



# ORGANISATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEG. DECREE 231/2001

## GENERAL PART

This is a courtesy translation of text approved by the Board of Directors of Leonardo Logistics S.p.A. on April 18<sup>th</sup> 2024; in case of discrepancy between the Italian language original text and the English language translation, the Italian version shall prevail. Both Italian and English versions are available on the company's intranet and web site <https://www.leonardologistics.it>



## CONTENTS

DEFINITIONS .....	4
1 LEGISLATIVE DECREE no. 231/2001 .....	6
1.1 <i>The system of administrative liability envisaged for legal persons, companies and associations</i> .....	6
1.2 <i>Sanctions</i> .....	8
1.3 <i>Attempted crimes and crimes committed abroad</i> .....	9
1.4 <i>Procedure for assessment of offences and judicial review of suitability</i> .....	9
1.5 <i>Actions exempt from administrative liability</i> .....	10
2 CONFINDUSTRIA GUIDELINES.....	12
3 ADOPTION OF THE ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL .....	13
3.1 <i>Mission and corporate objectives</i> .....	13
3.2 <i>Reasons for Leonardo Logistics adopting the Organizational, Management and Control Model under Legislative Decree 231/01</i> .....	13
3.3 <i>Purpose of the Model</i> .....	14
3.4 <i>The process of preparing the Model</i> .....	15
3.4.1 <i>Identification of risk areas</i> .....	15
3.4.2 <i>Analysis of potential risks</i> .....	15
3.4.3 <i>As-is analysis</i> .....	15
3.4.4 <i>Gap Analysis and Action Plan</i> .....	16
3.5 <i>Model Structure</i> .....	16
3.6 <i>Model Elements</i> .....	17
3.6.1 <i>System of ethical principles and rules of conduct</i> .....	18
3.6.2 <i>Organisational system</i> .....	18
3.6.3 <i>Authorisation system</i> .....	19
3.6.4 <i>Company procedures in areas at risk</i> .....	19
3.6.5 <i>Management control and cash flow</i> .....	20
3.6.6 <i>Management of documentation</i> .....	20
3.6.7 <i>Communication and training</i> .....	21
3.6.8 <i>Disciplinary system</i> .....	21
3.6.9 <i>Information and reporting</i> .....	21
3.7 <i>Amendments and additions to the Model</i> .....	21
4 SUPERVISORY BODY .....	22
4.1 <i>Identification of the Supervisory Body</i> .....	22
4.1.1 <i>Autonomy and independence</i> .....	22
4.1.2 <i>Professionalism</i> .....	22
4.1.3 <i>Continuity of action</i> .....	22
4.2 <i>Rules on the appointment, termination and replacement of members of the Supervisory Body</i> .....	23
4.3 <i>Composition of the Supervisory Body</i> .....	23
4.4 <i>Term in office</i> .....	23
4.5 <i>Procedures for appointment, revocation, suspension and ineligibility of the Supervisory Body</i> .....	23
4.6 <i>Functions and powers of the Supervisory Body</i> .....	24
4.7 <i>Information Flows to the Supervisory Body</i> .....	25
4.7.1 <i>Information obligations</i> .....	25
4.7.2 <i>Ad hoc information flows</i> .....	26
4.7.3 <i>Constant Information</i> .....	27
4.7.4 <i>Transactions at risk: identification of Internal Managers and Evidencing Papers</i> .....	27
4.8 <i>Reporting by the Supervisory Body to the corporate bodies</i> .....	28
4.8.1 <i>Collection, preservation and access to the Supervisory Body archives</i> .....	28
5 WHISTLEBLOWING MANAGEMENT .....	28
6 TRAINING AND COMMUNICATION .....	29



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6.1	Staff training .....	29
6.2	Information for external co-workers and partners .....	30
7	DISCIPLINARY SYSTEM AND MEASURES IN THE EVENT OF NON-COMPLIANCE TO THE PROVISIONS OF THE MODEL .....	31
7.1	General Principles .....	31
7.2	The measures against Directors and Statutory Auditors .....	32
7.3	Penalties for Employees .....	32
I.	Penalties for Managers .....	33
II.	Penalties for Workers, Clerical Staff and Middle Managers .....	33
7.4	The disciplinary measures against co-workers, auditors, consultants, partners, other parties in transactions and other external parties, including members of the supervisory body .....	33
7.5	Procedure for the application of penalties .....	34
I.	Sanctions against Directors and Statutory Auditors .....	34
II.	Disciplinary proceedings against Employees .....	35
III.	Proceedings against Third Party Recipients of the Model .....	35
IV.	Proceedings against members of the Supervisory Body .....	35
8	MODEL AND CODE OF ETHICS .....	36



## DEFINITIONS

<b>“CCNL”</b>	The National Collective Labour Agreement.
<b>“Consultants”</b>	individuals who act in the name of and/or on behalf of Leonardo Logistics S.p.A. based on a mandate or other collaborative relationship.
<b>“Crimes”</b>	The types of offences considered by the Decree.
<b>“Decree”</b>	Legislative Decree no. 231 of 8th June 2001 and subsequent amendments and additions.
<b>“Delegation”</b>	internal allocation of functions and tasks within the company organisation.
<b>“GIA”</b>	Group Internal Audit, a centralized function that is responsible for supporting the Board of Directors, the Control and Risk Committee, the Board of Statutory Auditors of Leonardo S.p.A. and the Boards of Directors and Boards of Statutory Auditors of the Group companies, based on appropriate service contracts, in carrying out assessments of the adequacy and effective operation of the Leonardo Group Internal Control and Risk Management System.
<b>“Instrumental activities”</b>	The set of activities carried out by Leonardo Logistics S.p.A. that present risks only if, in combination with Sensitive Activities, they support the commission of the offence by constituting its method of execution.
<b>“Leonardo Group” or “Group”</b>	Leonardo S.p.A. and all companies and subsidiaries directly or indirectly controlled by it pursuant to Article 2359 of the Italian Civil Code.
<b>“Leonardo Logistics” or “Company”</b>	Leonardo Logistics S.p.A.
<b>“Model”</b>	the Organizational, Management and Control Model envisaged by the Decree, adopted by Leonardo Logistics S.p.A.
<b>“Power of attorney”</b>	unilateral legal instrument whereby the Company grants internal or external parties powers of representation with respect to third parties.
<b>“Process Owner”</b>	The person who, by virtue of the organisational position held or the activities carried out, is most involved in the Sensitive Process of reference or has the greatest visibility of it.



<b>“Recipients”</b>	all persons to whom the Organizational, Management and Control Model is addressed and, in particular: the corporate bodies and their members, the employees and co-workers of Leonardo Logistics S.p.A. (including employees seconded to other companies), the Company's agents and promoters, consultants, contractors, partners and members of the Supervisory Body.
<b>“SB”</b>	The Supervisory Body provided for by the Decree
<b>“Sensitive Activities”</b>	the set of activities of particular importance carried out by Leonardo Logistics S.p.A. as part of Sensitive Processes.
<b>“Sensitive Process”</b>	the set of company activities and operations organized to pursue a specific purpose or manage a specific Leonardo Logistics S.p.A. company area, in areas potentially at risk for committing one or more of the crimes set forth in the Decree, as listed in the Special Parts of the Model, also referred to generically and collectively as risk area(s).



## 1 LEGISLATIVE DECREE no. 231/2001

### 1.1 The system of administrative liability envisaged for legal persons, companies and associations

Legislative Decree No. 231 of 8 June 2001, which contains the “Regulations on the administrative liability of legal entities, companies and associations, including those without legal personality”, introduced into the Italian legal system a system of administrative liability, for companies and associations with or without legal personality (hereinafter referred to as “**Entities**”), for certain offences committed, in the interest or to the advantage of the same, by:

- ✿ natural persons who hold representative, administrative or managerial positions for the Entities themselves or of one of their Organizational Units with financial and functional independence, as well as individuals who carry out, even if de facto, the management and control of the Entities in question;
- ✿ natural persons subjected to the management or to the supervision of one of the subjects referred to above.

The administrative liability of the legal person is in addition to the (criminal) liability of the natural person who materially committed the offence and both are subject to assessment during the same proceedings before the criminal court. Moreover, the Entity's responsibility remains even if the natural person who committed the crime has not been identified or is not punishable.

The liability envisaged by the Decree also includes offences committed abroad, under the conditions that will be specified below, provided that the State in which the offence was committed does not prosecute for them.

The Entity's liability relates solely to the commission of the following types of offences (“predicate offences”), identified by the Decree and by laws that expressly refer to the Decree's regulations:

- I. Crimes in relations with the Public Administration (Articles 24<sup>1</sup> and 25<sup>2</sup> of the Decree);
- II. Computer crimes and unlawful processing of data (Article 24-bis<sup>3</sup> of the Decree);
- III. Organized crime offences (Article 24-ter<sup>4</sup> of the Decree)
- IV. Crimes relating to counterfeiting money, public credit cards, revenue stamps and identification instruments or signs (Article 25-bis<sup>5</sup> of the Decree);
- V. Crimes against industry and trade (Article 25-bis.1<sup>6</sup> of the Decree);
- VI. Corporate crimes (Article 25-ter<sup>7</sup> of the Decree);
- VII. Crimes for the purpose of terrorism or subversion of the democratic order (Article 25-quater<sup>8</sup> of the Decree);

<sup>1</sup> Article last modified by Law no. 137 of 9-10-2023 entitled “Misappropriation of funds, fraud to the detriment of the State, a public body or the European Union or for the purpose of obtaining public funds, computer fraud to the detriment of the State or a public body and fraud in public procurement”.

<sup>2</sup> Article last amended by Legislative Decree no. 75 of 14 July 2020 entitled “Embezzlement, extortion, undue inducement to give or promise benefits, bribery and abuse of office”.

<sup>3</sup> Article last amended by Law no. 133 of 18 November 2019.

<sup>4</sup> Article last amended by Law no. 94 of 15 July 2009.

<sup>5</sup> Article last amended by Law no. 99 of 23 July 2009.

<sup>6</sup> Article introduced by Law no. 99 of 23 July 2009.

<sup>7</sup> Article last amended by Legislative Decree no. 19 of 2 March 2023.

<sup>8</sup> Article introduced by Law no. 7 of 14 January 2003.



- VIII. Crimes of female genital mutilation (Article 25-*quater*.1<sup>9</sup> of the Decree);
- IX. Crimes against the individual (Article 25-*quinquies*<sup>10</sup> of the Decree);
- X. Crimes and administrative offences relating to market abuse (Article 25-*sexies*<sup>11</sup> of the Decree and, within the T.U.F., Article 187-*quinquies*<sup>12</sup> “Liability of the Entity”);
- XI. Culpable offences of homicide or serious or very serious injury committed in violation of accident prevention regulations and the protection of hygiene and health at work (Article 25-*septies*<sup>13</sup> of the Decree);
- XII. Offences of receiving, laundering and using money, goods or benefits of unlawful origin, as well as self-laundering (Article 25-*octies*<sup>14</sup> of the Decree);
- XIII. Crimes relating to non-cash payment instruments and fraudulent transfer of values (Article 25-*octies*.1<sup>15</sup> of the Decree);
- XIV. Crimes related to copyright infringement (Article 25-*novies*<sup>16</sup> of the Decree);
- XV. Crime of inducement not to make statements or to make false statements to the judicial authorities (Article 25-*decies*<sup>17</sup> of the Decree);
- XVI. Environmental offences (Article 25-*undecies*<sup>18</sup> of the Decree);
- XVII. Transnational crimes (Article 10, Law no. 146/06<sup>19</sup>);
- XVIII. Offences of employment of citizens of third countries whose stay is unlawful (Article 25-*duodecies*<sup>20</sup> of the Decree);
- XIX. Crimes of racism and xenophobia (Article 25-*terdecies*<sup>21</sup>);
- XX. Fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices (Article 25-*quaterdecies*<sup>22</sup>);
- XXI. Tax crimes (Article 25-*quinguesdecies*<sup>23</sup>);
- XXII. Smuggling offences (Article 25-*sexiesdecies*<sup>24</sup>);
- XXIII. Crimes against cultural heritage (Article 25-*septiesdecies*<sup>25</sup>);
- XXIV. Laundering of cultural assets and destruction and looting of cultural assets and landscapes

<sup>9</sup> Article introduced by Law no. 7 of 9 January 2006.

<sup>10</sup> Article last amended by Law no. 199 of 29 October 2016.

<sup>11</sup> Article introduced by Law no. 62 of 18 April 2005.

<sup>12</sup> Article last amended by Legislative Decree no. 107 of 10 August 2018.

<sup>13</sup> Article last amended by Legislative Decree no. 81 of 9 April 2008.

<sup>14</sup> Article last amended by Law no. 186 of 15 December 2014.

<sup>15</sup> Article last amended by Law no. 137 of 9 October 2023.

<sup>16</sup> Article last amended by Legislative Decree no. 121 of 7 July 2011.

<sup>17</sup> Article introduced by Legislative Decree no. 121 of 7 July 2011.

<sup>18</sup> Article last amended by Law no. 68 of 22 May 2015.

<sup>19</sup> Article last amended by Legislative Decree no. 231 of 21 November 2007.

<sup>20</sup> Article last amended by Law no. 161 of 17 October 2017.

<sup>21</sup> Article introduced by Law no. 167 of 20 November 2017.

<sup>22</sup> Article introduced by Law no. 39 of 3 May 2019.

<sup>23</sup> Article last amended by Legislative Decree no. 156 of 4 October 2022.

<sup>24</sup> Article introduced by Legislative Decree no. 75 of 14 July 2020.

<sup>25</sup> Article introduced by Law no. 22 of 9 March 2022.



(Article 25-duodevicies<sup>26</sup>).

XXV. Crimes relating to the quality and transparency of the virgin olive oil supply chain Art. 12 Law no. 9/2013<sup>27</sup>.

Following analysis of the activities carried out by the Company, it is considered that the following crimes under Legislative Decree 231/01 referred to above - up until the introduction of Legislative Decree no. 31 of 19 March 2024 - may potentially (in general) concern Leonardo Logistics: i), ii), iii), iv), v), vi), vii), viii), ix), x), xi), xii), xiii), xiv), xv), xvi), xvii), xviii) xxi), xxii).

## 1.2 Sanctions

Under Article 9 et seq. of the Decree, in the event of administrative offences dependent on a crime, the following sanctions are provided for with respect to the Entity:

- ✿ financial penalties (Art. 10);
- ✿ disqualifying sanctions (Art. 13);
- ✿ confiscation (Art. 19);
- ✿ publication of the sentence (Art. 18).

Disqualifying sanctions, with a duration of no less than three months and no more than two years (except for the cases referred to in Article 25(5) of the Decree), are aimed at the specific activity to which the Entity's crime relates and consist of:

- ✿ disqualification from carrying out the activity;
- ✿ the prohibition to contract with the Public Administration, except to obtain the performance of a public service;
- ✿ suspension or revocation of authorizations, licenses or concessions functional to the commission of the offence;
- ✿ exclusion from subsidies, funding, contributions or grants and the eventual revocation of those already awarded;
- ✿ the prohibition from publicizing goods or services.

The disqualification sanctions are applied in the cases exhaustively indicated by the Decree, only if at least one of the following conditions is met:

- ✿ the Entity has derived a significant profit from the crime and the crime was committed, alternatively, by:
  - apical subjects;
  - persons subjected to the management and supervision of others when the commission of the offence was determined or facilitated by serious organizational shortcomings.
- ✿ in case of reiteration of the offenses.

The type and duration of the disqualification sanctions are established by the judge, taking into account the seriousness of the offence, the degree of liability of the Entity and the activity carried out by the Entity to eliminate or mitigate the consequences of the fact and to prevent the perpetration of additional offences. Instead of applying the sanction, the judge may order the continuation of the Entity's activities by a judicial commissioner.

Disqualifying sanctions can be applied to the Entity as a precautionary measure when there is serious

<sup>26</sup> Article introduced by Law no. 22 of 9 March 2022.

<sup>27</sup> Article introduced by Law no. 9 of 14 January 2013.





evidence to believe that the Entity is responsible for committing the crime and there are well-founded and specific elements that make it appear that there is a concrete danger that crimes of the same nature as the one being prosecuted will be committed (Article 45 of the Decree). In this case too, instead of the precautionary disqualification measure, the judge may appoint a judicial commissioner.

The disregard of disqualification sanctions represents an autonomous crime provided for by the Decree (Article 23 of the Decree).

In addition to the aforementioned sanctions, the Decree also provides for the confiscation of the price or profit of the crime, which may also include assets or other utilities of equivalent values, as well as the publication of the sentence of conviction in the presence of a disqualifying sanction.

Pecuniary sanctions, applicable to all offences, are determined through a system based on "quotas" of no less than one hundred and no more than one thousand and varying in amount between a minimum of Euro 258.23 and a maximum of Euro 1,549.37.

The judge determines the number of quotas taking into account the seriousness of the offence, the degree of the Entity's liability, and the activity carried out to eliminate or mitigate the consequences of the fact and to prevent the perpetration of additional offences. The amount of the fee is determined based on the economic and equity conditions of the Entity, in order to ensure the effectiveness of the sanction (Article 11 of the Decree).

### **1.3 Attempted crimes and crimes committed abroad**

The Entity is also liable for offences dependent on attempted crimes and crimes committed abroad.

Based on the provisions of Article 4 of the Decree, in order to penalize frequent criminal conduct and to avoid easy evasion of the entire regulatory framework, an Entity established in Italy may be held liable in relation to offences committed abroad, if:

- ✿ the offence is committed abroad by a person who is functionally linked to the Entity, under Article 5, paragraph 1 of the Decree;
- ✿ the Entity has its head office in the territory of the Italian State;
- ✿ the conditions set out in Articles 7, 8, 9 and 10 of the Criminal Code are met.

In such cases the Entity is prosecuted, provided that the State of the place where the act was committed does not take action against it.

### **1.4 Procedure for assessment of offences and judicial review of suitability**

Liability for administrative offences arising from a criminal offence is established within criminal proceedings.

Another rule provided for by the Decree, inspired by reasons of effectiveness, homogeneity and procedural economy, is the mandatory joinder of proceedings: the trial against the Entity shall remain joined, as far as possible, to the criminal trial initiated against the natural person who committed the crime for which the Entity is liable. The ascertainment of the Entity's liability, attributed to the criminal judge, takes place through:

- ✿ verification of the existence of the offence for which the company is liable;
- ✿ ascertaining whether the Entity has an interest or advantage in the commission of the offence by its employee or top manager;



- ✿ the review of the suitability of the Model adopted.

The judge's review of the abstract suitability of the Model to prevent the offences referred to in the Decree is conducted according to the criterion of the so-called "posthumous prognosis". The judgement of suitability is, in other words, formulated according to an essentially ex ante criterion, whereby the judge ideally places himself in the company reality at the time when the offence occurred in order to test the congruence of the Model adopted.

### **1.5 Actions exempt from administrative liability**

Articles 6 and 7 of the Decree, however, provide for specific forms of exemption from administrative liability for the Entity for offences committed in the interest or to the advantage of the Entity both by top management and by employees.

In particular, in the case of offences committed by persons in a top management position, art. 6 provides for exemption if the Entity proves that:

- ✿ the management body has adopted and effectively implemented, before the offence was committed, an Organisation, Management and Control Model suitable for preventing offences of the kind committed ("Model");
- ✿ the task of supervising the functioning of and compliance with the Model as well as proposing its updating has been entrusted to a Supervisory Body, endowed with autonomous powers of initiative and control;
- ✿ the persons who committed the offence acted fraudulently evading the aforementioned Model;
- ✿ there has been no omission or insufficient supervision by the SB;
- ✿ one or more channels are in place for the transmission of whistleblowing reports to protect the integrity of the entity; these channels must guarantee the confidentiality of the whistleblower's identity during management of the report;
- ✿ there are disciplinary sanctions against those who violate the measures taken to protect whistleblowers;
- ✿ the whistleblowing reports received are circumstantiated in relation to the unlawful conduct and are based on precise and consistent elements of fact.

As far as employees are concerned, art. 7 of the Decree foresees the exemption in the case in which the Entity has adopted and effectively implemented, before the commission of the crime, an organisation, management and control Model suitable for preventing offences of the kind committed.

Under paragraph IV of the aforementioned Article 7 of the Decree, the effective implementation of the model requires: (a) periodic verification and possible amendment when significant violations of the requirements are discovered or when changes occur in the organization or activity and (b) the adoption of an appropriate disciplinary system to sanction non-compliance with the measures indicated in the Model.

The Decree also provides that the Model, in order to be suitable, must meet the following requirements:

- ✿ identification of the activities within the scope of which there is the possibility of offences being committed;
- ✿ provision of protocols aimed at planning the training and implementation of the Entity's decisions in relation to the offences to be prevented;
- ✿ identification of the methods of management of financial resources suitable to prevent the commission of such offences;
- ✿ provision of information obligations towards the SB;



- ✦ introduction of an internal disciplinary system suitable for sanctioning non-compliance with the measures indicated in the Model.



## 2 CONFINDUSTRIA GUIDELINES

The preparation of this Model is inspired by the Guidelines issued by Confindustria.<sup>28</sup>

The path indicated by them for the elaboration of the Model can be schematized according to the following fundamental points:

- ✿ identification of the areas at risk, aimed at verifying in which areas/sectors of the company the crimes may be committed;
- ✿ preparation of a control system capable of reducing risks through the adoption of specific protocols. This is supported by the coordinated set of Organisational Structures, activities and operating rules applied - on the instructions of the top management - by the management and company staff, aimed at providing reasonable certainty as to the achievement of the objectives of a good internal control system. The most relevant components of the preventive control system proposed by Confindustria are:
  - Code of Ethics;
  - Organisational system;
  - Manual and computer procedures;
  - Powers of authorization and signature;
  - Control and management systems;
  - Communications to and training of staff.

In addition, the control system must comply with the following principles:

- ✿ verifiability, traceability, consistency and congruity of each operation;
- ✿ segregation of duties (no one person can independently manage all stages of a process);
- ✿ documentation of controls;
- ✿ introduction of an adequate system of sanctions for violations of the rules and procedures set out in the Model;
- ✿ identification of a Supervisory Body whose main requirements are:
  - autonomy and independence;
  - professionalism;
  - continuity of action.
- ✿ obligation on the part of the company departments, in particular those identified as being most "at risk", to provide information to the SB, also on a structured basis or to report anomalies or inconsistencies found in the information available (in the latter case, the obligation is extended to all employees without following hierarchical lines);
- ✿ possibility of implementing organizational solutions within groups of companies that centralize at the Parent Company the operating resources to be dedicated to supervision under Legislative Decree 231/01 also in the companies of the Group itself, provided that:
  - the SB is established in each subsidiary;
  - it is possible for the SB of the subsidiary to use the operating resources of the Parent

<sup>28</sup> Issued on 7 March 2002, the Guidelines have been updated by Confindustria several times in the following years. The latest version was released by Confindustria in June 2021.



- Company dedicated to supervision on the basis of a predefined contractual relationship;
- the persons used by the Parent Company SB, when performing checks at the other companies of the group, take on the role of external professionals who carry out their activities in the interest of the subsidiary, reporting directly to the SB of the latter, with the confidentiality constraints of an external consultant.

It is understood that the decision not to follow the Guidelines in certain specific points does not invalidate the validity of a Model. In fact, since the latter is drafted with reference to the peculiarities of a particular company, it may differ from the Guidelines, which are general in nature.

### **3 ADOPTION OF THE ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL**

#### **3.1 Mission and corporate objectives**

Leonardo Logistics S.p.A. is a company that operates as a “logistics service integrator”, providing its services mainly for the benefit of Leonardo Group companies and, residually, to third-party customers. It specialises in industrial, inbound and outbound logistics, logistics planning and consulting, transport, freight forwarding and customs operations, customised packaging and substitute storage. In particular, Leonardo Logistics manages integrated logistics and supply chain flows by applying criteria of efficiency, innovation and continuous improvement, adopting customised technological solutions through the professionalism of a dedicated team of engineers, analysts, technology experts and project managers.

Consolidated logistics experience, combined with engineering expertise and constant customer focus, have led to Leonardo Logistics becoming one of Italy's leading logistics operators in the Aerospace, Defence and Security sector.

Leonardo Logistics, with more than 70 sites, is present throughout Italy. The company also operates abroad in support of Group companies, either directly or through subsidiaries.

As part of the Leonardo Group, it cultivates a focus on business sustainability and a disciplined financial strategy to create value for stakeholders.

The Company is a wholly-owned subsidiary of Leonardo S.p.A. (hereinafter also referred to as “**LDO**” for short). In its new company configuration, Leonardo Logistics aims to consolidate its role as the Leonardo Group's integrated logistics and transport operator.

#### **3.2 Reasons for Leonardo Logistics adopting the Organizational, Management and Control Model under Legislative Decree 231/01**

In order to ensure conditions of fairness and transparency in the conduct of business and corporate activities, Leonardo Logistics has deemed it appropriate to proceed with the adoption of an Organizational, Management and Control Model in line with the requirements of the Decree. This Model was drafted on the basis of the Confindustria Guidelines and is also consistent with the indications contained in the Model of the parent company Leonardo S.p.A.

This initiative, together with the adoption of the Code of Ethics, was undertaken in the conviction that the adoption of this Model - going beyond the requirements of the Decree, which identify the Model as an optional and non mandatory element - can be a valid tool to raise awareness among all the Company's employees and all other parties involved with it (Customers, Suppliers, Partners, Co-workers in various capacities), so that their conduct, when performing their activities, is correct and straightforward, so as to prevent the risk of the offences covered by the Decree being committed.



In particular, the following are considered Recipients of this Model and, as such and within the scope of their specific competencies, are required to know and comply with it:

- ✿ the members of the Board of Directors, in setting objectives, deciding on activities, implementing projects, proposing investments and in any decision or action relating to the Company's performance;
- ✿ the members of the Board of Statutory Auditors, in monitoring and verifying the formal and substantial correctness of Company activities and the functioning of the internal control system;
- ✿ the Chief Executive Officer and Executives, in giving substance to the Company's management activities as well as in the management of internal and external activities;
- ✿ employees and all co-workers under any type of contract with the company, for any reason, even occasional and/or only temporary;
- ✿ all those who have commercial and/or financial relations of any kind with the Company.

The persons to whom the Model is addressed are required to comply fully with all its provisions, also in fulfilment of the duties of loyalty, fairness and diligence arising from the legal relationship established with the Company. The Company condemns any conduct that does not comply not only with the law, but also with the provisions of the Model, even if the conduct is carried out in the interest of the Company or with the intention of giving it an advantage.

### **3.3 Purpose of the Model**

The Model prepared by Leonardo Logistics is based on a structured and organic system of preventive protocols that:

- ✿ identify the areas and processes of possible risk within the corporate activities, i.e. those activities where the possibility of committing offences is deemed to be higher;
- ✿ define an internal regulatory system, aimed at preventing offences, which includes, among other things:
  - a Code of Ethics, which expresses the commitments and ethical responsibilities in conducting the business and corporate activities undertaken by employees, directors and co-workers of the Company in various capacities;
  - a system of delegated authorities of internal functions and powers of attorney that ensures a transparent representation of the training process and implementation of decisions;
  - formalized procedures aimed at regulating the operating methods in the areas at risk.
- ✿ Are based on an Organisational Structure consistent with company activities, aimed at inspiring and controlling the correctness of behaviours, guaranteeing an organic assignment of tasks, applying a fair segregation of duties, ensuring that the desired structures of the Organisational Structure are actually implemented, through:
  - a formally defined organization chart consistent with the activities to be carried out;
  - a system of delegated authorities of internal functions and powers of attorney to represent the Company externally, aimed at segregation of duties.
- ✿ Identify the processes of management and control of financial resources in activities at risk of crime;
- ✿ attribute to the SB the task of supervising the functioning of and compliance with the Model and of proposing its updating.



Therefore, the purpose of the Model is to:

- ✿ improve the system of corporate governance;
- ✿ prepare a structured and organic system of prevention and control aimed at reducing the risk of committing offences related to corporate activities, with particular regard to reducing any illegal behavior;
- ✿ determine, in all those who operate in the name and on behalf of Leonardo Logistics in the "areas of activity at risk", the awareness of being able to incur, in the event of violation of the provisions contained therein, in an offence liable to penal and administrative sanctions, not only against themselves but also against the company;
- ✿ inform all those who operate in any capacity in the name, on behalf or in any case in the interest of Leonardo Logistics, that the violation of the provisions contained in the Model will result in the application of appropriate sanctions or in the termination of the contractual relationship;
- ✿ reiterate that Leonardo Logistics does not tolerate unlawful conduct - even if carried out in the interest or to the advantage of the Company - as such conduct is contrary to the ethical principles to which Leonardo Logistics intends to adhere;
- ✿ effectively censure conduct in violation of the Model through the imposition of disciplinary and/or contractual sanctions.

### **3.4 The process of preparing the Model**

The process of drawing up the Model, in accordance with the provisions of Article 6 of Legislative Decree 231/01 and recommendations of the Confindustria Guidelines, was carried out through the following steps.

#### **3.4.1 Identification of risk areas**

The objective of this phase was the analysis of the corporate context, in order to identify the areas of the Company's activities in which the crimes provided for in the Decree could in abstract terms be committed.

The identification of corporate activities and areas at risk was implemented through the prior examination of corporate documentation (organisation charts, powers of attorney, procedures, etc.) and a series of interviews with the Process Owners of the activities, the results of which were formally validated by the Managers and finally shared with Top Management.

The outcome of this activity was represented in a document containing a map of all company activities "at risk".

#### **3.4.2 Analysis of potential risks**

With reference to the identification of the activities, carried out on the basis of the specific context in which Leonardo Logistics operates and the relative representation of the sensitive or at-risk areas, the offences that could potentially be committed in the context of the company's activities were identified.

#### **3.4.3 As-is analysis**

The existing system of preventive controls was then analysed in all the areas at risk, in order to formulate a judgement on its suitability for preventing the risk of the relevant crimes.

In this phase, therefore, existing internal control systems were identified (formal procedures and/or practices adopted, verifiability, documentability or traceability of operations and checks, separation



or segregation of duties, etc.) through the information provided by the Process Owner and analysis of the related documentation.

Interviews with the managers of the relevant functions were formalised in special forms, with the dual objective of verifying and better defining the scope of the activities at risk and analysing the existing preventive control system, in order to identify, where necessary, the appropriate improvement actions. As part of the Risk Assessment activities, the following components of the preventive control system were identified:

- ✿ Organisational system;
- ✿ Operating procedures;
- ✿ Authorisation system;
- ✿ Management control system;
- ✿ Monitoring and documentation management system;
- ✿ Segregation of duties.

#### **3.4.4 Gap Analysis and Action Plan**

Based on the results obtained in the previous phase and comparison with a theoretical reference model (consistent with the Decree, the Confindustria Guidelines and national and international best practices), the Company identified opportunities for integration and/or improvement in the control system, in relation to which the appropriate actions to be taken were defined.

The result of this activity is formalised in a document called *Gap Analysis and Action Plan*, in which the gaps and necessary actions identified in the risk assessment activities described above are highlighted.

With regard to the outputs of the risk assessment process, details of the types of controls and the results of the Gap Analysis, reference should be made to the latest version of the relevant sheets, in the Company files.

### **3.5 Model Structure**

This Model is made up of a general part and individual special parts for the different types of crime covered by the Decree, broken down as follows:

- ✿ Special Part “A”: applies to the specific types of crimes against the Public Administration provided for in Articles 24 and 25 of the Decree; for the crime of corruption among private individuals (Article 25-ter lett. s) bis of the Decree); for the offences of inducement not to make statements or to make false statements to the judicial authorities (Article 25-decies of the Decree);
- ✿ Special Part “B”: concerns corporate crimes under Article 25-ter and administrative offences of abuse of inside information under Article 25-sexies of the Decree;
- ✿ Special Part “C”: relates to the offences of manslaughter and serious and grievous bodily harm in violation of health and safety at work obligations (Article 25-septies of the Decree);
- ✿ Special Part “D”: relates to computer crimes and unlawful data processing, offences provided for in Article 24 bis of the Decree and offences relating to copyright infringement (Article 25-novies of the Decree);





- ✿ Special Part “E”: relates to the offences of money laundering, receiving stolen goods, use of money, goods or benefits of unlawful origin, and self-laundering as described in Article 25-octies of the Decree;
- ✿ Special Part “F”: concerns organized crime offences under Article 24-ter of the Decree and transnational offences under Article 10 of Law 146/2006;
- ✿ Special Part “G”: concerns crimes for the purpose of terrorism or subversion of the democratic order (Article 25-quater of the Decree) and the offence of employing foreigners without a regular residence permit (Article 25-duodecies of the Decree);
- ✿ Special Part “H”: relates to environmental offences, provided for in Article 25-undecies of the Decree;
- ✿ Special Part “I”: concerns offences relating to counterfeiting money, public credit cards, revenue stamps and identification instruments or signs (Article 25-bis of the Decree) and crimes against industry and trade (Article 25-bis.1 of the Decree);
- ✿ Special Part “J”: concerns tax crimes (Article 25-quinquesdecies of the Decree) and smuggling offences (Article 25-sexiesdecies of the Decree);
- ✿ Special Part “K”: concerns crimes relating to non-cash payment instruments and fraudulent transfer of values (Article 25-octies.1 of the Decree).

### 3.6 Model Elements

The components of the preventive control system that must be implemented at company level to ensure the effectiveness of the Model are:

- ✿ ethical principles and rules of conduct aimed at preventing the crimes envisaged by the Decree;
- ✿ sufficiently formalized and clear organizational framework;
- ✿ system of internal controls:
  - procedures, manual or computerized, aimed at regulating the activities in company areas at risk with the appropriate control points;
  - management control framework capable of providing prompt notification of the existence and emergence of critical profiles, in particular manual and automatic control principles capable of preventing the commission of Offences or detecting ex-post irregularities that could be in contrast with the aims of the Model;
  - segregation of duties between those who carry out an activity operationally, those who control it and those who authorize it;
  - ex-post traceability: the activities and controls that fall within the scope of Sensitive Processes are suitably formalized;
- ✿ powers of authorization and signature consistent with the defined organizational and managerial responsibilities;
- ✿ system of communication and personnel training concerning all the elements of the Model, including the Code of Ethics;
- ✿ disciplinary system suitable for sanctioning the violation of the rules of the Code of Ethics and other directions for the Model;
- ✿ information and reporting system among persons involved in each sensitive activity.

Below, therefore, the principles on which some protocols of the Leonardo Logistics Model are based are described that have common characteristics in relation to all the types of offences provided for by the Decree, while - without prejudice to what is prescribed in the present paragraph - reference is



made to the Special Parts as regards the protocols that have specific characteristics for each type of offence (e.g. specific procedures or other protocols).

With regard to the Code of Ethics, the Supervisory Body, the disciplinary system and the personnel training communication system, please refer to the related specific chapters of the Model.

### **3.6.1 System of ethical principles and rules of conduct**

The Recipients shall respect the ethical principles and general rules of conduct in the performance of their activities and in the management of relations with colleagues, business partners, customers, suppliers and the Public Administration. These standards are formulated in various company documents as listed below:

- ✿ Code of Ethics;
- ✿ Principles and rules of conduct, contained in this Model;
- ✿ Leonardo Group Anti-Corruption Code;
- ✿ Charter of Values of the Leonardo Group;
- ✿ Whistleblowing Management Guidelines;
- ✿ Internal Procedures and Leonardo Directives applicable to the Company.

The prescriptions contained in this Model are integrated with those listed above and are based on its principles. The general principles and rules of conduct contained in this Model therefore complement the already existing ethical principles with the specific requirements necessary to prevent the commission of the relevant Offences.

With particular reference to the Code of Ethics, it represents an instrument adopted autonomously and is susceptible to general application by the Company in order to express the principles of "company deontology" which it recognizes as its own and which it calls upon all Recipients to observe. The Model, on the other hand, responds to the specific requirements of the Decree, and is aimed at preventing the commission of particular types of offences for acts which, insofar as they are committed apparently in the interest or to the advantage of the Company, may result in administrative liability under the provisions of the Decree.

The documents listed above, which contain the Company's ethical principles, must be updated and supplemented promptly in the event that new areas of activity or any problems arising from their effectiveness emerge. The above documents must also be adequately distributed to the Recipients and appropriate training must be provided to the Recipients in order to appropriately illustrate the content, meaning and scope of application of the ethical principles and rules of conduct.

### **3.6.2 Organisational system**

The Company's Organizational System (organisational structures/positions) is defined through the issue of Organizational Provisions (i.e. Service Orders, Organizational Communications and Internal/Service Communications, etc.) by the Chief Executive Officer prepared, checked and published in compliance with the applicable internal procedures, and approved by the Chief Executive Officer. Formalization and dissemination are ensured by the Human Resources and Organization OU.

Based on the organizational regulations issued, the company organization chart, mission and responsibilities of each organizational structure are defined.



The company organizational chart and organizational provisions are disseminated to all personnel by publication on the company intranet and transmitted by e-mail and/or other means deemed appropriate.

### 3.6.3 **Authorisation system**

The Company's Authorization Framework is set up in accordance with the following requirements:

- ✿ proxies and powers of attorney combine power with the relevant area of responsibility;
- ✿ each proxy and power of attorney unambiguously defines the powers of the officer with delegated responsibility, specifying their limits;
- ✿ the management powers assigned with proxies/powers of attorney are consistent with the company's activities and objectives;
- ✿ all those who act in the name and on behalf of Leonardo Logistics with respect to third parties, and in particular the Public Administration, must have a specific proxy or power of attorney to represent the Company.

In particular, the system provides for the allocation of:

- ✿ permanent representation powers, attributable by means of registered power of attorney drawn up by a Civil Law Notary, in relation to the performance of activities connected with the permanent responsibilities existing within the corporate organization;
- ✿ powers relating to individual affairs, conferred by means of notarial powers of attorney or other forms of delegation depending on their content; the granting of such powers is governed by Company practices, as well as by the laws defining the forms of representation, in line with the types of individual deeds to be executed.

### 3.6.4 **Company procedures in areas at risk**

Internal procedures must be characterised by the following elements:

- ✿ segregation of duties: which consists in separating, as far as possible, within each process, the person who makes the decision (decision-making impulse), the person who authorises, the person who executes that decision and the person who is entrusted with controlling the process;
- ✿ traceability: written record of each relevant step in the process, including control;
- ✿ formalization: adequate level of formalization within the company;
- ✿ communication: adequate level of dissemination and communication within the company;
- ✿ **Accountability**: identification of roles and responsibilities for the activities/processes subject to regulation.

For the purposes of the Model, the Company's activities are governed by Group Directives and Procedures, Policies, Regulations, System Manuals and Procedures.

In particular, Group Directives and Procedures are issued by Leonardo on topics of common interest to Group companies and in fulfilment of its powers/duties of direction and coordination. The Company adopts the Group Directives and Procedures directly or through the development and approval of its own Procedures.

Policies are regulatory documents containing indications concerning strategic areas or relevant values, social and ethical areas issued by the Chief Executive Officer.



Regulations are prescriptive documents of internal or external origin, which define principles and/or criteria and/or rules, as well as any related responsibilities, to be adopted in the performance of particular activities and are issued by the Chief Executive Officer.

System Manuals are prescriptive documents of internal origin that describe the management systems implemented by the Company in accordance with specific voluntary standards adopted, referring, where necessary, to the relevant applicable prescriptive documentation, and are issued by the Chief Executive Officer.

Procedures are prescriptive documents of internal origin that define roles, responsibilities and operating methods to be adopted within the company for the management of a process and/or the performance of certain activities.

In addition, the Company may issue Operating Provisions, Operating Manuals, Site Operating Instructions, Quality Plans (site-specific), and Service Descriptions that define, in varying degrees of detail, the specific operating procedures to be adopted within an individual organizational unit or site.

### **3.6.5 Management control and cash flow**

The management control system adopted by Leonardo Logistics is articulated in the different phases of the elaboration of the annual *budget*, analysis of the periodic final balances and elaboration of the forecasts at Company level.

The system guarantees:

- ✿ a variety of persons involved, in terms of appropriate segregation of functions for the processing and transmission of information;
- ✿ the ability to provide timely warning of the existence and emergence of critical issues through an adequate and timely system of information flows and reporting.

The management of financial resources is defined on the basis of principles marked by a substantial segregation of duties, such as to ensure that all disbursements are requested, carried out and controlled by independent functions or subjects that are as distinct as possible, which, moreover, are not assigned other responsibilities that could lead to potential conflicts of interest.

Finally, the management of liquidity is based on the criteria of asset preservation, with the related prohibition to carry out risky financial operations, and possible dual signature for the use of liquidity for amounts exceeding predetermined thresholds.

### **3.6.6 Management of documentation**

All Leonardo Logistics' documentation is managed in a manner that governs, as appropriate, the updating, distribution, recording, filing and security management of documents and records.

Specific control principles, also of a technical nature, exclude the possibility of access to the Company's management system for incoming and outgoing protocols by unauthorized persons and the impossibility of altering the protocols already implemented.



### **3.6.7 Communication and training**

Personnel must be guaranteed adequate communication and training in relation to the processes relevant to the knowledge and application of the Model and the related protocols.

### **3.6.8 Disciplinary system**

The effective operation of the Model is ensured by an adequate disciplinary system, as defined in § 7, which sanctions non-compliance with and violations of the rules contained in the Model by both employees of the Company - managers and non-managers - and by directors and statutory auditors, as well as by consultants, members of the Supervisory Body, co-workers and third parties.

### **3.6.9 Information and reporting**

Information and reporting flows between the parties involved in each process must be effective, documented and timely so as to ensure the effective and concrete application of the Model and the related protocols.

## **3.7 Amendments and additions to the Model**

Since the Model is an “act of issuance by the management body”, in accordance with the requirements of Article 6, paragraph I, letter a) of the Decree, it is the Board of Directors of Leonardo Logistics that approves its adoption and any subsequent updates.

During the first quarter of 2024, the Model was updated, following the new types of “predicate offences” introduced by the legislator since the last update in 2021.

Any subsequent substantial amendments and additions will be referred to the aforementioned Board of Directors in accordance with the requirements of Article 6, paragraph 1, letter a) of the Decree.

The Supervisory Body proposes any substantial changes to the Model to the Board of Director. as part of the reporting flows referred to in § 4.8.

Events that, in the spirit of maintaining an effective and efficient Model over time, may be taken into consideration for the purposes of updating or adapting the Model, include, but are not limited to, the following categories:

- i. legislative developments with reference to the regulation of entities' liability for administrative offences;
- ii. orientations of the prevailing case-law and doctrine;
- iii. shortcomings and/or gaps and/or significant violations of the provisions of the Model identified as a result of audits of its effectiveness;
- iv. significant changes in the Company's organisational structure or business sectors;
- v. considerations arising from the application of the Model, including the results of updating of the “historical analysis”

Amendments of a formal nature to the Model are subject to a simplified revision procedure through approval by the Chief Executive Officer or the Chairman of the Board of Directors, once the Supervisory Body has been informed and its opinion obtained. Amendments and additions of a purely formal nature are understood to mean revisions and/or additions that do not have a substantial



impact on the provisions of the documents making up the Model (e.g. corrections of typing errors and mistakes, clarifications or clarifications of the text, updating or correction of references to articles of law and the names of company functions or procedures/company references).

Amendments and/or purely formal additions made to the Model through the aforementioned simplified revision procedure shall be communicated to the Board of Directors, for information purposes, at the first useful meeting following the amendment, on the proposal of the signatory who approved them.

## **4 SUPERVISORY BODY**

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

According to the Confindustria Guidelines, the characteristics of the Supervisory Body (SB) - required for it to be able to perform its activities based on the indications in Articles 6 and 7 of the Decree - are:

- ✿ autonomy and independence;
- ✿ professionalism;
- ✿ continuity of action.

#### **4.1.1 Autonomy and independence**

The requirements of autonomy and independence are fundamental so that the SB is not directly involved in the management activities that constitute the object of its control activity and is immune from any form of interference and/or conditioning by any component of the Company.

These requirements are ensured:

- ✿ through the presence among the members of the SB of subjects (including external ones) with adequate professional skills;
- ✿ excluding any hierarchical dependence of the SB within the Company;
- ✿ by reporting to senior management, i.e. the Board of Directors.

#### **4.1.2 Professionalism**

The SB must possess technical and professional skills appropriate to the functions it is called upon to perform. These characteristics, combined with independence, guarantee objectivity of judgement.

#### **4.1.3 Continuity of action**

The SB must:

- ✿ verify the efficiency and effectiveness of the Model adopted with respect to preventing and hindering the commission of the crimes envisaged by the Decree;
- ✿ constantly monitor compliance with the Model with the necessary powers of investigation;
- ✿ operate permanently at the company in order to ensure an overview of the corporate activities;
- ✿ verify the implementation of the Model and ensure that it is constantly updated.



#### **4.2 Rules on the appointment, termination and replacement of members of the Supervisory Body**

The Board of Directors of Leonardo Global Solutions S.p.A., in compliance with the requirements imposed by the internal regulations issued by Leonardo S.p.A (relevant internal regulation), has conferred the role of SB in accordance with Article 6, letter b) of the Decree, to a multi-person body composed of three members, the majority of whom are external to the Company.

The external members, one of whom holds the office of Chairman, are chosen from among academics and professionals with proven expertise and experience in the issues concerned; in particular, they must have acquired adequate and proven experience in the area of application of the Decree.

The characteristics of the function, duties and activities of the SB are regulated by a specific By-Laws, approved by the Board of Directors.

The operational function of the SB may be - upon decision of the same - set out in a specific Regulation approved by the SB itself, which can be amended or supplemented on its decision.

The appointment, term in office, revocation, replacement and lapse of the members of the SB are regulated by the SB By-Laws approved by the Company's Board of Directors.

The appointment as a member of the SB is conditional, as stated above, on meeting the requirements provided for by the By-Laws of the SB, as well as on the absence of causes of incompatibility with the appointment itself as expressed in § 4.5. The SB's choices are binding for the Company's institutions, failing which the essential requirement of SB autonomy is no longer met.

#### **4.3 Composition of the Supervisory Body**

The appointment of the members of the Supervisory Body is subject to a resolution of the Company's Board of Directors, following a positive assessment by the Parent Company Corporate Bodies Committee.

Therefore, the Board of Directors of Leonardo Logistics has conferred the status of Supervisory Body under Article 6, letter B of the Decree, to a multi-person body, respecting, in the choice of its members, the criteria indicated in the relevant internal regulations. The Board of Directors of the Company reappoints the members of the Supervisory Body as provided for in § 4.4 below.

#### **4.4 Term in office**

The Chair of the Supervisory Body remains in office for three years, can be re-elected only once and remains, in any case, in office until their successor is appointed. The external members of the Supervisory Body hold office for three years, are renewable once and remain in office, in any case, until the appointment of their successor.

Members may also cease to hold office as a result of resignation, disqualification or revocation.

Members of the Supervisory Body may exercise their right to give up the office at any time and this must be communicated to the Board of Directors and the Board of Statutory Auditors of Leonardo Logistics in writing. The Board of Directors will take the appropriate resolutions in accordance with the SB By-Laws.

#### **4.5 Procedures for appointment, revocation, suspension and ineligibility of the Supervisory Body**

At the end of each term of office of the SB, the Board of Directors shall, before each new appointment, verify the existence of the requirements expressly set out by the Decree for each



member of the SB, as well as the other requirements mentioned in this Model.

The Board of Directors periodically assesses the adequacy of the SB in terms of organizational structure and powers conferred. The Board of Directors may, however, at any time, as provided in the SB By-Laws, revoke the mandate of one (or all) of the members of the SB in the event that the requirements of autonomy and independence, professionalism and continuity of action necessary for the performance of its function are no longer met, or when causes of incompatibility arise for the members of the SB itself, or in the other cases provided for by the SB By-Laws. The aforementioned Leonardo Directive also governs causes of ineligibility of member of the SB, and should be referred to for these.

In the event of resignation, supervening incapacity or impossibility, revocation or disqualification of a member of the SB, the latter shall promptly notify the Board of Directors, which shall promptly arrange for their replacement. The Chair of the SB, or the most senior member, is obliged to promptly inform the Board of Directors of any circumstances giving rise to the need to replace a member of the SB.

In the event of resignation, supervening incapacity, death, revocation or disqualification of the Chair, the oldest member shall take over, who shall remain in that office until the date the Board of Directors resolves to appoint a new SB Chair.

The Board of Directors, having consulted the Board of Statutory Auditors and the other members of the SB, may order the suspension from office of a member of the SB in the cases and in the manner provided for in the SB By-Laws.

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

The SB is entrusted with the tasks of:

- ✿ supervising the effectiveness of the Model, i.e. ensuring that the conduct implemented within the Company corresponds to the Model prepared;
- ✿ verifying the effectiveness of the Model, i.e. verifying that the Model prepared is in reality suitable to prevent the occurrence of offences;
- ✿ submitting proposals for the maintenance and updating of the Model in order to adapt it constantly and promptly to any changes in activities and changes in the company structure, as well as to any legislative changes;
- ✿ submitting proposals for adaptation of the Model to the company bodies/functions capable of ensuring their concrete implementation within the company structure.

The SB must therefore:

- ✿ periodically check the map of areas at risk of offences in order to adapt it to changes in activities and/or in the company structure, as well as to any legislative changes. To this end, any situations that may expose the Company to the risk of offences must be reported to the SB by the management and the persons in charge of control activities, within the individual functions;
- ✿ carry out periodic audits, based on an annual programme established in advance, aimed at verifying compliance with the provisions of the Model.

In particular, the SB must:





- ✦ check that the control procedures are in place and properly documented;
- ✦ check that ethical principles are observed;
- ✦ check the adequacy and effectiveness of the Model in preventing the offences referred to in the Decree;
- ✦ coordinate with corporate functions (including through appropriate meetings):
  - to exchange information in order to keep areas at risk of crime updated;
  - to keep track of their development in order to ensure continuous monitoring;
  - for the various aspects relating to the implementation of the Model (definition of standard contract clauses, staff training, regulatory and organizational changes, etc.);
  - to ensure that the corrective actions needed to make the Model adequate and effective are quickly implemented.
- ✦ to collect, process and store all relevant information received on compliance with the Model, as well as to update the list of information that must be transmitted to it;
- ✦ to make available and update, on the company's internal network, information on the Decree and the Model.

The SB must have free access to people and all company documents and be able to obtain relevant data and information from the persons in charge and make sure that the managers of company structures promptly provide the information, data and/or news requested from them without restrictions and without the need for their prior consent.

The SB may make use of the assistance, in addition to the corporate functions delegated for this purpose, of external consultants that meet the requirements of professionalism and reliability necessary for the performance of supervisory activities and, if necessary, it may proceed to the direct interview of the Company's Employees, Directors and members of the Board of Statutory Auditors.

The SB must also be endowed with adequate financial resources allocated by Leonardo Logistics, at the proposal of the SB itself, and which it must have at its disposal for any requirements needed for the proper performance of its tasks.

#### **4.7 Information Flows to the Supervisory Body**

##### **4.7.1 Information obligations**

Article 6, paragraph 2, letter d) of the Decree imposes the provision in the "Organisational Model" of information obligations towards the Body appointed to supervise the functioning of and compliance with the Model itself.

The obligation of a structured information flow is conceived as a tool to guarantee the supervisory activity on the effectiveness and efficacy of the Model and for the eventual *ex post* verification of the causes that have made possible the occurrence of the crimes envisaged by the Decree, as well as for the purpose of giving greater authority to the requests for documentation that are necessary to the SB during its audits.

In particular, as envisaged by the Confindustria Guidelines and by the best practices in terms of application, the disclosure to the SB can, by way of example, be subdivided into:

- ✦ *ad hoc* information flows concerning current or potential critical profiles for the Company by anyone who becomes acquired knowledge;
- ✦ ongoing disclosure, represented by relevant information in relation to recurring activities.



#### 4.7.2 *Ad hoc information flows*

With reference to *ad hoc* information flows, information concerning the following must be compulsorily and immediately forwarded to the Leonardo Logistics SB by Recipients of the Model who have knowledge concerning:

- ✿ measures and/or information from judicial police bodies, or any other authority, from which it can be inferred that investigations are being carried out, even against unknown persons, for the crimes or administrative offences referred to in the Decree or for the relevant predicate offences;
- ✿ requests for legal assistance made by Managers and/or Employees in the event of legal proceedings being initiated for offences under the Decree;
- ✿ Any changes to, or shortcomings detected in the procedures related to Sensitive Activities;
- ✿ information on the actual implementation, at all company levels, of the Model, with evidence of the disciplinary proceedings carried out and any sanctions imposed, or of the orders to dismiss such proceedings with the relevant reasons;
- ✿ reports or notifications prepared by the heads of other corporate functions as part of their control activities and from which facts, acts, events or omissions may emerge with critical profiles with respect to compliance with the requirements of the Decree;
- ✿ certificates issued by the register of administrative sanctions referred to in Article 80 of the Decree, showing whether consultants or partners (established in company or partnership form) have been subject to sanctions for the offences referred to in the Decree.
- ✿ possible existence of situations of conflict of interest between one of the Recipients of the Model and the Company;
- ✿ any measures taken by the Judicial Authorities or by the Supervisory Bodies regarding health and safety at work and the environment, from which violations of these rules emerge;
- ✿ Operations that present risk profiles for the commission of crimes or administrative offences;

The SB may ask the Independent Auditors for information regarding the activities carried out by the latter, which are useful for the purposes of implementing the Model and provide for an exchange of information and periodic meetings with the Board of Statutory Auditors and the Independent Auditors.

All Recipients of the Model are required to report any act, conduct or event of which they are aware of and that might result in a breach of the Model or, more generally, be potentially relevant for the purposes of the Decree.

For reports falling within the boundary of areas attributable to the Company, the SB assesses the reports received, including anonymous reports and, based on the findings of the pre-investigation activity carried out by the Whistleblowing Management Office (see § 5), decides whether to: *(i)* dismiss the Whistleblowing report (if it proves to be unfounded, too general and/or lacking the minimum elements to merit further investigation) or *(ii)* carry out checks given the presence of a *fumus of credibility*. In addition, it is the recipient of *i)* the results of checks concluded on reports concerning the Company and *ii)* where relevant for the relevant period, an extract of the periodic Report on the Management of Whistleblowing Reports drawn up on a six-monthly basis in accordance with § 4.3. of the Whistleblowing Management Guidelines.



#### 4.7.3 **Constant Information**

With reference to constant information, the same is provided periodically to the SB by means of the transmission of information concerning:

- ✿ organizational and procedural changes that are relevant for the purposes of the Model;
- ✿ articulation of powers and the system of proxies adopted by the Company;
- ✿ request, payment, or management of public or subsidized funding;
- ✿ transactions with Related Parties concluded at values other than market values, with express indication of the relative reasons;
- ✿ intercompany transactions involving the purchase or sale of goods or services for the Company at values other than market values, with express indication of the relative reasons;
- ✿ any financial transfers between the Company and other Group companies that are not justified by a specific contract stipulated at market conditions;
- ✿ any transactions of a financial and commercial nature carried out in countries with privileged tax regimes;
- ✿ Information and training activities carried out for implementation of the Model and participation in the same by personnel
- ✿ any disputes resulting from safety and environmental audits by Public bodies and/or Control Authorities (e.g. ARPA, ASL, etc.);
- ✿ reports on any accidents that have occurred in the Company as well as so-called "near misses", i.e., all those events that, while not resulting in injury to workers, may be considered symptomatic of possible weaknesses or gaps in the health and safety system, indicating the necessary measures to be taken for the purpose of adapting the protocols and procedures.

The above list may be supplemented, where deemed appropriate, in order to verify the adequacy and effectiveness of the Model.

The SB provides instructions regarding the uniform and consistent compilation of constant information flows, defining the content, methods, timing and persons responsible for ensuring these information flows.

These instructions are included in procedure LLS PA-Z-02 "Information Flows to the SB and Evidencing Papers".

#### 4.7.4 **Transactions at risk: identification of Internal Managers and Evidencing Papers**

In order to provide due evidence of the operations carried out in sensitive/instrumental areas, all first level managers assigned powers on the basis of specific powers of attorney by the company to carry out activities (with particular regard to those potentially affected by the risk of offences being committed under Legislative Decree 231/01), become responsible for each individual operation at risk of offence carried out or implemented by them, either directly or through their co-workers. The activities at risk must be brought to the attention of the SB by the aforementioned managers, as well as by the Company's RSPP, where this role is entrusted to a person outside the Company, by filling out an Evidencing Paper (hereinafter, the Form or Forms) to be updated periodically. The aforementioned managers in charge of the identified activities at risk of crime have the task of compiling the declarations and systematically transmitting them to the SB organizes their filing and checks their contents also during the interviews planned periodically with the various managers.



The SB may carry out further checks on the operations in question, which will be recorded in writing.

The SB provides instructions concerning the uniform and consistent compilation of the Forms by the managers in charge of the areas at risk of offences, defining the content, methods, timing and persons responsible for ensuring such information flows.

These instructions are included in procedure LLS PA-Z-02 “Information Flows to the SB and Evidencing Papers”.

The persons in charge of the identified risk areas have the task of filling out and forwarding the evidencing papers to the SB, which will take care of filing them and will carry out the related control on a sample basis.

#### **4.8 Reporting by the Supervisory Body to the corporate bodies**

The SB reports at least every six months, within the first quarter following the reference period, to the Chairman and the Chief Executive, as well as to the Board of Directors and the Board of Statutory Auditors on the activities carried out during the preceding period, on the state of implementation of the Model and on any critical issues related thereto.

In any case, the SB must promptly report to the Chairman and the Chief Executive any violation of the Model that it has become aware of as a result of a report by Employees or third parties or that the SB has itself identified. Such disclosure shall be made in compliance with the applicable regulations or, where more precautionary, with those voluntarily adopted by the Company, including the applicable regulations on *Whistleblowing*.

Annually, the SB submits the activity plan for the following period to the same corporate bodies.

##### **4.8.1 Collection, preservation and access to the Supervisory Body archives**

All the information, notifications and reports provided for in the Model are kept by the SB, at its Technical Secretariat, or in its absence, by the Internal Member of the SB, in a special physical or electronic archive, access to which is granted exclusively to SB members. The following also have the right to ask to see the documents kept in the aforementioned archive, in the presence of at least one member of the Supervisory Body: Chairman of the Board of Directors, Chief Executive, the Chairman of the Board of Statutory Auditors and the members of the Board of Directors and/or the Board of Statutory Auditors who have been authorized by their respective corporate bodies.

## **5 WHISTLEBLOWING MANAGEMENT**

Leonardo Logistics S.p.A. encourages anyone (including the Recipients of the Model) who becomes aware of conduct, acts or omissions in violation of the law, as well as violations, including potential violations, of the Code of Ethics, the 231 Organizational Model and the Corporate Governance System, which are detrimental to the public interest or to the integrity of the Company and/or the Leonardo Group, to make a report through the [Whistleblowing Platform](#).



In compliance with the regulatory provisions on *Whistleblowing* set out in Legislative Decree no. 24 of 10 March 2023<sup>29</sup>, Leonardo Logistics S.p.A. has identified its Internal Reporting Channel as the above-mentioned [Whistleblowing Platform](#) and the office in charge of carrying out the activities referred to in Article 5 of Legislative Decree no. 24/2023, as the *Management Audit & Whistleblowing OU*, operating within the Leonardo S.p.A Group *Internal Audit OU*. GIA OU - *Management Audit & Whistleblowing*).

The process for handling whistleblowing reports is governed by the latest [Whistleblowing Management Guidelines](#) of the Leonardo Group, adopted by the Board of Directors of Leonardo Logistics S.p.A, on 28 November 2023, to provide a framework of procedures and requirements for making internal reports, as well as the channel, procedures and requirements for making external reports.

Reports may be made either in writing or orally, providing, in good faith, all the essential information to enable checks to be carried out to confirm the validity of the facts reported. For oral reports, the Whistleblower may attach an audio file or request a direct meeting with the office responsible for the management for whistleblowing reports.

The internal channel for the transmission of reports adopted by the Company guarantees, also by means of encryption tools, the confidentiality of the identity of the reporter, of the person(s) involved and/or in any case mentioned in the report, as well as of the content of the report and of the relevant documentation, enabling the management office to communicate with the Whistleblower, providing him/her with an acknowledgement of receipt and feedback on the action taken or intended to be taken on the report.

Anyone receiving a whistleblowing report outside the established channel (Whistleblowing Platform), shall forward it (original plus any attachments) as soon as possible, and in any case within 7 days of receipt, to the GIA - *Management Audit & Whistleblowing OU*, preferably through the Whistleblowing Platform, in compliance with the criteria of maximum confidentiality as well as data protection regulations and in a manner suitable to protect the Whistleblower and the identity and honour of the people involved.

The Leonardo Group guarantees protection against any act of retaliation or discrimination, whether direct or indirect, against the whistleblower for reasons connected, directly or indirectly, to the whistleblowing. The same protection measure also applies to the persons referred to in Article 3(5) of Legislative Decree no. 24/2023 and in § 2.3 of the Whistleblowing Management Guidelines.

Should the checks carried out reveal unlawful conduct attributable to the Company's Personnel, the latter shall act promptly and immediately through the adoption of measures and sanctions consistent with the provisions of the Disciplinary System (see § 7).

## **6 TRAINING AND COMMUNICATION**

### **6.1 Staff training**

The Company promotes knowledge of the Model and its updates among all employees, who are therefore required to know and implement it.

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<sup>29</sup> In this regard, on 16 March 2023, Legislative Decree No. 24 of 10 March 2023 was published in the Official Journal, transposing EU Directive 2019/1937 of the European Parliament and of the Council concerning the protection of persons who report breaches of Union law.



The Human Resources and Organization OU manages personnel training on the contents of the Decree and the implementation of the Model, providing evidence thereof to the SB.

In this context, communications shall involve:

- ✿ inclusion of the Model, the Leonardo Group Anti-Corruption Code and the Code of Ethics in the specific page of the company intranet and the Company website, including the English translation;
- ✿ making the Leonardo Group's Anti-Corruption Code and the Code of Ethics available to all current staff, as well as distributing these documents to new hires when they join the company and getting them to sign to certify they have received these documents and are committed to knowing about and complying with the relevant provisions;
- ✿ an on-line course, permanently available, on the contents of the Decree, the Model, the Leonardo Group Anti-Corruption Code and the Code of Ethics;
- ✿ updates on changes made to the Model, to the Leonardo Group Anti-Corruption Code or to the Code of Ethics, compared to the previous versions.

The training course is divided into the following levels:

- ✿ management and representative staff: meetings with first-level managers and classroom 'workshops' with managers;
- ✿ • other personnel: information at the time of hiring; e-learning training course on an IT support.

Participation in the training sessions, as well as in the on-line course, is compulsory; the Human Resources and Organization OU monitors to ensure that the training course is taken up by all personnel, including new recruits.

Attendance to the training sessions shall be tracked by requesting a signature of attendance in the form provided and, for "e-learning" activities, through participation statements available on the specific IT platform.

Refresher training sessions will be held in the event of significant changes to the Model, to the Leonardo Group Anti-Corruption Code, or the Code of Ethics, where the SB does not deem it sufficient, due to the complexity of the issue, to simply communicate the change as described above.

## **6.2 Information for external co-workers and partners**

Leonardo Logistics also promotes knowledge of and compliance with the Model and the Code of Ethics among the Company's commercial and financial partners, consultants, professionals and co-workers in various capacities, customers and suppliers.



## **7 DISCIPLINARY SYSTEM AND MEASURES IN THE EVENT OF NON-COMPLIANCE TO THE PROVISIONS OF THE MODEL.**

### **7.1 General Principles**

The establishment of a disciplinary system for the violation of the requirements contained in the Model is an essential condition to ensure the effectiveness of the Model itself. In this regard, Articles 6(2)(e), and 7(4)(b) of the Decree provide that the organizational and management models must introduce a disciplinary system suitable for sanctioning failure to comply with the measures indicated in them.

For the purposes of this disciplinary system and in compliance with the provisions of collective bargaining agreements, conduct in breach of the Model is punishable. Since the latter also consists of the internal regulatory system, which is an integral part of it, it follows that a "violation of the Model" must also be understood as a violation of one or more principles or rules defined by the various company documents that make up that regulatory system (see paragraphs 3.5 and 3.6 above).

The application of disciplinary sanctions is irrespective of the initiation and/or outcome of any criminal proceedings, as the rules of conduct imposed by the Model are assumed by the Company in full autonomy and regardless of the type of offence that violations of the Model may determine.

In particular, it is possible to identify, by way of illustration and not exhaustively, the following main types of violations:

- a) non-compliance to the Model, in case of violations aimed at the commission of a crime under the Decree or in case, anyway, of risk that the Company's liability under the Decree might be contested;
- b) non-compliance with the Model, in the event of violations connected, in any way, to areas at risk or sensitive activities indicated in the Special Parts of the Model;
- c) non-compliance to the Model, in the event of violations related, in any way, to the risk areas indicated as "instrumental" in the Special Parts of the Model;
- d) omissions in the activities of documentation, conservation and control of the documents mentioned in the protocols (procedures), in order to hinder their transparency and verifiability;
- e) omissions in oversight by the hierarchical superiors on the conducts of their subordinates in order to verify the correct and effective application of the Model's provisions;
- f) non participation by the Recipients in the training activities concerning the content of the Model and, more in general, of the Decree;
- g) violations and/or circumventing of the control system, carried out by removing, destroying or altering the documentation envisaged by the protocols (procedures), or by preventing control of or access to information and documentation by the relevant officers, including the SB;
- h) any form, even indirect, of retaliation, discrimination or penalty, against the persons subject to reporting on the violation of the Model and, above all, against the reporting subjects;
- i) reports of violations of the Model that turn out to be unfounded, made with malice or gross negligence;



- j) violation of the measures put in place to protect the whistleblower;
- k) breach of the obligations to inform the SB (described in § 4.7).

The identification and application of sanctions must take into account the principles of proportionality and adequacy with respect to the violation observed.

In this regard, the following circumstances are relevant:

- ✿ type of offence;
- ✿ actual circumstances in which the offence took place (the actual time and manner in which the infringement took place);
- ✿ overall conduct of the worker;
- ✿ the worker's duties;
- ✿ gravity of the breach, also taking into account the subjective attitude of the agent (whether the conduct was intentional or the degree of negligence, imprudence or inexperience, with regard to the predictability of the event);
- ✿ extent of the damage or danger for the Company as a consequence of the infringement;
- ✿ possible commission of several violations involved in the same conduct;
- ✿ possible participation of more than one person in the commission of the violation;
- ✿ whether the author of the violation is a re-offender.

The sanctions divided according to the type of relationship between the person and the Company and the relevant disciplinary procedure are given below.

### **7.2 The measures against Directors and Statutory Auditors**

In the event of a violation of the Model by one or more Directors and/or Statutory Auditors of Leonardo Logistics, the SB will inform the Board of Directors and the Board of Statutory Auditors, who, according to their respective responsibilities, will proceed to take one of the following initiatives, taking into account the seriousness of the breach and in accordance with the powers provided for by law and/or the By-Laws:

- ✿ make statements in the minutes of the meetings;
- ✿ formal warning;
- ✿ revocation of the appointment/power of attorney;
- ✿ a request to call or convene a Shareholders' Meeting with an agenda containing the adoption of appropriate measures against the persons responsible for the violation, including the exercise of legal proceedings aimed at the recognition of the Director's and/or Statutory Auditor's liability towards the Company and compensation for any damages sustained.

### **7.3 Penalties for Employees**

The conduct of employees (executives, middle management, white and blue collar workers) in breach of the rules of conduct prescribed in the Model are defined as "disciplinary offences", in relation to which the relevant provisions of the Workers' Statute, the applicable collective bargaining agreement and Articles 2104, 2105 and 2106 of the Civil Code will apply, in compliance with Article 7 of the Workers' Statute and the applicable collective source regulations.

The abstract categories of breaches describe the sanctionable conduct, in relation to which sanctions





are envisaged in accordance with the principles of proportionality and adequacy, and taking into account the circumstances set out in § 7.1 above.

### ***I. Penalties for Managers***

In the event of a breach by executives of the requirements laid down in the Model or the adoption, in the performance of their activities, of conduct that does not comply with the provisions of the Model, the most appropriate measures will be applied against those responsible, in accordance with the provisions of the law and the applicable collective bargaining agreement.

In particular:

- ✿ where the violation of one or more requirements of the Model is so serious as to damage the relationship of trust, not allowing the continuation, even temporary, of the employment relationship, the executive shall be dismissed without notice;
- ✿ if the violation is minor but still serious enough to irreparably damage the bond of trust, the executive is subject to justified dismissal with notice.

### ***II. Penalties for Workers, Clerical Staff and Middle Managers***

In accordance with the provisions of the National Collective Agreement for Workers in the Private Metalworking and Plant Installation Industry and the applicable regulations:

- a) the measures of a verbal warning, written warning, fine or suspension from work and pay, depending on the seriousness of the violation, will be incurred by any worker who violates the internal procedures laid down by the Model or who adopts, when carrying out activities in the relevant areas at risk of offences, conduct that does not comply with the requirements of the Model, since such conduct is a violation of the employee's duties identified by the National Collective Agreement and is detrimental to the discipline and morale of the Company;
- b) the measure of dismissal with notice will be incurred by any worker who, in the performance of activities in areas at risk of offences, engages in significant non-compliance in breach of the requirements of the Model, such conduct being more serious than that identified in point a) above;
- c) finally, the measure of dismissal without notice shall also apply to any worker who, in the performance of activities in areas at risk of offence, adopts conduct unequivocally aimed at committing an offence punishable under the Decree or clearly in violation of the requirements of this Model, such as to determine the actual application against the Company of the measures provided for by the Decree, since such conduct is a serious violation and must be recognised as causing very serious moral and/or material damage to the Company.

### ***7.4 The disciplinary measures against co-workers, auditors, consultants, partners, other parties in transactions and other external parties, including members of the supervisory body***

Any conduct by co-workers, auditors, consultants, partners, counterparties and other external parties to the Company, including members of the SB, that is in conflict with the lines of conduct indicated by the Model, may result in the suspension or automatic termination of the contractual relationship, as well as possible legal action for compensation for damages suffered, in compliance with the applicable contract clauses which, where possible, shall provide for such powers in favour of the Company in each contract.

In the event that the violations are committed by contract workers or within the scope of works or service contracts, the sanctions will be applied to the worker, once the violations by the worker have been positively identified, by his or her employer (agency or contractor) and the proceedings may also give rise to actions against the agency or contractor itself. The Company, in any case, may limit itself to



requesting, in accordance with contractual agreements with contractors and agencies, that workers who have committed the above violations be replaced.

### **7.5 Procedure for the application of penalties**

The procedure for the application of sanctions resulting from a violation of the Model differs with regard to each category of Recipients as regards:

- ✿ the notification of the violation to the person concerned;
- ✿ contradictory, i.e. the possibility in favor of the person to whom the infringement has been contested to propose arguments in his/her defence;
- ✿ determination and subsequent application of the penalty.

The procedure always begins following receipt by the company bodies from time to time responsible as indicated below, of the communication with which the SB reports the violation of the Model.

#### **I. Sanctions against Directors and Statutory Auditors**

If it is found that the Model has been violated by a person holding the office of Director, who is not linked to the Company by an employment relationship, the SB transmits to the Chief Executive Officer, for subsequent forwarding to the Board of Directors and the Board of Statutory Auditors, a report containing:

- ✿ the description of the conduct;
- ✿ an indication of the provisions of the Model that have been violated;
- ✿ the particulars of the person responsible for the violation;
- ✿ any documents proving the violation and/or other evidence;
- ✿ its own proposal as to the appropriate sanction in the specific case.

Within ten days of receiving the SB's report, the Board of Directors calls in the member indicated by the SB for a meeting of the Board, to be held within thirty days of receiving the report.

The call must:

- ✿ be made in writing;
- ✿ contain a precise indication of the conduct and the provisions of the Model that have been breached;
- ✿ contain any documents proving the violation and/or other elements supporting it;
- ✿ contain the date of the meeting, with a notice of the right to make any observations and/or deductions, both written and verbal.

The call must be signed by the Chairman or by at least two members of the Board of Directors. At the meeting of the Board of Directors, which the members of the SB are also invited to attend, the person concerned is heard, any statements made by the latter are gathered and any further investigations deemed appropriate are carried out. Based on the elements acquired, the Board of Directors will determine the sanction deemed applicable, giving reasons for any disagreement with the proposal formulated by the SB. The Board of Directors will promptly call the Shareholders' Meeting to resolve on



the possible removal of the Director from office. The right of the Board of Directors (even without the revocation of the Director's appointment) to take any appropriate action against the Director remains in any case unaffected. The resolution of the Board of Directors and/or that of the Shareholders' Meeting, as the case may be, is communicated in writing, by the Board of Directors, to the interested party as well as to the SB, for the appropriate verifications. The procedure described above is also applied when a member of the Board of Statutory Auditors is found to have violated the Model.

## **II. Disciplinary proceedings against Employees**

### A) Executives

The procedure for assessment of offences with regard to Executives is carried out in compliance with the provisions of current legislation and applicable collective labor agreements. If the person against whom the procedure has been activated holds a top management role with powers delegated by the Board of Directors and if the investigation activity proves his or her involvement under the Decree, it is envisaged that:

- ✿ the Board of Directors will decide on the merits whether to revoke the delegated powers granted based on the nature of the appointment;
- ✿ the Chief Executive Officer will take action to define the position of the person in relation to the relevant disciplinary proceedings.

The measure imposing the sanction will be communicated in writing to the person concerned within six days of receipt of the justifications by the executive. This time limit shall run from the date on which the written justifications were made or, if later, the date on which the oral justifications were made. Without prejudice to the right to appeal to the Judicial Authority, the executive, within thirty days of receipt of the written notice of the disciplinary measure, may appeal to the Conciliation and Arbitration Board in accordance with the procedures laid down in the collective agreement applicable to the specific case. In the event of the appointment of the Board, the disciplinary sanction shall remain suspended till the award of such body.

### B) Workers, clerical staff and middle managers

The procedure for the application of sanctions by the Company against manual workers, clerical staff and middle management is carried out in compliance with the provisions of Article 7 of the Italian Workers Bill of Rights and the current National Collective Labour Agreement for workers employed in the private metalworking industry and plant installation.

Sanctions shall be applied within six days of receipt of the justifications. The employee, without prejudice to the possibility of referring the matter to the Judicial Authority, may, within twenty days of receiving the measure, promote the constitution of a Conciliation and Arbitration Board, in which case the sanction shall remain suspended until the relative pronouncement.

## **III. Proceedings against Third Party Recipients of the Model**

In order to enable the initiatives envisaged by the contractual clauses indicated in § 7.4, to be undertaken, the Head of the Organisational Unit managing the contractual relationship, in agreement with the Legal and Corporate Affairs and Compliance Organizational Unit and based on any decisions taken in the meantime by the Chief Executive Officer, as well as by the Board of Directors and the Board of Statutory Auditors in the cases envisaged, will send the person concerned a written communication containing an indication of the conduct found, the provisions of the Model that have been violated, any documents and elements proving the violation, as well as an indication of the specific contractual clauses that are being applied.

## **IV. Proceedings against members of the Supervisory Body**

The sanctioning procedure applicable to Directors and Statutory Auditors as per § I is applied *mutatis mutandis*, even if one or more members of the SB are found to have violated the Model. In this case,

*Organisation, Management and Control Model pursuant to Leg. Decree 231/01*



the report of the violation will be forwarded to the Chairman of the Board of Statutory Auditors, who, having consulted the other members of the SB, will draw up a report and forward it to the Board of Directors.

## 8 MODEL AND CODE OF ETHICS

The rules of conduct contained in the Model complement those of the Code of Ethics, although the Model, due to the purpose it is intended to pursue in implementing the provisions of the Decree, has a different scope from the Code.

In this respect, in fact:

- ✿ the Code of Ethics represents an instrument adopted autonomously and is susceptible to general application by the Company in order to express the principles of "company deontology" which Leonardo Logistics recognizes as its own and which it calls upon everyone in the Company to observe;
- ✿ the Model, on the other hand, responds to the specific requirements of the Decree, and is aimed at preventing the commission of particular types of offences (for acts which, insofar as they are committed apparently to the advantage of the Company, may result in administrative liability under the provisions of the Decree).