



BIOTEC SRL

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DISCIPLINARY SYSTEM

Premise

Legislative Decree No. 231 of 8 June 2001 requires, for the effective implementation of the Organisation, Management and Control Model, the introduction of a Disciplinary System suitable for sanctioning non-compliance with the rules, measures and procedures set out therein. Such violations—regardless of the configuration of the criminal offences envisaged in the Model and of the initiation of criminal proceedings—constitute a disciplinary offence and are punishable under the following provisions, in compliance with applicable laws, including—where applicable—the provisions of collective bargaining agreements, with respect to which the provisions of this System are supplementary in nature and in no way substitutive.

TITLE I – General Provisions

Art. 1 Definitions

Ai For the purposes of this Disciplinary System, the following definitions apply:

- “Decree”: Legislative Decree No. 231 of 8 June 2001 on the administrative liability of entities;
- “Code of Ethics”: the document adopted by BIOTEC SRL as its Code of Ethics pursuant to the Decree;
- “Model”: the Organisation, Management and Control Model adopted by BIOTEC SRL pursuant to the Decree, including the protocols attached thereto, such as the Code of Ethics and this Disciplinary System;
- “Supervisory Body (abbrev. OdV)”: the body entrusted with the task of supervising the functioning of and compliance with the Model, as well as its updating;
- “Measures indicated in the Model”: any provision contained in the documents comprising the Model, including the Code of Ethics and any implementing provision (procedures, protocols, instructions, standard forms, etc.). The general list of the Model’s documents forms an integral part of the Model itself;
- “Company”: BIOTEC SRL.

Art. 2 Purpose

This Disciplinary System, introduced by the Model adopted by BIOTEC SRL, aims to sanction non-compliance with the measures indicated in the Model itself, pursuant to and for the purposes of Article 6, paragraph 2, letter e), and Article 7, paragraph 4, letter b) of the Decree.

The application of specific sanctioning rules provided in the Whistleblowing Procedure—also adopted by the Company—and in the Corporate Regulations remains unaffected.

Art. 3 Disclosure

This Disciplinary System, together with the Model, is available on the Company’s internal network and posted, in a place accessible to all, at the registered office.

To ensure full awareness by the recipients identified under Title II, this Disciplinary System is notified, together with the Model, to each manager—whether or not bound to BIOTEC SRL by an employment contract—as well as to each director, through a means capable of attesting receipt.

Art. 4 General Principles

All measures indicated in the Model are binding and must be observed by all recipients identified under Title II.

Any violation of the measures indicated in the Model constitutes an offence punishable under this

Disciplinary System, irrespective of whether the conduct may constitute a criminal offence; the disciplinary proceedings are likewise independent of any criminal proceedings that may be initiated.

Disciplinary proceedings and the possible imposition of related sanctions are carried out in full compliance with laws and regulations, including, where applicable, collective bargaining provisions and the rules of Law No. 300 of 20 May 1970 (the so-called *Workers' Statute*).

The adoption of this Disciplinary System and the application of sanctions provided herein do not preclude BIOTEC SRL from taking any further civil or criminal action deemed appropriate to protect its interests and obtain compensation for any damage suffered as a result of the established conduct.

This Disciplinary System aims to calibrate the appropriate and proportionate sanction to be imposed. Therefore, sanctions are graded according to the seriousness of the violation and any recurrence.

TITOLO II – Recipients

Art. 5 Amministratori

All members of the administrative body of BIOTEC SRL are required to comply with the measures indicated in the Model.

Art. 6 Non-employee managers

All managers not bound to BIOTEC SRL by an employment contract are required to comply with the measures indicated in the Model.

Art. 7 Non-employee subjects performing functions of representation, administration, management or control

All other subjects not bound to BIOTEC SRL by an employment contract who perform functions of representation or administration of the Company or of one of its organisational units, or who exercise, even de facto, management or control activities, must comply with the measures indicated in the Model.

Art. 8 Employee managers

All managers bound to BIOTEC SRL by an employment contract are required to comply with the measures indicated in the Model. For such subjects, compliance with the measures indicated in the Model constitutes fulfilment of contractual obligations.

Art. 9 Employess

All persons employed by BIOTEC SRL—regardless of their classification, qualification or duties (for example: middle managers, clerical staff, workers, fixed-term employees, employees with insertion contracts, etc.)—are required to comply with the measures indicated in the Model. For all such persons, compliance constitutes fulfilment of the obligations arising from the employment contract.

Art. 10 Collaborators and third parties

This Disciplinary System sanctions non-compliance with the measures indicated in the Model by any other subjects who do not fall within the categories listed above but are nonetheless required to comply with it. This category includes, for example:

- a) workers engaged under non-subordinate contracts (such as project collaborators, consultants, agency workers, etc.);
- b) attorneys-in-fact, agents, and anyone acting in the name and/or on behalf of BIOTEC SRL;
- c) other subjects who maintain contractually regulated relations with BIOTEC SRL, where the contract expressly requires them to comply with applicable provisions of the Code of Ethics (see Art. 24).

TITOLO III - Violations

Art. 11 Relevant Conduct

Any violation of the measures indicated in the Model constitutes an offence punishable under this Disciplinary System.

For sanctioning purposes, violations of the Model include any conduct—whether by act or omission, including negligent conduct—capable of undermining, either concretely or potentially, the effectiveness of the Model as a tool aimed at preventing the risk of the commission of the offences covered by it.

By way of example, in addition to the commission of offences covered by the Model, the following conduct by any recipient of the Model constitutes an offence punishable under this Disciplinary System:

- a) episodic or repeated non-compliance or incomplete compliance with the Model's measures such as to compromise their effectiveness, as well as failure to report these to one's superior or to the Supervisory Body;
- b) violations of obligations and prohibitions provided by law or by the Code of Ethics—regardless of the commission of offences covered by the Model—and failure to report these to one's superior or to the Supervisory Body;
- c) any conduct, by act or omission, capable of hindering in any way the functions of the Supervisory Body.

In addition, for Directors and any other senior managers required to ensure compliance with the Model and to monitor its observance and proper implementation, failure—due to negligence or lack of expertise—to identify and consequently eliminate violations of the Model and, in the most serious cases, the commission of offences, constitutes a punishable offence.

TITOLO IV – Sanctions

Section I – Sanctions applicable to employees

Art. 12 Applicable sanctions

The disciplinary sanctions applicable to employees correspond to those provided by the National Collective Labour Agreement (CCNL) for Metalworking Industrial Companies, namely:

- a) verbal warning;
- b) written warning;
- c) fine not exceeding the amount of three hours of basic pay;
- d) suspension from work and pay for a period not exceeding three days of actual work;
- e) individual dismissal.

Art. 13 Conservative sanctions

- a) Verbal warning: this sanction applies to an employee who, through negligence or lack of skill, commits a minor breach of the measures indicated in the Model. By way of example, a verbal warning applies to an employee who:
 - commits a violation of the measures indicated in the Model in their formal aspects.
- b) Written warning: applies to an employee who commits a repeated offence of the types referred to under point (a).
- c) Fine not exceeding three hours of basic pay: applies to an employee who, for example:
 - fails to report to their superior or to the OdV any substantive non-compliance with the Model's measures that they become aware of in any manner;
 - commits multiple violations of the Model's measures before they are detected and contested;
 - through negligence or imprudence, commits violations of the Model that could jeopardise the safety of facilities or organisational units;
 - commits violations of the Model's measures capable of jeopardising the safety of persons, including the author;
 - fails to report to their superior or to the OdV any violation of legal or Code of Ethics obligations or prohibitions that they become aware of in any manner.
- d) Suspension from work and pay for up to three days of actual work: applies to an employee who commits a repeated violation of any of the offences listed under point (c).

The above measures will be taken by the employer in relation to the seriousness of the offences and the circumstances in which they occurred.

Art. 14 Individual dismissal

Without prejudice to any other legal action, the Company may proceed with dismissal without notice or indemnity in respect of any employee who, for example:

- a) commits a repeated violation, more than three times within the same calendar year, of any offence that resulted in suspension under Article 13;
- b) commits violations of the Model—although not aimed at committing offences—that have in fact enabled or facilitated their commission;

- c) commits one or more offences covered by the Model, even in the attempted form.

Sezione II - Sanctions applicable to employee managers

Art. 15 Applicable sanctions

The sanctions applicable to managers employed under a subordinate employment contract (so-called *employee managers*) are those provided by the relevant CCNL, namely:

- a) verbal warning;
- b) written warning;
- c) fine not exceeding the amount of three hours of basic pay;
- d) suspension from work and pay for a period not exceeding three days of actual work;
- e) individual dismissal.

These sanctions are determined and imposed in compliance with the principles of proportionality and adequacy in relation to the violations committed.

Employment contracts with BIOTEC SRL managers—or a specific supplementary letter signed for acceptance—expressly indicate the applicable sanctions and the conduct punishable under this Disciplinary System, and include a specific clause binding the manager to comply with the measures indicated in the Model, expressly stating that violations of the Model affect the fiduciary relationship underlying the managerial role.

Sezione III - Sanctions applicable to Directors and other non-employee subjects under Articles 6 and 7

Art. 16 Applicable sanctions

The sanctions applicable to Directors and other non-employee subjects, including managers not bound to BIOTEC SRL by an employment contract, are as follows:

- a) formal written reprimand censuring the violation of the Model;
- b) suspension from any offices held and from remuneration for a period between one and six months, for particularly serious, repeated or multiple violations;
- c) removal from office in cases of exceptionally serious violations or the commission of offences covered by the Model.

These sanctions are determined and imposed in compliance with the principles of proportionality and adequacy.

If the Director who violated the Model is also bound to the Company by an employment contract, the sanctions applicable to employee managers shall apply; in such case, where the sanction imposed is dismissal—whether with or without notice—the Director must also be removed from office.

BIOTEC SRL includes, in the deeds and/or legal agreements constituting and/or governing relations with Directors and with the other subjects referred to in Articles 6 and 7, an express provision obligating them to comply with and enforce the measures indicated in the Model, as well as the sanctions applicable in case of their violation.

TITOLO V – Procedures

Section I – Common rules

Art. 17 Adversarial process

The Company may not impose any sanction without first contesting the charge to the subject who violated the Model and without hearing them in their defence.

To ensure the right of defence, disciplinary proceedings under this System must comply with the principles of specificity and immutability of the charges.

Art. 18 Timeliness and immediacy

Any disciplinary sanction must be imposed promptly and, where applicable, within the time limits provided by collective agreements. Each violation must be contested without delay.

The requirement of timeliness and immediacy prevents any delay in the contestation of the charge and in any subsequent sanction, even in cases where criminal proceedings are pending before the criminal courts, without prejudice to the principle that disciplinary proceedings under this System are autonomous and independent of such proceedings and may be initiated regardless of whether a criminal offence is established.

Art. 19 Supervisory Body

The Supervisory Body has no disciplinary power and merely initiates disciplinary actions by reporting, in writing, any violations of the Model to the corporate bodies specifically competent in such matters.

The Supervisory Body must be kept informed of any disciplinary measures subsequently adopted.

Section II – Proceedings

Art. 20 Proceedings for employees

Except in the case of verbal warnings, the contestation of the charge must be made in writing, and any subsequent disciplinary measure must be communicated to the employee—by registered letter with return receipt or another suitable method capable of certifying receipt—within fifteen days of the expiry of the deadline granted to the employee to submit their counterarguments, which may not be less than five days.

Where necessary due to difficulties in evaluating the counterarguments and/or in making a decision on the merits, the deadline for imposing the sanction may be extended by thirty days, provided that timely written notice is given to the employee concerned.

The employee may be assisted by a representative of the trade union to which they belong or by which they are mandated, or by the works council (RSU).

No disciplinary measure shall have any effect after two years have elapsed from its imposition.

Art. 21 Proceedings for employee managers

Disciplinary proceedings against managers bound to BIOTEC SRL by an employment contract are subject to the guarantees set out in Article 7 of Law No. 300 of 20 May 1970.

Except for verbal warnings, the contestation must be made in writing, and any subsequent disciplinary sanction must be communicated to the manager—by registered letter with return receipt or another method suitable for certifying receipt—within fifteen days of the expiry of the deadline granted to the manager for submitting their counterarguments, which may not be less than five days.

No disciplinary measure shall have any effect after two years have elapsed from its imposition.

Art. 22 Proceedings for Directors and other non-employee subjects under Articles 6 and 7

Whenever it finds a violation of the Model by a Director or another non-employee subject, including managers not bound to BIOTEC SRL by an employment contract, the Supervisory Body reports it in writing to the Administrative Body, simultaneously forwarding a copy to the Board of Statutory Auditors or to the Sole Auditor, where appointed. The report—accompanied by any documentation supporting the violation detected—must specifically indicate the measures of the Model that have been violated.

Within five days of receiving the report, the Chairperson of the Board of Directors—or, in their absence, the Deputy Chairperson, if appointed, or the CEO—shall convene the alleged offender in writing for a meeting of the Administrative Body, to be held no earlier than five days from receipt of the notice of convocation (meetings via audio or video conference are permitted) and no later than thirty days after the report. The convocation must contain the description of the conduct reported, the indication of the measures allegedly violated, and a warning regarding possible sanctions and the right to submit written justifications and to be heard in their defence at the meeting, in which attendance is mandatory.

At the meeting of the Administrative Body, which the Supervisory Body is also invited to attend, the Administrative Body shall hear the alleged offender and acquire any written defences they have submitted. The Administrative Body may decide to acquire additional elements, postponing the meeting for no more than thirty days.

Based on the elements acquired, the Administrative Body adopts a reasoned proposal for the imposition of the sanction. If the sanction consists of a formal written reprimand, the Administrative Body shall notify the interested party and the Supervisory Body. If the sanction consists of suspension from office and remuneration for a period between one and six months, or of removal from office, the Administrative Body shall convene the Shareholders' Meeting for the relevant resolutions within its competence. A copy of the resolution is sent to the Supervisory Body.

TITLE VI – Special Provisions

Art. 23 Transfer

A violation of any of the measures indicated in the Model that may give rise to organisational or technical issues may also justify the transfer of the employee to another department or production unit pursuant to Article 2103 of the Italian Civil Code.

Art. 24 Contractual clauses for collaborators and third parties

To promote the effective implementation of the Model and its full compliance, contracts executed by BIOTEC SRL with collaborators of any type, agents, consultants and similar subjects, or with other third parties with whom contractually regulated relations exist (such as partners and suppliers), or in a specific supplementary letter signed for acceptance, include specific clauses requiring these subjects to comply with the provisions of the Model applicable to them—explicitly indicated where relevant—as well as an automatic termination clause in case of non-compliance with such provisions, pursuant to Article 1456 of the Italian Civil Code.

These clauses must also be included in contracts for the supply or secondment of personnel entered into with the supplying or seconding company, in the event of violations committed by supplied or seconded workers.