

Organizational, Management and Control Model

GENERAL PART

Adopted by resolution of the Board of Directors on 29 November 2013 of SumiRiko Italy S.p.A

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GENERAL PART

1. AIMS AND LEGAL PRINCIPLES

1.1 The Decree 231

Legislative decree no. 231 of 8 June 2001 n. 231, which “governs the administrative liability of legal entities, companies and associations” (“**Decree 231**”), implemented the legislative delegation contained in article 11 of law no. 300 of 29 September 2000, in which Parliament laid down principles and guidelines for the governing of the administrative liabilities of legal entities and bodies for offences committed by persons operating within these legal entities, in their interests or to their advantage.

Decree 231 introduced into the Italian legal system the principle of administrative liability for offences as a consequence of unlawful acts committed by:

- persons representing, administering or managing the legal person or any of its organizational units who are in possession of financial and operating autonomy, as well as persons responsible for the de facto management and control of the body (known as “**persons in senior management positions**”);
- persons and entities subject to the management or supervision of any of the parties described in the previous point (c. known as “**persons in subordinate positions**” or “**subordinates**”).

In the situations expressly taken into consideration in the decree, alongside traditional liability for the offence committed (personal criminal liability, which can only be taken on by individuals in accordance of the principle set out in article 27, paragraph 1, of the Constitution) and the other forms of liability deriving from offences, it is also necessary to consider the liability of the Legal person, in respect of which the disciplinary measures which apply depend on the party who has to respond. When the conditions referred to in the decree are satisfied, the facts constituting the offence have to be considered on two levels, regarding the offence attributable to the individual who committed it (subject to criminal sanctions), and the administrative implications of the offence for the Legal person (subject to administrative sanctions).

As to the nature of the liability under the terms of Decree 231, irrespective of the administrative liability referred to in the heading of the Decree, there are various provisions which determine that the overall legislative measure as a whole is rooted substantially in criminal law.

Decree 231 identifies the parties subject to the terms of the legislative provision, which are: “legal entities, companies and associations, including those without legal personality”.

Decree 231 lays down the conditions that have to be satisfied if the entity is to be held liable for the offence:

Objective criteria: the offence must be committed in the interest or to the advantage of the entity by a person in senior management position or subordinate.

Subjective criteria: These are necessary because, if the legal person is to be held liable for the offence, such liability has to be attributable to it not only in objective terms. A judgment of reproach also has to be passed against it in respect of the offence in question. The parameters of liability vary depending on whether the offence was carried out by a person in a senior management position or a subordinate.

If the offence has been committed by persons in senior management positions, the legal person is not liable if it proves that:

- ✓ **organization and management models** were adopted and effectively implemented by the management structure before the offence was committed which are able to prevent criminal conduct of the type concerned from taking place;

- ✓ a unit of the legal person with autonomous decision making and control powers is responsible for monitoring the operation, observance and updating of the models (also known as the “**Oversight Committee**”);
- ✓ the individuals concerned were able to commit the offence as they were able to unlawfully elude the models;
- ✓ the Oversight Committee of the legal person carried out its monitoring operations in full.

If the offences were committed by subordinates, Decree 231 states in general that the legal person is liable if it fails to fulfil its guidance or monitoring obligations. The legal person is in any case exonerated if it had adopted organizational models before the offence was committed which are able to prevent offences of the kind in question. Unlike the case of offences committed by persons in senior positions, in situations of this nature the burden of proving that the organizational models had not been adopted or that they were implemented in an ineffective way falls upon the accused.

Decree 231 presents an absolute list of offences for which the legal person could be held liable, if they are committed by a senior manager or a subordinate.

This list of offences has progressively expanded in the course of the years, especially upon the adoption of international conventions to which Italy is a signatory.

In accordance with the terms of Decree 231 and subsequent additions, the legal person may have administrative liability for offences according to the current regulations.

1.2 Sanctions

The sanctions applicable in the event of administrative liability for offences pursuant to the terms of articles 9 to 23 of Decree 231 are:

Fines: these apply to all unlawful administrative acts, by way of a penalty, rather than as compensation. The fines are payable by the legal person, out of its capital assets or common funds. The fines are calculated on the basis of a system “of quotas, no less than a hundred and not in excess of a thousand”, as determined by the court on the basis of the seriousness of the offence and the level of liability of the legal person, and the action taken by it to eliminate or reduce the consequences of the offence and to prevent any repetition. **Each quota ranges from a minimum of Euro 258.23 to a maximum of Euro 1,549.37.** Each quota is determined by the court, which takes into consideration the economic and capital situation of the legal person. The amount payable is therefore determined by multiplying the first factor (number of quotas) by the second (value of the quota).

Prohibition orders: these apply only in the specific cases expressly provided by Decree 231, and are as follows: (i) a ban on conducting business; (ii) suspension or revocation of the permits, licenses or concessions which enabled the offence to be committed; (iii) a ban on entering into negotiations with public administrative bodies, other than to obtain a public service. This prohibition may be limited to specific types of contract or negotiations with specific bodies; (iv) exclusion from subsidies, loans, contributions or grants, and the possible revocation of those already obtained; (v) a ban on advertising goods or services.

Prohibition orders are valid for **no less than three months and no more than two years**. By way of an exception, a prohibition order may be permanent in the most serious situations described in article 16 of Decree 231.

Confiscation: this is an autonomous, mandatory sanction which applies when the legal person is found to be liable. It regards the payment or profit obtained from the offence (with the exception of the portion that may be returned to the victim), or, if that is not possible, sums of money or other goods equivalent to the payment or profit obtained from the offence, without affecting the rights acquired by the third party in good faith. It is possible to order the preventive sequestration of goods, aimed at confiscating the price or profit obtained from

the offence when the relevant legal conditions are satisfied. The procedure set out in article 321 and following of the code of penal procedure on preventive sequestration applies;

Publication of the judgment: this may be required when a prohibition order is applied to the legal person. The judgment is published once only, in full or in an extract, in one or more newspapers selected by the court, and is affixed to the public notice board of the local authority in which the legal person has its registered office. The publication is at the legal person's expense, on the instructions of the clerk of the court. The aim of this sanction is to inform the public of the judgment passed

1.3 Precautionary measures

Decree 231 lays down the possibility of applying the prohibition orders set out in article 9, paragraph 2 by way of precautionary measures.

Precautionary measures apply to an accused or party under investigation while the proceedings are pending, but before judgment is passed. For this reason, precautionary measures may be applied at the request of the public prosecutor, when certain conditions are satisfied.

1.4 Organization, management and control models for exoneration of liability

In the case of offences committed by **senior managers**, Decree 231 lays down exoneration if the legal person is able to demonstrate among other things, that organization and management models were adopted and effectively implemented before the offence was committed which are able to prevent criminal conduct of the type concerned from taking place and that the individuals concerned were able to commit the offence as they were able to unlawfully elude the model. It is also necessary that the legal person appoints an Oversight Committee that operated with effectiveness.

In the case of offences committed by **subordinates**, the legal person may only be held liable if it is ascertained that *the offence was made possible by failure to observe the guidance or control obligations*. It should be noted however that there are no guidance and control obligations if *the legal person adopted an Organizational, Management and Control Model aimed at preventing offences of the type in question before the specific offence was committed*.

1.5 Requirements of the Organization and Management Models

Decree 231 also states the main requirements for the creation of a “Model of Organization and Management”. In particular, the model has to: (i) identify the activities in relation to which offences may be committed; (ii) lay down specific training protocols and the methods of implementing the decisions of the legal person in respect of the offences to be prevented; (iii) identify methods of managing financial resources which prevent the offences from being committed; (iv) lay down obligations to provide information to the organizations responsible for supervising the operation and observance of the Model; (v) introduce a disciplinary system which applies when the measures laid down in the Model are not observed.

Decree 231 also states that, taking into account the type of activity and the nature and size of the organization, the model has to lay down measures which guarantee that the operations will be carried out in accordance with the law and that any risk situations will be promptly detected, and (ii) the effective implementation of the Model requires periodic checks and amendments when significant breaches of the legal provisions are discovered, or in the event of important changes within the organization. The existence of a suitable disciplinary system is another significant factor

2. THE GOVERNANCE MODEL AND ORGANISATIONAL SYSTEM

2.1 The Company

SUMIRIKO ITALY S.p.A (also referred to below as the “**Company**” or “**SUMIRIKO**”) makes original components and spare parts for the automotive sector, including:

- the manufacture and sale of finished products for the motor industry and systems of flexible hoses for hydraulic and pneumatic circuits for the commercial transport sector or industry in general, and piping for the conveyance of fluids, flexible metal, rubber and plastic piping and connectors, and power steering, air conditioning and braking system components;
- the manufacture and sale of flexible piping for the fuel supply and braking systems of commercial and industrial vehicles (motor vehicles, trucks, tractors, earth moving machinery and all other vehicles in general);
- the manufacture and sale of air, fuel and engine oil filters;
- the manufacture and sale of vacuum tanks, plastic and other containers for various uses, with particular reference to the motor, commercial vehicle, truck, motorcycle, tractor and household appliance sectors;
- mechanical workshop operations in general, and the manufacture and sale of components and systems, accessories and spare parts for vehicles, including the testing of such components by means of road testing.

The company has three manufacturing plants in Italy:

- Scarlino: manufacture of vehicle components: rubber piping for high and low pressure hydraulic circuits and coolant gases in the air conditioning system, by means of substrate extrusion, braiding, overhead extrusion, vulcanisation, mandrel extraction and seal testing.
- Chivasso: manufacture of vehicle components: coolant gas piping for air conditioning systems and hydraulic piping, by means of pipe cutting and heading, welding and brazing, pipe bending, pressing and assembly, and final testing, fuel pipe manufacture by extrusion, pre-forming, assembly and testing, active carbon petrol vapour filters, filter preparation, testing and completion.
- Rivoli: manufacture and relative sale of finished products using the technology of rubber and polymer materials and the deriving of such products.

2.2 The SUMIRIKO governance system

Given the specific nature of the organisational structure and the operations carried out, the company has a Board of Directors with administrative functions and a Board of Auditors, responsible for controlling the company administration. Both these bodies are nominated by the shareholders' meeting.

The corporate governance system therefore takes the following form:

- **Shareholders' Meeting:** the shareholders' meeting resolves on the matters reserved to it in law, in both ordinary and extraordinary session. As of 27 February 2013 (date of entry in the shareholders' book), with entry in the Company Register on 8 March 2013, the sole shareholder of the company is Sumitomo Riko Company Ltd. (already known as Tokai Rubber Industries Ltd.).
- **Board of Directors:** the company is managed by its Directors, who have wide ranging and unlimited ordinary and extraordinary management powers, with the exception of those matters reserved in law to the shareholders' meeting. The Board of Directors may delegate and revoke powers to special

representatives to carry out single acts or categories of act. The Chairman and Managing Director are responsible for implementing the resolutions passed by the board, including those on the delegation and revocation of special powers.

The Board of Directors may delegate its powers to the Managing Director and the Chairman of the Board, upon whom all management powers may be conferred, with the exception of those matters reserved in law to the Board of Directors and those which the Board has resolved to reserve to itself.

The Chairman and Managing Director have the general powers to represent the company.

- **Board of Auditors:** this consists of 3 acting auditors and 2 replacements. As laid down in law, the Board of Auditors is responsible for ensuring observance of the law and the deed of incorporation, compliance with good management practices, the suitability of the organisational structure of the company, the internal control system and administrative and accounting system, with particular reference to the reliability of this latter in correctly representing the operating events.
- **Independent Auditor:** the shareholders' meeting appointed KPMG S.p.A. as its independent auditor.

3. THE ORGANIZATION AND MANAGEMENT MODEL

3.1 Purpose of the Organization and Management Model of SUMIRIKO

The SUMIRIKO Organisation and Management Model (also referred to in brief below as the “**Model**”) takes into account the interaction between the Internal Control System and the existing company procedures in respect of Decree 231. Particular attention is paid to the protocols adopted by the company in relation to Japanese legislation, known as “J-Sox”, as applied by the sole shareholder and the companies controlled by it.

This Model has been developed by:

- identifying the areas at risk of offences and the sensitive activities,
- setting up an organic, structured system of procedures (some of which are still to be fully defined),

the setting up of an Internal Control System.

The aim of the SUMIRIKO model is to:

- ensure that all those operating in the name and on behalf of SUMIRIKO are aware that committing or attempting to commit a criminal offence - whether to the benefit or in the interests of the company or otherwise - is a violation of the Model and the principles and provisions set out therein, and may render not only the perpetrator of the offence but also SUMIRIKO itself subject to criminal and administrative penalties;
- identify the conduct which will not be tolerated by SUMIRIKO, as it is in breach of the law, as well as of the company code of conduct;
- monitor the areas at risk and the sensitive activities, in relation to which the offences considered in Decree 231 could be committed, and lay down the prompt action to be taken to prevent such offences from being committed.

To define the Model and prevent the offences considered in Decree 231, the following operations were carried out:

- development of the SUMIRIKO code of conduct;

- assessment of the offences which could be of relevance to SUMIRIKO, due to the nature of the company business;
- in respect of such offences, the identification of the areas at risk under the terms of Decree 231, by means of an in-depth analysis of the business activities, the existing procedures and control systems, current practices and the levels of authorisation;
- identification and updating of the Internal Control System with a view to guaranteeing: (i) consistency between the exercise of functions and powers and the responsibilities allocated; (ii) the application and observance of the principle of separation of roles; (iii) the verifiable nature, transparency and consistency of company behavior in respect of the documentation on each operation, activity and transaction;
- identification of the Oversight Committee (“**OdV**”), which is responsible for monitoring the effective and correct operation of the Model and conferring autonomous powers for that purpose, in line with the means at its disposal;
- definition and adoption of a disciplinary system to be applied in the event of violation of the Model, pursuant to the terms of Decree 231.

3.2 The parties subject to the Model

The Model applies to the following parties, who are obliged to comply with its terms:

- the directors and managers of the Company (persons in senior positions)
- the company employees (subordinate parties);
- the collaborators, agents, consultants and all other freelance parties in general who operate in areas regarded as sensitive, in the interests or on behalf of the Company;
- the suppliers, partners and all third parties operating regularly or on a constant basis in areas regarded as sensitive, in the interests or on behalf of the Company.

More generally, all those operating in areas regarded as sensitive, in the interests or on behalf of the Company are subject to the terms of the Model.

3.3 Relation between MODEL and CODE OF ETHICS

The conduct of employees ("Employees") and directors ("Directors"), of those who act, also in the role of consultants or in any case with powers of representation of the Company as well as of the other contractual counterparties of the Entity, such as, for example, "Partners", shall comply with the rules of conduct provided for in the Model (hereinafter the "**Rules of Conduct**"), aimed at preventing the occurrence of offences.

The Rules of Conduct, contained in this Model, are integrated with those of the Code of Ethics adopted by SUMIRIKO.

It should, however, be noted that the Model and the Code of Ethics, although complementary, have a different scope; in particular

- the Code of Ethics is an autonomously adopted instrument that can be applied in general and is intended to express principles of corporate ethics that the Company recognises as its own and which it requires all employees, directors, consultants and partners to observe;

- the Model, on the other hand, responds to specific prescriptions contained in the Decree, aimed at preventing the commission of particular types of offences and is designed to allow SUMIRIKO to take advantage of the exemption provided for in Articles 6 and 7 of the Decree.

3.4 Structure of the Model and related documents

In addition to the principles and provisions of the Code of Ethics, all the processes, rules, procedures and systems applied within the company are also of relevance for the Model.

For the purposes of this Model, reference is expressly made to all the other systems applicable at SUMIRIKO, including the procedures and standards of conduct, all of which form an integral and substantial part of this Model.

3.5 Preliminary operations for the setting up of the Model

SUMIRIKO took the view that the adoption of the Organisation and Management Model under the terms of Decree 231 was essential to its company policy, to ensure that all those working within the company act in such a way as to prevent the offences taken into consideration by that Decree from being committed.

In setting up its Model, SUMIRIKO took into account the provisions of Decree 231, as well as the CONFINDUSTRIA Guidelines (as updated on 31 March 2014) drafted on the basis of the Ministry of Justice observations, which contain specific instructions for the adoption and implementation of the Models.

The company's Model was approved and adopted by the Board of Directors of SUMIRIKO in accordance with the terms of Decree 231.

The Board of Directors nominates the Control Board responsible for monitoring the operation and observance of the Model, in accordance with the terms of Decree 231.

The Risk Assessment activities (including the mapping of the areas at risk) were carried out through an analysis of the company documentation available and interviews with company personnel on the significant offences identified.

Identification of the risk areas and related sensitive activities.

The risk areas were identified by analyzing the organizational structure and operating methods of the Company, with a view to highlighting the areas and sectors of business which are most at risk of prejudicial events due to the offences considered in Decree 231.

The identification of the areas at risk was carried out through a prior examination of the company documentation (principal procedures in place, delegations, powers of attorney, internal circulars, etc.) and through a series of interviews with the key persons in the corporate structure (Managing Director, Administrative, Finance and Accounts Manager, Environmental Quality and Safety Manager, Personnel Manager, In sales Manager, Buying Office Manager, Design and Production Manager, Information Technology manager) and within the individual departments interviews targeted at examining the Sensitive Processes in detail and the control over them. Company procedures already adopted and in place at SUMIRIKO were also examined.

The analysis of the organizational structure and operating methods of the Company made it possible to: (i) identify the types of offence of the greatest relevance to the Company, (ii) assess and identify the company areas at risk of Decree 231 offences or attempted offences, either autonomously or in collusion with third parties.

The “sensitive activities”, that it is to say those activities with respect to which there is, directly or indirectly, a potential risk of commission of the crimes, have been identified in detail in each risk area, together with the relative company functions involved.

For further detail on the types of offence, the mapping of the sensitive areas and risks of offence considered in Decree 231, and the management of the relations and risk processes, reference should be made to the Special Parts of Model.

Identification and analysis of the control procedures and risks concerned.

Following the mapping of the company areas at risk and the identification of the main potential offences within the various departments, the main risk factors were identified and an assessment was carried out on the Internal Control System, to ensure that it was able to prevent the potential offences from being committed.

The milestones in the SUMIRIKO Internal Control System are (i) the Quality System Manual and related procedures and protocols, (ii) The Environmental Management System Manual and related procedures and protocols, and (iii) the Integrated ERP Management System on production, purchasing, inventory, accounting and administration, and related procedures and protocols.

The existing company control procedures were then assessed and areas for improvement identified.

The Internal Control System was assessed with a view to ascertaining:

- the existence of general rules of conduct applicable to the activities carried out;
- the existence and suitability of the existing rules and procedures applicable to the activities, in line with the tracing principles, decision-making process and the setting up of adequate control points;
- observance and implementation of the general principle of separation of roles;
- the existence of appropriate authorisation levels to ensure the correct control of the decision-making process;
- the existence of specific control and monitoring activities for the critical areas identified in Decree 231.

Drafting of the *Modello*

In drawing up of this Model account has been taken of the procedures and control systems already existing and already extensively in place within SUMIRIKO, when deemed able also to constitute measures preventing the offences and control instruments over the areas at risk.

In accordance with what is provided also in the Guidelines, the internal control system, the management control system and the policies and procedures composing it have been considered as general parts of the Model, and in particular :

- the Code of Ethics and the Employees' Manual;
- the documentation and provisions for the hierarchical–functional and organisational structure of the company;
- communications to personnel and training of the same;
- the administrative, accounting and financial system;
- The disciplinary system under the National Collective Bargaining Agreement;
- the Quality Management System;
- the Environmental Management System

- procedures internal to the J-SOX controls;
- and policy directives on computer infrastructure.

Without prejudice to its special purposes relative to Decree 231, this Model is therefore inserted within the wider control system composed mainly of the internal regulations already in place at SUMIRIKO.

The SUMIRIKO Model consists of:

The General Part, which describes the functions and principles of the Model and its essential component parts, analyses and identifies the risks to the company processes and activities, and defines and implements a risk management and prevention system.

The Special Parts, containing a more detailed analysis of the company operations in relation to certain categories of offence considered by the Decree, for which the risk of offence profiles are identified, along with the sensitive areas, with a description of the system of powers and protocols used to limit the risk. More specifically:

- Special Part 1: Cyber crimes (Art.24-bis);
- Special Part 2: Offences against health and safety at work (Art.25-septies);
- Special Part 3: Environmental crimes (Art.25-undecies);
- Special Part 4: Immigration offences (Art.25-duodecies);
- Special Part 5: Offences in dealing with the Public Administration (Artt. 24 and 25);
- Special Part 6: Corporate crimes (including “private bribery”) (Art. 25-ter);
- Special Part 7: Money laundering, fencing, self money laundering (Art.25-octies);
- Special Part 8: Crimes against individual personality (Art.25-quinquies);
- Special Part 9: Offences against industry and commerce (Art. 25-bis 1);
- Special Part 10: Tax crimes (Art. 25-quinquiesdecies);
- Special Part 11: Smuggling Offences (Art. 25-sexiesdecies).

With regards to the other offences provided by the Decree, including crimes against public faith, transnational crimes, as well as the crime of fraud in sporting competitions, illegal gaming or betting and gambling with prohibited devices, it is considered that the risk of occurrence of such offences may be negligible and, therefore, no specific rules and/or procedures are envisaged, without prejudice, however, to the provision of reference to conduct in compliance with the relevant regulations, as well as to the general rules of conduct set out in this Model and in the Code of Ethics. Any additions to the above-mentioned areas of activity at risk or "Sensitive Activities" may be decided by the Board of Directors of SUMIRIKO, in agreement with the Supervisory Body.

The Model was adopted by the Board of Directors on November 29, 2013 and subsequently updated.

Update of the *Modello*

The Oversight Committee which has specific duties and powers with respect to the care of, development and promotion of the constant updating of the Model, identifies and takes care of the drawing up of the modifications and/or supplementing of the Model which may become necessary as a result of:

- Violations of the provisions of the Model;
- Changes in the Company's internal organisational structure and/or of the manner of performance of its activities;
- Changes in legislation;
- Results of the controls;

and submits them for discussion and approval by the Board of Directors.

The Board of Directors then resolves on the up-dating and adjustment of the Model on the basis of the changes and/or additions submitted to it.

In order to guarantee that the changes to the Model are made with the necessary swiftness and effectiveness, without, in the meantime, running into difficulties in coordination among the operating processes, the provisions contained in the Model and the dissemination of them, the Board of Directors also has the possibility of delegating the duty of updating the Model to the Chairman or to the Managing Director.

It is pointed out that the risk assessment process was repeated at the time of approval of the legislative changes relevant for the Company's activities in light of the provisions of Decree 231 and when necessary, further special parts have been added to the Model.

4. THE OVERSIGHT COMMITTEE

4.1 Composition of the Oversight Committee and election of members

As laid down in law, the Board of Directors is responsible for determining the number of members, the duration of the period in office, the authority and powers, responsibilities and duties of the OdV, in accordance with the principles described below and the eligibility requirements for membership.

The OdV nominated by the Board of Directors remains in office for 3 financial years or any shorter period specified at the time of its nomination, which may not in any case be less than 1 financial year.

At the time of nomination, the Board of Directors selects the Chairman and decides on the fees payable to the members of the OdV.

When drafting the budget, company management approves the adequate allocation of financial resources upon the proposal of the Oversight Committee, which may use such resources to cover its operating requirements (special consultancy fees, travelling expenses, etc.).

4.2 Rules for the Oversight Committee

The OdV has drawn up an internal document aimed at governing the ways in which it performs its roles, including the relevant provisions applicable to the organizational and operating system.

All information relating to possible violations of the Model has to be passed on to the OdV as promptly as possible by all company personnel and third parties obliged to observe the provisions of the Model.

Company personnel and all other parties operating in the name and on behalf of the company who come into possession of information on offences committed within SUMIRIKO or practices not in line with the rules of conduct and principles of the Code of Ethics have to report the situation to the Oversight Committee as promptly as possible.

These reports, whose confidentiality will be guaranteed, may be forwarded to the Oversight Committee by email. All employees will be informed of the email address to be used for this purpose.

During its investigations into reports received, the Oversight Committee has to ensure that the reporting parties are not subject to reprisals, discrimination or any other form of penalization, and will guarantee their anonymity at all times, unless otherwise specified under the legislative provisions which apply.

The aim of the information passed on to the Oversight Committee is to improve the scheduling of its control and inspection operations, rather than to have it carry out checks into all the phenomena brought to its attention. Those cases in which the Oversight Committee decides that it is necessary to take action will therefore be left up to its discretion.

4.3 Termination of office

The members of the OdV step down from office upon expiry of their mandates, at which time a new OdV is set up. Membership may also cease as a result of the resignation or death of the members, or if they are removed from office for any reason.

Any members of the OdV who intend to resign from office have to inform the Board of Directors and OdV of their intentions in writing, to enable them to be replaced as promptly as possible.

The members of the OdV may be removed from office if they are no longer in possession of the necessary requirements (in the case of banning orders, incapacity, bankruptcy, conviction of offences and passing of a sentence banning them from holding public office, or if they are found guilty of any of the offences under the terms of Decree 231, and in all other cases of incapacity, incompatibility, loss of requirements, and so on).

The members of the OdV may be removed from office by the Board of Directors when there is just cause to do so, following consultations with the Board of Auditors. Just causes include failure to fulfil the obligations to which each member of the OdV is subject, unjustified failure to attend three or more meetings of the OdV, conflicts of interests and any other situation that renders a member incapable of performing his or her role. In addition, the termination of the employment relationship between an OdV member and the company normally leads to removal of the member in question from office. The OdV itself may ask the Board of Directors to remove one of its members from office, in which case it will explain its reasons for the request.

In the event of resignation, expiry of mandate, removal from office or death, the Board of Directors replaces the member of the OdV concerned, following consultations with the Board of Auditors. The newly elected members will remain in office for the remainder of the mandate of the OdV.

4.4 Requirements of the Oversight Committee

In accordance with the terms of article 6.1 of Decree 231, the OdV is responsible for monitoring the operation, observance and updating of the Model, and is invested with autonomous decision-making and control powers for those purposes.

In accordance with the terms of Decree 231 and the *CONFINDUSTRIA* Guidelines, the Oversight Committee meets the following requirements:

- ✓ **autonomy and independence.** The position of the OdV within the company, must guarantee autonomy of control against any form of interference and/or of conditioning by any part of the legal person (and in particular of the management).

- ✓ **Professionalism.** This refers to the legal person of instruments and techniques that the OdV must possess in order to perform the activities assigned to it effectively. They are specialist techniques of those who carry out “inspection” activities, but also consultancy ones for an analysis of the control systems and of a legal type and, more in particular, of a criminal law nature.
- ✓ **continuity of action.** In order to provide the guarantee of efficacy and constant implementation of such a structured and complex model, it is necessary for there to be a structure dedicated exclusively to the monitoring of the Model, without, as said above, operating duties which may lead it to take decisions with economic – financial effects.
- ✓ **integrity and absence of conflicts of interest.** In order to ensure the actual existence of the requirements described, it is advisable for the members to possess, as well as the professional know-how described, the subjective formal requirements which further guarantee the autonomy and independence required of the position (e.g. integrity, absence of conflicts of interest and kinship with members of the company bodies and with the top management etc.).

The Board of Directors ensures that these requirements and operating conditions are satisfied at all times by the OdV, and that its members have the necessary integrity, skills and freedom from conflicts of interests, with a view to further guaranteeing the autonomy and independence of the Oversight Committee.

4.5 Roles, activities and powers of the Oversight Committee

In accordance with the terms of Decree 231, the OdV of SUMIRIKO is responsible for monitoring the operation, observance and updating of the Model:

In general, the OdV performs the following general roles:

- ✓ **checks on and monitoring of the Model:** (i) checks on the ability of the Model to prevent unlawful conduct and to detect any offences that might be committed; (ii) checks on the effectiveness of the Model as a means of ensuring correct conduct; (iii) analyses on the continuing solidity and efficient operation of the Model in the course of time;
- ✓ **updating of the Model:** reporting of any Model update requirements, with recommendations to the Board of Directors and departments involved in respect of areas in which updating has to take place with a view to improving its effectiveness;
- ✓ **information and training on the Model:** (i) promotion and monitoring of initiatives aimed at presenting the Model to those subject to its terms (the '**Subjects**'); (ii) promotion and monitoring of initiatives aimed at ensuring sufficient knowledge of the Model among all the Subjects, including training courses and communication initiatives; (iii) assessment of requests for clarification of and/or consultancy on the Model from the operating units, company personnel, directors and auditors;
- ✓ **flows of information** to and from the Oversight Committee: (i) to ensure the prompt reporting of all factors relating to observance of the Model by the interested parties; (ii) examination and assessment of all the information and/or reports received regarding observance of the Model, including any breaches thereof; (iii) reporting to the relevant bodies on the operations carried out and their results, and on the scheduled activities; (iv) reporting to the relevant bodies on any breaches of the Model and the parties responsible, with the proposal of the penalties deemed most appropriate to the case in question; (v) in the event of checks by official bodies and public authorities, the supply of the necessary support and information;
- ✓ **follow-up activities**, to ensure the implementation and effective operation of the solutions proposed.

These are specialist activities, prevalently control ones which presuppose knowledge of ad hoc techniques and instruments as well as a high-level continuity of action.

The extension of application of Decree 231 to unintentional offences raises the problem of the relationship between the safety plan and the organisational model, as well as between the activities of the persons responsible for the controls on the health and safety at work and the oversight committee. The autonomy of the functions pertaining to these bodies does not allow there to be seen to exist a superimposing of the oversight duties, which would therefore be useless as well as ineffective.

It must therefore be clear that the various persons responsible for carrying out the controls must perform their duties on different levels.

It should be stressed that even though an Oversight Committee has been set up, the powers and responsibilities provided under the Civil Code for the top management of the company (Board of Directors and/or Managing Director) are unchanged.

Partly similar considerations may be made for the Board of Statutory Auditors which will be one of the institutional contact parties of the OdV.

To carry out the tasks assigned to it, the OdV has all the necessary powers to ensure the prompt and effective monitoring of the operation and observance of the Model.

Merely by way of example, the OdV has the right to proceed as follows, both directly and through the resources at its disposal: (i) to carry out all the checks and inspections which it deems appropriate, with or without advance notice, with a view to ensuring that all the relevant roles are being performed correctly; (ii) to gain access to all the company departments, records and documents without the need for any prior consent or authorization, to enable it to obtain all the information, data and documents deemed necessary; (iii) to interview company personnel with a view to obtaining information on the relevant company activities and any irregularities or breaches of the Model; (iv) to make use of all the company structures and outside consultants, acting under its direct supervision and responsibility; (v) to make use of the financial resources allocated to it by the Board of Directors for all purposes relating to the correct performance of its roles.

It should be clarified that the information provided to the Oversight Committee is aimed at allowing it to improve its activities for the planning of the controls and not, instead, to impose upon it activities for a punctual and systematic verification of all the phenomena reported. In other words the Committee does not have an obligation to take action every time there is a report, as it is up to its discretion and responsibility to establish in what cases to take action

The Oversight Committee will report on the implementation of the Model and the emerging of possible critical eventualities.

The Oversight Committee has two reporting lines: the first one on a continuous basis directly to the Managing Director and the second one, on an at least annual basis, to the Board of Directors and to the Board of Statutory Auditors.

In particular the Oversight Committee shall draw up on an at least annual basis a written report for the Board of Directors and for the Board of Statutory Auditors, on the activities performed (indicating, in particular, the controls carried out and the result of them, the specific inspections and the result of them, any updating of the mapping of the Sensitive Processes etc.) as well as an annual plan of the verification control and updating activities which will be performed during the following year, subject to possible emergencies which may emerge.

Should the OdV detect critical aspects attributable to any of the contact persons, the corresponding report shall be sent promptly to the Directors and to the Statutory Auditors.

The Board of Statutory Auditors and the Board of Directors, the Chairman and the Managing Director may call the OdV to meet at any time. Similarly the OdV has, in its turn, the option of asking, through the functions or authorised persons, for a meeting of the aforementioned Corporate Bodies for urgent reasons.

The Oversight Committee must also, coordinate with the functions within the Company responsible for the various specific aspect and specifically:

- ✓ with the Human Resources Department, with respect to personnel training;
- ✓ with the Human Resources Department for disciplinary proceedings;
- ✓ with the Finance Department with respect to the control of cash flows and of all the activities, including administrative ones, which may be significant for the commission of corporate offences
- ✓ with the Plant Management with respect to accident prevention and the protection of health and hygiene

The activities of the OdV may not be subject to any interference by any company body, structure or department. However, this does not affect the obligation of the Board of Directors to monitor the operations of the OdV, as the Board of Directors has ultimate responsibility for the operation and effectiveness of the Model.

4.6 Information flux to the Oversight Committee

The OdV must be promptly informed, through reports to such effect by the Employees and by the Company Bodies with respect to acts, behaviour and events which may give rise to the liability of the Company under Decree 231. These reports may be sent to the OdV at the following addresses:

Oversight ODV- by post to:

ODV- Via Pavia 120/a -10098 Rivoli (To), Italy

-email address: odv@it.sumiriko.com

The following information of a general nature shall apply in such respect

(A) the Employees and Company Organs Bodies must report to the OdV any violations of the Model, committed by any person, in particular information relative:

- ✓ to the commission, or the reasonable danger of commission of the relevant offences for the purposes of the administrative liability of SUMIRIKO;
- ✓ to behavior which, in any event, may cause a violation of the Model;
- ✓ to requests for legal assistance sent to SUMIRIKO by employees, under the National Collective Bargaining Agreement, in the event of the start-up of legal proceedings against the same;
- ✓ to any report prepared by managers responsible for other company functions within the context of their control activities and from which the facts, acts, events or omissions could emerge with critical aspects with respect to the observance of the provisions of Decree 231;
- ✓ to news relative to disciplinary proceedings carried out and to possible sanctions inflicted (including therein orders against employees), should they be connected to the commission of offences or breaches of the rules of conduct or procedural rules of the Model;
- ✓ to anomalies or information outside the norm discovered within the context of the information available (a non-repeatable act or extending of the area of occurrence).

(B) The information obligations on any conduct contrary to the provisions contained in the Model are comprised within the wider duty of diligence and the fidelity obligation of employees.

(C) The OdV shall examine the reports received: the OdV is not obliged to take into consideration any anonymous reports.

(D) Reporting persons in good faith shall be guaranteed against any form of retaliation, discrimination or penalisation and in any event the reporting person's confidentiality will be assured.

(E) As well as the reports relative to violations of a general nature described above and always so long as the acts or facts are relative to activities for which the Oversight Committee is responsible, there must compulsorily and immediately be sent to the Oversight Committee any information concerning orders and/or information coming from the judicial police or from any other authority from which it can be seen that investigations are being carried out, even in respect of unknown persons, for the offences should such investigations involve the Company, the employees or members of the Company.

(F) The Oversight Committee also has the power to identify other information which must be sent to it, in addition to that described above.

4.7 Whistleblowing

Related to the information flows, the Law No. 179 of 30 November 2017 "Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship" entered in force (a system known as *whistleblowing*), which introduces into the national system a system for the protection of the employee or collaborator ("*whistleblower*") who reports wrongdoing in the private sector, and this through the introduction in Article 6 of the Decree of subparagraphs 2-bis, 2-ter and 2-quater.

In this regard, SUMIRIKO has adopted the *Whistleblowing Policy* aimed to establish the procedures for reporting unlawful conduct, commission or omission that constitutes or may constitute a violation, or inducement to violate laws and regulations, values and principles enshrined in the Code of Ethics and in the Organizational Model of SUMIRIKO. For a more extensive and exhaustive discussion of the instrument and the related procedure provided for by the Decree, please refer to the Company Procedure notified on the public folder of SUMIRIKO.

4.8 Collection and keeping of information

Any information, report or document provided in this Model shall be kept by the OdV in an archive to this purpose (computer or hard copy) for a period of 10 years. Only persons authorised by the OdV can access the archive.

5. TRAINING – COMMUNICATION AND DISTRIBUTION OF THE MODEL

5.1 Communication and involvement in the Model and related protocols

The Company promotes maximum awareness of and familiarity with the provisions contained in the Model and the related protocols, including the Code of Ethics.

All Company personnel are informed of the Model and Code of Ethics, copies of which are affixed in locations accessible to all employees, as laid down in article 7.1 of the Workers Statute.

Records are kept by the OdV of the distribution of the above to the Company employees and their commitment to observe the rules contained therein.

All the outside parties with which SUMIRIKO has relations, including its suppliers, trading partners, collaborators, agents, consultants and others, are also informed of the adoption of the Model by SUMIRIKO.

Appropriate documentation is kept on the notification of the principles contained in the SUMIRIKO Model and Code of Ethics to all internal and outside personnel and their commitment to abide by them, including declarations of awareness of the SUMIRIKO Model or specific contract clauses relating thereto.

5.2 Training and induction on the Model

The Oversight Committee is also responsible for promoting regular training programs and other initiatives aimed at ensuring sufficient knowledge and awareness of the Model and the related rules, processes and controls which apply within the Company.

The principles of the Model, with particular reference to those of the Code of Ethics, are explained to the company personnel through specific mandatory training operations (such as courses, seminars, questionnaires and similar), which are scheduled by the OdV by means of dedicated training plans.

The courses and other training initiatives on the principles of the Model vary in accordance with the roles and responsibilities of the employees concerned, with more intense and detailed training supplied to senior management figures, as defined in the Decree, and those operating in areas classified as being 'at risk of direct offences' under the terms of the Model.

More specifically, the training sessions include a part dedicated to Decree 231 and the administrative liability of bodies (regulatory sources, offences, disciplinary measures applicable to individuals and companies and exempting factors) and a specific part on the company Model (reference principles for the adoption of organization, management and control models under the terms of Decree 231, and the General and Special Parts of the Model).

English language courses will be arranged for the Japanese personnel of the parent company on their arrival in Italy.

Suitable records and documentation are kept on attendance at the training courses.

Finally, the OdV shall draw up and update on a continuous basis, in the company's website a section containing all the information relative to Decree 231 and to the Model and shall monitor the initiatives for the dissemination of the awareness and understanding of the Model and shall arrange for the internal documentation necessary for the purposes of its effective implementation, containing instructions for use, clarifications or updating of the same.

6. DISCIPLINARY SYSTEM

For SUMIRIKO, observance of the Model and the provisions contained in it is a matter of primary importance. For this reason, the Company has adopted a disciplinary system which is applied in the event of failure to comply with the provisions of the Model, as such breach is also a breach of the relationship of trust between the Company and its personnel.

For the application of the disciplinary measures by SUMIRIKO, the setting up and outcome of any criminal proceedings is not a necessary condition, as the regulations and measures laid down in the Model and Code of Ethics are adopted by SUMIRIKO in a fully autonomous manner, irrespective of any offence that might be committed.

Any unlawful or illicit conduct, or any breach of the Model or Code of Ethics, will in no circumstances be regarded as justified or less serious due to the fact that it aims to further the interests or operate to the advantage of SUMIRIKO.

6.1 Disciplinary measures applicable to employees

In accordance with the legislation which applies, SUMIRIKO has to inform its employees of the provisions, principles and rules contained in the Model, by means of the information and training initiatives described above.

Any violation by the employees of the provisions, principles and rules contained in the Model and Code of Ethics put in place by the Company to prevent the Decree 231 offences from being committed may constitute a breach of discipline.

The disciplinary system relating to the Model has been set up fully in accordance with the legislation on employment and the terms of the *National Collective Bargaining Employment Agreement for private metalworking companies and plant installers (CCNL)* as well as in accordance with the terms of article 7 of the Workers' Charter.

There are no procedures or disciplinary measures other than those already codified and included in collective bargaining contracts and trade union agreements. The applicable CCNL contains various disciplinary measures, all of which are in proportion to the seriousness of the breach of discipline committed.

The disciplinary provisions which may be inflicted on employees – respecting the procedures provided under article 7 of Law no.330 May 1970 (Workers Statutory) – are those provided in the sanctioning apparatus of the National Collective Bargaining Agreement and specifically

- verbal reprimand;
- written warning;
- fine;
- suspension from work and from remuneration for up to a maximum of three days;
- Dismissal.

In relation to the activities at risk of offence, the following may constitute breaches of discipline:

- ✓ failure to observe the principles contained in the Code of Ethics or conduct contrary to the rules of the Code of Ethics;
- ✓ failure to observe the regulations, rules and procedures contained in the Model;
- ✓ missing, incomplete or untruthful documentation, or failure to keep the relevant documentation in a suitable manner, with a view to ensuring the transparency and effective tracing of the operations carried out in accordance with the regulations and procedures contained in the Model;
- ✓ violation or evasion of the control system by removing, destroying or tampering with the documentation relating to the procedures referred to above;
- ✓ interference with control and inspection activities and/or unjustified denial of access to information and documentation on the part of the control bodies, including the Oversight Committee;

Without prejudice to the obligations charged to SUMIRIKO arising from the Workers' Statute, the behaviour which constitutes violation of the Model, accompanied by the relative sanctions, is the following:

- **Verbal Reprimand:** a “verbal reprimand” will be made against any worker who violates one of the internal procedures provided by the Model (for example, anyone who does not observe the required procedures, who does not communicate the required information to the Oversight Committee, who does

not carry out controls etc.) or who behaves, in performing activities in the Sensitive Processes in a way which does not comply with the provisions of the Model. Such behaviour constitutes a non-observance of the orders given by the Company;

- **Written Warning:** a “written warning” will be given against any worker who repeatedly violates the procedures provided in the Model or who behaves in performing activities comprised in the Sensitive Processes, in a way which is not in compliance with the provisions of the Model. Such behaviour constitutes a repeated non-observance of the orders given by the Company;
- **Fine:** a “fine” of not more than 3 hours’ normal remuneration will be will be inflicted against any worker who violates the internal procedures provided in the Model or who behaves in performing activities in the areas at risk, in a way which is not in compliance with the provisions of the Model exposing company assets to a situation of objective danger. Such behaviour , committed in breach of the orders given by the Company, will result in a dangerous situation for the integrity of the Company’s assets and/or constitute actions contrary to its interests.
- **Suspension:** any employee who, in violating the internal procedures provided in the Model or behaving when performing activities in the areas at risk in a way not in compliance with the provisions of the Model causes damage to the Company by carrying out acts contrary to its interests, or an employee who repeats more than three times in one calendar year the breaches referred to in the three points above shall be “suspended” from service and from remuneration for a period of not more than 3 days. Such behaviour, committed due to non-observance of the orders given by the Company, shall result in damage to the Company’s assets and/or shall constitute acts contrary to its interests;
- **Dismissal with Notice:** any employee who, in performing activities in Sensitive Processes behaves in a way not in compliance with the provisions of the Model and aimed unequivocally at the commission of an offence sanctioned by Decree 231 shall be “dismissed with notice” (with the employer’s entitlement to immediate release of working services paying the relative salary). Such behaviour constitutes a serious breach of the orders given by the Company and/or a serious breach of the obligation of the employee to cooperate in the Company’s prosperity;
- **Dismissal without Notice:** any employee who , in performing activities in the areas at risk behaves in a way not in compliance with the provisions of the Model so as to result in the actual application against the Company of the measures provided by Decree 231, as well as any employee who repeats more than three times in a calendar year the breaches referred to in the point on suspension shall be “dismissed without notice” . Such behaviour removes, at the route, the confidence of the Company with respect to the employee, constituting serious moral and/or material harm to the Company. Where necessary, in order to ascertain the facts, SUMIRIKO reserves the right to have recourse to precautionary suspension.

The punishments and the request of restoration of damages, if any, shall be in proportion to the seriousness of the breach. Given the fundamental importance of the transparency and tracing principles, and the significance of the monitoring and control activities, the Company will generally apply more stringent disciplinary measures in the event of violations of the principles on which the Model and Code of Ethics are based.

When disciplinary measures are applied, the following will be taken into account:

- whether or not the conduct or acts of negligence, imprudence or incompetence are of an intentional nature;
- the conduct of the worker as a whole, with particular reference to any previous disciplinary measures applied;
- the duties of the worker;
- the position held and the level of responsibility and autonomy of the employee concerned;

- any other factors relating to the breach of discipline.

The Oversight Committee is responsible for assessing the effectiveness of the disciplinary system in the light of Decree 231. In its regular reports, the Oversight Committee also has to highlight any aspects of the disciplinary system which require improvement or further development, especially in respect of any changes to the regulations which apply.

6.2 Disciplinary measures applicable to managers

In the event of violation of the Model and/or Code of Ethics by management personnel, in particular violation of the duty of supervision of employees. SUMIRIKO will apply the most appropriate disciplinary measures in accordance with the Collective bargaining agreement for managers of private enterprises applied by the Company. Given the fundamental relationship of trust which, by definition, exists between the company and its management personnel and the greater experience and professionalism required of these latter, any violations by them of the provisions of the Model and/or Code of Ethics may lead more frequently to dismissal.

6.3 Disciplinary measures applicable to directors

The Oversight Committee is obliged to inform the entire Board of Directors and Board of Statutory Auditors of any violation of the principles, provisions and rules of the Model and the Code of Ethics by Directors, to enable the necessary measures to be applied, such as, for example, the convening of a meeting of the shareholders to discuss the situation. The OdV not only reports the details of the violation, but also recommends the most appropriate further investigations to be carried out and, when the violation is confirmed, the most suitable disciplinary measures to be applied (such as the removal of the director concerned from office).

6.4 Disciplinary measures applicable to statutory auditors

The Oversight Committee is obliged to inform the entire Board of Directors and Board of Statutory Auditors of any violation of the principles, provisions and rules of the Model and the Code of Ethics by members of the Board of Statutory Auditors, to enable the necessary measures to be applied, such as, for example, the convening of the Shareholders' Meeting to discuss the situation. The Oversight Committee not only reports the details of the violation, but also recommends the most appropriate further investigations to be carried out and, when the violation is confirmed, the most suitable disciplinary measures to be applied (such as the removal from office of the statutory auditor concerned).

6.5 Disciplinary measures applicable to independent auditors

The same measures provided for the Board of Statutory Auditors will apply to independent auditors, appointed by the Company.

6.5 Disciplinary measures applicable to other parties

Observance of the Code of Ethics and Organization and Management Model (this latter in respect of the aspects which apply in each specific case) is a fundamental condition for the continuation of relationships with the Company.

This obligation applies not only to personnel operating in the name and on behalf of SUMIRIKO, but also to other parties, including collaborators, representatives, consultants, and other freelance workers operating on behalf of SUMIRIKO, as well as all other parties bound to the Company by any form of contractual relationship.

By way of confirmation of this obligation, such parties are required to sign specific contractual clauses.

Any violation of the terms of the Code of Ethics and Model (this latter in respect of the aspects which apply in each specific case) by any personnel operating in the name and on behalf of SUMIRIKO or any other parties subject to the terms thereof, or the committing by any of the latter of the Decree 231 offences, will be subject to the disciplinary measures laid down in the contracts stipulated with such parties, which include specific clauses on the penalties, and may also be subject to legal action with a view to safeguarding the company's position. Merely by way of example, such clauses may lay down the right of SUMIRIKO to terminate the contract in the most serious cases, or to apply lesser penalties in the event of minor violations.

6.7 Additional disciplinary measures

SUMIRIKO reserves the right to apply all the other measures permitted in law, including claims for compensation for damages sustained as a result of violation of Decree 231 by any of the parties referred to above.

The Special Parts of the Model are for internal use only.

The original version of this Model is in Italian and has been translated into English for dissemination purposes.

In case of differences between the two versions, the Italian one will apply

