

# DISCIPLINARY RULES

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# 1 PURPOSE

The Disciplinary System suitable for sanctioning non-compliance with the Code of Ethics and the Organization, Management, and Control Model is considered an indispensable element of the Model and a tool that guarantees its effective implementation.

In this regard, it should be noted that Art. 6, paragraph 2, letter e) of Legislative Decree 231/2001 provides that the Organizational and Management Models must "introduce a Disciplinary System suitable for sanctioning non-compliance with the measures indicated in the Model."

The subsequent Article 7, paragraph 4, letter b) of the Decree also establishes that the effective implementation of the Model also requires "a Disciplinary System suitable for sanctioning non-compliance with the measures indicated in the Model."

**V-Advices S.r.l.** (from now on also **V-Advices**), in accordance with the aforementioned provisions, has built its own Disciplinary System, reported in this document, based on the discipline of the above-mentioned articles, on the jurisprudential rulings, and on the indications provided by the Confindustria Guidelines.

The Disciplinary System is disseminated to all workers and brought to the recipients' attention by posting it on the company bulletin boards.

# 2 STANDARDS AND LAWS

Article 7 of Law 300/70 (Workers' Statute), Article 2104 of the Italian Civil Code (diligence of the employee), Article 2105 of the Italian Civil Code (duty of loyalty), Article 2106 of the Italian Civil Code (disciplinary sanctions), Article 2118 of the Italian Civil Code (withdrawal from the contract) and Article 2119 of the Italian Civil Code (termination for just cause)

Provisions of the applicable collective agreements (Tertiary, Distribution, and Services CCNL)

Article 1176 of the Italian Civil Code (diligence in performance), Article 1218 of the Italian Civil Code (liability of the debtor) and Article 1456 (express termination clause)

Article 1382 of the Italian Civil Code (effects of the penalty clause) and Article 1456 of the Italian Civil Code (express termination clause)

Regulations relating to health and safety in the workplace (art. 20 Legislative Decree 81/08)

Legislative Decree 24/2023 "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions concerning the protection of persons who report breaches of national law."

ANAC Guidelines on the protection of persons reporting breaches of Union law and protection of persons reporting violations of national legislation.

# 3 DISCIPLINARY SYSTEM

The Disciplinary System has a preventive function: failure to comply with **Standard Business Conduct** involves **V-Advices** activating an internal, timely, and immediate sanctioning mechanism.

The application of disciplinary sanctions is independent of the outcome of any criminal proceedings. This is to counter any conduct that contributes to the commission of crimes pursuant to Legislative Decree 231/2001.

The identification of the sanction takes place in compliance with the principle of adequacy and proportionality about the seriousness of the crime or, in any case, of the violation committed and ensuring, in the cases provided for by law and by the CCNL, the involvement of the person concerned, who is guaranteed the possibility of justifying his behavior after the contestation of the charge, also through the right to be assisted by a representative of the trade union association to which they adhere to or gives mandate.

## 4 CONTENT AND RECIPIENTS OF THE DISCIPLINARY SYSTEM

This Disciplinary System contains:

- the facts that are considered disciplinary relevant.
- the related sanctions, by law.
- the procedures for contesting and imposing sanctions.

The sanctions identified in this Disciplinary System apply, with specific aspects, to:

- Employees (who do not hold the function of manager).
- Executives.
- members of the Board of Directors and the supervisory bodies.
- external parties acting on behalf of the Company (self-employed workers, para-subordinate workers, suppliers, professionals, etc.).

## 5 APPLICABLE MEASURES

### 5.1 STAFF

We want to maintain our positive work environment and standards by implementing constructive measures for employee conduct.

#### 5.1.1 EXECUTIVES

Managers who violate the Code of Ethics, the Model, or the established procedures will be subject to disciplinary action aimed at addressing complaints with the appropriate sanctions. The sanctions will be applied according to the principles of gradualness and proportionality about the seriousness of the offense and any fraud.

#### 5.1.2 DIRECTORS AND STATUTORY AUDITORS

The potential penalties that directors and statutory auditors may incur are related to the seriousness of any violation committed. These sanctions range from a simple verbal warning to a more severe revocation of the appointment just cause.

### 5.1.3 EXTERNAL PARTIES (EXTERNAL COLLABORATORS, PARTNERS, SUPPLIERS)

Self-employed workers, suppliers, or other parties who operate and violate the company's standards of conduct can be punished with the termination of the contract by local legislation.

### 5.1.4 MEASURES AGAINST THE MEMBERS OF THE SUPERVISORY BODY

Members of the Supervisory Body who violate Standard **Business Conduct** will be subject to the consequences. In severe situations, this can lead to their removal from their position without affecting the disciplinary measures provided for in their current contracts.

## 6 INVESTIGATION AND APPLICATION OF SANCTIONS

Upon notification of conduct contrary to the provisions of the **Standard Business Conduct**, the Body responsible for receiving whistleblowing reports, and possibly the Supervisory Body in the case of significant violations under Legislative Decree 231/01, proceed with the opening of an investigation phase aimed at verifying the truthfulness or validity of the violations received. The Supervisory Body examines all reports to confirm the validity of the news.

In the preliminary phase, information, documents, and data from the various company functions can be requested. At the end of the investigation phase, the persons in charge make their own assessments regarding the existence or otherwise of the infringement, its causes, and any need for interventions or corrective actions.

About the person who infringed, the Body responsible for receiving whistleblowing reports and the Supervisory Body, in the event of the latter's involvement in the violations referred to in Legislative Decree 231/01, transmit the outcome of the investigation to the bodies responsible for proceeding with the dispute phase, namely:

- In the event of violations committed by employees, the Body exercising disciplinary power, which is within the scope of the powers assigned, will proceed to impose sanctions.
- in the event of violations committed by the directors and the Board of Statutory Auditors to the Shareholders' Meeting for the appropriate resolutions.
- in the event of violations committed by the members of the Supervisory Body to the Board of Directors for appropriate resolutions.
- in the event of infringements committed by external parties to the Board of Directors, which will initiate the procedure for the imposition of sanctions as indicated in the previous paragraphs.
- The contestation phase and imposition of the sanction will be conducted in compliance with the provisions of the law in force.