

**MODEL OF ORGANIZATION, MANAGEMENT AND CONTROL
OF
AGILE LAB SRL**

PURSUANT TO LEGISLATIVE DECREE NO. 231/2001

APPROVED BY THE BOARD OF DIRECTORS ON March 1st, 2024

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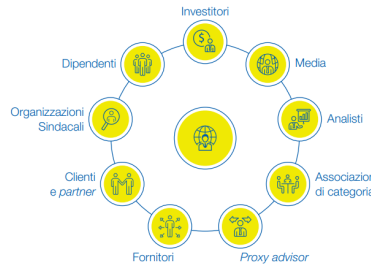
READING GUIDE

In compliance with Legislative Decree No. 231 of 2001, Agile Lab has adopted its own Model of Organization, Management, and Control, which represents a structured and systematic set of guiding principles, operational procedures, and other specific measures aimed, in alignment with the company's **purpose**, at preventing the commission of offenses as provided by the



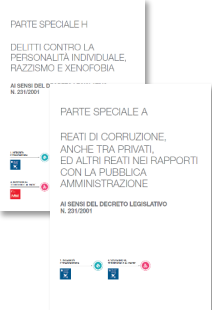
Decree, as well as safeguarding the interests of the **stakeholders relevant** to Agile Lab.

The document, consisting of a General Part and 19 Special Parts, each of which relates to a **class of offenses** relevant to the Company and includes a series of specific offenses detailed in Annex 1 "Catalog of Offenses 231," is made more accessible accessible



also thanks to the presence of specific **hyperlinks** to the various sections of the document included in the index. In the General Part, the contents explicitly required by Legislative Decree 231/2001 (e.g., the regulation, the company's governance, the Supervisory Body, training/information activities, the sanctioning system, etc.) are described, adapting them to the specific corporate reality of Agile Lab; In the individual Special Parts, the various types of underlying and potentially relevant offenses within the company, as well as the company processes, sensitive activities, behavioral rules, and specific control principles analyzed for each offense class, are outlined.

The correlation between the various sensitive activities and the associated specific control principles, as well as that between sensitive activities, offense classes, and related company processes, is then highlighted in specific **matrices** ("Correlation Matrix between Sensitive Activities and Specific Control Principles" and "Sensitive Activities and Offense Classes per Process"), in order to facilitate the identification of all specific principles associated with a particular activity linked to the relevant process.



In addition, sustainability issues assume significant relevance in Agile Lab's Model 231, aligning with the company's current strategic direction and considering the correlations and synergies between these issues and Legislative Decree 231. The Model 231 also serves as a tool that, through the identification of specific control measures aimed at preventing offenses under Legislative Decree 231, contributes to supporting the company in addressing the material themes defined within its 8 Sustainability Pillars, which contribute to the achievement of the United Nations Sustainable Development Goals¹.



Therefore, at the end of the document, there is an additional matrix (**Annex 2**) highlighting the Sustainability Pillars and the material themes associated with each Special Part of the Model 231, indicating the related Sustainable Development Goals (SDGs), as well as a **"Table of correlation between Sustainability Pillars, SDGs, and offense classes"** allowing, for each Sustainability Pillar, the identification of associated Special Parts of the Model.

¹ The 17 Sustainable Development Goals were defined on September 25, 2015, by the United Nations General Assembly through the adoption of the 2030 Agenda for Sustainable Development. These goals, comprising 169 specific targets to be achieved by 2030, refer to various domains of development related to environmental, social, economic, and institutional issues.

INDEX

READING GUIDE.....	ERRORE. IL SEGNALIBRO NON È DEFINITO.
GENERAL PART	9
1 Legislative Decree 231/2001	9
<i>The Administrative Liability of Entities.....</i>	10
1.2 <i>The offences provided for by Decree 231</i>	10
1.3 <i>The penalties provided for by Decree 231</i>	12
1.4 <i>Exemption from Administrative Liability</i>	15
1.5 <i>Offences committed abroad.....</i>	16
2 The Company and its Internal Control and Risk Management System	17
2.1 <i>Premise.....</i>	17
2.2 <i>The corporate governance system.....</i>	17
2.3 <i>The ICRMS of Agile Lab</i>	18
2.4 <i>The company's regulatory system</i>	19
2.5 <i>Group Code of Ethics and Policies</i>	20
2.6 <i>Centralization and outsourcing of Agile Lab.....</i>	21
3 The Organization, Management and Control Model of Agile Lab	22
3.1 <i>Purpose of Model 231.....</i>	22
3.2 <i>Recipients.....</i>	23
3.3 <i>Model.....</i>	23
3.4 <i>Assumptions of Model.....</i>	25
3.5 <i>Fundamentals of Model</i>	26
3.6 <i>Identification of sensitive assets.....</i>	26
3.7 <i>Control principles</i>	27
4 Supervisory Body	Errore. Il segnalibro non è definito.
4.1 <i>Identification of the Supervisory Body.....</i>	31
4.2 <i>Causes of ineligibility, forfeiture and revocation of the Supervisory Body.....</i>	31
4.3 <i>Powers and functions of the Supervisory Body.....</i>	32
4.4 <i>Reporting of the Supervisory Body to the Corporate Bodies.....</i>	33
4.5 <i>Information flows to the Supervisory Body.....</i>	33
4.6 <i>Whistleblowing³⁵.....</i>	34
5 Sanctioning system	36
5.1 <i>Premise.....</i>	36

5.2 Penalties for employees.....	38
5.3 Sanctions against managers.....	40
5.4 Measures against Directors and Statutory Auditors.....	40
5.5 Measures against SB members.....	41
5.6 Measures against Suppliers, Employees, Partners and Consultants.....	41
6 Selection and training of personnel and dissemination of the Model.....	42
7 Adoption of Organisational Models within the Companies belonging to the Poste Italiane Group and coordination between the SBs of the Group	Errore. Il segnalibro non è definito.
8 Updating the Model	43
SPECIAL PARTS	45
SPECIAL SECTION A - CRIMES OF CORRUPTION, INCLUDING BETWEEN PRIVATE INDIVIDUALS, AND OTHER CRIMES IN RELATIONS WITH THE PUBLIC ADMINISTRATION	47
A.1 Relevant offences	48
A.2 Sensitive activities	54
A.3 Rules of conduct.....	56
A.4 Specific control principles	58
SPECIAL SECTION B - COMPUTER CRIMES.....	63
B.1 Relevant offences	64
B.2 Sensitive activities	66
B.3 Rules of conduct.....	69
B.4 Specific control principles	70
SPECIAL SECTION C - ORGANISED CRIME OFFENCES	72
C.1 Relevant offences.....	73
C.2 Sensitive activities	74
C.3 Rules of conduct.....	74
C.4 Specific control principles	75
SPECIAL SECTION D - OFFENCES OF FORGERY OF COINS, PUBLIC CREDIT CARDS, REVENUE STAMPS AND INSTRUMENTS OR SIGNS OF IDENTIFICATION .	77
D.1 Relevant offences.....	78
D.2 Sensitive activities	78
D.3 Rules of conduct.....	79
D.4 Specific control principles	79
SPECIAL SECTION E - OFFENCES AGAINST INDUSTRY AND COMMERCE.....	81

E.1 Relevant offences	82
E.2 Sensitive activities	83
E.3 Rules of conduct	83
E.4 Specific control principles	83
SPECIAL SECTION F - CORPORATE OFFENCES.....	85
F.1 Relevant offences	86
F.2 Sensitive activities.....	89
F.3 Rules of conduct	89
F.4 Specific control principles.....	91
SPECIAL SECTION G - OFFENCES WITH THE PURPOSE OF TERRORISM OR SUBVERSION OF THE DEMOCRATIC ORDER.....	93
G.1 Relevant offences.....	94
G.2 Sensitive activities	94
G.3 Rules of conduct.....	95
G.4 Specific control principles.....	95
SPECIAL SECTION H - CRIMES AGAINST THE INDIVIDUAL'S PERSONALITY, RACISM AND XENOPHOBIA	97
H.1 Relevant offences.....	98
H.2 Sensitive activities	99
H.3 Rules of conduct.....	99
H.4 Specific control principles	100
SPECIAL SECTION I - MARKET ABUSE OFFENCES	101
I.1 Relevant offences	102
I.2 Sensitive activities	104
I.3 Rules of conduct	104
I.4 Specific control principles.....	105
SPECIAL SECTION L - OFFENCES RELATING TO HEALTH AND SAFETY AT WORK	107
L.1 Relevant offences	108
L.2 Sensitive activities.....	108
L.3 Rules of conduct	109
L.4 Specific control principles.....	110
SPECIAL SECTION M - OFFENCES OF RECEIVING STOLEN GOODS, MONEY LAUNDERING AND USE OF MONEY, GOODS OR UTILITIES OF ILLICIT ORIGIN AS WELL AS SELF-LAUNDERING.....	113

M.1 Relevant offences	114
M.2 Sensitive activities	115
M.3 Rules of conduct	115
M.4 Specific control principles	116
SPECIAL SECTION N - OFFENCES RELATING TO COPYRIGHT INFRINGEMENT	119
N.1 Relevant offences	120
N.2 Sensitive activities	122
N.3 Rules of conduct	123
N.4 Specific control principles	124
SPECIAL SECTION O - OFFENCES OF INDUCEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITIES	125
O.1 Relevant offences	126
O.2 Sensitive activities	126
O.3 Rules of conduct	127
O.4 Specific control principles	127
SPECIAL SECTION P - ENVIRONMENTAL OFFENCES	129
P.1 Relevant offences	130
P.2 Sensitive activities	132
P.3 Rules of conduct	132
P.4 Specific control principles	134
SPECIAL SECTION Q - OFFENCES RELATING TO THE EMPLOYMENT OF ILLEGALLY STAYING THIRD-COUNTRY NATIONALS	137
Q.1 Relevant offences	138
Q.2 Sensitive activities	139
Q.3 Rules of conduct	139
Q.4 Specific control principles	139
SPECIAL SECTION R - TAX OFFENCES	141
R.1 Relevant offences	142
R.2 Sensitive activities	145
R.3 Rules of conduct	146
R.4 Specific control principles	147
SPECIAL SECTION S - SMUGGLING OFFENCES	150
S.1 Relevant offences	151
S.2 Sensitive activities	152

S.3 Rules of conduct.....	153
S.4 Specific control principles.....	153
SPECIAL SECTION T - OFFENCES RELATING TO NON-CASH PAYMENT INSTRUMENTS	155
T.1 Relevant offences	156
T.2 Sensitive activities.....	157
T.3 Rules of conduct.....	157
T.4 Specific control principles	158
SPECIAL SECTION U - OFFENCES AGAINST CULTURAL HERITAGE.....	161
U.1 Relevant offences	162
U.2 Sensitive activities	163
U.3 Rules of conduct	163
U.4 Specific control principles.....	163
CORRELATION MATRIX BETWEEN SENSITIVE ASSETS AND SPECIFIC CONTROL PRINCIPLES.....	ERRORE. IL SEGNALIBRO NON È DEFINITO.
SENSITIVE ACTIVITIES AND CLASSES OF OFFENCES BY TRIAL.....	ERRORE. IL SEGNALIBRO NON È DEFINITO.
ANNEX 1.....	ERRORE. IL SEGNALIBRO NON È DEFINITO.
ANNEX 2.....	ERRORE. IL SEGNALIBRO NON È DEFINITO.

GENERAL PART

1 Legislative Decree 231/2001

The Administrative Liability of Entities

On 8 June 2001 – in execution of the delegation referred to in art. 11 of Law No. 300 of 29 September 2000 – Legislative Decree No. 231 (hereinafter also referred to as "Decree 231"), which came into force on 4 July 2000.

Decree 231 introduced into the legal system the administrative liability of entities for offences dependent on crime. The provisions of the Statute apply to "entities with legal personality and to companies and associations, including those without legal personality" (hereinafter also simply referred to as "entities").

This new form of liability, although defined as "administrative" by the legislator, nevertheless has certain characteristics of criminal liability, such as, for example, leaving it to the competent criminal court the ascertainment of predicate offences and procedural guarantees being extended to the entity.

Decree 231 establishes that:

1. The entity is liable for offenses committed in its interest or for its benefit:
 - a) by individuals holding positions of representation, administration, or management within the entity or within one of its organizational units endowed with financial and functional autonomy, as well as by individuals who exercise, even de facto, management and control thereof;
 - b) by individuals under the direction or supervision of one of the subjects referred to in point a).
2. The entity is not liable if the individuals mentioned in point 1 acted solely in their own interest or in the interest of third parties.

In addition to the existence of the objective and subjective elements described above, Decree 231 also requires the ascertainment of the culpability of the entity, in order to be able to assert its liability. This requirement is, ultimately, attributable to an "organizational fault", to be understood as the failure of the entity to adopt adequate measures to prevent the commission of the crimes and administrative offenses listed in the following paragraph, by the subjects identified in Decree 231.

Therefore, the administrative liability of the entity is separate and distinct from that of the individual who physically committed the offense, although both are subject to determination in the same proceedings before the criminal court. Furthermore, the entity's liability persists even if the individual who committed the offense is not identified or is not punishable, as well as in cases where the offense is extinguished for reasons other than amnesty.

The liability of the company may also occur if the underlying offense takes the form of an attempt (pursuant to Article 26 of Legislative Decree 231), namely when the individual agent performs acts unequivocally aimed at committing the offense, and the action is not completed or the event does not occur.

1.2 The offenses under Decree 231

Crimes, the commission of which may result in the administrative liability of the entity, are expressly referred to in Decree 231 as amended and supplemented.

Below are listed the "crime categories" currently included within the scope of Legislative Decree 231, referring to Annex 1 "Catalog of Offenses 231" of this document for a detailed analysis of the individual offenses included in each category:

1. **Improper receipt of disbursements, fraud to the detriment of the State or a public entity, or for the attainment of public disbursements, and computer fraud to the detriment of the State or a public entity** (Article 24, Decree 231) [article amended by Law No. 161/2017 and Legislative Decree No. 75/2020]
2. **Computer crimes and unlawful processing of data** (Article 24-bis, Decree 231) [article added by Law No. 48/2008; last amended by Law No. 133/2019]
3. **Organized crime offenses** (Article 24-ter, Decree 231) [article added by Law No. 94/2009 and amended by Law No. 69/2015]
4. **Embezzlement, extortion, undue inducement to give or promise benefits, and corruption and abuse of office** (Article 25, Decree 231) [article amended by Law No. 190/2012, Law No. 3/2019, and Legislative Decree No. 75/2020]
5. **Counterfeiting of coins, public credit cards, stamp values, and instruments or signs of recognition** (Article 25-bis, Decree 231) [article added by Legislative Decree No. 350/2001, converted with amendments by Law No. 409/2001; amended by Law No. 99/2009; amended by Legislative Decree No. 125/2016]
6. **Offenses against industry and commerce** (Article 25-bis.1, Decree 231) [article added by Law No. 99/2009]
7. **Corporate offenses** (Article 25-ter, Decree 231) [article added by Legislative Decree No. 61/2002, amended by Law No. 190/2012, Law No. 69/2015, and Legislative Decree No. 38/2017]
8. **Offenses with the purpose of terrorism or subversion of democratic order as provided for by the Penal Code and special laws** (Article 25-quater, Decree 231) [article added by Law No. 7/2003]
9. **Practices of female genital mutilation** (Article 25-quater.1, Decree 231) [article added by Law No. 7/2006]
10. **Offenses against individual personality** (Article 25-quinquies, Decree 231) [article added by Law No. 228/2003, amended by Law No. 199/2016]
11. **Market abuse** (Article 25-sexies, Decree 231) [article added by Law No. 62/2005]
12. **Manslaughter and serious or very serious negligent injuries, committed in violation of accident prevention regulations and on the protection of hygiene and health at work** (Art. 25-septies, Decree 231) [article added by Law no. 123/2007; amended by Law no. 3/2018]
13. **Receipt of stolen goods, money laundering, and use of money, goods, or benefits of illicit origin, as well as self-laundering (Article 25-octies, Decree 231)** [article added by Legislative Decree No. 231/2007; amended by Law No. 186/2014; Legislative Decree No. 195/2021 introduces some changes to the penal code provisions relevant to this category of offense]
14. **Offenses concerning non-cash payment instruments** (Article 25-octies.1) [article added by Legislative Decree No. 184/2021]

15. **Offenses relating to copyright infringement** (Article 25-novies, Decree 231) [article added by Law No. 99/2009]
16. **Inducement to refrain from making statements or to make false statements to the judicial authority** (Article 25-decies, Decree 231) [article added by Law No. 116/2009].
17. **Environmental offenses** (Article 25-undecies, Decree 231) [article added by Legislative Decree No. 121/2011, amended by Law No. 68/2015, amended by Legislative Decree No. 21/2018]
18. **Employment of third-country nationals whose stay is irregular** (Article 25-duodecies, Decree 231) [article added by Legislative Decree No. 109/2012, amended by Law No. 161/2017]
19. **Racism and xenophobia** (Article 25-terdecies, Decree 231) [article added by Law No. 167/2017, amended by Legislative Decree No. 21/2018]
20. **Fraud in sports competitions, illegal gambling or betting, and gambling activities carried out using prohibited devices** (Article 25-quaterdecies, Decree 231) [article added by Law No. 39/2019]
21. **Tax offenses** (Article 25-quinquiesdecies, Decree 231) [article added by Law No. 157/2019 and Legislative Decree No. 75/2020]
22. **Smuggling** (Art. 25-sexiesdecies, Decree 231) [article added by Legislative Decree no. 75/2020]
23. **Crimes against cultural heritage** (Art. 25-septiesdecies, Decree 231)
24. **Money laundering of cultural goods and devastation and looting of cultural and landscape assets** (Article 25-duodevicies, Decree 231) [Article added by Law No. 22/2022]
25. **Transnational crimes** (Law no. 146/2006)

1.3 The sanctions provided for by Decree 231

The entity's liability is determined by the criminal judge as part of a trial conducted concurrently with that of the individual who committed the offense, and it may result in the imposition of severe sanctions detrimental to the life of the entity itself (Article 9 et seq., Decree 231), as detailed below.

c) The pecuniary penalty

In the event of the establishment of administrative liability for an offense dependent on a crime, the pecuniary penalty is always applied in installments. When determining the pecuniary penalty, the judge assesses the number of installments considering the severity of the offense, the degree of the entity's responsibility, as well as the actions taken to eliminate or mitigate the consequences of the offense and to prevent further offenses. The amount of each installment is instead set based on the economic and financial conditions of the entity to ensure the effectiveness of the penalty².

² Pursuant to Article 10 of Decree 231, the pecuniary penalty is applied in installments ranging from no less than one hundred to no more than one thousand. The amount of each installment ranges from a minimum of 258 euros to a maximum of 1,549 euros.

Article 12 of Decree 231 provides that the amount of the pecuniary penalty is reduced if:

- the perpetrator of the offense acted predominantly in their own interest or in the interest of third parties, and the entity did not benefit from it or derived minimal benefit from it;
- the pecuniary damage caused is of particular insignificance.

Similarly, reductions of the penalty are provided for when, before the commencement of the first-instance trial hearing:

- the entity has fully compensated for the damage and has eliminated the harmful or dangerous consequences of the offense, or has effectively endeavored to do so;
- or an organizational model suitable for preventing offenses of the same type as the one that occurred has been adopted and implemented.

d) The interdiction penalties

The following interdiction penalties are provided³:

- Prohibition from carrying out the activity;
- Suspension or revocation of authorizations, licenses, or concessions functional to the commission of the offense;
- Prohibition from contracting with the public administration, except to obtain public service benefits;
- Exclusion from benefits, financing, contributions, or subsidies, and possible revocation of those already granted;
- Prohibition from advertising goods or services.

Pursuant to Article 13 of Decree 231, interdiction penalties are applied in relation to administrative offenses for which they are expressly provided when at least one of the following conditions is met:

- Pursuant to Article 13 of Decree 231, interdiction penalties are applied in relation to administrative offenses for which they are expressly provided when at least one of the following conditions is met;
- In case of recurrence of the offenses.

They do not apply, however, when:

- the perpetrator of the offense acted predominantly in their own interest or in the interest of third parties, and the entity did not benefit from it or derived minimal benefit from it;
- the pecuniary damage caused is of particular insignificance.

³ Interdiction penalties, according to Article 13, paragraph 2 of Decree 231, have a duration of no less than three months and no more than two years; however, in cases of conviction for one of the offenses indicated in paragraphs 2 and 3 of Article 25 of Decree 231, interdiction penalties are applied for a duration of no less than four years and no more than seven years, if the offense was committed by one of the subjects referred to in Article 5, paragraph 1, letter a), and for a duration of no less than two years and no more than four years, if the offense was committed by one of the subjects referred to in Article 5, paragraph 1, letter b).

Notwithstanding the application of pecuniary penalties, interdiction penalties do not apply when, before the declaration of the opening of the first-degree trial, the following conditions are met:

- the entity has fully compensated for the damage and has eliminated the harmful or dangerous consequences of the offense, or has effectively endeavored to do so;
- the entity has rectified the organizational deficiencies that led to the offense by adopting and implementing organizational models suitable for preventing offenses of the same nature as the one that occurred;
- the entity has made the profit obtained available for confiscation purposes (Article 17 of Decree 231).

In general, sanctions pertain to the specific activity to which the entity's offense relates. The judge determines their type and duration based on the same criteria indicated for the application of pecuniary penalties, considering the effectiveness of individual sanctions in preventing offenses of the type committed.

Such measures can be applied to the entity on a precautionary basis before the substantive determination regarding the existence of the offense and the related administrative offense is made, in cases where there are serious indications suggesting the entity's liability as well as a well-founded risk of further offenses of the same nature as the one under consideration (Article 45 of Decree 231).

Instead of the precautionary interdiction measure ordered definitively or provisionally, the judge may appoint a judicial commissioner to continue the activity if the entity provides a service of interest to the community or if the cessation of its activity may have significant repercussions on employment.

In such cases, any profit resulting from the continuation of the activity is subject to confiscation (Article 15 of Decree 231).

Article 16 of Decree 231 also provides for permanent prohibition from carrying out the activity in case:

- the entity or one of its organizational units is consistently used primarily to allow or facilitate the commission of offenses;
- the entity has gained significant profit from the offense and is a repeat offender, having been convicted at least three times in the last seven years, resulting in temporary prohibition from carrying out the activity.

The same provision also allows for the possibility of applying to the entity, definitively, the sanction of prohibition from contracting with the public administration or the prohibition from advertising goods or services if it has already been sentenced to the same sanction at least three times in the last seven years.

Non-compliance with interdiction penalties constitutes an autonomous offense under Decree 231 as a potential source of administrative liability for the entity (Article 23 of Decree 231).

e) Confiscation

Upon conviction or in the event that the entity is acquitted due to the adequacy of the adopted Model 231 and the offense is committed by a top-level individual, the judge orders

the confiscation of the proceeds or profits from the offense (except for the part that can be returned to the victim) or, when this is not possible, the confiscation sums of money, assets, or other benefits of equivalent value to the proceeds or profits from the offense (Article 19 of Decree 231).

f) Publication of the sentence

The publication of the conviction sentence may be ordered when an interdictive sanction is applied against the entity and is carried out at the expense of the entity (Article 18 of Decree 231).

In the event that the judge finds grounds for applying an interdictive measure against an entity engaged in activities of public interest or with a significant number of employees, the judge may order that the entity continue to operate under the guidance of a judicial commissioner.

1.4 Exculpatory Condition of Administrative Liability

Article 6 of Decree 231 establishes that the entity, in the case of offenses committed by top-level individuals, shall not be held liable if it demonstrates that:

- the management body has adopted and effectively implemented, before the commission of the offense, an Organizational, Management, and Control Model suitable for preventing offenses of the type that occurred (hereinafter "Model 231");
- the task of supervising the operation and compliance with Model 231, as well as proposing its update, has been entrusted to a body of the entity, endowed with autonomous powers of initiative and control (so-called "Supervisory Body," hereinafter also referred to as "Body" or "SB");
- individuals have committed the offense by fraudulently circumventing the aforementioned Model 231;
- there has been no omission or inadequate supervision by the Supervisory Body.

If the offense was committed by individuals under the direction or supervision of senior management, the entity will be held responsible for the offense only in cases of culpable failure in the duties of direction and supervision.

Therefore, the entity that, before the commission of the offense, adopts and effectively implements a Model 231 suitable for preventing offenses of the type that occurred, is exempt from liability if the conditions set out in Article 6 of the Decree are met.

In this regard, the Decree provides specific indications regarding the content of the Model 231, which must:

- identify the activities in the exercise of which there is a possibility that crimes may be committed;
- provide specific "protocols" aimed at planning the training and implementation of the entity's decisions regarding the crimes to be prevented;
- identify the methods of managing financial resources suitable for preventing the commission of such crimes;

- include obligations to provide information to the Supervisory Body (OdV);
- introduce an internal disciplinary system capable of sanctioning non-compliance with the measures outlined in Model 231.

However, the mere adoption of an abstractly adequate Model 231 is not, in itself, sufficient to exclude said responsibility as its effective and efficient implementation is required. In particular, for an effective implementation of the Model, Decree 231 requires:

- Periodic checks on the actual implementation and compliance with Model 231;
- Any modification of Model 231 when significant violations of the provisions emerge or when changes occur in the organization or activities;
- The concrete application of an appropriate disciplinary system to punish non-compliance with the measures indicated in the 231 Model itself.

1.5 Crimes committed abroad

By virtue of Article 4 of Decree 231, an entity that has its head office in the territory of the State may also be called to answer before the Italian criminal court for the administrative offence dependent on crimes committed abroad in the cases and under the conditions provided for in Articles 7 to 10 of the Criminal Code and provided that the State of the place where the act was committed does not proceed against it.

Therefore, the entity is actionable when:

- in Italy has its head office, i.e., the actual place where administrative and management activities are carried out, which may also be different from the place where the company or registered office is located (entities with legal personality), or the place where the activity is carried out on a continuous basis (entities without legal personality);
- against the entity is not being prosecuted by the state where the act was committed;
- the request of the Minister of Justice is also referred to the institution itself.

These rules apply to crimes committed entirely abroad by apical or subordinate persons. For criminal conduct that has occurred even in part in Italy, the principle of territoriality under Article 6 of the Criminal Code applies, under which "the crime is considered to have been committed in the territory of the State when the action or omission, which constitutes it, has occurred there in whole or in part, or the event that is the consequence of the action or omission has occurred there".

2 The Company and its Internal Control and Risk Management System

2.1 Foreword

Agile Lab S.r.l. (hereinafter Agile Lab or the Company) is a specialized Data Management Company of the Poste Italiane S.p.A. Group (hereinafter "Poste" or "Parent Company").

Agile Lab is a company operating in the field of Data Management, offering tailored technology solutions that leverage artificial intelligence, as well as reselling services of open source software products developed by technology partners.

On October 13, 2022, Poste Italiane formalized the acquisition of a 70 percent stake in the Agile Lab group, accompanied by a strategic partnership with the founding partners who will retain the remaining 30 percent.

The transaction represents an important opportunity for the Poste Italiane Group to accelerate the process of internalizing software development activities in support of the business, reducing costs and time to market with solutions that also have the potential to be offered to the market.

To confirm its role in supporting the digitization of Italy and contributing to the responsible growth of the country, in defining its strategic guidelines the Company, in line with the Parent Company, aims to drive the sustainability and social integrity of the country through innovation, as well as through the pursuit of financial, operational and sustainability objectives.

2.2 The corporate governance system

In accordance with the provisions of Italian legislation, Agile Lab adopts the traditional type of Administration and Control Model, which is adequate to pursue the objective of an appropriate balance of powers and a timely distinction of functions, characterized by the presence of:

- Board of Directors, which is entrusted with strategic oversight;
- Chief executive officer, who is entrusted with the management function;
- Board of Statutory Auditors, called upon to supervise compliance with the law and the Articles of Association, observance of the principles of proper administration and, in particular, the adequacy of the organizational, administrative and accounting structure adopted by the company and its actual operation;
- General Meeting of Shareholders, which expresses the will of the shareholders and makes the most important decisions for the life of the company, including the appointment and dismissal of members of the Board of Directors and the Board of Statutory Auditors, approval of the financial statements, resolution on amendments to the articles of association, and extraordinary transactions.

The activity of statutory auditing is entrusted to a specialized company listed in the CONSOB register, specially appointed by the Shareholders' Meeting upon the reasoned proposal of the Board of Statutory Auditors.

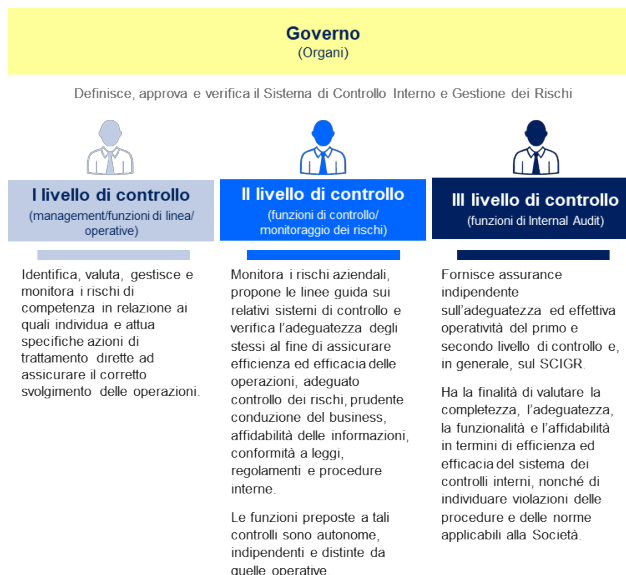
2.3 The ICRMS of Agile Lab

Agile Lab's System of Internal Control and Risk Management (hereafter also "SCIGR"), is structured consistently with that of the Parent Company Poste Italiane, which has defined its own in line with the international framework of "Enterprise Risk Management - Integrating with Strategy and Performance", and consists of the set of tools, regulatory documents, rules and organizational structures aimed at enabling sound business conduct, proper and consistent with the business objectives as well as to pursue sustainable success, through an appropriate process of defining the actors, tasks and responsibilities of the various control bodies and functions and the identification, measurement, management and monitoring, of the main risks and the structuring of information flows, aimed at ensuring the timely circulation of information.

An effective SCIGR promotes informed decision-making and helps ensure the safeguarding of corporate assets, the efficiency and effectiveness of business processes, the reliability of information provided to corporate bodies and stakeholders, compliance with laws and regulations, the Articles of Association and internal regulatory instruments, and the pursuit of the company's sustainable success.

The Internal Control function of Poste Italiane S.p.A. may carry out, according to its mandate and specific Guidelines, audit activities at Agile Lab, if necessary also at the request of the persons in charge of the Company itself and in any case within the scope of its annual planning. The role of interface with Poste Italiane's Internal Control function for audit activities is entrusted to Agile Lab's Compliance function, which also monitors the progress of any action plans.

The SCIGR, in line with relevant regulations and best practices, has the following levels:



In this context, the Managing Director of Agile Lab is in charge of establishing and maintaining the SCIGR (SCIGR Incumbent Administrator).

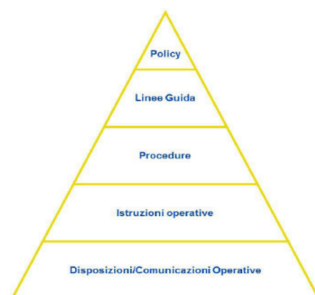
Agile Lab adopts Poste Italiane's Internal Control and Risk Management System Guideline and complies with the specific risk management and monitoring models defined by the Parent Company and applicable to the Company.

Agile Lab has, in addition, adopted additional specific risk management and monitoring systems and models that fit into the broader Internal Control and Risk Management System and that are capable of strengthening its effectiveness, including with respect to the objectives of oversight pursuant to Decree 231, such as the Integrated Quality and Information Security Management System adopted by the Company to guarantee the quality of the processes and services offered and the security of information, in order to ensure maximum effectiveness and efficiency of processes, activities and resources for all customers, in accordance with the models of the UNI EN ISO 9001, UNI EN ISO 27001, UNI EN ISO 27701, UNI EN ISO 22301 and SA8000 standards.

In addition to the above, Agile Lab adapts and adopts the additional specific risk management and monitoring models defined by the Parent Company and applicable to the Company, which are able to strengthen the effectiveness of the broader Internal Control and Risk Management System, including with respect to the objectives of presidium pursuant to Decree 231.

2.4 The Corporate Regulatory System

The Corporate Regulatory System (hereinafter also referred to as "SNA") is a framework to promote the unified and uniform, company-wide management of regulatory documents and documented information of Management Systems, through the definition of rules for drafting corporate regulatory instruments.



The SNA defines the principles, architecture and process of document class management, following a structured hierarchical approach. Specifically, the Corporate Regulatory

System defines the hierarchy of document classes and their approval levels. The SNA also defines the activities of verification of regulatory documents during their drafting, providing for specialized verifications in order to ascertain that the document is adequate with respect to specific areas. Included among the specialized verifications is an analysis of the adequacy of the control principles formalized within the document to guard the risk activities identified in this 231 Model.

2.5 Code of Ethics and Group Policies

The Poste Italiane Group's Code of Ethics, implemented by Agile Lab and disseminated to all Company employees, sets out the guiding principles and fundamental directives with which the activities and conduct of the persons to whom the Code is addressed must comply, including the rules of conduct that Suppliers and Partners are required to observe within the scope of the contracted activities as well as the relevant system of sanctions in the event of violation thereof.

Although the Code of Ethics has its own autonomous value, it integrates the overall system of prevention of offenses referred to in Decree 231 and constitutes a fundamental and load-bearing element of the 231 Model, as it enshrines principles and rules of conduct such as legality, impartiality and fairness, respect and enhancement of people, transparency and completeness, confidentiality and quality, diligence and professionalism, and represents a reference for all specific policies and regulatory instruments governing activities potentially exposed to the risk of crime.

In addition, the Company, in line with the principles governed within the Code of Ethics and as part of its Group Sustainability Strategy, has adopted specific Sustainability Policies consistent with the Group's business strategy and objectives and with national and international social and environmental development targets.

These Policies, listed below, govern the general principles, objectives and management methods, reinforcing the principles laid down in the Group's Code of Ethics:

- the Integrated Policy of the Poste Italiane Group, which defines and documents the Company's commitment to all its Stakeholders to timely compliance with current regulations and general principles falling under, namely, Integrated Compliance, Quality, Occupational Health and Safety, Information Security, Systems Management and Prevention of Corruption;
- the Company's Policy on the Safeguarding and Protection of Human Rights, an expression of the Company's commitment to promoting the safeguarding of Human Rights, both in the interests of the people who work with the company and those who are part of the community in which it operates;
- the Environmental Sustainability Policy, which enshrines the Company's commitment to promoting environmental protection throughout its value chain;
- the Policy on Community Initiatives, which strengthens the role of the Company for the purpose of contributing to the satisfaction of the needs of the socio-economic context in which it operates and the communities of reference, paying, in this sense, attention to all those categories of people who are most vulnerable;
- the Diversity and Inclusion Policy, which documents the primary importance for the Group of fostering the development of a corporate culture based on respect for and appreciation of diversity, as well as its commitment to supporting the values of diversity

and inclusion through the adoption of corporate, organizational and management mechanisms marked by respect for people's rights and freedom.

2.6 Centralization and outsourcing of Agile Lab activities

In a logic of maximizing benefits at the Group level and with the aim of responding in an increasingly incisive manner to the demands of the business and reference markets, Poste Italiane has launched a policy of unitary management for the purposes of centralizing certain operating activities geared to ensuring organizational efficiency, cost rationalization and process optimization. Within this framework, as part of the enhancement of the Group's potential synergies, a path has been undertaken to redefine the operating model of some of the main support processes, the implementation of which passes through an integrated management of operational activities, with a view to ensuring the best economic performance and guaranteeing uniform oversight of these activities. These relationships and, in particular, the activities subject to centralization, while respecting the legal and operational autonomy of the Group Companies, are governed by specific service contracts that regulate their methods of performance, service levels and penalties, confidentiality obligations, as well as make explicit the adoption of the Code of Ethics of the Poste Italiane Group by the companies involved.

In addition, on the subject of the administrative liability of Entities, it is provided that the parties undertake to comply punctually with the provisions of Legislative Decree 231/01, with particular regard to the areas of risk that are relevant for the purposes of the activities managed through the service contract, and they also undertake to inform each other of any violations that may occur and that may be relevant to the contract and/or its execution. More generally, the parties undertake to refrain, in the performance of the activities covered by the contractual relationship, from behavior and conduct that, individually or jointly with others, may integrate any of the offenses covered by the Decree.

In any case where the Company relies on the support of companies of the Poste Group, or external companies, to carry out its activities, in terms of responsibility, the task of supervising the levels of service rendered by the outsourcer in line with what is defined in the relevant contract remains with Agile Lab. Therefore, with reference to these contractual relationships, Agile Lab equips itself with the necessary operational safeguards for the verification of the performances rendered and identifies the Managers entrusted with the verification of the correct execution of the contract. In particular, monitoring activities on service contracts are regulated within specific corporate regulatory safeguards that define the following main aspects:

- roles and responsibilities in contract oversight activities;
- mandatory minimum standards for the management of outsourced activities;
- arrangements for ongoing control and monitoring of outsourced activities.

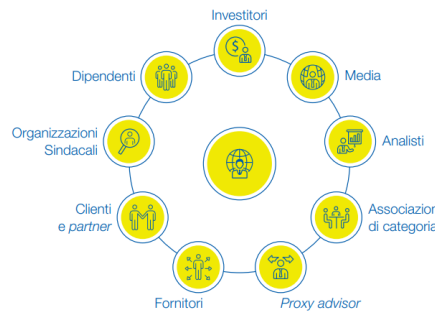
Outsourced Agile Lab activities are identified within the "Matrix of Identification of Risk Activities" (so-called MIAR).

3 The Organization, Management and Control Model of Agile Lab

3.1 Purpose of Model 231

Agile Lab has this Model of Organization, Management and Control (hereinafter also "Model 231" or "Model") with the aim of preventing the commission of offenses attributable to Decree 231 (so-called predicate offenses) by members of the Company, apical or subject to the direction of others and, more generally, to ensure the correctness of the behavior of all those who work on behalf of the Company.

Agile Lab, in line with its Corporate Purpose aimed at the pursuit of responsible growth, is strongly committed to ensuring conditions of fairness and transparency in the conduct of business activities through the contribution of its people, to protect its image, the expectations of its stakeholders and the work of its employees



In particular, the relationship with the people, partners and communities in which it operates represents for Agile Lab an essential element of its business model. Agile Lab is therefore aware of the importance of having an up-to-date internal control system suitable for preventing the commission of unlawful conduct by its directors, employees and business

partners, thus also contributing to the protection of the interests of all relevant stakeholders.

The purpose of this Model 231 is to build a structured and organic internal control system suitable for preventing the commission of the offenses provided for in the Decree.

Article 6 of Decree 231 expressly provides that organization, management and control models may be adopted on the basis of codes of conduct drawn up by associations representing entities.

In preparing this document, the Company has kept in mind both the requirements of Decree 231 and the relevant case law guidelines, as well as the Guidelines⁴, and established best

⁴ Guidelines are defined as, but are not limited to:

- Guidelines for the Construction of Organization, Management and Control Models Pursuant to Legislative Decree No. 231 of June 8, 2001 - Confindustria (updated June 2021);
- Document "Consolidated Principles for the Preparation of Organizational Models and the Activity of the Supervisory Body and Perspectives for the Revision of Legislative Decree No. 231 of June 8, 2001" - Published in February 2019 by the Multidisciplinary Working Group formed by the National Council of Certified Public Accountants, ABI, Confindustria and the National Forensic Council.

practices.

With the adoption of this Model, the Company, has the desire to pursue the following objectives:

- prohibit conduct that may constitute the types of crimes set forth in Decree 231;
- spread awareness that the violation of Decree 231, the prescriptions contained in the Model and/or the principles of the Group's Code of Ethics may result in the application of sanctions (pecuniary and/or prohibitory) also against the Company;
- spread a business culture marked by legality, in the awareness of Agile Lab's express condemnation of any behavior contrary to the law, regulations, internal provisions and, in particular, the provisions contained in this Model and in the Group's Code of Ethics; This is also consistent with the first of the 8 Pillars of Sustainability defined within the ESG Strategic Plan , the objective of which is the promotion and dissemination of the founding values of corporate identity, such as Integrity and Transparency, to enable the responsible conduct of its business founded by its nature on the management of trusting relationships with all its stakeholders;
- give evidence of the existence of an effective organizational structure consistent with the adopted operating model, with particular regard to the clear attribution of powers, the formation of decisions and their transparency and justification, preventive and subsequent controls over acts and activities, and the correctness and truthfulness of internal and external reporting;
- enable the Company, thanks to a system of control principals and constant monitoring action on the proper implementation of this system, to prevent and/or counteract in a timely manner the commission of the crimes relevant under Decree 231.

In addition, the Company will make appropriate updates in order to:

- supplement the contents of the Model, following the various legislative interventions that have introduced new categories of predicate offenses;
- take into account the orientations of the jurisprudence, both merit and legitimacy, that have been formed over time on the subject of the criminal liability of entities;
- incorporating evolving best practices and Reference Guidelines;
- adequately reflect the evolution of the Company's business and organizational structures, including in light of relevant legislative and regulatory developments.

3.2 Recipients

Recipients of the requirements of Model 231, pursuant to Decree 231 and within the scope of their respective competencies, are considered to be the members of the corporate bodies, management and employees of Agile Lab, as well as all those who work to achieve the purpose and objectives of the Company (hereinafter also referred to as the "Recipients").

3.3 Model Structure

This Model 231 consists of a General Part and Special Parts.

The General Part contains, in order:

- a brief description of the legal framework, supplemented by details of the offenses (Annex 1);
- the structure and governance of the Company and its Internal Control and Risk Management System;
- the purposes, recipients, and key elements of this Model;
- the rules regarding the establishment of the Supervisory Board;
- the penalties applicable in the event of violations of the rules and requirements contained in Model 231;
- the selection and training of personnel and the dissemination of the Model;
- the methods of adoption of Organizational Models within the Companies belonging to the Poste Italiane Group and coordination between the BODs.;
- the rules governing how the Model is disseminated and updated.

The Special Parts contain a description regarding the:

- different predicate offenses that are concretely and potentially relevant for the Company, identified due to the peculiar characteristics of the activity carried out by Agile Lab;
- sensitive activities;
- behavioral rules and specific control principles.

In addition, an integral part of the Model is the Code of Ethics, in which are expressed the general principles and values that must inspire the activities of all those who, in any capacity, work on behalf of the Company.

Lastly, in keeping with the current strategic direction of the Poste Italiane Group largely focused on sustainability issues and in consideration of the correlations and synergies present between these issues and Decree 231, this Model 231 makes it possible, through the identification of specific control garrisons, to prevent the commission of offenses attributable to Decree 231 as well as to contribute to the realization of the material issues defined within the Poste Italiane Group's 8 Pillars of Sustainability that contribute to the pursuit of the United Nations Sustainable Development Goals (SDGs⁵). Therefore, the Special Parts also contain an indication of the correlation between the different classes of 231 offenses, the UN SDGs and Poste Italiane's Sustainability Pillars. In addition, Annex 2 "PS - SDG - Pillar Correlations" to this document highlights the Sustainability Pillars and material issues associated with each Special Part of Model 231, indicating the SDGs that can be correlated, as well as a "Correlation Table between Sustainability Pillars, SDGs and

⁵ The 17 Sustainable Development Goals were defined on September 25, 2015 by the United Nations General Assembly through the adoption of the 2030 Agenda for Sustainable Development. These goals, broken down into 169 specific "targets" to be achieved by 2030, refer to different development domains related to environmental, social, economic and institutional issues.

classes of offenses" that allows, for each Sustainability Pillar, to identify the associated Special Parts of the Model.

3.4 Presuppositions of the Model

In preparing the Model, the Company has taken into account its internal control system, in order to verify its ability to prevent the types of offenses envisaged by Decree 231 in the activities identified as being at risk, as well as the ethical-social principles to which the Group adheres in carrying out its activities.

More generally, Agile Lab's internal control system is geared to ensure, with reasonable certainty, the achievement of operational, information and compliance objectives. In particular:

- the operational objective of the internal control system concerns the effectiveness and efficiency of the Company in deploying resources, protecting itself from losses, and safeguarding the Company's assets. In addition, this system is aimed at ensuring that personnel work in pursuit of the Company's objectives, without putting other interests ahead of those of the Company;
- the information objective results in the preparation of timely and reliable reports for decision making both within and outside the business organization;
- the compliance objective, on the other hand, ensures that all operations and actions are conducted in compliance with laws and regulations, prudential requirements, and internal company procedures.

Agile Lab's internal control system is based on the following elements:

- integrity and values that inspire the daily actions of the entire company, also expressing the style of the Board and corporate management;
- formalized and clear organizational system in the allocation of powers and responsibilities (including the concept of accountability), consistent with the achievement of assigned objectives.;
- attention to the personnel competence system, in light of the pursued objectives;
- identification, assessment, and management of risks that could compromise the achievement of business objectives;
- definition of company procedures, part of the overall regulatory system of the Company, which articulate the controls in place to manage risks and achieve predetermined objectives.;
- information systems suitable for supporting business processes and the overall internal control system (such as IT systems, reporting systems, etc.);
- internal communication processes and employee training programs;
- monitoring systems to complement line controls.

All recipients, within the scope of their functions, are responsible for defining and ensuring the proper functioning of the control system through line controls, which consist of the set of control activities that individual offices perform on their processes.

3.5 Fundamental elements of the Model

With reference to the needs identified in Decree 231, the fundamental elements developed by Agile Lab in defining the Model can be summarized as follows:

- identification of company activities in which the commission of offenses underlying entity liability under Decree 231 ("sensitive activities") is conceivable, through the analysis of corporate processes and potential methods of committing the criminal offenses;
- preparation and updating of regulatory tools concerning processes deemed at potential risk of committing offenses, aimed at expressly regulating the formation and implementation of the Company's decisions, in order to provide precise indications on the system of preventive controls regarding individual unlawful acts to be prevented;
- adoption of ethical principles and behavioral rules aimed at preventing conduct that may constitute the underlying criminal offenses or violate the principles of the Poste Group Code of Ethics, as detailed in the present Model;
- appointment of a Supervisory Body entrusted with specific oversight tasks regarding the effective and actual application of the Model, pursuant to Article 6, point b), of Decree 231;
- provision and implementation of a sanctioning system suitable to ensure the effectiveness of the Model, with explicit provision of disciplinary measures applicable in case of non-compliance with the measures indicated in the Model itself and the consequent applicable sanctions;
- carrying out activities of information, awareness-raising, dissemination, and training on the contents of the Model as well as on the behavioral rules applicable to all corporate levels;
- procedures for the adoption and effective implementation of the Model as well as for the necessary modifications or integrations thereof (cf. para. 8, "Model Update").

3.6 Identification of sensitive activities

Article 6, paragraph 2, letter a) of Decree 231 expressly provides that the entity's Model identifies the company activities within which the crimes referred to in the same Decree may potentially be committed. In compliance with the regulatory provisions and taking into account the methodological guidelines contained in the reference Guidelines, based on the updated framework of Agile Lab's business processes (Business Process Model⁶) and formalized organizational responsibilities, the activities relevant to the Company are identified in relation to each of the criminal offenses envisaged by Decree 231 (through a detailed analysis of the processes involved).

Article 6, paragraph 2, letter a) of Decree 231 expressly provides that the entity's Model

⁶ Agile Lab has defined and integrated within this document, a Business Process Model consistent with the one defined by the Parent Company.

identifies the company activities within which the crimes referred to in the same Decree may potentially be committed. In compliance with the regulatory provisions and taking into account the methodological guidelines contained in the reference Guidelines, based on the updated framework of Agile Lab's business processes (Business Process Model) and formalized organizational responsibilities, the activities relevant to the Company are identified in relation to each of the criminal offenses envisaged by Decree 231 (through a detailed analysis of the processes involved).

To this end, the Company conducts an in-depth and comprehensive analysis (Risk Assessment), aimed at identifying the areas of activity where there is an abstract risk of committing the offenses presupposed by Decree 231 and the functions assigned to them, taking into account the adopted organization and operational processes. In carrying out the aforementioned analysis, both activities whose exercise could abstractly materialize the risk of committing the offenses in question and areas within which activities instrumental to the commission of said offenses are performed are relevant.

This risk analysis - the results of which feed into the "Risk Identification Matrix" (MIAR), subject to periodic updating - is carried out by the Company's Compliance function and presented to the Supervisory Body for the evaluation of any needs for modification and/or integration of the Model 231.

The mapping of the operational areas of potential exposure of the Company to the various 231 risk-crimes is accompanied by the identification of specific existing control elements, as well as the definition of any integration and/or reinforcement initiatives of existing safeguards (in light of the results of the specific gap analysis).

Based on the indications and results of the overall analysis outlined above, the individual company functions responsible implement - following the assessment of the identified risks and the definition of risk management policies - regulatory tools related to the at-risk activities, with the support of the competent company functions, in coherence with the internal regulatory system.

3.7 Control Principles

The present Model identifies control principles and behavioral rules aimed at safeguarding various sensitive activities, with the aim of preventing the risk of committing offenses envisaged by Decree 231, structured as follows:

- *general control principles*, applicable to all sensitive activities identified by this Model;
- *behavioral rules*, i.e., *specific norms regulating the behavior to be adopted in managing sensitive activities*;
- *specific control principles*, which include particular provisions aimed at regulating the specific aspects of sensitive activities and which must be reflected in the company's reference regulatory tools.

❖ General control principles

With reference to all sensitive activities, the following general control principles must be pursued:

- Rules of conduct:
 - definition of general conduct rules safeguarding activities performed within specific behavioral codes and/or policies.
- Definition of roles and responsibilities:
 - definition of roles and responsibilities of organizational structures at all levels, uniformly identifying the activities of each structure within the internal regulations made available within the organization.
- Protocols and internal rules:
 - regulation of various sensitive activities through company regulatory tools, enabling identification of operational methods for conducting activities, related controls, and responsibilities of those involved;
 - attribution of sensitive activities to the organizational responsibilities of company functions.
- Segregation of duties:
 - separation of tasks and functions within each sensitive business process, distinguishing roles among those who execute, control, and authorize;
 - segregation of roles between those who make or implement decisions, those who process accounting evidence of the decided operations, and those responsible for conducting the legally required checks and procedures contemplated by the internal control system.
- Authorizing powers and signing authorities:
 - definition of a delegation system where there is clear identification and specific allocation of powers and limits to individuals committing the company and manifesting its will;
 - consistency between organizational and signing powers (delegations, powers of attorney, and related spending limits) and assigned organizational responsibilities;
 - consistency between powers of attorney and the internal delegation system;
 - provision of mechanisms for publicizing powers of attorney assigned to top levels to external counterparts;
 - definition of mechanisms for reporting delegated powers and related powers of attorney;
 - identification of procedures for revoking powers of attorney and delegated authorities;
 - identification, within the delegation allocation process:
 - the organizational position that the delegate holds due to the specific scope of the delegation's operations;

- express acceptance by the delegate or sub-delegate of the delegated functions and the consequent assumption of conferred obligations;
- spending limits assigned to the delegate;
- o attribution of delegations according to the principles of:
 - decision-making and financial autonomy of the delegate;
 - technical-professional suitability of the delegate;
 - autonomous availability of resources adequate for the task and continuity of services.
- Control activities and traceability:
 - o formalization, within the company's regulatory tools, of control execution methods (responsibilities, evidence, periodicity);
 - o adequate formalization of documentation related to sensitive activities, including insertion of the compilation date, document viewing, and recognizable signature of the compiler/supervisor; archiving in a suitable location for preservation, to protect the confidentiality of the contained data and prevent damage, deterioration, and loss;
 - o reconstructability of the formation of acts and related authorization levels, development of operations, materials and registration, with evidence of their motivation and causal factors, to ensure the transparency of the choices made;
 - o provision of adequate monitoring activities by company functions, consistent with their organizational responsibilities, maintaining evidence of controls performed and any anomalies found;
 - o adoption of computer systems, where possible, ensuring correct and truthful attribution of each operation (or its segment) to the responsible party and participants. The system should prevent untracked modifications of records;
 - o archiving, by the competent function, of documents concerning the company's activities and, in particular, documents or computer documentation related to sensitive activities, in a manner that prevents subsequent modification, except with specific evidence;
 - o access to archived documents is motivated and permitted only to authorized persons based on internal rules or their delegates, the Supervisory Board or equivalent body, other internal control bodies, the audit firm, and the Supervisory Body.

❖ Behavioral Rules

All activities included in the Special Parts of the Model must be carried out in compliance with applicable laws, behavioral norms, values, the Code of Ethics, policies, and procedures of Agile Lab. Specifically, this Model identifies specific behavioral rules within each Special Part that define, in greater detail, the required/prohibited behaviors to prevent the commission of offenses under Decree 231.

❖ **Specific Control Principles**

This Model has identified specific control principles within each Special Part to safeguard the sensitive activities identified with reference to each category of offense. These principles must be incorporated within the company's organizational-procedural measures to ensure they are implemented in the performance of related sensitive activities.

4 Supervisory Body

4.1 Identification of the Supervisory Body

Article 6, paragraph 1, of Decree 231 provides that the function of supervising and updating the Model shall be entrusted to a Supervisory Body (SB) internal to the entity, which, endowed with autonomous powers of initiative and control, continuously performs the tasks assigned to it.

The Company, in line with current regulatory provisions and the Group Guidelines concerning the application of Legislative Decree 231/2001, provides for the possibility of both a single-member and collegiate body, the criteria for identification and composition of which are defined in line with the aforementioned Group Guidelines concerning the application of Legislative Decree 231/2001, formally adopted by Agile Lab.

In any case, the members of the Supervisory Body must possess the professionalism, independence, and integrity requirements, as set out in paragraph 4.2.

The members of the Supervisory Body are appointed by the Board of Directors, which also determines their remuneration.

The Supervisory Body holds office for three years, and in any case, upon the expiry of the term, its members remain in office until the appointment of the new Supervisory Body by the Board of Directors.

However, this is without prejudice to cases of resignation of a member of the SB, which is effective immediately.

The Supervisory Body has autonomous powers of initiative and control, adopts its own internal regulations, and promotes constant dialogue with the Compliance function for carrying out the necessary investigations and checks.

4.2 Causes of Ineligibility, Forfeiture, and Revocation of the Supervisory Body

The following constitute causes of ineligibility and forfeiture of the Supervisory Body:

- holding executive positions in companies subject to bankruptcy, compulsory administrative liquidation, or similar procedures in the three financial years preceding the appointment as a member of the Supervisory Body;
- being the subject of a decree ordering trial concerning offenses under Decree 231 or similar offenses;
- Receiving a judgment of conviction, even not yet final, or a plea bargain (so-called "patteggiamento") in Italy or abroad, concerning offenses under Decree 231 or similar offenses;
- being in situations of conflict of interest, whether direct or potential, which could compromise independence and autonomy regarding the performance of the functions and/or duties of the Supervisory Body.

Another immediate reason for forfeiture is the failure, during the term of office, of the requirements that led to the identification of the Supervisory Body itself at the time of

appointment. Upon assuming office, the Supervisory Body confirms the absence of ineligibility grounds and commits to promptly reporting any conditions leading to forfeiture, as well as complying with the Code of Ethics and Model 231.

Causes for the revocation of the Supervisory Body include:

- failure to exercise or insufficient supervision resulting from a judgment of conviction, even not yet final, issued against the Company under Decree 231 or a plea bargain (so-called patteggiamento);
- serious breach of duties and/or functions of the Supervisory Body or violation of the Code of Ethics or Model 231.

Revocation is decided by a resolution of the Board of Directors approved by two-thirds of the present members and upon consultation with the Board of Statutory Auditors.

In case of forfeiture or revocation of the Supervisory Body, the Board of Directors promptly proceeds with its replacement.

4.3 Powers and Functions of the Supervisory Body

For the purpose of carrying out its activities, the Supervisory Body may access, including through company databases, any document and relevant corporate information necessary for the performance of its assigned functions. It may also conduct direct hearings of Company employees where necessary.

The task of overseeing the operation and compliance of Model 231 is carried out by the Supervisory Body through the examination of all audit reports prepared by the Internal Control function of the Parent Company, or other company structures with control duties regarding Decree 231 matters.

The responsibility for updating Model 231 concerning the evolution of the organizational structure and emerging needs is carried out by the Supervisory Body through motivated proposals to the CEO, who submits them to the approval of the Board of Directors.

For the purposes of the preceding paragraphs, the Supervisory Body receives the resolutions delegating the powers of the Board of Directors to its members, as well as the delegations that these Directors confer on employees.

The Board of Directors provides the Supervisory Body with adequate company resources for the tasks entrusted to it and, in preparing the company budget, approves - based on proposals from the Supervisory Body itself - an adequate allocation of financial resources that the Supervisory Body may use for any necessary expenses for the proper performance of its tasks.

In fulfilling its duties, the Supervisory Body usually meets at least once every quarter, according to a schedule defined for this purpose. The subject matter of these meetings is recorded in special minutes, kept according to the procedures provided in the internal regulations of the Supervisory Body.

Additionally, concerning sensitive activities, the Supervisory Body prepares an Annual Plan of inspections aimed at assessing the effective adequacy and application of internal regulatory tools in terms of measures to prevent the commission of offenses envisaged by the regulatory framework. This inspection program is subject to changes based on any

requests for intervention from the Supervisory Body and in response to critical issues identified during the flow analysis or reports. However, the authority to activate surprise inspections remains, if deemed appropriate.

If deemed appropriate, the Supervisory Body, for the purpose of implementing and updating the Model, may avail itself of external professionals, in compliance with the company's procedures for the assignment of professional tasks, informing the President and the CEO in advance.

4.4 Reporting of the Supervisory Body to Corporate Bodies

The Supervisory Body reports, concerning its areas of competence, to the Board of Directors and the CEO, particularly:

- continuously, directly to the Chairman of the Board of Directors and the CEO;
- at least semi-annually to the Board of Directors and the Board of Statutory Auditors, also through a report on the implementation of the Model.

The Supervisory Body may be called at any time by the Board of Directors and the Board of Statutory Auditors to report on the functioning and observance of the Model or specific situations.

Additionally, specific meetings are promoted between the Supervisory Body and the Board of Statutory Auditors, aimed at exchanging information on common-interest issues. While maintaining the autonomy of Agile Lab's Supervisory Body, meetings with the Parent Company may be scheduled to discuss common-interest topics with a view to a constant implementation of measures under Legislative Decree 231.

4.5 Information Flows to the Supervisory Body

The information addressed to the Supervisory Body is aimed at facilitating continuous analysis, also in terms of potential risk and the adopted company safeguards, with reference to the various sensitive areas under Legislative Decree 231, through knowledge of specific business documents and information. Indeed, Article 6, paragraph 2, letter d) of Legislative Decree 231 expressly includes among the requirements that the Model 231 must meet, the provision of information flows to fulfill the "*obligations of information to the body tasked with overseeing the functioning and compliance with the models*".

The following information must be promptly communicated to the Supervisory Body:

- requests for information or sending of prescriptions, reports, or letters from Supervisory Authorities, and any other documentation resulting from their inspection activities falling within the scope of Legislative Decree 231;
- results of control activities carried out by heads of different company functions from which facts, acts, events, or omissions with profiles of criticality regarding compliance with the provisions of Legislative Decree 231 or the Model have emerged;
- changes in the system of delegations and powers of attorney, statutory amendments, or changes in the company's organizational chart;

- news concerning the effective implementation, at all company levels, of the Model, with evidence of disciplinary proceedings conducted and any sanctions imposed, or measures to close such proceedings with the related motivations;
- reports of serious accidents (fatal accidents or those with a prognosis exceeding 40 days) involving employees, contractors, and/or collaborators at the company's workplaces;
- measures and/or news from judicial, tax police, or any other authority, including administrative, involving the Company or top executives, indicating the conduct of investigations, even against unknown persons, for the offenses referred to in Legislative Decree 231, subject to legally imposed confidentiality and secrecy obligations;
- communications to the Judicial Authority concerning potential or actual illicit events related to the hypotheses of Legislative Decree 231, subject to legally imposed confidentiality and secrecy obligations;
- requests for legal assistance forwarded by managers and/or employees in case of initiation of judicial proceedings, particularly for offenses covered by Legislative Decree 231.

Additionally, responsible company functions transmit periodic and "ad hoc" information flows to the Supervisory Body based on specific company guidelines. These flows can also be supplemented by specific meetings with company functions/figures responsible for control activities, such as the Prevention and Protection Service under Legislative Decree 81/08.

All information, documentation, and reports collected in the performance of institutional tasks must be archived and stored by the Supervisory Body, ensuring the confidentiality of acquired documents and information, also in compliance with privacy regulations.

4.6 Reporting of Violations (Whistleblowing)

In accordance with the current regulatory framework, updated by Legislative Decree no. 24/2023 implementing Directive (EU) 2019/1937 of the European Parliament and of the Council, and in line with best practices, Agile Lab has established a system for reporting violations accessible to all individuals operating within Agile Lab's "work context," both internal (e.g., employees, volunteers or interns, even if unpaid, shareholders, members of administrative and supervisory bodies even without formal appointment, etc.) and external (e.g., clients, suppliers, consultants, etc.).

These individuals have the opportunity to report violations of this Model 231 and/or the Code of Ethics that they become aware of within the work context.

Reports can be made through communication channels established by the Company in accordance with the provisions of the aforementioned Decree. In particular, reports can be made:

- In written form, through the dedicated computer channel - "Whistleblowing Reporting Portal" of the Poste Italiane Group accessible from the website www.agilelab.it;
- Orally, through a direct meeting (upon request).

The aforementioned channels are to be considered privileged over the external one established and managed by ANAC.

Throughout the entire process of managing reports, the absolute confidentiality of the reporter's identity and any other information, including any attached documentation, which could directly or indirectly reveal the reporter's identity, is guaranteed. The reporter's identity cannot be disclosed without their consent, except in cases provided for by current legislation.

The Company also protects the reporter against any form of retaliation, understood as any behavior, act, or omission, even attempted or threatened, occurring in the work context and resulting - directly or indirectly - in unjust harm to protected parties. The same protection applies to facilitators and other individuals assimilated to the reporter (e.g., colleagues). Any reports of alleged retaliation suffered can be addressed to ANAC as the authority responsible for receiving and managing such reports.

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Furthermore, in the presence of conditions and according to the explicitly provided methods of Legislative Decree no. 24/2023, the reporter is granted a limitation of liability regarding the disclosure and dissemination of certain categories of information that would otherwise expose them to criminal, civil, and administrative liability.

Reports must be made in good faith and not anonymously and must contain the necessary elements to carry out the verifications and investigations necessary to assess their validity.

The reception and management of reports are governed by the aforementioned Violation Reporting (Whistleblowing) Guideline adopted by Agile Lab. This Guideline provides for the establishment of a Whistleblowing Committee - an interfunctional committee with an external Chairman - tasked with receiving and managing reports transmitted through the aforementioned dedicated channels.

In cases of reports concerning alleged violations of this Model 231 and/or the Code of Ethics, the Whistleblowing Committee promptly informs the Supervisory Body so that it can assess the facts and conduct any necessary investigations, also utilizing the support of the company's control functions. The Supervisory Body communicates the decisions taken to the Whistleblowing Committee.

Furthermore, the Whistleblowing Committee provides the Supervisory Body with periodic informational flows on the overall reports managed, highlighting the decisions made.

5 Sanctioning System

5.1 Introduction

4.6 Reporting of Violations (Whistleblowing)

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5. Sanctioning System

5.1 Introduction

The establishment of a sanctioning system, applicable in case of violation of the provisions of this Model, is a necessary condition to ensure the effective implementation of the Model itself, as well as an essential prerequisite for allowing the Company to benefit from the exemption from administrative liability (pursuant to Article 6, paragraph 2, letter e) of Legislative Decree 231).

The application of disciplinary sanctions is independent of the initiation and outcomes of any criminal proceedings that may have been initiated in cases where the violation constitutes an offense relevant under Legislative Decree 231/2001.

The sanctions that may be imposed are differentiated based on the nature of the relationship between the violator and the Company, as well as the relevance and severity of the committed violation and the role and responsibility of the violator. In particular, the applicable sanctions are differentiated taking into account the degree of negligence, incompetence, negligence, fault, or intentionality of the behavior concerning action/omission, also considering any recurrence, as well as the work performed by the

individual and their functional position, along with all other particular circumstances that may have characterized the fact.

In general, violations can be attributed to the following behaviors:

- a) behaviors that constitute negligent non-compliance with the provisions of the Model and/or the Code of Ethics of the Poste Italiane Group, including directives, procedures, or company instructions;
- b) behaviors that constitute intentional breaches of the provisions of the Model and/or the Code of Ethics of the Poste Italiane Group, such as to undermine the trust relationship between the violator and the Company by being uniquely intended to commit an offense,

as well as classified as follows:

- violation, also with omissive conduct and possibly in collusion with others, of the provisions of the Model or the procedures established for its implementation and the Code of Ethics;
- preparation, possibly in collusion with others, of altered or untrue documentation;
- facilitation, through omissive conduct, of violations of the Model and the Code of Ethics and preparation by others of altered or untrue documentation;
- omission to prepare the documentation provided for by the Model or the procedures established for its implementation.

In any case, the sanctioning process is managed by the competent company function and/or bodies reporting on this to the Supervisory Body.

The following are the sanctions divided by type of relationship between the individual and the Company.

5.2 Sanctions for Employees

With regard to employees, the Company adheres to the provisions of Article 7 of Law no. 300/1970 (Workers' Statute) and the provisions contained in the applicable National Collective Labor Agreement, both with regard to the sanctions that may be imposed and the procedures for exercising disciplinary power.

The failure - by employees - to comply with the provisions of the Model and/or the Code of Ethics, as well as all the documentation that is part of it, constitutes a breach of the obligations arising from the employment relationship under Article 2104 of the Civil Code and a disciplinary offense.

More specifically, the adoption by an employee of the Company of a behavior that can be qualified - based on the preceding paragraph - as a disciplinary offense also constitutes a violation of the employee's obligation to perform the tasks entrusted to them with the utmost diligence, adhering to the Company's directives, as provided for by the applicable National Collective Labor Agreement.

Upon notification of a violation of the Model, disciplinary action will be initiated to ascertain the violation. In particular, during the verification phase, the employee will be given prior notice of the charge and will also be granted a reasonable period to respond. Once the

violation is confirmed, the author will be subjected to a disciplinary sanction proportional to the severity of the violation committed.

Employees may be subject to the sanctions provided for by the applicable National Collective Labor Agreement, which, for illustrative purposes, are listed below:

- verbal reprimand;
- written warning;
- fine not exceeding four hours of pay;
- suspension from work and pay for up to ten days;
- termination with notice;
- termination without notice.

In order to highlight the correlation criteria between violations and disciplinary measures, it is specified that:

- Employees incurring in conservative disciplinary measures are those who:
 - violation of the provisions contained in the Model and in all the documentation forming part of it, or the adoption, in the performance of activities at risk, of behavior not in compliance with the prescriptions contained in the Model itself, shall be deemed to constitute failure to carry out the orders given by the Company;
- incurs, on the other hand, the termination disciplinary measures for the employee who:
 - adopts, in the performance of activities at risk, behavior that does not comply with the provisions contained in the Model, and in the documentation that forms part of it, such behavior having to be recognized as a lack of discipline and diligence in the fulfillment of their contractual obligations so serious as to damage the Company's trust in the employee himself;
 - adopts, in the performance of activities at risk, a behavior that is clearly in contrast with the provisions contained in the Model and in the documentation that forms part of it, such as to determine the concrete application against the Company of the measures provided for in Decree 231, constituting such behavior an act that causes serious moral and material harm to the Company that does not allow the continuation of the relationship, even temporarily.

The Company may not take any disciplinary action against the employee without compliance with the procedures set forth in the applicable collective bargaining agreement for individual cases.

In order to ensure correlation and proportionality between the committed violation and the imposed sanction, the following criteria are guaranteed to be respected:

- severity of the committed violation;
- job position, role, responsibilities, and autonomy of the employee;
- predictability of the event;
- intent of the behavior or degree of negligence, imprudence, or incompetence;

- overall behavior of the violator, considering the existence or absence of previous disciplinary actions within the terms provided by the applicable National Collective Labor Agreement;
- collusion, in the committed violation, of multiple workers in agreement with each other;
- other particular circumstances characterizing the violation.

It is understood that all the provisions and guarantees provided by the CCNL regarding disciplinary proceedings will be followed; in particular:

- the obligation of the prior notification of the charge to the employee with an indication of the facts constituting the infraction and of the time limit from the receipt of the charge within which the employee may present his justifications and of the hearing of the latter with regard to his defense;
- the obligation not to take the disciplinary measure, if more serious than a verbal reprimand, before the minimum period provided for in Article 7 of the Workers' Statute has elapsed from the written notification of the charge, during which the employee may present his justifications;
- the worker may also present his/her justifications verbally, with the possible assistance of a representative of the trade union association to which he/she is a member or mandated, or a member of the RSU;
- the obligation to communicate the adoption of the disciplinary measure in writing within and no later than the maximum terms provided by the respective collective bargaining agreements from the expiration of the deadline given to the employee to present his justifications. Otherwise, the disciplinary proceedings shall be terminated by dismissal.

The existence of a system of sanctions related to non-compliance with the provisions contained in the Model and the documentation that forms part of it must necessarily be brought to the attention of employees through the means deemed most appropriate by the Company.

5.3 Sanctions against managers

In case of violation by managers of the internal procedures provided for in this Model or the adoption, in the performance of activities at risk, of a behavior that does not comply with the prescriptions of the Model itself, appropriate measures will be applied against those responsible in accordance with the provisions of the National Collective Labor Agreement for managers of companies producing goods and services. Where the violation is such as to break the relationship of trust, the sanction is identified as dismissal for just cause.

5.4 Measures against Directors and Statutory Auditors

The Supervisory Board informs the Chairman of the Board of Directors and/or the Chairman of the Board of Statutory Auditors of reports concerning violations of the Model

or the Code of Ethics by Directors and Statutory Auditors, or by the entire administrative and supervisory body, that have not been deemed manifestly unfounded so that they may refer the matter to the bodies they chair and take appropriate measures. Articles 2392 and 2407 of the Civil Code also apply.

5.5 Measures against members of the SB

In case of violations of this Model or the Code of Ethics by one or more members of the SB, the other members of the SB or any one of the auditors or directors shall immediately inform the Board of Auditors and the Board of Directors of the Company. These bodies, after being notified of the violation and taking note of any defensive arguments put forward, shall take appropriate measures including, for example, revocation of the appointment.

5.6 Measures against Suppliers, Collaborators, Partners and Consultants

Violation by Collaborators external to the Company, Shareholders in Companies and entities in which the Company has an equity interest, Suppliers of goods and services and Partners, of the rules provided for in the Decree and/or specific clauses on the Company's rules of conduct - defined in line with the Code of Ethics and contained in each contract to which the Company is a party - may be cause for termination of the contract; the violation must therefore be reported, without delay and by those who detect it, in line with internal provisions, in order to allow the competent corporate entities to make the appropriate assessments. The termination of the contract entails the assessment of any damages that the Company may have suffered and the consequent action for compensation. In cases where the Company evaluates not to proceed to terminate the contract because it believes that termination would be of serious harm to the Company, the Chief Executive Officer shall notify the SB.

6 Selection and training of personnel and dissemination of the Model

The Company, in line with the provisions of the Parent Company Poste Italiane, establishes a specific personnel evaluation system at the selection stage inspired by criteria of impartiality, merit and professionalism, which also takes into account the company's needs in relation to the application of Decree 231.

Staff training aimed at the implementation of the Model and its dissemination in the corporate context is managed by the Human Resources Department for the oversight of issues relating to human resources and safety at work, with the possible support of Poste Italiane, and is articulated and differentiated, taking into account the different activities at risk and the personnel working in them, according to the segmentation indicated below:

- *corporate management*: conferences are organized to raise awareness and update with respect to all issues related to the provisions of Decree 231. In particular, these conferences are periodically held to share developments in the Model and changes in responsibilities related to individual procedures that have been identified in line with the aforementioned Decree;
- *all employees*: are recipients of training, also delivered in online mode, which provides, among other things, in-depth study of the sensitive areas outlined in the Model.

Participation in the training sessions is mandatory.

The Corporate Human Resources Function, with the possible support of Poste Italiane, monitors the training provided, also in online mode, in order to ensure the participation in the same of all Recipients and constantly assesses, any training needs that arise from updating requirements in relation to the change of the Model and/or any other relevant aspect related to the legislative discipline on the subject in question.

With regard to the methods of information of issues related to the Model, it is expected:

- *newly-hired resources*: delivery, at the same time as hiring, of the Code of Ethics of the Poste Italiane Group and the Group's Integrated Policy, as well as any further information on the subject in question, including specific information on the adoption of an Organizational Model by the Company, including through the letter of employment;
- *all personnel*: specific information on the provisions of Decree 231.

There is also a cascade communication process, by the heads of functions, to all their collaborators involved in the management/execution of regulatory instruments.

In addition, external parties who have contractual relations of any nature with the Company are informed, including through specific contractual clauses, that Agile Lab has adopted an Organizational Model, specific procedures on the subject of Decree 231, as well as a Code of Ethics, Integrated Policy and Policy on the Protection and Safeguarding of Human Rights of the Poste Italiane Group, and they undertake to comply with them.

7 Adoption of Organizational Models within the Companies belonging to the Poste Italiane Group and coordination among the Group's SBs

Without prejudice to the Company's responsibility in the adoption and implementation of its Organization, Management and Control Model, Agile Lab has implemented the Group Guideline on the application of Decree 231, aimed at raising awareness of the importance of having an up-to-date internal control system suitable for preventing the commission of unlawful conduct by its exponents, employees or apical, partners and suppliers and all those who operate in its interest. This Guidelines:

- identifies the general reference requirements by which the Company is inspired in the adoption and updating of its 231 Model, with the aim of preventing the commission of any unlawful acts relevant from a 231 perspective and, more generally, the implementation of behaviors inconsistent with the values of the Poste Group;
- defines the information flows and coordination methods between the Supervisory Boards of the Companies of the Poste Italiane Group, consistent with the management and coordination activities implemented by the Parent Company as part of the overall Governance 231, carried out with the support of the Group Sustainable Development, Risk and Compliance function/Presidium 231 in Corporate Affairs, in order to promote the homogeneous implementation in the Group of the internal control system, without prejudice to the separation of the areas of responsibility between the Supervisory Bodies regarding the control tasks on the functioning and compliance of the respective Organizational Models and respecting the autonomy and confidentiality of the information pertaining to the different Group Companies.

In addition, in preparing its Model, Agile Lab has taken the Parent Company Poste Italiane's Model and the additional guidelines provided by the latter as a reference, appropriately adjusting it to take into account the operational and organizational specificities necessary to ensure adequate oversight for the proper performance of the activities for which it is responsible.

8 Updating the Model

Verification of the updating and effective implementation of the Model is the responsibility of the Board of Directors, which is therefore vested with the power to make amendments to the Model, which it exercises by means of a resolution in the manner provided for its adoption.

The updating activity, understood as both integration and modification, is aimed at ensuring the adequacy and suitability of the Model, evaluated with respect to the preventive function of the commission of the crimes provided for in Decree 231.

It is up to the SB, on the other hand, to concretely verify whether it is necessary or advisable to proceed with the updating of the Model, advocating this need to the Board of Directors. The SB, within the scope of the powers granted to it in accordance with Article 6, paragraph 1, letter b) and Article 7, paragraph 4, letter a) of the Decree, is responsible for formulating reasoned proposals regarding the updating and adjustment of this Model to the Managing Director, who shall submit them to the Board of Directors for approval.

In any case, the Model must be promptly amended and supplemented by the Board of Directors, also upon proposal and after consultation with the SB, when there are:

- violations and circumventions of the prescriptions contained therein that have highlighted its ineffectiveness or inconsistency for the purpose of crime prevention;
- significant changes to the internal structure of the Company and/or the way in which business activities are carried out;
- regulatory changes and jurisprudential developments.

Amendments, updates and additions to the Model must always be communicated to the SB.