

TAKE OFF S.P.A.

**MODEL OF ORGANISATION, MANAGEMENT AND CONTROL
AS SET FORTH IN LEGISLATIVE DECREE NO. 231 OF 8 JUNE
2001**

**VERSION APPROVED AND ADOPTED BY THE BOARD OF
DIRECTORS ON 13/05/2021**

INDEX

DEFINITIONS	3
INTRODUCTION	6
1. PURPOSES OF THE MODEL	6
2. RECIPIENTS OF THE MODEL	6
3. STRUCTURE OF THE MODEL	7
GENERAL PART	8
SECTION I	9
1. ADMINISTRATIVE LIABILITY OF THE ENTITIES	9
1.1. THE LIABILITY SYSTEM ACCORDING TO THE DECREE	9
1.2. THE PENALTIES SPECIFIED BY THE DECREE	9
1.3. EXEMPTION FROM LIABILITY: THE FUNCTION OF THE MODEL OF ORGANISATION, MANAGEMENT, AND CONTROL	10
1.4. PREDICATE OFFENCES FOR THE LIABILITY OF THE ENTITY	12
1.5. TRANSNATIONAL OFFENCES	18
2. SOURCES FOR THE CONSTRUCTION OF THE MODEL	19
SECTION II	20
1. TAKE OFF	20
1.2. ORGANISATIONAL STRUCTURE OF THE COMPANY	21
2. THE MODEL: SET-UP AND INTEGRATION OF THE INTERNAL CONTROL SYSTEM	22
3. ADOPTION AND UPDATE OF THE MODEL	25
SECTION III	26
1. SUPERVISORY BOARD	26
1.1. REQUIREMENTS FOR THE SUPERVISORY BOARD	26
1.2. ACTIVITIES AND POWERS OF THE SUPERVISORY BOARD	28
2. INFORMATION FLOWS	30
2.1. INFORMATION FLOWS FROM THE SUPERVISORY BOARD	30
2.2. INFORMATION FLOWS TO THE SUPERVISORY BOARD	30
3. WHISTLEBLOWING SYSTEM	32
SECTION IV	33
1. DISSEMINATION OF THE MODEL AND THE CODE OF ETHICS AND TRAINING OF THE RECIPIENTS	33
SECTION V	34
1. DISCIPLINARY SYSTEM	34
1.1. MEASURES ADDRESSED TO EMPLOYEES	35
1.2. MEASURES ADDRESSED TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS	36
1.3. MEASURES ADDRESSED TO THE SUPERVISORY BOARD	37

1.4. MEASURES ADDRESSED TO CONTRACTUAL COUNTERPARTIES, CONTRACTORS AND CONSULTANTS

37

DEFINITIONS

The following definitions – either in the singular and/or the plural – refer to all parts of the model of organisation, management and control of Take Off S.p.A.

Board of Directors: the Board of Directors of Take Off.

Areas at Risk: the areas of activity of Take Off where there is a risk of committing (or attempting to commit) Offences.

Regulatory Authorities: the public authorities, among which, for example, the Authority for the protection of personal data.

Clause 231: the standard contractual clause in the version set forth in Annex C to this Model.

Code of Ethics: the code of ethics of Take Off, adopted by the Board of Directors together with the Model, as set forth in Annex B to this Model.

Contractors and Consultants: the parties that have with Take Off relationships of co-operation, without subordination, or business representation as well as other relationships consisting in professional services of a non-subordinate nature, whether on a permanent or occasional basis (including those equivalent to subordinate workers). The definition also includes all those parties that, by virtue of mandates and powers of attorney, represent Take Off in relationships with third parties.

Board of Statutory Auditors: the board of statutory auditors of Take Off.

National Collective Labour Agreement: the national collective labour agreement applied by Take Off to its Employees.

Contractual Counterparties: parties providing goods or services to Take Off, such as business partners and suppliers.

Recipients: the parties to which the provisions of the Model apply, as described in par. 2 of the Introduction to this Model.

Employees: the parties that have an employment relationship with Take Off.

Legislative Decree no. 74/2003: the Italian Legislative Decree no. 74 of 10 March 2000 as subsequently amended and integrated (*New rules for the offences and penalties concerning income and value added taxes, pursuant to art. 9 of Law no. 205 of 25 June 1999*).

Legislative Decree no. 81/2008: the Italian Legislative Decree no. 81 of 9 April 2008 as subsequently amended and integrated (*Implementation of art. 1 of Law no. 123 of 3 August 2007, concerning the protection of health and safety in the workplace*).

Legislative Decree no. 152/2006: the Italian Legislative Decree no. 152 of 3 April 2006 as subsequently amended and integrated (*Environmental Regulations*).

Legislative Decree no. 231/2001 or Decree: the Italian Legislative Decree no. 231 of 8 June 2001 as subsequently amended and integrated (*Regulation of the administrative liability of legal entities, companies, and associations, including those without legal personality, pursuant to art. 11 of Law no. 300 of 29 September 2000*).

Legislative Decree no. 231/2007: the Italian Legislative Decree no. 231 of 21 November 2007 as subsequently amended and integrated (*Implementation of Directive 2005/60/EC on the prevention of use of the financial system for the purpose of money laundering and terrorist financing as well as of Directive 2006/70/EC carrying measures for its execution*).

Legislative Decree no. 286/1998: the Italian Legislative Decree no. 286 of 25 July 1998 as subsequently amended and integrated (*Consolidated act of the provisions concerning immigration and the condition of third country nationals*).

Presidential Decree no. 43/1973: the Decree of the President of the Italian Republic no. 43 of 23 January 1973 as subsequently amended and integrated (*Approval of the consolidated act of the provisions on customs*).

Presidential Decree no. 309/1990: the Decree of the President of the Italian Republic no. 309 of 9 October 1990 as subsequently amended and integrated (*Consolidated act of the provisions governing drugs and psychotropic substances, the prevention, treatment and rehabilitation of drug addictions*).

DVR: the document of assessment of the risks of Take Off, drafted by the employer pursuant to art. 28 of Legislative Decree no. 81/2008.

Public service provider: pursuant to art. 358 Italian Criminal Code, "*those who, at any title, provide a public service are considered public service providers. Public service is understood as an activity regulated in the same forms as the public function, but characterised by the lack of the powers typical of the latter, with the exclusion of the performance of simple routine tasks and the provision of merely physical labour*".

Law no. 146/2006: the Italian Law no. 146 of 16 March 2006 as subsequently amended and integrated (*Ratification and implementation of the United Nations' Convention and Protocols against transnational organized crime, adopted by the General Meeting on 15 November 2000 and 31 May 2001*).

Law no. 179/2017: the Italian Law no. 179 of 30 November 2017, as subsequently amended and integrated (*Provisions for the protection of whistleblowers who report offences or irregularities which have come to their attention in the context of a public or private employment relationship*).

Law no. 633/1941: the Italian Law no. 633 of 22 April 1941, as subsequently amended and integrated (*Protection of Copyright and Neighbouring Rights*).

Confindustria Guidelines or Guidelines: the "*Guidelines for the construction of the models of organisation management and control pursuant to Legislative Decree no. 231 of 8 June 2001*", approved by Confindustria on 7 March 2002 and most recently updated in March 2014.

Model: the model of organisation, management and control, with its annexes, of Take Off (as subsequently updated), approved and adopted by the Board of Directors on 13/05/2021 pursuant to art. 6 and 7 of the Decree.

Supervisory Board: the body appointed by Take Off pursuant to art. 1, par. 1: b) of the Decree, granted autonomous powers of initiative and control, which has the task of monitoring the suitability, operation and compliance of the Model and ensuring its update.

Take Off or Company: Take Off S.p.A., with registered office in Rome, via Di Novella, no. 22 (Tax/VAT Number 04509190759).

Public administration: the natural and legal persons in charge of protecting the public interest and perform legislative, jurisdictional or administrative activity by virtue of public law provisions and provisions of authorities, including tax authorities.

Public Official: pursuant to art. 357 Italian Criminal Code, *"those who perform a public function, legislative, jurisdictional or administrative, are considered public officials. For the same purposes, the administrative function governed by public law and provisions of authorities and characterised by the formation or manifestation of the will of the public administration or by its performance by means of authoritative or certifying powers is public"*.

Offences: the categories of predicate offence of administrative liability of the entities pursuant to Legislative Decree no. 231/2001.

Workers' Statute: Italian Law no. 300 of 20 May 1970 as subsequently amended and integrated (*Rules on the freedom and dignity of employees, the freedom to form trade unions and perform trade union activity in the workplace and rules on placement – Workers' Statute*).

Whistleblowing: system that allows the Recipients to make, through the special channel set up by the Company, detailed and possibly anonymous reports of unlawful conduct or conduct in breach of the measures specified in the Model and/or of the ethical values and principles of conduct specified by the Code of Ethics – which might generate a liability for the Company pursuant to the Decree – of which they have become aware during the performance of their working activity at the Company.

INTRODUCTION

1. PURPOSES OF THE MODEL

The Company, as part of its culture of ethics and social responsibility, recognises the need to adopt suitable measures to direct the action of the Recipients, in the context of its business operations, both to protect the Company itself and to increase its value over time.

Take Off has, therefore, strengthened its corporate governance instruments by preparing, approving, adopting and effectively implementing (as well as regularly updating) this Model and the Code of Ethics, in order to:

- a) inform the Recipients of the provisions of the Decree and the potential consequences of a failure to comply with these;
- b) raise the awareness of the Recipients – and, in particular, of those operating in the Areas at Risk – of the need to comply with all provisions of the Model, to avoid the committing (or the attempt to commit) offences and, therefore, the application of the corresponding penalties, both to the Company and to the natural person committing the Offence;
- c) make clear that the Company strongly condemns any form of unlawful conduct, as this not only represents breach of the law, but also conflicts with the ethical values that the Company pursue in the performance of its activity;
- d) prepare appropriate instruments and controls to prevent, promptly react and/or mitigate the consequences of Offences being committed (or attempted).

2. RECIPIENTS OF THE MODEL

All parties operating within and/or on behalf of and/or in the interest of the Company are subject to the measures indicated in the Model. Among these, in particular:

- a) the members of the bodies of administration and control of Take Off (for example, the members of the Board of Directors and the Board of Statutory Auditors), as well as all those who perform, de facto or otherwise, functions of management, administration, direction and control in the Company;
- b) the parties subject to direction and/or control by the parties under a) above (such as Employees, Contractors and Consultants);
- c) the Contractual Counterparties (for example, suppliers).

Compliance with the provisions of the Model is guaranteed:

- a) with regard to parties within the Company, such as Employees, by setting up and effectively implementing a suitable disciplinary system (as set forth in par. 1 of Section V of this Model);
- b) with regard to parties outside the Company, such as, for example, Contractual Counterparties, by including Clause 231 (in the version set forth in Annex C to this Model) in the contractual agreements.

3. STRUCTURE OF THE MODEL

The Model consists of this Special Part and the annexes, which are an integral part of the Model:

- a) the Special Part of the Model (**Annex A**), which lists the Offences potentially applicable to the Company, with the corresponding penalties that the Company might incur (if these Offences are committed by senior management or persons managed by others, in the interest or to the advantage of the Company), the Areas at Risk identified and the specific control principles which the Recipients involved are asked to follow in the performance of their activities;
- b) the Code of Ethics (**Annex B**), which provides the principles and the values, as well as the related rules of conduct, that all parties acting in the name and/or on behalf and/or in the interest of Take Off must comply with;
- c) the Clause 231 (**Annex C**), which must be placed in the agreements with the parties outside the Company, to ensure that these comply with the Model and the Code of Ethics.

GENERAL PART

SECTION I

1. ADMINISTRATIVE LIABILITY OF THE ENTITIES

1.1. THE LIABILITY SYSTEM ACCORDING TO THE DECREE

Legislative Decree no. 231/2001 regulates the liability of entities with legal personality (for example, companies, such as Take Off) and of associations, with or without legal personality, when the Offences listed in the Decree (and as set forth in par. 1.4. of this Section) are committed (or an attempt is made at committing them).

The liability as set forth in the Decree arises when the Offences are committed (or there is an attempt at committing them), in the interest or to advantage of the entity, by:

- a) persons performing representation, administration or direction functions of the entity or one of its productive unit financially and functionally independent, as well as by persons performing, de facto or otherwise, management and control of the entity ("senior management"); and/or
- b) persons under the direction or the supervision of one of the parties as set forth in a) above ("persons managed by others").

In any case, the liability as set forth in the Decree:

- a) does not replace that of the natural person perpetrating the Offence, but is in addition to this, producing an extension of liability aimed at punishing the entity for the Offences committed in its interest or to its advantage by these parties;
- b) even if expressly characterised by the law as having administrative nature, presents characteristics similar to criminal liability (among which, for example, the fact that this liability is established as a result of criminal proceedings).

1.2. THE PENALTIES SPECIFIED BY THE DECREE

The penalties that are applied to the entities, when the criminal court establishes liability pursuant to the Decree, are the following:

- a) financial penalties;
- b) interdiction orders;
- c) seizure of the proceeds or profits of the Offence;
- d) publication of the conviction sentence.

Financial penalties are applied "*by quota*", in number not below 100 and not above 1,000, where each quota ranges from a minimum of Euro 258.00 to a maximum of Euro 1,549.00. In setting the financial penalty, the number of quotas is set by the court taking into account the seriousness of the offence, the degree of liability of the entity and the initiatives taken by this to eliminate or mitigate the consequences of the offence and to prevent other crimes being committed. Otherwise, the amount of the individual quotas is

set by the court according to the economic and financial conditions of the entity, to ensure the effectiveness of the penalty.

Interdiction orders instead concern the specific activity of the entity in the context of which the Offence was committed. The type and the duration of these are set by the court, according to the seriousness of the offence, the degree of liability of the entity, the initiatives taken by this to eliminate or minimise the consequences of the offence and to prevent other crimes being perpetrated, taking into account the suitability of the penalty to prevent Offences of the same type of that perpetrated from being perpetrated. Interdiction orders may include, for example, the prohibition to practice an activity, the suspension or revocation of authorisations, licenses or concessions functional to the commission of the Offence or the prohibition to advertise goods or services.

While financial penalties are always applied when there is a liability of the entity, interdiction orders are applied only for the Offences for which they are expressly specified, when at least one of the following assumptions is met:

- a) the committing of the Offence provided a substantial profit to the entity and was committed by senior management, or by parties managed by others when the Offence was caused or encouraged by serious organisational deficiencies;
- b) in case of repeated crimes.

Interdiction orders may also be issued on a precautionary basis (that is, before the start of proceedings against the entity), on request of the Public Prosecutor, when there is serious evidence of liability of the entity and there are sound and specific elements indicating a risk that Offences of the same type as the one object of the proceedings be committed.

Besides the financial penalties and possibly interdiction orders, the court may also order, in the case of a conviction, the seizure of the proceeds or profits of the Offence (except for the portion that may be returned to the injured party). Where the seizure of the proceeds or profits of the Offence cannot be carried out, this may be ordered for sums of money, goods or other benefits of equivalent value.

Lastly, the publication of the conviction sentence, at the expense of the entity, in one or more newspapers, may be ordered by the court, if an interdiction order is issued.

1.3. EXEMPTION FROM LIABILITY: THE FUNCTION OF THE MODEL OF ORGANISATION, MANAGEMENT, AND CONTROL

The entity may avoid incurring liability pursuant to the Decree, when certain circumstances occur, which vary according to the party that has committed the Offence to the benefit or advantage of the entity. Notably:

- a) if the Offence was committed by senior management (for example, the members of the bodies of administration and control), the entity is not liable pursuant to the Decree if it shows that:

- before the Offence was committed, the board of directors has adopted and effectively implemented a model of organisation and management able to prevent Offences of the type of the one committed;
 - the task of monitoring the operation and compliance of the model and to ensure its update has been given to a body of the entity with autonomous powers of initiative and control (i.e., the Supervisory Board);
 - the offending parties have committed the Offence by fraudulently eluding the models of organisation and management;
 - supervision by the Supervisory Board was not omitted or insufficient.
- b) if the Offence was committed by parties subject to the direction or supervision of others (for example, Employees), the entity is liable pursuant to the Decree only if the committing of the Offence was made possible by a failure to fulfil the duties of direction or supervision; this failure, in any case, is excluded if the entity, before the Offence was committed, had adopted and effectively implemented a model of organisation, management and control able to prevent Offences of the type of the one committed.

In both cases, the aforementioned models allow the entity to benefit of the exemption from the liability as set forth in the Decree, provided the requirements set by the Decree are met and, in particular, that the models:

- a) identify the activities in the context of which Offences may be committed (i.e. the Areas at Risk);
- b) lay out specific protocols for the planning of the adoption and implementation of the decisions of the entity in regard to the Offences to be prevented;
- c) identify ways to manage the financial resources needed to prevent the committing of offences;
- d) provide for notification obligations in regard to the Supervisory Board;
- e) set up a disciplinary system to punish the failure to comply with the provisions of the model;
- f) include one or more channels that allow the senior management and their reports to make, for the protection of the integrity of the entity, detailed reports of unlawful conduct, relevant pursuant to Decree and based on accurate and consistent facts, or of infractions of the model of organisation, management and control of the entity, of which they have become aware because of the functions performed; these channels must also guarantee the confidentiality of the name of the reporting party in the management of the report;
- g) set at least one alternative reporting channel, able to guarantee, electronically, the confidentiality of the identity of the reporting party;
- h) prohibit retaliatory or discriminatory actions, direct or indirect, against the reporting party for reasons related, directly or indirectly, to the reporting;
- i) provide, in the disciplinary system, for penalties against those who violate the measures safeguarding the reporting party and who make (intentionally or for serious negligence) reports that are proved to be unfounded.

To exclude the liability of the entity pursuant to the Decree, the aforementioned models must not only be adopted, but also effectively implemented. This implies:

- a) regular verification and possibly update of the model when significant infractions of the rules are discovered or when there are changes in the organisation or the activity of the entity;
- b) a disciplinary system able to punish the failure to comply with the provisions of the model.

1.4. PREDICATE OFFENCES FOR THE LIABILITY OF THE ENTITY

The Offences which may produce the administrative liability of the entities pursuant to the Decree are not all offences specified by the law, but only those specifically indicated by the Decree and listed below.

Misappropriation of payments, fraud against the State, public entity or European Union or for the receipt of public funds, computer fraud against the State or public entity and fraud in public procurement (art. 24 of the Decree)

- Embezzlement against the State (art. 316-*bis*, Italian Criminal Code);
- Misappropriation of State funds (art. 316-*ter*, Italian Criminal Code);
- Fraud in public procurement (art. 356 Italian Criminal Code);
- Fraud against the State (art. 640, par. 2, no. 1, Italian Criminal Code);
- Aggravated fraud for the obtainment of public funds (art. 640-*bis*, Italian Criminal Code);
- Computer fraud against the government or of other public entity (art. 640-*ter*, Italian Criminal Code);
- Fraud against the European Agricultural Guarantee Fund and/or the European Agricultural Fund for Rural Development (art. 2 Law no. 898 of 23 December 1986).

Computer offences and unlawful processing of data (art. 24-*bis* of the Decree)

- Falsification of a public electronic document or document with evidential effectiveness (art. 491-*bis* Italian Criminal Code);
- Unauthorised access to computer or telecommunication systems (art. 615-*ter* Italian Criminal Code);
- Unauthorised possession and distribution of access codes to computer or telecommunication systems (art. 615-*quater* Italian Criminal Code);
- Distribution of computer equipment, devices or programs to damage or shut down a computer or telecommunication system (art. 615-*quinquies* Italian Criminal Code);
- Unlawful interception, prevention or shut-down of computer or telecommunication communications (art. 617-*quater* Italian Criminal Code);
- Installation of equipment to intercept, prevent or shut down computer or telecommunication communications (art. 617-*quinquies* Italian Criminal Code);
- Damage to electronic information, data and programmes (art. 635-*bis* Italian Criminal Code);
- Damage to electronic information, data and programmes used by the State or other public entity or in any case of public utility (art. 635-*ter* Italian Criminal Code);
- Damage to computer or telecommunication systems (art. 635-*quater* Italian Criminal Code);

- Damage to computer or telecommunication systems of public utility (art. 635-*quinquies* Italian Criminal Code);
- Tampering with the electronic signature certifier (art. 640-*quinquies* Italian Criminal Code);
- Perimeter of national cyber security (art. 1, par. 11, Decree Law no. 105 of 21 September 2019, converted with amendments by Law no. 133 of 18 November 2019).

Organised crime offences (art. 24-*ter* of the Decree)

- Association for criminal purposes (art. 416 Italian Criminal Code);
- Mafia-type criminal associations, Italian and non (art. 416-*bis* Italian Criminal Code);
- Trading of votes with mafia-type organisations (art. 416-*ter* Italian Criminal Code);
- Kidnappings for ransom (art. 630 Italian Criminal Code);
- Criminal association aimed at the unlawful trafficking of narcotic or psychotropic substances (art. 74 Presidential Decree no. 309/1990);
- Unlawful manufacture, introduction into the country, sale, transfer, possession and carrying in a public place or place open to the public of war or war-type weapons or parts of these, explosives, clandestine weapons as well as common firearms (art. 407, par. 2, letter a), no. 5, Italian Criminal Procedure Code).

Embezzlement, concession, undue encouragement to grant or promise benefit, bribery and abuse office (art. 25 of the Decree)

- Embezzlement (art. 314, par. 1, Italian Criminal Code);
- Embezzlement by profiting from the mistake of others (art. 316 Italian Criminal Code);
- Extortion (art. 317 Italian Criminal Code);
- Bribery for the exercise of a function (art. 318 Italian Criminal Code);
- Bribery for act against the duties of a public official (art. 319 Italian Criminal Code);
- Aggravating circumstances (art. 319-*bis* Italian Criminal Code);
- Bribery in judicial proceedings (art. 319-*ter* Italian Criminal Code);
- Undue encouragement to give or promise benefit (art. 319-*quater* Italian Criminal Code);
- Bribery of person in charge of providing a public service (art. 320 Italian Criminal Code);
- Penalties for bribing party (art. 321 Italian Criminal Code);
- Instigation to bribery (art. 322 Italian Criminal Code);
- Embezzlement, extortion, unduly encouragement to give or to promise benefit, bribery and instigation to bribery of members of the International Criminal Court or of the bodies of European Communities and officials of European Communities and foreign States (art. 322-*bis* Italian Criminal Code);
- Abuse of office (art. 323 Italian Criminal Code);
- Influence peddling (art. 346-*bis* Italian Criminal Code).

Falsification of currency, bonds, duty stamps and identification instruments or marks (art. 25-*bis* of the Decree)

- Conspiracy to create, spend and introduce into the country counterfeit currency (art. 453 Italian Criminal Code);
- Altering of currency (art. 454 Italian Criminal Code);

- Spending and introducing into the country, without conspiracy, counterfeit currency (art. 455 Italian Criminal Code);
- Spending counterfeit currency received in good faith (art. 457 Italian Criminal Code);
- Falsification of duty stamps, introducing into the country, buying, holding or circulating counterfeit duty stamps (art. 459 Italian Criminal Code);
- Counterfeiting of watermarked paper in use for the manufacturing of the paper used for public bonds or duty stamps (art. 460 Italian Criminal Code);
- Making or holding paper or instruments for the counterfeiting of currency, duty stamps or watermarked paper (art. 461 Italian Criminal Code);
- Use of counterfeit or altered duty stamps (art. 464 Italian Criminal Code);
- Counterfeiting, altering or using trademarks or distinguishing signs, or of patents, models and designs (art. 473 Italian Criminal Code);
- Introducing in the country and selling products with false marks (art. 474 Italian Criminal Code).

Offences against industry and trade (art. 25-*bis*.1 of the Decree)

- Disturbing the freedom of industry and trade (art. 513 Italian Criminal Code);
- Unlawful competition through threat or violence (art. 513-*bis* Italian Criminal Code);
- Fraud against national industries (art. 514 Italian Criminal Code);
- Fraudulent trading (art. 515 Italian Criminal Code);
- Sale of adulterated foodstuff as genuine (art. 516 Italian Criminal Code);
- Sale of industrial products with mendacious marks (art. 517 Italian Criminal Code);
- Making and selling goods produced in breach of industrial property rights (art. 517-*ter* Italian Criminal Code);
- Counterfeiting of geographical indications or appellations of origin of agri-food products (art. 517-*quater* Italian Criminal Code).

Corporate offences (art. 25-*ter* of the Decree)

- False corporate communications (art. 2621 Italian Civil Code);
- Minor offences (art. 2621-*bis* Italian Civil Code);
- False corporate communications of listed companies (art. 2622 Italian Civil Code);
- Hindering auditing activities (art. 2625, par. 2, Italian Civil Code);
- Undue repayment of contributions (art. 2626 Italian Civil Code);
- Illegal distribution of profits and reserves (art. 2627 Italian Civil Code);
- Unlawful transactions on shares or quotas of the company or parent company (art. 2628 Italian Civil Code);
- Transactions to the detriments of creditors (art. 2629 Italian Civil Code);
- Non-disclosure of a conflict of interest (art. 2629-*bis* Italian Civil Code);
- Fictitious formation of share capital (art. 2632 Italian Civil Code);
- Undue allocation of corporate assets by liquidators (art. 2633 Italian Civil Code);
- Bribery among private parties (art. 2635, par. 3, Italian Civil Code);
- Instigation to bribery (art. 2635-*bis* Italian Civil Code);
- Undue influence on the meeting (art. 2636 Italian Civil Code);
- Stock manipulation (art. 2637 Italian Civil Code);
- Impeding public regulatory authorities in the exercise of their functions (art. 2638, par. 1 and 2, Italian Civil Code).

Offences for the purposes of terrorism and subversion of the democratic order (art. 25-*quater* of the Decree)

All offences for the purposes of terrorism and subversion of the democratic order specified by the Italian Criminal Code and by the complementary legislation, as well as other breaches of the provisions of art. 2 of the International Convention for the Suppression of the Financing of Terrorism, signed in New York on 9 December 1999.

The most significant are listed below:

- Subversive associations (art. 270 Italian Criminal Code);
- Associations with terrorist purposes, also at the international level, or of subversion of the democratic order (art. 270-*bis* Italian Criminal Code);
- Aggravating and mitigating circumstances (art. 270-*bis.1* Italian Criminal Code);
- Assistance to associated parties (art. 270-*ter* Italian Criminal Code);
- Recruiting for terrorist purposes, also at the international level (art. 270-*quater* Italian Criminal Code);
- Training for activities with terrorist purposes, also at the international level (art. 270-*quinquies* Italian Criminal Code);
- Conduct with terrorist purposes (art. 270-*sexies* Italian Criminal Code);
- Attack with terrorist purposes, or purposes of subversion of the democratic order (art. 280 Italian Criminal Code);
- Terrorism attacks with lethal or explosive weapon (art. 280-*bis* Italian Criminal Code);
- Kidnapping with terrorist purposes, or purposes of subversion of the democratic order (art. 289-*bis* Italian Criminal Code);
- Instigation to commit one of the offences against the State (art. 302 Italian Criminal Code);
- Political conspiracy through agreement (art. 304 Italian Criminal Code);
- Political conspiracy through association (art. 305 Italian Criminal Code);
- Assistance to the participants of conspiracies or armed gangs (art. 307 Italian Criminal Code).

Mutilation of female genital organs (art. 25-*quater.1* of the Decree)

- Mutilation of female genital organs (art. 583-*bis* Italian Criminal Code)

Offences against the individual (art. 25-*quinquies* of the Decree)

- Reducing or maintaining in a state of slavery or bondage (art. 600 Italian Criminal Code);
- Child prostitution (art. 600-*bis* Italian Criminal Code);
- Child pornography (art. 600-*ter* Italian Criminal Code);
- Holding child pornography material (art. 600-*quater* Italian Criminal Code);
- Virtual pornography (art. 600-*quater.1* Italian Criminal Code);
- Tourism initiatives aimed at exploiting child prostitution (art. 600-*quinquies* Italian Criminal Code);
- Human trafficking (art. 601 Italian Criminal Code);
- Selling and buying slaves (art. 602 Italian Criminal Code);
- Illegal intermediation and exploitation of labour (art. 603-*bis* Italian Criminal Code);

- Solicitation of children (art. 609-*undecies* Italian Criminal Code).

Market abuse (art. 25-*sexies* of the Decree)

- Insider dealing (art. 184 Legislative Decree no. 58 of 24 February 1998);
- Market manipulation (art. 185 Legislative Decree no. 58 of 24 February 1998).

Manslaughter or serious or very serious offences committed by violating rules on health and safety in the workplace (art. 25-*septies* of the Decree)

- Manslaughter (art. 589 Italian Criminal Code);
- Grievous bodily harm (art. 590, par. 3, Italian Criminal Code).

Receiving stolen goods, money laundering and using illegally-obtained money, goods or other benefits, as well as self-laundering (art. 25-*octies* of the Decree)

- Receiving stolen goods (art. 648 Italian Criminal Code);
- Money laundering (art. 648-*bis* Italian Criminal Code);
- Using illegally-obtained money, goods or other benefits (art. 648-*ter* Italian Criminal Code);
- Self-laundering (art. 648-*ter*.1 Italian Criminal Code).

Offences concerning violations of copyrights (art. 25-*novies* of the Decree)

- Criminal-law protection of copyrights (art. 171, par. 1, letter a-*bis*), and par. 3, Law no. 633/1941);
- Criminal-law protection of the software and databases (art. 171-*bis* Law no. 633/1941);
- Criminal-law protection of audiovisual works (art. 171-*ter* Law no. 633/1941);
- Criminal liability related to supports (art. 171-*septies* Law no. 633/1941);
- Criminal liability related to audiovisual broadcasts with restricted access (art. 171-*octies* Law no. 633/1941).

Inducing to withhold statements or to give false statements to the Court (art. 25-*decies* of the Decree)

- Inducing to withhold statements or to give false statements to the authorities (art. 377-*bis* Italian Criminal Code).

Environmental offences (art. 25-*undecies* of the Decree)

- Environmental pollution (art. 452-*bis* Italian Criminal Code)
- Environmental disaster (art. 452-*quater* Italian Criminal Code);
- Offences against the environment committed without criminal intent (art. 452-*quinquies* Italian Criminal Code);
- Aggravating circumstances (art. 452-*octies* Italian Criminal Code);
- Trafficking and abandoning highly radioactive material (art. 452-*sexies* Italian Criminal Code);
- Killing, destroying, capturing, removing, holding protected wild animal or plant species (art. 727-*bis* Italian Criminal Code);
- Destruction or deterioration of habitats within a protected area (art. 733-*bis* Italian Criminal Code);

- Discharges of industrial wastewater containing dangerous substances, in the absence of authorisation or after this has been suspended or revoked and discharge into sea waters, by ships or aircraft, of substances or materials for which there is an absolute prohibition on waste dumping (art. 137, par. 2, 3, 5, 11 and 13, Legislative Decree no. 152/2006);
- Unauthorised waste management activity (art. 256, par. 1, 3, 5 and 6, Legislative Decree no. 152/2006);
- Failure to reclaim sites in compliance with the project approved by the relevant authority (art. 257, par. 1 and 2, Legislative Decree no. 152/2006);
- Infraction of requirements in terms of reporting, record keeping and form filling (art. 258, par. 4, Legislative Decree no. 152/2006);
- Illegal waste trafficking (art. 259, par. 1, Legislative Decree no. 152/2006);
- Intentionally false statement on waste analysis certificates, also used in the context of SISTRI – Handling Area, and Intentionally false statement and material falsity of the SISTRI Form – Handling Area (art. 260-*bis* Legislative Decree no. 152/2006);
- Overshooting of emission limit values that cause the overshooting of air quality limits (art. 279, par. 5, Legislative Decree no. 152/2006);
- Import, export, re-export of specimens belonging to protected species as set forth in Annexes A, B and C of EC Regulation no. 338/97 of the Council, 9 December 1996, as subsequently amended and integrated; failure to comply with the requirements for the safety of specimens belonging to protected species; use of these specimens in a way that differs from the requirements made in the authorisation or certification; transport and transit of the specimens in the absence of the required certificates or licenses; trade of artificially reproduced plants in contrast with the provisions of art. 7, par. 1: b) EC Regulation no. 338/97 of the Council, 9 December 1996 as subsequently amended and integrated; possession, use for purpose of profit, purchase, sale, display or possession for sale or purposes, offer for sale or transfer of specimens without the required documentation (art. 1 and 2, Law no. 150 of 7 February 1992);
- Counterfeiting or altering certificates, licenses, import notifications, declarations, disclosures specified by art. 16, par. 1, letters a), c), d), e), and l) EC Regulation no. 338/97 of the Council, 9 December 1996, as subsequently amended and integrated (art. 3-*bis* Law no. 150 of 7 February 1992);
- Holding live specimens of wild mammals and reptiles and live specimens of mammals and reptiles bred in captivity that represent a danger for public health and safety (art. 6, Law no. 150 of 7 February 1992);
- Termination and reduction of the use of toxic substances (art. 3, Law no. 549 of 28 December 1993);
- Intentional pollution by ship flying any flag (art. 8, Legislative Decree no. 202 of 6 November 2007);
- Pollution due to negligence of ship flying any flag (art. 9, Legislative Decree no. 202 of 6 November 2007).

Employment of citizens from third countries without regular work permit (art. 25-*duodecies* of the Decree)

- Provisions against illegal immigration (art. 12, par. 3, 3-*bis*, 3-*ter* and 5, Legislative Decree no. 286/1998);

- Employment of citizens from third countries without regular work permit (art. 22, par. 12-*bis*, Legislative Decree no. 286/1998).

Racism and xenophobia (art. 25-*terdecies* of the Decree)

- Propaganda and incitement to crime on the grounds of racial, ethnic and religious discrimination (art. 604-*bis* Italian Criminal Code).

Fraud in sport competitions, abusive gambling or betting and gambling carried out by means of prohibited devices (art. 25-*quaterdecies* of the Decree)

- Fraud in sport competitions (art. 1, Law no. 401 of 13 December 1989);
- Abusive gambling or betting activities (art. 4, Law no. 401 of 13 December 1989).

Tax offences (art. 25-*quinquiesdecies* of the Decree)

- Fraudulent tax return through the issuing of invoices or other documents for non-existent transactions (art. 2, par. 1 and 2-*bis*, Legislative Decree no. 74/2000);
- Fraudulent tax return through other means (art. 3, Legislative Decree no. 74/2000);
- False tax return (art. 4, Legislative Decree no. 74/2000);
- Failure to file tax return (art. 5, Legislative Decree no. 74/2000);
- Issuing of invoices or other documents for non-existent transactions (art. 8, par. 1 and 2-*bis*, Legislative Decree no. 74/2000);
- Concealment or destruction of accounting documents (art. 10 Legislative Decree no. 74/2000);
- Undue compensation (art. 10-*quater* Legislative Decree no. 74/2000);
- Fraudulent tax evasion (art. 11 Legislative Decree no. 74/2000).

Smuggling (art. 25-*sexiesdecies* of Decree)

- Smuggling offences (Presidential Decree no. 43/1973).

1.5. TRANSNATIONAL OFFENCES

Pursuant to art. 10 of Law no. 146/2006, specific penalties are applied to the entity in the case of senior management or persons managed by others committing some transnational offences there listed, in the interest or to the advantage of the entity. For this purpose, pursuant to art. 3 of this law, an offence is transnational when it is:

- committed in more than one country;
- committed in one country, but with a substantial part of its preparation, planning, direction or control taking place in another country;
- committed in a country, but involving an organised crime group engaged in criminal activities in more than one country; or
- committed in a country but with substantial effects in another country.

The offences that may be transnational as defined above and for which, the penalties as set forth in art. 10 of Law no. 146/2006 are applied, are:

- Association for criminal purposes (art. 416 Italian Criminal Code);

- Mafia-type criminal associations, Italian and non (art. 416-*bis* Italian Criminal Code);
- Association for the smuggling of tobacco manufactured abroad (art. 291-*quater* Presidential Decree no. 43/1973);
-
- Association for the purposes of the unlawful traffic of narcotic or psychotropic substances (art. 74 Presidential Decree no. 309/1990);
- Provisions against illegal immigration (art. 12, par. 3, 3-*bis*, 3-*ter* and 5, Legislative Decree no. 286/1998);
- Inducing to withhold statements or to give false statements to judicial authorities (art. 377-*bis* Italian Criminal Code);
- Aiding and abetting (art. 378 Italian Criminal Code).

2. SOURCES FOR THE CONSTRUCTION OF THE MODEL

In drafting the models pursuant to Legislative Decree no. 231/2001, entities may make use of codes of conduct or guidelines issued by trade associations and shared with the Justice Ministry. The Company, in drafting its Model, has taken into account the Guidelines of Confindustria.

These Guidelines describe a mechanism to draft the models based on the performance of specific risk management and risk assessment processes, aimed, on one hand, at identifying the Areas at Risk of the Company and, on the other, at preparing a specific internal control system able to prevent the risks identified through specific protocols.

SECTION II

1. TAKE OFF

Take Off is a joint-stock company, subject to management and coordination by Summit S.p.A. (with registered office in Monopoli, via Baione, 272D, Tax and VAT no. 08274180721), which has as its business purpose the performance, directly and/or indirectly, through holdings in companies, entities or enterprises, of the following activities:

- a) the production, manufacturing, treatment, transformation, storage, packaging, on one own's behalf and on behalf of third parties, wholesale and retail sale in any form of distribution, in fixed and mobile unit, import and export of knits, clothing, apparel and accessories of any material and type, including underwear and trousseau items, fabrics and textile products of any material and type, leather, travel items, perfume items and cosmetics, bags, shoes and accessories;
- b) the tailor-made production of clothing and apparel of any material and type;
- c) the repair of clothing and apparel of any material and type;
- d) the manufacturing, processing, transformation, installation, maintenance, on its own behalf and on behalf of third parties, wholesale and retail trading, renting, importing and exporting of machines for the footwear, textile, clothing and leather industries;
- e) the management on its own behalf and on behalf of third parties of custody and deposit facilities;
- f) the design and styling of shoes and accessories, textile products, clothing and apparel in general;
- g) the study of advertising promotion and public relations;
- h) IT and administrative-management consulting, business planning and control, business, commercial and financial consulting;
- i) technical and technical/productive consulting in the sectors of interest of the Company;
- j) the subscription for each product category related to the activities listed above, in Italy and/or abroad, of agency contracts, with or without deposit, both single and multi-firm, as well as of commission and concession agreements, exclusive or not;
- k) the creation and management of professional training courses in regard to the activities included in the business purpose;
- l) e-commerce in regard to the activities included in the business purpose;
- m) the performance and supervision of the technical and financial coordination of the investee companies and the provision to these of the appropriate financial assistance, also through non-interest bearing loans.

The Company may execute all commercial, industrial and financial, investment and property transactions that the Board of Directors shall deem instrumental, accessory, connected, necessary or useful to carry out the activities that represent the business purpose; trade securities and shares on Italian and international securities markets; acquire

interests and equity investments in other companies having as their object activities that are analogous, similar or related to the activities of the Company, directly and indirectly, in Italy and

abroad; issue guarantees and sureties for third parties, as long as not these activities are not carried out with the public and provided they do not become prevalent with respect to those that are part of the business purpose.

Lastly, the Company may make use of all kinds of incentives, including tax and financial incentives provided for companies carrying out economic/productive initiatives in the regions of Southern Italy, as well as all other facilities of any kind provided for by current and future legal provisions, including EU law. The Company, in the sectors in which it operates, may use the brands, signs and/or companies that it deems appropriate within the specific economic and/or commercial areas, making them public in accordance with the law.

1.2. ORGANISATIONAL STRUCTURE OF THE COMPANY

Take Off has a traditional governance system, consisting of the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors.

The Shareholders' Meeting takes significant decisions for the future of the Company, among which the approval of the financial statements and the appointment of the members of the Board of Directors. The Shareholders' Meeting also appoints the other members of the corporate bodies of Take Off (for example, the Board of Statutory Auditors).

The Board of Directors, which manages the Company and represents it against third parties, is granted the widest powers for the ordinary and extraordinary administration of the Company and, in particular, has the power to carry out all acts deemed appropriate for the implementation and achievement of the business purposes (excluding those that the law and/or the Articles of Association assign to the Shareholders' Meeting alone). The Board of Directors, in the exercise of its powers, has appointed an executive director with special powers; in addition, special powers have been granted to two other Directors.

The Board of Statutory Auditors monitors compliance with the law and the Articles of Association, compliance with the principles of correct administration and in particular the suitability of the organisational, administrative and accounting structure adopted by the Company and its correct operation.

The Company has also appointed a Statutory Auditor, to audit the financial statements as well as to verify the regular keeping of the company accounts and the correct recording of the operations in the accounting records of the Company.

The main activities of the Company are organised in the following business units:

- a) Strategy and Store Development, which deals with the development and management of the business network of the Company;
- b) Store and Product Development, which deals with supplies to the business network of the Company;
- c) Administration and Finance, which deals with the administrative, accounting and financial management of the Company.

In this context, the main departments of the Company are:

- a) for the Strategy and Store Development area, the Technical and Development, Analysis and Store Selection Departments;
- b) for the Store and Product Development area, the Styling Office, Purchasing and Suppliers, Human Resources and Retail Organisation Departments;
- c) for the Administration and Finance area, the Customers and Suppliers and Reporting Departments.

If the Company were to change the aforementioned structure and/or perform activities other than those currently envisaged by the business purpose (set forth in par. 1 above), it shall evaluate the possibility of updating and integrating the Model, in regard to the new Areas at Risk that might be identified.

2. THE MODEL: SET-UP AND INTEGRATION OF THE INTERNAL CONTROL SYSTEM

The Model was set up by taking into account the governance system of the Company, which consists of the following elements:

- a) the Articles of Association, which, in compliance with the law, include several provisions on corporate governance, aimed at ensuring correct business operations;
- b) the system for the delegation of powers, through which the Board of Directors grants mandates and signatory powers, in line with organisational and managerial responsibilities;
- c) internal regulations, which consist in the set of procedures, manuals and any other type of documentation concerning the processes significant for the Company;
- d) an electronic management and reporting control system.

The governance system also includes the Code of Ethics, which carries the set of fundamental principles and conducts that the Company intends to apply in the performance of its business activities and that all parties, both inside and outside the Company, acting in the name and/or on behalf and/or in the interest of this, are asked to comply with. Notably, these values include:

- a) lawfulness – all parties acting in the name and/or on behalf and/or in the interest of the Company must comply with all laws and regulations in force in the market in which the Company operates;
- b) honesty – no corrupting activity is allowed (such as, for example, the offer and/or receipt of gifts and/or other benefits that may have an impact on the decision-making process of their recipients);
- c) transparency – the management of the Company must be clear, lawful, consistent, congruous and verifiable, and external communications must be simple, correct, timely, truthful and - if public - accessible to all;
- d) responsibility – the Company and all parties acting in the name and/or on behalf and/or in the interest of this must always carefully consider the consequences of their actions and their external impact (not only towards the Recipients but also towards the community in general), respecting, for example, the individual and the dignity of the person as well as all applicable laws and regulations safeguarding health and safety on the workplace.

The rules and the principles found in the documentation indicated represent the set of the measures aimed at monitoring the risks related, among other things, to the infraction of the Decree

and are a part of the wider system of organisation, management and control that the Model is meant to support and integrate.

Moreover, in the definition of its organisation, Take Off adopts criteria to ensure full compliance with the following control principles:

- a) Every operation, transaction, action must be verifiable, documented, coherent and congruous

Take Off ensures that each operation, transaction and/or action is always documented, to allow the execution at any time of controls to verify characteristics and motivations as well as to identify the parties that have authorised, carried out, recorded and verified the operation, transaction and/or action in question.

- b) Nobody is allowed to manage an entire process alone

In any process, Take Off creates appropriate instruments to guarantee the segregation of roles, functions and responsibilities among those who authorise, those who execute and those who control the operations, transactions, and actions within the Company. For this purpose, moreover:

- nobody – under no circumstance – is granted unlimited powers;
- the powers and responsibilities of each Recipient are clearly defined and announced within the Company;
- authorisation and signatory powers are always assigned in line with the organisational responsibilities allocated and are appropriately documented, so as to allow, at all times, the execution of controls.

To make clear and known to all Recipients the allocation of roles and responsibilities within the Company, Take Off has prepared, besides the aforementioned system for the delegation of powers, an organisation chart, which indicates the areas in which its activity is divided, the hierarchical relationships between these, and the roles and functions of the parties operating in these.

- c) Controls must be documented

All control activities performed are appropriately documented through the implementation of and compliance with the reporting system set up by the Company, through which allows the documentation not only of the actual execution of the controls, but also of their outcome.

In this context, for the correct set-up of the Model, the Company, also in compliance of the Confindustria Guidelines, performed an analysis of the corporate context, to highlight in which areas of activity and in which ways the Offences might occur, as well as an assessment of the control system in place, to identify measures of adjustment and/or improvement, effectively preventing – and reducing to an acceptable level – the risks identified. In particular, the Company:

- a) mapped the current Areas at Risk through an analysis of its areas of activity;

- b) analysed the risks by process, producing a mapping of the potential ways Offences may be committed;
- c) analysed the current system of prior controls and implemented a purpose-built system to minimise the risk of Offences being committed;
- d) assessed the residual risks (that is, risks not covered by the current control system), verifying that they are acceptable.

As a result of the analysis, in regard to the current operations of the Company and the organisational structure in place, the following Areas at Risk were identified;

- a) Management of relationships and obligations towards the Public Administration;
- b) Management of electronic information flows with the Public Administration;
- c) Management of corporate giving activities, charitable contributions and sponsorships;
- d) Management and organisation of events;
- e) Procurement of goods and services and granting of professional and consulting mandates;
- f) Management of relationships with Contractual Counterparties;
- g) Management of relationships with Regulatory Authorities;
- h) Management of the financial resources of the Company;
- i) Management of investments and loans;
- j) Management of relationships with banks;
- k) Completion and management of extraordinary, intra-company or significant transactions with third parties or related parties;
- l) Management of intercompany transactions;
- m) Management of the properties of the Company;
- n) Management of accounts and financial statements;
- o) Management of relationships with statutory auditor and/or auditing company;
- p) Management of the invoices sent and received by the Company;
- q) Selection, management and incentives of personnel;
- r) Management of expense reimbursement to Employees, Contractors and Consultants;
- s) Management of obligations regarding health and safety in the workplace;
- t) Management of relationships with trade unions;
- u) Management of customs procedures;
- v) Drafting of information documents and press releases related to the Company, addressed to the shareholders or the public, as required by law or resolved by the Company;
- w) Acquisition, sale, issue and/or other transactions on own or third party financial instruments on regulated markets;
- x) Management of relationships with media;
- y) Management of relationships with certification agencies;
- z) Management of claims and/or disputes and settlements;
- aa) Preparation and filing of accounting records, tax returns, tax payments and tax obligations;
- bb) Management of activities aimed at obtaining tax credits;
- cc) Management of the computer and telematic systems of the Company;
- dd) Procurement of IT systems;
- ee) Management of the content of the website and social media of the Company;
- ff) Procurement, production and development of new solutions, technologies and tools;
- gg) Acquisition, claim, registration and management of trademarks, patents, designs, models or other intellectual property rights;

hh) Management and disposal of waste.

3. ADOPTION AND UPDATE OF THE MODEL

This Model was approved and adopted by the Board of Directors, pursuant to Legislative Decree no. 231/2001, in its first version, on 13/05/2021.

The Board of Directors approves the amendments, updates and integrations of the Model, also on the indication of the Supervisory Board (as better described in par. 1.2. of Section III of this Model). For example, there might be a need to change and adjust the Model in the following situations:

- a) significant infractions of the provisions of the Model;
- b) changes in legislation resulting in the extension of the liability as set forth in the Decree to additional offences so that there is a risk of these being committed (or of an attempt to commit them) in the interest or to the advantage of the Company;
- c) significant internal changes, in particular, in the organisational structure of Take Off, in the system of powers and responsibilities and in the ways the activities are performed in the Areas at Risk, which might result in the ineffectiveness of the measures of the Model.

The Board of Directors also takes all decisions needed to ensure the effective implementation of the Model, by assessing and approving, also on indication of the Supervisory Board, the initiatives needed to implement the measures there indicated.

SECTION III

1. SUPERVISORY BOARD

Pursuant to the Decree, the Company has created a Supervisory Board, with autonomous powers of initiative and control, which has the function of monitoring the operation and compliance of the Model and ensuring its update.

Due to the ownership structure and the nature of the business activity, the Company has opted for a Supervisory Board with a sole member.

1.1. REQUIREMENTS FOR THE SUPERVISORY BOARD

In compliance with the provisions of the Decree and the Confindustria Guidelines, the member of the Supervisory Board must meet the following requirements.

AUTONOMY AND INDEPENDENCE

The position of the Supervisory Board within the Company must guarantee the autonomy of the control activity from any type of interference and/or conditioning by any member of the Company and, in particular, by the Board of Directors, being this controlled by the Supervisory Board. This requirement would not be met if the member of the Supervisory Board was influenced, at the economic and/or personal level, or was in a conflict of interest (even only potential), or was involved in operating activities and/or management decisions.

In compliance with the requirements of autonomy and independence, therefore, the Company has set up the Supervisory Board as staff unit in a senior management position, reporting directly to the Board of Directors, without any operational task, to avoid undermining the objectivity of judgment as a body in the verifications of conducts, compliance and effectiveness of the Model.

HONOURABLENESS

Causes of ineligibility, removal and forfeiture of the Supervisory Body function have been specified, to guarantee, at all times, not only its independence, but also its honourableness.

In particular, the following cannot be appointed to the Supervisory Board and, if already appointed, shall automatically lose the office:

- a) those who find themselves in the conditions referred to in art. 2382 of the Italian Civil Code (i.e., disqualification, incapacitation, sentence to a penalty involving the interdiction, even temporary, from public offices, or inability to exercise management offices of legal persons and companies);
- b) the spouse, relatives and in-laws within the fourth degree of the members of the Board of Directors;
- c) those who have been convicted with a sentence, even if not definitive, including those pronounced pursuant to art. 444 Criminal Procedure Code:
 - to a prison term of no less than one year for one of the crimes provided for by Royal Decree no. 267 of 16 March 1942, one of the crimes relating to activities in the banking and financial sector,

- securities, markets and securities and payment instruments, one of the crimes against public faith, against property, against public order, against the public economy or in the tax area;
 - to a prison term of no less than two years for any offence committed without criminal intent;
 - for one of the Offences specified by the Decree, independently from any conviction;
- d) those who have held the position of member of the supervisory body in entities against which the disqualification sanctions provided for by the Decree have been applied;
- e) those who have been subject to one of the prevention measures specified by art. 3 of Law no. 55 of 19 March 1990, as subsequently amended and integrated;
- f) those who have been subject to the accessory administrative penalties specified by art. 187-*quater* of Legislative Decree no. 58 of 24 February 1998.

Excluding the cases of automatic loss of the office described above, the Supervisory Board cannot be removed until the end of its mandate, unless in one of the following cases where there is just cause:

- a) conviction of the Company for committing one of the Offences, or plea bargaining sentence, resulting from omitted or insufficient supervision by the Supervisory Board;
- b) dissemination of confidential information that the Supervisory Board has acquired because of its function;
- c) failure to perform the functions assigned for a long time without justification.

PROFESSIONALISM

The requirement refers to the set of instruments and techniques that the Supervisory Board must have to be able to effectively perform its functions. Therefore, the Company must select the member of the Supervisory Board by verifying that this has certain professional skills, since to this purpose a generic reference to the curriculum vitae is not sufficient.

The member of the Supervisory Board, in fact, must have specific expertise in inspection and consulting activities, expertise in the analysis of control and legal systems, broad knowledge of the structure and of the methods of committing the Offences, as well as of specific techniques to guarantee the effectiveness of the control and proposal powers granted.

Moreover, the member of the Supervisory Board must make use of all resources activated for the management of issues related to health and safety on the workplace pursuant to the relevant laws and regulations (for example, head of prevention and protection service, company doctor, first aid workers).

In compliance with this requirement, the Company selects the member of the Supervisory Board according to the curriculum vitae as well as expertise and professional experience, privileging candidates with wide knowledge of the area of administrative liability of entities, prevention and management of related risks, also taking into account the practical organisational characteristics of the Company and its business activity.

CONTINUITY OF ACTION

To guarantee the effective and constant implementation of the Model, the Supervisory Board must devote itself full time to the supervision on the Model. For this purpose, it meets at least once a quarter.

To meet this requirement, the Supervisory Board is appointed by a decision of the Board of Directors which specifies the duration of the mandate. The Board of Directors must also inform the Recipients of the tasks and the powers of the Supervisory Board, as well as of the penalties that may be applied if they fail to co-operate with it.

The Supervisory Board has been granted all powers needed to ensure the accurate and effective supervision on the operation and the compliance of the Model and, notably, for the performance of the following tasks:

- a) verification of the effectiveness of the Model with respect to the prevention and the impediment of the committing of the Offences;
- b) supervision on the compliance with the methods and procedures specified by the Model and detection of any divergent conduct resulting from the analysis of the information flows and from the reports that the heads of the different functions must provide;
- c) submission of proposals to the Board of Directors for updates and adjustments of the Model, to be implemented through amendments and integrations made necessary by:
 - significant infractions of the provisions of the Model;
 - significant changes of the internal structure of the Company, the business activity or the methods to perform it;
 - changes in legislation;
- d) report to the Board of Directors, for the purposes of the appropriate measures, on the infractions of the Model observed that might result in a liability for the Company;
- e) preparation, every six months, of an information report on the verification and control activities completed and their outcome, to be sent to the Board of Directors;
- f) delivery to the Board of Statutory Auditors of the Company of the report under letter e) above.

1.2. ACTIVITIES AND POWERS OF THE SUPERVISORY BOARD

In addition to the tasks listed in the previous paragraph, the Supervisory Board shall perform the following activities:

- a) monitor the effectiveness of the Model (that is, on the consistency between the practical conduct and the Model adopted);
- b) review the suitability of the Model (that is, of its real – and not merely formal – ability to prevent the conduct prohibited);
- c) analyse the ability of the Model to continue to meet over time the soundness and functionality requirements;
- d) supervise the dynamic update of the Model, through:
 - suggestions and proposals of adjustment of the Model to the Board of Directors;
 - follow-up activity (that is, verification of the implementation and effectiveness of the solutions proposed).

For this purpose, the Supervisory Board was given, the following tasks:

- a) regular verification of the map of the Areas at Risk and constant update of this, where necessary;
- b) supervision, based on an annual programme shared with the Board of Directors of the practical operation of the control activity within the Areas at Risk, followed by a report to the Board of Directors if anomalies are observed;
- c) verification of the suitability of the Model to prevent the Offences;
- d) performance of regular controls, even without prior scheduling, in the Areas at Risk;
- e) performance of internal investigations on alleged infractions of the Model of which the Supervisory Board has become aware through reports or in the normal performance of the supervision activity;
- f) regular drafting of a bi-annual report, to be submitted to the Board of Directors, describing the outcomes of the controls performed, the issues observed and the corrective actions believed to be necessary;
- g) supervision on the compliance with the principles of the Code of Ethics by all parties operating at any title in the Company;
- h) dissemination of the Model and set-up of the programme to train Recipients on the issues of the Model and the Code of Ethics;
- i) assessment and proposal for the application of disciplinary measure, in coordination with the Human Resources function;
- j) preparation and submission to the Board of Directors of an annual report describing in detail the activities performed during the year, their outcomes and any critical issue observed.

It should be noted that:

- a) the activities performed by the Supervisory Board cannot be questioned by any other body or corporate organisation, being understood that the Board of Directors has the task of monitoring the suitability of the activities of the Supervisory Board, having the ultimate responsibility for the operation and the effectiveness of the Model;
- b) the Supervisory Board has full access to all functions of the Company, without the need to obtain prior approval, and may obtain from these all information and/or data necessary for the performance of its functions;
- c) the Supervisory Board, for the purposes of the performance of its functions, may make use, where necessary, under its direct supervision and responsibility, of the support of all Company units, or of independent consultants.

To allow the Supervisory Board to perform its functions effectively and autonomously, the Board of Directors provides, on appointment, an adequate budget.

The Supervisory Board shall draft and approve its own regulation (regulating, for example, the scheduling of activities, the keeping of meeting minutes, the timing of controls, the identification of analysis criteria and procedures).

All activities performed by the Supervisory Board must be accurately tracked, documented and filed by the Supervisory Board itself (for example, through the keeping of minutes and the filing of documentation on the results of the controls carried out, notifications received and copies of the reports sent and received). In particular, all meetings between the Supervisory Board and the corporate bodies (for example, the Board of Directors) must be documented. A copy of the documentation produced must also be stored by the Supervisory Board and made available to the Company, on request.

2. INFORMATION FLOWS

2.1. INFORMATION FLOWS FROM THE SUPERVISORY BOARD

To maintain its autonomy and independence, the Supervisory Board reports directly to the Board of Directors, on the implementation of the Model and any critical issue observed in the performance of its control activity.

Notably, as already mentioned in the previous paragraphs, the Supervisory Board shall prepare and send to the Board of Directors:

- a) a six-month report, describing all control activities carried out and their outcomes;
- b) an annual report, reporting in detail the results of the activities carried out during the year, the plan of the control activities scheduled for the following year, any regulatory change amending the Decree and the final budget figures.

Besides the regular reporting activities described above, the Supervisory Board shall immediately report to the Board of Directors any serious infraction and/or other critical issue observed in the execution of the controls. Moreover, at all times:

- a) the Supervisory Board may ask to discuss with the Board of Directors, if deemed necessary;
- b) the Board of Directors may call the Supervisory Board to ask to report on special situations and/or circumstances related to the operation and compliance with the Model.

In any case, all meetings between the Supervisory Board and the Board of Directors must be documented in writing with specific minutes; a copy of the minutes and all documentation produced following these meetings must be stored by the Supervisory Board and made available to the Company on request.

2.2. INFORMATION FLOWS TO THE SUPERVISORY BOARD

The Supervisory Board is the recipient of all information, document and/or report, also from third parties other than the Recipients, concerning the Model. The Supervisory Board ensures the confidentiality of all information obtained in the performance of its mandate, under penalty of having the mandate revoked and the corresponding disciplinary measures applied. This confidentiality duty, in any case, does not prevent the Supervisory Board from starting all investigations necessary, potentially involving the corporate functions and/or independent consultants.

The Supervisory Board stores all information, documents and/or reports received in a special archive (in paper and/or electronic form, according to the provisions issued by the Supervisory

Board in its regulation), in compliance with EU and Italian provisions on the protection of personal data. This documentation may be accessed by the sole Supervisory Board and only for reasons related to the performance of its mandate and must be made available to the Company on request.

To allow to the Supervisory Board to effectively perform its function of verifying the functionality and effectiveness of the Model, all corporate functions operating within the Areas at Risk must inform the Supervisory Board of the outcome of the regular control activities performed (for example, by preparing and delivering summary reports to the Supervisory Board) as well as on any anomalous and/or atypical result observed within the available information.

In this context the Board of Directors has the specific duty of informing the Supervisory Board of:

- a) decisions related to the request, disbursement and use of public funding;
- b) investigations or internal reports showing liability for the Offences;
- c) disciplinary proceedings started after alleged infractions of the Model and/or the Code of Ethics and/or the protocols and procedures related to the Model, as well as any disciplinary penalties applied as a result of these;
- d) any element and/or circumstance which may indicate the risk of criminal interference in regard to the activity of the Company;
- e) any measure and/or information from police bodies or any other authority, which may indicate that investigations are ongoing, also towards unknown parties, for committing (or attempting to commit) offences, within the activity of Take Off;
- f) visits, inspections and investigations started by the competent bodies (regions, regional bodies and local authorities) and, upon their conclusion, any finding and sanction imposed;
- g) requests for legal assistance sent by the Board of Directors and/or the Employees, if proceedings are initiated against them for offences committed in the performance of company activity;
- h) any significant and/or anomalous deviations in actual costs with respect to the budget or historical trend;
- i) information on the effective implementation, at all company levels, of the Model, with evidence of the disciplinary proceedings carried out and any disciplinary sanctions imposed or of the dismissal of such proceedings with its grounds.

The corporate functions must also provide to the Supervisory Board:

- a) on request, a copy of the minutes of the resolutions of the Board of Directors;
- b) regular information on the actual implementation of the Model in all Areas at Risk, actual compliance with the Code of Ethics and practical evolution of the activities within the Areas at Risk;
- c) information and documentation on the system for the delegation of powers adopted by the Company;
- d) a copy of the regular reports on health and safety on the workplace.

All this documentation and/or information may be sent to the Supervisory Board through the channel indicated in par. 3 of this Section.

3. WHISTLEBLOWING SYSTEM

The overall system of information flows described in the preceding paragraphs, gives a particular importance to reports of illegal conduct or violations of the Model and/or the Code of Ethics and/or protocols and procedures connected to the Model, made by the Recipients and/or by third parties to the Supervisory Board. In regulating this activity, Take Off has implemented a whistleblowing system in line with the provisions of the Decree and Law no. 179/2017.

All reports (substantiated and based on precise and consistent factual elements) can be brought to the attention of the Supervisory Board, by the Recipients or third parties, through the following channels (adequately disclosed to the Recipients by the Company):

- a) by ordinary mail at the address of the Company, in via Di Novella, 22, 00199, Rome, to the attention of the Supervisory Board;
- b) by certified email, at the email address takeoff@gigapec.it, or at the email address help@takeoffoutlet.com;
- c) by certified email, at the address of the Supervisory Board Luca.provaroni@gmail.com, a channel that ensures the electronic protection of the confidentiality of the identity of the reporting party.

The Supervisory Board is, therefore, identified as the autonomous and independent Recipient of the reports, which allows the most effective pursuit of the aims of reference laws and regulations (that is, protection of the entity and of the reporting party). These aims, in fact, could hardly be achieved if the recipients of the reports were parties of which the whistleblower is a report, functionally or hierarchically, or the party in charge of reporting the infraction or, again, the party with interests potentially related to the report.

The Supervisory Board assesses all reports received with discretion and responsibility, listening to the author of the report (where known) and the party responsible for the alleged infraction as well as identifying, proposing and motivating any action that may become necessary. In the performance of its activities, the Supervisory Board, in any case, guarantees the confidentiality of the identity of the reporting party, without prejudice to the rights of those who are slandered.

If the application of the disciplinary sanctions provided for by the disciplinary system (see paragraph 1

of Section V of this Model) should result from the report - and the related investigations connected to this - the consequent measures will be applied in compliance with the provisions provided by the same system.

The Company rejects any form of retaliation and/or discrimination, direct or indirect, against parties who have submitted reports, for reasons relating, directly or indirectly, to the report, providing, in the aforementioned disciplinary system, specific sanctions for anyone who violates the measures aimed at protecting the reporting party. Without prejudice to the provisions above, the Company shall not tolerate that the rights, none excluded, of the parties involved be violated through an improper use of the whistleblowing system. For this purpose, the disciplinary system also specifies penalties for those who, intentionally or due to serious negligence, make reports that are proved to be unfounded.

SECTION IV

1. DISSEMINATION OF THE MODEL AND THE CODE OF ETHICS AND TRAINING OF THE RECIPIENTS

The Model, general part, and the Code of Ethics (as well as all subsequent amendments and integrations of these) are published on the website of the Company. Moreover, the Model, general and special part, the Code of Ethics and Clause 231 are provided to all Recipients, using the corporate email address or delivery, including the new resources at the time of onboarding, to be signed to indicate acknowledgement and acceptance.

All Recipients have the right to request a copy of the Model and the Code of Ethics from the Human Resources function.

The Company acknowledges the importance and, in some cases, the complexity of the issues addressed in the Model and the Code of Ethics. Therefore, the Company provides Recipients with suitable and regular training on these issues.

The training activities aim at giving each Recipient thorough knowledge of the Model and the Code of Ethics, as well as providing cognitive tools for the performance of their functions in compliance with the measures to prevent and contrast the Offences specified by the Model.

The training activities (both in classroom and in e-learning mode), of which the Board of Directors is in charge, are managed by the Organisation function, according to the proposals and the training plans drafted by the Supervisory Board, and performed in coordination with the Supervisory Board itself.

The contents of the different sessions are articulated taking into account the categories of Recipients that, each time, take part, and, notably, the functions performed by these and the Areas at Risk involved. In general terms, the training activities address the following issues:

- a) the content of the Decree;
- b) the Code of Ethics, the Model (general part and special parts, for the parts each time significant);
- c) the role of the Supervisory Board, its functions and the information obligations in regard to this.

Attendance to the training is mandatory for all Recipients. Therefore, a failure to participate in the training sessions without good reason represents a disciplinary offence, punished according to the provisions of the disciplinary system (see par. 1 of Section V of this Model).

At the end of each training session, the participants' level of learning of the issues covered is assessed through specific tests.

For any additional clarification on the content of the Model and/or the Code of Ethics, Recipients may refer to the HR function.

SECTION V

1. DISCIPLINARY SYSTEM

The set-up of a disciplinary system to punish the failure to comply with the provisions of the Model and the Code of Ethics is one of the key aspects of the Model pursuant to the Decree. Moreover, the application of the disciplinary mechanism is an essential element for the effective implementation of the Model itself.

The failure to comply with the provisions of the Model and the Code of Ethics leads to the application of the sanction mechanism specified by the disciplinary system, regardless of the actual activation of criminal proceedings for the Offence committed. The disciplinary system, in fact, is structured with a forward-looking approach to ensure the effectiveness of the Model (the purpose of which is, precisely, to prevent the Offences from being committed and not to punish them when they have already been committed). A disciplinary system aimed at punishing conduct already representing an Offence, anyway, would have no specific benefit, only duplicating the penalties already specified by the Law.

At the same time, the application of a sanction, especially the more serious ones leading to the breakup of the relationship with the Company, involves a rigorous assessment of the facts, in the absence of a criminal judgement on the point. The Company, to this purpose and in any case, may implement a precautionary suspension of the relationship, when the investigations are particularly complex.

The disciplinary system of Take Off provides for different penalties, graduated according to the seriousness of the infractions verified. Therefore, penalties range from conservative measures, for less serious infractions, to measures to break off the relationship between the Company and the perpetrator, for more serious infractions.

In the exercise of its disciplinary power, the Company, regardless of the type of relationship with the party subject to sanction, follows the following principles:

- a) principle of proportionality, ensuring the sanction is commensurate to the seriousness of the infraction;
- b) adversarial principle, ensuring the involvement of the interested party and allowing this, after hearing the allegation, to provide its reasons in defence of their conduct.

If the infraction is verified, the corresponding disciplinary penalties are imposed by the Board of Directors, following assessment and verification of the offence by the Human Resources function.

Each action related to the disciplinary proceedings must in any case be notified to the Supervisory Board for the assessments within its area of competence. The Supervisory Board provides proposals and advice in this regard. The Supervisory Board must also verify, over time, the suitability of the disciplinary system set up by the Company, according to the provisions of the Decree.

In addition to the penalties articulated in the paragraphs below (and divided according to the category of Recipients involved), the Company, in compliance with the proportionality and adversarial principles, punishes any Recipient for any retaliatory or discriminatory conduct, direct or indirect, in regard to the reporting parties (see par. 3 of the Section III of this Model), for reasons related, directly or indirectly, to the report, as well as any Recipient making, intentionally or due to serious negligence, reports later proved to be unfounded.

1.1. MEASURES ADDRESSED TO EMPLOYEES

Compliance by Employees with the measures indicated in the Model, the values and principles of conduct set forth in the Code of Ethics and corporate procedures and protocols is an essential component of their contractual obligations, pursuant to art. 2104 Italian Civil Code.

Conducts in breach of these measures, principles and rules of conduct, therefore, represents a failure to fulfil contractual obligations deriving from the employment relationship and are classified as disciplinary offences, subject to disciplinary sanctions, in compliance with the applicable procedures and regulations, with all legal consequences, including in regard to the maintenance of the employment relationship and the obligation to compensate any damage caused.

The disciplinary penalties that may be applied to the Employees are adopted in compliance with the provisions of the National Collective Labour Agreement, the procedures specified by art. 7 of the Workers' Statute and any special applicable rule.

For example, besides the failure to comply with the Model, the Code of Ethics and the procedures and protocols related to the Model, disciplinary penalties shall be issued in the following cases:

- a) refusing to provide evidence and/or providing untruthful evidence of the control activity performed in the Areas at Risk;
- b) violating and/or eluding the internal control system (for example, through conduct that prevents the Supervisory Board from carrying out the controls within its area of competence or from accessing the documentation needed for the performance of its functions);
- c) failing to comply with the provisions of the system for the delegation of powers;
- d) failing to comply with information obligations towards the Supervisory Board.

In application of the principle of proportionality, if the offence is verified, the Company applies penalties graduated according to its seriousness. In increasing order of seriousness, the penalties include:

- a) verbal or written warning - penalty that may be applied for less serious infractions (for example, failure to properly keep the documentation required for the monitoring of the Areas at Risk);
- b) disciplinary dismissal with or without notice – penalty that may be applied in the case of conduct clearly in breach of the Model and such as to result in the application, to the Company, of the penalties specified by the Decree.

The Company ensures appropriate prior publicity to the punishable offences by placing a note in the specific corporate bulletin boards that all Employees may access.

From a procedural aspect, if an infraction of the Model and/or the Code of Ethics and/or the procedures and protocols related to the Model is reported, the procedure to verify the infraction, specified by the National Collective Labour Agreement and carried out by the Human Resources function, is activated. During the assessment, the Employee is informed of the infraction and given a reasonable time to provide justifications for the conduct in question. At the end of the procedure, any disciplinary measure to be applied is identified.

The application of a disciplinary measure does not prejudice the power of the Company to act against the Employee to demand compensation for damage caused by the infraction of the Model and/or the Code of Ethics and/or the procedures and protocols related to the Model.

In any case, there is no prejudice to the provisions of art. 7 of the Workers' Statute, which are understood to be referred to in full here. In particular:

- a) disciplinary measures cannot be adopted without the Employee having been previously notified of the charge and having been given the opportunity to defend themselves and be heard to justify their conduct;
- b) disciplinary measures more serious than the verbal reprimand cannot be applied before 5 days have elapsed from the written notification of the offence, during which time the Employee may present their justifications, possibly with the assistance of a union representative; if the disciplinary measure is not adopted within 6 days after the presentation of justifications by the Employee, the justifications shall be deemed accepted;
- c) the imposition of any disciplinary measure more serious than the verbal warning must be announced in a written notice together with its rationale;
- d) for repeated offence purposes, disciplinary measures shall not be taken into account after two years from their application.

1.2. MEASURES ADDRESSED TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS

To guarantee the effectiveness of the Model, disciplinary measures may be applied to the members of the Board of Directors and the Board of Statutory Auditors, if they are found to have failed to comply with the Model, the Code of Ethics and the procedures and protocols related to the Model.

The sanctions against the members of the Board of Directors and the Board of Statutory Auditors range from the written warning to the removal from office; they are issued by the full Board of Directors or Board of Statutory Auditors, according to the cases. In the most serious cases, the Shareholders' Meeting shall be informed, for the adoption of the appropriate measures. In any case, the Company may initiate proceedings to establish liability and demand compensation for these infractions.

In compliance with the principle of proportionality, the disciplinary measures are graduated according to the intentionality and seriousness of the conduct, the circumstances in which the infraction occurred and the level of risk to which the Company was exposed. In line with the adversarial principle, the member(s) of the Board of Directors and the Board of Statutory Auditors

allegedly responsible for the reported infraction are allowed to provide reasons for their conduct in writing, within a suitable time limit.

1.3. MEASURES ADDRESSED TO THE SUPERVISORY BOARD

In the case of infractions of the Model, the Code of Ethics and/or procedures and protocols related to the Model by the Supervisory Board, the Board of Directors will be immediately informed. After notifying the infraction and granting adequate defence tools to the Supervisory Board, setting a suitable time limit for the submission of reasons in writing, the Board of Directors takes the appropriate measures such as, for example, the revocation of the mandate and the appointment of a new Supervisory Board.

1.4. MEASURES ADDRESSED TO CONTRACTUAL COUNTERPARTIES, CONTRACTORS AND CONSULTANTS

In the case of infractions of the Model, the Code of Ethics and/or procedures and protocols related to the Model and In the case of Offences by Contractual Counterparties, Contractors and Consultants, these are sanctioned in accordance with the provisions of the Clause 231 inserted in their agreements (i.e., through the application of the penalty clause and, in the most serious cases, the termination of the contract as set forth in art. 1456 Italian Civil Code). In any case, the Company may initiate proceedings to demand compensation for damages.

Take Off S.p.A.

Chairman of the Board of Directors

Having reviewed and understood the content of this "Model of organisation, management and control as set forth in Legislative Decree no. 231 of 8 June 2001" we confirm the full acceptance of the document.

TAKE OFF S.p.A.
The Chairman of the Board of Directors

Signature _____

Name and surname _____

Signature _____

Date _____