ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL

PURSUANT TO

LEGISLATIVE DECREE NO. 231 OF 8TH JUNE 2001

GENERAL PART

APPROVED BY THE BOARD OF DIRECTORS ON 28TH OCTOBER 2026

SEANERGY A MARINE INTERIORS COMPANY S.R.L.

VIA SEGALUZZA 30/E,

33170 PORDENONE (PN)

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SECTION ONE - LEGISLATIVE DECREE NO. 231 OF 8TH JUNE 2001

1.1. THE ADMINISTRATIVE LIABILITY OF THE AUTHORITIES

Legislative Decree no. 231 of 8th June 2001, which contains the "*Regulations governing the administrative liability of legal entities, companies and associations, including those without legal personality*" (hereinafter also referred to as the "**Legislative Decree no. 231/2001**" or simply the "**Decree**"), which came into force on 4th July 2001 in implementation of Article 11 of Enabling Law no. 300 of 29th September 2000, introduced into the Italian legal system, in accordance with the provisions at European level, the administrative liability of entities, whereby "entities" means commercial companies, including joint stock companies and partnerships, and associations, including those without legal personality.

This form of liability, although defined as "administrative" by the legislator, has the characteristics of criminal liability, since the relevant criminal judge is responsible for ascertaining the crimes from which it derives, and the same guarantees of criminal proceedings are extended to the company.

The administrative liability of the entity arises from the commission of offences, expressly indicated in Legislative Decree no. 231/2001, committed, *in the interest or to the advantage of the entity itself*, by natural persons who hold positions of representation, administration or management of the entity or of one of its organizational units with financial and functional autonomy, or who exercise, even de facto, the management and control thereof ("*senior parties*"), or who are subject to the management or supervision of one of the persons indicated above ("*subordinate parties*"). On the other hand, the existence of an exclusive advantage on the part of the person who commits the offence excludes the liability of the Company, which is thus in a situation of absolute and manifest extraneousness with respect to the offence committed.

In addition to the existence of the requirements described above, Legislative Decree n. 231/2001 also requires that the entity's culpability be established, in order to be able to affirm its liability. This requirement can be traced back to a "*fault of organization*", to be understood as a failure on the part of the entity to adopt adequate preventive measures to prevent the commission of the offences listed in the following chapter, by the persons identified in the Decree.

Administrative liability does not arise in the event that the entity has adopted and effectively implemented an organization capable of preventing the commission of such offences, through the adoption of the organizational, management and control model envisaged by Legislative Decree 231/2001.

It should be specified that the administrative liability of the legal person is in addition to the criminal liability of the natural person who materially committed the offence; both these liabilities are subject to assessment before the criminal court.

The liability of the company may also arise if the predicate crime takes the form of an attempt (pursuant to Art. 26 of Legislative Decree no. 231/2001), i.e. when the perpetrator carries out acts that are clearly intended to commit the offence, but the act is not carried out or the event does not occur.

1.2. OFFENCES ENVISAGED BY THE DECREE

The offences, the commission of which gives rise to the administrative liability of the company, are those expressly and exhaustively referred to in Legislative Decree no. 231/2001 and subsequent amendments and additions.

The "families of offences" currently included within the scope of application of Legislative Decree no. 231/2001, as updated by the most recent regulations, are listed below, reference being made to APPENDIX 1 of this document for details of the individual offences:

1. art. 24 "Misappropriation of funds, fraud to the detriment of the State, a public body or the European Union or to obtain public funds, computer fraud to the detriment of the State or a public body and fraud in public procurement", article amended by Legislative Decree No. 75 of 14 July 2020 and most recently by Decree-Law No. 105 of 10 August 2023, converted with amendments by Law No. 137 of 9 October 2023;

2. art. 24-bis "Computer crimes and unlawful processing of data", article amended by Legislative Decrees Nos. 7 and 8 of 15 January 2016, by Decree-Law No. 105 of 21 September 2019, converted with amendments by Law No. 133 of 18 December 2019 and most recently by Law No. 90/2024 of 28 June 2024;
3. art. 24-ter "Organized crime offences", article introduced by Law No. 94 of 15 July 2009;
4. art. 25 "Embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise a benefit, bribery", article last amended by Decree-Law No. 92 of 4 July 2024, converted with amendments by Law No. 112 of 8 August 2024;
5. art. 25-bis "Crimes relating to counterfeiting money, public credit instruments, revenue stamps and instruments or identifying signs", article amended by Law No. 99 of 23 July 2009 and by Legislative Decree No. 125 of 21 June 2016;
6. art. 25-bis 1 "Crimes against industry and trade", article introduced by Law No. 99/2009;
7. art. 25-ter "Corporate offences", article amended by Law No. 190 of 6 November 2012, by Law No. 69 of 27 May 2015, by Legislative Decree No. 38 of 15 March 2017 and by Legislative Decree No. 19 of 2 March 2023;
8. art. 25-quater "Crimes for the purpose of terrorism or subversion of the democratic order", article amended by Decree-Law No. 7 of 18 February 2015, converted with amendments by Law No. 43 of 17 April 2015, by Law No. 153 of 28 July 2016, by Legislative Decree No. 21 of 1 March 2018 and most recently amended by Decree-Law No. 48 of 11 April 2025, converted by Law No. 80 of 9 June 2025;
9. art. 25-quater. 1 "Practices of mutilation of female genital organs", article introduced by Law No. 7 of 9 January 2006;
10. art. 25-quinquies "Crimes against the individual", article amended by Law No. 199 of 29 October 2016, by Legislative Decree No. 21/2018 and by Law No. 238 of 23 December 2021;
11. art. 25-sexies "Market abuse", article amended by Legislative Decree No. 107 of 10 August 2018 and by Law No. 238/2021;
12. Transnational crimes, introduced by Law No. 146 of 16 March 2006;
13. art. 25-septies "Crimes of manslaughter or causing serious or very serious injury committed in violation of the rules on occupational health and safety", article introduced by Law No. 3 of 11 January 2018;
14. art. 25-octies "Offences related to handling, laundering and using money of unlawful origin as well as self-laundering", article amended by Legislative Decree No. 195 of 8 November 2021;
15. art. 25-octies.1 "Crimes relating to non-cash payment instruments", article amended by Decree-Law No. 105/2023, converted with amendments by Law No. 137/2023;
16. art. 25-octies.2 "Offences relating to violation of European Union restrictive measures", article introduced by Legislative Decree No. 211 of 30 December 2025;
17. art. 25-novies "Crimes relating to violation of copyright", article amended by Law 93 of 14 July 2023 and most recently by Law No. 166 of 14 November 2024;
18. art. 25-decies "Offence of inducing persons not to make statements or to make false statements to the judicial authorities", article introduced by Law 116 of 3 August 2009;
19. art. 25-undecies "Environmental offences", article amended by Law No. 68 of 22 May 2015, by Legislative Decree No. 21/2018, by Decree-Law No. 105/2023, converted with amendments by Law No. 137/2023, by Decree-Law No. 116 of 8 August 2025, converted with amendments by Law No. 147 of 3 October 2025;
20. art. 25-duodecies "Offences involving the employment of third-country nationals residing illegally", article amended by Law No. 161 of 17 October 2017, by Decree-Law No. 20 of 10

March 2023, converted with amendments by Law No. 50 of 5 May 2023 and most recently by Law No. 187 of 9 December 2024.

21. art. 25-terdecies "Crimes of racism and xenophobia", article amended by Legislative Decree No. 21/2018;
22. art. 25-quaterdecies "Offence of fraud in sporting competitions, unlawful operation of gaming or betting activities and gambling carried out using prohibited devices", article introduced by Law No. 39 of 3 May 2019;
23. art. 25-quinquiesdecies "Tax offences", article amended by Legislative Decree No. 75 of 14 July 2020 and most recently by Legislative Decree No. 87 of 14 June 2024;
24. art. 25-sexiesdecies "Smuggling offences", article amended by Legislative Decree No. 141 of 26 September 2024 and most recently by Legislative Decree No. 81 of 12 June 2025;
25. art. 25-septiesdecies "Crimes against cultural heritage", article amended by Law No. 6 of 22 January 2024;
26. art. 25-duodevicies "Laundering involving cultural property and devastation and looting of cultural property and landscape heritage", article introduced by Law No. 22 of 9 March 2022;
27. art. 25-undevicies "Offences against animals", article introduced by Law No. 82 of 6 June 2025;
28. art. 25-vicies "Crimes committed using Artificial Intelligence Systems", article introduced by Legislative Decree No. 160 of 9 september 2026.

1.3. THE PENALTIES IMPOSED BY THE DECREE

The sanctions system defined by Legislative Decree 231/2001, against the commission of the offences listed above, provides for the application of the following administrative sanctions, depending on the offences committed:

- financial penalties (with higher maximum limits for certain offences, such as environmental offences and offences against animals);
- prohibitive sanctions;
- confiscation (including of any indirect benefits derived from the offence);
- publication of the sentence.

The prohibitive sanctions, which may be imposed only where expressly provided for and also as a precautionary measure, are as follows:

- prohibition to perform business;
- suspension or revocation of authorizations, licences or concessions functional to the commission of the offence;
- prohibition on contracting with the Public Administration (including a temporary ban on participation in public procurement procedures in Europe);
- exclusion from facilitations, financing, contributions and subsidies, and/or revocation of those already granted;
- ban on advertising goods or services.

Legislative Decree 231/2001 also provides that, where the conditions exist for the application of a prohibitive sanction which requires the interruption of the Company's business, the judge, instead of applying that sanction, may order the continuation of the business by a judicial commissioner (Art. 15) appointed for a period equal to the duration of the sanction which would have been applied, where at least one of the following conditions applies:

- the company performs a public service or a service of public necessity, the interruption of which may cause serious harm to the community;
- the interruption of activity may have a significant impact on employment, given the size of the company and the economic conditions in the area where it is located.

The judicial commissioner must prepare a compliance and sustainability plan during their period of management.

1.4. EXEMPTION FROM ADMINISTRATIVE CORPORATE LIABILITY

Art. 6 of Legislative Decree n. 231/2001 establishes that the company is not liable for administrative liability if it can prove that:

- the management body has adopted and effectively implemented, prior to the commission of the offence, organizational, management and control models capable of preventing offences of the kind committed;
- the task of supervising the functioning of and compliance with the models and ensuring that they are kept up-to-date has been entrusted to a body of the entity with autonomous powers of initiative and control (the so-called Supervisory Body);
- the persons who committed the offence by fraudulently evading the organizational, management and control models;
- there has been no omitted or insufficient supervision by the Supervisory Body.

The adoption of the Organizational, Management and Control Model, therefore, excludes organizational liability on the part of the entity and, consequently, the application of the sanction, provided that the Model has also been concretely and effectively implemented.

With reference to the effectiveness of the Organizational, management and control Model for preventing the commission of the offences envisaged by Legislative Decree no. 231/2001, it is required that it:

- identifies the company activities within the scope of which the offences may be committed;
- provides for specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the offences to be prevented;
- identifies methods of managing financial resources suitable to prevent the commission of offences;
- calls for obligations to provide information to the body responsible for supervising the functioning of and compliance with the models;
- introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the organization, management and control model.

With reference to the effective application of the Organizational, Management and Control Model, Legislative Decree no. 231/2001 requires:

- a periodic check, and, in the event that significant violations of the prescriptions imposed by the model are discovered or changes occur in the organization or activity of the body or legislative changes, the modification of the Organizational, Management and Control Model;
- the imposition of sanctions in case of violation of the prescriptions imposed by the Organizational, Management and Control Model.

1.5. OFFENCES COMMITTED ABROAD

By virtue of article 4 of the Decree, the entity may be held liable in Italy for the commission of certain offences outside the national borders. In particular, Art. 4 of the Decree establishes that entities with their head office in the territory of the State are also liable in relation to offences committed abroad in the cases and under the conditions set out in articles 7 to 10 of the Italian Penal Code, provided that the State of the place where the act was committed does not take action against them.

Therefore, the entity is actionable when:

- it has its head office in Italy, i.e. the actual place where administrative and management activities are carried out, which may also be different from the place where the company or registered office is located (entities with legal personality), or the place where the activity is carried out on a continuous basis (entities without legal personality);
- the State within whose jurisdiction the act was committed is not prosecuting the entity;
- the request by the Ministry of Justice, to which punishment may be subordinated, also refers to the entity itself.

These rules concern offences committed entirely abroad by top management or subordinates. For criminal conduct that has taken place even only in part in Italy, the principle of territoriality applies pursuant to Article 6 of the Italian Penal Code, under which "*the offence is considered to have been committed in the territory of the State, when the action or omission, which constitutes it, has taken place there in whole or in part, or the event which is the consequence of the action or omission has occurred there*".

1.6. THE CONFINDUSTRIA "GUIDELINES"

Art. 6 of Legislative Decree 231/2001 expressly states that the organizational, management and control models may be adopted based on codes of conduct drawn up by the associations representing the entities.

The Confindustria Guidelines (hereinafter also referred to as just "Guidelines") were approved by the Ministry of Justice with the Ministerial Decree of 4th December 2003. Subsequent updates published by Confindustria and approved by the Ministry of Justice were issued in 2004, 2014 and 2021.

In defining the Organizational, Management and Control Model, the Confindustria Guidelines provide for the following planning phases:

- Identification of potential risks, that is, analysis of the business context aimed at identifying the areas and ways in which events detrimental to the objectives set out in Decree 231 (art. 6, paragraph 1, letter a) might occur. "Risk" means any variable or factor that may adversely affect the achievement of the objectives of the decree, including in relation to negligent offences such as manslaughter or serious injury with violation of occupational health and safety standards;
- Design of a control system ("protocols") suitable for preventing the risks of the offences identified in the previous phase being committed, through assessment of the existing control system and any adjustments needed to reduce the risks to an acceptable level, by acting on two key factors: i) the probability of occurrence of the event and ii) the impact of the event.

The most important components of the control system outlined by the Guidelines to ensure the effectiveness of the Organizational, Management and Control Model are:

- provision of ethical principles and rules of conduct in a Code of Ethics;
- an updated, formalized and clear organizational system, in particular with regard to the assignment of responsibilities, hierarchical reporting lines and the description of tasks;
- manual and/or IT procedures that regulate the performance of activities, providing appropriate controls;
- authorization and signatory powers consistent with the organizational and managerial responsibilities assigned by the entity, providing, where appropriate, adequate spending limits;
- integrated control systems, capable of providing timely reports regarding the existence and emergence of critical situations, also through digital tools and information flows to the Supervisory Body;
- Information and training programmes, differentiated according to the role and responsibilities of the Recipients, aimed at ensuring adequate knowledge of Legislative Decree no. 231/2001, the contents of the Model and the Code of Ethics, as well as clear communication of the principles, rules of conduct and control measures adopted by the entity.

The Confindustria Guidelines also specify that the components of the control system described above must comply with a series of control principles, including:

- verifiability, traceability, consistency and appropriateness of every operation, transaction and action;
- application of the principle of separation of functions and segregation of duties (no one can manage an entire process independently);
- establishment, execution and documentation of control activities on processes and activities at risk of crime.

SECTION TWO - THE ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL OF SEANERGY A MARINE INTERIORS COMPANY S.R.L.

2.1. THE COMPANY

Seanergy a Marine Interiors Company S.r.l (hereinafter alternatively "Seanergy" or the "Company") is a company in the Fincantieri Group, a world leader in the construction of cruise ships, naval vessels for defence and offshore work ships, and a key operator in other sectors, and is subject to the direction and coordination of Marine Interiors S.p.A.

Seanergy, with its registered office at Via Segaluzza 30/E, Pordenone, and its operational headquarters in Cordignano (TV), Via Piave 39/41, is 80% owned by Marine Interiors S.p.A., which is in turn controlled by "Fincantieri" or the "Parent Company", and 20% by Centomari S.r.l.

Seanergy is engaged in design, production, manufacturing, sale, logistics, assembly and installation in the shipbuilding sector, both in the shipyard and on board ships, as well as in the aeronautical, civil and industrial sectors for equipment in the food and beverage areas ("catering areas").

2.2. GOVERNANCE AND ORGANIZATIONAL STRUCTURE OF SEANERGY

The Company adopts a traditional administration and control system whose corporate bodies are represented by the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors, while the audit is entrusted to Independent Auditors.

The Shareholders' Meeting is responsible for making the most important decisions for the life of the Company, including the appointment of the corporate bodies, approval of the financial statements and amendments to the By-Laws.

The Board of Directors, which is responsible for managing the Company, has delegated some of its powers to the Chief Executive Officer. The Chairman of the Board of Directors and the Chief Executive Officer are the Company's legal representatives, within the limits of the powers conferred.

The Chairman is also granted, by resolution of the Board of Directors, powers and delegated authority to be exercised in coordination with and/or jointly with the Chief Executive Officer.

The Company's organizational structure consists of:

- a **Board of Directors**, which exercises supervisory and strategic direction of the business;
- **Chairman**, whose role is to represent the Company before external bodies, authorities, institutions and organizations in order to promote the Company's image and activities, as well as to develop business opportunities for the Company;
- **Chief Executive Officer**, who is responsible for managing the Company and ensuring the coordination of its key business processes. To this end, he/she adopts the necessary measures to support its growth, in line with the guidelines defined by the Board of Directors (BoD), to which he/she submits the strategic guidelines for the development of the Company;
- **Business functions**: in line with the organizational model adopted by the Group, the Company retains within its own organization those functions directly linked to the conduct of its core business and the operational management of contracts (Design and Production, Purchasing, Sales);
- **Staff functions**: staff and support functions are carried out on an intra-group basis by Group companies, such as the controlling company Marine Interiors and the Group parent company Fincantieri, which possess the necessary expertise and organizational structures. These Functions/Entities ensure centralized and coordinated oversight of the staff activities carried out for Companies in the Accommodation Cluster, within their respective areas of competence, and are required to comply with the principles contained in this Model, in the Code of Ethics, and in the applicable corporate procedures, as well as with the relevant regulatory provisions pursuant to Legislative Decree no. 231/2001.

2.3. THE INTERNAL CONTROL SYSTEM

Seanergy, subject to the direction and coordination of Marine Interiors, has adopted, through a resolution of its Board of Directors, the guidelines of the Group's Internal Control and Risk Management System (hereinafter also "Internal Control System" or "ICRMS"). Seanergy's Internal Control system is the set of tools, organizational structures and corporate procedures aimed at enabling, through a process of identification, management and monitoring of the main risks within the Company, the sound and correct management of the business in line with the corporate objectives defined by the Board of Directors.

In particular, the internal control system of Seanergy is based on the rules of conduct provided for in this Model and on the following elements:

- the Code of Ethics and the Supplier Code of Ethics;
- the hierarchical-functional structure (organizational chart);
- the system of delegations and powers of attorney;
- the system of corporate procedures;
- information systems oriented towards the segregation of functions and the protection of the information they contain, with reference both to management and accounting systems and to the systems used to support business-related operating activities.
- existing management control systems and risk management.

The current Internal Control System of Seanergy, intended as the process implemented by the Company in order to manage and monitor the main risks and to allow a sound and correct management of the Company, is able to ensure the achievement of the following objectives:

- "*every operation, transaction, action must be verifiable, documented, consistent and congruous*": every operation must be supported by adequate documentation on which the appointed company bodies can proceed at any time to carry out controls that attest to the characteristics and reasons for the operation and identify the party that authorized, carried out, recorded and verified the operation itself.
- *"no-one can independently manage an entire process":* the control system operating in the company must guarantee the application of the principle of separation of functions, whereby the authorization to carry out an operation must be under the responsibility of a person other than the person who accounts for, operatively performs or controls the operation. Moreover, the system provides that: (i) no one is granted unlimited powers; (ii) powers and responsibilities are clearly defined and known within the organization; (iii) authorization and signatory powers are consistent with the organizational responsibilities assigned;
- "*documentation of controls":* the performance of controls, including supervisory ones, carried out in accordance with the responsibilities assigned, must always be documented (possibly by means of minutes).

The Company has identified a series of elements that make up the preventive control system, in order to guarantee the effectiveness of the Model in compliance with the "control principles" indicated above. An analysis of the various components of the overall structure of Seanergy's control system is given below.

2.3.1 CODE OF ETHICS

Seanergy, by resolution of the Board of Directors dated 16 March 2026, adopted the Group's Code of Ethics (hereinafter also referred to as the "Code of Ethics"), which sets out a series of rules of "corporate ethics" that the Company recognizes as its own and which it requires its corporate bodies, employees and third parties to observe and which is an integral part of this Organizational, Management and Control Model. Any acts carried out by employees or third parties in violation of the Code of Ethics shall not in any way bind the Company, which may take all actions, from disciplinary or contractual actions to activating the competent authority, to protect and guarantee its interests.

The Organizational, Management and Control Model is structured in accordance with the principles set out in the Code of Ethics and meets the specific requirements laid down in Italian Legislative Decree no. 231/2001. It is therefore designed to prevent the commission of offences relevant under the aforementioned decree in the course of the company's business activities.

The Group's Code of Ethics sets out principles and rules of conduct designed, amongst other things, to prevent unlawful conduct as defined under Legislative Decree No. 231/2001. It is therefore relevant for the purposes of this Model, of which it constitutes an integral and complementary part.

The Code of Ethics is included in the Company's information systems, to which all employees have access (Share Point, Zucchetti Portal), as well as on the official website (https://www.fincantieri.com/it/gruppo/societa/controllate-e-collegate/Seanergy), in the latter also in the English version, for consultation by third parties that have a business relationship with the Company.

2.3.2 SUPPLIER CODE OF ETHICS

Fincantieri recognizes as essential the dissemination of the principles of integrity, sustainability and social responsibility throughout the entire supply chain, believing that their adoption helps to combine competitiveness, environmental protection and social value. These principles have been formalized in the Supplier Code of Ethics, developed taking into account the interests and expectations of relevant stakeholders.

All parties operating on behalf of the Fincantieri Group are required to share and observe these principles, as well as commercial partners, starting with suppliers and contractors, including their respective subsidiaries, associates, and affiliates (hereinafter, "Suppliers"), in addition to subcontracts and, more generally, all entities involved in the supply chain.

The Supplier Code of Ethics applies to all suppliers of Fincantieri S.p.A. and the Group Companies, directly or indirectly controlled, based in Italy or abroad. Suppliers are therefore required to comply with the provisions contained therein when performing their activities, as also provided for by the specific contractual clauses and/or declarations of commitment.

Seanergy, by resolution of the Board of Directors, has adopted the Supplier Code of Ethics issued by the Parent Company and, in selecting its suppliers, is therefore committed to choosing reliable partners who perform their work demonstrating adherence, in compliance with applicable laws, to the highest ethical standards, and promote a safe and healthy working environment, protecting human rights and dignity, and safeguarding the surrounding environment.

The Code must be brought to the attention of and formally accepted by all Suppliers, who in turn undertake to disseminate its contents and principles among their own employees, collaborators, subsidiaries and subcontractors. This commitment is aimed at ensuring its effective implementation and promoting its widespread dissemination throughout the entire supply chain.

This Code was defined on the basis of, among other things, the principles stipulated in the International Labour Organization (ILO) Conventions, the Universal Declaration of Human Rights, the Organization for Economic Co-operation and Development (OECD) Guiding Principles, and the Ten Principles of the United Nations Global Compact, so as to reaffirm the commitments to labour and human rights, to environmental protection and respect, and to business ethics and integrity.

2.3.3 LEGALITY PROTOCOL

With the aim of reinforcing mitigation strategies for risks arising from relations with third parties, the Fincantieri Group has adopted an Integrity Due Diligence model that applies, also for pre-contractual purposes, to the company's counterparties. The National Legality Framework Protocol, signed by Fincantieri S.p.A. with the Ministry of the Interior, defines a framework of protective measures and operational requirements for the purpose of preventing attempts at mafia infiltration by organized crime, which the Subsidiaries under Italian law are required to fully adhere to, as well as reporting any useful information to improve the effectiveness of the instrument or resolve specific implementation issues.

The Protocol in force, renewed on 3 June 2025, introduces new prevention measures to counter any

attempts by organized crime to infiltrate the Group's activities and allows the supply, contracting and subcontracting chain to ensure the highest levels of transparency and fairness and to fulfil the obligations to combat and report any illegal activities, as well as to adopt the highest standards in terms of regular payment of contributions, safety at work and environmental protection.

Seanergy, by resolution of its Board of Directors dated 22 July 2025, has acceded to the aforementioned Protocol, accepting all its principles and the commitments set out therein.

2.3.4. ORGANIZATIONAL SYSTEM FOR ASSIGNING RESPONSIBILITIES AND REWARDING MECHANISMS

Seanergy has adopted an organizational structure that is consistent with company activities, aimed at ensuring a clear and organic allocation of roles and an appropriate segregation of functions in order to ensure operational effectiveness, management and accounting transparency, as well as full compliance with the corporate regulatory framework.

Specifically, the Company has adopted an organizational chart that reflects the allocation of responsibilities and hierarchical reporting lines communicated with the service orders issued by the Chief Executive Officer.

The system for rewarding personnel is consistent with the aim of directing work – at both managerial and operational levels – towards the efficient achievement of company objectives. Performance targets are set realistically, and are shared and accepted at all levels of the organization.

2.3.5 AUTHORIZATION AND SIGNATURE POWERS

Seanergy's system of powers provides that the Board of Directors, the Chairman and the Chief Executive Officer may grant powers by means of notarized powers of attorney.

Specifically:

- The Board of Directors may appoint directors as well as attorneys ad negotia and special attorneys for certain acts or categories of acts, determining their powers and assigning powers to the Chairman and the Chief Executive Officer;
- the Chairman and the Chief Executive Officer may, within the scope of the powers conferred, issue general and special powers of attorney for individual acts or transactions or for categories of acts or transactions to Company employees and third parties, including those not of a temporary nature.

In any case, the authorization and signature powers are always:

- assigned and updated according to the organizational role, content and nature of the activities performed;
- exercised according to the areas of responsibility of the organizational structures, as defined in the organizational chart, and in compliance with the company regulations in force at the time;
- exercised in accordance with the responsibilities assigned and in compliance with the Code of Ethics and the Organizational, Management and Control Model.

Furthermore, precise responsibilities, limits and approval procedures are identified for the different types of expenditure related to the company activities.

The power to represent Seanergy before any judicial or administrative authority or in dealings with third parties rests with the Chairman of the Board of Directors. The Chief Executive Officer, within the limits of the powers granted to him or her, and persons duly authorized by the Board of Directors, including persons not on the board, may represent the Company by means of resolutions published in accordance with applicable law and within the limits of said resolutions (Art. 25 of the By-Laws).

However, Art. 39 of Legislative Decree No. 231/2001 provides that, in the event that the legal representative of an entity is charged with the predicate offence giving rise to the entity's administrative liability, he or she may not represent the entity in those proceedings, as this would constitute a conflict of interest situation. In order to address this potential conflict of interest, the Company identifies a

corporate representative to appoint the legal counsel and grants him or her the necessary powers by means of a specific notarized power of attorney, without prejudice to the general power of the Board of Directors to resolve on the appointment of the Company's legal counsel should the need arise.

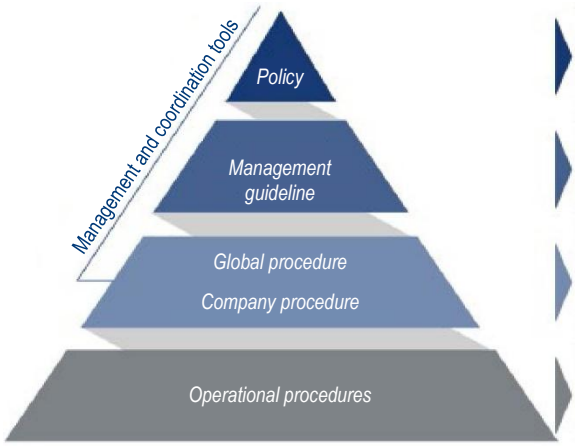
2.3.6 COMPANY REGULATORY SYSTEM

The regulatory system of the Fincantieri Group consists of an architecture based on four levels:

- first level: policies;
- second level: management guidelines (MG);
- third level: global procedures (GP) / company procedures (CP);
- fourth level: operational procedures (OP).

GENERAL REFERENCE FRAMEWORK

By-Laws	Corporate Governance Code	Model 231	Code of Ethics	ICRMS



APPROVAL SYSTEM

Fincantieri S.p.A.	Subsidiaries
BoD	**BoD or equivalent administrative body**
Approver	**BoD or equivalent administrative body**
Process owner	**N/A**
Process owner	**CEO or equivalent figure**
Head of responsible function	Head of responsible function

Policy

Policies are regulatory instruments that cut across corporate processes and are designed to set out the fundamental guidelines on the basis of which Fincantieri S.p.A. and the Group companies define: i) the Company's values and principles; ii) the reference model for the implementation of specific regulatory requirements, regulations or international frameworks; iii) the corporate governance rules, based on the requirements set forth in the preceding point; and iv) the roles, responsibilities, information flows, principles and/or control standards designed to achieve the corporate objectives and risk management.

Management Guideline

The Management Guidelines are guidelines that Fincantieri S.p.A. and the Group companies adopt for an adequate management of the process and/or the specific areas of interest to which they refer and describe, where possible: i) the specific principles; ii) the main risks associated with it; iii) the roles and responsibilities; and iv) the sub-processes.

Global Procedure / Company Procedure

Global Procedures define the detailed planning of end-to-end sub-processes and/or specific areas of interest, distinguishing between: i) the operational requirements to be applied to Fincantieri S.p.A. and to Group companies and ii) the operating procedures that describe the operation of Fincantieri S.p.A.

and represent a best practice of reference for the Group companies.

Company Procedures, on the other hand, are procedures issued and applicable to each Group company that regulate the specific sub-processes applicable to the different companies.

Moreover, limited to the Group companies, they use Company Procedures to implement the Global Procedures issued by the Parent Company, adapting them to specific local needs and requirements.

Operational procedures

Lastly, operating procedures describe how specific activities, methodologies and/or technical aspects affecting specific business areas / Functions are to be carried out.

2.3.7 MANUAL AND IT CONTROL PROCEDURES (WITH PARTICULAR REGARD TO THE FINANCIAL AREA)

The company information systems are based on the integrated SAP system and additional specialist applications supporting company processes. The control measures built into the various systems ensure the segregation of duties, the traceability of transactions, the management of authorization profiles, and the consistency of data and information with the company's organizational structure. Planned manual/electronic signatures ensure supervision and authorization of operations. Management and control of authorization profiles are assigned to the manager of the functional area mainly concerned. Access and permissions are matched to individual users in relation to assigned organizational tasks and "personal" access passwords comply with robust security requirements defined by Group policies. Authorizations in sensitive areas are periodically monitored to highlight any critical issues.

All financial management operations (receipts, payments, sureties, loans, financial instruments, etc.) carried out by the personnel of the Company or the Parent Company Fincantieri (in the presence of a service), expressly authorized to do so, pass through bank accounts in the name of the Company and are recorded in the SAP accounting module. Payment orders must be authorized by the Chief Executive Officer of Seanergy and the CFO of the controlling company Marine Interiors with joint signatures. In any case, the principles of transparency, verifiability and pertinence to the company activities must always be safeguarded.

All invoices received correspond to a supply/service proven according to company standards (receipt of materials, proof of work, approval of the requesting body for the service received) and are proposed for payment after verification of the relative orders/contracts issued by the functions authorized to do so.

Checks are carried out periodically on the accounts relating to banks, customers, suppliers, legal counsel, lawyers, agents, consultants and intermediaries. Detailed information is available on each of these parties. Cash balances and movements are periodically checked in order to safeguard the principle of separation of duties and responsibilities. Costs incurred with company credit cards and entertainment expenses must be authorized, documented and related to company activities.

2.3.8 EXISTING MANAGEMENT CONTROL SYSTEM AND RISK MANAGEMENT

The Company has a system to support planning and control activities, developed in line with the Group's strategic objectives and its organizational structure. The Company's Internal Control System consists of three elements: a set of processes designed to plan and monitor business performance, a set of technical and accounting tools, designed to process information to support decision-making processes, and a reporting system designed to disseminate the information gathered.

Processes and tools are organized on the basis of an integrated IT platform created primarily through SAP modules that enable the recording of costs by job order. Each Service Manager, in keeping with the organizational structure and through integration with the other corporate bodies:

- ensures the operational planning of assigned activities;
- gathers information from the corporate bodies concerned to assess costs, income and financial commitments; to this end, it maintains the necessary contacts with management and with the corresponding functions of the controlling company;

- promotes the development of effective control systems and ensures their use and dissemination within the company.
- provides Top Management with reports that illustrate the situations that have occurred against those expected, reporting and commenting on significant deviations.

For this reason, the Administration, Finance and Control Function of the controlling company Marine Interiors S.p.A. studies and prepares schemes and indices for the economic assessment of business phenomena related to managerial events, so that the analysis before, during and after the event is accurate, timely and allows alternative decisions to be identified. In addition, the reporting system identifies critical factors of success and prepares, for each of them, a set of performance indicators needed to guide and monitor operational choices.

In line with the Group's guidelines and procedures, management control is also exercised through the identification and management of risks in the most exposed areas, identifiable at the strategic, market, operational, financial and legal/compliance levels.

2.4. THE SEANERGY MODEL AND ITS STRUCTURE

Within the context outlined above, Seanergy recognizes the importance of ensuring fairness, integrity and transparency in business conduct and the performance of company activities, in order to protect its image and reputation, meet the expectations of its stakeholders and uphold the value of its employees' work. In this regard, the Company is also aware of the importance of adopting an Organizational, Management and Control Model pursuant to Legislative Decree No. 231/2001 (hereinafter the "Model"), suitable for preventing the commission of offences by directors, employees and collaborators subject to its management or supervision.

Although it does not constitute a regulatory obligation, but rather an option left to the autonomous determination of the entity, the adoption of the Model represents a strategic choice for the Company. Accordingly, Seanergy has initiated a process of analysing its organizational, managerial and control structure, in order to verify the consistency of the behavioural principles and control measures already in place with the purposes of the Decree and, where necessary, to strengthen and supplement the existing system.

Seanergy therefore approved, by resolution of its Board of Directors dated 19 March 2020, the first version of its Organizational, Management and Control Model pursuant to Legislative Decree no. 231/2001, updated in subsequent years to reflect regulatory changes, as well as the evolution of the Company's internal organizational structure.

The Organizational, Management and Control Model is defined taking into account the specifics of the Company's organizational structure and is developed in line with the corporate governance system, in order to enhance and complement the existing internal control system.

The Model is therefore conceived as a consistent and coordinated set of principles, rules and provisions designed to:

- govern the Company's internal operations and the procedures for interacting with external parties;
- regulate the diligent and systematic management of risk areas, through an adequate control system aimed at preventing the commission, including attempted commission, of the offences provided for by the Decree.

The Model consists of this "General Part", which illustrates the functions and key principles of the Model, and the "Special Part".

The purpose of the Special Part is to define the management rules and control principles that all the intended Recipients must follow in order to prevent, within the scope of the specific activities carried out and considered "at risk", the commission of the predicate offences listed therein, as well as to ensure fair and transparent conditions in the conduct of all activities.

The "Special Part" takes into account the following fundamental elements:

- the identification of offences relating to possible unlawful conduct that the Company might actually engage in;
- mapping of the so-called "sensitive" activities, with examples of possible ways of committing offences and of the instrumental processes within which, in principle, the conditions and/or means for committing the offences included in the Decree could occur;
- the provision of specific control measures (as explained in the following Special Parts of this Model) to support the instrumental processes considered exposed to the potential risk of offences being committed.

Lastly, the following documents form an integral part of Model 231:

- Code of Ethics;
- "Predicate offences pursuant to Legislative Decree no. 231/2001" (Appendix 1), which provides a brief description of the offences the commission of which, where the conditions set out in the Decree are met, gives rise to the Company's administrative liability in accordance with and for the purposes of the aforementioned legislation.

2.5. THE COMPONENTS OF THE MODEL

The system of preventive controls defined by the Company is structured as follows:

- a formalized organizational system that highlights the tasks, roles and responsibilities of each individual function of the Company;
- the provision of specific control safeguards ~~(as explained in the Special Part of this Model)~~ to support the processes considered exposed to the potential risk of offences being committed;
- the existence of formalized procedures, designed to set out principles of conduct, which describe the operating procedures for carrying out sensitive activities;
- segregation of duties between those who carry out tasks, those who control them and those who authorize them;
- the existence of a system of delegation and powers of attorney that is formalized and duly authorized;
- traceability and ex-post verifiability of operations through documentary and IT records;
- the establishment of a Supervisory Body (Section Three of the General Part of this Model), with the assignment of specific tasks to supervise the effective implementation and actual application of the Model;
- the adoption of a sanctions system (as explained in Section Four of the General Part of this Model) aimed at ensuring the effective implementation of the Model and containing the disciplinary measures applicable in the event of violation of the regulations contained in the Model;
- training in the content of this Model (as better described in Section Five of this General Section).

2.6. PURPOSE OF THE MODEL

Through the adoption of the Model, the Company intends to pursue the following aims:

- disseminate a business culture based on legality, in the awareness that the Company expressly condemns any conduct that contravenes the law, regulations, internal provisions and, in particular, the provisions contained in this Model;
- disseminate the awareness that the violation of the Decree, of the prescriptions contained in the Model and of the principles of the Code of Ethics, may result in the application of penalties (financial and prohibitive) also against the Company;
- achieve a balanced and efficient organizational structure, with particular regard to the clear attribution of powers, the formation of decisions and their transparency and motivation,

preventive and subsequent controls on acts and activities, as well as the accuracy and truthfulness of internal and external information;

- enable the Company, thanks to a system of control measures and constant monitoring of the correct implementation of this system, to prevent and/or promptly counter the commission of crimes relevant to the Decree;
- prohibit conduct that may constitute the types of offences referred to in the Decree.

2.7. RECIPIENTS

The following persons are the intended recipients (hereinafter the "**Recipients"**) of this Model and, as such, are required to be familiar with and comply with it:

- those who, whether de facto or otherwise, perform functions of representation, management, administration, direction or control of the Company or of an organizational unit thereof that enjoys financial and functional autonomy;
- employees and collaborators of the Company, at any level and under any type of contractual relationship, including those seconded abroad to foreign branches or other Group companies.

  Furthermore, the principles underlying the Model, or certain parts thereof insofar as they are relevant, are binding, by virtue of specific contractual clauses, on all third parties (e.g. service providers, business partners, consultancy firms, hereinafter referred to as "Third Parties") who, although not part of the Company's organization, act on its behalf or in its interest.

2.8. THE DEVELOPMENT OF THE SEANERGY MODEL

Article 6, paragraph 2, letter a) of Legislative Decree 231/2001 expressly requires that the Company's Organizational, Management and Control Model identifies the company activities in the context of which the offences included in the Decree may potentially be committed. Consequently, the Company carried out an in-depth analysis of its business activities with the support of an external consultant.
Potential risks are identified by analysing the business context, through the examination of relevant organizational documentation, to determine which areas or processes, based on the nature and characteristics of the activities carried out, could potentially be exposed to the risk of offences provided for by applicable national and international regulations being committed, as well as the possible implementation methods.

As part of this activity, the Company first analysed its organizational structure, represented in the company organizational chart, which identifies the company offices, highlighting their roles and hierarchical reporting lines.

Subsequently, the Company proceeded to analyse its business activities on the basis of information gathered from the senior parties who, by virtue of the role they hold, have the broadest and deepest knowledge of operations in the sector for which they are responsible. In particular, the identification of activities at risk within company processes was based on a preliminary analysis of:

- the corporate organizational chart showing the hierarchical and functional reporting lines;
- the resolutions and reports of the administrative and control bodies;
- the body of company regulations (i.e. procedures, organizational provisions) and the control system in general;
- the system of powers and delegations;
- the indications contained in the Confindustria Guidelines updated in 2021.

The results of the activity described above were collected in a descriptive sheet (Activities at Risk of Crime Matrix), which illustrates in detail the risk profiles for the commission of the offences referred to in Legislative Decree No. 231/2001, within the scope of Seanergy's own activities.

The Activities at Risk of Crime Matrix is kept by the Legal Office, which is responsible for filing it and making it available for consultation by the Directors, Statutory Auditors, Supervisory Body and anyone else who is entitled to view it.

In particular, the Activities at Risk of Crime Matrix shows, for each category of predicate offence (structured according to article of Legislative Decree no. 231/2001), the company activities ("sensitive activities") potentially associated with the offences which are deemed possible, examples of possible ways and means of committing such offences, as well as the processes which, again in principle, could create the conditions, instruments and/or means for committing the offences identified as applicable ("instrumental processes").

SECTION THREE - SUPERVISORY BODY

Article 6, paragraph 1, of Legislative Decree no. 231/2001 requires, as a condition for benefiting from the exemption from administrative liability, that the task of supervising the observance and functioning of the Model, taking care of its relative updating, be entrusted to a Supervisory Body within the entity which, endowed with autonomous powers of initiative and control, continuously exercises the tasks entrusted to it. Therefore, the Supervisory Body carries out its work outside the Company's operational processes, reporting periodically to the Board of Directors, free from any hierarchical relationship with the Board itself and with the individual heads of the Departments.

In compliance with the regulations of Legislative Decree No. 231/2001 and the operational and organizational characteristics of the Company, the Board of Directors of Seanergy established a single-member Supervisory Body, functionally dependent on the same Board. The company has full autonomy to vary the numerical composition of the members, establishing a collegiate Supervisory Body

In particular, the composition of the Supervisory Body has been defined in such a way as to guarantee the following requirements:

- *Autonomy and independence*: this requirement is ensured by the positioning within the organizational structure as a staff unit and in as high a position as possible, providing for "reporting" to the company's highest operational level, i.e. the Board of Directors as a whole;
- *Professionalism*: this requirement is guaranteed by the professional, technical and practical knowledge that the member of the Supervisory Body has. In particular, the chosen composition guarantees suitable knowledge of the law and of the principles and techniques of control and monitoring, as well as of the Company's organization and main processes.
- *Continuity of action*: with reference to this requirement, the Supervisory Body is required to constantly monitor, through powers of investigation, compliance with the Model by the Recipients, and to ensure that it is implemented and updated, representing a constant point of reference for all personnel of Seanergy.

3.1 COMPOSITION, TERM OF OFFICE, REMOVAL FROM OFFICE AND REVOCATION

The member of the Supervisory Body remains in office for three years, considering one year as coinciding with the company's financial year, and may in any case be re-elected. He/she is chosen from among persons possessing an ethical and professional profile of unquestionable value. In any case, at the end of their term of office, the member of the Supervisory Body remains in office until their replacement.

External professionals may be appointed as members of the Supervisory Body. External professionals must not have any relationship with the Company that could constitute a conflict of interest.

The remuneration of the Supervisory Body does not give rise to a conflict of interest.

A person may not be appointed as a member of the Supervisory Body, and if appointed, shall be removed from office if he/she is in one of the following situations:

- relationships of marriage, kinship or affinity up to the 4th degree, cohabitation as husband and wife, or relationships of persons falling within the sphere of affection, with: (a) members of the Board of Directors, (b) persons who hold functions of representation, administration or management of the Company or of one of its organizational structures with financial and functional autonomy, (c) persons who exercise, also de facto, the management and control of the Company, auditors of the Company and the auditing firm as well as the other persons indicated by law;
- conflict of interest, even potential, with the Company or with Group companies, which would compromise their independence;
- ownership, direct or indirect, of shares of such an entity as to allow the exercise of significant influence over the Company or its subsidiaries;

- functions of executive director held, in the three financial years prior to appointment as a member of the Supervisory Body, in companies subject to bankruptcy, compulsory administrative liquidation or similar procedures;
- public employment relationship with central or local administrations in the three years prior to appointment as a member of the Supervisory Body;
- a conviction, even if not yet final, or a plea bargain, in Italy or abroad, for offences relevant for the purposes of the administrative liability of legal entities pursuant to Legislative Decree No. 231/2001 or offences of a similar nature (for example bankruptcy offences, crimes against property, etc.);
- conviction, even if not final, or a "plea bargaining" sentence with a penalty that entails disqualification, even temporary, from holding public office, or temporary disqualification from holding management positions in legal persons and companies.

If one of the above-mentioned reasons for ineligibility and/or forfeiture should arise, the Supervisory Body shall automatically cease to hold office; in any case, the Supervisory Body shall remain under the obligation to promptly notify the Chairman and the Chief Executive Officer, so that they may draw up the proposal for replacement to the Board of Directors in accordance with this paragraph.

The Board of Directors may, by resolution of the Board and after consulting the Board of Statutory Auditors, remove the member of the Body at any time, but only for just cause, and it may also, by means of a reasoned decision, suspend the functions and/or powers of the Body, appoint an interim member or revoke the powers.

The following constitute just cause for the removal of the member:

- failure to meet even one of the requirements of integrity, autonomy or independence specified above;
- the detection of a serious breach by the Supervisory Body in the performance of its duties;
- failure to inform the Board of Directors of a conflict of interest, even if only potential, that prevents the member from continuing to serve as a member of the Body;
- the conviction of the Company, which has become final, or a "plea bargaining" sentence, if the documents reveal the omitted or insufficient supervision by the Supervisory Body;
- the violation of confidentiality obligations with regard to news and information acquired in the exercise of the functions of the Supervisory Body;
- a conviction, even if not final, or the application of the penalty upon request ("plea bargaining"), in Italy or abroad, for violations relevant for the purposes of the administrative liability of entities pursuant to Legislative Decree 231/2001;
- a conviction, even if not final, or a "plea bargaining" sentence with a penalty that entails disqualification, even temporary, from holding public office, or temporary disqualification from holding management positions in legal persons and companies.

If the removal from office has occurred without just cause, the removed member shall have the right to request to immediate reinstatement.

The member may resign from their position at any time by giving at least 30 days' written notice, sent to the members of the Board of Directors by registered mail with acknowledgement of receipt. At its next meeting, the Board of Directors shall appoint a new member, and in any case within 60 days of the resigning member ceasing to hold office.

The Supervisory Body independently establishes the rules for its own functioning in the "Regulation governing the activities of the Supervisory Body", setting out the operating procedures for the performance of the functions assigned to it. The Regulation, together with any updates thereto, is forwarded to the Board of Directors for acknowledgement.

3.2 POWERS AND FUNCTIONS OF THE SUPERVISORY BODY

The Supervisory Body is entrusted with the following tasks:

- supervise the dissemination within the Company of the knowledge, understanding and observance of the Model;
- supervise the validity and adequacy of the Model, i.e. its concrete capacity to prevent the conduct sanctioned by the Decree;
- supervise the implementation of the Model within the areas of activity potentially at risk of crime;
- report to the Company's Board of Directors the opportunity to update the Model, where there is a need for adaptation in relation to changed business conditions and/or regulations.

In carrying out these activities, the Body will perform the following tasks:

- coordinate and collaborate with the company Offices (also through special meetings) to better monitor the company activities identified in the Model as being at risk of the commission of offences;
- verify the establishment and functioning of specific "dedicated" information channels (postal address and whistleblowing platform);
- carry out targeted checks on specific operations or specific acts carried out within the areas of company activity identified as potentially at risk of crime;
- verify and control the regular keeping and effectiveness of all documentation relating to the activities/operations identified in the Model, having access to all documentation and information considered useful in the context of monitoring;
- verify the effective performance of the information and training initiatives on the Model undertaken by the Company;
- make use of the input and support of the Company's employees, and in particular the Legal Office for monitoring activities, as well as the employer and the structure coordinated by the latter for occupational health and workplace safety issues, or any external consultants for issues of particular complexity or requiring specific skills (e.g. in the environmental field);
- carry out or arrange for checks to be carried out on the veracity and justification of the reports received, prepare a report on the activities carried out and propose to the Chairman and the Chief Executive Officer, involving the company function responsible for adopting disciplinary sanctions against Company personnel, the possible regulation of the measures referred to in Section Four;
- immediately report to the Board of Directors any violations of the Model by the Company Directors or by top management of the same.
- immediately report to the Board of Statutory Auditors any violations of the Model, which are deemed to be substantiated, committed by the entire Board of Directors or by one or more Directors.

For the purposes of carrying out the duties listed above, the Body is endowed with the powers indicated below:

- issue its own regulation and, more generally, provisions aimed at regulating its activities and prepare and update the list of information that must be received from company Functions;
- access, without prior authorization, any company document considered relevant for performing the functions assigned to him/her by Legislative Decree n. 231/2001;
- see to it that the heads of the company Offices, and in any case all the intended Recipients, promptly provide the information, data and/or details requested of them in order to identify aspects connected to the various company activities that are relevant in accordance with the Model and to verify the effective implementation of the Model by the Company;

- carry out investigations into the reports received in order to verify whether they constitute violations of the Code of Ethics and/or the Model and to ascertain whether they are justified, reporting, at the outcome of the investigations carried out, to the competent Office or the Board of Directors, depending on the corporate role of the author of the violation, whether disciplinary proceedings should be initiated or appropriate sanctions taken against the latter;
- obtain information on the outcome of disciplinary procedures or sanctioning initiatives taken by the Company for ascertained violations of the Code of Ethics and/or the Model, and, in the event of dismissal, ask for the reasons;
- use external consultants of proven professionalism in cases where this is necessary for the performance of verification and control activities or for updating the Model.

The Board of Directors of the Company grants the Supervisory Body an annual expense budget in the amount proposed by the Body itself and, in any case, adequate in relation to the functions assigned to it. The Body decides independently on the expenses to be incurred, in accordance with company signatory powers and, in the event of expenses exceeding the budget, must be authorized by the Chief Executive Officer.

3.3 COMMUNICATION FLOWS OF THE SUPERVISORY BODY

As mentioned above, in order to guarantee full autonomy and independence in the performance of its functions, the Supervisory Body communicates directly with the Company's Board of Directors.

In particular, the Supervisory Body reports to the Corporate Bodies on the state of affairs regarding the implementation of the Model and the results of the supervisory activity by means of direct reporting, meetings (also video conferences) carried out in the following ways:

- at least once a year, to the Board of Directors by means of a written report, in which the monitoring activities carried out by the Body itself are illustrated, as well as the issues detected and any corrective or improvement measures required to ensure the operational implementation of the Model;
- promptly to the Board of Statutory Auditors and the Board of Directors, in relation to i) alleged violations committed by top management or members of the Board of Directors, without prejudice to the right of the Board of Statutory Auditors to request information or clarifications regarding the aforementioned alleged violations; ii) any violations of the Model committed by the Chief Executive Officer, by managers of the Company or by members of the Board of Statutory Auditors; iii) identified organizational or procedural shortcomings that could give rise to a real risk of offences being committed within the meaning of the Decree.

The Supervisory Body may be convened at any time by both the Board of Directors and the Board of Statutory Auditors and, in turn, has the right to request the convening of the aforementioned corporate bodies for matters relating to the functioning and effective implementation of the Model or in relation to specific situations.

The aforementioned reporting activities will be documented by means of minutes and kept on file by the Body, in compliance with the principle of confidentiality of the data and information contained therein, as well as with the regulatory provisions on the processing of personal data.

In order to guarantee a correct and effective information flow, as well as for the purpose of a complete and correct exercise of its duties, the Body is also entitled to request clarifications or information directly from the persons having the main operational responsibilities.

3.4 INFORMATION FLOWS TO THE SUPERVISORY BODY

Legislative Decree no. 231/2001 sets out, among the requirements that the Model must meet, the establishment of specific information obligations towards the Supervisory Body by the Functions of the Company, aimed at enabling the Body itself to carry out its supervisory and verification activities.

As regards the specific provision set out in point (d) of the second paragraph of Article 6, concerning the provision of information to the Supervisory Body, it should be noted that these obligations represent

a further tool to facilitate the monitoring of the Model's effectiveness and the retrospective investigation into the causes that made the offence possible.

The obligation to provide information to the Supervisory Body applies to company functions and concerns:

a) the periodic results of the control activities carried out by them to implement the models (summary reports of the activities performed, monitoring activities, final indices, etc.);

b) The anomalies or atypicalities found within the available information (a fact that is not relevant if considered individually, could be assessed differently where there is repetition or extension of the area of occurrence).

In this regard, the following information must be communicated to the Supervisory Body:

- on a regular basis, the information, data, reports and documents constituting deviations and/or exceptions from company procedures, previously identified by the Supervisory Body and formally requested by the latter from the individual Offices/Functions ("information flows"), in accordance with the procedures and timelines defined by the Supervisory Body itself;
- within the scope of the Supervisory Body's verification activities, all information, data, news and documents considered useful and/or necessary for carrying out these checks, previously identified by the Body and formally requested from the individual Offices/Functions;
- on an occasional basis, any other information, of whatever nature, concerning the implementation of the Model and/or the Code of Ethics in the areas of activity at risk of crime, as well as compliance with the provisions of the Decree, which may be useful for the purposes of carrying out the duties of the Body ("reports").

With particular reference to periodic information flows from management, where these require the reporting of the results of checks already carried out, rather than the submission of information or documents to be checked, such periodic flows must clarify the various roles in relation to prevention. In fact, if well defined, the information flows specify that management must exercise the control action, while the Supervisory Body - as an assurance mechanism - must evaluate the controls carried out by management.

Moreover, the obligation to report the outcome of the controls to the Supervisory Body serves to make operational management more accountable.

In addition to the above information, it is mandatory for the Company Offices to provide the Supervisory Body with information concerning:

- decisions relating to the application for, allocation and use of public funding;
- measures and/or information from the judicial police, or any other authority, including administrative authorities, involving the Company or top management, which indicate that investigations are being conducted, even against unknown persons, for the offences referred to in Legislative Decree no. 231/2001, without prejudice to the obligations of confidentiality and secrecy legally imposed;
- requests for legal assistance made by managers and/or employees in the event of legal proceedings being initiated for offences included in Legislative Decree no. 231/2001;
- changes in the system of delegated and proxy powers, as well as changes to the articles of association or the company organizational chart;
- the results of any action taken following a written report by the Supervisory Body of an ascertained violation of the Model, the imposition of disciplinary sanctions for violation of the Model, as well as the measures for filing with the relative motivations;
- committees of inquiry or internal reports which establish liability for the offences referred to in Decree 231;

- reporting of serious injuries (manslaughter or grievous or very grievous bodily harm, in any case any injury with a prognosis of more than 30 days) inflicted on employees, collaborators of the Company, and more generally on all those who have access to the facilities of the Company;
- changes in roles and responsibilities within the scope of occupational safety management systems (such as appointment as Employer, delegation of function pursuant to Article 16 of Legislative Decree 81/2008, appointment as H&S Officer) and environmental management systems (such as powers of attorney and delegation in environmental matters);
- the results of the monitoring and control already carried out during the reference period, on contracts acquired from public bodies or entities performing public services.
- the results of the checks - both preliminary and subsequent - carried out during the reference period on contracts awarded to market operators, following national and European tenders, or through private negotiation.

All the information and documentation, including the reports provided for by the Model, and the reports collected by the Supervisory Body and received by it in the performance of its institutional duties must be kept by the Body in a special archive at the Company's registered office, in compliance with the regulations on the processing of personal data.

With reference to the information flows between control bodies, the Supervisory Body is the recipient of event-based flows from the Board of Statutory Auditors (and possibly the Audit Body), if they detect deficiencies and violations that are relevant from the perspective of the Organizational Model 231, as well as any fact or anomaly found that falls within the scope of processes assessed as sensitive for the commission of predicate offences; equally, the Supervisory Body is required to communicate to the Board of Statutory Auditors any deficiencies found in the evaluation of the actual implementation of the Organizational Model 231, for example within the checks on processes sensitive to tax risks, risks of corrupt conduct, the commission of corporate crimes, health and safety at work, and environmental matters.

3.5 WHISTLEBLOWING

Pursuant to Art. 6, paragraph 2-bis, of Legislative Decree No. 231/2001, organizational models must also provide for:

- "[...] pursuant to the legislative decree implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019, the internal reporting channels, the prohibition on retaliation, and the disciplinary system, adopted pursuant to paragraph 2(e)".

In order to give practical effect to Art. 6, paragraph 2-bis, of Legislative Decree no. 231/2001, Seanergy has adopted a specific whistleblowing procedure that also takes into account the provisions of Legislative Decree no. 24/2023. Moreover, in order to comply with the transparency obligations imposed by the aforementioned legislation, the process of managing whistleblowing reports is the subject of a specific disclosure on the Company's website.

"Whistleblower" means the natural person who, within their work environment, reports violations, unlawful conduct, or irregularities of which they have become aware. Reports can be made, by way of example and not exhaustively, by employees, collaborators, self-employed workers, consultants, trainees, suppliers, subcontractors, business partners, shareholders, members of corporate and control bodies, as well as other stakeholders who have relationships with the Company, even if temporary or terminated. Protection also extends to individuals who have obtained information about violations during the selection process or in pre-contractual dealings.

Seanergy provides all intended Recipients with special channels for submitting reports in compliance with the principles set out in the aforementioned regulation, guaranteeing the utmost confidentiality with respect to the identity of the whistleblower and the subject of the report. More specifically, the reports may concern:

- violations of national law (civil offences, criminal offences, administrative offences, accounting offences, unlawful conduct as defined under Legislative Decree no. 231/2001), the Code of Ethics, the Supplier Code of Ethics, the Model and the related company regulatory framework;

- violations of the "Anti-Corruption", "Human Rights – Commitment to Respect for Human Rights and Diversity", "Combating harassment in the workplace" policies and the related company regulatory frameworks;
- violations of European Union law (offences committed in breach of the EU legislation listed in Appendix 1 to Legislative Decree No. 24/2023 and of all national provisions implementing it);
- violations of the European Union's restrictive measures referred to in Chapter I-bis of Title I of Book II of the Italian Penal Code and Article 12, paragraph 1-bis, of Legislative Decree No. 286 of 25 July 1998.

Reports are handled by the Whistleblowing Report Manager (as defined below) in accordance with the applicable external regulatory provisions and may be submitted through any of the following internal channels:

- **Online platform**: submission via the platform can be in written form or via voice messaging, with or without recording. The channel ensures the confidentiality of the sources and information that come to light, without prejudice to legal obligations, and allows for confidential communication between the whistleblower and the recipient. Access to the report is available on the Fincantieri Group's website, in the section dedicated to the Company (https://www.fincantieri.com/it/gruppo/societa/controllate-e-collegate/Seanergy);
- **Postal address**:

  Fincantieri S.p.A.

  Via Genova 1, 34121, Trieste

  Seanergy a Marine Interiors Company S.r.l. - Confidential FAO Whistleblowing Report Manager

- **Direct meeting with the whistleblowing report manager,** at the request of the whistleblower, through a direct meeting scheduled within a reasonable timeframe via the aforementioned channels. The report is minuted and signed by the whistleblowing report manager and the whistleblower or recorded.

The responsibility for managing Seanergy's Whistleblowing System is entrusted to the Group Fincantieri Internal Audit Function (hereinafter the "Manager"), equipped with the necessary requirements of autonomy and independence, understood as impartiality, absence of interference, and full operational and evaluative autonomy. The management activities are governed by a specific Service Agreement signed by Seanergy and Fincantieri.

The Whistleblower must use only the whistleblowing channels indicated above, which ensure the confidentiality of their identity, that of the individuals involved, and the content of the report, favouring the online platform, which allows both the Manager to communicate (also anonymously) with the whistleblower, and the latter to check the status and outcome of the report at any time.

Anyone intending to submit a report must specify that it is a whistleblowing report, for which confidentiality of their identity and the application of the protection provided for the whistleblower are requested. This indication allows for the report, should it have been mistakenly sent to an unauthorized party, to be forwarded to the designated Manager within seven days of its receipt. In the absence of such indication, the report will not be classified as a whistleblowing report and will be treated as an ordinary report, with transmission to the competent company Functions.

In performing its functions as Manager, the Internal Audit Department makes use of the Whistleblowing Team, consisting of the heads or their delegates of the "Internal Audit" Department, of the "Legal, Corporate Affairs and Compliance" Department, of the Group Compliance, Anti-Corruption and Model 231" Function, and of the Parent Company's "Human Resources and Real Estate" Department, to assess the content of the report and, where admissible, to define the preliminary investigation and ascertainment activities necessary to effectively follow up the reports and adequately inform the competent Company control bodies.

For reports material for the purposes of Seanergy's Model 231, the Manager provides adequate information to the Supervisory Body so that, in the exercise of its supervisory activity, it may share any observations it may have and participate in the investigation or otherwise monitor its progress.

For more details on the whistleblowing process, please refer to the information published on the Company's website.

In the event that a member of the Whistleblowing Team has a conflict of interest, they are obliged to abstain from the activities related to the management of the report; the member concerned will not have access to any related information. If the report directly concerns the Manager or the Top Management of the Parent Company, the Whistleblowing Team is called upon to activate the Board of Statutory Auditors of Fincantieri S.p.A. as the competent alternative channel in order to ensure full independence, impartiality and autonomy in its management.

The management of whistleblowing reports is carried out in compliance with Legislative Decree no. 24/2023, Regulation (EU) 2016/679 ("GDPR") and the national regulation on personal data protection.

The processing of personal data related to the receipt and management of whistleblowing reports is carried out exclusively by authorized individuals, in compliance with the principles of lawfulness, fairness, transparency, minimization, integrity and confidentiality, adopting appropriate technical and organizational measures to ensure the protection of personal data and the safeguarding of the identity of the Whistleblower and other parties involved.

The Company guarantees the confidentiality of the identity of the Whistleblower, the content of the report, and the related documentation, without prejudice to legal obligations.

The Company prohibits any form of retaliation, discrimination, or penalty against the Whistleblower or other protected persons under Legislative Decree no. 24/2023 for reasons directly or indirectly related to the report.

The protection extends to facilitators, to persons in the same working environment as the Whistleblower and who are linked to them by a stable emotional or family relationship up to the fourth degree, to colleagues who have a regular and ongoing working relationship with the Whistleblower, as well as to entities owned by the Whistleblower or for which they work or that operate in the same workplace.

The Company adopts appropriate measures to prevent retaliatory action or conduct aimed at obstructing or delaying the management of whistleblowing reports. The sanctions system adopted by the Company provides for penalties against:

- those who violate the measures to protect the Whistleblower;
- those who carry out retaliatory or discriminatory acts connected to the report;
- those who obstruct or attempt to obstruct the making of the report;
- those who make reports with malicious intent or gross negligence that prove to be unfounded.

The national legal systems, including the Italian one, that have transposed the provisions of Directive (EU) 2019/1937 provide for the possibility of using external channels managed by competent authorities. Generally speaking, recourse to the external channel is permitted in the cases provided for by the applicable regulation, including where:

- the internal whistleblowing channel is not active or does not comply with legal requirements;
- the whistleblower has already made an internal report that has not been followed up;
- the whistleblower has reasonable grounds to believe that the internal report is not effectively analysed or that it may give rise to the risk of retaliation;
- the whistleblower has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest.

Anyone who believes they have been subjected to acts of retaliation may report such circumstances to the competent national authorities for the protection of persons who report violations.

Within Italy, in cases expressly governed by Article 6 of Legislative Decree 24/2023, the whistleblower may use the channel provided by the National Anti-Corruption Authority (ANAC) on its website at the following link: ANAC | Home page - www.antiucorruzione.it.

SECTION FOUR - SANCTIONS SYSTEM

The definition of a sanctions system, applicable in the event of violation of the provisions of this Model, is a necessary condition for guaranteeing the effective implementation of the Model itself, as well as an essential prerequisite for allowing the Company to benefit from the exemption from administrative liability. The source is to be found in paragraph 2, letter e) of Art. 6 of Legislative Decree no. 231/2001.

The application of disciplinary sanctions is irrespective of the imposition of a criminal conviction on the employee, the manager or the top management or of the institution of criminal proceedings and even of the commission of a crime envisaged by Legislative Decree 231/2001.

For the purposes of the application of the disciplinary system, any action or behaviour, or even an omission, in violation of the rules in this Organizational, Management and Control Model, constitutes a relevant conduct, which determines the application of any sanctions. These include, by way of example but not limited to:

- violation of one or more principles or rules defined by the various company documents that make up the regulatory system;
- violations of the whistleblowing system;
- violation of the disclosure obligations to the Supervisory Body.

The application of disciplinary sanctions, in accordance with the provisions of Chapter 5 of the "Rules for the imposition of Disciplinary Sanctions"[1], must be inspired by the principles of proportionality and gradualness and, in particular, the objective and subjective aspects of the relevant conduct must be taken into account when determining the related sanction.

In particular, from an objective viewpoint and in terms of gradualness, account is taken of the:

- violations of the Model that did not entail exposure to risk or entailed modest exposure to risk;
- violations of the Model that resulted in an appreciable or significant exposure to risk;
- violations of the Model that constitute a criminal offence.

The relevant conduct is more or less serious in relation to the circumstances in which the act was committed and the following subjective aspects:

- commission of multiple violations with the same conduct;
- recidivism of the perpetrator;
- level of hierarchical and/or technical responsibility of the person to whom the alleged conduct refers;
- sharing responsibility with other parties involved in the violation of the procedure.

The sanctioning proceeding is in any case referred to the competent corporate function and/or bodies.

4.1 SANCTIONS FOR EMPLOYEES WITHOUT MANAGERIAL STATUS

With regard to non-Managerial employees, the Company must comply with the limits set out in Article 7 of Law 300/1970 (Workers' Statute) and the provisions contained in the National Collective Bargaining Agreement for Workers in the Wood, Cork, Furniture, Furnishing and Forestry Industry, with regard to both the penalties that may be imposed and the methods of exercising disciplinary power.

The violation of the rules of conduct and procedures indicated in the Model constitutes a disciplinary offence, pursuant to Article 2104, para. 2, Italian Civil Code. By way of example and not exhaustively and without prejudice to the provisions of the CCNL for the purposes of the application of any disciplinary measures, we indicate some relevant conduct:

[1] Internal document governing the Sanctions System adopted by the Company.

- violation of the internal procedures or adoption, in the performance of activities at risk, of conduct that does not comply with the prescriptions of the Model itself, as such conduct must be considered as a non-execution of the orders given by the Company both in written and verbal form (for example, the Worker who does not observe the prescribed procedures, omits to communicate the prescribed information to the Supervisory Body, omits to implement controls, etc.);
- adoption, in performing the activities at risk, of a conduct that does not comply with the requirements of the Model or violation of the principles of the same, as such conduct must be considered as a failure to comply with the orders given by the Company (for example, the Worker who refuses to undergo the health checks referred to in Article 5 of Law no. 300 of 20th May 1970; falsifies and/or alters internal or external documents; does not voluntarily apply the instructions given by the Company, in order to gain an advantage for him or herself or for the Company itself; is a repeat offender in any of the failures that have given rise to the application of conservative disciplinary measures).

The procedure for the application of sanctions against employees without managerial status is carried out in compliance with the provisions of Articles 7 of Law No. 300 of 20.5.1970 and Articles 79, 80, 81, 98, 98bis, 98ter, 115, 115bis, and 115ter of the National Collective Bargaining Agreement for the Wood, Cork, Furniture, Furnishing and Forestry sectors.

The Supervisory Body sends the Head of the Personnel Function a report containing:

- the details of the responsible party for the violation;
- the description of the alleged conduct;
- an indication of the Model's provisions that have been violated;
- any documents and elements supporting the dispute.

As soon as the report is received, the Head of the Personnel Function or another member of the same Function shall send the Employee a written complaint containing:

- a precise indication of the conduct found;
- the Model's provisions that have been violated;
- notice of the right to formulate any deductions and/or written justifications within five days of receipt of the communication, being able - within the aforementioned period - to request the intervention of the representative of the trade union association to which the employee belongs or which gives a mandate.

The Head of the Personnel Function or another member of the same Function makes the decision and imposes the sanction. Penalties shall be imposed within six days of justification by the person concerned by the Head of the Personnel Function. The measure is also communicated to the Supervisory Body.

The employee, without prejudice to the possibility of appealing to the Judicial Authority, may, within twenty days of receiving the measure, promote the establishment of a conciliation and arbitration panel, in which case the sanction shall remain suspended until such time as it is pronounced.

The Board of Directors shall be informed of the outcome of the proceedings.

4.2 SANCTIONS FOR EMPLOYEES WITH MANAGERIAL STATUS

Violations, by managers, of the internal procedures provided for by this Model or the adoption, when performing activities in the areas at risk, of conduct that does not comply with the regulations of the Model are detailed below, by way of example and not exhaustively. Among the types of relevant conduct, the following may be mentioned:

- failure to comply with the principles and protocols indicated in the Model;
- lacking or untrue evidence of the activities carried out with regard to the methods of documenting, storing and controlling the acts relating to company protocols in such a way as to prevent the transparency and verifiability thereof;

- violation and/or avoidance of the control system by removing, destroying or altering the documentation foreseen by corporate procedures, or by preventing the responsible parties and the Supervisory Body from controlling or accessing the required information and documentation;
- violations of the provisions relating to signatory powers and the delegation system, except in cases of extreme necessity and urgency, of which the hierarchical superior must be promptly informed;
- failure of organizational superiors to supervise, control and monitor their subordinates regarding the correct and effective application of the principles indicated in the Model;
- violation of the obligation to inform the Supervisory Body and/or the direct superior about any violations of the Model committed by other Recipients of this sanctions system or of which there is direct and certain evidence;
- if applicable, the failure to provide training and/or updates and/or failure to communicate with the personnel operating within the scope of the processes regulated by the company protocols relating to sensitive areas.

If the procedures set out in the Organizational, Management and Control Model are violated, the sanctions provided for by the current National Collective Bargaining Agreement are applied, based on the assessment of the severity of the violation and the appropriateness of the sanction. Specifically:

- in the event of a non-serious violation of one or more procedural or behavioural rules provided for in the Model that did not entail or entailed a modest exposure to risk, the manager shall be subject to a written warning or to a fine ranging from 0.5 to three times the monthly fee;
- in the event of a serious violation of one or more of the Model's prescriptions such as to configure a significant failure to comply, which has led to an appreciable or significant exposure to risk, the manager will incur the sanction of total or partial revocation of delegated or proxy powers or dismissal with notice;
- in the event of violations of the Model that have integrated a criminal offence or violations that are so serious as to irreparably damage the relationship of trust, not allowing even a provisional continuation of the relationship or involving the concrete application against the company of the measures provided for by the Decree and/or the commission of one of the underlying crimes, the manager shall be subject to the sanction of dismissal without notice.

The procedure for ascertaining the unlawful act with regard to Executives is governed by the regulatory provisions and applicable collective bargaining agreements. In particular, the Supervisory Body sends the Chairman of the Board of Statutory Auditors, the Chief Executive Officer and the Head of the Personnel Function a report containing:

- a description of the conduct observed;
- an indication of the Model's provisions that have been violated;
- the details of the responsible party for the violation;
- any documents proving the violation and/or other evidence.

As soon as possible after receiving the report of the Supervisory Body, the Chief Executive Officer and/or the Head of the Personnel Function summons the Manager concerned by means of a complaint containing:

- an indication of the conduct observed and the subject of the violation pursuant to the provisions of the Model;
- notice of the date of the hearing and the right of the interested party to formulate, even on that occasion, any written or verbal justifications of the facts.

After assessing the latter, should the violation be proven and/or should the necessary justifications not be provided, the Company may impose the sanction and, if the manager is the recipient of proxies or

powers of attorney from the Board of Directors, these may be revoked, if related to the contested violation or if deemed otherwise appropriate.

The decision to impose the sanction shall be notified in writing to the person concerned within six days of the submission of the justifications.

The Board of Directors of the Company and the Supervisory Body must be informed about the results of the internal audits and the decisions taken.

Without prejudice to the right to appeal the disciplinary decision through the judicial authorities, the person concerned may, within twenty days of receiving the decision, request the establishment of a Conciliation and Arbitration Panel, in accordance with the applicable legal and/or contractual provisions. In the event of the appointment of the Board, the disciplinary sanction shall remain suspended until the ruling of that body.

4.3 MEASURES AGAINST DIRECTORS

In the event of an ascertained violation of the provisions of the Model by one or more directors, the Supervisory Body shall promptly inform the entire Board of Directors and the Board of Statutory Auditors, so that they may take or promote the most appropriate and adequate initiatives, in relation to the seriousness of the violation detected and in accordance with the powers provided for by current legislation and the Company's By-Laws.

In the event of an ascertained violation of the provisions of the Model by the entire Board of Directors, the Supervisory Body shall immediately inform the Board of Statutory Auditors, so that it may promote the consequent initiatives.

In particular, in the event of violation of the provisions of the Model, by one or more directors, the Board of Directors may proceed directly, depending on the extent and seriousness of the violation committed, to impose the sanction of a formal written warning or the revocation, even partial, of the delegated powers and the powers of attorney conferred in the most serious cases, such as to damage the Company's trust in the person responsible.

In the event of violations of the provisions of the Model by one or more directors, unequivocally aimed at facilitating or instigating the commission of an offence relevant under Legislative Decree no. 231/2001 or at committing such an offence, the sanctions (such as, by way of example, temporary suspension from office and, in the most serious cases, revocation from office) shall be adopted by the Shareholders' Meeting, on the proposal of the Board of Directors or the Board of Statutory Auditors.

4.4 MEASURES AGAINST STATUTORY AUDITORS

If the violation of the Model is ascribable to one or more statutory auditors, the Supervisory Body shall promptly inform the Board of Statutory Auditors and the Board of Directors, in the persons of their respective Chairmen.

The Board of Statutory Auditors, having carried out the appropriate further investigations and, if necessary, having heard the member who is accused of the violation, having heard the Board of Directors, shall take the appropriate measures pursuant to Art. 2407 of Italian Civil Code.

4.5 MEASURES AGAINST THIRD PARTIES

Compliance with the Model is also ensured through the provision of contractual clauses that oblige Third Parties to comply with the principles contained in the Code of Ethics and, where possible, the protocols specifically related to the activity carried out; failing this, the Company reserves the right to withdraw from or terminate the contract. The contractual clauses make specific reference to the links to the Code of Ethics and the Model 231 on the Seanergy website.

When a violation falling within the scope of Legislative Decree no. 231/2001 is committed by a self-employed worker, supplier or other party in the context of a contractual relationship with Seanergy, the sanction is to terminate the contract in application of the contractual clauses and the provisions of law and, if necessary, to report them to the competent authority, and to seek compensation for damages.

4.6 MEASURES AGAINST MEMBERS OF THE SUPERVISORY BODY

Compliance with the Model is also required of the members of the Supervisory Body. Should a violation of the Model by one or more members is identified, the report will be forwarded to the Chairman of the Board of Statutory Auditors, who will draw up a report and forward it to the Board of Directors. The latter may, in accordance with the provisions of the law, take the appropriate steps to adopt the most suitable and appropriate measures.

4.7 MEASURES APPLICABLE TO WHISTLEBLOWING REPORTS

In accordance with the provisions of Legislative Decree No. 24/2023 concerning the protection of persons who report violations of Union law and on provisions concerning the protection of persons who report breaches of national laws, the Company applies the sanctions set out in the preceding paragraphs:

- when it ascertains that retaliation has been committed or when it ascertains that reporting has been hindered or that an attempt has been made to hinder it or that the duty of confidentiality has been violated;
- when it ascertains that procedures have not been adopted for carrying out and managing reports, or that the adoption of such procedures does not comply with the provisions of Legislative Decree No. 24/2023, and when it ascertains that the verification and analysis of the reports received has not been carried out.

SECTION FIVE - COMMUNICATION OF THE MODEL

The Company, aware of the importance that the training and information aspects assume in a perspective of prevention, defines – in consultation with the Supervisory Body – a communication and training programme aimed at guaranteeing the disclosure to all intended Recipients of the main contents of the Decree and the obligations deriving from it, as well as the prescriptions provided for by the Model.

Training and communication are central tools in the dissemination of the Model and the Code of Ethics adopted by the Company, constituting an essential vehicle for the regulatory system that all employees are required to know, observe and implement in the performance of their respective duties.

To this end, the information and training activities for personnel are organized at different levels of detail according to the different degree of involvement of personnel in activities at risk of offence. In any case, the training activity aimed at disseminating knowledge of Legislative Decree no. 231/2001 and the provisions of the Model, is differentiated in terms of content and methods of dissemination according to the qualification of the Recipients, the level of risk of the area in which they operate and whether or not they hold representative and management functions in the Company.

The training activity involves all current staff, as well as all resources that may be included in the company organization in the future. In this regard, the relative training activities will be planned and carried out both at the time of hiring and on the occasion of any changes in duties, as well as following updates or amendments to the Model.

With regard to the dissemination of the Model in the corporate context, the Company undertakes to carry out the following communication activities:

- during the recruitment phase, the Personnel Function promotes to new recruits the information relating to the Organizational, Management and Control Model prepared pursuant to Legislative Decree no. 231/2001 and to the Code of Ethics, delivering a copy of both documents on the first day of work;
- provision of access to a dedicated section of the Zucchetti portal where the Model pursuant to Legislative Decree no. 231/2001 and the Code of Ethics can be consulted;
- posting on the company notice boards a copy of the Organizational, Management and Control Model prepared pursuant to Legislative Decree no. 231/2001 and a copy of the Code of Ethics, in order to ensure it is disseminated to all employees.

Communication is also implemented through organizational tools consisting of internal company information systems, the Internet site, Service Orders, Procedures, Internal Communications and other tools such as authorization powers, hierarchical reporting lines, procedures, information flows and everything that contributes to transparency in daily operations. These instruments ensure capillary, effective, authoritative (i.e. issued at an appropriate level), clear and detailed communication, periodically updated and repeated.

The Company also has a programme of training activities as structured below:

- training and refresher courses on Legislative Decree no. 231/01 and on the Model for employees (including new hires) and interns, available in e-learning mode;
- ad hoc seminars on the subject of Legislative Decree no. 231/2001 aimed at specific sections of the company population.

The courses are compulsory and must be completed within three months of course enrolment. The Personnel Function tracks and records personnel participation in training courses. In order to ensure constant learning and understanding of the issues set out in Legislative Decree No. 231/2001, periodic reminders are provided, as well as ad hoc updates in relation to any changes in the reference legislation or changes in the risk profile.

The documentation in general relating to information and training activities shall be kept by the Personnel Function and available for consultation by the Supervisory Body and any person who is entitled to examine it.

The Company also promotes knowledge of and compliance with the Code of Ethics and the Model among third parties (including, by way of example, business and financial partners, consultants, collaborators of various kinds, customers and suppliers), to whom both documents are made available on the Company's website for online consultation.

Lastly, information activities are planned for directors and other corporate bodies upon each renewal of their term of office.

SECTION SIX - ADOPTION AND UPDATING OF THE MODEL

The adoption and effective implementation of the Model is, by express legislative provision, the responsibility of the Board of Directors. It follows that the power to adopt any updates to the Model lies with the Board of Directors, which will exercise it by means of a resolution in the manner provided for its adoption.

The updating activity, meaning both addition and modification, is aimed at guaranteeing the adequacy and suitability of the Model, evaluated with respect its function in preventing the crimes provided for by Legislative Decree no. 231/2001.

On the other hand, the Supervisory Body is responsible for the concrete verification of the necessity or advisability of updating the Model, promoting this requirement to the Board. The Supervisory Body, within the scope of the powers conferred on it in accordance with Art. 6, paragraph 1 letter b) and Art. 7, paragraph 4 letter a) of the Decree, is responsible for formulating proposals to the Board of Directors regarding the updating and adjustment of this Model.

In any case, the Model must be promptly amended and supplemented by the Board of Directors, also on the proposal and after consultation with the Supervisory Body, when necessary:

- changes to the requirements contained therein that have highlighted their ineffectiveness or inconsistency for the purposes of preventing offences;
- circumvention of the requirements contained therein that have highlighted their ineffectiveness or inconsistency for the purposes of preventing offences;
- significant changes to the internal structure of the Company and/or the way in which the business activities are carried out;
- regulatory changes.

The Board of Directors resolves on any subsequent amendments and additions to the Model that are substantial in nature, including but not limited to:

- significant changes to the General Part or the Special Part of the Model that imply a change in the Company's risk profile pursuant to Legislative Decree No. 231/2001 (e.g. the deletion of some parts of the Model, the introduction of new offences considered relevant, the creation of new processes or changes to existing ones in consideration of possible violations that have occurred);
- updating the Code of Ethics;
- updating the Model following a significant reorganization of the corporate structure or the overall governance model.

The incorporation into the Model of merely formal changes, that is, changes that do not imply a variation in the Company's 231 risk profile, is the responsibility of the Chief Executive Officer, with the support of the Legal Function. These include, by way of example but not limited to, the updating of the designation of the functions/organizational units involved or the formal updating of the list of predicate offences.

The following tasks remain the responsibility of the Supervisory Body:

- conducting periodic reviews aimed at identifying any updates to the list of company activities in order to update the mapping of sensitive activities;
- coordinating with the Company for personnel training programs;
- interpreting the relevant legislation on the subject of the offences in question, as well as any Guidelines prepared, including updates to existing ones, and verifying the adequacy of the internal control system in relation to the regulatory requirements or to the Guidelines;
- verifying the need to update the Model.

The Heads of the functions concerned prepare and make changes to the operating procedures for which they are responsible, where such changes appear necessary for the effective implementation of the Model, or where they prove ineffective for the purposes of correctly implementing the provisions of the Model. The relevant company functions are also responsible for making any necessary changes or additions to procedures in order to implement any revisions to this Model.

Amendments, updates and additions to the Model must always be communicated to the Supervisory Body.