



Interpump Group S.p.A.

**Organization,
Management and Control Model**

pursuant to article 6, subsection 3 of Legislative Decree no. 231 of 8 June 2001

General Part

Approved by the Board of Directors

on 15/05/2024

DOCUMENT CONTROL SHEET**IDENTIFICATION**

DOCUMENT TITLE	Organization, Management and Control Model pursuant to article 6, subsection 3 of Legislative Decree no. 231 of 8 June 2001 <i>General Part</i>
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DEFINITIONS

- **Sensitive activities:** activities of the Company within the scope of which there is a risk, including potential, of committing the offences underlying the administrative liability of Entities pursuant to Legislative Decree no. 231/2001.
- **Code of Ethics:** Code of Ethics adopted by the Company, containing the principles and rules of conduct of fundamental importance for the smooth functioning, reliability of management and image of the Company.
- **Consultants:** individuals who, by reason of their professional skills, perform their intellectual work for or on behalf of the Company on the basis of a mandate or other professional relationship.
- **Decree:** Legislative Decree no. 231 of 8 June 2001, as amended or supplemented.
- **Employees:** persons who have a subordinate or para-subordinate employment contract (e.g. apprentices) with the Company, or who are hired by employment agencies.
- **Confindustria Guidelines:** a Confindustria document-guide to prepare the Organization, Management and Control Models referred to in the Decree.
- **Model:** Organization, Management and Control Model adopted by Interpump Group S.p.A. pursuant to Legislative Decree no. 231/2001 and approved by the Board of Directors of the Company.
- **Supervisory Body or S.B.:** a body set up by the Company pursuant to and for the purposes of article 6 of the Decree, responsible for supervising the functioning, effectiveness, adequacy and observance of the Organization, Management and Control Model and its updating.
- **Public Administration or P.A.:** this means all the public bodies that carry out administrative activity, i.e. that activity aimed at the tangible pursuit of public interests, also including public economic bodies, entrusted with the exercise of an economic activity and operating under private law. The figures that are relevant for the commission of the types of predicate offence under the Decree are: Public Official, a person who performs a legislative, judicial or administrative public function within the meaning of article 357 of the Criminal Code, and Person in Charge of a Public Service, a person who, in any capacity, performs a public service, to be understood as an activity governed in the same manner as a public function, but characterised by the lack of powers typical of the latter pursuant to article 358 of the Criminal Code.
- **Risk:** a risk is defined as “*any variable or factor within the company, either alone or in correlation with other variables, which may adversely affect the achievement of the objectives set out in Decree no. 231, in particular in article 6, subsection 1, letter a)*” (Ch. I, par. 1 of the Confindustria Guidelines).
- **Company or Interpump:** Interpump Group S.p.A., with registered office in Sant’Ilario d’Enza (RE), Via Enrico Fermi, 25.
- **Senior persons:** natural persons who hold positions of representation, administration or direction of the Company or one of its units with financial and functional autonomy, as well as individuals who exercise, including *de facto*, management or control of the Company.
- **Subordinate persons:** natural persons subject to the direction or supervision of senior persons.

- **Model implementation tools:** bylaws, organisational charts, granting of powers, job descriptions, policies, procedures, control protocols, organisational provisions and all other instructions, measures and acts of the Company.

DOCUMENT STRUCTURE

This document consists of a General Part and a Special Part.

The General Part deals with the description of the regulations contained in Legislative Decree no. 231/2001, an indication – in the parts relevant for the purposes of the Decree – of the legislation specifically applicable to the Company, a description of the predicate offences relevant to the Company, an indication of the recipients of the Model, the operating principles of the Supervisory Body, the definition of a system of penalties to protect against violations of the Model, an indication of the obligations to communicate the Model and to train personnel.

The purpose of the Special Part is to indicate the activities that, as a result of the risk analyses carried out, have been considered by the Company to be at risk of offences under the Decree (so-called, sensitive activities), the general principles of conduct, the elements of prevention to safeguard the aforementioned activities and the essential control measures devoted to preventing or mitigating offences. The Special Part is subdivided into Control Protocols relating to each business process. Each Protocol has the purpose of defining roles and responsibilities, as well as specifying the principles of conduct and control that all recipients of the same Protocol are required to observe in performing the identified sensitive activities.

The following also form an integral part of the Model:

- the **Risk Self Assessment**, aimed at identifying sensitive activities, referred to herein in full and filed in the Company records;
- the **Code of Ethics**, which defines the principles and rules of conduct of the Company;
- the **Disciplinary System**, aimed at sanctioning violations of the principles, rules and measures provided for in this Model, in compliance with the applicable C.C.N.L. (National Collective Labour Agreements) and applicable laws and regulations;
- the **Bylaws of the Supervisory Body**.

These acts and documents are available at the Company, in the manner provided for their dissemination.

1. LEGISLATIVE DECREE NO. 231/2001

1.1. Overcoming the *societas delinquere non potest* principle and administrative liability of Entities

Legislative Decree no. 231/2001, containing the “*Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality*”, was issued on 8 June 2001, in execution of the delegation referred to in article 11 of Law no. 300 of 29 September 2000, and came into force on 4 July 2001. The Legislator intended to bring domestic legislation on the liability of legal persons into line with international Conventions to which Italy has already adhered, such as the Brussels Convention of 26 June 1995 on the Protection of the European Communities’ Financial Interests, the Brussels Convention of 26 May 1997 on Fighting Corruption involving Officials of the European Union or Officials of EU Member States, and the OECD Convention of 17 December 1997 on Combating Bribery of Foreign Public Officials in International Business Transactions.

The Legislator, putting an end to a heated doctrinal debate, overcame the principle according to which *societas delinquere non potest*, introducing into the Italian legal framework a system of administrative liability for Entities in the event that certain specific offences are committed (or even attempted), in the interest or to the advantage of the same, by natural persons who hold positions of representation, administration or direction of the Entity or of one of its organisational units with financial and functional autonomy, as well as by natural persons who exercise, including *de facto*, the management and control of the Entity (so-called, persons in a senior management position) or by natural persons subject to the direction or supervision of one of the aforementioned persons (so-called, persons in subordinate positions).

The nature of this new form of liability for Entities is of a “mixed” kind and its peculiarity lies in the fact that it combines aspects of the criminal and administrative penalty systems. According to the Decree, in fact, the Entity is punished with a penalty of an administrative nature, since it is liable for an administrative offence, but the penalty system is based on the criminal process, i.e. the Authority entitled to challenge the offence is the Public Prosecutor, and the Criminal Court imposes the penalty.

The administrative liability for the Entity is separate and autonomous from that of the natural person committing the offence and exists even when the perpetrator of the offence has not been identified, or when the offence has been quashed for a reason other than amnesty. In any case, the liability for the Entity is always in addition to, and never in place of, that of the natural person who committed the offence.

The scope of application of the Decree is very broad and concerns all the Entities with legal personality, companies, associations, including those without legal personality, public economic bodies, and private entities entrusted with a public service. On the other hand, the legislation does not apply to the State, public territorial bodies, non-economic public bodies, and entities that perform functions of constitutional importance (such as, for example, political parties and trade unions).

The rule does not refer to Entities not established in Italy. However, in this regard, the order of the GIP (Preliminary Investigation Judge) of 13 June 2007 of the Court of Milan (*ex multis* GIP Milan, ord.

27 April 2004, and Court of Milan, ord. 28 October 2004; Court of Cassation, VI Criminal Sect., sentence no. 11626/2020) sanctioned, basing the decision on the principle of territoriality, the existence of the jurisdiction of the Italian judge in relation to offences committed by foreign Entities in Italy.

1.2. The predicate offences identified by the Decree and subsequent amendments

The Entity may only be held liable for offences – so-called predicate offences – that are relevant for the purposes of the Decree or, in any case, of a law that came into force before the act constituting the offence was committed.

At the date of approving this document, the predicate offences belong to the following categories:

- offences against the Public Administration (articles 24 and 25 of the Decree);
- computer crimes and unlawful processing of data (article 24-*bis* of the Decree);
- organised crime offences (article 24-*ter* of the Decree);
- transactional offences (article 10 of Law no. 146 of 16 March 2006);
- forgery of money, public credit cards, revenue stamps and identification instruments or signs (article 25-*bis* of the Decree);
- offences against industry and trade (article 25-*bis*.1 of the Decree);
- corporate offences (article 25-*ter* of the Decree);
- the offences of corruption among private individuals and incitement to corruption among private individuals (article 25-*ter*, subsection 1, letter *s-bis* of the Decree);
- offences with the purpose of terrorism and subversion of the democratic order (article 25-*quater* of the Decree);
- practices of female genital mutilation (article 25-*quater*.1 of the Decree);
- offences against the individual (article 25-*quinqies* of the Decree);
- market abuse offences (article 25-*sexies* of the Decree);
- the offences of manslaughter or serious or very serious injury, committed in violation of the rules on the protection of occupational health and safety (article 25-*septies* of the Decree);
- the offences of receiving, laundering and using money, goods or benefits of unlawful origin, as well as self-laundering (article 25-*octies* of the Decree);
- offences relating to non-cash payment instruments and fraudulent transfer of values (article 25-*octies*.1 of the Decree);
- copyright infringement offences (article 25-*novies* of the Decree);
- the offences of inducement not to make statements or to make false statements to the judicial authorities (article 25-*decies* of the Decree);
- environmental offences (article 25-*undecies* of the Decree);
- offences of employing third-country nationals whose residence is irregular (article 25-*duodecies* of the Decree);
- offences of racism and xenophobia (article 25-*terdecies* of the Decree);
- fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices (article 25-*quaterdecies* of the Decree);
- tax offences (article 25-*quinqiesdecies* of the Decree);

- smuggling offences (article 25-*sexiesdecies* of the Decree);
- offences against cultural heritage and laundering of cultural assets and devastation and looting of cultural and landscape assets (articles 25-*septiesdecies* and 25-*duodevicies* of the Decree).

For the sake of completeness, it should be noted that article 23 of the Decree punishes non-compliance with prohibitory penalties, which occurs when a penalty or prohibitory precautionary measure is applied to the Company pursuant to the Decree itself and, despite this, the same breaches the obligations or prohibitions inherent therein.

1.3. The perpetrators of the predicate offence

Pursuant to article 5 of Legislative Decree no. 231/2001, the Entity is liable for offences committed in its interest or to its advantage:

- by “*persons who hold positions of representation, administration or direction of the Entity or of one of its organisational units with financial and functional autonomy, as well as by persons who exercise, including de facto, the management and control of the same*” (so-called persons in senior management positions or senior persons – article 5, subsection 1, letter a of the Decree);
- by persons subject to the direction or supervision of one of the persons in a senior management position (so-called persons subject to the direction or supervision of others – article 5, subsection 1, letter b of the Decree).

The Entity is not liable, by express legislative provision (article 5, subsection 2 of Legislative Decree no. 231/2001), if the above-mentioned persons acted solely in their own interest or in the interest of third parties.

1.4. The interest or advantage for the Entity

Liability arises only when certain types of offences are committed by persons linked in various ways to the Entity, and only in cases where the unlawful conduct was carried out in the interest or to the advantage of the Entity. Therefore, not only when the unlawful conduct has resulted in an advantage, financial or otherwise, for the Entity, but also in the event that, even in the absence of such a concrete result, the offence is in the interest of the Entity.

With regard to the meaning of the terms “interest” and “advantage”, the Ministerial Report accompanying the Decree attributes to the former a subjective value, referring to the will of the material perpetrator of the offence (who must have acted with the aim of realising a specific interest of the Entity), and to the latter an objective value, referring to the actual results of its conduct (which, although not directly targeting an interest of the Entity, nevertheless realises an advantage in its favour). Moreover, the Report suggests that the investigation into the existence of the interest requires an *ex ante* verification, whereas the investigation into the advantage that can be gained by the Entity even when the natural person has not acted in its interest always requires an *ex post* verification, since only the result of the criminal conduct has to be assessed (Court of Cassation, II Criminal Sect., sentence no. 3615/2006).

1.5. Penalties under the Decree

The administrative liability introduced by the Decree is primarily aimed at affecting the assets of the Entity that has benefited from the commission or attempted commission of one or more predicate offence(s). For this reason, the penalty system envisaged has the precise intention of directly and effectively targeting the legal person.

The administrative penalties provided for by the Decree against the Entity as a result of the commission or attempted commission of the specific offences mentioned above, pursuant to article 9 of Legislative Decree no. 231/2001, are divided into:

- financial penalties;
- prohibitory penalties;
- confiscation;
- publication of the sentence.

From a general point of view, it should be pointed out that the ascertainment of the Entity's liability, as well as the determination of the substance and quantity of the penalty, are assigned to the Criminal Court having jurisdiction over the proceedings relating to the offences on which the administrative liability depends.

The Entity is therefore held liable for the offences identified in articles 24 et seq. of Legislative Decree no. 231/2001 even if they are carried out in the form of an attempt. In such cases, however, the financial and prohibitory penalties are reduced by between one third and one half.

The Entity shall not be liable if it voluntarily prevents the performance of the action or the realisation of the event.

Financial penalties

The financial penalties are regulated in articles 10, 11 and 12 of the Decree and apply in all cases in which the Entity is held liable. Financial penalties are applied in instalments, not less than 100 and not more than 1,000, while the amount of each instalment ranges from a minimum of euro 258 to a maximum of euro 1,549. The Court determines the number of instalments on the basis of the indices identified in the first subsection of article 11, i.e. the seriousness of the offence, the degree of liability of the Entity and the activity carried out to eliminate or mitigate the consequences of the offence and to prevent the commission of further offences; whereas, pursuant to the second subsection of article 11, the amount of the instalments is fixed on the basis of the economic and financial conditions of the Entity involved.

Prohibitory penalties

The prohibitory penalties, identified by the second subsection of article 9 of the Decree and imposed only in the cases strictly provided for and only for certain predicate offences, are:

- a) disqualification from exercising the activity;
- b) suspension or revocation of authorisations, licences or concessions functional to committing the offence;
- c) the prohibition to contract with the Public Administration, except to obtain the performance of a public service;

- d) the exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted;
- e) the ban on advertising goods and services.

As for financial penalties, the type and duration of prohibitory penalties are determined by the Criminal Court, taking into account the criteria specified in article 14 of the Decree. In any case, prohibitory penalties have a minimum duration of 3 months and a maximum duration of 2 years (art. 13, subsection 2 of the Decree). In the case of the commission of the offences of extortion, inducement to give or promise benefits and corruption, Law no. 3/2019 amended the fifth subsection of article 25 of Legislative Decree no. 231/2001, rewriting the duration of the prohibitory penalties that can be imposed in these cases, and in particular:

- if the aforementioned offences have been committed by a senior person, the duration is not less than 4 years and not more than 7 years;
- if the aforementioned offences have been committed by a non-senior person, the duration is not less than 2 years and not more than 4 years.

Finally, pursuant to subsection 5-*bis* of article 25 of Legislative Decree no. 231/2001, inserted by the aforementioned Law no. 3/2019, *“if, prior to the first instance judgement, the Entity has effectively taken steps to prevent the criminal activity from having further consequences, to ensure the evidence of the offences and the identification of the perpetrators or the seizure of the sums or other benefits transferred, and has eliminated the organisational deficiencies that led to the offence by adopting and implementing organisational models capable of preventing offences of the kind committed, the prohibitory penalties have the duration laid down in article 13, subsection 2”* (i.e. not less than 3 months and not more than 2 years).

One of the most important aspects to be emphasised is that prohibitory penalties may be applied to the Entity either at the outcome of the trial, i.e. once its guilt has been ascertained, or as a precautionary measure if at least one of the following conditions is met:

- the Entity has derived a significant profit from the offence and the offence was committed by persons in a senior management position or by persons subject to the direction or supervision of others when, in the latter case, the commission of the offence was determined or facilitated by serious organisational deficiencies (article 13, subsection 1, letter a) of Legislative Decree no. 231/2001);
- in the event of repeated offences (art. 13, subsection 1, letter b) of Legislative Decree no. 231/2001).

Confiscation

The confiscation of the price or profit of the offence is a mandatory penalty that follows any conviction (article 19 of the Decree).

Publication of the sentence

Publication of the sentence is a possible penalty and presupposes the application of a prohibitory penalty (article 18 of the Decree).

1.6. The adoption and implementation of an Organization, Management and Control Model as an exemption from administrative liability for offences

The Legislator recognises, in articles 6 and 7 of the Decree, specific forms of exemption from administrative liability for the Entity. In particular, in the case of offences committed by persons in senior management positions, article 6, subsection 1 of the Decree provides for a specific form of exemption from liability if the Entity proves that:

- the management body of the Entity, before the offence was committed, had adopted and effectively implemented an Organization, Management and Control Model capable of preventing the commission of offences of the kind that have occurred;
- a Body of the Entity has been set up, endowed with autonomous powers of initiative and control, with the task of supervising the operation of and compliance with the Model, as well as ensuring that it is kept up to date;
- the persons who committed the offence acted by fraudulently evading the aforementioned Model;
- supervision by the aforementioned Body of the Entity has not been omitted or neglected.

In particular, in order to avoid liability, the Entity must prove the absence of organisational fault, i.e. that the predicate offence was committed despite the fact that it had taken all appropriate measures to prevent offences and reduce the risk of their being committed.

In order for the Model to have an exempting effect, it must contain what is set out in article 6 of the Decree itself, which, in its second subsection, requires the Entity:

- to identify the activities within the scope of which there is a possibility that the offences provided for in the Decree may be committed;
- to prepare specific protocols aimed at planning the formation and implementation of the Entity's decisions in relation to the offences to be prevented;
- to identify the methods of managing financial resources suitable for preventing the commission of predicate offences;
- to provide for information obligations towards the Body in charge of supervising the operation of and compliance with the Model;
- to introduce an appropriate internal disciplinary system to punish failure to comply with the measures indicated in the Model.

In the case of persons in a subordinate position, the Entity will be held liable only if the offence was made possible by failure to comply with direction and supervisory obligations (combined provisions set forth in subsections 1 and 2 of article 7 of Legislative Decree no. 231/2001). In this regard, it is emphasised that, pursuant to article 7, subsection 2 of the Decree, the direction and supervision obligations cannot be considered to have been breached if, before the offence was committed, the Entity had adopted and effectively implemented a Model capable of preventing offences of the kind committed.

Subsequent subsections 3 and 4 introduce two principles that, although placed within the scope of the aforementioned rule, appear to be relevant and decisive for the purposes of exempting the Entity from liability for both offences referred to in article 5, letters a) and b). In particular, it is envisaged that:

- the Model must include appropriate measures to ensure that activities are carried out in compliance with the law and to promptly detect risk situations, taking into account the type of activity carried out as well as the nature and size of the organisation;
- the effective implementation of the Model requires periodic verification and updating thereof, if significant violations of the legal provisions are discovered or if there are significant changes in the organisation; the existence of an appropriate disciplinary system (a condition already provided for in article 6, subsection 2, letter e) of the Decree) becomes relevant.

From a formal point of view, the adoption and effective implementation of a Model does not constitute an obligation, but only an option for Entities, which may also decide not to comply with the provisions of the Decree, without therefore incurring any penalties. However, the adoption and effective implementation of a suitable Model is the indispensable prerequisite for Entities to benefit from the exemption provided for by the Legislator.

It is also important to consider that the Model is not to be understood as a static tool, but must be considered, conversely, as a dynamic system that allows the Entity to eliminate, through a correct and targeted implementation of the same over time, any shortcomings that could not be identified at the time of its creation.

1.7. Changes to the Entity

The Decree regulates the liability regime of the Entity in the event of transformation, merger, spin-off and transfer.

The basic principle establishes that the Entity alone is liable, with its assets or with its common fund, for the obligation to pay the financial penalty. Therefore, the legislation excludes, irrespective of the legal nature of the Entity, that shareholders or Directors are directly liable with their assets.

In the event of the transformation of the Entity, liability for offences committed prior to the date on which the transformation took effect remains unaffected. The new Entity will therefore be subject to the penalties applicable to the original Entity, for acts committed prior to the transformation.

In the event of a merger, the Entity resulting from the merger, also by incorporation, is liable for the offences for which the merging Entities were liable. If the merger took place before the conclusion of the judgement establishing the liability of the Entity, the Court will have to take into account the economic conditions of the original Entity and not those of the merged Entity.

In the event of a spin-off, the liability of the spun-off Entity for offences committed prior to the date on which the spin-off took effect remains unaffected and the Entities benefiting from the spin-off are jointly and severally liable to pay the financial penalties imposed on the spun-off Entity within the limits of the value of the net assets transferred to each individual Entity, unless it is an Entity to which the line of business within which the offence was committed was also partially transferred; prohibitory penalties apply to the Entity (or Entities) into which the line of business within which the offence was committed has remained or merged. If the spin-off took place before the conclusion of the judgement establishing the liability of the Entity, the Court will have to take into account the economic conditions of the original Entity and not those of the merged Entity.

In the event of transfer or conferral of the Entity within the scope of which the offence was committed, without prejudice to the benefit of prior exoneration of the transferring Entity, the transferee is jointly and severally liable with the transferring Entity for the payment of the financial penalty, within the limits of the value of the transferred Entity and within the limits of the financial penalties resulting from the compulsory ledgers or due for offences of which the transferee was in any case aware.

2. INTERPUMP GROUP S.P.A.

Interpump Group S.p.A. is a world leader in the production and marketing of high and ultra-high pressure piston pumps, pumping systems used in various industrial sectors for conveying fluids, high pressure homogenisers, mixers, agitators, piston pumps, valves and other machinery mainly for the food industry, but also for the chemical and cosmetics industries.

The Company is listed on the regulated market managed by Borsa Italiana, in the FTSE MIB – Euronext Star Milan segment.

Interpump's mission is to pursue excellence in its operations through innovation and quality. Innovation is the foundation on which the Company has been built and represents an indispensable objective, the result of constant and in-depth research into materials, techniques, and products, conducted with the aid of the most sophisticated and advanced equipment. Quality permeates every activity of the Company, and is the result of a culture shared and spread among all the companies of the Interpump Group. It is pursued through meticulous, methodical and constant control and verification of every step of production, from the acquisition of raw materials to the final product.

Interpump draws inspiration from the principles of impartiality, honesty, propriety, confidentiality, fairness, cohesion, collaboration, teamwork, professional ethics and respect for diversity, derived from different cultural and work-related experiences.

Interpump Group S.p.A. adopts a corporate governance system aligned with international best practices in corporate governance and ensures maximum transparency, in terms of sustainability and corporate responsibility, through dialogue with and engagement of its stakeholders, i.e. those categories of individuals, groups or institutions whose contribution is required to achieve Interpump's mission and who have significant interests gravitating around the Company's activities.

As stated in both the Code of Ethics and the Global Compliance Program, Interpump Group S.p.A. dedicates particular attention to the various aspects of sustainability and corporate social responsibility, since they play an important role in the context of conducting business. Sustainability is recognised as an essential development factor in the growth strategy of the Company, whose core mission is to create value in economic, financial and corporate social responsibility terms. In order to give effect to this approach, the Board of Directors of the Company approved the Three-year ESG Strategic Plan 2023-2025, which sets out the ambitions and commitments identified and made by the Company to assure sustainable economic growth over the long period. The journey taken will combine business success with the principles of sustainability and value creation for all stakeholders.

In carrying out its business activities, Interpump promotes respect for human and workers' rights, environmental, social, economic and cultural rights and personal freedoms, in all their forms, repudiating any discrimination, violence, corruption or exploitation of work or child labour. The Interpump Group is committed to respecting and actively promoting the principles laid down in internal regulations, contractual provisions and standards issued by international organisations, including: (i) 2030 Agenda for Sustainable Development and its Sustainable Development Goals; (ii) United Nations Women's Empowerment Principles; (iii) Universal Declaration of Human Rights; (iv) United Nations Conventions on the rights of women, elimination of all forms of racial discrimination, the rights of the child, and the rights of persons with disabilities; (v) Declaration on Fundamental Principles and Rights at Work and the eight core International Labour Organisation (ILO) Conventions; (vi) ILO Convention on Violence and Harassment. Furthermore, the Company is inspired by the UN Global Compact, with a commitment to respect and support its ten principles relating to human rights, labour standards, the environment, anti-corruption and anti-discrimination.

In this context, Interpump, being sensitive to the need to spread and consolidate the culture of transparency and integrity, as well as being aware of the importance of ensuring conditions of correctness in the conduct of business and corporate activities to protect its own position and image, the expectations of its shareholders and its contractual counterparties, adopts the Organization, Management and Control Model provided for by the Decree, establishing its reference principles.

2.1. The Governance Model of Interpump Group S.p.A.

Governance is defined as the system aimed at guaranteeing the integrity of the Company and safeguarding its assets, preserving its value for all stakeholders (employees, suppliers, social environment, etc.), guaranteeing information transparency, correctness, effectiveness and efficiency in the conduct of activities and processes. For the Company, this is the set of rules and procedures that govern the decision-making, control and monitoring processes in the life of the Company.

Interpump Group S.p.A.'s governance system is based on a set of legal rules and good governance regulations inspired by the principles and recommendations set forth in the Corporate Governance Code promoted by the Corporate Governance Committee of Borsa Italiana S.p.A. This system pursues an ethical business model geared towards sustainable success through the long-term creation of value for its shareholders and relevant stakeholders. The Company's governance system is characterised by a traditional model, consisting of the following corporate bodies:

- Shareholders' Meeting, represents all shareholders and is authorised to pass resolutions, in ordinary and extraordinary sessions, on matters reserved to it by law and the Bylaws.
- Board of Directors, is vested with the broadest powers for the ordinary and extraordinary management of the Company, without any limitation, with the sole exception of those powers that are reserved by law for the Shareholders' Meeting; moreover, the Board of Directors is vested with the power to pass resolutions on matters specifically identified by the Bylaws, as well as on matters that cannot be delegated by law.
- Board of Statutory Auditors, is the Company's control body and consists of three serving members and two alternate members, appointed in accordance with current legal provisions. It is entrusted with the task of supervising the following: (i) compliance with the law and the Bylaws; (ii) compliance with the principles of proper administration; (iii) adequacy of the

organisational, administrative and accounting structure adopted by the Company and its actual functioning.

Pursuant to article 17 of the Bylaws, the Chairman of the Board of Directors has the legal representation of the Company and the corporate signature both towards third parties and in court, with the power to initiate judicial and administrative actions and appeals at all levels of jurisdiction. The Board of Directors of the Company has conferred the representation and signature of the Company, both towards third parties and in court, with the same powers as the Chairman, on the Vice-Chairman and the Chief Executive Officer. The implementation of the strategies decided by the Board of Directors is supervised by the Chief Executive Officer, who operates within the powers conferred on him by the Board of Directors.

As specified in the Company's Bylaws, the Board of Directors may appoint, from among its members, a Committee for the Remuneration of Directors, an Internal Audit Committee and any additional Committees with advisory or proposing functions, establishing the number of members, their term of office, duties, powers and the rules governing their operation. In particular, the following Committees were appointed within the Company:

- Audit and Risk Committee, supports, with adequate preliminary activities and through the formulation of proposals, the assessments and decisions of the Board of Directors concerning the internal control and risk management system, as well as the examination of periodic financial and non-financial reports.
- Remuneration Committee, has advisory and proposal-making functions towards the Board of Directors on remuneration and incentive matters. In particular, the Committee assists the Board of Directors in drawing up the Remuneration Policy, submits proposals or expresses opinions on the remuneration of Executive Directors and other Directors with specific responsibilities, as well as on the setting of performance objectives related to the variable component of such remuneration. Furthermore, the Committee monitors the concrete application of the Remuneration Policy and verifies the actual achievement of performance objectives, periodically assesses the adequacy and overall consistency of the Remuneration Policy for Directors and top management.
- Nomination Committee, has advisory and proposal-making functions towards the Board of Directors on nomination matters. In particular, the Committee assists the Board of Directors in the self-assessment of the administrative body and its Committees, in defining the optimal composition of the administrative body and its Committees, in identifying candidates for the office of Director in the event of co-optation, in the possible presentation of a list by the outgoing administrative body to be implemented in a manner that ensures its transparent formation and presentation, in preparing, updating and implementing any plan for the succession of the Chief Executive Officer and other Executive Directors.
- Related-Party Transactions Committee, expresses non-binding opinions on Related-Party Transactions of Lesser Significance and binding opinions on Related-Party Transactions of Greater Significance.
- Sustainability Committee, performs investigative, proposal-making and advisory functions for the Board of Directors in sustainability assessments and decisions, meaning the objectives,

processes, initiatives and activities aimed at overseeing the Company's commitment to the pursuit of sustainable success, including in ESG (Environmental, Social and Governance) matters.

The Board of Directors also appointed the Manager responsible for preparing the Company's financial reports pursuant to article 154-*bis* of Legislative Decree no. 58/1998 and the Supervisory Body pursuant to Legislative Decree no. 231/2001.

The Board of Directors identified the Employer in accordance with article 2, letter b) of Legislative Decree no. 81/2008, with reference to all the production units, plants, facilities and all their appurtenances and/or dependencies in which the Company's activities are carried out, granting it full management autonomy and all decision-making and spending powers, as well as any other power of the Board of Directors in the aforesaid matter, in order to organise and implement all the fulfilments provided for by Legislative Decree no. 81/2008, by Legislative Decree no. 152/2006 and all further supplementary regulations and those that may subsequently be issued on occupational health and safety, fire prevention, plant safety, environmental protection, environmental noise prevention, managing all that is necessary for this purpose, with full powers to organise, coordinate, plan and manage the Company's production activity under the aforesaid aspects.

The Employer has delegated its powers and functions to an Occupational Health and Safety and Environment Delegate, in compliance with the regulations and within the limits provided for in articles 16 and 17 of Legislative Decree no. 81/2008.

Provided the legal requirements are met, the statutory audit of the Company is carried out by an Auditing Firm entered in the Register established at the Ministry of Economy and Finance. The financial statements prepared by the Company are certified by the External Auditors in accordance with the relevant regulations and standards. The External Auditors verify that the annual financial statements are drawn up clearly and give a true and fair view of the financial position and results of operations of the Company. In addition, in accordance with auditing standards, they perform random checks to reasonably ensure that the data in the accounting records and other supporting documents are reliable and sufficient for the preparation of the financial statements and financial reporting.

2.2. The organisational structure of Interpump Group S.p.A.

For the purposes of implementing the Model, the Company's organisational structure is of fundamental importance, on the basis of which the organisational structures, their respective areas of competence and the main areas of responsibility assigned to them are defined in compliance with the principle of segregation of duties and the other principles of compliance and governance.

The organisation chart of the Company is shown below:

[*omissis*]

2.3. The authorisation system of Interpump Group S.p.A.

2.3.1. The general principles underlying the system of delegations and proxies

As required by good practice and also specified in the Confindustria Guidelines, the Administrative Body, specifically the Board of Directors, is responsible, under the Bylaws, for formally conferring and approving delegations and proxies.

Interpump Group S.p.A.'s system of delegations and proxies is based on the criteria of clarity and recognisability within the Company, separation of roles and allocation of responsibilities, representation, definition of hierarchical lines and operational activities.

The system of delegations and proxies is also aimed at preventing offences and ensuring an effective management of the activities carried out by the Company. To this end, the system of proxies and delegations is inspired by criteria of consistency with the position held by the delegate within Interpump, avoiding misalignments between the position held within the Company and the powers attributed; they define the powers of the delegate and the hierarchical reporting that he/she is required to respect. Finally, the management powers assigned are consistent with corporate objectives.

2.3.2. The structure of the system of delegations and proxies in Interpump Group S.p.A.

As already mentioned in the section on the Governance Model, the Board of Directors of the Company, as per the Bylaws, holds the widest powers for the ordinary and extraordinary management of the Company, without any limitations, with the sole exception of those powers that are reserved for the Shareholders' Meeting by law.

Each deed of delegation and conferral of signatory powers must provide the following information:

- delegating party and the source of its power of delegation or proxy;
- delegated person with explicit reference to the function assigned to him/her and the link between the delegations and proxies conferred and the organisational position held by the delegated person;
- subject matter, consisting of a list of the types of activities and acts for which the delegation or proxy is conferred. These activities and acts are always functional and/or closely related to the competences and functions of the delegated person;
- value limits within which the delegate is entitled to exercise the power conferred on him/her. This value limit is determined according to the role and position held by the delegate within the organisation of the Company.

Moreover, the Confindustria Guidelines specify, in Chapter II, paragraph 1, letter A), that *"it is appropriate for the assignment of delegations and signatory powers relating to the management of financial resources and to the taking and implementation of the Entity's decisions in relation to activities at risk of offences to:*

- *be formalised in accordance with the applicable legal provisions;*
- *clearly indicate the delegated persons, the skills required of the recipients of the delegation and the powers respectively assigned;*
- *provide for limitations on the delegations and spending powers conferred;*

- *provide for solutions aimed at enabling control over exercising the delegated powers;*
- *provide for the application of penalties in the event of violations of delegated powers;*
- *be arranged consistently with the principle of segregation;*
- *be consistent with company regulations and other internal provisions applied by the company.”*

The system of delegations and signatory powers, as outlined above, is constantly applied as well as regularly and periodically monitored in its entirety and, where appropriate, updated on the basis of changes in the structure of the Entity, so as to correspond and be as consistent as possible with the hierarchical-functional organisation of the Company.

3. THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL OF INTERPUMP GROUP S.P.A.

3.1. Objectives and purposes pursued by adopting the Model

Interpump Group S.p.A. acknowledges the need to ensure conditions of correctness and transparency in running its activities, in order to protect its position and image, the expectations of its shareholders and the work of its employees, and is also aware of the importance of adopting an internal control system as a suitable tool for preventing the commission of unlawful conduct.

To this end, although the adoption of the Model is provided for by law as optional and not compulsory, the Company has undertaken a project to analyse its organisational, management and control tools, aimed at verifying that the behavioural principles and procedures match the purposes laid down in the Decree, supplementing what already exists if necessary.

By adopting the Model, the Company intends to:

- consolidate a culture of risk prevention and control in the context of achieving corporate objectives;
- provide a system to constantly monitor the activities aimed at enabling the Company to prevent or impede the commission of offences;
- fully comply with the provisions of the law and the inspiring principles of the Decree through the formalisation of a structured and organic system (already in place) of organisational practices/procedures and control activities (*ex ante* and *ex post*) aimed at preventing and guarding against the risk of offences being committed by identifying the relevant sensitive activities;
- create an effective management tool for the Company, recognising that the Model also serves the function of creating and protecting the Company's value;
- provide adequate information to employees, third parties and those acting on behalf of or connected to the Company with regard to:
 - a) activities entailing the risk of offences being committed in the event of conduct that does not comply with the provisions of the Code of Ethics and other rules, organisational practices, procedures (as well as the law);
 - b) the penalties that may be imposed on them or on the Company as a result of the violation of laws or internal provisions;

- disseminate and affirm a culture based on legality, with the express repudiation by the Company of any conduct contrary to the law or internal provisions and, in particular, the provisions contained in this Model;
- provide an efficient and balanced organisation of the Company, with particular regard to decision-making processes and their transparency, preventive and subsequent controls, as well as internal and external information.

To this end, the Model envisages appropriate measures to improve efficiency and effectiveness in performing the activities in constant compliance with the law and the rules, identifying measures aimed at promptly eliminating risk situations.

In particular, the Company adopts and implements effective organisational and procedural choices to:

- ensure that human resources are recruited, managed and trained according to the criteria expressed in the Code of Ethics and in compliance with the relevant legal provisions, in particular article 8 of the Workers' Statute;
- encourage cooperation in the most efficient implementation of the Model by all the persons working within or with the Company, also guaranteeing the protection and confidentiality of the identity of those who provide truthful and useful information to identify conduct that differs from that required;
- ensure that the distribution of powers, competences and responsibilities and their allocation within the Company comply with principles of transparency, clarity, traceability and are always consistent with the activity actually carried out by the Company;
- require that the determination of the Company's objectives, at whatever level, follows realistic and objectively achievable criteria;
- identify and describe the activities carried out by the Company, its functional organisation and organisational chart in documents that are constantly updated, with a precise indication of the powers, competences and responsibilities attributed to the various persons, with reference to the performance of individual activities;
- implement training programs, with the aim of ensuring the effective knowledge of the Code of Ethics and the Model by all those working in or with the Company, who are directly or indirectly involved in activities and operations at risk.

3.2. Recipients

The Model is addressed to all the subjects (so-called recipients) as identified below:

- the Board of Directors and all those who perform management and direction functions in the Company or in one of its divisions and/or organisational units with financial and functional autonomy, as well as those who exercise, also *de facto*, the management and control of the Company;
- all those who have an employment relationship with the Company (employees), even if they are seconded abroad to carry out their activities;

- all those who collaborate with the Company by virtue of a para-subordinate employment relationship (e.g. apprentices, etc.), even if they are seconded abroad to carry out their activities;
- those acting by mandate or on behalf of the Company in the context of sensitive activities, such as consultants.

For persons acting by mandate or on behalf of the Company, the contracts regulating their relations must contain specific clauses indicating clear responsibilities with regard to non-compliance with the Model and the Code of Ethics (so-called contractual clause 231), as well as, where deemed appropriate, the obligation to comply with requests for information and/or the production of documents by the Supervisory Body.

3.3. Underlying principles and key components of the Model

Interpump Group S.p.A. intended to proceed with the formalisation of its Organization, Management and Control Model after carrying out an analysis of its organisational structure and internal control system, in order to verify their adequacy with respect to the prevention of relevant offences.

The preparation of the Model provided an opportunity to strengthen the governance of the Company and raise awareness among the resources employed in the drafting and Risk Self Assessment phases on the subject of process control, also with a view to active crime prevention.

In preparing its Model, the Company was inspired by the *“Guidelines to prepare the Organization, Management and Control Models”*, drawn up by Confindustria, issued on 7 March 2002 and last updated on 25 June 2021.

The path they indicated to prepare the Model can be outlined as follows:

- identification of risk areas, aimed at verifying in which areas/processes offences may be committed;
- assessment of the internal control system already implemented by the Company and identification of any areas for improvement with a view to preventing offences;
- setting up and updating a control system capable of reducing risks by adopting appropriate protocols.

The coordinated set of all organisational structures, activities and operating rules applied, on the instructions of the senior management, by the management and personnel of the Company, aimed at providing reasonable certainty as to achieving the goals of a good internal control system, contributes to attaining these objectives.

3.4. The methodology followed in preparing the Model

The Model of Interpump Group S.p.A. was drawn up taking into account the activity actually carried out by the same, its structure, and the nature and size of its organisation. It is also understood that the Model will be subject to any updates that may be necessary, based on the future evolution of the Company and the context in which it operates.

3.5. Examination of the documentation of Interpump Group S.p.A.

The Company carried out a preliminary analysis of its operating context followed by an analysis of the areas of activity that present potential risk profiles in relation to committing the offences indicated by the Decree.

In particular, the following were analysed:

- the context in which the Company operates;
- the sector to which it belongs;
- the organisational structure;
- the organisational chart;
- the existing governance system;
- the system of delegations and proxies;
- existing legal relationships with third parties;
- the operational setting, the practices and procedures/policies formalised and disseminated within the Company for carrying out operations.

The analysis of the documents provided a comprehensive picture of the organisational structure and the distribution of functions and powers within the Company.

3.6. Interviews and analysis results

The preliminary activity thus carried out (examination of the documentation and interviews with the Managers of the various functions and operational areas, identified on the basis of the organisational chart and the powers attributed to them) enabled the Company to:

- a) identify sensitive activities: for each type of offence, the activities in which it is theoretically possible for the offences provided for in Legislative Decree no. 231/2001 to be committed have been identified and described. The theoretical possibility of offences being committed was assessed with reference to the intrinsic characteristics of the activity, considering the systemic interdependence existing between the various risk events, regardless of who carries it out (taking into account any hypotheses of complicity in the offence) and without taking into account the control systems already in place;
- b) identify existing control procedures: organisational practices and control procedures reasonably suitable for preventing the offences considered, already operating in the previously specified sensitive areas, have been identified;
- c) assess the residual risk level: for each sensitive activity, the residual risk of offences being committed was estimated once the internal control system characterising the activity in question had been taken into account;
- d) identify prevention procedures and protocols: the organisational practices and prevention protocols that must be implemented to prevent the commission of offences have been identified.

The organisational practices implemented by the Company set out the methods and rules to be followed when carrying out activities related to processes.

Specific preventive and periodic controls guarantee the correctness, effectiveness and efficiency of the Company in performing its activities.

3.7. Relevant offences for Interpump Group S.p.A.

In view of its structure and activities, the Company's management has identified the following predicate offences as relevant:

- offences against the Public Administration (articles 24 and 25 of the Decree);
- computer crimes and unlawful processing of data (article 24-*bis* of the Decree);
- organised crime offences (article 24-*ter* of the Decree);
- transactional offences (article 10 of Law no. 146 of 16 March 2006);
- offences against industry and trade (article 25-*bis*.1 of the Decree);
- the offences of forgery of money, public credit cards, revenue stamps and identification instruments or signs (article 25-*bis* of the Decree);
- corporate offences (article 25-*ter* of the Decree);
- the offences of corruption among private individuals and incitement to corruption among private individuals (article 25-*ter*, subsection 1, letter *s-bis* of the Decree);
- offences with the purpose of terrorism and subversion of the democratic order (article 25-*quater* of the Decree);
- offences against the individual (article 25-*quinqüies* of the Decree);
- market abuse offences (article 25-*sexies* of the Decree);
- the offences of manslaughter or serious or very serious injury, committed in violation of the rules on the protection of occupational health and safety (article 25-*septies* of the Decree);
- the offences of receiving, laundering and using money, goods or benefits of unlawful origin, including self-laundering (article 25-*octies* of the Decree);
- copyright infringement offences (article 25-*novies* of the Decree);
- the offences of inducement not to make statements or to make false statements to the Judicial Authorities (article 25-*decies* of the Decree);
- environmental offences (article 25-*undecies* of the Decree);
- offences of employing third-country nationals whose residence is irregular (article 25-*duodecies* of the Decree);
- tax offences (article 25-*quinqüiesdecies* of the Decree);
- smuggling offences (article 25-*sexiesdecies* of the Decree);
- offences relating to non-cash payment instruments (article 25-*octies*.1 of the Decree).

Considering the scope of the Company's business and the possibility of the criminal conduct being carried out to be reasonably remote, the following were excluded:

- the offences involving practices of female genital mutilation (article 25-*quater*.1 of the Decree);
- offences of xenophobia and racism (article 25-*terdecies* of the Decree);
- fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices (article 25-*quaterdecies* of the Decree);
- offences against cultural heritage and laundering of cultural assets and devastation and looting of cultural and landscape assets (articles 25-*septiesdecies* and 25-*duodevicies* of the Decree).

The Company's decision to limit the analysis to the offences listed above and to adopt for them the specific control measures set out in this Model was made on the basis of considerations that take into account:

- the Company's core activities;
- the socio-economic context in which the Company operates;
- the legal and economic relations and relationships that the Company establishes with third parties;
- the interviews conducted with the Company's senior management and the interviews conducted with the function Managers as identified during the Risk Self Assessment activity.

For the other offences envisaged by the Decree, as a cause of liability – and not considered by this Model –, the Company deems that the set of principles of conduct indicated in the Code of Ethics and the principles and rules of governance inferable from the Company's Bylaws, as well as the other procedures adopted by the Company, may constitute an effective prevention system.

The Supervisory Body and the corporate bodies are required to monitor the Company's activities and to supervise the adequacy of the Model, also by identifying any new prevention requirements, which require the Model to be updated.

3.8. Control principles in preparing the protocols

After identifying the sensitive activities, a process was started to involve the relevant structures in order to formalise the protocols and organisational practices, or update and coordinate existing ones, while guaranteeing the following control principles and minimum requirements:

- consistency of powers, responsibilities and signatory authority powers with the organisational responsibilities assigned;
- principle of segregation of duties, according to which no one can independently manage an entire significant/risk process. More specifically, the authorisation to execute a transaction must be the responsibility of a person other than the person who accounts for it, carries out it operationally, or controls it;
- identification of the key controls necessary to minimise the risk of offences being committed and their implementation methods (e.g. authorisations, reports, minutes, etc.);
- verifiability, traceability, consistency and appropriateness of every operation, transaction and action.

4. THE CODE OF ETHICS OF INTERPUMP GROUP S.P.A.

4.1. Drafting and approving the Code of Ethics

Interpump Group S.p.A. intends to operate in accordance with ethical principles aimed at basing its activities, for the pursuit of its social purpose and for its own growth, on compliance with current legislation.

To this end, the Company has adopted a Code of Ethics that expresses the commitments and ethical responsibilities in the conduct of business and corporate activities accepted by all the collaborators

of Interpump Group S.p.A., with no distinction or exception, whether they be Directors, employees or collaborators in the broadest sense, including any who, even just on a *de facto* basis, manage and control one of the Group company or act in the name and/or on behalf of the same.

The Code of Ethics is distributed to all Directors, employees, collaborators and third parties and constitutes a guide to the policies adopted by the Entity and the legality requirements that govern the Company's conduct.

The Code of Ethics was prepared on the basis of the provisions of Legislative Decree no. 231/01, in accordance with the "*Guidelines to prepare the Organization, Management and Control Models*" drawn up by Confindustria, as well as the OECD Guidelines for Multinational Enterprises and the United Nations Guiding Principles on Business and Human Rights.

4.2. Purpose and structure of the Code of Ethics The recipients of the Code of Ethics

The Code of Ethics encapsulates the general principles and rules of conduct with which the Company recognises positive ethical value and with which all recipients of the Code must comply. These are the Board of Directors, employees, collaborators and all those who work directly or indirectly for the Company (e.g. consultants, suppliers, etc.).

The recipients indicated above are required to observe and enforce, to the extent of their competence, the principles contained in the Code of Ethics binding on all of them.

Moreover, the set of rules contained in the Code of Ethics, by conforming conduct to particularly high ethical standards marked by the utmost fairness and transparency, guarantees the possibility of safeguarding the interests of stakeholders, as well as preserving the image and reputation of the Company, while ensuring an ethical approach to the market, with regard to both the activities carried out within the Italian territory and those relating to international relations.

With a view to fully complying with the provisions of the Decree, the ethical principles and rules of conduct formalised within the Code of Ethics have been developed into specific Control Protocols governing the main processes within the Company.

Therefore, the Code of Ethics constitutes a fundamental reference that employees, suppliers, consultants and all those who have relations with the Company are called upon to strictly observe.

Compliance with the Code of Ethics, together with observance of the Control Protocols, serves not only to spread a culture within the Company that is sensitive to legality and ethics, but also to protect the interests of employees and of those who have relations with the Company, preserving the Company from serious liability, penalties and reputational damage.

For these reasons and to ensure the transparency of operations and the adherence to its ethical and behavioural principles of the actions implemented, the Company carefully monitors compliance with the Code of Ethics, intervening, if necessary, with corrective actions and appropriate penalties.

In this regard, violating the Code and the Model, in addition to causing organisational inefficiencies and dysfunctions, may lead to the application of the penalty system provided for in the Model itself, regardless of whether the violation is a criminal or administrative offence.

Similarly, non-compliance with the Code of Ethics by suppliers, consultants and third parties that have relations with the Company shall be considered by the Company as a breach of contract, which may legitimise the termination of the contract and a possible claim for damages.

Please refer, in any case more specifically, to the content of the Code of Ethics, to the document published on the website at the following link: <https://www.interpumpgroup.it/it/governance/documenti-societari>.

5. THE DISCIPLINARY SYSTEM OF INTERPUMP GROUP S.P.A.

5.1. The development and adoption of the disciplinary system

Pursuant to articles 6 and 7 of the Decree, the Model can be considered effectively implemented, for the purposes of the exclusion of the Company's administrative liability, if it provides for a disciplinary system capable of sanctioning non-compliance with the measures indicated therein.

Furthermore, the Legislative Decree no. 24 of 10 March 2023, in "*implementation of (EU) Directive 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the Protection of persons who report breaches of European Union law and on the Protection of persons who report breaches of national laws*", amended article 6, subsection 2-bis of Legislative Decree no. 231/2001, providing that: "*The Models referred to in letter a) of subsection 1 shall provide, pursuant to the Legislative Decree implementing (EU) Directive 2019/1937 of the European Parliament and of the Council of 23 October 2019, the internal reporting channels, the prohibition of retaliation and the disciplinary system, adopted pursuant to subsection 2, letter e)*".

Specifically, article 4, subsection 1 of Legislative Decree no. 24/2023, provides that: "*Private sector entities, having heard the representations or trade union organisations referred to in article 51 of Legislative Decree no. 81 of 2015, shall, pursuant to this article, activate their own reporting channels, which guarantee, also by using encryption tools, the confidentiality of the identity of the whistleblower, the person involved and the person in any event mentioned in the report, as well as the content of the report and the related documentation. The Organization, Management and Control Models, referred to in article 6, subsection 1, letter a) of Legislative Decree no. 231 of 2001, provide for the internal reporting channels referred to in this Decree*". The same Legislative Decree no. 24/2023 provides, in article 21, subsection 2, that Entities adopting a Model must provide in the disciplinary system for penalties against those found to be responsible for the offences referred to in article 21, subsection 1 of the same Legislative Decree no. 24/2023¹.

¹ Article 21 of Legislative Decree no. 24/2023: "Penalties: 1. Without prejudice to the other liability profiles, ANAC applies the following financial administrative penalties to the person responsible: a) from Euro 10,000 to Euro 50,000 when it establishes that retaliation has been committed or when it establishes that the report has been obstructed or that an attempt has been made to obstruct it or that the confidentiality obligation referred to in article 12 has been breached; b) from Euro 10,000 to Euro 50,000 when it establishes that no reporting channels have been set up, that no procedures for making and handling reports have been adopted, or that the adoption of such procedures does not comply with those set out in articles 4 and 5, and when it establishes that no verification and analysis of the reports received has been carried out; c) from Euro 500 to Euro 2,500, in the case of article 16, subsection 3, unless the whistleblower has been convicted, even at first instance, of the offences of defamation or slander or, in any case, of the same offences committed with the report to the judicial or accounting authorities. 2. The private sector entities referred to in article 2, subsection 1, letter q), no. 3) provide in the disciplinary system adopted pursuant to article 6, subsection 2, letter e) of Decree no. 231 of 2001, penalties against those found to be responsible for the offences referred to in subsection 1."

Therefore, the disciplinary system is aimed at sanctioning violations of the principles, rules and measures laid down in the Model and in the relevant Control Protocols – in compliance with the rules laid down in national collective labour agreements, laws or regulations in force –, as well as the violations prescribed by article 21, subsection 2 of Legislative Decree no. 24/2023.

On the basis of this disciplinary system, both violations of the Model and of the relevant Protocols committed by persons in senior management positions, in their capacity as holders of functions of representation, administration or direction of the Company, and violations committed by persons subject to the supervision or direction of others or operating in the name of and/or on behalf of the Company are subject to penalties.

In compliance with the provisions of Confindustria Guidelines, the commencement of disciplinary proceedings as well as the application of the relevant penalties are irrespective of the possible commencement and/or outcome of any criminal proceedings concerning the same conduct relevant to the disciplinary system. On this point, please refer to paragraph 5 of the Company’s Disciplinary System (*“Coordination between contractual and 231 disciplinary proceedings”*).

5.2. The structure of the disciplinary system

For the complete regulation of this system, please refer to the document Disciplinary System, annexed to this Model, which is an integral part of it.

The Disciplinary System is made available to all recipients, so that full knowledge of the provisions contained therein is guaranteed.

6. THE SUPERVISORY BODY OF INTERPUMP GROUP S.P.A.

Among the conditions exempting the Company from administrative liability, the Decree places the task of supervising the operation of and compliance with the Models on an internal body, endowed with autonomous powers of initiative and control.

The Board of Directors of the Company established a Supervisory Body and approved the document entitled *“Bylaws of the Supervisory Body”*, which forms an integral part of the Model. This document regulates the profiles of primary interest to this Body, including:

- functions and powers;
- obligations and responsibilities;
- requirements of the members of the Supervisory Body;
- composition and appointment;
- term of office, removal, termination and replacement of members;
- confidentiality obligations;
- information flows to the Body;
- reporting by the Body to corporate bodies and senior management;
- annual expense budget;
- amendments to the Bylaws of the Supervisory Body.

While referring for the specific treatment of each aspect to the aforementioned Bylaws, below we will focus on certain aspects relating to the Supervisory Body.

6.1. The composition of the Supervisory Body and its requirements

The Company's Board of Directors appointed the Supervisory Body provided for in the Decree, in compliance with the provisions of Confindustria Guidelines.

The Supervisory Body is required to report to the Board of Directors according to the types of reporting expressly provided for in the Bylaws, to which reference is made.

In accordance with Confindustria Guidelines, the Company's Body is characterised by the following requirements:

- autonomy and independence: these requirements presuppose that the Body is not directly involved in the management activities that constitute the object of its control activity. In this regard, it is emphasised that the S.B. has no operational tasks, which might involve participation in decisions or activities of the Company and could impair its objectivity of judgement. Moreover, the Body is placed in a senior staff position, reporting directly and exclusively to the Board of Directors of the Company. It is an autonomy of a decision-making nature, inherent to the functional aspect and qualifying as an indispensable freedom of self-determination and action, with full exercise of technical discretion in the performance of the functions of a self-referential body. The Body acts in full autonomy with adequate financial means to ensure its full and independent operation;
- professionalism: understood as the set of tools and techniques required to perform the assigned activity, whether of an inspection or advisory nature. It should also be emphasised that professionalism is ensured by the authority granted to the Body to make use, for the purpose of carrying out its mandate and with absolute budget autonomy, of the specific professional skills of both the Heads of the various functions and external consultants. This characteristic, together with independence, guarantees objectivity of judgement;
- continuity of action: this means the ability to exercise control powers on an ongoing basis, in order to ensure constant monitoring and analysis of the internal prevention system, with the necessary powers of investigation. For this purpose and to ensure an effective and constant implementation of the Model, the structure of the Body is provided with an adequate budget and resources. Continuity of action is also ensured by the fact that the Body works permanently at the Company to perform the task assigned to it, as well as by the fact that it receives constant information from the structures identified as potential risk areas;
- good repute and absence of conflicts of interest: these requirements must be possessed by the members of the Body and are understood in the same terms as those laid down by law with reference to Directors and members of the control body.

6.2. The tasks and powers of the Supervisory Body

In accordance with the provisions of article 6, subsection 1 of the Decree, the Company's Supervisory Body is entrusted with the task of supervising the operation of and compliance with the Model and ensuring that it is constantly updated.

In general, therefore, the S.B. is responsible for the following tasks:

- a) verifying and supervising of the Model, involving:
 - checking the adequacy of the Model, i.e. verifying its suitability to prevent and impede the occurrence of unlawful conduct;
 - checking the effectiveness of the Model, i.e. whether the practical behaviours correspond to those formally provided for by the Model itself;
 - monitoring the activity carried out by the Company, carrying out periodic audits and follow-ups. In particular, the recognition of activities is aimed at identifying any new areas at risk of offences under the Decree with respect to those already identified by the Model;
 - the activation of the competent structures to develop organisational practices and operational and control procedures that adequately regulate the performance of activities;
 - the updating of the Model, proposing to the Board of Directors, if necessary, the adjustment of the same, in order to improve its effectiveness, also in consideration of any subsequent regulatory changes and/or changes in the organisational structure or activity of the Company and/or significant violations of the Model;
- b) information and training on the Model, i.e.:
 - promote and monitor initiatives aimed at ensuring the dissemination of the Model among all persons required to comply with its provisions (i.e. the so-called recipients);
 - promote and monitor initiatives, including courses and communications, aimed at encouraging adequate knowledge of the Model by all recipients;
 - promptly meet, also by issuing opinions, any requests for clarification and/or advice coming from the functions or personnel or from the administrative bodies in relation to the correct interpretation and/or concrete functioning of the activities described through specific procedures within the Model;
- c) management of information flows to and from the Supervisory Body, i.e.:
 - ensure the punctual performance, by all the parties concerned, of reporting activities relating to compliance with and the concrete implementation of the Model;
 - inform the competent bodies about the work carried out, the results and the planned activities;
 - report to the competent bodies, for the adoption of the measures deemed appropriate, any violations of the Model and the persons held responsible, if necessary proposing the penalties deemed most appropriate;
 - provide the necessary support to inspection bodies in the event of controls carried out by institutional bodies, including the Public Administration.

In order to perform the tasks assigned to it, the Supervisory Body is granted all the powers necessary to ensure timely and efficient supervision of the operation of and compliance with the Model.

Also, by means of the resources at its disposal, the Body has the power to:

- carry out, even without prior notice, all checks and inspections deemed appropriate for the proper performance of its tasks;

- freely access all the functions, files and documents of the Company without any prior consent or need for authorisation, in order to obtain any information, data or document deemed necessary;
- order, where deemed necessary, the hearing of resources that can provide useful information or indications on performing the Company's activities or on any dysfunctions or violations of the Model;
- avail itself, under its direct supervision, of the assistance of all the structures of the Company or of external consultants;
- have at its disposal, for all needs connected with the proper performance of its tasks, the financial resources allocated in its favour by the Board of Directors.

6.3. Reporting obligations to the Supervisory Body

In order to facilitate the supervisory activity on the effectiveness and functioning of the Model, the Supervisory Body is the recipient of:

- periodic information flows useful and necessary to perform the supervisory tasks entrusted to the Supervisory Body itself;
- reports concerning alleged or actual violations of the Model and the Code of Ethics.

6.3.1. Information flows to the Supervisory Body

Article 6, subsection 2, letter d) of the Decree requires the provision in the Organization, Management and Control Model of information obligations vis-à-vis the Body responsible for supervising the operation of and compliance with the Model.

The obligation to provide a structured flow of information is designed as a tool to guarantee the supervisory activity on the effectiveness and efficacy of the Model and for the possible *ex post* verification of the causes that led to the occurrence of the predicate offences under the Decree.

The reporting obligation is primarily addressed to structures deemed to be at risk of offences. In order to create a complete and constant management system of information flows to the Supervisory Body, for each process in which sensitive activities are identified, the Company has identified one or more Key Officer(s), who is/are obliged to transmit standardised reports to the Body, the subject of which is set out in the Procedure "*Information Flows to the Supervisory Body*", to which reference should be made.

The Key Officer ensures the collection of information, its initial examination, its arrangement according to the criteria laid down in the report and finally its transmission to the Supervisory Body.

More generally, the communication obligation falls to the Board of Directors, employees and those who receive professional appointments from the Company, and relates to any information concerning the commission of offences, behaviour contrary to the rules of conduct laid down in the Company's Model and any shortcomings in the organisational structure or procedures in force.

Violation of this reporting obligation constitutes a disciplinary offence, sanctioned in accordance with the provisions of the disciplinary system set out in the Model, the applicable law and national collective labour agreements.

In any case, the following information must be compulsorily and immediately forwarded to the Supervisory Body, in accordance with the procedures laid down by the Company:

- a) that may relate to violations, even potential violations, of the Model, including but not limited to:
- any orders received from a superior and deemed contrary to the law, internal regulations and/or the Organization, Management and Control Model;
 - any requests for and offers of gifts (exceeding a modest value) or other benefits from Public Officials or Persons in Charge of a Public Service;
 - any omissions, neglect or falsification in keeping the accounts or in the retention of documents on which accounting records are based;
 - measures and/or news coming from the Judicial Police or any other Authority from which it can be inferred that investigations are being carried out, even indirectly concerning the Company, its employees or members of its corporate bodies;
 - requests for legal assistance made to the Company by employees, in the event of criminal proceedings being brought against them;
 - news about ongoing disciplinary proceedings and any penalties imposed or the reasons for their closure;
- b) relating to the Company's activities that may be relevant with regard to the performance by the Body of the tasks assigned to it, including but not limited to:
- the reports prepared during their activities by the identified Key Officers, with the content and periodicity provided for in the Procedure *"Information Flows to the Supervisory Body"*;
 - news about organisational changes;
 - updates to the system of powers and delegations;
 - decisions concerning the application for, disbursement and use of any public funding.

During the investigation following the report, the Supervisory Body must act in such a way as to ensure that the persons concerned are not subject to retaliation, discrimination or penalisation, and ensure the confidentiality of the whistleblower.

Please refer to the Procedure *"Information Flows to the Supervisory Body"* for further details on information flows to the S.B.

6.3.2. Reporting and Whistleblowing

The Supervisory Body must be promptly informed by all persons within the Company, as well as by third parties required to comply with the provisions of the Model, of any news concerning the existence of possible violations thereof.

The Company, in order to facilitate reports by persons who become aware of violations of the Model, even potential ones, and/or of conduct, even attempted, constituting the types of offences referred to in Legislative Decree no. 231/2001, has activated appropriate dedicated communication channels and adopted a *"Procedure for the management of whistleblowing reports"* in accordance with the provisions of Legislative Decree no. 24/2023 and published on the Company's website to which reference is made in full.

6.4. Reporting by the Supervisory Body to the Corporate Bodies and top management of Interpump Group S.p.A.

The Supervisory Body reports on the implementation of the Model and the emergence of any critical issues related thereto.

The Body has the following reporting obligations towards the Board of Directors:

- of a continuous nature, in any circumstance in which it deems it necessary and/or appropriate for the fulfilment of the obligations laid down in the Decree, providing any relevant and/or useful information for the correct performance of its functions and reporting any violation of the Model, which it considers to be well-founded, of which it has become aware or which it has itself ascertained;
- by means of a written report every six months, on the reports received, on any disciplinary penalties proposed, on suggestions as to the corrective measures to be taken to remove any anomalies found, which limit the effective capacity of the Model to prevent the commission of the offences referred to in the Decree, on the state of implementation of the improvement measures decided by the Board of Directors.

In addition, there are obligations to inform Shareholders, in cases where it is deemed necessary, such as possible violations by the Board of Directors.

Annually, the Supervisory Body submits the activity plan for the following year to the Board of Directors, and the latter may request the Body to carry out additional checks on specific topics.

The reporting activity covers:

- the overall activity carried out during the period, with particular reference to verification activities;
- any critical issues that have emerged both in terms of conduct or events within the Company and in terms of the effectiveness of the Model;
- the necessary and/or appropriate corrective and improvement actions of the Model and their implementation status;
- the detection of conduct not in line with the Model and/or the Code of Ethics;
- the detection of organisational or procedural shortcomings such as to expose the Company to the risk of offences under the Decree being committed;
- any failure or lack of cooperation by the functions in the performance of their tasks or by the Key Officer in submitting the reports within their competence;
- a statement of expenses incurred;
- any regulatory changes that require updating the Model;
- any information deemed useful for the purpose of making urgent determinations;
- activities that could not be carried out due to time and resource constraints.

Meetings with the Corporate Bodies to which the Supervisory Body reports must be recorded in the minutes, and a copy of the minutes is kept by the Supervisory Body itself.

As already noted, the main aspects relating to the functioning of the Supervisory Body are governed by the Bylaws approved by the Company's Board of Directors.

7. AMENDING AND UPDATING THE MODEL

The Model must always be amended or supplemented in a timely manner, by resolution of the Board of Directors, if:

- significant changes have occurred in the regulatory framework, organisation or activity of the Company;
- violations or circumventions of its provisions have occurred, which have demonstrated its ineffectiveness to prevent offences.

For these purposes, the Supervisory Body receives information and reports on changes in the organisational framework, procedures and organisational and management methods of the Company. The same has the task of promoting the necessary continuous updating and adaptation of the Model and the Protocols related to it, including the Code of Ethics, suggesting to the Board of Directors and the competent functions from time to time the corrections and adjustments deemed necessary or even just appropriate.

The Board of Directors is responsible, together with the functions concerned, for updating the Model and adapting it as a result of changes in organisational structures or operational processes, significant violations of the Model and legislative additions.

Should changes, such as clarifications or specifications of the text, of a purely formal nature become necessary, the Board of Directors may provide for them autonomously, after hearing the opinion of the Supervisory Body.

In any case, any events that make it necessary to amend or update the Model must be reported by the Supervisory Body to the Board of Directors, so that the latter can carry out the resolutions within its competence, by means of specific written communications and, if necessary, through meetings on the most relevant updates and adjustments.

Changes to the procedures necessary to implement the Model are made by the functions concerned. The Board of Directors shall update the Special Part of the Model accordingly, if necessary. The Supervisory Body is constantly informed of the updating and implementation of the new operating procedures and is entitled to express its opinion on the changes made.

8. INFORMATION AND TRAINING ON THE MODEL

8.1. Information on the Model and related Control Protocols

Interpump Group S.p.A. promotes the widest possible dissemination, inside and outside the structure, of the principles and provisions contained in the Model and in the Control Protocols related to it.

The Model is formally communicated by the Supervisory Body to each member of the corporate bodies.

The Model is also formally communicated to all employees and collaborators of the Company by means of delivering a full copy, possibly also digitally.

Particular and specific attention is paid to the dissemination of the Code of Ethics, which, in addition to being communicated in the manner already indicated for the Model, will be duly made available to third parties required to comply with its provisions.

In order to formalise the commitment to comply with the principles of the Model and the Code of Ethics by third parties having contractual relations with the Company, a specific clause (so-called contractual clause 231) is to be included in the reference contract, and for existing contracts, a specific supplementary agreement to this effect is to be signed.

Within the framework of these clauses and agreements, penalties of a contractual nature are also provided for in the event of violation of the Model.

The Supervisory Body also plans and implements all further information activities that it may deem necessary and/or appropriate.

8.2. Training on the Model and related Control Protocols

In addition to the activities related to informing the recipients, the Supervisory Body has a role of initiative, solicitation, verification, constant operational support for training and initiatives aimed at ensuring adequate knowledge and awareness of the Model and of the Control Protocols related thereto.

The training process on the Model adopted by the Company is differentiated on the basis of the role and responsibilities of the persons concerned, i.e. through the provision of training characterised by a higher degree of depth for persons qualifying as senior management under the Decree, as well as for those operating in areas qualifying as sensitive pursuant to the Model.

In more detail, the following are planned:

- a general training activity aimed at the entire population of the Company concerning the rationale of the regulations in Legislative Decree no. 231/2001, the function of the Model, the Code of Ethics and the role of the Supervisory Body;
- a second training activity of a specific nature intended for senior persons and/or persons operating in areas at risk of committing offences relevant for the purposes of Legislative Decree no. 231/2001 concerning, in particular, the predicate offences, the mapping of areas at risk of offences pursuant to Legislative Decree no. 231/2001 and the system of controls.

The results achieved in the training will be verified by means of special learning tests.

Participation in the aforementioned training activities by all the personnel concerned represents a specific commitment by the Company and is monitored by the Supervisory Body.

Formalisation of participating in training sessions is foreseen by requesting the signature of attendance or with electronic tracking of activities.

It is also envisaged that, following the hiring and/or transfer of employees to a structure of the Company deemed to be at risk pursuant to the Decree, a specific in-depth analysis is to be provided by the Head in charge of the process at risk, with an illustration of the operating procedures and controls in place.

9. THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL ADOPTED PURSUANT TO LEGISLATIVE DECREE NO. 231/2001 IN THE CONTEXT OF THE GROUP OF COMPANIES

In view of the group structure of companies that characterises Interpump Group S.p.A., as parent company, and the companies directly or indirectly controlled by the latter, it should be clarified that Legislative Decree no. 231/2001 does not expressly address the aspects related to the administrative liability of the Entity belonging to a group of companies.

However, criminal jurisprudence, on the subject of liability for offences and groups of companies, is consolidating in the sense that *“on the subject of liability for offences [...] the parent company (the so-called holding company) or other companies belonging to a group may be called upon to answer, pursuant to Legislative Decree no. 231 of 2001, of the offence committed in the context of the activity of a subsidiary belonging to the same group, provided that at least one natural person acting on behalf of the holding company itself is also involved in committing the predicate offence [...], it not being sufficient to make a generic reference to the group, or to a so-called general “interest of the group” (so, for example, Court of Cassation, II Criminal Sect., sentence no. 52316/2016, where in the grounds, the Court specified that “the liability of the parent company or of a subsidiary cannot derive from the mere presumption of coincidence of the group interest with that of the individual companies, it being necessary to verify in concrete terms the existence of an interest or advantage of the “holding company” or of another company in the group”)*.

Confindustria Guidelines also address the issue of criminal liability in groups of companies. On this point, the same, in the version updated in June 2021, starting from the assumption that the “group”, in the Italian legal system, is considered unitarily only in the economic perspective and not also in the legal perspective, exclude, in line with the case law, that it is possible to affirm a direct liability of the same, since the group cannot be included among the subjects referred to in article 1 of Legislative Decree no. 231/2001.

Conversely, the Confindustria document states, the Entities that make up the group may be held liable for offences committed in the course of business activities and, from this perspective, the problem has arisen of identifying the conditions under which the other companies, in particular the parent company, may be held liable for the offence committed within a group company.

Excluding the existence of a position of guarantee by the senior management of the holding company, relating to the prevention of the commission of offences within its subsidiaries, the parent company may be held liable for the offence committed in the activity of the subsidiary if: (i) a predicate offence has been committed in the immediate and direct interest or advantage not only of the subsidiary but also of the parent company; (ii) natural persons functionally connected to the parent company have participated in committing the predicate offence by making a causally relevant contribution in terms of complicity (most recently, Court of Cassation, II Criminal Sect., sentence no. 52316/2016²), proven in a concrete and specific manner.

² It also follows from the grounds of that judgement that, in the absence of the hypothesis of complicity, the company of a group (in this case the parent company) could be liable for the offence committed in the context of the activity of another company (in this case the subsidiary), where the agent also pursued an interest attributable to the former. In the view of the Court of Cassation, such a hypothesis would find normative confirmation in the Decree itself, coinciding with the hypotheses of “mixed interest” that can be identified by the

For example, they may point out in this regard: (i) criminally unlawful directives, if the essential features of the criminal conducts carried out by the co-participants can be deduced in a sufficiently precise manner from the program established by the senior management; (ii) the coincidence between the members of the holding company and those of the subsidiary (interlocking directorates), or, more broadly, between senior management persons: in this case, the risk of propagating liability within the group increases, because the companies could be considered separate entities only on a formal level and the accumulation of corporate offices could support the thesis that the senior management of several group companies participated in the commission of the predicate offence.

Confindustria Guidelines also specify that each group company, as individual recipient of the provisions of the Decree, is called upon to independently carry out the activity of preparing and revising its own Organization, Management and Control Model, but this activity may also be carried out on the basis of the indications and implementation methods provided for by the parent company in accordance with the group's organisational and operational structure. However, this must not lead to a limitation of autonomy by the subsidiaries in adopting the Model.

The Confindustria document goes on to state that the adoption by each group company of its own autonomous Model determines two fundamental consequences:

- allows the development of a Model that is truly tailored to the organisational reality of the individual company. In fact, only the latter can achieve the timely and effective recognition and management of the risks of offences, which is necessary for the Model to be recognised as having the exempting effect referred to in article 6 of the Decree;
- confirms the autonomy of the individual operating unit of the group and, therefore, mitigates the risk of liability rising to the parent company.

The parent company – continues the above-mentioned document – may indicate a structure for the Code of Conduct, common principles of the disciplinary system and implementation protocols. These components of the Model must, however, be autonomously implemented by the individual group companies and tailored to the corporate realities of each one, envisaging, where appropriate, ethical-behavioural principles specifically determined in relation to the Entity's operations and the offences relevant to it.

In addition, it is advisable that the parent company's Organization, Management and Control Model takes into account integrated processes involving the activities of several group companies, as well as activities intended to flow into a unitary outcome (e.g. consolidated financial statements), and that centralised procedures and harmonised protocols are agreed upon.

In this regard, it should be emphasised the importance that:

- on the one hand, these procedures be inspired by the principles of transparency and correct accounting and respect the management powers of the subsidiaries' management bodies, as well as their financial and capital autonomy;

combined provisions of article 5, subsection 2, article 12, subsection 1, letter a) and article 13, last subsection: *"Not a group interest but a patchwork of interests" that find, if anything, in the group dynamic a unified implementation by committing the offence*".

- on the other hand, the protocols and procedures adopted by the individual realities be consistent with the principles laid down by the parent company, in order to ensure the appropriate coordination also in the control system for activities deemed to be at risk.

10. PRINCIPLES DICTATED BY INTERPUMP GROUP FOR COMPLIANCE WITH LEGISLATIVE DECREE NO. 231/2001 BY ITALIAN AND FOREIGN SUBSIDIARIES

In the light of the above, the Company has deemed it necessary that all its direct or indirect subsidiaries should adapt their Organization, Management and Control Model to what is set out below, adjusting the contents according to their own autonomous assessments.

In particular, all the subsidiaries must adopt a suitable organisational system to ensure:

- monitoring and traceability of financial flows;
- the constant monitoring of the processes aimed at defining the statutory financial statements and the consolidated financial statements, ensuring their correctness and transparency;
- the proper management and constant monitoring of the personnel selection, recruitment and assessment process;
- the proper management and constant monitoring of activities relating to gifts, donations, entertainment expenses;
- the proper allocation of powers and compliance with the principles of segregation of duties in managing each business process;
- the imposition of disciplinary penalties in the event of non-compliance with the prescribed conduct;
- the proper handling of reports;
- the traceability of processes and the archiving of documentation;
- compliance with locally applicable regulations and the rules imposed at Group level where more demanding;
- the prevention of offences of corruption in all their forms.

Each Group company is also required to share and respect the contents of the Group Code of Ethics.

Moreover, in the context of managing reports of violating the Model or in any case of violations provided for by the Legislative Decree no. 24/2023, according to each company's own scope of applicability, Interpump expects each Group company to comply with the following principles:

- individuals who report violations must be protected against any form of retaliation. Each Group company, with reference to whistleblowing management, must adopt an anti-retaliation policy in order to protect whistleblowers from detrimental consequences (such as dismissal, demotion, unjustified transfer, etc.);
- anonymous reports must be taken into account on the understanding that they must be able to bring out facts and situations by relating them to specific contexts;
- reported persons must receive the same forms of protection as the whistleblowers, in compliance with the provisions of Legislative Decree no. 24/2023;

- each Group company must operate in compliance with all the statutory and regulatory data protection requirements, and data on reports received must be stored on electronic media in areas with limited access and subject to specific authentication;
- the investigation phase triggered by a report received is carried out in compliance with the applicable regulations;
- penalties must be provided for anyone who violates the whistleblower protection measures or engages in discriminatory acts, as well as for anyone who intentionally makes false, slanderous or defamatory reports with malicious intent or gross negligence.