



ORGANIZATION, MANAGEMENT AND CONTROL MODEL PURSUANT LEGISLATIVE DECREE 231/2001

REV.	DATE	APPROVED	NOTES
1.0	16 Dec 24	Board of Directors	First issue

CONTENTS

Sommario

Section I	6
Section II	6
Section III	6
1 LEGISLATIVE DECREE NO. 231/2001	7
2 OFFENSES THAT LEAD TO THE ADMINISTRATIVE LIABILITY OF THE ENTITY	8
3 THE MODELS OF ORGANIZATION, MANAGEMENT, AND CONTROL	9
4 THE GUIDELINES OF CONFINDUSTRIA	10
5 COMPANY DESCRIPTION	10
5.1 HISTORY AND ACTIVITIES OF TARGA TELEMATICS S.P.A.	10
5.2 CODE OF ETHICS	10
5.3 PURPOSE AND STRUCTURE OF THE ORGANISATIONAL MODEL	10
6 RECIPIENTS	11
7 ADOPTION OF THE ORGANISATIONAL MODEL BY THE COMPANY	11
7.1 IDENTIFICATION OF RISK PROCESSES	12
7.2 IDENTIFICATION AND ASSESSMENT OF HIGH-RISK ACTIVITIES	12
- forgery of coins, public credit cards, revenue stamps and identification tools or identifying markings (article 25- <i>bis</i>);	15
- negligent homicide or serious or very serious injuries committed by violating health and safety regulations in the workplace (Article 25-septies);	15
- inducement to refrain from making statements or to make false statements to the judicial authorities (Article 25-decies);	15
- crimes with the aim of terrorism or subversion of the democratic order (Article 25- <i>quater</i>);	15
- money laundering of cultural goods and the destruction and plundering of cultural and landscape heritage (Article 25 <i>duodevicies</i>)	15
7.3 Design of Organizational and Procedural Controls	16
8 DISSEMINATION, COMMUNICATION, AND TRAINING	16
8.1 The Initial Communication	17
8.2 Communication regarding any changes to the Model Organizational:	17
8.3 Training	17
8.4 Information to third parties	18
9 DEFENCE OF THE BODY AND APPOINTMENT OF THE DEFENCE COUNSEL	18
10 SUPERVISORY AND CONTROL BODY	18
10.1 Role of the Supervisory Body	18
10.2 Composition and Appointment of the Supervisory Body	19

10.3	Causes of (In)eligibility, Revocation, Expiry, and Suspension of the Supervisory Body	20
	Revocation	22
10.4	Verification Activities of the Effectiveness and Ongoing Updating of the Organizational Model and Action Plan.....	22
10.5	Information flows to the SB	23
10.5.1	Archiving	24
10.6	Reporting of Violations - Whistleblowing.....	24
10.7	Information Provided by the Supervisory Body to the Corporate Bodies	25
	Organisational Model.....	25
10.8	Relations with the Board of Statutory Auditors and the Auditing Firm	25
11	MANAGEMENT OF FINANCIAL RESOURCES	26
12	DISCIPLINARY SYSTEM.....	27
12.1	General Principles.....	27
12.2	Scope of Application.....	27
12.3	Violations.....	27
12.4	General Criteria for Imposing Sanctions.....	28
12.5	Sanctions for Employees (Managers – Clerks)	28
i.	Verbal warning	29
ii.	Written warning	29
iii.	Fine	29
iv.	Suspension from pay and service.....	29
v.	Dismissal with notice.....	29
vi.	Dismissal without notice	29
12.6	Sanctions for Executives.....	30
a)	Written warning	30
b)	Dismissal with notice.....	30
c)	Dismissal without notice	30
12.7	Sanctions for the Corporate Top Management	30
12.8	Violations and Sanctions for Third Parties	31

DEFINITIONS

For the purposes of the Management and Control Organization Model, unless otherwise specified, the terms listed below have the meaning for each of them attributed below:

- **Code of Ethics**: document containing the ethical principles that inspire the Company in carrying out its activities.
- **Legislative Decree**: Legislative Decree No. 231 of June 8, 2001, titled “Discipline of Administrative Liability of Legal Entities, Companies, and Associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of September 29, 2000,” published in the Official Gazette No. 140 on June 19, 2001, along with its subsequent amendments and additions, including Law No. 146/2006, which references its application in Article 10.
- **Recipients**: subjects to whom this Organisational Model is addressed, required to comply with it.
- **Entity (or Company)**: legal person or association even without legal status. In this Organisational Model: **Targa Telematics S.p.A.** (hereinafter more briefly also “Targa Telematics” or “Company”).
- **Company Function**: Function responsible for carrying out specific activities or performing certain acts in relation to one or more Risk Processes.
- **Organisational Model**: The Organization and Management Model adopted by the Company, as provided for in Articles 6 and 7 of the Legislative Decree, consisting of a structured set of principles, rules, provisions, organizational frameworks, and related duties and responsibilities, aimed at preventing the offenses referred to in the same Legislative Decree. In particular, the Organisational Model means, jointly, the General Part and the Special Part.
- **Supervisory Body (SB)**: Body provided for by art. 6 of the Legislative Decree, whose task is to supervise the operation and compliance with the Organisational Model, as well as to update it.
- **Principles of Conduct**: general principles of conduct, reported in the Special Part, to which the Recipients must adhere when carrying out the activities provided for by the Organisational Model.
- **Whistleblowing Procedure**: “Whistleblowing Procedure – Management of the violation reporting system” adopted by the Company, consistent with the provisions of
- Legislative decree no. 24 of 10 March 2023, and containing the general principles intended, in particular, to safeguard whistleblowers, the operating procedures to be observed in the management of internal reports, the conditions and methods for submitting a public disclosure or an external report, the protection measures as well as the disciplinary system.
- **Processes at Risk**: business activities or phases thereof whose performance could give rise to illegal conduct (crimes or administrative offences) referred to in the Legislative Decree.
- **Offences**: offences or administrative offences referred to in the Legislative Decree.

- **Report: communication** concerning a reasonable and legitimate suspicion or awareness of **Violations**.
- **Disciplinary System**: a set of punitive measures against the Recipients who commit **Violations**.
- **Third Parties**: all subjects “external” to the Company having negotiating relations with the same (by way of example, consultants, suppliers, customers and partners).
- **Company Management (so-called Top Management)**: Chairman, Chief Executive Officer, and other members of the Board of Directors.
- **Violation**: all behaviors, acts, and omissions consisting of unlawful conduct relevant under the Legislative Decree or failures to comply with the **Organizational Model**.

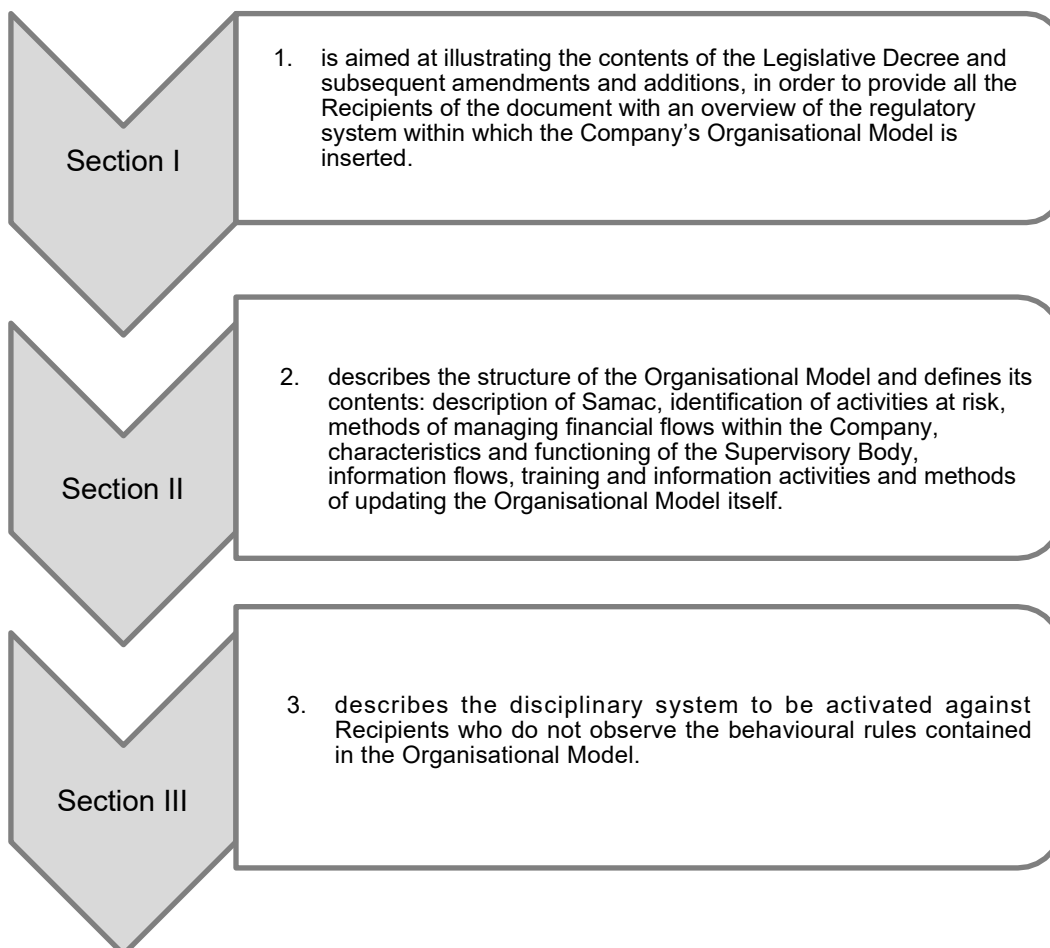
It should be noted that the terms defined in the singular are also meant in the plural, where the context so requires, and vice versa.

The definitions in this document also apply when used in the Special Part and in the Protocols.

DOCUMENT STRUCTURE

This document aims to illustrate the constituent elements of Samac's **Organisational Model**.

It consists of four sections, the contents of which are summarized below:



In addition, the following are an integral part of the **Organisational Model**:

- a. the Special Section, which sets out the principles of conduct that must be observed in order to eliminate or, at least, reduce to an acceptable level the risk of behaviors constituting any of the Offences whose commission may lead to the application of the sanctions provided for by the Legislative Decree.
- b. the following **Annexes**
 - i. *Annex 1* – Catalogue of Offences and Administrative Offences
 - ii. *Annex 3* – Information Flows to the Supervisory Body

SECTION I

1 LEGISLATIVE DECREE NO. 231/2001

Legislative Decree no. 231 of 8 June 2001 introduced a system of administrative liability of **Bodies** into the Italian legal system.

The enactment of the **Legislative Decree** is part of a national legislative framework for the implementation of international obligations.

The original text, referring to a series of crimes committed against the public administration, has been supplemented by subsequent legislative measures that have expanded the number of offences whose commission may entail the administrative liability of the entity. In addition, Law 146/06 provides for the liability of the **entity** in the event of the commission of certain crimes (so-called transnational crimes).

The liability of the Entity – similar to criminal liability – arises in connection with the commission of one of the Offences by an individual who has a functional relationship with the Entity.

The liability of the **Body** may stand if the **Offences** are committed **in its interest or for its benefit**, while it is not configurable in the event that the author of the same has acted in the exclusive interest of himself or of third parties.

The functional relationship that binds the perpetrator of the **crime** to the legal person may be one of representation, subordination or collaboration, within the limits provided for by the **Legislative Decree**.

If the perpetrator of the Offense is a natural person who holds functions of representation, administration, management, or control within the Entity or within one of its organizational units with financial and functional autonomy, as well as a person who, even de facto, exercises management and control over the Entity, a presumption of liability is established against the Entity. This is due to the fact that the natural person expresses, represents, and implements the Entity's management policy.

There is no presumption of liability against the Entity if the perpetrator of the Offense is a person under the direction or supervision of one of the individuals mentioned in the previous paragraph. In such cases, the act committed by the subordinate entails the Entity's liability only if it is proven that the commission of the offense was made possible by the failure to comply with management or supervisory obligations.

The (administrative) liability of the Entity is additional to, and not a substitute for, the (criminal) liability of the natural person. Due to the substantial autonomy of this liability, the Entity may be held accountable for the Offense even if the perpetrator has not been identified or is not prosecutable, or if the Offense is extinguished for reasons other than amnesty. The criminal liability of the natural person remains governed by common criminal law.

The Legislator has provided for a **sanctioning system** that is characterized by the application to the legal person of a sanction, as a rule, pecuniary.

Along with the pecuniary sanction, in some cases, disqualifying sanctions may also be applied, such as disqualification from the exercise of the activity, the suspension or revocation of authorizations, licenses or concessions functional to the commission of the offense, the prohibition of bargaining with the Public Administration, the exclusion from benefits, financing, contributions or subsidies, the possible revocation of those already granted, the prohibition of advertising goods or services.

To the aforementioned sanctions – pecuniary and disqualifying – confiscation (always ordered with the sentence of conviction) of the price or profit of the crime (also “for equivalent”) and, in certain cases, the publication of the sentence of conviction are added.

The legislator has also provided that such disqualifying measures – where there are serious indications of the Entity's liability and well-founded and specific elements suggesting a concrete risk of further offenses of the same kind – may be applied, upon request of the Public Prosecutor, as a precautionary measure even during the investigative phase.

Under specific conditions, when applying a disqualification sanction that would result in the interruption of the activity of the Body, the Judge has the right to appoint a commissioner to supervise the continuation of the activity itself, for a period that corresponds to the duration of the disqualification penalty that would have been applied.

Foreign companies operating in Italy are also subject to the regulations set out in the **Legislative Decree**, regardless of whether or not there are rules governing the same matter in their home country.

2 OFFENSES THAT LEAD TO THE ADMINISTRATIVE LIABILITY OF THE ENTITY

The offences from which administrative liability for the body may derive (so-called “predicate offences”) are expressly indicated in the **Legislative Decree** and in certain regulatory measures that have expanded its scope:

- misappropriation of funds, fraud against the State, a public body or the European Union or for the purpose of obtaining public grants, computer fraud against the State or a public body and fraud in public procurement (article 24 of Legislative Decree 231/2001);
- computer crimes and unlawful data processing (article 24-*bis* of Legislative Decree 231/2001);
- organised crime offences (article 24-*ter* of Legislative Decree 231/2001);
- embezzlement, extortion, undue inducement to give or promise benefits, corruption, and abuse of office (Article 25 of Legislative Decree 231/2001);
- forgery of coins, public credit cards, revenue stamps and identification tools or identifying markings (article 25-*bis* of Legislative Decree 231/2001);

- crimes against industry and commerce (article 25-*bis*.1 Legislative Decree 231/2001);
- corporate crimes (article 25-*ter* of Legislative Decree 231/2001);
- crimes with the purpose of terrorism or subversion of the democratic order (article 25-*quater* of Legislative Decree 231/2001);
- practices of mutilation of female genital organs (article 25-*quater*.1 Legislative Decree 231/2001);
- crimes against individual personality (Article 25-*quinquies* of Legislative Decree 231/2001);
- market abuse (article 25-*sexies* Legislative Decree 231/2001);
- negligent homicide or serious or very serious injuries committed by violating health and safety regulations in the workplace (Article 25-*septies* of Legislative Decree 231/2001);
- receipt, laundering and use of money, goods or benefits of illicit origin as well as self-laundering (article 25-*octies* of Legislative Decree 231/2001);
- crimes related to payment instruments other than cash and fraudulent transfer of assets (Article 25-*octies*.1 of Legislative Decree 231/2001);
- offences relating to copyright infringement (article 25-*novies* of Legislative Decree 231/2001);
- inducement to refrain from making statements or to make false statements to the judicial authorities (Article 25-*decies* of Legislative Decree 231/2001);
- environmental offences (article 25-*undecies* of Legislative Decree 231/2001);
- employment of third-country nationals without a valid permit of stay (article 25-*duodecies* Legislative Decree no. 231/2001);
- racism and xenophobia (article 25-*terdecies* of Legislative Decree 231/2001);
- fraud in sports competitions, illegal gambling or betting activities, and gambling conducted through prohibited devices (Article 25-*quaterdecies* of Legislative Decree 231/2001);
- tax crimes (Article 25-*quinquiesdecies* of Legislative Decree 231/2001);
- smuggling (article 25-*sexiesdecies* of Legislative Decree no. 231/2001);
- crimes against cultural heritage (article 25-*septiesdecies* of Legislative Decree 231/2001);
- money laundering of cultural assets and the destruction and plundering of cultural and landscape heritage. (art.25-*duodevicies* Legislative Decree no. 231/2001).

In addition, Law 146/2006, while not making a further amendment to the body of the **Legislative Decree**, has extended the liability of the entities also to the hypotheses of the commission of the so-called *transnational crimes*.

The description of individual conduct relevant for the purposes of criminal law is referred to in **Annex 1 - Catalogue of Offences and Administrative Offences**.

3 THE MODELS OF ORGANIZATION, MANAGEMENT, AND CONTROL

The Legislative Decree provides a **specific form of exemption from liability** for the Body if:

- the governing body has adopted and effectively implemented, before the commission of the act, "*organisation, management and control models*" suitable for preventing **Crimes**;
- the task of supervising the operation and compliance with the models, as well as keeping them updated, has been entrusted to an organisation board with autonomous initiative and control powers;
- individuals who commit an offence have acted fraudulently by ignoring the organizational and management models adopted by the body;
- there has been no omission or insufficient supervision by the body referred to in point b).

The **Organizational Model** is the set of rules, reported in the Special Part and in the Protocols, being of both behavioral nature ("*Principles of Behavior*"), and of control, the respect of which - in the performance of activities within the **Risk Processes** - **allows for the** prevention of illegal, incorrect and irregular behavior.

Failure by **Recipients** to comply with the Organisational Model, the Code of Ethics and/or the **Whistleblowing Procedure** is punishable. To this end, the Organisational Model also consists of a disciplinary system, provided for and illustrated in this document.

4 THE GUIDELINES OF CONFINDUSTRIA

In preparing this document, the Company has taken into account the Confindustria Guidelines.

It should be understood that the choice not to adapt the Organisational Model to certain indications referred to in the Confindustria Guidelines does not in any way affect its validity. The Organisation, Management and Control Models, in fact, having to be drawn up with reference to the concrete reality of the Company.

SECTION II

5 COMPANY DESCRIPTION

5.1 HISTORY AND ACTIVITIES OF TARGA TELEMATICS S.P.A.

Targa Telematics S.p.A is one of the main global players in the field of technologies dedicated to the Internet of Things (IoT) and the development of digital solutions and platforms for connected mobility. The company supports its customers in seizing the opportunities that Smart Cities and Smart Mobility represent in terms of developing smart mobility and environmental sustainability.

5.2 CODE OF ETHICS

Targa Telematics has a Code of Ethics in force that defines the values to which the **Company** is inspired in carrying out its activities.

The Code of Ethics contains the ethical principles and rules of conduct that the Upper Management, Employees, Consultants, Collaborators, Suppliers and all those who operate in the name of or on behalf of **Samac** are required to respect and/or share.

The provisions of the **Organisational Model** are inspired by the ethical principles and rules of conduct contained in the Code of Ethics and are integrated and consistent with it.

5.3 PURPOSE AND STRUCTURE OF THE ORGANISATIONAL MODEL

The adoption of an **Organisational Model** in line with the provisions of the **Legislative Decree** and in particular Articles 6 and 7, together with the adoption of the Code of Ethics, has been undertaken in the belief that this initiative can also constitute a valid tool for raising Recipient awareness, so that they adopt appropriate behaviour in line with the model when carrying out their activities, so as to prevent the risk of committing predicate offences.

More specifically, the Model aims to:

- a) prepare a **structured and organic system of prevention and control**, aimed at reducing the risk of committing offences related to corporate activity and preventing/combating any potential illegal conduct;
- b) to ensure that all those who operate in the name and/or on behalf of the Company, especially in the "high-risk areas," are aware that, in the event of a violation of the provisions outlined therein, they

- could incur an offense subject to sanctions, potentially even criminal, and that such violations could also result in sanctions against the Company.
- c) to inform the Recipients that the violation of the provisions contained in the Model, which they are required to comply with, will result in the application of specific sanctions and, in the most serious cases, the termination of the contractual relationship.
 - d) reiterate that **the Company does not tolerate unlawful conduct**, of any kind and regardless of any purpose, as such conduct (even in the event that

The Company was apparently in a position to take advantage of it) are in any case contrary to the ethical principles to which the **Company** intends to adhere.

The Organizational Model prepared by the Company is aimed at defining a preventive control system, primarily designed to plan the training and implementation of the Company's decisions in relation to the risks/Offenses to be prevented. It consists, in addition to this General Section, in particular of:

- A Special Section aimed at regulating the conduct of activities, particularly concerning high-risk processes, by establishing appropriate principles of behavior, as well as the separation of duties among those who carry out crucial phases or activities within these processes.
- The Ethical Code, which identifies the primary values to which the Company intends to adhere and therefore establishes the general guidelines for the Company's activities
- An updated, formalized, and clear organizational system that ensures a coherent assignment of tasks and an appropriate level of segregation of functions.
- A clear assignment of authorization and signing powers, consistent with organizational and management responsibilities.
- Control measures, primarily related to the potential commission of predicate offenses, capable of providing timely reports on the existence and emergence of general and/or specific critical situations.

6 RECIPIENTS

This **Organisational Model** is intended for:

- Chairman, Chief Executive Officer, and other members of the Board of Directors (Corporate Management);
- Employees or other individuals – regardless of the relationship they have with the Company
- Who are subject to the direction or supervision of one of the individuals mentioned above.

Compliance with the requirements dictated by the **Legislative Decree**, as well as compliance with the behavioural principles indicated in the **Code of Ethics**, is also required of Third Parties operating for the Company through the provision – where possible – of specific contractual clauses.

7 ADOPTION OF THE ORGANISATIONAL MODEL BY THE COMPANY

Targa Telematics – within the framework of the already existing preventive control system – has implemented the necessary activities to adjust this control system to the provisions of the Legislative Decree.

With the adoption of the Organizational Model, **the Company** has set the goal of establishing a set of **Principles of Conduct** and operational procedures aimed at planning the training and implementation of decisions related to the offenses to be prevented, in compliance with the system of assigning functions and delegating powers, as well as internal procedures.

The Special Part and the Protocols, intended as rules to be followed by the Recipients, are added to the entire **Samac** organisational complex (organisational charts and system of attribution of powers) and are integrated and compatible with it.

The **Organisational Model** was adopted by the Board of Directors of **Targa Telematics**.

Changes or additions to the **Organisational Model** must be approved by the Board of Directors.

For non-substantial changes, the Board of Directors will appoint a delegated person who can refer to the opinion of the **Supervisory Body**. These changes will be communicated to the Board of Directors and ratified by it or possibly supplemented or modified at the first possible meeting. The pending ratification does not render ineffective the amendments adopted in the meantime.

7.1 IDENTIFICATION OF RISK PROCESSES

Article 6, paragraph 2, letter a) of the Legislative Decree expressly provides that the Organisational Model must *"identify the activities within which crimes could be committed"*. Therefore, Samac has analysed the company's activities, the processes of training and implementation of decisions within the individual company areas as well as the internal control systems.

In particular, within the scope of the aforementioned activities, Targa Telematics, with the support of external consultants, has taken the following actions:

- a) identify the activities within which Offences could be abstractly committed;
- b) analyse the potential risks of wrongdoing as well as any methods of committing the same;
- c) identify the subjects and company functions concerned;
- d) define and, if necessary, adapt the internal control system.

7.2 IDENTIFICATION AND ASSESSMENT OF HIGH-RISK ACTIVITIES

At the end of the checks referred to in the previous paragraph 7.1, the Company identified the business activities or phases of these activities where offenses and/or administrative violations may potentially be committed (hereinafter referred to as "High-Risk Processes").

In order to identify the High-Risk Processes, the Company – with the support of external consultants – has carried out the following activities:

- a) scrutiny of Samac's official documentation;
- b) detailed mapping of company operations, based on Samac's organisational units and carried out through interviews and survey questionnaires;

- c) detailed analysis of each individual activity, aimed at verifying the precise contents, the concrete operating procedures, the distribution of competences, as well as the existence or non-existence of each of the criminal offences specified by the Legislative Decree.

Specifically, the **Processes at Risk** in which **Crimes** can be committed abstractly, are shown below:

Process	Activity
Purchase of goods, services and consultancy;	<ul style="list-style-type: none"> - Selection and management of the relationship with suppliers / contractors (including installers) - Selection and management of the relationship with consultants
Shareholders' obligations	<ul style="list-style-type: none"> - Management of relations with shareholders and other corporate bodies (including the Board of Statutory Auditors and the Independent Auditors)
OF GOODS AND SERVICES	<ul style="list-style-type: none"> - Installation of third-party devices
Gifts and donations	<ul style="list-style-type: none"> - Disbursement of donations - Provision of gifts
Management of cash and financial flows;	<ul style="list-style-type: none"> - Management of relations with credit institutions (opening and closing current accounts) - Active cycle management; - P.10 Management of the accounts payable cycle - Management of financial resources: management of receipts and payments as well as cash management
Administrative and accounting management	<ul style="list-style-type: none"> - Asset Management - Warehouse management - Keeping of accounts and archiving of documentation
Management of tax obligations;	<ul style="list-style-type: none"> - Tax credits - Payment of taxes and interest or administrative penalties - Preparation and filing of tax returns
Management of compliance with workplace health and safety	<ul style="list-style-type: none"> - Management of health and safety obligations: identification and formalization of the appointments of the responsible parties, risk assessment and formalization of the Risk Assessment Document (DVR), evaluation and preparation of the Single Interference Risk Assessment Document (DUVRI), identification of the SPP, carrying out health surveillance, information and training of workers.
Management of Receivables	<ul style="list-style-type: none"> - Management of credit positions and their recovery initiatives

Process	Activity
Management of Relations with Public Administration	<ul style="list-style-type: none"> - Management of relations with officials/bodies of the Public Administration and with the guarantor and supervisory Authorities (by way of example: AGCM and Privacy Guarantor), also during audits and with Law Enforcement
Litigation management	<ul style="list-style-type: none"> - Management of judicial proceedings (civil, criminal or administrative) and relations with the judicial authority
Management of the environmental system;	<ul style="list-style-type: none"> - Waste management (production, temporary storage, transport and disposal), including through external suppliers
Management of the business activities	<ul style="list-style-type: none"> - Management of the negotiating relationship with public bodies - Participation in public tenders or procedures with public evidence - Participation in tenders/ negotiation with clients / potential clients, definition of contractual conditions and terms and management of the negotiation relationship with private entities
Management of imports and exports of goods and payment of customs duties	<ul style="list-style-type: none"> - Management of relations with the freight forwarder and customs obligations - Management of imports and exports of goods and payment of customs duties
Management of financing, grants or contributions	<ul style="list-style-type: none"> - Request and disbursement of grants, subsidies or financing by public bodies (including bodies of the European Union)
Marketing and communications	<ul style="list-style-type: none"> - Management of activities aimed at promoting the company's services, including through publication on the website/on social media - Sponsorship management;
Extraordinary Operations	<ul style="list-style-type: none"> - Management of extraordinary operations (such as mergers, demergers and acquisitions)
Share Capital Transactions	<ul style="list-style-type: none"> - Management of activities aimed at defining operations on share capital and equity (for example, distribution of profits)
Inter-company Relations	<ul style="list-style-type: none"> - Transfer of assets and/or resources as well as provision of services to subsidiaries, associates or related parties - Provision of loans between Group companies
Drawing up the financial statements	<ul style="list-style-type: none"> - Drafting of the financial statements and reports

Process	Activity
Research & Development	<ul style="list-style-type: none"> - Design and development of software and hardware and implementation of new features on the product
Selection, hiring and management of human resources	<ul style="list-style-type: none"> - Management of administrative requirements relating to personnel - Management of the reward and incentive system - management of expense reports and relative reimbursements; - SELECTION, HIRING AND MANAGEMENT OF HUMAN RESOURCES
Information systems	Management of Information Systems

With reference to the **Risk Processes** reported above, the following categories of **Offences** are abstractly applicable:

- **offences committed in dealings with the Public Administration** (articles 24 and 25);
- **computer crimes and illegal processing of data** (article 24-bis);
- **crimes of organized crime (Article 24-ter);**
- **forgery of coins, public credit cards, revenue stamps and identification tools or identifying markings** (article 25-bis);
- **crimes against commerce and industry** (article 25-bis.1);
- **corporate crimes** (article 25-ter);
- **crimes against individual personality (Article 25-quinquies);**
- **negligent homicide or serious or very serious injuries committed by violating health and safety regulations in the workplace (Article 25-septies);**
- **receipt, laundering and use of money, goods or benefits of illicit origin as well as self-laundering** (article 25-octies);
- **offences relating to non-cash payment instruments** (article 25-octies.1);
- **crimes related to the violation of copyright (Article 25-novies);**
- **inducement to refrain from making statements or to make false statements to the judicial authorities (Article 25-decies);**
- **environmental offences** (article 25-undecies);
- **offence of employing third-country nationals without a valid permit of stay** (Article 25-duodecies);
- **tax crimes (Article 25-quinquiesdecies);**
- **smuggling** (article 25-sexiesdecies);
- **transnational crimes** (Law 146/2006).

The **Company**, in relation to the social activity carried out, considers the following **Crimes** not applicable:

- **crimes with the aim of terrorism or subversion of the democratic order (Article 25-quater);**
- **practices of female genital mutilation (Article 25-quater 1);**
- **market abuse (Article 25-sexies);**
- **racism and xenophobia (Article 25-terdecies);**
- **fraud in sports competitions, illegal gambling or betting activities, and gambling conducted through prohibited devices (Article 25-quaterdecies), introduced by Law 39/2019;**
- **crimes against cultural heritage** (article 25-septiesdecies of Legislative Decree 231/2001);
- **money laundering of cultural goods and the destruction and plundering of cultural and landscape heritage (Article 25 duodevicies)**

The Company is committed to continuously monitoring its activities, both in relation to the offenses listed above and in relation to any potential amendments and additions to the Legislative Decree.

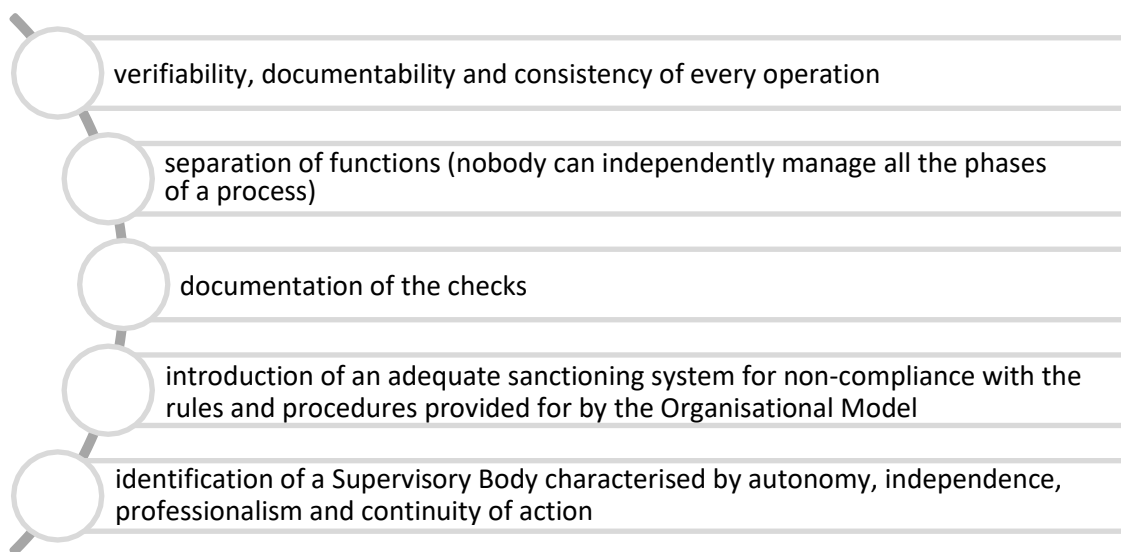
7.3 Design of Organizational and Procedural Controls

Pursuant to the provisions of article 6, paragraph 2, of the Decree, the **Organizational Model** must, among other things, *“provide for specific protocols aimed at planning the formation and implementation of the decisions of the body in relation to the crimes to be prevented”*.

The aforementioned provision highlights the need to establish – or improve where existing – specific mechanisms for the proceduralisation of management and decisions, in order to make the various phases of each business process documented and verifiable.

It is therefore evident that the set of organizational structures, activities, and operational rules to be applied – as directed by management – within the company must be specifically designed to achieve this particular goal, with the intention of ensuring, with reasonable certainty, the achievement of the objectives within an adequate and efficient risk monitoring system, including the risk of incurring the sanctions provided for by the Legislative Decree.

The existing organisational structure is inspired by the following principles:



8 DISSEMINATION, COMMUNICATION, AND TRAINING

Adequate training and constant/periodic informing of personnel regarding the principles and requirements contained in the **Organisational Model** are factors of great importance for the correct and effective implementation of the company's prevention system.

The **Recipients** are required to have full knowledge of the objectives of fairness and transparency that are intended to be pursued with the **Organisational Model** and the methods through which **Samac** intends they be pursued, preparing an adequate system of procedures and checks.

8.1 The Initial Communication

The adoption of the **Organisational Model** with its annexes and the **Whistleblowing Procedure** is communicated to all **Recipients** at the time of adoption. The newly added resources are given an information set containing this document “Organization, management and control model pursuant to Legislative Decree 231/2001” with its annexes, the **Code of Ethics** and the **Whistleblowing Procedure**. The delivery of the aforementioned documentation must result from mechanisms – including IT – capable of proving its actual receipt; in compliance with current legislation on labour law, the Model may be posted in a place accessible to all.

8.2 Communication regarding any changes to the Model Organizational:

Any change to the Organisational Model must be communicated to the **Recipients**, with an explanation of the changes themselves, by a method – including electronic – which is able to demonstrate the effective and conscious receipt of the communication.

8.3 Training

Training aimed at disseminating knowledge of the legislation referred to in the **Legislative Decree** is differentiated, in content and in delivery methods, depending on the qualification of the Recipients, the risk level of the area in which they operate and whether or not they have representative functions with **Samac**.

In particular, the level of training and information for **Samac** personnel will have a greater degree of depth for those who operate in areas of activities at risk.

In addition to specific courses, training also includes the use of dissemination tools such as, by way of example, occasional update emails or internal information notes.

In any case, following the formal adoption of the Organizational Model by the Board of Directors, a general introductory course will be held aimed at illustrating the regulatory framework, the principles of the Organizational Model, the information obligations, and the behavioral rules to be followed in high-risk areas.

The training program can be carried out in ways that allow, among other things, all **Recipients** to be updated on changes, additions to the legislation and the **Organizational Model**.

For new hires operating in the areas of at-risk activities, specific training moments will be provided, subject to agreement with the relevant hierarchical manager.

Compulsory participation in training sessions will be formalized by a signature confirming attendance, even via electronic methods.

Failure to participate without good reason may be viewed by **Samac** as a violation of the **Organisational Model**.

The **SB** is assigned the task of verifying that the company functions implement initiatives for the dissemination of knowledge and understanding of the **Organisational Model**. As part of its responsibilities, the Supervisory Body (OdV) may implement specific controls, including random checks or evaluation/self-assessment tests, aimed at verifying the quality of the content of the training programs and the actual effectiveness of the training provided.

8.4 Information to third parties

Targa Telematics promotes knowledge and compliance with the **Legislative Decree**, the **Code of Ethics** and the **Whistleblowing Procedure** also among Third Parties.

Therefore, the General Section of the Organizational Model, the Ethical Code, and the Whistleblowing Procedure are made known to Third Parties through publication on the Company's website.

In addition, contracts with **Third Parties** must provide – where possible – contractual clauses by virtue of which the **Third Party** undertakes to comply with the principles of the **Legislative Decree** and the **Code of Ethics**.

9 DEFENCE OF THE BODY AND APPOINTMENT OF THE DEFENCE COUNSEL

Consistent with the provisions of art. 39 paragraph 1 of Legislative Decree 231/2001¹, in the event of a proceeding against the Company pursuant to Legislative Decree 231/2001, the appointment of the lawyer must be made by a person with the necessary powers, after verifying any situations of conflict of interest with the Company. In such cases, the Company's counsel may not be appointed by a suspected/accused person within the aforementioned procedure².

10 SUPERVISORY AND CONTROL BODY

10.1 Role of the Supervisory Body

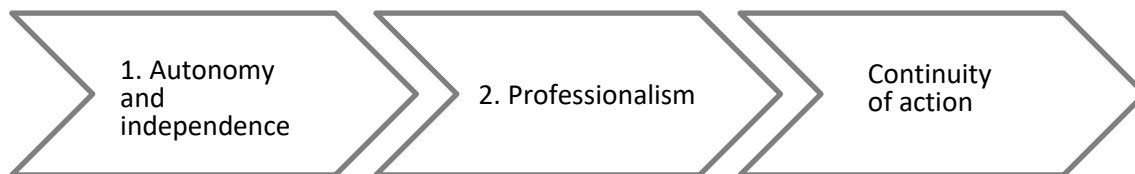
The Board of Directors of **Targa Telematics**, in implementation of the provisions of the **Legislative Decree**, has established the **Supervisory and Control Body (SB)**, which is entrusted with the task of **supervising the operation and compliance with the Organisational Model**, as well as updating it through the formulation of suggestions and proposals for adapting the Organisational Model to the Board of Directors and the subsequent verification of their implementation. The activities of supervision and control outlined in the Organizational Model are therefore the responsibility of the Supervisory Body of Targa Telematics.

The appointment of the SB, as well as any revocation (for just cause), is the responsibility of the Board of Directors. The Supervisory Body (OdV) reports directly to the Board of Directors.

¹ "The entity participates in the criminal proceedings with its legal representative, unless the latter is charged with the offence on which the administrative offence depends".

² In accordance with the dictates of recent jurisprudence (i.e. Cass. 22 September 2022, no. 35387/2022).

According to the provisions of the Decree (articles 6 and 7) According to the indications in the accompanying report to the Legislative Decree, the characteristics of the Supervisory Body (OdV) must be:



1. Autonomy and independence

The requirements of autonomy and independence guarantee the effective fulfilment of the tasks and functions assigned to the SB. To this end, it is necessary that the SB is not directly involved in the management activities that constitute the object of its control activity nor is it hierarchically subject to those who carry out said activities.

These requirements can be obtained by guaranteeing the SB the highest hierarchical independence, providing for **reporting** to the Company Upper Management, or to the Chief Executive Officer and the other members of the Board of Directors.

2. Professionalism

The SB must possess appropriate technical and professional expertise for the functions they are called on to perform. These characteristics, together with independence, guarantee the objectivity of judgment.

3. Continuity of action

The SB must:

- 1 to continuously work on the supervision of the Organizational Model with the necessary investigative powers, also with the support of external consultants;
- 2 to oversee the implementation of the Organizational Model and promote its continuous update
- 3 not perform purely operational tasks that may affect the overall vision of the business activities that is required.

10.2 Composition and Appointment of the Supervisory Body

The Supervisory Body shall remain in office for the period defined by the governing body in the deed of appointment and may be re-elected.

The replacement of one or more members of the Supervisory Body (OdV) before the expiration of their term can only occur for just cause or justified reason, examples of which include: the voluntary resignation of a member of the Supervisory Body (OdV);

- incapacity due to natural causes;
- the occurrence of one of the causes of suspension or revocation referred to in paragraph 9.3 below.

The **Samac** Board of Directors establishes the annual remuneration owing to the **Supervisory Body** for the entire duration of the term of office.

The **Supervisory Body** is assigned an annual *budget*, established by resolution of the Board of Directors, so that the **SB** can carry out its tasks in full autonomy, without limitations that may arise from insufficient financial resources in its endowment. In any case, the **Supervisory Body may request from** the Board of Directors additional resources with respect to the endowment fund, useful to allow its normal operation and the performance of the analyses and investigations deemed necessary for the verification of the adequacy of the **Organisational Model**.

In cases of forfeiture, suspension and revocation of a member of the **Supervisory Body**, the Board of Directors shall reinstate its composition.

The SB is however deemed to have lapsed if the majority of the members fail, due to resignation or other causes. In this case, the Board of Directors appoints the new members.

In the event of the appointment of a multi-subject Supervisory Body, the **SB** will self-regulate through a specific Regulation, accompanied by rules aimed at ensuring its best functioning. The adoption of this regulation shall be brought to the attention of the Board of Directors at the first possible meeting.

10.3 Causes of (In)eligibility, Revocation, Expiry, and Suspension of the Supervisory Body

Ineligibility and forfeiture

Without prejudice to the assessment by the Board of Directors as indicated below, **they cannot assume** the role of members of the Supervisory Body and if **appointed**, those who:

- a) have kinship relationships within the second degree or marriage (or de facto cohabitation situations comparable to marriage) with members of the Board of Directors and the Board of Statutory Auditors, as well as with senior management of the Company;
- b) conflicts of interest, including potential ones, with the Company such as to undermine the independence required by the role and tasks of the Supervisory Board;
- c) own, directly or indirectly, shareholdings of such magnitude as to entail control or significant influence over the Company, also pursuant to Article 2359 of the Italian Civil Code;
- d) hold administrative functions with delegations or executive roles within the Company;
- e) not be in the legal status of barred, restricted, bankrupt or convicted for an offence that imposes the interdiction, even temporary, from public offices or the inability to exercise management offices;
- f) have been subjected to preventive measures ordered by the judicial authority, without prejudice to the effects of rehabilitation;
- g) have been convicted with an irrevocable sentence, without prejudice to the effects of rehabilitation:
 - for the commission of one of the offences referred to in the Legislative Decree;

- imprisonment for one of the crimes provided for in title XI of book V of the Civil Code or for one of the crimes provided for by bankruptcy law;
 - imprisonment for more than two years for any misdemeanor;
- h) have brought criminal convictions or other sanctioning measures in foreign States for cases corresponding to those mentioned above.

For the purposes of applying the provisions of this paragraph, a sentence of conviction is also understood to be that pronounced pursuant to Article 444 of the Code of Criminal Procedure, without prejudice to the effects of the judicial declaration of extinction of the offence pursuant to Article 445, second paragraph, of the Code of Criminal Procedure.

It will be the responsibility of the **SB** to promptly notify the Board of Directors of the occurrence of causes of forfeiture.

If one of the aforementioned causes of forfeiture occurs, the Board of Directors, having carried out the appropriate assessments, after consulting the interested party and the other members of the SB, after obtaining the opinion of the Board of Statutory Auditors, must adopt by an absolute majority the measures it deems appropriate until the declaration of forfeiture of the member.

In the event that the SB is also composed of members belonging to the Board of Statutory Auditors, the prior hearing of the Board of Statutory Auditors must be carried out only with respect to the members of the Board not belonging to the SB.

The resolution of forfeiture must be communicated to the Shareholders' Meeting at the first useful opportunity.

Suspension

The following constitute grounds for suspension from the role of member of the Supervisory Body:

- a) the conviction with a non-definitive sentence for the crimes indicated in letter g) of the previous paragraph among the causes of ineligibility and forfeiture;
- b) the provisional application of one of the preventive measures envisaged by art. 10 paragraph 3, of the law 31 May 1965 n. 575, replaced by Article 3 of the Law of 19 March 1990 n. 55 and subsequent amendments and additions.

In the event of one of the aforementioned causes of suspension, the Board of Directors, having carried out the appropriate investigations, after hearing the interested party and the other members of the SB, after obtaining the opinion of the Board of Statutory Auditors, must adopt by an absolute majority the measures it deems appropriate until the declaration of suspension of the member.

In the event that the SB is also composed of members belonging to the Board of Statutory Auditors, the prior hearing of the Board of Statutory Auditors must be carried out only with respect to the members of the Board not belonging to the SB.

The resolution of suspension must be communicated to the Shareholders' Meeting at the earliest opportunity.

Revocation

The following are grounds for **revocation** from the role of member of the Supervisory Board, by way of example but not limited to:

- significant breaches with respect to the mandate conferred, with regard to the tasks indicated in the Organisational Model;
- violation of the obligations referred to in the SB Regulations, if adopted;
- absence from meetings for 12 consecutive months without good reason;
- the occurrence of circumstances such as to seriously and well-foundedly impair the independence or autonomy of judgment of the member;
- a final conviction of the Company pursuant to the Legislative Decree, or a final judgment following a plea bargain, where the records show an "omitted or insufficient supervision" by the Supervisory Body, as provided for under Article 6, paragraph 1, letter d) of the Decree;
- a sentence of irrevocable conviction, except for the effects of rehabilitation, or a final sentence that applies the penalty at the request of the parties, except in the case of the extinction of the crime, issued against one of the members of the SB for having committed one of the crimes provided for by the **Legislative Decree**;
- breach of the obligations of confidentiality.

In the event of one of the aforementioned causes of revocation, the Board of Directors, having carried out the appropriate investigations, after hearing the interested party and the other members of the SB, after obtaining the opinion of the Board of Statutory Auditors, must adopt by an absolute majority the measures it deems appropriate until the declaration of revocation of the member.

In the event that the SB is also composed of members belonging to the Board of Statutory Auditors, the prior hearing of the Board of Statutory Auditors must be carried out only with respect to the members of the Board not belonging to the SB.

The resolution of revocation must be communicated to the Shareholders' Meeting at the earliest opportunity.

In the event that the SB is also composed of employees of the Company, the dismissal of the employee who is part of the SB, for the entire duration of the assignment and for six months following its termination, as well as for resignation, may only take place for just cause or justified reason under the law, and will be, in the latter two cases, duly justified. The termination of the employment relationship with the Company of the internal subject, for any reason due, determines the simultaneous forfeiture of the office of member of the SB, unless otherwise resolved by the governing body.

10.4 Verification Activities of the Effectiveness and Ongoing Updating of the Organizational Model and Action Plan

The **SB**, in coordination with the heads of the organisational units involved from time to time, must periodically verify the effectiveness and suitability of the **Organisational Model** to prevent offences referred to in the **Legislative Decree** being committed. In particular, the following are envisaged:

1. **checks on individual acts.** To this end, it will periodically carry out a verification of the acts and contracts relating to the processes at risk, according to the methods identified by the same;
2. **verification of the Special Part and the Protocols.** To this end, it will periodically verify the effectiveness and implementation of the Special Part and the Protocols of this Organisational Model;

3. **verification of the level of knowledge** of the Organisational Model also through the analysis of requests for clarification or reports received; **periodic updating** of the **Risk Assessment** activity aimed at reviewing the map of potentially at-risk activities, in particular in the event of changes in the organisation or business of the Company, as well as in the event of additions or changes to the Legislative Decree.

For the purposes of a planned exercise of the supervisory powers assigned, the **SB** annually presents its **Intervention Plan** to the Board of Directors, informing it of the activities it plans to carry out and the areas that will be subject to audits. In any case, the **Supervisory Body** may carry out, in the context of sensitive company activities and if it deems it necessary for the performance of its functions, checks not provided for in the Intervention Plan (so-called “surprise checks”).

In the implementation of the Intervention Plan, the **SB** adopts procedures useful for carrying out supervisory and control activities, which will be communicated to the departments concerned, and may establish working groups on particular issues. In the event of special circumstances (for example, the emergence of previous **Violations** or high turnover), the **SB** will take care to apply systematic procedures for the search and identification of the risks under analysis.

In particular, it may request to consult the documentation relating to the activity carried out by individual Offices or Organisational Units and by the subjects in charge of the processes at risk subject to check and/or verification, possibly extracting a copy, as well as carrying out interviews and requesting, where appropriate, written reports. During these operations, the Head of the Office or of the organisational unit concerned must be kept constantly informed.

The Supervisory Body, following checks carried out, may report any observations and/or suggestions to the hierarchical Manager of the person who committed the **Violation**.

The activity carried out by the **SB** must be documented, even in summary form. The relevant documentation must be kept by the **SB** itself, so that confidentiality is ensured, also in compliance with the legislation on the protection of personal data.

Following the checks carried out, and the regulatory changes that have occurred from time to time as well as the possible occurrence of new at risk processes, the **SB** proposes to the Board of Directors the adjustments and updates to the **Organisational Model** that it deems appropriate.

For the verification activity, the **SB** can make use of the support of external consultants with adequate expertise in the field.

10.5 Information flows to the SB

For the purposes of effective supervision of the implementation of the **Organisational Model**, the **Recipients**, by reason of their role and responsibilities, are required to transmit the information flows to the **Supervisory Body** as indicated in the **Organisational Model** and summarized in Annex 2 “*List of Information Flows to the Supervisory Body*” (hereinafter the “Information Flows”).

Information Flows can be forwarded In the following ways:

- Email address: odv@targatelematics.com
- to the postal address: **Targa Telematics S.p.A.**
attn: the Supervisory Body
Via Enrico Reginato 87, 31100 Treviso
(TV), Italy

In any case, the **SB** is granted all the powers pursuant to the **Organisational Model** to request at any time any information, data, document, news from the **Recipients**. The **Recipients** must provide what is required to the SB without delay.

It remains a principle that any information or news that may be considered relevant under the **Organisational Model** must be transmitted to the **SB** without delay.

In addition to the **Information Flows** as indicated in the **Organisational Model**, the **Company Management** is required to communicate to the **Supervisory Body**:

- a) any changes concerning both the delegation system and **Samac**'s organisational structure;
- b) any new business activity;
- c) any information relevant to the respect, operation and updating of the **Organisational Model**.

10.5.1 Archiving

All Information Flows sent to the Supervisory Body (OdV) are processed and stored by the OdV in a dedicated digital and/or paper archive, maintained in compliance with the provisions of European Regulation 2016/679 on the protection of personal data (GDPR).

10.6 Reporting of Violations – Whistleblowing

Recipients who decide to **Report** an **Infringement** must comply with the procedures set out in the **Whistleblowing Policy**.

In particular, internal reports can be made through the following methods:

- in written form through the IT platform <https://targatelematics.integrityline.com>
- verbally if requested By means of a request for a meeting with the Reporting Manager, conveyed through the platform or by any other means suitable for

Receipt.

The meeting will be set by the Whistleblower within a reasonable time.

The prohibition of retaliation is provided for by article 17 of Legislative Decree 24/2023, which is understood to be fully referred to herein.³ The acts taken in violation of this prohibition are null and void.

10.7 Information Provided by the Supervisory Body to the Corporate Bodies

The Supervisory Body (OdV) reports directly to the Board of Directors on matters relating to the:

Organisational Model

The Supervisory Body (OdV) informs the Board of Directors, including in writing, about the application and effectiveness of the Organizational Model at least annually (specifically indicating the controls carried out and their outcomes, as well as any updates to the risk processes), or at different times in relation to specific or significant situations.

The **SB** may be convened by the Board of Directors to report on its activity and may request to confer with the same.

The Supervisory Body (OdV) may also request to be heard by the Board of Directors whenever it deems it appropriate to promptly report Violations or to draw attention to critical issues concerning the functioning of and compliance with the Organizational Model. In case of necessity and/or urgency, the Supervisory Body (OdV) may directly communicate with the Chairman or the Chief Executive Officer of the Board of Directors.

The **SB** is competent to provide the appropriate clarifications in the presence of interpretative issues or questions relating to the **Organisational Model**.

10.8 Relations with the Board of Statutory Auditors and the Auditing Firm

The Supervisory Body periodically convenes meetings with the Board of Statutory Auditors and the Independent Auditors during which it examines the main activities carried out within the scope of their respective competences and any findings that may have emerged. The company departments concerned may be invited to these meetings from time to time with reference to the issues under analysis.

¹ article 17 para. 1 “The entities or persons referred to in article 3 may not suffer any retaliation” refers to:

- a) the whistleblowers (as defined in the *Whistleblowing Procedure*);
- b) facilitators (as defined in the *Whistleblowing Procedure*);
- c) persons of the same working context (as defined in the *Whistleblowing Procedure*) as the whistleblower who are linked to them by a stable emotional bond or kinship within the fourth degree;
- d) the colleagues of the whistleblower who work in the same working context and who have a habitual and current relationship with said person;

- e) the entities owned by the whistleblower or for which the same persons work, as well as the entities that operate in the same working context as the aforementioned persons.

11 MANAGEMENT OF FINANCIAL RESOURCES

Article 6, paragraph 2 letter c) of the **Legislative Decree** requires the identification of the methods of management of financial resources suitable to prevent the commission of crimes. Therefore, in addition to the provisions of the Code of Ethics and the Special Part of the Organisational Model, the following control measures are provided as part of the Financial and Monetary Flows process:

- definition of a procedure for the control of financial flows and the traceability of payments;
- use of traceable payment instruments and definition of thresholds for cash payments;
- formal and substantive controls of corporate cash flows;
- Verification of the regularity of payments, with reference to the full alignment between the recipients/initiators of the payments and the counterparts actually involved in the transactions.

Article 6, paragraph 2 letter c) of the **Legislative Decree** requires the identification of the methods of management of financial resources suitable to prevent the commission of crimes. Therefore, in addition to the provisions of the Code of Ethics and the Special Part of the Organisational Model, the following control measures are provided as part of the Financial and Monetary Flows process:

- definition of a procedure for the control of financial flows and the traceability of payments;
- use of traceable payment instruments and definition of thresholds for cash payments;
- formal and substantive controls of corporate cash flows;
- Verification of the regularity of payments, with reference to the full alignment between the recipients/initiators of the payments and the counterparts actually involved in the transactions.

SECTION III

12 DISCIPLINARY SYSTEM

12.1 General Principles

This disciplinary system is adopted pursuant to Article 6, paragraph two, letter e) and Article 7, paragraph four, letter b) of the **Legislative Decree**.

The Disciplinary System is aimed at sanctioning **Violations**, including those ascertained following reporting (as described in the **Whistleblowing Procedure**).

The Disciplinary System has been prepared consistently with the provisions of art. 7 of Law 300/1970 and subsequent amendments (Workers' Statute), of the National Collective Labour Agreements (CCNL) of category applied to employees and of the regulatory and contractual provisions (CCNL Metalmeccanico – CCNL Industria for managers).

The imposition of disciplinary sanctions for Violations disregards the possible establishment of a criminal proceeding and the outcome of the consequent judgment for the commission of one of the Crimes.

12.2 Scope of Application

The disciplinary system applies to all **Recipients**, and in particular to:

- Employees (Managers and Clerks);
- Managers
- Upper Management
- Third parties

12.3 Violations

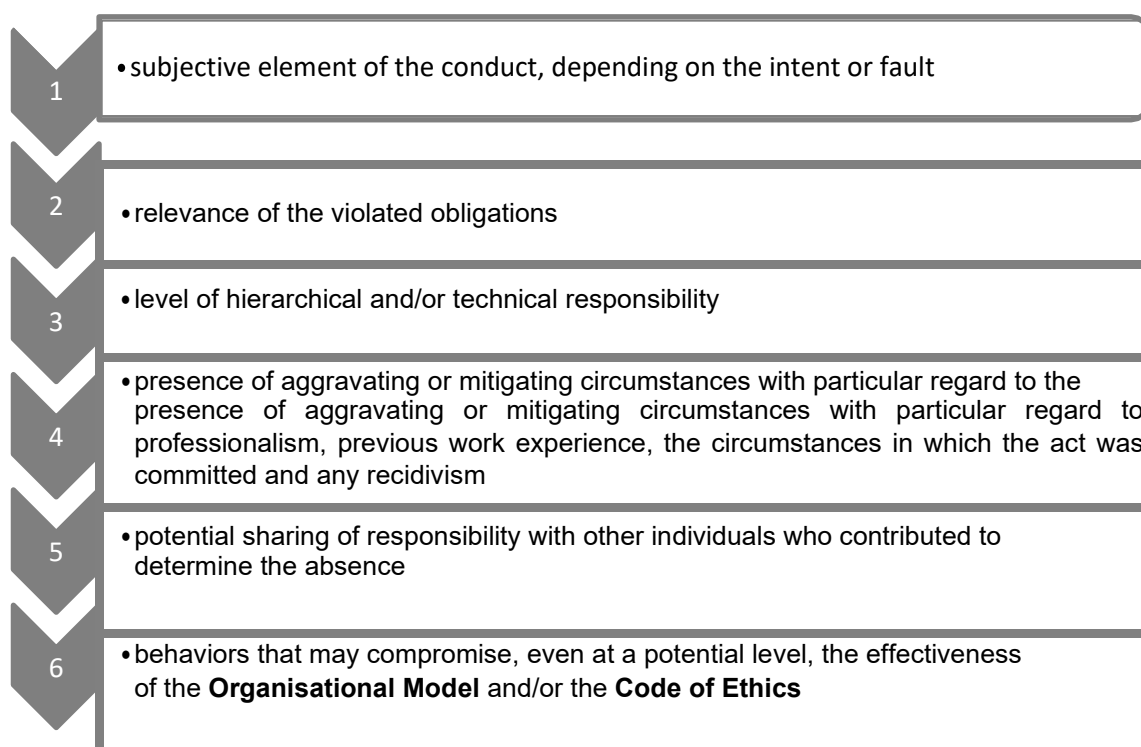
Sanctions may be applied in the case of conduct consisting of:

- a) **Violations**;
- b) Failure to comply with the Code of Ethics and/or the Whistleblowing Procedure;
- c) in **Violations** integrating, directly or indirectly, **Crime**;
- d) failure to participate, without justification, in the training provided on the subject of the **Legislative Decree, the Organisational Model** and the **Code of Ethics**;
- e) lack of or untrue evidence of the activities carried out with regard to the methods of documenting, storing and checking the acts relating to company protocols, in such a way as to prevent the transparency and verifiability thereof
- f) in the non-compliance with and/or circumvention of the checking system, implemented through the removal, destruction or alteration of supporting documentation, or in the performance of activities aimed at preventing the persons in charge and the **SB** from checking or accessing the requested information and documentation;
- g) failure to comply with the provisions relating to powers of signature and the delegation system;

- h) in non-compliance with the information obligations towards the SB. The list of cases is by way of example and not by way of limitation.

12.4 General Criteria for Imposing Sanctions

In individual cases of **Violation**, the type and extent of the specific sanctions will be applied in proportion to the seriousness of the misconduct and, in any case, in consideration of the elements listed below:



Where several offences punishable with different sanctions are committed in a single act, the most serious sanction shall be applied.

Regardless of the potential establishment of the procedure and/or the outcome of any criminal trial, the eventual application of any disciplinary sanction must be inspired by the principle of timeliness as far as possible and be compatible with the applicable CCNL.

In any event, the ownership and exercise of disciplinary power or the exercise of contractual rights must be exercised in compliance with the system of proxies and powers of attorney in force.

12.5 Sanctions for Employees (Managers – Clerks)

Pursuant to the combined provisions of Articles 5, letter b) and 7 of the **Legislative Decree**, without prejudice to the prior dispute and the procedure prescribed by article 7 of Law no. 300 of 20 May 1970 (so-called Workers' Statute) as well as by the National Collective Labour Agreement applicable to the Company's employees, the sanctions provided for in this paragraph may be applied, taking into account the general criteria above, against managers and clerks:

i. Verbal warning

The sanction of verbal recall may be imposed in cases of minor non-compliance with the **Organisational Model, Code of Ethics** and/or **Whistleblowing Procedure**.

ii. Written warning

The sanction of the written warning may be imposed in case of more serious non-compliance than those that involve the application of the verbal warning or in the case of recidivism, by the worker, in infractions punishable individually with the sanction of the verbal warning.

iii. Fine

In addition to cases of recidivism in the commission of non-compliance from which the application of the written warning may derive, the fine is applied if more serious non-compliance is detected than that entailed by the application of the written warning. The fine may be applied for a maximum of 3 hours of hourly pay calculated on the minimum scale.

iv. Suspension from pay and service

The sanction of suspension from remuneration and service may be imposed in the event of non-compliance with the Legislative Decree or serious non-compliance with the provisions of the **Organisational Model**, the **Code of Ethics** and/or the **Whistleblowing Procedure** or in cases of recidivism in the commission of non-compliance from which the application of the fine may derive. The suspension of remuneration and service can be applied for a maximum of 3 days.

v. Dismissal with notice

The sanction of dismissal with notice may be imposed in the event of non-compliance with the Legislative Decree or non-compliance with the provisions of the **Organisational Model**, the **Code of Ethics** and/or the particularly serious **Whistleblowing Procedure**, in cases of recidivism in the commission of non-compliance from which the application of the suspension from remuneration and service may derive or other infringements provided for by the CCNL.

vi. Dismissal without notice

The sanction of dismissal without notice may be imposed for non-compliance with the Legislative Decree or non-compliance with the provisions of the **Organizational Model**, the **Code of Ethics** and/or the **Whistleblowing Procedure** so serious as to terminate the fiduciary relationship with the Company and therefore not to allow the even provisional continuation of the employment relationship or other infringements provided for by the CCNL.

If the aforementioned employees have been provided with a power of attorney with the power to represent the Company externally, the imposition of the sanction may result in the revocation of the power of attorney itself.

In the course of the disciplinary proceedings, precautionary measures may also be ordered, including suspension.

12.6 Sanctions for Executives

Pursuant to the combined provisions of Articles 5, letter b) and 7 of the Legislative Decree and of the current legal and contractual regulations, the sanctions indicated in this point may be applicable for managers, observing the general criteria of enforcement, including formal ones (written challenge and request for justifications):

a) **Written warning**

The sanction of the written warning may be imposed in the event of more serious non-compliance with the Organisational Model or in the event of recidivism, by the worker, in offences punishable individually with the sanction of the verbal warning.

b) **Dismissal with notice**

The sanction of dismissal with notice may be imposed for non-compliance with the Legislative Decree or non-compliance with the provisions of the **Organizational Model**, the **Code of Ethics** and/or the **Whistleblowing Procedure** particularly serious, in cases of recidivism in the commission of infractions from which the application of the suspension from remuneration and service may derive or other infractions provided for by the CCNL.

c) **Dismissal without notice**

The sanction of dismissal without notice may be imposed for non-compliance with the Legislative Decree or non-compliance with the provisions of the **Organizational Model**, the **Code of Ethics** and/or the **Whistleblowing Procedure** so serious as to terminate the fiduciary relationship with the Company and therefore not to allow the even provisional continuation of the employment relationship or other infringements provided for by the CCNL.

If the managers have power of attorney with the power to represent Samac externally, the imposition of written censure may also result in the revocation of the power of attorney itself.

In the course of the disciplinary proceedings, precautionary measures may also be ordered, including suspension.

12.7 Sanctions for the Corporate Top Management

Violations of the **Organisational Model** and/or the **Code of Ethics** and/or the **Whistleblowing Policy** by the **Upper Management** are reported to the Board of Directors, which will take the most appropriate measures. Among the sanctions applicable to the Corporate Top Management are: the revocation of the delegation, power of attorney, and/or assignment given to the individual, and, if they are also employed by the company under an employment relationship, the sanctions outlined in the previous sections § 12.5 and 12.6 may also be applied.

Regardless of the application of the protective measure, it is without prejudice, however, to the **Company's** right to bring liability and/or compensation actions.

12.8 Violations and Sanctions for Third Parties

Targa Telematics believes that any behaviour carried out by **Third Parties** that may involve the risk of committing one of the **Offences** is to be censored. Therefore, consistent conducts:

- a) failure to comply with the principles contained in the **Company's Code of Ethics** relevant to the purpose of the assignment;
- b) in conduct, acts or omissions integrating a relevant offence pursuant to the **Legislative Decree**;
- c) in the further cases consisting of behavioural offences identified in the **Whistleblowing Procedure**,

will be considered as non-compliant with the contractual obligations with all legal consequences; this may involve – in the most serious cases and consistent with the contractual provisions – the termination of the contract and/or the revocation of the assignment as well as compensation for any damages sustained by the **Company**.

In case of any typos, inaccuracies, or unclear concepts in this document, the original Italian version shall prevail and serve as the official point of reference.

ATTACHMENTS

Annex 1 – Catalogue of Offences and Administrative Offences

Annex 3 – Information Flows to the Supervisory Body

__*END OF THE DOCUMENT*__