Changes to the company rules and procedures necessary for the implementation of the Model are made by the competent company Functions. The Supervisory Body is constantly informed of the updating and implementation of the new operating procedures and has the right to express its opinion on proposed amendments.