

ORGANIZATION, MANAGEMENT AND CONTROL MODEL pursuant to Legislative Decree No. 231/2001

*Approved by the Board of Directors,
Livorno, 20/07/2026*

GENERAL SECTION

REVISION REGISTER

REV.	BoD APPROVAL DATE	DESCRIPTION OF THE AMENDMENTS
0	05 May 2025	First implementation of the Organization, Management, and Control Model pursuant to Legislative Decree No. 231/2001 - General Section
1	20 July 2026	• First implementation of the "Special Section." • Inclusion of the "List of Predicate Offences" • Update of the 'General Section' following regulatory changes and the updated list of risks, implementation of the Group Code of Ethics in place of the Fincantieri Code of Conduct, adjustment of the list of processes subject to the Service Contract with the Parent Company.

This Organization, Management, and Control Model pursuant to Legislative Decree No. 231 of 8 June 2001, was implemented and subsequently updated by resolutions of the Company's Board of Directors. This version completely replaces any previous versions of the Model in force.

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LIST OF DEFINITIONS

- “AD”: the Chief Executive Officer of WASS;
- “Directors”: the members of the Company’s Board of Directors;
- “Sensitive activities”: the activities carried out by WASS, within which there is a risk of committing crimes;
- “Parent Company”: Fincantieri S.p.A.
- “CCNL”: National Collective Bargaining Agreement
- “CdA”: The Board of Directors of the Company;
- “Customers”: all individuals and legal, public and private, Italian and foreign entities, which commission WASS for the supply of goods or the provision of services;
- “Code of Conduct”: the Code of Conduct of Fincantieri S.p.A., formally implemented by WASS with a Board of Directors resolution on 11 March 2026;
- “Board of Statutory Auditors” or “CS”: WASS's Board of Statutory Auditors;
- “External Consultants” and “Suppliers”: individuals and legal entities linked to WASS by a professional service agreement or which professionally provide WASS with a specific good or service, regardless of the legal relationship with the Company;
- “Legislative Decree No. 231/2001” or “Decree”: Legislative Decree No. 231 of 8 June 2001, concerning the *“regulations on the administrative liability of legal persons, companies and associations even without legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000”* (O.J. General Series No. 140 of 19 June 2001);
- “Legislative Decree No. 24/2023” or “Whistleblowing Decree”: Legislative Decree No. 24 of 10 March 2023, concerning the *“implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council, of 23 October 2019, on the protection of persons who report breaches of Union law and containing provisions concerning the protection of persons who report breaches of national legal provisions”* (O.J. General Series No. 63 of 15 March 2023);
- “Legislative Decree No. 81/08”: Legislative Decree No. 81 of 9 April 2008, concerning the *“implementation of Article 1 of Law No. 123 of 3 August 2007, regarding the protection of health and safety in the workplace”* (O.J. General Series No. 101 of 30 April 2008, Ordinary Suppl. No. 108).
- “Recipients”: Directors, members of the Board of Statutory Auditors, members of the Supervisory Body, Employees, External Consultants and Suppliers, Commercial Partners, as well as all entities working at these subjects and under their responsibility, or who otherwise participate in relationships with WASS;

- “Employees”: all WASS personnel (employed under an employment contract, temporary work contract, or collaboration contracts), including those with managerial qualifications, operating and/or located anywhere;
- “DL” or “Employer”: the subject holding the employment relationship with the worker or, in any case, the subject which, according to the type and structure of the organization within which the worker performs his/her activity, has the responsibility for the organization or the production unit as he/she exercises decision-making and spending powers;
- “DVR” or “Risk Assessment Document”: a document in which a global assessment is carried out of all risks to the health and safety of workers present within the organization where they perform their activity, aimed at identifying adequate prevention and protection measures and at developing a program of measures designed to ensure the continuous improvement of health and safety levels over time;
- “Fincantieri” or “FNC”: Fincantieri S.p.A.
- “HR Business Partner”: oversight guaranteed by the 'HR Business Partner' of Fincantieri's Underwater Hub;
- “Confidential Information”: information, data, knowledge, know-how, technical, industrial, economic, administrative or other non-public or publicly available news, as well as drawings, documents, supports or material samples, relating to the Company or to third parties and that are brought to the knowledge of the Recipients in any form and by any means;
- “Guidelines”: the Guidelines for the preparation of Organizational Models drafted by the main trade associations and, in particular, by Confindustria, as well as by public regulatory authorities for specific sectors (i.e., A.N.A.C.)
- “MC” or “Occupational Health Physician”: the Competent Doctor, possessing one of the qualifications and training and professional requirements referred to in Article 38 of Legislative Decree No. 81/2008, who collaborates, as provided for by Article 29, paragraph 1 of the same decree, with the employer for the purpose of risk assessment and is appointed by the latter to carry out health surveillance and all other tasks referred to in the legislative decree;
- “Organizational Model” or “Model” or “MOG”: the complex of principles and safeguards adopted by the Company to prevent the risk of committing Predicate Offences, formalized in this document;
- “OdV” or “Body”: the Supervisory Body, responsible for overseeing the functioning and observance of the Organizational and Management Model (MOG) and its relevant updates pursuant to Legislative Decree No. No. 231/2001;
- “P.A.” or “Public Administration”: the State administrations, Regions, autonomous Provinces of Trento and Bolzano, territorial public bodies and their unions, non-economic public bodies, any other body with legal personality, established to satisfy specific purposes of general interest, whose activity is financed predominantly by the State, Regions, local authorities, other public

bodies or public law bodies, or whose management is subject to their control or whose administrative, management or supervisory bodies are constituted, at least by half, by components designated by the same public entities;

- “Commercial partners”: individuals and legal entities with whom WASS establishes legal cooperation relationships with respect to the exercise of Sensitive Activities (for example: contracts, temporary business associations - ATI, joint ventures, consortia, etc.);
- “Supervisor”: a person who, by virtue of his/her professional skills and within the limits of the hierarchical and functional powers appropriate to the nature of the assignment given to him/her, oversees work activities and ensures the implementation of received directives, controlling their correct execution by workers and exercising a functional power of initiative;
- “Procedures”: documents adopted by the Company aimed at regulating the performance of certain activities;
- “Sensitive Processes”: segments of company activity that may entail the risk of predicate offences occurring;
- “Predicate Offences”: criminal offences whose commission can lead to the Company's liability under Legislative Decree No. 231/2001;
- “RLS”: the Workers' Safety Representative, a person elected or designated to represent workers regarding health and safety aspects during work;
- “RSPP”: the Head of Prevention and Protection Service, a person possessing the skills and professional requirements referred to in Article 32 of Legislative Decree No. 81/2008;
- “Compliance System 231”: the documents and practices in force at WASS, aimed at ensuring the conformity of social actions with current laws, customs, and technical standards regarding the mitigation and management of crime risk;
- “Internal Control and Risk Management System” or “SCIGR”: the set of rules, procedures, and organizational structures aimed at enabling, through an adequate process of identifying, measuring, managing, and monitoring the main risks, a sound, correct, and consistent company management with the set goals;
- “Disciplinary System”: the company process characterized by the provision of mechanisms for ascertaining the commission of a disciplinary offence - consisting of the violation of the rules of conduct established by Legislative Decree No. 231/2001 and, in general, ethical and behavioural principles - as well as specific sanctions;
- “Company”: WASS Submarine Systems S.p.A.;
- “SPPR”: Risk Prevention and Protection Service, consisting of a set of people, systems, and means, external or internal to the company, aimed at preventing and protecting workers from occupational risks;
- “Stakeholders”: *all subjects who directly or indirectly enter into a relationship with the Company and are interested in its operations in various capacities, or whose interests influence or are*

influenced by the effects of its activity, as well as the Authorities to which the Company refers in its operations;

- “Workers' Statute”: Law No. 300 of 20 May 1970, concerning “*Rules on the protection of workers' freedom and dignity, trade union freedom and trade union activity in the workplace and rules on employment*” (O.J. General Series, No. 131 of 27 May 1970);
- “Financial instruments”: transferable securities, money market instruments, units in undertakings for collective investment in transferable securities, options, 'futures', 'swaps' and other derivative contracts, credit risk transfer derivatives, differential financial contracts;
- “WASS”: WASS Submarine Systems S.p.A.

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1. INTRODUCTION

This document constitutes the formalization, by WASS Submarine System S.p.A., of the Organizational Model drawn up pursuant to and for the purposes of the Decree, which is part of the broader Compliance System 231 in force at the Company, which also includes the Code of Ethics adopted by the Parent Company. The MOG (Organizational and Management Model) also interfaces with the SCIGR (Internal Control and Risk Management System), through which it helps ensure WASS's legal conduct.

The document's preparation is based on an in-depth analysis of the organizational characteristics, business, and operating methods—made possible by studying documentation provided by the Company and conducting interviews with its internal personnel—with the primary goal of equipping it with a system suitable for the best management and mitigation of risks of committing Predicate Offences within the scope of its statutory activities.

The Model consists of:

- A 'General Part';
- Several Special Parts (collectively, also 'Special Part');
- A 'List of Predicate Offences'.

The General Part provides a concise overview of the Decree's prescriptive content, the Company's statutory purposes, and its management and control bodies. Furthermore, it identifies the essential components of the Model, which, based on the existing company organization, regulates, among other



things: (i) the reference principles; (ii) the Supervisory Body (OdV); (iii) the system for reporting violations under the Whistleblowing Decree; (iv) the Disciplinary System; (v) communication and training activities.

The Special Part, with reference to the cases deemed applicable to the Company, identifies the relevant activities during which a potential risk of committing Predicate Offences is abstractly conceivable, as well as references to the internal company safeguards aimed at preventing their commission.

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2. CRIMINAL LIABILITY OF COLLECTIVE ENTITIES UNDER THE DECREE

The Decree has introduced into the Italian legal system a novel regime of liability for collective entities regarding the commission of certain crimes within their activities. This aligns internal law with some international conventions, follows the American experience, and is consistent with various provisions already present in other European countries.

Regarding the list of predicate offences, the "List of Predicate Offences" and the remainder substantially criminal in nature because it (i) depends on the commission of a crime; (ii) is investigated by the Public Prosecutor and ascertained by the criminal Judge; (iii) occurs within criminal proceedings and with their guarantees; (iv) leads to punitive sanctions aimed at general and special prevention and tending towards the "re-education" of the entity; (v) is based, concerning the constitutional principle of personal liability, on an 'organizational fault' of the legal person.

Liability under the Decree doesn't proceed "by rebound" from individual liability but has a complex structure, where the commission of the Predicate Offence is only one element (albeit a pivotal one). Specifically, it is also necessary that:

- The individual perpetrator of the predicate offence is linked to the legal entity by a functional relationship such that it:
 - holds representative, administrative, or managerial functions within the entity (or one of its organizational units with financial and functional autonomy) or exercises, even de facto, its management and control (so-called 'top-tier subjects,' such as, for example, Directors or General Managers, as per Article 5, paragraph 1, letter a) of the Decree);

- or, is a subject supervised or directed by one of the individuals mentioned in the previous section (so-called 'subordinate subjects,' as per Article 5, paragraph 1, subpara. b) of the Decree).
- The Predicate Offence:
 - was committed in the interest of the entity (or, under certain conditions, of the Group of companies to which it belongs), understood as the *ex-ante* finalistic aim of the behaviour to advance the entity's governance policy, with the corollary that the *societas* is not responsible if the perpetrator acted solely in their own interest or that of third parties;
 - or resulted in a benefit for the legal person, understood as an *ex-post* increase dependent on the crime.
- The collective entity demonstrates an 'organizational fault,' which consists of a deficient internal organization—often represented by the absence or inadequacy of preventive measures—with respect to mitigating the risk of committing Predicate Offences.

The sanctions that can be applied to the legal person in case of liability from a crime are structured as follows:

- ❖ *Pecuniary sanctions*: These are indispensable sanctions, applied in quotas through a two-phase procedure based on the economic and financial conditions of the entity, with a single quota amount ranging from a minimum of €258.23 to a maximum of €1,549.37.
- ❖ *Interdictory sanctions*: These are particularly punitive because (being applicable also as a precautionary measure and, at the outcome of criminal proceedings, also concurrently) they consist of prohibiting the carrying out of certain activities, and in particular:
 - Prohibition from exercising the activity in the context where the offence occurred.
 - Suspension or revocation of authorizations, licenses, or concessions functional to the commission of the offence.
 - Prohibition from contracting with the Public Administration, except for obtaining public services.
 - Exclusion from concessions, loans, fees or subsidies and the possible revocation of those already granted;
 - Ban on advertising goods or services.

These sanctions are applied (i) where the entity has obtained a significant profit derived from the crime committed by top-tier subjects, or by subordinates when the commission itself was determined or facilitated by serious organizational deficiencies, or (ii) in case of repeated offences;

- ❖ *Confiscation*: also potentially very impactful from an economic point of view, as it extends to every gain that the legal person has derived, with a causal link, from the illicit act. It is always imposed with the conviction sentence, even by equivalent value, and involves the price or profit of the crime (or sums of money, goods, or other assets of equivalent value), except for the part that can be returned to the injured party and without prejudice to the rights of third parties in good faith;
- ❖ *Publication of the conviction sentence*: this is an optional sanction that presupposes the application of an interdictory sanction.

Considering the international scope of WASS's activities, it is appropriate to note that, pursuant to Article 4 of the Decree, a legal entity based in Italy can also be held liable for Predicate Offences committed abroad, provided they are subject to Italian jurisdiction under the general rules of the Penal Code (Articles 7-10 of the Italian Criminal Code) and provided that the State where the act was committed is not prosecuting.

Regarding the list of predicate offences, the "List of Predicate Offences" and the remainder of this General Section list all the criminal offences contemplated by the Decree; while the Special Section identifies those families of predicate offences that are considered potentially prosecutable by WASS.

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3. WASS AND THIS ORGANIZATIONAL MODEL

3.1 WASS Submarine Systems S.p.A.

WASS is a joint-stock company, a leader in the design and development of advanced underwater defence systems, a sector in which it has operated for over 150 years and with a team of over 450 highly qualified professionals. WASS stands out within the Fincantieri Group - of which it has been part since January 2025 - for its offering of torpedo design and construction services, innovative sonars for military and civil applications, torpedo launch systems, and countermeasures for ships and submarines.

The Company has two offices: a registered office in Livorno and a local unit in Pozzuoli.

As of the date of this document, the share capital (€10,000,000.00), divided into #10,000,000 ordinary shares pursuant to Article 2346 of the Italian Civil Code, freely transferable and not listed on regulated markets or widely distributed among the public, is entirely owned by Fincantieri.

The Company has structured its Corporate Governance system based on the traditional management and control Model, which consists of the following bodies:

- ❖ *Shareholders' Meeting*: competent to deliberate in ordinary and extraordinary sessions on matters reserved to it by law and the Articles of Association. Among the most significant decisions the Shareholders' Meeting is called upon to adopt are the approval of the financial statements, the appointment of Directors and Statutory Auditors, and amendments to the Articles of Association.
- ❖ *Board of Directors (CdA)*: Responsible for the Company's management, composed of five members, and vested with the broadest powers for the Company's management, with the power to perform all appropriate acts for achieving the corporate purposes, excluding those reserved to the Shareholders' Meeting by law and/or the Articles of Association. The Board of Directors (CdA) is validly constituted with the presence of the majority of the members in office and of the Board of Statutory Auditors, and with the favourable vote of the majority of participants. It is led by a Chairman, a potential Vice-Chairman, and may appoint a Chief Executive Officer, who is responsible, among other things, for submitting industrial plans and annual budgets, defining corporate strategic guidelines, to the Board of Directors.
- ❖ *Board of Statutory Auditors (CS)*: It oversees compliance with the Law and the Articles of Association, as well as adherence to principles of sound management, the adequacy of the organizational, administrative, and accounting structure adopted by the Company, and its effective functioning. It is composed of three effective Statutory Auditors, including the Chairman of the Board of Statutory Auditors, and two alternate members, whose term of office is three financial years.

The auditing activity is carried out by an Audit Firm, based on a three-year engagement, similarly conferred by the Shareholders' Meeting upon a reasoned proposal from the Board of Statutory Auditors.

The Company is structured into various business units reporting to the Chief Executive Officer and staff units that functionally report to homologous Fincantieri Top Managements and Functions.

In this context, it is specified that, in accordance with 'MG-016. Management Guideline, Services provided by Parent Company to Group Companies,' the Company entrusts Fincantieri with the performance of some services through specific service contracts. The Company has currently entrusted the services of 'Finance and Treasury', 'Security Intelligence' and 'Internal Audit', as well as



‘Administration, Accounting and Budgeting’, ‘Human Resources’, ‘Legal’, ‘Contracts’, ‘Purchasing’, and ‘Communication’.

3.2 Function and Content of the Organizational Model

In the Decree's systematic framework, the so-called compliance programs, hold central importance, that is, the internal organizational measures adopted by the legal person to mitigate the risk of committing crimes. These are the internal organizational arrangements adopted by legal entities to mitigate the risk of committing crimes. They have an exempting effect on liability if adopted before the Predicate Offence and, if adopted after it (within certain procedural deadlines), allow for the attenuation of applied sanctions and even the paralysis of interdictory sanctions.

Specifically, Articles 6 and 7 of the Decree provide for the exemption from liability for an entity that has adopted an Organizational Model suitable for preventing Predicate Offences. In particular, in the event of a crime committed by top-tier subjects, for the entity to be exempt from liability, it must:

- ✓ Have adopted and implemented, before the commission of the act, a Model suitable for preventing crimes of the type that occurred.
- ✓ Have appointed an independent body with autonomous powers of initiative and control, which monitors the Model's functioning and observance and ensures its updating (the Supervisory Body (OdV)).
- ✓ Demonstrate that the crime was committed by fraudulently evading the measures provided in the Model.
- ✓ Demonstrate that there was no omission or insufficient supervision by the Supervisory Body.

If, however, the crime was committed by subordinate subjects, the liability of the legal person requires proof that its commission was made possible by the non-observance of the duties of direction and supervision incumbent upon the top-tier individuals.

As for the essential contents of the Model, the Decree specifies that it must:

- I. Identify 'risk areas,' i.e., areas of company operations which, due to their specific characteristics, give rise to risks of committing Predicate Offences;
- II. Provide for (or refer to) specific protocols that regulate the formation and implementation of company decisions in relation to the crimes to be prevented;
- III. Regulate the management of financial resources in order to prevent their use for the commission of predicate Offences;

- IV. Prescribe reporting obligations for the various corporate units to the Supervisory Body;
- V. Establish an internal disciplinary system capable of sanctioning failure to comply with the measures indicated in the Model;
- VI. Provide internal reporting channels for so-called "misdemeanors". called Whistleblowing, supported by a prohibition of retaliation and an adequate sanctioning system.

Apart from the minimum structural contents that the Model must possess based on the Decree, in implementation of the provision of Article 6, paragraph 3, of the same legislative text, Confindustria has defined its own Guidelines for the preparation of such Models. Based on the Guidelines, which WASS draws inspiration from in drafting, adapting, and monitoring this document, the Model must:

- a) Identify the risks of committing Predicate Offences;
- b) Establish a control system suitable for preventing the risk of committing Predicate Offences;
- c) Be accompanied by a summary document of the entity's ethical principles;
- d) Establish a sufficiently up-to-date, formalized, and clear organizational system;
- e) Be characterized by internal (manual and electronic) procedures;
- f) Regulate authorization and signature powers in a manner consistent with operational responsibilities;
- g) Refer to integrated control systems that promptly identify critical issues;
- h) Provide for specific communication and training activities on the Model and the provisions set out in the Decree.

In general, the Compliance System 231 must be based on the principles of:

- Segregation/separation of functions and powers;
- Documentation of controls;
- Adequacy of the sanctioning system;
- Autonomy, independence, professionalism, continuity of action, and information of the Supervisory Body (OdV).

3.3 The Risk Assessment Activity

The drafting of the WASS Model stems from a structured process, which starts from the analysis of the current state ("As is") and aims at identifying and preparing the necessary improvement interventions (from "As is" to "To be").

In particular, the process of developing the Model is articulated in the following phases:

- i. *Study*: Analysis of the company organization, as reconstructible from available corporate documentation and from interviews conducted with the managers of various processes. The execution of this Phase, which aims at focusing on the Sensitive Areas, involves the following activities:
 - Acquisition, examination, and study of corporate documentation;
 - Identification of individuals to interview;
 - Conducting interviews with the identified individuals.
- ii. *Risk-Assessment*: At the end of the study phase, the following are identified:
 - Sensitive activities;
 - Relevant Crime Families for WASS;
 - Individual crime types within each relevant Crime Family for WASS;
 - Company functions theoretically responsible for committing the crimes.
- iii. *Gap Analysis*: In this phase, the adequacy of internal controls and areas for their integration and improvement are focused on, thus verifying any shortcomings and proposing corrective actions.

3.4 The Structure of the Model

As mentioned in the Introduction, the Model—which, together with the Code of Ethics, constitutes WASS's 231 Compliance System—is composed of: (i) General Section; (ii) Special Section; (iii) List of Predicate Offences.

The complete list of crime families covered by the Decree and the relevant special laws is provided below. It should be noted that the Special Section will only take into account crime families and the types of crimes to which the Company is concretely exposed:

- i. Undue receipt of disbursements, fraud to the detriment of the State, a public entity or the European Union or for obtaining public disbursements, computer fraud to the detriment of the State or a public entity, and fraud in public supplies (Art. 24, Decree);
- ii. Computer crimes and unlawful data processing (Art. 24-bis, Decree);
- iii. Organized crime offences (Art. 24-ter, Decree);
- iv. Embezzlement, undue appropriation of money or movable property, extortion, undue inducement to give or promise benefits, corruption (Art. 25, Decree);
- v. Counterfeiting of coins, public credit cards, revenue stamps and instruments or signs of recognition (art. 25-bis, Decree);
- vi. Crimes against industry and commerce (Art. 25-bis.1, Decree);

- vii. Corporate offences (Art. 25-ter, Decree);
- viii. Crimes aimed at terrorism or subversion of the democratic order (art. 25-quater, Decree);
- ix. Practices of female genital mutilation (Art. 25-quater.1, Decree);
- x. Crimes against individual personality (Art. 25-quinquies, Decree);
- xi. Market abuse (Art. 25-sexies, Decree);
- xii. Negligent homicide and serious or very serious injuries, committed in violation of health and safety regulations at work (Art. 25-septies, Decree);
- xiii. Receiving stolen goods, money laundering, and employment of money, goods, or utilities of illicit origin, as well as self-laundering (Art. 25-octies, Decree);
- xiv. Crimes relating to non-cash payment instruments and fraudulent transfer of values (Art. 25-octies.1, Decree);
- xv. Offences relating to the violation of restrictive measures of the European Union (Art. 25-octies.2, Decree);
- xvi. Crimes relating to copyright infringement (Art. 25-novies, Decree);
- xvii. Inducement not to make statements or to make false statements to the judicial authority (Art. 25-decies, Decree);
- xviii. Environmental crimes (Art. 25-undecies, Decree);
- xix. Employment of third-country nationals whose stay is irregular (Art. 25-duodecies, Decree);
- xx. Racism and xenophobia (Art. 25-terdecies, Decree);
- xxi. Fraud in sports competitions, illegal gambling or betting, and gambling played with prohibited devices (Art. 25-quaterdecies, Decree);
- xxii. Tax crimes (Art. 25-quinquiesdecies, Decree);
- xxiii. Smuggling (Art. 25-sexiesdecies, Decree);
- xxiv. Crimes against cultural heritage (Art. 25-septiesdecies, Decree);
- xxv. Laundering of cultural heritage and devastation and pillage of cultural and landscape heritage (Article 25-duodevicies, Decree);
- xxvi. Crimes against animals (Article 25-undevicies, Decree);
- xxvii. EU Regulation No. 2023/1114 (Article 34, Legislative Decree No. 129/24)
- xxviii. Crimes under Articles 440, 442, and 444 of the Criminal Code if committed in relation to the olive oil supply chain (Article 12, Law 9/13).

3.5 Recipients of the Model

As clarified in the list of definitions regarding the concept of Recipients, the Model represents an integral and essential part of the obligations that all subjects entering into significant legal or de facto relationships with WASS assume in carrying out their activities in favour of the Company and during the course of their relationship with it.



Violation of the Model by internal subjects (employees or not) constitutes a breach of the obligations arising from the employment or service contract, which is followed by the legitimate imposition of disciplinary sanctions proportionate to the violations and in accordance with current relevant provisions.

Violation committed by External Consultants, Suppliers, and Commercial Partners, leading to the emergence of practices not in line with WASS's guiding values and internal regulations, may result in the termination of the contractual relationship for just cause, in addition to any other consequences provided by law.

3.6 Adoption and update of the Model

The Model—as well as any subsequent updates, regardless of their inspiration—is adopted by a resolution of the Board of Directors (CdA), following the acquisition of a mandatory but non-binding opinion from the Supervisory Body (OdV) regarding the proposal. Unless otherwise stipulated for documented contingent reasons (i.e., internal adaptation needs), each version of the Model comes into force on the day of its adoption.

Every version of the Model must bear, in its heading, the date of the adoption resolution and, if different, the effective date, as well as the progressive version number. The Legal Affairs & Compliance Function is responsible for archiving the Model's versions.

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4. THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

4.1 Introduction

WASS's Internal Control and Risk Management System comprises a number of activities and tools also aimed at preventing Predicate Offences and minimizing their impact if they occur. Specifically, the Internal Control and Risk Management System helps to ensure:

- ❖ The protection of company assets;
- ❖ The efficiency and effectiveness of company processes;
- ❖ The reliability of information provided to corporate bodies and external to WASS;
- ❖ Compliance with laws, the Articles of Association, and Procedures.

The System is structured on three levels:

- i. Line or operational controls (performed by those carrying out the activity towards a colleague, respecting the 'four-eyes principle', and by those responsible for supervising the work, being in a hierarchically superior position);
- ii. Controls implemented by those responsible for identifying, evaluating and controlling risks and ensuring consistency with company objectives (Risk Management and Legal Affairs & Compliance);
- iii. Independent evaluation of internal control (Internal Audit and Supervisory Body - OdV).

At a principle level, without prejudice to what is more broadly described and elaborated in the rest of the Model, WASS informs its activity by adhering to the following principles:

- ❖ *Segregation of duties and separation of functions*: Within each process, the separation of attributions and differentiation between who makes the decision, who authorizes it, who implements it, and who controls the process must be ensured;
- ❖ *Traceability*: Each relevant step of the decision-making and control process must be verifiable from a documentary perspective;
- ❖ *Coherence and congruence of operations*;
- ❖ *Formalization, dissemination, and communication of rules*;
- ❖ Provision of an adequate *supervision system*, characterized by autonomy, independence, and professionalism;
- ❖ *Continuity of action*;
- ❖ Provision of an adequate *sanctioning system* for violations of Compliance System 231.

4.2 Roles and Responsibilities within the Internal Control and Risk Management System (SCIGR)

The Internal Control and Risk Management System (SCIGR) supports the following entities:

- Board of Directors (CdA);
- Fincantieri's Internal Audit Function, to which WASS entrusts audit activities based on a specific service contract, in compliance with the provisions contained in Fincantieri's 'MG-024. Management Guideline Internal Audit' document;
- Board of Statutory Auditors (CS);
- Supervisory Body (OdV);
- Other individuals or Functions involved in risk management.

Regarding the identification of key roles and responsibilities within the Internal Control and Risk Management System (SCIGR):

- ❖ The Chairman of the Board of Directors is responsible for supervising the Internal Control and Risk Management System and defines its guidelines;
- ❖ Second-level control functions define the procedures and methodologies to ensure that company operations are approached with a 'risk-based' approach, and they report to the Board of Directors (CdA) and the Board of Statutory Auditors (CS) on the general progress of management and on WASS's most significant operations.
- ❖ In particular, the Legal Affairs & Compliance Function:
 - Safeguards the Company from the risk of non-compliance with the Decree, assisting the Supervisory Body (OdV) in identifying the need to update the Model whenever necessary (i.e., due to regulatory or organizational changes).
 - Regularly communicates with the Supervisory Body (OdV).
 - Coordinates audit interventions with the Supervisory Body (OdV).
- ❖ The Board of Statutory Auditors (CS) is required to oversee compliance with the law and the Articles of Association, adherence to principles of sound management, and the adequacy of the organizational, administrative, and accounting structure adopted by the Company, as well as its effective functioning, in line with the regulatory provisions of Articles 2403 and subsequent ones of the Italian Civil Code, and with the 'rules of conduct' issued by the National Board of Chartered Accountants and Accounting Experts, in its most updated version.
- ❖ The Supervisory Body (OdV) is required to monitor the adequacy and effectiveness of the Compliance System 231 adopted by the Company.
Both the Board of Statutory Auditors and the Supervisory Body (OdV) have access to information and adequate levels of visibility on risk management systems, consistent with

their supervisory responsibilities. WASS ensures an adequate exchange of information between these two control bodies by providing a program of meetings throughout the year. The information acquired by the Supervisory Body (OdV), the requests made to the Body, and the responses provided must be recorded (even if negative) in the minutes book of the Board of Statutory Auditors (CS) meetings and resolutions.

- ❖ Internal Audit is responsible for conducting investigative inquiries and verifying the existence and proper functioning of controls designed to check for the risk of infractions. WASS ensures an adequate exchange of information between Internal Audit and the Supervisory Body (OdV). To best coordinate activities, the Internal Audit Function shares the annual audit plan with the Supervisory Body (OdV) and periodically reports to the Supervisory Body (OdV) the results of audits relevant to the Decree. The Supervisory Body (OdV) can offer suggestions and proposals to the Function. At the request of the Supervisory Body (OdV), the Internal Audit Function can carry out or support the Body in conducting activities or performing activities aimed at ascertaining reported conduct.

Regarding the HSE System, the CEO (AD), as the Employer, has granted proxies in safety and environmental matters concerning all personnel and all Company activities, including contractual ones, within the sites listed below:

- ❖ Livorno, Via di Levante 48;
- ❖ C.I.M.A. in Aulla (MS), Quartiere Gobetti 53;
- ❖ Pozzuoli (NA), Via di Monteruscello 75;
- ❖ All external sites and construction sites both in Italy and abroad, where testing activities, installation of systems, equipment and systems, logistics and post-sales maintenance activities, and construction site activities functional to the installation of systems, equipment and systems are carried out;
- ❖ Pursuant to Legislative Decree No. 271/99, on board the naval units 'M/n WHITEHEAD Seconda'.

4.3 SCIGR documents

At the documentary level, WASS's Internal Control and Risk Management System (SCIGR) is integrated, in addition to the documents comprising the 231 Compliance System, by:

- The company organizational chart (which outlines the areas of activity of Function Managers, the hierarchical reporting lines of individual business units, and the individuals operating in specific areas and their organizational role);

- The system of proxies and powers of attorney;
- Procedures that ensure principles of transparency, verifiability, and relevance;
- Information flows.

4.4 The system of proxies and powers of attorney

Powers and responsibilities must be defined and known within the company's organization. In general, authorization and signing powers must be assigned consistently with defined organizational and managerial responsibilities, thus providing a precise indication of the individuals who can exercise them and the expense approval thresholds.

Every employee who, for any reason, interacts externally on behalf of WASS must be expressly authorized.

The attribution of functions and powers can occur through either *(i)* proxy, an internal act assigning functions and tasks, reflected in the organizational communication system, or *(ii)* power of attorney, a unilateral legal act by which WASS grants representation powers towards third parties.

Function managers who require representation powers for carrying out their assignments are granted a general power of attorney with an adequate scope consistent with the functions and management powers attributed to the holder through the proxy.

For the issuance of every power of attorney, the following principles must be observed:

- ✓ General powers of attorney can only be issued to individuals with internal proxy or a specific engagement contract, in the case of coordinated and continuous service providers, that describes the relevant management powers;
- ✓ Every power of attorney must be accompanied by a communication in which the delegating party regulates the methods and limits of exercising the powers conferred by the power of attorney;
- ✓ Power of attorney can be granted to specifically identified natural persons, or to legal persons, who act through attorneys vested, within the legal person, with analogous powers;
- ✓ Special powers of attorney must meticulously define the scope of operations and the powers of the attorney.

For the issuance of proxies, the following principles must be observed:

- ❖ Anyone who maintains relationships with the Public Administration on behalf of WASS must have a formal proxy;
- ❖ Proxies must combine each management power with its corresponding responsibility and with an adequate position in the organizational chart, and must be updated in case of organizational changes;
- ❖ Every proxy must specifically and unequivocally define the powers of the delegated being and the person to whom the delegated being hierarchically reports;
- ❖ The management powers assigned with the proxies and their implementation must be consistent with company objectives;
- ❖ The delegated being must have spending powers adequate to the functions conferred upon them.

A copy of all powers of attorney and proxies is kept in a digital archive maintained by the Company's Legal Affairs & Compliance Function.

4.5. The Financial Flow Management System

Regarding the management of financial resources, the Company ensures adequate segregation of duties for the processing and transmission of information. This is to guarantee that all remittances are consistent with the activity and with the financial transaction regulations, and that expenditures are requested, authorized, made, and controlled by functions that are independent of each other or by individuals who are, as far as possible, distinct and free from conflicts of interest.

Consistent with its position as the operational Parent Company, Fincantieri, based on a contract stipulated with WASS, provides WASS with Finance and Treasury services, in compliance with the provisions contained in Fincantieri's 'MG-003. Management Guideline. Finance and Treasury,' formally adopted by WASS.

WASS utilizes the SAP management software, which allows for the recording of all financial transactions (i.e., invoices, payments, receipts). This software ensures the separation of duties and functions for those who input data into it and guarantees the consistency of data and information with the Company's organizational system.

The established information flows ensure the ability to promptly report any critical issues.

4.6 WASS's Relationships with External Consultants, Commercial Partners, Suppliers, and Customers

WASS's relationships with External Consultants, Commercial Partners, Suppliers, and Customers are based on maximum fairness and transparency, compliance with legal standards, the Code of Conduct, this Model, and the Procedures.

In its relationships with Suppliers and Commercial Partners, WASS is required to:

- Verify the commercial and professional reliability of the subjects (i.e., through ordinary company register searches at the Chamber of Commerce to ascertain the consistency of the activity performed with the services requested by the Company, self-certifications relating to criminal records, even non-final criminal sentences, and pending charges).
- Conduct selection based on parameters that are as objective as possible (quality, innovation, sustainability, respect for human rights and workers' rights, health and safety in the workplace, the environment), potentially through the acquisition of specific certifications.
- Avoid carrying out commercial and/or financial operations, either directly or through interposed natural or legal persons, with subjects significantly involved in relevant criminal matters and/or reported by European and international organizations/authorities responsible for the prevention of terrorism, money laundering, and organized crime offences.
- Avoid contractual relationships with subjects—natural or legal persons—who are based or reside in, or have a significant connection with, countries considered non-cooperative because they do not comply with the standards of international laws and the recommendations expressed by the FATF-GAFI or are included in the 'Black Lists' of the World Bank and the European Commission.
- Recognize compensation exclusively based on adequate justification within the context of the established contractual relationship or in relation to the type of assignment to be performed and prevailing local practices.
- Avoid cash payments.
- In the area of financial management and flows, implement specific procedures, regulating any derogations through them.

Contracts entered into by WASS with External Consultants, Commercial Partners, and Suppliers provide for the formalization of specific clauses that include:

- ❖ Adherence to the WASS Code of Conduct and Model, a declaration of no pending judicial proceedings concerning Predicate Offences and, in case of a positive outcome, a declaration of commitment to promptly report subsequent developments to WASS.
- ❖ The sanctions provided in case of violation of the Model and the Code of Conduct (i.e., express termination clauses, penalties).
- ❖ The commitment, for WASS and for External Consultants and Commercial Partners, to act in compliance with national and foreign domestic legislation (including the country in which the Partners work).

In its relationships with its Customers, WASS must:

- Avoid receiving cash payments.
- Grant payment extensions only upon verified solvency.
- Refuse sales that violate international laws or regulations aimed at limiting the export of products/services or protecting the principles of free competition.

4.7 Certification Systems

At the time of adopting this General Part, WASS is currently in the process of obtaining the following certifications:

- ISO 9001 (Quality certification - CSQA)
- EN 9100 (Standard for quality and risk management in the aerospace sector)
- AQAP 2110 (Quality assurance standard specific to the defence sector)
- AQAP 2210 (Quality assurance standard for software design and development supplies)
- ISO 14001 (Environmental management systems certification)
- ISO 45001 (Occupational health and safety management system certification)



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5. PREPARATION AND DISSEMINATION OF THE MODEL

5.1 Dissemination of the Model within WASS

The Model, along with any subsequent amendments, is formally disseminated throughout the Company by sending an internal informative note providing a concise explanation of its contents. This note also confirms that the Model is available on the Intranet and provides its specific address.

When any new resource joins the Company, the Compliance System 231 is provided to him/her through a specific informative document, for which confirmation of receipt is requested via email or signature. At that time, the new resource formally commits to complying with all provisions of the Compliance System 231. In the same document, WASS informs the new resource where to find relevant documents on the Intranet.

New resources receive adequate training on the Decree and the Compliance System 231.

The Company publishes the Compliance System 231 on its Intranet, while the Code of Conduct and the General Part of the Model are made available on the Internet.

5.2 Information to external consultants, suppliers, customers, and commercial partners

External Consultants, Suppliers, Customers, and Commercial Partners must be informed (through specific communications and/or contractual clauses) about the existence and function of the WASS Model. They must specifically acknowledge that they understand the content of the Code of Conduct and the Model, as well as the sanctions provided in case of violation of the relevant provisions.

5.3 Staff training

Among the measures designed to ensure that WASS's activities are conducted in compliance with the law and to promptly identify and counter risk situations, is the training of all WASS personnel on the Decree and the Compliance System 231.

Training activities must be:

- Regulated;
- Formalized;
- Mandatory for all Recipients;
- Differentiated based on the type of personnel it is addressed to, meaning it should be tailored to the Recipients' levels and the risk-of-crime sensitivity of the activities they perform.
- Where possible, also practical in nature (including case studies, jurisprudential analysis, etc.).

In compliance with regulatory requirements and industry best practices, WASS plans, develops, and maintains an adequate training program that includes:

- The content of courses in both e-learning and in-person formats (the latter mode is provided only for professional profiles most exposed to the risk of committing Predicate Offences);
- Their frequency;
- The mandatory nature of participation in training programs;
- Attendance controls for courses and quality control of training.

All Company personnel, based on their hierarchical and operational level, must, thanks to the training received, possess the tools to assess risk and work safely and in compliance with regulations and the Compliance System 231. Therefore, training is divided among that directed at: (i) Top management; (ii) Employees in general; (iii) Employees operating in specific risk areas; (iv) Supervisory bodies; and (v) Internal control personnel.

New resources must receive adequate training that makes them aware of the Compliance System 231.

As for minimum content, the training mandated by WASS covers:

- ✓ The regulatory provisions of the Decree;
- ✓ The contents of the Compliance System 231;
- ✓ The main Predicate Crime Families;
- ✓ The structure of the Model;
- ✓ The duties of the Supervisory Body (OdV);
- ✓ The information flows to be transmitted to the OdV;
- ✓ Whistleblowing regulations;
- ✓ The Disciplinary System.

The bodies responsible for training must provide evidence of:

- The specificity and periodicity of the different training courses, in compliance with individual needs;

- Attendance controls for the various courses, through the completion and signing of attendance registers or through appropriate IT methods;
- The individual contents of the training sessions and the materials used;
- Quality controls of the courses, through the archiving of learning and evaluation questionnaires;
- The annual sending of the training program and the statistical results of the training itself to the Supervisory Body (OdV) and the Board of Directors (CdA), in order to allow verification of the suitability and execution of the training activity and, potentially, to intervene with new activities where critical issues are found.

5.4 Training on Health and Safety at Workplace



It's important to note that, pursuant to Article 37 of Legislative Decree No. 81/08, training activities must be sufficient and adequate regarding specific risks, periodically repeated, easily understandable for workers, and such that they enable workers to acquire the necessary knowledge and skills in occupational health and safety.

Safety training courses must be administered periodically based on updates defined at the legislative level or due to new business developments or the emergence and intensification of different risks.

Training pathways must be structured into differentiated modules based on job duties, the specific nature of the risk, possible damages, and the consequent prevention and protection measures and procedures characteristic of the sector or industry.

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6. SUPERVISORY BODY

6.1 Characteristics and composition

For the purpose of exempting an entity from liability in the event of predicate offences, the law requires (see Art. 6, subpara. b) of the Decree), among other things, that the task of overseeing the functioning and observance of the Model and ensuring its updating has been previously entrusted to a body endowed with autonomous powers of initiative and control.

The main characteristics that the Body must possess include:

- ❖ *Autonomy*, understood as freedom of initiative and exemption from any prior approval or control of its work, or any other form of legal or de facto interference by individuals or organs of the entity.
- ❖ *Independence*, meaning that the members of the Supervisory Body (OdV) must not be, even potentially, in a conflict of interest with the Company, nor hold operational functions within it that would undermine their objective judgement in conducting verification activities related to the duty to control compliance with the Model.
- ❖ *Professionalism*, understood as the ability to effectively manage the issues arising from the performance of institutional duties, based on a body of knowledge and specific prior experience.

- ❖ *Continuity of action*, understood as the necessity for monitoring the Model to be carried out with sufficient periodicity to allow the Body to promptly and effectively detect any indicators of the Model's inadequacy and with constant coordination with company Functions.
- ❖ *Integrity*, understood as the absence of prejudicial conditions for carrying out the assignment.

Given the lack of final indications in the Decree regarding the single-person or collegial composition of the Body, as this choice must be left to the collective entity based on all the circumstances of the specific case, WASS's Supervisory Body (OdV) is a single-person body appointed by the Board of Directors (CdA). The Board of Directors (CdA) determines the selection of the individual appointed to the position, according to the criteria indicated in the Model, the term of office—which must in any case be no less than three years (considered in conjunction with the financial years, ensuring the continuity of the formally ceased body's activity until a new appointment, in accordance with the principle of *prorogatio*)—and the compensation.

The individual serving as the Company's Body:

- I. Must not have espousal, kinship, or affinity relationships within the fourth degree with the Company's Directors;
- II. Must not, directly or indirectly, maintain contractual relationships and/or economic ties, whether for consideration or free of charge, with WASS, of such significance as to compromise their independence;
- III. Must not take over executive assignments, even specific ones, on behalf of the Company or within the Board of Statutory Auditors;
- IV. Must not be in a legal condition of interdiction, disqualification, bankruptcy, judicial liquidation, or convicted of a sentence that entails interdiction, even temporary, from public office or the inability to exercise management roles in legal persons and businesses (Art. 2382 of the Italian Civil Code);
- V. Must not be subject to personal or financial preventive measures, nor have ever been, except for the effects of rehabilitation;
- VI. Must not have been convicted, even in a non-final judgement, or subjected to punishment pursuant to Articles 444 and subsequent ones of the Italian Code of Criminal Procedure, except for the effects of rehabilitation, in Italy or abroad, in relation to one of the Predicate Offences or crimes of similar nature (in particular, for illustrative purposes, crimes against property, against Public Administration, against public faith, against public order, tax crimes, bankruptcy crimes, financial crimes, environmental crimes, or health and safety at work crimes);

- VII. Must not have been a member of the Supervisory Body in companies affected by the definitive application of sanctions provided for by Article 9 of the Decree, when the judgement has recognized the "omitted or insufficient supervision" of the Supervisory Body over the convicted company's organizational Model;
- VIII. Must not have been affected by the application of accessory administrative sanctions provided for by Article 187-quater, Legislative Decree No. 58/1998;
- IX. Must not incur the causes of ineligibility referred to in Article 2399, paragraph 1, subpara. c), of the Italian Civil Code or in Article 2409-septiesdecies, of the Italian Civil Code;
- X. Notwithstanding the communication and reporting obligations arising from the exercise of institutional functions, must observe the highest confidentiality regarding activities and related documentation, which are ordinarily accessible only by the Body and by those specifically designated to assist it with secretarial activities. The Board of Directors (CdA) ensures appropriate instruments, including technical ones, for the segregation of information (for example, armoured cabinets, separate IT repositories, etc.).

The existence of the honorability requirements must be self-certified by the member of the Supervisory Body (OdV) upon assuming the position and as a condition for its performance, a declaration that must be reiterated annually.

The Supervisory Body (OdV) is required to promptly report to the Board of Directors (CdA) any event that causes the inaccuracy of such self-certifications. The Board of Directors (CdA) takes consequent measures without delay, if necessary, arranging for the revocation (or precautionary suspension pending further investigations, while respecting the principle of continuity of action) of the affected member and proceeding with the appointment of a new member.

Furthermore, the Board of Directors (CdA), having obtained the mandatory and non-binding opinion of the Board of Statutory Auditors, by deliberating with a majority of at least two-thirds of its members, may order the revocation of the appointment for just cause if circumstances arise that objectively render the Body unsuitable for the continuation of the relationship, including, by way of example:

- The omitted adoption of the Operating Regulations within one month of appointment;
- The omitted adoption of a plan for verifications and activities within three months of appointment;
- Gross negligence in carrying out assigned tasks and planned activities;
- Omitted or gravely deficient minute-taking and archiving of documents;
- Significant irregularities in the management of financial resources;
- Violation of the obligation of confidentiality in carrying out the activity;

- The judicial declaration, even in a non-final judgement, that a predicate crime was made possible by the "failure
- of insufficient supervision" by the Supervisory Body;
- The emergence of behaviours in violation of the Model or not in line with the values, including ethical ones, that inspire WASS.

If the Supervisory Body (OdV) is composed of WASS employees, the termination of the employment relationship for any reason leads to forfeiture of the position but does not preclude a new appointment.

6.2 Financial Resources and Freedom of Action

The activities carried out by the Supervisory Body (OdV) cannot be challenged by any other body or corporate structure of WASS, without prejudice to the Board of Directors (CdA)'s oversight power regarding the adequacy of its intervention.

Furthermore, individuals who are part of the Supervisory Body (OdV) must not hold operational duties within the Company, not even de facto, or duties that lead to a commingling of the controlled and controlling figures. Any hierarchical subordination of the Supervisory Body (OdV) to the Board of Directors (CdA) or other corporate Functions is prohibited, as is the imposition of any form of reporting (other than institutional communications) to them or other parties.

In addition to ensuring the autonomy and independence of the Supervisory Body (OdV), the Company ensures that the Supervisory Body (OdV) is appointed from individuals competent in legal, as well as inspection and consulting matters, capable of carrying out, also through external support, activities such as statistical sampling, risk analysis, evaluation and containment, and questionnaire development and evaluation.

Within the context of the company budget formation procedures, the Board of Directors (CdA) approves a fair remuneration for the Supervisory Body (OdV) as well as an adequate allocation of financial resources, which the Supervisory Body (OdV) can autonomously manage, subject to an annual reporting obligation, for all needs necessary for the proper performance of its duties (i.e., for entrusting consultancies for the execution of technical operations necessary for the control function, for business trips, etc.).

The Supervisory Body (OdV) is prohibited from allocating financial resources for purposes other than those related to its own functioning and the supervision of the Model, or from embezzling them in any other way. When using resources, the Supervisory Body (OdV) must adopt criteria of transparency,

compliance with relevant legislation and the Model, specific reporting, and archiving, and is subject to the prohibition of entrusting assignments based on personal interests.

The Board of Directors (CdA), in the face of circumstances exceeding usual operations and upon a motivated written request, may authorize the assignment of additional financial resources to the Supervisory Body (OdV) beyond the usual annual allocation, always subject to the reporting obligation.

In case of non-full utilization of the annual allocation, or of the extraordinary one, accumulation with the annual allocation of subsequent financial years is excluded.

The definition of aspects pertaining to the continuity of action, such as the scheduling of activities, the minute-taking of meetings, and the regulation of information flows from company structures to the Supervisory Body (OdV) and vice versa, obviously in compliance with the provisions of this Model, is left directly to the Supervisory Body (OdV), which regulates its internal functioning through an *ad hoc* Regulation.

6.3 Functions, Duties and Powers

❖ *Functions of the Supervisory Body (OdV)*

The Supervisory Body (OdV) is responsible for overseeing:

- The adequacy of the Model, verifying, among other things, the Model's alignment with current regulations, the company's structure, activities, and specific risk prevention needs; the adequacy of the procedures set out in the Special Section in relation to Sensitive Activities; and the effectiveness of the control measures implemented by the Company to prevent criminal offences;
- The effective implementation of the Model, including the adequacy of its dissemination, training activities, the actual awareness of the Model among Recipients, and the activation of the Disciplinary System in the event of violations of the Model or the Code of Conduct.

❖ *Duties of the Supervisory Body (OdV)*

Accordingly, the Supervisory Body (OdV) is required to carry out the following duties:

- Promptly report to the Board of Directors any need to update the Model whenever necessary (i.e., due to legislative updates, organizational changes affecting the Compliance System 231, or as a result of monitoring activities);

- Oversee the proper implementation of internal control activities and recommend interventions to the Board of Directors (CdA) where detected issues conflict with the application of the Model;
- Assist the Company in interpreting the provisions of Legislative Decree No. 231/2001, taking into account relevant regulatory and case law updates;
- Propose to the Board of Directors (CdA) the initiation of disciplinary procedures in the event of violations, based on the provisions of the applicable disciplinary system;
- Collaborate with integrity and transparency with all corporate departments and personnel involved in compliance with sector regulations, including holding meetings and/or jointly managing specific matters through appropriate protocols, if necessary;
- Especially in view of its monocratic nature and the absence of internal members, maintain constant interaction—with scheduled periodic meetings—with the Legal, Affairs & Compliance function to ensure proper alignment between the Supervisory Body (OdV)'s activities and the company's operations;
- Promote training activities relevant to compliance obligations under applicable legislation and the Model;
- Conduct, including without prior notice, any inspections and audits deemed appropriate; freely access corporate records and documents without prior consent or authorization (except where protected by confidentiality laws); and, where necessary, summon any Employee or External Consultant for interviews, documenting such interviews and inspections in a timely manner;
- Analyse information flows and intervene promptly when necessary;
- Respond promptly, including through in-person attendance at relevant meetings, and at least once a year, to requests from the Board of Directors (CdA) or the Board of Statutory Auditors regarding the Supervisory Body (OdV)'s activity program, progress status, and any amendments or additions thereto, explaining the rationale behind such changes;
- Request to be convened by the Board of Directors (CdA) or the Board of Statutory Auditors to report on specific issues requiring targeted and prompt attention;
- With respect to Whistleblowing:
 - Verify the activation of appropriate internal reporting channels, with specific attention to ensuring confidentiality of whistleblowers' identities;
 - Monitor the management of reports, always in compliance with data confidentiality requirements, which the Supervisory Body (OdV) may only access if expressly authorized;
 - Monitor communications and sanctions issued by ANAC (National Anti-Corruption Authority);

- Verify that the Company conducts employee training and internal audits regarding the functionality of internal reporting channels and the updating of privacy documentation.

❖ *Powers of the Supervisory Body (OdV)*

The Supervisory Body is vested with all necessary powers to ensure effective and timely oversight of the implementation and compliance with the Model. In particular, it is empowered to: Monitor the consistency and effectiveness of the procedures, identify behavioural deviations emerging from the analysis of information flows and reports submitted by function managers, and conduct direct investigations where appropriate.

To fulfil these tasks, the Supervisory Body (OdV):

- ✓ Works with full autonomy (in compliance with applicable legislation and the provisions of the Model) and adopts its own Internal Regulation, which governs:
 - The functioning of the Supervisory Body (i.e., frequency of meetings, work calendar, third-party attendance);
 - The organization of incoming and outgoing information flows;
 - Criteria for financial resource management and related reporting;
 - Procedures for documenting and archiving activities;
 - An annual activity plan, which is later presented in summary to the Board of Directors and the Board of Statutory Auditors at the end of each financial year, reporting progress and explaining any changes or additions made relative to the initial plan.
- ✓ Has free access to all corporate functions—without prior consent—to obtain, in compliance with confidentiality laws, any information or data deemed necessary for the performance of its duties;
- ✓ May, under its direct supervision and responsibility, rely on the support of internal departments or external consultants;
- ✓ May involve the Internal Audit Function of Fincantieri for monitoring activities, as well as the Employer and the relevant designated structure for matters related to workplace health and safety, or rely on external consultants in the case of complex issues requiring specialized expertise.
- ✓ May summon any corporate function or resource on a regular or ad hoc basis to present specific aspects of the company's operations, or to provide clarifications regarding those aspects and their abstract or operational consistency with the provisions of the Model and internal Procedures;
- ✓ May request written reports from any corporate function or resource, specifically aimed at describing particular areas of company operations;

- ✓ May carry out random checks on individual processes or specific transactions, and is entitled to full cooperation from the functions and resources involved;
- ✓ May formally request that individual functions or resources comply more accurately with the Model, detailing the identified areas of concern, suggesting corrective actions to address them, and requesting defined follow-up steps, to be carried out according to an implementation plan proposed by the relevant function.

The Supervisory Body (OdV) is required to: Record minutes of meetings held with the corporate bodies to which it reports, and ensure proper archiving of such documentation; Ensure the traceability and retention of documentation related to its activities, including: Meeting minutes Specific reports or briefings Reports sent or received Findings of investigations relating to whistleblowing reports

6.4 Information flows from the Supervisory Body to the corporate bodies

The Supervisory Body (OdV) is responsible for:

- ❖ Promptly formulating proposals to the Board of Directors (CdA) for any updates and adjustments to the Model. This is to be done through modifications and integrations necessitated by:
 - Significant violations of the Model's provisions.
 - Relevant changes to the Company's internal structure, business activities, or their operating methods;
 - New regulations.
- ❖ Reporting to the competent bodies, pursuant to the Disciplinary System, for appropriate measures, all violations of Compliance System 231, as well as any shortcomings found in evaluating the Model's concrete implementation.
- ❖ Preparing a semi-annual written informative report, addressed to the Board of Directors (CdA) and the Statutory Auditors (CS), concerning the verification and control activities performed and their outcomes.
- ❖ Annually preparing a report on the use of allocated financial resources.
- ❖ Written communication to Fincantieri's Supervisory Body, pursuant to paragraph 2.8 of the General Part of the Model adopted by Fincantieri under Legislative Decree No. 231/01, regarding (i) the implementation of the Organizational and Management Model (MOG) and (ii) any subsequent significant changes to it;
- ❖ Interacting, whenever possible and appropriate, with Fincantieri's Supervisory Body, both concerning their respective supervisory activities and with a specific focus on the activities that Fincantieri carries out on behalf of WASS based on specific contractual relationships.

6.5 Information flows to the Supervisory Body

The Decree states, among the requirements that the Model must meet, the establishment of specific information obligations towards the Supervisory Body (OdV) by the Company's Functions, aimed at allowing the Body to carry out its supervisory and verification activities. In this regard, the Supervisory Body (OdV) receives - in writing, through the dedicated email *odv@wass.it*, or, in case of unavailability, by ordinary mail at the company headquarters - from the competent company Functions all information relating to facts and events that may even indirectly involve the Company's responsibility.

Every Function Manager is also required to comply with the (periodic or ad-hoc) information flows specifically indicated by the Procedures referenced in the Special Part of the Model.

All company Functions are, in any case, obligated to promptly provide information to the Supervisory Body (OdV) regarding:

- The results of verification and control activities by Public Authorities and third parties, conducted under any title.
- The periodic results of control activities implemented by them to enforce Compliance System 231 (summary reports of activities performed, monitoring activities, consolidated indices, etc.).
- Any information related to facts that may even indirectly implicate WASS's responsibility. To this end, every WASS employee who comes into possession of information regarding a violation of Compliance System 231 is required to promptly inform the Supervisory Body (OdV) in writing.

By way of example, the following must be reported or sent to the Supervisory Body (OdV):

- Decisions regarding the request, disbursement, and use of public funds.
- News of criminal proceedings against managers or company employees for predicate offences;
Communications foreseen as information flow in the individual Procedures.
- Provisions and/or information from judicial police bodies, and/or from any other authority, from which the carrying out of investigations, even against unknown persons, for predicate offences that may engage the Company's liability;
- Inquiry commissions or internal reports from which responsibilities for predicate offences that may involve the Company emerge;

- News relating to the effective implementation, at all company levels, of Compliance System 231, with evidence of the disciplinary proceedings carried out and any sanctions imposed or the archiving measures of such proceedings with the relevant grounds;
- News of reports of violations relevant under the Decree, by the Company, as well as any sanctions adopted;
- The results of internal or external verification activities that are relevant for the purpose of criminal liability;
- The results of periodic reporting on health and safety at workplace;
- The training program and any critical issues detected following self-assessment tests;
- Evidence of any extraordinary operations that lead to a significant change in the Company's ownership structure;
- Evidence of the signing of relevant commercial agreements;
- Evidence on the appointment and revocation of the members of the Board of Directors and the Board of Statutory Auditors;
- Evidence on any change in the organizational chart, or in the description of the functions and assigned tasks or, in any case, on the emergence of new risk areas;
- Evidence on any change in the structure of company powers of attorney or proxies;
- Proposals for modification of the Model, so that the Supervisory Body (OdV) expresses a mandatory and non-binding opinion on them.

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7. THE DISCIPLINARY SYSTEM

7.1 General principles

WASS's disciplinary system is based on general and abstract principles, as outlined in this section 7.1. The detailed specification of procedures for ascertaining violations of the Compliance System 231 and for the potential imposition of sanctions is contained in section 7.2.

7.1.1. *Preventive purpose and autonomy*

As prescribed by Article 6, paragraph 2, subpara. e) and Article 7, paragraph 4, subpara. b) of the Decree, for the Model to be truly effective in preventing the commission of Predicate Offences, it is essential to establish a disciplinary system that allows for the interception and sanctioning of direct or indirect violations of the Compliance System 231 in all its forms ('231 violations').

Specifically, the disciplinary system can also address conduct that is preparatory to the commission of Predicate Offences. Therefore, the imposition of disciplinary sanctions is independent of the initiation and/or outcome of any potential criminal proceedings.

By way of example and not exhaustive, the following types of violations 231 can be identified:

- Behaviours contrary to the rules defined in the Compliance System 231 that could lead to the Company's involvement in criminal proceedings under the Decree;
- Failure of hierarchical superiors to supervise the correct and effective application of the provisions of the Compliance System 231 by relevant subordinates;
- Non-participation in training activities;
- Negligence or omission in reporting obligations to the Supervisory Body (OdV);
- Conduct that disregards Procedures;
- Negligent or omitted documentation, retention, and control of company records;
- Conduct involving the destruction, falsification, or removal of documentation required by Procedures;
- Behaviours that circumvent internal control safeguards;
- Obstructive acts or omissions to the control activities of internal and external designated bodies.

The recipients of the prescribed sanctions are:

- Directors;
- Auditors;
- Non-managerial employees;
- Managerial employees (potentially in a top-tier position);
- External consultants, suppliers, commercial partners, and the Supervisory Body (OdV).

The system works in compliance with current regulations, including, where applicable, those under the Workers' Statute and those provided for in the relevant collective bargaining agreement, namely the 'National Collective Labour Agreement for Workers in the Private Metalworking Industry and Plant Installation' in force ('CNLL Metalmeccanici'), supplemented, for managers, by second-level bargaining.

7.1.2. Adequacy and proportionality of sanctions

A plurality of possible violations of the Compliance System 231 corresponds to a plurality of sanctions, both conservative and expulsive. These sanctions must be applied in accordance with the principles of adequacy and proportionality: among the sanctions provided, the one adequate to effectively remedy the ascertained violation with the least sacrifice for the recipient must be chosen. At the same time, the chosen measure must be proportional to the gravity of the violation and the potential prejudicial consequences for the Company.

When determining the sanction to apply, the following circumstances, by way of example, are relevant:

- ❖ The intensity of the deviation between the behaviour observed and the reference rule;
- ❖ The role and degree of responsibility of the individual concerned within the Company;
- ❖ In the case of fiduciary assignments, the degree of any repercussion of the violation on the relationship with the Company;
- ❖ The extent of damage or danger caused to the Company or other Recipients by the violation;
- ❖ The concrete modalities of the violation's execution;
- ❖ The subjective attitude of the agent (intentionality of the behaviour and possible preordainment, or degree of negligence, imprudence or incompetence; nature of the subjective motivation to act);
- ❖ The commission of multiple violations through the same conduct;
- ❖ The concurrence of multiple subjects in the commission of the violation;
- ❖ Any previous violations committed by the same perpetrator;
- ❖ The overall behaviour of the individual concerned before and after the violation.

7.1.3. Contradictory principle, proceduralization, timeliness, and motivation

Disciplinary sanctions can only be imposed following a rigorous investigation procedure, in compliance with the general principles outlined below and according to the detailed rules defined in the following paragraphs, which are differentiated based on the recipients of the disciplinary action.

Following any report received, the Supervisory Body (OdV) performs a preliminary check for obvious groundlessness. If it deems that the report constitutes a relevant 231 violations, it is obliged to inform the relevant company functions so that they can initiate disciplinary action. Conversely, if it deems that the report is not relevant for the purposes of the Disciplinary System, the Supervisory Body (OdV) archives it, providing a concise explanation of the pertinent reasons.

Disciplinary proceedings for 231 violations are initiated by a written communication from the Supervisory Body (OdV) (unless the violations were committed by the Supervisory Body (OdV) that notifies the alleged violation to the company units competent from time to time, based on the recipient of the disciplinary action.

This communication must contain the following:

- The personal details of the individual identified as responsible for the violation;
- A description of the contested conduct;
- The provisions of the Compliance System 231 believed to have been violated;
- The factual elements supporting the charge and any supporting evidence;
- A proposal for the sanction deemed applicable to the specific case.

The procedure is based on the contradictory principle. In particular, the competent company units must ensure the involvement of the alleged perpetrator of the violation, who must receive a written, timely, and specific accusation of the charge and must have the opportunity to defend him/herself, thus providing arguments in written or oral form, and also attaching supporting evidence. The individual responsible for deciding on the imposition of the sanction must duly consider these arguments and/or evidence for their decision.

The written accusation must contain the following information:

- ✓ A precise description of the contested conduct;
- ✓ The provisions of the Compliance System 231 presumed to have been violated;
- ✓ The elements supporting the charge;
- ✓ The date for which the alleged perpetrator of the violation is summoned before the individual competent to decide on the sanction;

- ✓ Notification of the right to formulate any written or oral defences, as well as to attach supporting evidence, including witness testimony.

The procedure must be concluded timely, without sacrificing the completeness of the investigation and independently of the pendency and/or outcome of any potential criminal proceedings.

All disciplinary measures must be adequately motivated and must be communicated in writing to the recipients.

Furthermore, the Supervisory Body (OdV) must be informed of the outcome of the disciplinary proceedings conducted and any sanctions imposed or decisions to archive such proceedings, accompanied by their respective reasons.

7.2 Procedures and sanctions against directors and statutory auditors

In cases of 231 violations by one or more Directors or Statutory Auditors of WASS, the following sanctions may be imposed:

1. Statements in the minutes of the meetings;
2. Formal warning to strictly comply with the Model;
3. Formal written reprimand;
4. Reduction of emoluments or compensation by up to 50% on a monthly basis;
5. Total or partial revocation of proxies and powers of attorney;
6. Temporary suspension from office;
7. Removal from office.

Should the Supervisory Body (OdV) find a 231 violation by a Director (who is not bound to the Company by an employment contract) or a member of the Board of Statutory Auditors, the Supervisory Body (OdV) will report the violation in writing to both the Board of Directors (CdA) and the Board of Statutory Auditors (CS) for a subsequent decision by the competent body regarding its own members.

However, if the violation was allegedly committed by the entire Board of Directors (CdA), the Supervisory Body (OdV) will report the violation only to the Board of Statutory Auditors (CS), which, pursuant to Article 2406 of the Italian Civil Code, will call up the Shareholders' Meeting. When the violation was allegedly committed by the entire Board of Statutory Auditors (CS), the Supervisory Body (OdV) will report the violation only to the Board of Directors (CdA), which will convene the Shareholders' Meeting.

Within seven days of receiving notice of the 231 violation, the Board of Directors (CdA) or the Board of Statutory Auditors (CS) will send a written accusation to the implicated Director or Statutory Auditor,

summoning them to a Board of Directors (CdA) or Board of Statutory Auditors (CS) meeting. This meeting must be held within thirty days of receiving the notice and must also inform the individual that they may present oral or written defences during the meeting, or written defences prior to it.

The Board of Directors (CdA) or the Board of Statutory Auditors (CS), based on the acquired evidence and any defences provided, and with the mandatory abstention of the interested member, will either archive the proceeding or determine the applicable sanction, providing reasons for any disagreement with the proposal formulated by the Supervisory Body (OdV).

However, if the Board of Directors (CdA) or the Board of Statutory Auditors (CS) intends to impose the sanction of removal from office, the Shareholders' Meeting will be promptly convened to deliberate on the matter. Furthermore, the removal of Statutory Auditors must comply with Article 2400 of the Italian Civil Code, according to which a resolution for removal, which may only occur for just cause, must be approved by a court order after hearing the interested party.

The Board of Directors (CdA) or the Statutory Auditors (CS) will ensure written communication of the Board of Directors (CdA)'s or Statutory Auditors (CS)'s resolution and/or the Shareholders' Meeting's resolution to the interested party and the Supervisory Body (OdV).

7.3. Procedures and sanctions against non-managerial employees

In accordance with Article 49 of the current National Collective Labour Agreement for Metalworkers (CCNL Metalmeccanici), the sanctions applicable to employees without managerial qualifications who commit violations of the Model are as follows:

- ✓ Oral warning;
- ✓ Written warning;
- ✓ Fine not exceeding three hours of hourly pay,
- ✓ Suspension from work and pay for a maximum of ten days;
- ✓ Individual dismissals.

The procedure for applying these sanctions adheres to the provisions of Article 7 of the Workers' Statute and the current CCNL Metalmeccanici.

Upon receiving notice of a violation, the Supervisory Body (OdV) sends a communication to the HR Business Partner, who then transmits a written accusation to the employee.

In line with the CCNL Metalmeccanici, to allow the employee to present their defence, disciplinary measures more severe than a verbal reprimand cannot be imposed until five days have passed from the written accusation.

Defences can be presented verbally, with the possible assistance of a representative from the trade union to which the employee belongs or a member of the Unitary Trade Union Representation.

Furthermore, any sanction must be imposed within six days following the expiration of the deadline for defences; otherwise, the defences are considered accepted.

The employee, without prejudice to the possibility of resorting to the judicial authority, may, within twenty days of receiving the measure, promote the establishment of a Conciliation and Arbitration Board. In this case, the sanction remains suspended until the Board's ruling.

7.4 Procedure and sanctions for managerial employees, including Top Management

In the event that a Model violation is committed by a managerial employee, including those in top management roles, the same sanctions and procedures applicable to non-managerial employees can be applied, with the following distinctions.

Specifically, if the violation impacts the fiduciary relationship with the Company, dismissal, with or without notice, may be implemented, depending on whether the severity of the violation allows for the provisional continuation of the employment relationship.

Additionally, if the manager holds delegations granted by the Board of Directors (CdA) or powers of attorney, the sanction may include the partial or total revocation of these proxies or powers of attorney.

Upon receiving notice of a violation, the Supervisory Body (OdV) transmits the communication to the Board of Directors (CdA), the Board of Statutory Auditors (CS), and the CEO. The CEO, after consulting with the Board of Directors (CdA) and assisted by the HR Business Partner, sends the written accusation to the manager (even if they hold a top management role), adopts appropriate urgent provisional measures, and, if the manager holds delegations or powers of attorney, decides on their potential revocation.

When the sanction of dismissal is imposed in accordance with a resolution adopted by the Board of Directors (CdA) for this purpose, all delegations and powers of attorney possibly granted to the sanctioned manager are deemed revoked.

The sanctioning measure is communicated in writing to the individual concerned within ten days from the deadline for submitting written justifications.

7.5 Procedures and measures against external consultants, suppliers, commercial partners, Supervisory Body

7.5.1. External consultants, suppliers, commercial partners

Any 231 violation committed within a contractual relationship with External Consultants, Suppliers, or Commercial Partners may lead to the suspension or termination of the contractual relationship, in addition to the possible initiation of legal action for compensation for damages incurred.

To this end, the Legal Affairs & Compliance Function is responsible for drafting, updating, and incorporating specific clauses into engagement letters, negotiation or partnership agreements, and, more generally, into all contracts. These clauses must mandate compliance with the Compliance System 231 and stipulate the above-mentioned contractual measures in case of non-compliance.

If a violation is confirmed, the Supervisory Body (OdV) will send a communication to the Board of Directors (CdA) and to the individual delegated to stipulate, modify, or terminate the affected contractual relationship. This individual will then send a written accusation, referring to the standard clauses included in WASS contracts, to the external party and will decide on the concrete application of the measure within ten days of receiving any defences from the interested party.

7.5.2. Supervisory Body

If the sole member of the Supervisory Body (OdV) commits a 231 violation, the following sanctions may be applied:

- ✓ Formal warning to strictly comply with the Compliance System 231;
- ✓ Written reprimand;
- ✓ Reduction of emoluments by 50% on a monthly basis;
- ✓ Removal from office for just cause.

Should a 231 violation be confirmed, any member of the Board of Directors (CdA) or the Board of Statutory Auditors (CS) will send notification of the violation to the Board of Statutory Auditors (CS). The Board of Statutory Auditors (CS) will then draft a report addressed to the Board of Directors (CdA), containing the information outlined in paragraph 7.1.3. 7.1.3.

The Board of Directors (CdA) will send a written accusation, containing the information outlined in paragraph 7.1.3, to the Supervisory Body (OdV) member who allegedly committed the violation. Following



a hearing with the member and having obtained the mandatory but non-binding opinion of the Supervisory Body (OdV), the Board of Directors (CdA), deliberating by a two-thirds majority of its members, will take the appropriate measures.

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8. WHISTLEBLOWING REPORTING REGULATIONS

With the approval of the Whistleblowing Decree, public and private entities are now obligated to establish a dedicated internal reporting channel for violations of national and EU legal provisions. These provisions must concern actions that harm the public interest or the integrity of public administration or private entities, and of which reporting individuals have become aware in a public or private work context.

This discipline, also read based on the clarifications provided in the most important Guidelines, is applicable to WASS as the dimensional requirements foreseen by the Whistleblowing Decree are met and, in any case, WASS has adopted this MOG.

8.1 Regulatory discipline

For private entities, the Whistleblowing Decree, as interpreted by ANAC and Confindustria, provides, *inter alia*, that:

- ❖ violations with the following characteristics may be reported:
 - they consist of acts, behaviours or omissions that constitute violations of the national regulations,
 - including (i) the commission of predicate offences and (ii) violations of the Model referred to in the Decree,
 - or EU law, which includes, *inter alia*, (i) offences in violation of the legislation referred to in Annex 1 to the Whistleblowing Decree and the provisions implementing it, (ii) acts or omissions that harm the financial interests of the EU, (iii) acts or omissions concerning the internal market that compromise the free movement of persons, goods, services, and capital, (iv) acts or behaviours that

frustrate the object or purpose of the EU provisions in the sectors referred to in sections above;

- they have already been committed, have not yet been committed but there are concrete elements suggesting their possible commission, or are behaviours aimed at concealing violations;
 - they concern acts, behaviours, or omissions of which the reporting person became aware in the work context, i.e., due to or in the course of a qualified relationship with the entity, which is part of a broad employment relationship (including consulting, collaboration, volunteering, internship, shareholder qualification of the entity, position of administration, management, control, supervision, or representation) and even within a ceased employment relationship, when the information was learned during its performance, or not yet started, when the information is learned during selection or in other pre-contractual phases;
- ❖ reports must specify at least:
- the identifying data of the reporting person;
 - the circumstances of time and place where the reported event occurred;
 - the general information or other elements that allow identification of the person allegedly responsible for the reported facts;
- ❖ the entity must have an internal reporting channel that:
- ensures the confidentiality *(i)* of the identity of the reporting person, the person involved, and any person mentioned in the report, *(ii)* of the content of the report, and *(iii)* of the related documentation;
 - allows reports to be sent in:
 - written form, electronically or analogically (to be identified respectively, as suitable for ensuring confidentiality, in the preferred online platform and in ordinary mail),
 - as well as oral form (through dedicated telephone lines, voice messaging systems, or, at the request of the reporting person, through a direct meeting with the report manager, to be scheduled within a reasonable time);
 - within Groups, it can only be shared by subsidiaries that individually have fewer than 250 employees (by establishing a single platform with a common access point, but allowing the reporting person to choose the company to address the report to from a list, and with the appointment of an internal or external manager by each company), while for controlled companies with more than 249 employees, it is possible to externalize, through specific outsourcing contracts, the provision of the infrastructure

for the receipt and possibly also the management of reports to a third party or to the parent company;

- both in any case managed by a subject *(i)* with autonomy and *(ii)* specifically trained;
- ❖ the procedures for receiving and managing reports must be regulated in a specific organizational act of the entity, to be implemented by resolution of the management body, which must have a minimum content identified by the Decree and the Guidelines;
- ❖ training activities for the report manager and information for the Recipients about the prerequisites, channel, and procedures for making reports must be carried out;
- ❖ the protection of the reporting person must be guaranteed by *(i)* ensuring the confidentiality of their identity and *(ii)* preventing and sanctioning retaliatory acts against them; being it understood that the Whistleblowing Decree limits the criminal, civil, and administrative liability of the reporting person for the disclosure or dissemination of certain protected information;
- ❖ disciplinary sanctions must be provided for those responsible for the same violations for which ANAC can apply administrative monetary sanctions (retaliatory conduct, obstruction or attempted obstruction, violation of the confidentiality obligation, failure to verify and analyse the report, established criminal or civil liability of the reporting person for defamation or slander).

8.2 WASS whistleblowing management system

Referring for the details of the internal discipline to what is explained in the specific Procedure, it is represented that the following behaviours, acts or omissions may be reported:

- ✓ violations of Compliance System 231;
- ✓ criminal offences, even if not relevant under Legislative Decree No. 231/2001;
- ✓ civil, accounting, and administrative offences;
- ✓ conduct aimed at concealing the above-mentioned violations.

The report may also concern violations not yet committed, but which, based on concrete elements, are believed to be likely to occur.

In particular, the Company:

- i.* identifies the following internal channels for making reports:

- address - to be used for reporting via postal system - of the Company, located in Via di Levante 48 - 57024 Livorno - Italy, reserved for the report manager;
- IT platform accessible via the Intranet or via the Company's website, which allows reports to be sent in written form or via voice messaging, with or without registration;
- ii. regulates the management of reports through a specific 'Whistleblowing System' procedure;
- iii. reminds that the following may be subject to reporting:
 - violations of international law (civil offences, criminal offences, administrative offences, accounting offences, illicit conduct relevant under Legislative Decree No. 231/2001), the Fincantieri Code of Conduct, the Model and the related corporate regulatory framework;
 - violations of European Union law (offences committed in violation of EU legislation indicated in Annex 1 to Legislative Decree No. 24/2023 and all national provisions implementing it);
- iv. identifies the person responsible for managing reports in the Legal Affairs & Compliance function;
- v. provides for specific disciplinary sanctions in the matter of Whistleblowing reporting violations.

Apart from what is regulated in detail by the 'Reporting System (Whistleblowing)' procedure regarding report management, it is specified that:

- ❖ Access to the report is reserved for the Legal Affairs & Compliance Function and the Supervisory Body (OdV), in order to allow the Body to immediately exercise its supervisory and corrective duties on the Model attributed to it by the Decree, and to ensure that it works in a synergistic and coordinated manner with respect to report management activities, where the report concerns a violation 231;
- ❖ The methods of sending reports are aimed at guaranteeing the whistleblower and facilitators, those in the same working context as the whistleblower or who are linked to them by a stable emotional or family bond, as well as colleagues of the whistleblower who have a habitual and current relationship with them:
 - ✓ Maximum confidentiality;
 - ✓ Protection from retaliatory or discriminatory attitudes against those who have taken actions aimed at reporting events or situations relevant under the Whistleblowing discipline;
- ❖ The Legal Affairs & Compliance Function and the Supervisory Body (OdV) evaluate reports to ensure that the Supervisory Body (OdV) examines reports relating to violations relevant under Legislative Decree No. 231/2001.



Reports lacking any substantial supporting elements, excessively vague or poorly substantiated, or of evident defamatory or slanderous content will not be considered.

Reports relating to the whistleblower's personal matters, claims or requests pertaining to the employment relationship or relationships with hierarchical superiors or colleagues will also not be considered.

The Body and the report manager, having ascertained that the violation is not manifestly unfounded through the investigation provided for in the Policy, after having sent any communications to the competent subjects for the purpose of opening disciplinary proceedings, will proceed with the archiving and custody of all received reports in a specific archive, not accessible to third parties, in compliance with personal data processing regulations.

8.3 Disciplinary sanctions

The following cases shall be subject to disciplinary proceedings, as referred to in the dedicated paragraph of the General Part:

- Establishment, even by a first-instance judgement, of the criminal liability of the reporting person for the crimes of defamation or slander or, in any case, for the same crimes committed by reporting to the judicial or accounting authority, or their civil liability, on the same grounds, in cases of wilful misconduct or gross negligence;
- Establishment of retaliatory behaviour carried out due to the report, complaint, or public disclosure that causes or may cause, directly or indirectly, unjust harm to the reporting person or the complainant;
- Violations of the measures for the protection of the reporting person, also with reference to the obligation of confidentiality;
- Establishment of conduct aimed at obstructing the report;
- Failure or inefficient performance of verification and analysis activities of the reports.

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