

IRINOX S.p.A.

Via Caduti nei Lager, 1
31015 Conegliano (TV)

Introductory statement

Articles 5 and 6 of Italian Legislative Decree no. 231/01

Title	Introductory statement		
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1. INTRODUCTORY STATEMENT

1.1 Definitions

Company:

IRINOX S.p.A.

Decree:

Italian Legislative Decree No. 231 of 8 June 2001 and subsequent amendments and additions

Model:

This Corporate compliance model

Recipients:

those who must behave in accordance with the provisions of this Model. The recipients are:

- The Chairman of the Board of Directors and the Directors, when acting to conduct the company's business in all resolutions taken and, however, anyone who (even *de facto*) performs functions of representation, management, direction or control of the Company or of an organisational unit of the same having financial and functional autonomy;
- all employees (i.e., all staff working under an employment contract, a temporary employment contract or a collaboration contract, including project-based contracts), including those classified as managers;
- all those who, while not belonging to the Company, act under an assignment or in the interests of the same, within the limits of the relevant relationship and of the risk profile of the activities performed with respect to Legislative Decree 231/2001;
- all those who have current relationships, for consideration or otherwise (such as, without limitation, consultants, agents, suppliers and third parties in general), within the limits of the existing relationship and of the risk profile of the activities performed with respect to Legislative Decree 231/2001.

Top-level representatives:

those who, even *de facto*, are vested with functions of representation, administration or control of the Company or of an organisational unit of the same that is financially and functionally independent

Subordinates:

persons subject to the guidance or supervision of top-level representatives

Predicate crimes:

the crimes that are relevant for the purposes of Legislative Decree No. 231 of 8 2001 as amended, and for which the Company may held liable.

Supervisory Board:

the body that is responsible for monitoring the operation of and compliance with this Model and ensure the relevant updating

Guidelines:

the code of conduct drafted by Confindustria

Code of Ethics:

the set of values that inspire the activity of the Company and the behaviours of its employees, collaborators, consultants and business partners

1.2 Acronyms and abbreviations for internal use

MD	Managing Director
BU	Business Unit
BOD	Board of Directors
COS	Board of Statutory Auditors
PPE	Personal Protective Equipment
MC	Company physician
MOD	This Corporate compliance model
OdA	Purchase order or, in broad sense, a written document or e-transaction exchanged with a supplier, which shows the intent of the Company to purchase a good or service
SB	The Supervisory Board
PA	Public Administration
PRE	Chairman of the Board of Directors
RdA	Request for purchase or, in broad sense, a written document or e-transaction that expressly indicates a need for a purchase arisen within the Company
WSR	the Workers' Safety Representative
HPPS	Head of the Safety department
SSL	Workplace health and safety

2. ITALIAN LEGISLATIVE DECREE NO. 231/2001 – SUMMARY OF PROVISIONS

The Decree has introduced the principle of administrative responsibility of organisations for certain offences - expressly indicated by the same Decree (Arts. 24 - 26) – which, while performed by persons vested with functions of representation, administration or control of the organisation or by persons subject to their power of guidance or supervision, can be considered as directly referred to the organisation itself when committed “in its interests or to its advantage”.

This requirement is met when the author of the offence acted with the aim of favouring the organisation and thanks to the offence, this latter obtained an advantage, i.e., a favourable result. Conversely, the organisation is not liable if the offence was committed exclusively in the interests or to the benefit of the author or of third parties, or if the advantage was not achieved.

More precisely:

- the interest has a subjective nature, it refers to the will of the individual acting in the interests of the company and is to be assessed at the moment of the conduct. In fact, there is an interest when the author of the offence acted with the intent of favouring the organisation, regardless of whether such purpose was actually achieved;
- the advantage, on the other hand, can be defined as the set of benefits - especially of a financial nature - obtained through the offence, and can be assessed after the commission of the same.

The organisation held liable for an offence under the Decree can be subjected to:

Financial penalties

They consist of the payment of an amount of money proportional to the seriousness of the offence, the degree of responsibility of the organisation, the actions taken to remove or mitigate the harmful consequences of the offence or prevent future offences, as well as to the economic and financial conditions of the organisation.

Disqualification penalties

They apply jointly with the financial penalty in case of commission of one of the offences for which they are expressly provided.

The disqualification penalties provided for by the Decree are:

- i. ban on performing the activity;
- ii. suspension or revocation of those authorisations, licences or concessions that were used to commit the offence;
- iii. ban on negotiating with the PA;

- iv. exclusion from facilitations, funding, contributions and subsidies and/or possible revocation of those already granted;
- v. ban on advertising goods or services.

Normally, disqualifications are temporary, but in certain cases expressly provided for by the Decree, they may be final.

Also, they may be inflicted as interim measures if there are serious indications of a liability of the organisation.

Confiscation

This is an autonomous and mandatory sanction. It must always be inflicted with the final judgment and it implies that the price or profit of the offence is acquired by the State.

Publication of the judgement

This may be ordered when the organisation is subjected to a disqualification.

The Decree provides for an exemption from liability, and from the consequent sanctions, for those organisations that:

- have adopted and effectively implemented, before the commission of the act, corporate compliance models suitable to prevent crimes of the same nature as the one occurred”
- have assigned “the task of monitoring the operation of and compliance with the models and dealing with their update to a body of the entity having independent powers of initiative and control”;
- “the authors of the offence have acted by fraudulently circumventing the corporate compliance models”;
- “there was no lack or inadequacy of the supervision by the Supervisory Board” mentioned in the preceding point.

3. APPROVAL OF THE MODEL

In light of the above provisions,

IRINOX S.p.A.

Via Caduti nei Lager, 1

31015 – Conegliano (TV)

has drafted this document to extract and summarise, from the set of organisational provisions and internal control rules governing the performance of the corporate operations, those that expressly cover the risks of commission of the offences indicated in the Decree.

This Model has been approved by the Board of Directors of IRINOX S.p.A. by resolution dated 25.10.2022.

Since this Model is “an act originating from the governing body” – as provided for in Art. 6, paragraph 1 letter a) of the Decree – any subsequent amendments and additions thereto are the responsibility of the Company’s BOD.

4. COMPANY PROFILE

IRINOX S.p.a. was established in Corbanese (Treviso) in 1989 as a company specialising in the development and design of carpentry and stainless steel control panels for industrial electrical systems. Almost at the same time, it also started producing blast chillers for the restaurant industry.

As early as 1994, IRINOX S.p.a. had to split the two product lines and separate the production of stainless steel panels in the new industrial facility at the industrial area of Campidui, Conegliano (TV). Thanks to its continuing technological research and its proactive collaborators, over a few years IRINOX S.p.a. has become one of the most important international companies specialising in the production and design of “Blast Chillers” e “Shock Freezers”.

In 1995, IRINOX S.p.a. developed and presented the third generation of blast chillers with the “Hard Chilling” system; thanks to its innovative soft and hard chilling functions, it thus became a leader in the sector. In addition, in 2001 the new Logik Chill chiller series was launched, followed by the MYA series and, in 2019, the low-environmental impact NEXT range.

To complete the business offer, in 2005 the Irinox Home was established for home users.

To deal with its business growth and technological development, in 2003 the Company inaugurated the new manufacturing facility of 9000 m² in Scomigo (Conegliano) and, in 2018, the Vittorio Veneto facility.

5. CORPORATE PURPOSE

The Company’s purpose is to perform the following activities, in compliance with the applicable legislation:

- production, processing, marketing, sub-supply, retail and wholesale of steel products, semi-finished products and similar;
- production, marketing, retail and wholesale of large plant equipment, restaurant, bakery and other sectors, as well as for home use;
- rental and sale of services relating to the above products.

The Company may exercise the above activities using its own assets, or rent assets and businesses in the sector. It may also carry out the following activities:

- take on agency and exclusive distributorship contracts for large plant equipment in the restaurant and bakery sectors, excluding brokerage;
- purchase, sale, management, lease of town, farm, commercial and industrial land and buildings, transformation of uncultivated agricultural land, subdivision of land for real estate development purpose; construction, on its own and on behalf of third parties, including as a contractor, of civil, farm, commercial and industrial buildings.

The Company may, exclusively in furtherance of the corporate purpose and on an occasional basis, carry out commercial, industrial, security and financial transactions of any nature, provided the general public is not involved, grant guarantees, endorsements, caution money and securities in general even in favour of third parties; acquire interests and shareholdings in other companies, only for purposes of stable investment and not for placement in the market, subject to the limitations provided for in Art. 2361 of the Italian Civil Code, including the rental and lease of business branches having the same or similar purposes as those of the Company, as well as manage the financing and technical and financial coordination of the companies or entities in which it holds an interest, only further to an express resolution of the shareholders to that effect. In no event shall it collect savings from the public.

As a Benefit Corporation, pursuant to and for the purposes of Art. 1, paragraphs 376 to 384, Law No. 208 of 28 December 2015, the Company intends to pursue one or more common benefit activities and act in a responsible, sustainable and transparent manner vis-à-vis people, communities, territories and the environment, cultural and social assets and activities, entities and associations and other stakeholders. In this regard, the ultimate purpose of the Company is to adopt a responsible consumption and production model to mitigate environmental impacts, protect the planet and preserve resources for the future generations. To achieve this purpose, the Company relies on a sustainable model founded on innovative technologies and products and prefers the use of energy from renewable sources, thus actively contributing to protect the environment.

The Company aims at obtaining suitable profits from its business activities in order to sustain its growth in production and commercial terms, finance continuing improvement projects or research and innovation activities, distribute part of these profits to its shareholders, and possibly be able to launch new activities in consistency with its ultimate purpose.

6. ELEMENTS OF THE GOVERNANCE AND OF THE GENERAL ORGANISATIONAL SYSTEM

6.1 The Company's governance model

IRINOX S.p.A. is a joint-stock company and is currently managed by a Board of Directors comprised of four members, in accordance with the resolutions of the Shareholders' Meeting.

The Board of Directors has all powers for the management of the business, both ordinary and extraordinary, subject to the need for a specific authorisation in the cases required by law.

The Board of Directors is responsible for:

- a) merger resolutions in the cases indicated in Articles 2505, 2505-bis, 2506-ter, last paragraph, c.c.;
- b) the opening or closure of secondary offices;
- c) the indication of which directors are responsible for representing the Company;
- d) the reduction of capital in the event of shareholder withdrawal;
- e) the adjustment of the Company's articles of association to regulatory provisions;
- f) the transfer of the Company's registered office to another municipality in the national territory.
- g) the issuance of ordinary bond loans.

The Board of Directors has variously distributed its duties to all its members, who are also qualified as Managing Directors.

6.2 Decision-making processes and internal control system

The Company has adopted the following instruments of a general nature, aimed at planning the formation and implementation of its decisions (including with regard to all offences to be prevented):

- the ethical principles representing the Company's core values;
- the system of responsibilities transferred and powers of attorney granted to the Directors and various persons in charge;
- the documentation and rules concerning the reporting lines and separation of duties within the company and its organisation – Personnel organisation chart (with names);
- the internal control system, and thus the structure of the Company's procedures, regulations and policies;

- the Company’s communications and circular letters addressed to the personnel;
- suitable and differentiated mandatory training of all personnel;
- the system of penalties under the applied CCNL [collective bargaining agreement];
- instructions and manuals of use of the applications of the Company’s IT system for the management and traceability of the business processes;
- the “corpus” of national and international laws and regulations, where applicable.

The Company has adopted and certified, with an accredited certification body:

- Its own Quality system according to the ISO 9001:2015 standards
- Its Workers’ health and safety management system according to the ISO 45001:2018 requirements;
- its Environmental Management system according to the ISO 14001:2015 requirements.

In addition, the Company has voluntarily subjected itself to the “Codif”, the Code of Self-Regulation for the Governance of Non-listed Family-owned Companies. The Codif is a set of principles and recommendations for an advanced corporate governance system, with suitable balancing of the transfers of powers and assignments of responsibilities within a company’s governing bodies, promoted by Aidaf (the Italian association of family-owned businesses), the AIDAF-EY Chair of the Bocconi University and the Notary Office of Prof. Piergaetano Marchetti.

Lastly, in 2021 IRINOX S.p.a. signed the GLOBAL COMPACT of the United Nations. This is the widest strategic initiative in the world, promoted by the United Nations to encourage a more inclusive and sustainable economy, that respects human rights and work, environment protection and the fight against corruption. It is the voluntary acceptance of a set of principles that promote the values of sustainability over the long term; our “official” commitment to contribute to a new stage in globalisation, characterised by sustainability, international cooperation and attention to a variety of interests.

6.3 Manual and computer procedures

The manual and computer procedures set up by the Company and at Group level constitute the rules to be followed within the relevant corporate processes.

As specifically regards the computer procedures, it may be said that the main corporate management processes are supported by high-quality IT applications. They represent, *per se*, a “guidance” to the way certain transactions are to be carried out and ensure a high level of standardisation and compliance, the processes being managed by such applications, validated prior to the release of the software.

In this context, therefore, the Company ensures compliance with the following principles:

- try to involve more parties with a view to a better segregation of duties through cross-checking;
- adopt measures aimed at ensuring that every operation, transaction, and action is verifiable, documented, consistent and fair;
- prescribe the adoption of measures aimed at documenting the controls performed on the operations and/or actions implemented.

6.4 Management control and financial flows

The Company's management control system provides for mechanisms aimed at verifying the management of resources to ensure, in addition to the verifiability and traceability of expenses, the efficacy, efficiency and cost-effectiveness of the corporate activities with a view to the following objectives:

- define, in a clear, systematic and knowable manner, the resources (financial and otherwise) available to each corporate department and the scope within which these resources can be used, through budget planning and definition;
- detect any differences from the pre-defined budget based on periodic reports, analyse the relevant reasons and transmit the results of the assessments to the appropriate reporting lines for the necessary adjustment actions;
- prepare periodic statements of future projections, in which the initial planning defined in the budget is reviewed to take account of the differences detected during the budget – final accounts comparative analysis.

7. INTERNAL MANAGER

The Internal Manager is responsible for ensuring, for each transaction entailing a risk of commission of an illegal activity, the updating and storage of the documents concerning such transaction, for any appropriate verification by the SB.

Moreover, the Internal Manager:

- is the contact person responsible for the transaction or set of transactions in the areas of activity at risk;
- may consult the SB, also in case of questions, including with regard to interpretation, arising with respect to the aims of this Model related to the prevention of illegal activities;
- is aware of the formalities to be fulfilled and the obligations to be complied when performing activities at risk in the Manager's own area of responsibility, and undertakes to inform/train his/her collaborators in that respect;
- must issue a specific statement, with a handwritten signature, in which s/he confirms, under his/her own direct responsibility, that s/he is fully aware of the

formalities to be fulfilled and the obligations to be complied with when performing his/her own activities, and that s/he has not committed any of the offences under D. Lgs. No. 231/01 as amended and supplemented.