
BIOTEC SRL

REA Number: VI-412547

Fiscal code - VAT numbe.: 04551540240 PEC:

biotecbiotecsrl@pec.it

Registered office: Viale della Repubblica 20, 36031 Dueville (VI)

ORGANISATION, MANAGEMENT AND CONTROL MODEL IN ACCORDANCE WITH LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001

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X	24/11/2025	Board of Directors
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GENERAL PART

1. LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001: ORIGIN AND EVOLUTION

Legislative Decree No. 231 of 8 June 2001, developing the guidelines contained in Article 11 of Law No. 300 of 29 September 2000, introduced liability for collective entities in Italy. This legislation derives from Italy's obligation to comply with commitments arising from supranational regulatory sources, such as the Convention on the Protection of the Financial Interests of the European Communities (Brussels, 26 July 1995), the First Protocol to the aforementioned Convention (Dublin, 27 September 1996), the subsequent Protocol concerning the interpretation of the same Convention by the Court of Justice of the European Communities (Brussels, 29 November 1996), the Convention on the fight against corruption involving officials of the European Communities or officials of the Member States of the European Union (Brussels, 26 May 1997), and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (Paris, 17 December 1997).

The liability introduced for collective entities has been qualified by the Italian legislator as administrative. However, it is more accurate to refer to a liability deriving from an offence, since **the entity is held responsible for an administrative violation where an executive or a subordinate has committed a crime in the interest or to the benefit of the entity.**

Given the novelty of the subject and the disruptive effects it would have had on the entrepreneurial and judicial system, the Italian legislator initially limited the number of predicate offences giving rise to such liability, which originally included only offences of fraud for obtaining public grants, extortion, and corruption. Over the years, the categories of offences constituting the predicate for administrative liability deriving from an offence have been expanded, also due to the need to implement international regulatory instruments, with the inclusion of many other offences, including—by way of example but not limited to—corporate crimes; offences related to receiving stolen goods, money laundering, and the use of money, goods or utilities of illicit origin; IT crimes and unlawful data processing; organised crime offences; offences against industry and commerce; occupational health and safety offences, environmental crimes, and tax offences.

1.1. RECIPIENTS OF THE LEGISLATION

Legislative Decree No. 231 of 8 June 2001 applies to entities with legal personality, companies, and associations, including those without legal personality.

1.2. THE CORPORATE GROUP PHENOMENON

The phenomenon of administrative liability of entities within corporate groups was overlooked by the legislator in 2001, and this legislative gap has since created numerous interpretative issues—for example, with regard to identifying who is liable for an offence committed within the parent company but also in the interest of the subsidiary, or offences committed by the directors of the holding company acting de facto as directors of the subsidiaries, or again offences committed by an individual of the subsidiary exclusively for the benefit of the parent company.

Legal scholarship and case law have expressed various opinions on the matter, although even today no firm and consolidated approach exists. Useful, for an understanding of this delicate subject, is the analysis proposed by Confindustria in Chapter V of its *“Guidelines for the construction of organisation, management and control models”*, updated as of June 2021¹.

2. STRUCTURE OF THE OFFENCE ATTRIBUTABLE TO THE ENTITY

The administrative offence attributable to the entity is a complex structure, consisting primarily of the offence (among those expressly provided for in Legislative Decree No. 231/2001) committed by a senior manager or by a person subordinate to such manager:

- **Senior managers** are considered individuals who perform functions of representation, administration, or management of the entity or of one of its organisational units endowed with financial and functional autonomy, as well as individuals who exercise, even de facto, management and control of the same;
- **Subordinates** are considered individuals subject to the direction or supervision of senior managers.

In addition to the offence committed by the natural person—which is the essential precondition for any finding of administrative liability of the entity—two further elements are required for the configuration of the corporate offence, one objective and one subjective:

- as regards the **objective element**, the act constituting a crime (e.g., fraud, money laundering, corruption, etc.) must be committed in the interest or to the advantage of the company; therefore, if the natural person acts unlawfully in his or her exclusive interest or in the interest of third parties, the company will not be held liable;
- with regard to the **subjective element**, the entity's culpability is linked to an organisational deficiency, namely the failure of the entity to adopt an organisational, management and control model capable of preventing the risk of offences.

Ultimately, therefore, three elements constitute the liability of the entity under Legislative Decree 231/2001: the offence, the interest or advantage for the entity, the absence of an organisational model.

The assessment of the entity's offence generally takes place according to the rules of criminal proceedings and concurrently with the assessment of the offence committed by the senior manager or subordinate (*simultaneous process*).

3. THE ORGANISATIONAL MODEL: PURPOSE, REQUIREMENTS AND CONTENT, INVOLVED SUBJECTS, IMPLEMENTATION

3.1. PURPOSE OF THE MODEL

The primary purpose of the organisational, management and control model (hereinafter, the Model) is the establishment of a system for preventing and reducing the risk of offences, aimed at excluding the liability of the entity and therefore the imposition of sanctions on the entity pursuant to Legislative Decree 231/2001. Employees and all subjects connected with the company should thereby be encouraged to maintain correct and transparent behaviour.

The Model—conceived by the legislator in 2001 and inspired by U.S. *compliance programs*—represents, in light of the structure of the offence analysed above, a condition of exemption from liability. In fact, the organisational model has an exonerating effect and allows the entity, when a criminal proceeding is initiated, to obtain an acquittal, provided that the other legal conditions are met, namely the establishment of a supervisory body, compliance with the Model, and supervision by such body.

¹ <https://www.confindustria.it/documenti/le-nuove-linee-guida-231-di-confindustria-per-la-costruzione-dei-modelli-di-organizzazione-gestione-e-controllo/#confindustria-related-tabs-686cfc6b32001|1>

rPreparing and implementing the organisational model therefore means equipping the entity with a tool capable of reducing the risk of predicate offences and, where an offence is committed, avoiding a criminal conviction and the application of sanctions during precautionary phases (interdictory measures, pecuniary sanctions, confiscation)—*ex ante* model—or reducing the same sanctions—*ex post* model.

3.2. REQUIREMENTS AND CONTENT OF THE MODEL

To be effective, the organisational model must include specific minimum requirements, and must:

- identify the individual areas of activity in which the offences listed in Legislative Decree 231/2001 may concretely be committed (“mapping” of risk activities – risk assessment);
- define decision-making and executive processes capable of preventing the commission of such offences;
- establish rules regarding financial management suitable for preventing the commission of the same offences;
- provide for the establishment of a Supervisory Body, possessing the characteristics required by Legislative Decree 231/2001;
- establish information obligations toward the body responsible for monitoring the compliance and effectiveness of the organisational model (“information flows” to and from the Supervisory Body);
- introduce an adequate disciplinary system for failure to observe the rules of the organisational model;
- provide protocols for organising training on the content and purposes of the organisational model and related legislation, with different modalities depending on the recipients (senior managers or subordinates);
- provide for periodic monitoring followed, if necessary, by updating of the model, in cases such as:
 - significant violations of the rules;
 - changes in the organisation or areas of activity of the company;
 - legislative or jurisprudential changes requiring an update.

3.3. RECIPIENTS OF THE MODEL

This Model 231 is primarily intended to define corporate rules aimed at guiding behaviour in activities identified as sensitive, integrating or updating procedures and other documents of the management system from an integrated perspective. The objective is to:

- make all internal collaborators aware that any unlawful conduct may result in criminal sanctions for the individual and administrative sanctions for the Company;
- ensure the correctness of the behaviour of internal and external collaborators of BIOTEC SRL and all those who act in the name or on behalf of the Company;
- strengthen the system of internal controls to prevent and counteract the commission of offences;
- express within the organisation the ethical, transparent, and law-abiding conduct that has always characterised the operations of BIOTEC SRL.

This Model 231 is addressed primarily to all directors, members of control bodies, employees, and collaborators of the Company. The provisions of the Model apply to senior managers as well as their subordinates, who receive appropriate training and information regarding its content.

The Model is therefore binding for:

- a) individuals who perform functions of representation, administration or management of the entity or one of its organisational units endowed with financial and functional autonomy, as well as individuals who exercise, even *de facto*, management and control—**senior managers**,
- b) individuals subject to the direction or supervision of those referred to in letter (a)—**subordinates**;

- c) external parties or third parties (natural or legal persons) for whom the Company intends to collect a commitment to comply with the principles and rules established in this Model when they perform activities on behalf of the Company. Such commitment will be reflected in specific contractual clauses.

3.4. ADOPTION, IMPLEMENTATION AND UPDATING OF THE MODEL

The adoption and implementation of the Model fall within the responsibilities of the administrative body.

Implementing the Model means:

1. making the Model available to all those required to comply with its provisions; a copy of the Model, its annexes and updates must therefore be kept at the registered office to allow consultation by each person required to observe its provisions;
2. ensuring that communication of the Model's provisions to the persons required to comply with them, based on their specific activity or function, is carried out through suitable and traceable methods;
3. planning training activities relating to the Model for personnel operating in risk areas, calibrated according to the recipients' levels and roles.

Updating the Model is carried out—also upon recommendation from the Supervisory Body—whenever an adjustment becomes necessary, for example in the following cases:

- significant violations of the rules or protocols provided in the Model, requiring or making advisable a review of the relevant procedures;
- changes in the organisation or the company's areas of activity;
- legislative or case-law developments requiring updates.

4. THE COMPANY: ACTIVITIES, MISSION AND ETHICAL VISION

BIOTEC SRL (hereinafter also the “Company”) specialises in the manufacturing and marketing of both aesthetic and medical devices, as well as cosmetic products; the production and commercial activity in both aesthetic and medical fields includes spare parts and accessories, excluding prosthetics.

Given the nature of its activity, the Company is structured into an Aesthetic Division (coordinated by CEO Dr. Francesco Piovan) and a Medical Division (coordinated by CEO Dr. Fulvio Ferrari). The target market of the Aesthetic Division is essentially national and consists of beauty centres. The Medical Division, in the Italian market, targets aesthetic surgeons, dermatologists, medical practices or private clinics operating in the fields of aesthetic medicine and dermatology; abroad, BIOTEC SRL's commercial activity is mainly directed toward distributors and, only in rare cases, direct end customers.

Operational activities are managed at the registered office in Dueville (VI), Viale della Repubblica no. 20, where the management offices, the research and development laboratory, the assembly area and the warehouse are located. For the performance of specific analytical and production activities, the Company relies on carefully selected external suppliers with whom a relationship of mutual trust and respect has been developed over the years.

In conducting its activities, the Company is committed to operating in compliance with the Law, industry regulations and the ethical principles contained in its Code of Ethics. It aims to create value by generating benefits for the community and for all stakeholders. Transparency, efficiency and professionalism are some of the guiding principles inspiring the Company in meeting the expectations and needs of customers, employees and collaborators, and shareholders.

² <https://www.biotecitalia.com/>

4.1. CORPORATE PROFILE

The current share capital amounts to €100,000.00 and is fully approved, subscribed and paid in by the sole shareholder Laser Newco S.r.l.

At present, the Company is not part of any corporate group.

The Company is managed by a Board of Directors, currently composed of five directors: Riccardo Palmisano (Chairman), Fulvio Ferrari (Chief Executive Officer), Francesco Piovan (Chief Executive Officer), Stefano Malagoli (Director) and Wael Ballouk (Director).

Currently, no control body has been appointed, as the conditions for doing so are not met.

With regard to its **internal organisation**, BIOTEC SRL, also with the support of external consultants, has undertaken a process of optimising its structure, with the aim of streamlining individual processes and better tracing and documenting the activities of the involved corporate functions. As part of this process, BIOTEC SRL has obtained ISO 13485:2016 certification – Medical Devices – Quality Management Systems. Through this Model, the Company intends to further enhance its organisation.

Regarding the **decision-making process**, the following should be noted. Powers and delegations are defined by the bylaws and/or resolutions of the Board of Directors, made known to the relevant corporate functions and, when necessary, to third parties. The various stages of the decision-making process are documented and verifiable. During the development of this Model 231, the adequacy of BIOTEC SRL's current management system in preventing potentially unlawful conduct was specifically assessed. With regard to the formation and implementation of the decision-making process, control is ensured by:

- behavioural practices promoting information sharing and teamwork;
- internal checks and verifications provided for in the procedures adopted by the Company over time;
- accounting audits carried out by the auditing firm.

Attached to this Model 231, forming an integral part of it, are the updated Company Register excerpt dated 13 November 2025 (**Annex 1**) and the Company's organisational chart (**Annex 2**).

4.2. ORGANISATIONAL AND MANAGEMENT PROFILE: COMPLIANCE

BIOTEC SRL assigns particular importance to the proper and efficient organisation and management of its compliance structure. The Company has always been aware of its social responsibility toward customers, employees, investors and also toward public opinion, and therefore seeks to comply with and, above all, understand the applicable laws, as well as apply the ethical values outlined in the Code of Ethics.

For these reasons, BIOTEC SRL has chosen to document the **operational procedures and practices** developed over the years aimed at reducing, in practical terms, the risk of committing predicate offences under Legislative Decree 231/2001. The administrative body has also decided, in line with corporate policies, to define and implement this Model 231, committing to keeping it updated. This decision serves the following main purposes:

- ensuring fairness and transparency in relations with customers and suppliers;
- guaranteeing the same fairness and transparency in the management of internal activities;
- protecting shareholders and, in general, stakeholders from potential losses resulting from the sanctions provided for by Decree 231;
- safeguarding the work of collaborators and the corporate reputation.

As stated in §4.1 above, this Model 231 is fully integrated into BIOTEC SRL's management system, including the ISO 13485:2016-certified quality management system, which includes:

- the formalisation of specific roles, responsibilities and delegations;

- a set of regulations, procedures and supporting documents aimed at defining in detail the performance of operational, management and executive activities;
- a system for monitoring and controlling activities, involving external independent parties, to identify and prevent risks in legal, operational and managerial terms.

5. THE CODE OF ETHICS

BIOTEC SRL has adopted its own Code of Ethics (**Annex 3**).

The Code of Ethics contains principles and rules of conduct that enrich corporate decision-making processes and guide the behaviour of its recipients, including with reference to the prevention of predicate offences under Legislative Decree 231/2001.

6. METHODOLOGY FOR THE CONSTRUCTION OF THE MODEL 231

The starting point for developing this Model is the awareness that BIOTEC SRL already presents a partially structured framework with regard to aligning its activities with the compliance standards required by law, as it operates on the basis of procedures created with the contribution of the respective function managers. These procedures, although not all formalised in written documents, are known, applied, and suitable for preventing many of the offences relevant to the administrative liability of the entity under Legislative Decree 231/2001.

This induced the Company to design and implement the offence-risk management Model as an instrument for integrating and optimising existing internal systems, serving as their natural point of cohesion, as well as an opportunity for improvement in terms of efficiency, thanks to the establishment of a Supervisory Body and the introduction of a disciplinary system aimed at sanctioning violations of the Model's provisions.

This Model therefore aims to complement the organisational practices previously adopted by BIOTEC SRL.

6.1. DEVELOPMENT OF THE MODEL: CRITERIA

This Organisational Model has been developed taking into account a number of elements, such as the Company's business activity, its structure, and the nature and size of its organisation.

With the support of appointed consultants, the Company carried out an analysis of the business areas that present potential risk profiles related to the commission of the offences listed in Legislative Decree 231/2001, as summarised in the classification table of offences (**Annex 4**). A complementary activity involved the analysis of the Company's history, corporate context, industry sector, organisational structure, system of powers of attorney and delegations, existing legal relationships with third parties, and the practices and formalised procedures disseminated within the Company for the proper conduct of business activities.

Consistent with statutory requirements (Article 6, paragraph 2, of Legislative Decree 231/2001) and with Confindustria's Guidelines for the construction of organisational, management and control models under Legislative Decree 231/2001—updated June 2021 and originally approved by the Ministry of Justice on 21 July 2014 pursuant to Article 6, paragraph 3, of Legislative Decree 231/2001—BIOTEC SRL, with the assistance of external consultants possessing the necessary skills and expertise, undertook the following:

- identification of processes, sub-processes or corporate activities within which the predicate offences may be committed, through specific questionnaires submitted to the managers of the corporate functions involved, who were interviewed and consulted by the external consultants responsible for developing this Model;
- risk self-assessment regarding the possible commission of offences, with the assistance and guidance of the external consultants;

- identification of adequate control safeguards, whether existing or to be implemented within operational procedures and corporate practices, necessary for the prevention or mitigation of the risk of committing the offences under the Decree;
- assignment to the parties involved in the formation and implementation of corporate decisions of powers consistent with the organisational responsibilities allocated to them;
- analysis of the Company's system of delegations, powers and assignment of responsibilities.

In this context, the Company, again with the support of external specialists, also conducted a specific assessment regarding compliance obligations aimed at preventing the risk of environmental offences, thus dedicating attention to areas including correct waste and emissions management.

The risk analysis activity was carried out with the proactive involvement of the managers of all corporate functions.

The initial analysis, as well as the construction and subsequent finalisation of this Model, was conducted by the external consultants appointed by BIOTEC SRL, with the constant presence of the Company's administrative manager and with a continuous information flow to the Chief Executive Officers.

SPECIAL PART

7. RISK ANALYSIS

Risk mapping through the review of business activities exposed to the risk of offence commission (see below, §7.2) is an essential activity for any company intending to adopt an effective offence-prevention system.

The Company carried out a detailed **risk assessment** summarised in a dedicated table (*risk assessment*), forming an integral part of this Model (**Annex 5**). Specifically, the analysis was carried out taking into consideration the elements that characterise the entity, notably:

- the activities carried out;
- the organisational structure;
- the system of delegations and powers of attorney;
- the adoption of protocols, procedures and operational instructions;
- the internal control system.

The results of this analysis are summarised in the aforementioned table (see Annex 5).

7.1 ANALYSIS METHODOLOGY

The risk analysis methodology adopted requires that, for each corporate function exposed to the risk of committing offences under Legislative Decree 231/2001, and for each predicate offence, an analysis is carried out, summarised as follows:

- identification of the activities or processes in which risks may arise;
- assessment of the level of risk associated with each offence based on the activity carried out;
- identification of the corporate functions potentially responsible for the commission of the offences.

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8. SENSITIVE PROCESSES

Sensitive processes are those within which there exist business activities exposed to the risk of offence commission, considering the general behavioural principles adopted by the Company and the existing preventive measures deemed suitable for preventing or minimising the offence risk.

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8.1. PREVENTIVE MEASURES

To reduce the risk of committing predicate offences, the Company has adopted procedures and operational instructions, referenced in the risk matrix attached as Annex 5 to this Model.

Moreover, the Company has developed binding rules of conduct of a general nature, which must be observed—together with the aforementioned procedures—by all corporate subjects operating in managerial or subordinate roles, by those acting with powers of representation of the Company, as well as

by external collaborators, consultants and partners, in the performance of activities carried out on behalf of BIOTEC SRL. Compliance with the following rules does not exempt the above subjects from also complying with all applicable laws and regulations:

- ✓ it is prohibited to commit, attempt to commit, or assist in committing any act or omission capable of directly or indirectly constituting one of the predicate offences referenced in Annexes 4–5–6, which imply administrative liability of the entity;
- ✓ all laws and regulations governing corporate activities must be strictly observed;
- ✓ individuals representing the Company must be expressly authorised, either through the system of powers of attorney in force or through sub-delegations granted within defined limits, to ensure unified management of external relations;
- ✓ behaviour must be correct and transparent, ensuring full compliance with internal procedures in all activities related to the preparation of financial statements, periodic accounting reports and other corporate disclosures;
- ✓ directors, statutory auditors and/or external auditors must perform the duties required by law and the bylaws with the utmost diligence and take action to eliminate or mitigate any harmful consequences for the Company, shareholders or creditors when aware of prejudicial facts;
- ✓ directors, employees and collaborators must fully cooperate with the Supervisory Body through a constant and documented information flow;
- ✓ it is prohibited to hinder or obstruct the supervisory activities carried out by the responsible manager of the “at-risk” area or function, as well as those of the Supervisory Body;
- ✓ the proper functioning of the Company and corporate bodies must be ensured by facilitating all forms of internal control, as required by law, as well as the free and correct formation of shareholder resolutions;
- ✓ all documentation relating to corporate activities in “at-risk” areas must be archived under the supervision of the respective managers and in accordance with privacy regulations;
- ✓ no payment may be made in cash or in kind, except for small items of petty cash (couriers, small stationery items, etc.);
- ✓ all employees, directors, collaborators and external consultants operating in “at-risk” areas must report in writing to the area manager and the Supervisory Body any violations of regulations or procedures, as well as difficulties or doubts related to their application;
- ✓ statements made to national or EU public bodies must contain only truthful information and activities must be adequately documented;
- ✓ constant information flows must be maintained among corporate functions involved in specific processes for the purpose of mutual verification and coordination;
- ✓ all activities carried out on behalf of the Company must be documented, archived and traceable;
- ✓ when selecting business partners and external professionals, objective and documentable criteria must be used (e.g., experience, professional qualifications, references).

Attention is also drawn to the documents contained in the folder “Procedures and Guidelines for Corporate Processes”, attached to this Model as **Annex 6**. This folder—like the risk matrix in **Annex 5**—lists, for each corporate function and related operational processes:

- **existing procedures**, in some cases updated, that help prevent 231-related offences;
- **newly adopted procedures**, also useful for preventing 231 offences;
- **guidelines** for future drafting or updating of protocols, regulations, or corporate procedures, in order to prevent risks related to Legislative Decree 231.

9. TRAINING PROTOCOLS AND IMPLEMENTATION OF THE ENTITY'S DECISIONS

Recipients of the Model, in order to reduce the risk of offence commission, must act in compliance with the law, the provisions contained in this document and the principles set forth in the Code of Ethics, which is adopted as an integral part of the Model.

9.1. DELEGATIONS AND POWERS OF ATTORNEY

The system of delegations and powers of attorney adopted by BIOTEC SRL is functional to the efficient management of the Company's activities, given, on the one hand, the articulation of its operations and, on the other, its organisational complexity.

A **delegation** is an internal act of the Company through which functions and responsibilities are transferred to an individual (delegate) who must be suitable in terms of ability and competence. For a delegation to be valid, it must meet the legal requirements: it must be formalised and accepted by the delegate, who must be provided with the autonomy and powers necessary to carry out all activities related to the delegated function. Specifically, the delegation act must clearly define the delegate's powers, the individual to whom the delegate reports hierarchically, and any other persons to whom delegations are granted jointly or separately. Delegations must be consistent with a suitable position within the organisational chart and/or functional chart. These charts are updated whenever significant organisational changes occur.

The hierarchically superior subject must comply with the provisions of the Model, communicate them to their subordinates—who are required to comply—and monitor their observance. The superior must also report any non-compliance by subordinates.

A **power of attorney** is a unilateral legal act through which the Company grants a specific individual the authority to represent it before third parties. The system of powers of attorney adopted by BIOTEC SRL complies with the following requirements: they are granted exclusively by individuals vested with internal delegations and they describe the conferred powers and their scope, including representational powers and spending limits.

9.2. LIAISON OFFICER OF THE GOVERNING BODY FOR THE MODEL

The Company shall appoint an internal Liaison Officer for the Model, who will be responsible for promoting compliance with the Code of Ethics and the Model throughout the organisation and will act as a point of reference for the Supervisory Body within the Company.

9.3. METHODS FOR MANAGING FINANCIAL RESOURCES

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9.4. INFORMATION OBLIGATIONS / REPORTING

All BIOTEC SRL personnel are required to report violations of the Code of Ethics and the Model, or irregularities and/or anomalies in its functioning, to the Supervisory Body as well as to the Administrative Body.

Reports must also be made regarding suspicious conduct by business partners, suppliers and third parties involved in BIOTEC SRL's activities, whether such conduct becomes known through the business relationship or through public sources (press, internet, notices, etc.).

In any case, the specific procedure referred to in **Annex 8** must be followed.

10. SUPERVISORY BODY

10.1. DUTIES

The Supervisory Body (hereinafter, OdV) is responsible for supervising the proper functioning of and compliance with the Model, as well as promoting its updating.

The specific duties of the OdV are those provided by law and further detailed in the Regulation prepared by the OdV once appointed.

10.2. FORMATION AND REQUIREMENTS

The Supervisory Body is an internal BIOTEC SRL body endowed with autonomous powers of initiative and control, established by resolution of the administrative body in order to fulfil the tasks described above.

The OdV must meet the requirements of integrity, autonomy and independence, professionalism and continuity of action. BIOTEC SRL ensures that the appointed member (in a monocratic structure) or members (in a collegial structure) meet these requirements. Each member of the OdV must certify possession of the above requirements (integrity, autonomy and independence, professionalism) at the time of appointment by means of a written declaration.

The Supervisory Body may be monocratic or collegial (in which case composed of two or three members) and is appointed by the administrative body of BIOTEC SRL. The OdV members are selected among qualified and expert individuals who meet the characteristics described below.

Any change in the circumstances declared at the time of appointment must be promptly reported to the administrative body.

10.3. REQUIREMENTS: SPECIFICATIONS

Integrity

The following constitute grounds for ineligibility to serve as a member of the OdV, and grounds for removal if they arise after appointment:

1. a conviction or plea bargain, even if not final, for one of the predicate offences under Legislative Decree No. 231/2001;
2. a conviction, even if not final, involving disqualification, even temporary, from public office or from executive positions in legal entities or enterprises;
3. the existence of pending criminal proceedings for the offences under points 1 or 2.

Autonomy and Independence

Garantiscono l'autonomia e l'indipendenza dell'OdV le seguenti condizioni:

- a. The autonomy and independence of the OdV are ensured by the following conditions:
 - b. a. the OdV is included in the organisational chart as a staff unit reporting directly to the administrative body;
 - c. b. the functions of the OdV cannot be performed by the Company's administrative body, considering the independence required of the OdV;
 - d. c. the OdV cannot have operational duties, as involvement in decision-making or work activities would compromise its objectivity in assessing compliance with the Model;
 - e. d. Company directors who may influence its decision-making autonomy or who hold, directly or indirectly, shares in the Company are incompatible with membership in the OdV;
 - f. e. individuals with conflicts of interest and/or family relationships with corporate bodies are also incompatible with serving on the OdV;
 - g. f. if an OdV member is an internal party, they cannot hold operational roles within the Company or within entities that control or are controlled by the Company;
 - h. g. external professionals are excluded from serving on the OdV if they are in a position of incompatibility due to other assignments for the Company or for related entities.

Professionalism

Members of the OdV must possess:

- a. specialist expertise in organisational, management and control systems, including knowledge and experience in risk analysis and assessment techniques and the implementation of related mitigation measures;
- b. legal expertise, particularly in criminal law, as knowledge of the structure of predicate offences and their methods of commission is essential.

For health and safety matters, the OdV may rely on all resources provided for in applicable legislation (e.g., RSPP – Head of the Prevention and Protection Service; RLS – Workers' Representative for Safety; MC – Competent Doctor).

Continuity of Action

The OdV must ensure continuous supervision and updating of the Model, operating without interruption through modalities appropriate to its structure (monocratic or collegial, internal or with external experts). The scheduling of activities, minutes of meetings and regulation of information flows fall within the OdV's self-governance powers.

10.4. POWERS

OdV's activities are not subject to review by any other corporate body, except the administrative body, which, being responsible for the functioning and effectiveness of the Model, evaluates the adequacy of the OdV's actions.

The OdV may access any corporate function freely and without prior authorisation, in order to obtain any information or elements necessary for fulfilling its duties under Legislative Decree No. 231/2001.

The OdV may also rely on the support of all corporate structures and external consultants.

The OdV regulates its internal functioning (e.g., frequency of audits, identification of supervisory criteria) through a dedicated internal regulation.

For its functioning, the OdV is provided with adequate financial resources, the amount of which is proposed by the OdV and approved by the administrative body. Such resources must be used whenever necessary for the proper execution of its duties (e.g., specialised consultancy, travel expenses).

10.5. TERM OF OFFICE

Members of the OdV serve a three-year term and may be reappointed.

The Administrative Body, after consulting the Board of Statutory Auditors or the Sole Auditor, if appointed, may remove OdV members only for just cause. Examples of just cause include, but are not limited to:

- serious negligence in the performance of the duties associated with the role;
- the involvement of BIOTEC SRL in criminal or civil proceedings connected to an omission or insufficient supervision, even if negligent, by the OdV.

11. DISCIPLINARY SYSTEM

The Model includes a dedicated disciplinary system (**Annex 7**).

The disciplinary system is an integral part of the Model and specifies applicable disciplinary sanctions and related procedures.

11.1. INDIVIDUALS PERFORMING REPRESENTATION, ADMINISTRATION OR MANAGEMENT FUNCTIONS

For individuals performing representation, administration (of the Company or an autonomous organisational unit), management—also de facto—or control functions, who are not bound to BIOTEC SRL by an employment contract of a subordinate nature, sanctions may be applied in accordance with the relevant disciplinary system, up to and including revocation of their appointment.

11.2. EMPLOYEES

With regard to employees, the disciplinary system is adopted in conformity with applicable laws and national and sector collective bargaining agreements. The most serious violations of the Model's provisions may be sanctioned with dismissal without notice.

11.3. PARA-SUBORDINATE WORKERS, CONSULTANTS, ATTORNEYS-IN-FACT AND SIMILAR FIGURES

For collaboration agreements entered into by BIOTEC SRL with para-subordinate workers, consultants and similar parties, the disciplinary system requires the inclusion of a contractual termination clause in case of non-compliance with the provisions of the Model.

11.4. SUPPLIERS AND OTHER THIRD PARTIE

Contractual termination is the sanction applicable to suppliers and other third parties having contractual relationships with BIOTEC SRL in the event of their breach of the Model's provisions, which constitute contractual obligations.

12. FINAL AND TRANSITIONAL PROVISIONS

The obligations set out in the Model take effect from the date of its approval by the Company's administrative body.

13. ANNEXES

- 1) Company Register Excerpt
- 2) Organisational Chart
- 3) Code of Ethics
- 4) Catalogue of Predicate Offences
- 5) Risk Matrix (Risk Assessment)
- 6) Procedures and Guidelines for Corporate Processes
- 7) Disciplinary System
- 8) Whistleblowing Procedure