



**MODEL OF ORGANIZATION,  
GESTION E CONTROL  
D.LGS. 8 JUNE 2001, No. 231**

**GENERAL PART**

**REVISION HISTORY**

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**Italy Car Rent Srl**

Registered office in Carini (PA) – Via Provinciale, 77/A

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## PREMISE

Italy Car Rent Srl (hereinafter also just "**Italy Car Rent**" or the "**Society**"), in accordance with its company policy, deemed it appropriate to proceed with the adoption, which the law provides as optional, of an organisation, management and control model (hereinafter also just "**Model**") pursuant to Legislative Decree 8 June 2001, n. 231 (hereinafter also just "**Decree**" or the "**Legislative Decree 231/2001**"), also with the aim of achieving an increasingly adequate level of correctness and ethics in the conduct of its activities and in relations with third parties involved, in any capacity and in any form, in the business activity.

Italy Car Rent, in fact, has always been sensitive to the need to ensure conditions of correctness and transparency in the conduct of business and company activities, to protect its position and image, the expectations of its *stakeholders* and the work of its employees and is constantly committed to maintaining its internal control system suitable to prevent the commission of illicit conduct by its Directors, employees, collaborators, representatives and *partner* of business.

The adoption of the Model by the Board of Directors of the Company therefore represents a valid vehicle for raising awareness for all those who act in the name and on behalf or in any case in the interest of Italy Car Rent so that, by constantly conforming their operations to the provisions provided therein, inspire and direct their behavior towards compliance with the law and the principles of correctness, loyalty and transparency.

In preparing this Model, the Company was inspired by the Guidelines issued by Confindustria in the most recent version of June 2021. In these Guidelines Confindustria provided, among other things, methodological indications for the identification of risk areas (sector / activities in the context of which crimes may be committed) and the design of a control system (the so-called protocols for planning the formation and implementation of the entity's decisions), as well as, in general, the main contents of a model organisational.

Having regard to the specific business activity, in the adaptation activity to Legislative Decree 231/2001 Italy Car Rent also took into account all the indications provided by the *National Association of the Car Rental, Sharing Mobility and Automotive Digital Industry* (ANIASA), i.e. the Association, established in 1965, which represents companies in the Confindustria system that carry out vehicle rental activities, *car sharing* and services related to mobility, which Italy Car Rent adheres to. In particular, especially with reference to the drafting of its own code of ethics (hereinafter "**Ethical code**" or "**Code**"), the Company has taken into account the Code of Conduct for short-term vehicle rental activities, developed by ANIASA to promote the adoption, by its associates, of ethical behavior based on respect for the highest *standard* in the provision of the vehicle rental service, both in the interest of the development of the market as a whole and in the particular interest of customers.

The drafting of the Model was therefore conducted on the basis of the main regulations that indicate guiding principles and *standard* of control for the best internal organization system and in compliance with jurisprudential precedents regarding the administrative responsibility of entities.

## GENERAL PART I

### 1. Legislative Decree 8 June 2001, n. 231: the administrative responsibility of entities

#### 1.1. The administrative responsibility of entities

Legislative Decree 8 June 2001, n. 231, which bears the "*Discipline of the administrative responsibility of legal persons, companies and associations even without legal personality pursuant to article 11 of law 29 September 2000, n. 300*", which came into force on 4 July 2001, implementing the art. 11 of the Delegation Law of 29 September 2000, n. 300, introduced into the Italian legal system, in accordance with the provisions of the Community context, the administrative liability of entities, where "entities" means commercial, joint-stock and partnership companies and associations, even those without legal personality.

This form of liability, although defined as "administrative" by the Legislator, has the characteristics of criminal liability, as the investigation of the crimes from which it derives is left to the competent criminal judge and the same guarantees recognized for the person are extended to the entity, subjected to investigation or to the accused in the criminal trial.

The administrative responsibility of the entity derives from the commission of crimes, expressly indicated in Legislative Decree 231/2001, committed, *in the interest or advantage of the entity itself*, by natural persons who hold representation, administration or management functions of the entity or one of its organizational units with financial and functional autonomy, or who exercise, even de facto, its management and control (the so-called "*top individuals*"), or which are subject to the management or supervision of one of the subjects indicated above (the so-called "*subjected subjects*").

In addition to the existence of the requirements described above, Legislative Decree 231/2001 also requires ascertaining the guilt of the entity, in order to be able to assert its liability. This requirement is attributable to a "*organizational fault*", to be understood as the failure of the entity to adopt adequate preventive measures to prevent the commission of the crimes listed in the following paragraph by the subjects identified in the Decree.

Where the entity is able to demonstrate that it has adopted and effectively implemented an organization suitable for avoiding the commission of such crimes, through the adoption of the organisation, management and control model envisaged by Legislative Decree 231/2001, these will not respond by way of administrative responsibility.

#### 1.2. The crimes provided for by the Decree

The crimes, from the commission of which the administrative responsibility of the entity derives, are those expressly and exhaustively referred to by Legislative Decree 231/2001 and subsequent amendments and additions.

Please refer to *Annex 1 – The predicate crimes referred to in Legislative Decree 231/2001* to this document for the details of the individual types of crime currently included in the scope of application of Legislative Decree 231/2001.

### **1.3. The sanctions imposed by the Decree**

The sanctioning system described by Legislative Decree 231/2001, in response to the commission of the crimes referred to in Annex 1 of the General Part of the Model, provides, depending on the offenses committed, the application of the following administrative sanctions:

- financial penalties;
- disqualifying sanctions;
- confiscation;
- publication of the sentence.

The disqualification sanctions, which can only be imposed where expressly provided for and also as a precautionary measure, are the following:

- ban from carrying out the activity;
- suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- ban on contracting with the Public Administration;
- exclusion from benefits, financing, contributions and subsidies, and/or revocation of any already granted;
- prohibition on advertising goods or services.

Legislative Decree 231/2001 also provides that, if there are the conditions for the application of a disqualifying sanction ordering the interruption of the entity's activity, the judge, instead of applying said sanction, , may order the continuation of the activity by a judicial commissioner (art. 15 Decree), appointed for a period equal to the duration of the disqualification sentence that would have been applied, when at least one of the following conditions occurs:

- the entity carries out a public service or a service of public necessity whose interruption could cause serious damage to the community;
- the interruption of the activity can cause significant repercussions on employment taking into account the size of the institution and the economic conditions of the territory in which it is located.

The Decree also provides that interdictory measures or real precautionary measures may be issued against the legal person, before its administrative liability is ascertained by sentence.

In particular, the art. 45, first paragraph, of the Decree provides that one of the interdictory sanctions provided for by art. may be requested against the entity as a precautionary measure. 9 of the Decree, where there are serious indications to hold the entity responsible and there are well-founded and specific elements that give rise to a concrete fear of the risk of repetition of offenses of the same nature as the one being prosecuted.

The third paragraph of the same article provides, in analogy with the provisions of the art. 15 of the Decree, that the interdictory measure be replaced with the appointment by the judge of a judicial commissioner.

In addition to the aforementioned interdictory measures, the Decree regulates two hypotheses of anticipatory measures for confiscation:

- the preventive seizure of things whose confiscation is permitted (price or profit of the crime, even for equivalent) (art. 53 of the Decree);
- seizure if there is reasonable reason to believe that the guarantees for the payment of the fine, the costs of the proceedings and any other sum due to the State Treasury are missing or have been lost (art. 54 of the Decree).

#### **1.4. Condition exempting from administrative liability**

The art. 6 of Legislative Decree 231/2001 establishes that the organization is not liable for administrative liability if it demonstrates that:

- the management body has adopted and effectively implemented, before the commission of the crime, organisation, management and control models suitable for preventing crimes of the type that occurred;
- the task of supervising the functioning and observance of the models and ensuring their updating has been entrusted to a body of the organization with autonomous powers of initiative and control (so-called Supervisory Body);
- the people committed the crime by fraudulently evading the organisation, management and control models;
- there was no omitted or insufficient supervision by the Supervisory Body.

The adoption of the Model therefore allows the organization to escape administrative responsibility if it also provides proof that it has been effectively and effectively implemented. To this end, the Model must:

- identify the company activities within which crimes can be committed;
- provide specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the crimes to be prevented;
- identify methods of managing financial resources suitable for preventing the commission of crimes;
- establish information obligations towards the body responsible for supervising the functioning and compliance with the models;
- introduce a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the organisation, management and control model.

Once the Model has been adopted, for the purposes of its effective implementation, Legislative Decree 231/2001 (art. 7, paragraph 4) requires:

- a periodic verification of the maintenance of the safeguards provided for in the Model and its modification and/or implementation, in the event that significant violations of the provisions imposed by the Model are discovered or changes occur in the organization or activity of the entity or legislative changes;
- the imposition of sanctions in case of violation of the provisions imposed by the Organization, Management and Control Model.

## 1.5. Confindustria's "Guidelines".

The art. 6 of Legislative Decree 231/2001 expressly provides that the organisation, management and control models can be adopted on the basis of codes of conduct drawn up by the associations representing the entities.

For the purposes of preparing this Model, in addition to the provisions of the Decree, the most authoritative doctrine and the dictates of jurisprudence were taken into account, as well as the principles expressed by Confindustria in the "*Guidelines for the construction of organisation, management and control models pursuant to Legislative Decree 231/2001*" (hereinafter only "**Guidelines**"), in their latest version of June 2021.

In defining an organisation, management and control model, the Guidelines provide for the following project phases:

- the identification of risks, i.e. the analysis of the company context to highlight in which areas of activity and in what ways the crimes foreseen by Legislative Decree 231/2001 can occur in the company context;
- the preparation of a control system suitable for preventing the crime risks identified in the previous phase, to be carried out through the evaluation of the existing control system and the relative degree of adaptation to the prevention needs expressed by Legislative Decree 231/2001.

The most relevant components of the control system outlined in the Guidelines to guarantee the effectiveness of the organisation, management and control model are summarized below:

- the provision of ethical principles and behavioral rules in a Code of Ethics;
- a sufficiently formalized and clear organizational system, in particular with regard to the attribution of responsibilities, lines of hierarchical reporting and description of tasks;
- manual and/or IT procedures that regulate the performance of activities, providing for appropriate and adequate controls;
- authorization and signature powers consistent with the organizational and management responsibilities assigned by the entity, providing, where appropriate, spending limits;
- management control systems, capable of promptly reporting possible critical issues;
- information and training of staff.

## 1.6. Representation of the entity in court

The entity brought to trial to answer for the administrative offense participates in the criminal proceedings with the same guarantees provided in favor of the accused (see art. 35 of the Decree).

The rules that govern the effective participation and representation of the entity in court are, however, summarized in the art. 39 of the Decree («*Representation of the institution*»), according to which the entity participates in the criminal proceedings with its legal representative, "*unless he is accused*(that is to say even just investigated , according to the interpretation provided by jurisprudence) *of the crime on which the administrative offense depends*" (first paragraph) and by the defender "*when the legal representative does not appear*"(fourth paragraph).

The legislator therefore wanted to draw attention to the possible incompatibilities that may arise and which, consequently, may affect the representation of the entity in court due to the possible conflict of interests between the natural person and the legal person represented by him, for example regarding the defensive strategy to be adopted.

This incompatibility makes it impossible for the legal representative, suspect/accused, to appoint the legal person's defender.

Therefore, in the specific case in which the legal representative of the entity is under investigation or accused in relation to the crime on which the administrative offense attributed to the collective subject depends, he will not be able to represent the entity in the proceedings against the latter. , nor will he be able to proceed with the appointment of the relevant trusted defender, pursuant to art. 39 Legislative Decree 231/2001.

In the event that members of the Board of Directors appear as suspects or accused of the crime predicated on the liability of the entity, they will be under the obligation to abstain from adopting the resolution with which the delegated body confers the task on a legal consultant for the representation of the institution.

According to the most recent jurisprudence of legitimacy<sup>1</sup>, the organizational model adopted pursuant to Legislative Decree 231/2001, in order to be considered adequate, must expressly include the aforementioned hypothesis within it.

To this end, using the normal tools provided within the organizational structure, such as the statute or its articles of association, the Company may:*(the)appoint a new legal representative,/(ii)name one attorney ad litem, (iii)appoint one or more attorneys for the performance of acts or certain acts or categories of acts, including, in fact, the appointment of the entity's defender.*

The collective entity, therefore, will participate in the proceedings instituted against it after being constituted in the forms referred to in the art. 39, paragraph 2, of the Decree and will be able to fully defend himself.

To remedy this eventuality, therefore, the Company, on 12/28/2023, at the Shareholders' Meeting, granted a specific special power of attorney in favor of the General Manager in order to "*act and take legal action in the name and on behalf of the Company in relation to any cause, active or passive, before any judicial or arbitral authority, in any location, state and degree, with*

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<sup>1</sup>See Supreme Court. Pen., Sec. III, sentence of 22 September 2022 (hearing of 13 May 2022), n. 35387.

*power to appoint arbitrators, technical consultants and party experts and lawyers, with the power to grant them related powers of attorney, as well as to negotiate and sign transactions, including those of an extrajudicial nature".*

It will therefore be the General Director, in the event that the legal representative is investigated or accused of the crime on which the administrative offense depends, to represent the Company in a criminal trial in the proceedings against the latter and will be able to proceed with the appointment of the relevant trusted defender, pursuant to art. 39 Legislative Decree 231/2001.

## GENERAL PART II

### 2. The Organization, Management and Control Model of Italy Car Rent Srl

#### 2.1. Italy Car Rent Srl

Italy Car Rent is an Italian company that carries out the short-term rental business of driverless cars and light vehicles. Founded in 2011 in Sicily, thanks to the will of two young entrepreneurs, the brothers Federica and Vincenzo Caravello, today the Company has expanded its business, proving itself capable of competing at a national level and currently boasting offices in all the main Italian airports and also at some railway stations.

Italy Car Rent has consolidated its growth path, demonstrating strategic capabilities and a far-sighted vision, diversifying its offer and adapting to the changing needs of the market. This customer-oriented vision has proven to be a key pillar for the Company's growth. Furthermore, the company has stood out for the implementation of innovative initiatives also in the commercial field and *marketing*, adding value to your own *brands* and maintaining a solid relationship with customers.

The rise of the Company as a leading company in economic growth has been confirmed by its inclusion in the prestigious "*Growth Leader 2024*", which includes the Italian companies that achieved the highest turnover growth between 2019 and 2022, drawn up by *The sun 24 hoursAndStatesman*.

#### 2.2. Purpose of the Model

The Company, aware of the importance of adopting and effectively implementing a system suitable for preventing the commission of illicit conduct in the corporate context, as well as with a view to an overall improvement process and in order to guarantee correctness and transparency in the management of corporate affairs and activities, deemed it necessary to adopt a Model in line with the provisions of Legislative Decree 231/2001.

The Company believes, in fact, that the adoption of the Model constitutes, beyond the legal requirements, a further valid tool for raising awareness of the recipients (as defined in the following paragraph 2.3) to adopt correct and transparent behaviour, suitable, therefore, to prevent the risk of committing criminal offenses included in the category of crimes which constitute the basis for the administrative liability of entities.

The Board of Directors of Italy Car Rent approved, on 04/24/2024, this version of the Model, at the same time establishing the Supervisory Body, thus tracing a homogeneous path with a view to compliance and adaptation to the Decree.

Through the adoption of the Model, the Company intends to pursue the following objectives:

- prohibit behaviors that could constitute the types of crime referred to in the Decree;
- spread awareness that from the violation of the Decree, of the provisions contained in the Model, of the principles of the Code of Ethics, as well as of the Whistleblowing Policy

(see paragraph 4 below) may result in the application of sanctioning measures (of a pecuniary and disqualifying nature) also against the Company;

- allow the Company, thanks to a set of procedures and constant monitoring of the correct implementation of this system, to promptly prevent and/or combat the commission of significant crimes pursuant to the Decree;
- equip itself with an organisational, administrative and accounting structure appropriate to the nature and size of the company, also based on the timely detection of the company's crisis and the loss of business continuity, pursuant to art. 2086 of the Civil Code.

### **2.3. Recipients of the Model**

The provisions of this Model are binding for the entire Board of Directors of the Company, for all those who hold, in Italy Car Rent, representation, administration and management functions or management and control (even de facto), for employees (from understood as all those who are linked to the Company by a subordinate employment relationship, including management personnel), and for collaborators subject to the direction or supervision of the top figures of the Company (hereinafter the "**Recipients**").

### **2.4. The structure of the Model**

The Italy Car Rent Model consists of:

- a "**General Part**", including attachment (*Annex 1 – The predicate crimes referred to in art Legislative Decree 231/2001*), containing a description of the fundamental principles of Legislative Decree 231/2001, the preparatory works and the criteria used in drafting the Model itself, the structure of the Model and its main elements, such as the Supervisory Body and the disciplinary system ;
- a "**Special Part**", including attachments (*Annex 1 – List of sensitive activities associated with the individual Protocols, Annex 2 – List of internal operating procedures/instructions that can be associated with the individual Protocols, Annex 3 – List of information flows to the Supervisory Body*), organized by company processes, containing an indication of the control protocols implemented to monitor each company process;
- a "**Ethical code**", which establishes the ethical principles which the Company aspires to in conducting and carrying out its activities.

The "**Whistleblowing Policy**", containing the rules for submitting and managing reports *whistleblowing* in compliance with the provisions of Legislative Decree 10 March 2023, n. 24, already adopted by the Company on 10.1.2024.

### **2.5. The fundamental elements of the Model**

The fundamental elements developed by Italy Car Rent in defining the Model can be summarized as follows:

- the mapping of sensitive activities, with examples of possible ways of committing crimes and instrumental processes within which, in principle, the conditions and/or means for the commission of relevant crimes pursuant to the Decree could occur (activities which therefore must be subjected to periodic monitoring);
- the appointment of a Supervisory Body with specific supervisory tasks on the effective implementation and effective application of the Model, on compliance with the principles established in the Code of Ethics, on the management of reports *whistleblowing*;
- a sanctioning system aimed at guaranteeing the effective implementation of the Model and containing the disciplinary actions and sanctioning measures applicable to the Recipients, in case of violation of the provisions contained in the Model itself;
- a Code of Ethics containing the general principles with which the Company intends to comply;
- a Policy *Whistleblowing* for reporting violations pursuant to Legislative Decree 10 March 2023, n. 24;
- information and training activities on the contents of this Model, in the Code of Ethics and the Policy *Whistleblowing*;
- specific control protocols, aimed at regulating Italy Car Rent's decisions, set out in the Sections of the "Special Part" of this Model.

## 2.6. Code of Ethics and Model

Italy Car Rent, sensitive to the need to base the performance of company activities on compliance with the principle of legality, has adopted its own Code of Ethics pursuant to Legislative Decree 231/2001.

The Code of Ethics establishes a series of principles, values and rules of conduct to be applied in corporate management which the Company recognizes as its own and which requires observance on the part of both its corporate bodies and employees, as well as third parties and, in any capacity, have commercial relations with it.

Unlike the Model, which responds more specifically to the needs expressed by the Decree and is, therefore, aimed at preventing the commission of the types of crime included in the scope of operation of Legislative Decree 231/2001, the Code of Ethics has a more broad, promoting diligent and professional conduct and representing the principles and values to which the Company conforms and which it expects all Recipients to observe and, in any case, all those who, in Italy or abroad, cooperate and collaborate with it in the pursuit of its corporate purpose.

The Code of Ethics of Italy Car Rent states, however, principles of correct conduct of corporate affairs also suitable for preventing the illicit conduct referred to in the Decree, therefore acquiring preventive relevance also for the purposes of the Model, and therefore constituting a complementary element to it.

For the purposes of drafting its Code of Ethics, the Company took into account the **Code of conduct for short-term vehicle rental business**, developed by *National Association of the Car Rental, Sharing Mobility and Automotive Digital Industry* (ANIASA), which represents in

Confindustria companies that carry out vehicle rental activities, *car sharing* and services related to mobility, to which Italy Car Rent adheres, drawn up to promote the adoption by its associates of ethical behavior based on respect for the highest standards *standard* in the provision of the vehicle rental service, both in the interest of the development of the market as a whole and in the particular interest of customers.

The violation of even just one of the principles enshrined in the Code of Ethics - like a violation of the provisions of this Model - entails the establishment of a sanctioning/disciplinary procedure, as better explained below, in paragraph 5.

## **2.7. Methodological path for defining the Model: mapping of activities at risk of crime and instrumental processes and safeguards**

Legislative Decree 231/2001 expressly provides, in art. 6, second paragraph, letter. a), that the corporate activities within which the crimes included in the Decree can potentially be committed are identified in the organization, management and control model of the entity.

The identification of the areas in which the risk of commission of crimes may exist implies a detailed evaluation of all company processes, aimed at verifying the abstract configurability of the types of crime envisaged by the Decree and the suitability of the existing control elements to prevent them the realization.

In this sense, the first phases of the activity aimed at adopting this Model have been finalized, according to the *standard* dictated by the aforementioned Confindustria Guidelines, to the identification of sensitive processes and activities, through a preliminary analysis of the organizational structure of the Company.

The Company therefore proceeded with an in-depth analysis of its organizational structure, represented by the company organization chart which identifies the main company functions and offices. This document is kept by the General Director **Caravello Alfonso** and is available for consultation in digital and/or paper format.

Italy Car Rent subsequently analyzed its company activities on the basis of the information collected from company representatives (*i.e.* Department/Function Managers) who, due to the role held, are equipped with the broadest and deepest knowledge of the operations of the company sector for which they are responsible.

This activity allowed an initial identification of sensitive processes/activities and a preliminary identification of the functions responsible for these processes/activities.

This essential information was collected through the analysis of corporate documentation and through interviews with key functions, capable of providing detailed information on the individual processes and activities of the individual functions.

- Evaluation of the Internal Control System and Gap Analysis & Action Plan reports***

In order to identify the level of exposure to the risk of committing the crimes referred to in the Decree, the level of *compliance* of Italy Car Rent, determined considering the Internal Control System (ICS) of the Company to monitor the "231 crime risks", *i.e.* the evaluation

overall of the safeguards in place at the Company to regulate and monitor the areas of activity, in order to prevent the commission of crimes 231.

The results of this analysis have been formalized within *reports Of Gap Analysis & Action Plan*, where the control measures adopted by the Company were identified and evaluated, in relation to each company process, with identification of any *gap* and indication of proposed implementation suggestions/actions, with the aim not only of improving the internal control system, but also of mitigating the risk of committing the crimes envisaged by the Decree.

In particular, within the *reports Of Gap Analysis & Action Plan*, the control measures set up by the Company were evaluated, with an assessment of their adequacy, attributable to:

- a) at a first and higher level of analysis (cross-sectional controls);
- b) at a second level of analysis (specific controls identified for each company process).

In particular, the following have been identified **transversal controls** to monitor 231 and common/transversal crime risks with respect to all company processes and the individual risk areas-sensitive activities identified:

- powers and delegations: existence of a formalised, updated and widespread system of powers and delegations;
- company organization *e job description*: existence of company organizational charts and a management system *job description* formalized and disseminated;
- contracts: existence of contracts regulating existing relationships with third parties;
- formalized procedures: existence of a system *policy* and procedures formalised, updated and disseminated within the organisation;
- traceability and verifiability: traceability and verifiability *ex post* of information/documentation/decision-making flows;
- Model 231 and SB: existence of a widespread and implemented Model, as well as the formalisation/appointment, functioning of the Supervisory Body and control/monitoring activities carried out by the same Body.

As for the **specific controls**, based on interviews conducted with *i key officer* and the documentary analysis relating to the various company processes, the Internal Control System (ICS) to monitor the Company's "231 crime risks" was analyzed with reference to the following control measures, evaluated with reference to each company process:

- powers and delegations: existence of a formalised, updated and widespread system of powers and delegations;
- segregation of functions: separation of duties between the subjects who carry out crucial phases/activities of the sensitive activities attributable to the different areas at risk;

- contracts: existence of contracts regulating existing relationships with third parties;
- formalized procedures: existence of operational practices *e-policy*/formalized procedures;
- traceability and verifiability: traceability and verifiability *ex post* of information/documentation/decision-making flows;
- other specific controls: defined with reference to the various areas at risk and relevant for the purposes of mitigating crimes potentially associated with the activity/process in question.

As a result of this analysis, any "gap" or areas for improvement, with reference to the existence/adequacy of the elements of the Internal Control System considered and, in light of the same, proposals have been made "action" or improvement interventions, aimed at overcoming the gap identified.

- ***Risk assessment and mapping of activities at risk of crime***

Following the assessments carried out regarding the existing Internal Control System, Italy Car Rent has prepared a report of risk assessment it's a "**Mapping of activities at risk of crime**", which illustrates in detail the specific risk profiles relating to the commission of the crimes included in Legislative Decree 231/2001, identified on the basis of a balancing judgment between the potential risk detected and the control system implemented by the Company.

In particular, in this Mapping of activities at risk of crime, the areas of activity at risk and the company activities at risk of committing crimes are detailed (so-called "**sensitive activities**"), the corporate functions/departments involved, the types of crimes envisaged by Legislative Decree 231/2001 and considered relevant within the Company's corporate reality and associated with sensitive activities, examples of possible methods and purposes of carrying out the themselves as well as the processes in the carrying out of which, again in principle, the conditions and/or means for the commission of the crimes themselves could be created (so-called **instrumental/functional processes**”).

The mapping of activities at risk of crime is kept by the General Director **Caravello Alfonso** which takes care of its archiving, making it available - for possible consultation - to the Directors and all employees.

- ***Areas of activity at risk of crime and relevant cases***

Specifically, the risk of potential commission of the crimes envisaged by Legislative Decree 231/2001 was found in the following areas of company activity, which are reported as indicated in the Mapping of activities at risk of crime:

- A. Management of institutional relationships with subjects belonging to the public administration or other public bodies;
- B. Management of activities related to business characteristic of the Company as well as of relations with the Public Administration for obtaining authorizations, licenses, permits, as well as during fulfillments, checks and inspections;
- C. Management of promotional and marketing activities *marketing*, communication, sponsorship/donations;

- D. Management of relationships with suppliers not connected to the core business;
- E. Management of the obligations required by current legislation not connected to the core activity, including during checks, inspections and compulsory collection activities by public bodies;
- F. Management of obligations regarding hiring, termination of the employment relationship, salaries, tax withholdings and social security and welfare contributions, relating to employees and collaborators;
- G. Management of the safety system pursuant to Legislative Decree 81/2008 (Consolidated Safety Act) and subsequent amendments;
- H. Management of judicial disputes and related issues;
- I. Management of the company information system;
- L. Management of environmental obligations and relationships connected to waste production;
- M. Request, receipt and management of contributions and subsidized financing provided by national and supranational public bodies;
- N. Coordination and management of general accounting and budget preparation;
- O. Corporate obligations;
- P. Preparation of the income tax or withholding tax return or other declarations functional to the payment of taxes in general;
- Q. Management of operations with related companies.

In consideration of the crime families referred to in Annex 1 to this General Part, the following predicate crimes as regulated by the Decree were potentially associated with them:

- articles 24 and 25 *Crimes against the Public Administration*;
- art.24-bis *Computer crimes and illicit data processing*;
- art. 24-ter *Organized crime crimes*;
- art. 25-BIS.1 *Crimes against industry and commerce*;
- art. 25-ter *Corporate crimes*;
- art. 25-quinquies *Crimes against the individual personality*;
- art. 25-septies *Crimes of manslaughter and serious or very serious negligent injury, committed in violation of accident prevention regulations and the protection of hygiene and health at work*;
- art. 25-octies *Crimes of receiving stolen goods, laundering, self-laundering and use of money, goods or benefits of illicit origin*;
- art. 25-octies.1 *Crimes relating to payment instruments other than cash*;
- art. 25-novies *Crimes relating to copyright infringement*;

- art. 25-decies *Inducement not to make statements or to make statements sent to the judicial authorities;*
- art. 25-undecies *Environmental crimes;*
- art. 25-duodecies *Employment of third-country nationals whose residence is illegal;*
- art. 25-quaterdecies *Fraud in sports competitions, abusive gaming or betting and gambling carried out using prohibited devices;*
- art. 25-quinquiesdecies *Tax crimes.*

It is specified that, with particular reference to organized crime crimes, the crime of criminal association referred to in art. 416 of the Criminal Code, to be understood as a particular form of implementation of the predicate crimes already identified and, therefore, it was not specifically associated with one or more sensitive activities in the mapping. Specifically, this crime can be configured if three or more people (in the presence of an associative bond, an organization and a criminal program) join together for the purpose of committing multiple crimes regardless of those represented in the mapping and the profit deriving from this crime, is considered independent from that of fine crimes.<sup>2</sup>

Due to the typical corporate activities of Italy Car Rent, no significant risk profiles have been identified with respect to the commission of other predicate crimes referred to in art. 25-BIS(Crimes relating to counterfeiting of coins, public credit cards, revenue stamps and identification instruments or signs), in art. 25-quater (*Crimes with the aim of terrorism or subversion of the democratic order*), to the art. 25-quater.1 (*Practices of mutilation of female genital organs*), in the art. 25-sexies (*Market abuse crimes*); to the art. 25-terdecies(*Racism and Xenophobia*), to the art. 25-sexiesdecies(*Smuggling crimes*), art. 25-septiesdecies (*Crimes against cultural heritage*), in the art. 25-duodecies (*Laundering of cultural assets and devastation and looting of cultural and landscape assets*). In any case, it is believed that the principles of the Code of Ethics and the safeguards detailed in this Model are suitable for managing the risk of commission of said specific crimes.

For greater detail on the sensitive activities, the possible methods of committing the crimes believed to be associated with them and the purposes hypothetically pursued by the Company with their commission, please refer to the examination of the Mapping of the activities at risk of crime.

- ***“Instrumental/functional” business processes***

As part of the above-mentioned activities, the company processes cc.dd have also been identified. instrumental/functional to the commission of the crime, i.e. those processes

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<sup>2</sup>On this point the SC had the opportunity to clarify that “*the crime of criminal association is suitable for generating a profit independent of that produced by fine crimes, which is made up of the set of advantages directly resulting from the latter. (In its justification, the Court specified that this interpretation finds indirect confirmation in art. 24-ter of Legislative Decree no. 23 of 2001, which, although with reference to the liability of entities, provides for the configurability of a profit resulting from the commission of the crime of criminal association committed in the interest or advantage of the entity itself)*” see Cass. Criminal, Section II, 3.3.2017, n. 30255, as well as in compliance with Cass. Criminal, Section I, 20.1.2015, n. 7860, Cass. Criminal, Section III, 18.5.2016, n. 44921, Cass. Criminal, Section V, 25.2.2016, n. 15205, Cass. Criminal, Section III, 4.3.2015, n. 26721, Cass. Criminal, Section II, 20.1.2015, n. 6507, Cass. Criminal, Section III, 27.1.2011, n. 5869.

companies within which, in principle, the conditions could occur and/or the means for the commission of the types of crimes relevant for the purposes of the Decree could be found.

These processes are listed below:

1. Relations with the Public Administration and Independent Administrative Authorities
2. Purchase of goods, services and consultancy
3. Management of monetary and financial flows
4. Selection, hiring and management of human resources
5. Management of activities *marketing*, management of gifts, donations, sponsorships
6. Sales management
7. Management of health and safety obligations and management of environmental issues
8. Security management and maintenance of information systems
9. Preparation of the financial statements and management of relationships with the Shareholders, with the Board of Statutory Auditors and with the Auditor
10. Management of tax obligations
11. Management of relationships with associated companies

A Section has been dedicated to each instrumental/functional process, relevant in the company reality, considered at risk of committing the crimes envisaged by the Decree. *ad hoc* in the Special Part of this Model, where the so-called "**Control protocols**", adopted by the Company to prevent the risk of committing the crime in the management of sensitive activities and instrumental/functional processes associated with the crimes envisaged by Legislative Decree 231/2001.

## **2.8. The structure of the organizational and control system**

In preparing the Model and on the basis of the areas of activity at risk of crime found to be relevant, the Company reviewed the existing organizational and control system, structured into a complex series of controls, in order to verify whether it was suitable for preventing the specific crimes provided for by the Decree.

In particular, Italy Car Rent's organizational and control system is based not only on the behavioral and control principles set out in the Special Part, but also on the following elements:

- the national, community and international legislative and regulatory framework applicable to Italy Car Rent, relating to the specific industrial sector in which the Company operates, to which the Company strictly complies;
- the Code of Ethics, which - as already represented above in paragraph 2.6 - establishes principles and rules of conduct adopted by Italy Car Rent;
- the existing system of delegations and powers of attorney;

- the hierarchical-functional structure (see company organization chart), constantly updated to the changes that have actually occurred in the organizational structure;
- the behavioral rules contained in the General Part and the control protocols set out in the Sections of the Special Part of this Model;
- the implementation of integrated information systems, oriented towards the segregation of functions, as well as a high level of standardization of processes and the protection of the information contained therein, with reference both to management and accounting systems and to systems supporting operational activities connected to the *business*.

The following principles are at the basis of this system, taken up and expressed in the company procedures and in the principles of conduct and control:

- every operation, transaction and action must be verifiable, documented, coherent and appropriate;
- the system guarantees, also through a coherent attribution of powers and delegations and authorization levels, the application of the principle of segregation of duties (for which no one must be able to manage an entire process autonomously) and functional independence;
- the internal control system documents the execution of controls, including supervisory ones.

Responsibility for the correct functioning of the internal control system lies with each Management/Function for all the processes for which it is responsible.

The existing company control structure provides for line controls, carried out by the individual Departments/Functions on the processes for which they have management responsibility, aimed at ensuring the correct carrying out of operations.

## 2.9. Behavioral rules

- ***Conduct to be followed in relations with the Public Administration and with the Independent Administrative Authorities***

The following general rules of conduct apply to the Recipients of the Model who, for any reason, and on behalf or in the interest of Italy Car Rent, maintain relationships with Public Officials, Public Service Representatives or, more generally, with representatives of the Public Administration and/or with the Independent Administrative Authorities.

In general, the Recipients are prohibited from engaging in, collaborating with or causing the implementation of conduct which, taken individually or collectively, integrates or could integrate, directly or indirectly, the types of crime provided for by the articles. 24 and 25 of Legislative Decree 231/2001.

In particular, consistently with the corporate ethical principles referred to in this Model and the Code of Ethics adopted by the Company, it is prohibited to:

- promise or make cash payments to representatives of the Public Administration or Independent Administrative Authorities, Italian or foreign, in order to obtain benefits for the Company;
- promise or grant benefits of any nature in favor of representatives of the Public Administration or Independent Administrative Authorities, Italian or foreign, in order to influence their independence of judgment or induce them to ensure any advantage to the Company;
- perform services or payments in favor of collaborators, suppliers, consultants, intermediaries, *partner* or other third parties who operate, on behalf of the Company, within the Public Administration or Independent Administrative Authorities, which cannot be adequately justified in the context of the contractual relationship established with them or in relation to the type of task to be carried out;
- favor collaborators, suppliers, consultants, intermediaries in purchasing processes, *partner* or other third parties as indicated by representatives of the Public Administration or Independent Administrative Authorities;
- take into consideration or propose an employment opportunity that could benefit a representative of the Public Administration or of the Independent Administrative Authorities, Italian or foreign, in order to induce them to ensure any advantage for the Company;
- grant, accept or request, for oneself or others, gifts outside of what is established by company practice (gifts that go beyond normal commercial or courtesy practices) and in line with the provisions of Presidential Decree 62/2013 containing the "Code of Conduct for Public Employees";
- engage in deceptive conduct that could lead the official of the Public Administration or of the Independent Administrative Authorities into errors of technical-economic evaluation of the documentation presented;
- exhibit false or altered documents or data or provide untrue information;
- omit necessary information in order to orient the decisions of the Public Administration or Independent Administrative Authorities in one's favor;
- submit untruthful declarations to national or community public bodies in order to obtain public grants, contributions or subsidized financing;
- allocate sums received from national or community public bodies as disbursements, contributions or financing for purposes other than those for which they were originally intended;
- exploit existing or alleged relationships with a public official or with a person in charge of a public service, by having money or other financial advantages given or promised unduly to oneself or others as compensation for the illicit mediation, or to

remunerate him in relation to the performance of an act contrary to his official duties, or even the omission or delay in an act of his office.

Recipients who, on behalf of Italy Car Rent, maintain relationships with the judicial authorities (in the context of proceedings of any nature) are obliged to apply the same behavioral rules also in said relationships.

Furthermore, the Recipients have the obligation to:

- establish and maintain relationships with the Public Administration according to criteria of maximum correctness and transparency, as regulated by the Code of Ethics;
- carry out all communications required by law and regulations to the Public Authorities with correctness, timeliness and good faith, without interposing any obstacle to the performance of the functions performed by them;
- observe all laws and regulations governing company activity, with particular reference to activities involving contacts and relationships with the Public Administration and activities relating to the performance of a public function or public service.
- ***Behaviors to be followed in the context of "sensitive" activities with respect to computer crimes and illicit data processing***

The following behavioral rules apply to the Recipients of this Model who, for any reason, are responsible for the management and maintenance of the *server*, applications, of *client* and telecommunications networks, as well as to all those who have been assigned *password* and access keys to the company information system and who, in any case, are, in any capacity, involved in "sensitive" activities with respect to the crimes referred to in the art. 24-BIS of Legislative Decree 231/2001:

- the staff contributes to the promotion of an adequate level of protection of the company's IT and telematic assets and of third parties, whether private or public, in accordance with the preventive and subsequent control methods activated by the Company and therefore abstains from any conduct that may compromise the security, confidentiality and integrity of company and other people's information and data;
- the staff refrains from any conduct aimed at overcoming or circumventing the protections of the company information system or of third parties;
- the staff refrains from engaging in conduct aimed at altering or falsifying IT documents of any nature and, in particular, refrains from using *tools software* and/or *hardware* designed to intercept, falsify, alter or suppress the content of communications and/or IT documents;
- staff cannot use alternative connections to those provided by the Company in carrying out the work performed on their behalf;
- staff cannot use *software* not regularly fired.
- ***Behaviors to be adopted in the context of "sensitive" activities with respect to organized crime crimes referred to in art. 416 cp***

The following general behavioral principles apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to the crime of criminal association referred to in art. 416 of the Criminal Code (associated on a prudential basis).

The crime of criminal association finds adequate protection in the principles of the Model as a whole. These principles are aimed at preventing the risk of establishing a criminal association both within the Company and in relations with third parties (for example, customers, suppliers, intermediaries, *partner*, etc.).

In general, the Company requires you to comply with the following behavioral rules:

- compliance with current laws, as well as with the principles of correctness, transparency, good faith and traceability of documentation;
- compliance with the principle of separation of roles and responsibilities.

It is also forbidden to carry out, collaborate or cause the commission of behavior that constitutes a criminal association, as well as, in any case, encourage, support or participate in criminal associations.

- ***Conduct to be adopted in the context of "sensitive" activities with respect to crimes of counterfeiting of coins, public credit cards, revenue stamps and identification instruments or signs, as well as with respect to crimes against industry and commerce***

The following general behavioral principles apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to the crimes referred to in the art. 25-bis e25-BIS.1 of Legislative Decree 231/2001.

In general, these subjects are required to:

- ensure high levels of customer relations in the management *standard* qualitative, in compliance with the legislation protecting competition and the market;
- provide truthful, precise and exhaustive information about the services offered by the Company;
- manage trademarks and patents pursuing the value of legality and implementing internal, community and international regulations aimed at protecting industrial and intellectual property.

It is also expressly forbidden to:

- sell services whose characteristics are different, even only partially, from those agreed with the customer;
- introduce into the territory of the State for sale, possess for sale or put into circulation in any way industrial products with trademarks or distinctive signs counterfeited or altered by third parties;
- adopt conduct aimed at hindering the normal functioning of the economic and commercial activities of competing companies;

- carry out fraudulent acts capable of causing the diversion of other people's customers and damage to competing companies;
- use trademarks and distinctive signs of others in the absence of a valid license or outside the limits defined by the relevant contracts;
- counterfeit or alter industrial product patents or make use of such counterfeited or altered patents.

The principles of transparency and truthfulness of the information provided to the customer must constitute the objective of the activity carried out by the Company.

- ***Behaviors to be adopted in the context of "sensitive" activities with respect to corporate crimes***

The following general behavioral principles apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to the corporate crimes referred to in the art. 25-ter of Legislative Decree 231/2001.

In general, these subjects are required to:

- maintain correct, transparent and collaborative behavior, in compliance with the law and internal company procedures, in all activities aimed at preparing the financial statements and other corporate communications, in order to provide members and the public with truthful and correct on the economic, equity and financial situation of Italy Car Rent;
- observe the rules established by law to protect the integrity and effectiveness of the share capital, in order not to damage the guarantees of creditors and third parties in general;
- ensure the regular functioning of Italy Car Rent and the corporate bodies, guaranteeing and facilitating every form of internal control on corporate management required by law.

Recipients are expressly prohibited from:

- represent or transmit for processing and representation in the financial statements, reports or other corporate communications, data that is false, incomplete or, in any case, does not correspond to reality, or prepare corporate communications that do not truthfully represent the economic, patrimonial and financial situation of the Society;
- omit information and data required by law on the economic, equity and financial situation of Italy Car Rent;
- return contributions to the Shareholders or free them from the obligation to make them, except in cases of legitimate reduction of the share capital;
- distribute profits or advances on profits not actually achieved or allocated by law to reserves;
- carry out reductions in share capital, mergers or splits, in violation of the legal provisions protecting creditors, causing them damage;

- proceed with a fictitious increase in the share capital, attributing shares for a value lower than their nominal value;
- engage in behavior that materially impedes, through the concealment of documents or the use of other fraudulent means, or that in any case hinders the carrying out of control activities by the Members.

With specific reference to the crime of corruption between private individuals, the Company also avoids the use of any form of corruption, direct or through a third party, without any exception, including cases of incitement, to achieve its economic objectives.

In detail it is forbidden:

- offer, promise, give, pay, solicit, authorize someone to give or pay, directly or indirectly, even through a third party, an economic advantage or other benefit to directors, general managers, managers responsible for drawing up corporate accounting documents, auditors and liquidators, as well as to any person with managerial functions, whether of third-party private companies or bodies, or of the Company;
- accept the request from, or solicitations from, or authorize/solicit someone to accept, directly or indirectly, even through a third party, an economic advantage or other benefit from any counterparty, when the intention is to induce the counterparty to perform or omit an act in violation of the obligations inherent to one's office or the obligations of loyalty, even if the offer, promise or solicitation is not accepted.

More specifically, the Recipients are prohibited from influencing the decisions of the subjects who operate at the private counterpart (customers, suppliers, *partner*) in an improper and/or illicit manner.

It is therefore forbidden to:

- promise or make cash payments to individuals who work for the private counterparty in order to gain advance access to useful information for the achievement of social objectives or in any case to favor the economic and commercial policies of the Company;
- promise and/or offer and/or pay sums of money or other benefits to individuals who operate at the private counterpart, directly or through third parties, in order to reach the stipulation of advantageous contracts for the Company, or to obtain, more generally, improper favors or advantages;
- offer and/or provide gifts or forms of hospitality that go beyond normal commercial and/or courtesy practices and/or, in any case, such as to compromise the impartiality and independence of judgment of the other party;
- make payments or recognize other benefits to customers, suppliers, intermediaries, *partner* commercial, which do not find adequate justification in the contractual relationship or in current practice;

- favor, in the hiring or purchasing processes, subjects reported by customers, suppliers, intermediaries or *partner commercial*, in exchange for favors, compensation or other advantages.

The aforementioned principles of conduct also apply in the context of extraordinary operations.

- ***Behaviors to be adopted in the context of "sensitive" activities with respect to crimes against the individual personality***

The following general behavioral principles apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to crimes against the individual personality referred to in art. 25-*quinquies* of Legislative Decree 231/2001.

Recipients are required to:

- guarantee compliance with contributory, salary and tax obligations in relation to labor legislation;
- use suppliers (particularly in the context of procurement) with proven respectability and professional reliability;
- verify, for example through the acquisition of the DURC, compliance with contributory, remuneration and tax obligations with reference to labor legislation, by suppliers who use labour.

Recipients are prohibited from:

- establish and/or continue relationships with suppliers who use labor in exploitative conditions. The existence of one or more of the following conditions constitutes an indication of exploitation: *(i)* the repeated payment of wages in a manner clearly different from the applicable national collective agreements or in any case disproportionate to the quantity and quality of the work performed; *(ii)* the repeated violation of the regulations relating to working hours, rest periods, weekly rest, compulsory leave, holidays; *(iii)* the existence of violations of safety and hygiene regulations in the workplace; *(iv)* subjecting the worker to degrading working conditions, surveillance methods or housing situations;
- use, hire or employ manpower, including through the intermediation of third parties, subjecting workers to exploitative conditions and taking advantage of their state of need.
- ***Behaviors to be adopted in the context of "sensitive" activities with respect to crimes of manslaughter or serious or very serious injuries committed in violation of the regulations on the protection of health and safety at work***

Italy Car Rent promotes the dissemination of a culture of safety and awareness of the risks connected to the work activities carried out in its structure by requiring, at every level, responsible behavior that respects the company procedures adopted regarding safety at work.

In general, all Recipients, in various capacities involved in the management of the security system adopted by the Company, are obliged to implement, each for the part within their competence, the delegations and powers of attorney received and the company procedures adopted in this area, to the prevention and protection measures prepared to monitor the risks related to safety identified in the Risk Assessment Documents (hereinafter "**DVR**"), processed for each local unit.

In particular, for effective risk prevention and in compliance with the obligations prescribed by Legislative Decree 81/2008 as subsequently amended and integrated, as well as in coherence with the distribution of roles, tasks and responsibilities regarding safety, it is expressly made request:

- to the Employer to carry out the tasks assigned to him by the Company in this matter in compliance with the powers of attorney and/or delegations received, the prevention measures adopted and the existing company procedures, taking care to inform and train the staff who, in carrying out the its activities, is exposed to risks related to safety;
- to the subjects appointed by the Company pursuant to Legislative Decree 81/2008 (such as, for example, the Head of the Prevention and Protection Service, those in charge of implementing fire prevention measures, fire fighting, evacuation of workers in case of danger ; the First Aid Officers) and the Workers' Safety Representatives to carry out, each within their own competences and responsibilities, the safety tasks specifically entrusted by current legislation and provided for in the safety system adopted by the Company;
- to the Supervisors, where appointed, to monitor the correct observance by all workers of the safety measures and procedures adopted by the Company, reporting any deficiencies or misalignments in the safety system, as well as behaviors contrary to it;
- all employees to take care of their own safety and health and that of other people who have access to the Company's facilities, and to observe company measures, safety procedures and instructions.
- ***Behaviors to be adopted in the context of "sensitive" activities with respect to the crimes of receiving, laundering and using money, goods or benefits of illicit origin, as well as self-laundering***

The following general behavioral principles apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to the crimes of receiving, laundering and using money, goods or benefits of illicit origin, as well as self-laundering, referred to in the art. 25-octies of Legislative Decree 231/2001.

In general, these subjects are required to:

- choose suppliers according to predefined rules of transparency, quality and cost-effectiveness;
- develop commercial relationships with suppliers, intermediaries and *partner* of consolidated reputation and experience, setting up said relationships in full compliance with current regulations and the principles of business ethics;

- mainly use the banking system and, in any case, traceable payment systems in transactions;
- in all accounting/tax declarations, guarantee the truthfulness and completeness of the data displayed;
- comply with the regulatory provisions on accounting and tax matters, including the deadlines established by applicable legislation for the submission of accounting/tax declarations and the subsequent payment of the resulting taxes;
- comply with the deadlines established by the applicable legislation for the payment of withholdings due on the basis of the annual declaration of the withholding agent or resulting from the certification issued to the replaced person;
- submit for signature, within the limits and under the conditions required by the company procedures and the system of attribution of company powers, the documents concerning the payment of taxes and duties;
- in relations with associated companies, strictly comply with the requirements of certainty, inherence, determinability and congruity of all costs generated by such operations, keeping copies of all documentation and correspondence suitable to confirm the effectiveness, congruence and usefulness of the performance.

In general, Recipients are expressly prohibited from:

- transfer for any reason, except through banks or electronic money institutions or Poste Italiane SpA, cash or bearer bank or postal deposit books or bearer securities in euro or foreign currency, when the value of the operation , even split, is overall equal to or greater than the limit value established by current legislation;
- issue bank and postal checks for amounts exceeding those provided for by current legislation and which do not bear the indication of the name or company name of the beneficiary and the non-transferability clause;
- make payments to foreign current accounts to natural persons resident in Italy or entities with registered office in Italy;
- make payments into encrypted current accounts or at credit institutions without physical establishments;
- hide the proceeds deriving from any crimes committed in the alleged interest or advantage of the Company. Therefore, all conduct aimed at using, replacing, transferring, or otherwise concealing sums of money whose illicit origin is known is to be considered prohibited;
- indicate fictitious passive elements using invoices or other documents having probative value similar to invoices, for non-existent transactions;
- indicate active elements for an amount lower than the actual one or fictitious passive elements (e.g. costs fictitiously incurred and/or revenues indicated in an amount lower than the real one)

taking advantage of a false representation in the mandatory accounting records and making use of suitable means to hinder its verification;

- indicate a taxable base that is lower than the actual one through the exposure of active elements for an amount lower than the real one or fictitious passive elements;
- implement activities and/or operations aimed at creating extra-accounting availability (for example by using invoices for non-existent operations or over-invoicing), or aimed at creating extra-accounting funds or "parallel accounting".
- ***Behaviors to be adopted in the context of "sensitive" activities with respect to crimes relating to payment instruments other than cash***

The following general behavioral principles apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to crimes relating to payment instruments other than cash referred to in the art. 25-octies.1 of Legislative Decree 231/2001.

In general, these subjects are required to:

- refrain from carrying out any conduct that could in any way directly or indirectly integrate the aforementioned types of crime and/or facilitate or favor their commission;
- comply with the correct use of the payment instruments made available by the Company;
- comply with the correct use of the Company's equipment, devices and IT tools, also in relation to money transfer operations;
- not conceal the Company's financial situation by granting ownership of its movable and immovable assets to conniving third parties;
- not give one's acquiescence to simulated operations requested by third parties to protect one's assets and cause the guarantees based on the same to be dispersed.

In general, Recipients are expressly prohibited from:

- unduly use, not being the holder of them, credit or payment cards, or any other similar document that enables the withdrawal of cash or the purchase of goods or the provision of services or in any case any other payment instrument other than cash;
- for the purpose of using them or allowing others to use them in the commission of crimes involving payment instruments other than cash, falsifying or altering the payment instruments or documents, possessing, transferring or acquiring such instruments or documents of illicit origin or otherwise falsified or altered;
- procure an unfair profit by altering, in any way, the functioning of an IT or telematic system or by intervening without right in any way on

data, information or programs contained in a computer or telematic system, which involves the transfer of sums of money;

- transfer for any reason, except through banks or electronic money institutions or Poste Italiane SpA, cash or bearer bank or postal deposit books or bearer securities in euro or foreign currency, when the value of the operation, even split, is overall equal to or greater than the limit value established by current legislation;
- issue bank and postal checks for amounts exceeding those provided for by current legislation and which do not bear the indication of the name or company name of the beneficiary and the non-transferability clause;
- make payments to foreign current accounts to natural persons resident in Italy or entities with registered office in Italy;
- make payments into encrypted current accounts or at credit institutions without physical establishments;
- hide the proceeds deriving from any crimes committed in the alleged interest or advantage of the Company. Therefore, all conduct aimed at using, replacing, transferring, or otherwise concealing sums of money whose illicit origin is known is to be considered prohibited;
- set up simulated shops aimed at the fictitious dispersion of company assets.
- ***Behaviors to be followed in the context of "sensitive" activities with respect to crimes relating to copyright infringement***

The following general behavioral principles apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to crimes relating to infringement of copyright referred to in art. 25-news of Legislative Decree 231/2001.

In general, these subjects are required to:

- ensure compliance with internal, community and international regulations aimed at protecting intellectual property;
- promote the correct use of all intellectual works, including computer programs and databases;
- diligently take care of the administrative obligations related to the use of works protected by copyright.

Recipients are expressly prohibited from:

- carry out any conduct aimed, in general, at the duplication of computer programs protected by copyright or databases on the computer's fixed memory;
- install computer programs without having previously informed the management of the Company;

- disseminate musical pieces, photos or videos via the Company's website or social channels to support promotional activities, in the absence of the express authorization of the author and in violation of the rules concerning the payment of the right to exploit the work itself.
- ***Behaviors to be adopted in the context of "sensitive" activities with respect to the crime of inducing people not to make statements or to make false statements to the judicial authority***

The following general behavioral principles apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to the crime of inducing them not to make statements or to make false statements to the judicial authority referred to in art. . 25-decies of Legislative Decree 231/2001.

In general, these subjects are required to:

- process requests from the judicial police bodies and the investigating and judging judicial authorities promptly, correctly and in good faith, providing all the information, data and news that may be useful;
- maintain collaborative behavior towards the judicial police bodies and the judicial authorities in any situation.

Recipients are expressly prohibited from:

- resort to physical force, threats or intimidation or promise, offer or grant an undue advantage to induce the person who can avail himself of the right not to respond in criminal proceedings, not to make statements or to make false statements to the judicial authority, with the intent to obtain a ruling favorable to the Company or determine the achievement of another type of advantage;
- maintain relationships with people subjected to preliminary investigations and defendants in criminal proceedings in order to disturb their freedom of self-determination;
- recognize forms of donations or other benefits to employees or third parties who are persons subjected to preliminary investigations and accused in criminal proceedings to induce them to omit declarations or to falsify them, in favor of Italy Car Rent;
- recognize career progression, salary increases or rewarding incentives for employees or collaborators who do not find adequate correspondence in the human resources development and company incentive plans or who in any case do not respond to objective reasons justifying the undertaking of said initiatives.
- ***Behaviors to be adopted in the context of "sensitive" activities with respect to environmental crimes***

The following general behavioral principles apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to the environmental crimes referred to in the art. 25-eleven of Legislative Decree 231/2001.

In particular, Recipients are required to:

- ascertain, before establishing the relationship, the respectability and reliability of the suppliers of services connected to waste management;
- manage relationships with officials of the Public Administration Bodies responsible for monitoring environmental legislation (e.g. ARPA, Municipal Police, NOE, etc.), within the scope of the powers conferred, according to principles of maximum transparency, collaboration, availability and in full respect for the institutional role of the Public Administration, promptly and promptly implementing the requirements and obligations required;
- implement the actions and obligations necessary and, in any case, required by law, in order to avoid the irreversible alteration of the balance of an ecosystem or a significant compromise of the environment;
- implement the obligations and prepare the documentation intended for the Public Administration Bodies responsible for issuing authorization measures (e.g. AIA, AUA, authorizations for emissions into the atmosphere, etc.) or for monitoring environmental legislation in compliance with current national and community laws and international, with the utmost diligence and professionalism, in order to provide clear, accurate, complete, faithful and truthful information;
- in the event of an event harmful to the environment, prepare the necessary prevention measures, providing timely communication to the competent authorities within the legal deadlines.

Recipients are expressly prohibited from engaging in, contributing to or contributing to causing the implementation of conduct, even negligently, aimed at unlawfully causing significant and measurable impairment or deterioration of the environment.

- ***Behaviors to be adopted in the context of "sensitive" activities with respect to the crime of employment of third-country nationals whose residence is illegal***

The following general behavioral principles apply to the Recipients of this Model who, for any reason, are involved in "sensitive" activities with respect to the crime of employment of third-country nationals whose residence is illegal as per art. 25-*duodecies* of Legislative Decree 231/2001.

Recipients are expressly prohibited from:

- use non-EU personnel who do not comply with the requirements required by law to stay in Italy and/or carry out work within the national territory;
- carry out activities aimed at encouraging the illegal stay of the foreigner in Italian territory. In particular, activities aimed at the illegal introduction and/or permanence of family members in Italian territory are prohibited, outside of the possibility of reunification expressly provided for by law.

In case of doubts on the correct interpretation of the behavioral rules indicated, the interested party may request clarification from their manager or directly from the Supervisory Body, contacting it in the ways provided for in paragraph 3.5 of General Part II of the Model.

- ***Behaviors to be adopted in the context of "sensitive" activities with respect to tax crimes***

The following behavioral rules apply to those who, for any reason, are actually involved in "sensitive" activities with respect to the tax crimes referred to in the art. 25- *quinquiesdecies* of Legislative Decree 231/2001.

In particular, the Company deems it necessary that the Recipients, specifically the subjects involved in the management of the fiscal variable and tax obligations, including declarations for the purposes of income taxes and Value Added Tax (VAT) and compensation of tax credits, as well as the subjects involved in the management of the active and passive cycle, in the management of personnel, production and, follow the following rules:

- respect and apply all current tax regulations, carrying out tax obligations within the terms and in the manner prescribed by the applicable legislation or by the Tax Authority, in order to guarantee full compliance with sector regulations, also making use of external consultants of proven competence and professionalism;
- implement tax and declaration obligations only by the competent and authorized functions, in compliance with the principle of separation of duties, in order to prevent any fraudulent conduct;
- represent the acts, facts and transactions undertaken in such a way as to make applicable forms of taxation compliant with the real economic substance of the operations;
- in all accounting/tax declarations, guarantee the truthfulness and completeness of the data displayed;
- comply with the regulatory provisions on accounting and tax matters, including the deadlines established by applicable legislation for the submission of accounting/tax declarations and the subsequent payment of the resulting taxes;
- comply with the deadlines established by the applicable legislation for the payment of withholdings due on the basis of the annual tax withholding declaration;
- guarantee transparency in relationships with suppliers and consultants as well as periodic checks on the effectiveness of the services/supplies received compared to the invoices payable;
- guarantee the correct archiving of the mandatory accounting records and documents whose conservation is necessary;
- collaborate transparently with the tax authorities, providing them, where necessary for carrying out checks or collection activities, with all the information requested, truthfully and completely.

Recipients are expressly prohibited from:

- carry out subjectively non-existent operations, i.e. with a non-existent or fictitious supplier (paper mill) or without a company structure;
- carry out objectively non-existent operations, i.e. when the operation (purchased good or service) has never been carried out in reality (objective non-existence) or was carried out for quantities lower than those indicated on the invoice (relative non-existence) or when it is invoiced at a higher price than that of the goods/services purchased (quantitative overinvoicing);
- carry out simulated operations objectively or subjectively or by making use of false documents or other fraudulent means capable of hindering the assessment and misleading the Financial Administration, indicating active elements for a lower amount in one of the declarations relating to income taxes to the actual one or fictitious passive elements or fictitious credits and withholdings;
- carry out non-existent transactions through the issuing of invoices or other documents certifying transactions that did not occur in whole or in part, so as to allow the customer to use them to indicate fictitious passive elements in the declarations relating to income or value added taxes and, therefore, to evade such taxes;
- carry out a corporate operation aimed at making it difficult to collect the taxes due following a declaration or following an assessment in order to escape in whole or in part from a procedure for the compulsory collection of taxes on income or value added or interest or administrative sanctions relating to them;
- indicate in the documentation presented for the purposes of the tax transaction procedure active elements for an amount lower than the actual one or fictitious passive elements;
- hide or destroy the mandatory accounting records or other fiscally relevant documents, also through access to their computer archiving tools, with the aim of making it impossible for the Financial Administration to reconstruct the taxable income;
- carry out transactions that involve the Company in fraudulent conduct within international systems with the aim of evading VAT, including through the omission of the annual VAT declaration;
- carry out operations of a transnational nature, with the aim of evading VAT, which may involve the indication in tax returns of active elements for an amount lower than the actual amount or of non-existent passive elements;
- in the context of cross-border fraudulent systems, carry out offsets of non-existent tax credits, for which the constituent and justifying elements do not exist, in order to evade VAT;
- in the context of cross-border fraudulent systems, carry out compensations for tax credits which are not due, i.e. which arose due to an incorrect attribution of costs inherent to the business activity, or corrected but not yet due because they were not registered in the declaration,

or existing but not usable during the year because the maximum threshold of countervailable amounts has been exceeded, in order to evade VAT.

### 3. The Supervisory Body

#### 3.1. Characteristics of the Supervisory Body

The art. 6, paragraph 1, of Legislative Decree 231/2001 requires, as a condition to benefit from the exemption from administrative liability, that the task of supervising the observance and functioning of the Model, ensuring its updating, is entrusted to a body of supervision (hereinafter also "**OdV**" or "**Body**") within the body which, equipped with autonomous powers of initiative and control, continuously carries out the tasks entrusted to it.<sup>3</sup>

The Decree requires the Supervisory Body to carry out its functions outside the operational processes of the Company, reporting periodically to the administrative body, free from any hierarchical relationship with it and with the individual managers of the Departments/Functions.

In compliance with the provisions of Legislative Decree 231/2001, the Board of Directors of Italy Car Rent has established - with resolution dated 04/24/2024 - the Supervisory Body functionally dependent on the Board itself.

In particular, the composition of the Supervisory Body has been defined in order to guarantee the following requirements:

- autonomy and independence: these requirements are ensured by the lack of involvement of the Supervisory Body in operational and management activities and by the adequate hierarchical position that allows the reporting directed to the Board of Directors;
- professionalism: this requirement is guaranteed by the wealth of professional, technical and practical knowledge available to the members of the Supervisory Body. In particular, the chosen composition guarantees suitable legal knowledge and control and monitoring principles and techniques;
- continuity of action: with reference to this requirement, the Supervisory Body is required to constantly monitor, through investigative powers, compliance with the Model by the Recipients, to ensure its implementation and updating, representing a constant reference for all staff of Italy Car Rent.

#### 3.2. Term of office, forfeiture and revocation

The Supervisory Body is appointed by the Board of Directors of the Company and remains in office for the period determined in the resolution establishing the Body. The members of the Body are chosen from among subjects in possession of an ethical and professional profile of indisputable value and must not be in a relationship of marriage or kinship within the second degree with the Board of Directors.

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<sup>3</sup>See Cass. Criminal, Section VI, 11.11.2021, n. 23401: "for the purposes of evaluating the suitability of the organization and management model, article 6 of legislative decree no. 231 of 2001, establishes, as a condition for exempting the entity from liability for the crime committed by its top management, in addition to the adoption - and effective implementation - of an organization and management model suitable for preventing crimes of the kind what occurred, the fact that the task of supervising the functioning and observance of the model was entrusted 'to a body of the organization with autonomous powers of initiative and control'".

In any case, the members of the Supervisory Body remain in office beyond the deadline set in the relevant appointment determination until the Board of Directors has provided with a specific resolution for the appointment of the Supervisory Body in the new composition or has confirmed the previous one .

Company employees and external professionals can be appointed as members of the Supervisory Body. The latter must not have relationships with the Company that could constitute a conflict of interest and jeopardize their independence.

At the time of accepting the assignment, the person appointed as a member of the Supervisory Body must explicitly declare that he/she is not in any of the aforementioned situations of ineligibility or incompatibility.

The Board of Directors appoints and revokes the President of the Supervisory Body, chosen from among the external consultants. In the absence of appointment by the administrative body, the same will be elected from within it by the Supervisory Body.

The remuneration of the members of the Body does not constitute a hypothesis of conflict of interest.

An interdict, an incapacitated person, a bankrupt person or anyone who has been sentenced, even if with a non-definitive sentence, to a sentence which involves disqualification, even temporary, cannot be appointed as a member of the Supervisory Body and, if appointed, they will lapse. , from public offices or the inability to exercise managerial roles, or has been convicted, even with a non-final sentence or with a sentence applying the sentence at the request of the parties *former art. 444 cpp* (so-called plea bargaining sentence), for having committed one of the crimes provided for by Legislative Decree 231/2001, they were subjected to prevention measures pursuant to Legislative Decree 159/2011 and subsequent amendments, without prejudice to the effects of rehabilitation.

Members who have an employment relationship with the Company automatically lapse from office in the event of termination of said relationship, and regardless of the cause of its interruption, or of taking on a new role incompatible with the requirements for the composition of the OdV.

The Board of Directors may revoke, by board resolution, the members of the Body at any time, but only for just cause, appointing another individual(s) as quickly as possible.

The following constitute just cause for revocation of members:

- the loss of the requirements of honourability, integrity, respectability and professionalism;
- the mendacious declaration regarding the non-existence of the reasons for ineligibility described above;
- the occurrence of a reason for ineligibility;
- the failure to communicate to the Board of Directors of a conflict of interest that prevents the maintenance of the role of member of the Body itself;
- the violation of confidentiality obligations regarding news and information acquired in the exercise of the Supervisory Body's functions;

- for members linked to the Company by an employment relationship, the initiation of disciplinary proceedings for facts which could lead to the sanction of dismissal.

If the revocation occurs without just cause, the revoked member may request to be immediately reinstated in office.

However, it constitutes cause for the forfeiture of the entire Supervisory Body:

- the verification of a serious failure by the Supervisory Body in carrying out its verification and control tasks;
- the sentence of conviction of the Company, even if it has not become irrevocable, or a sentence of application of the sentence upon request of the parties *former art. 444 cpp* (so-called plea bargaining sentence), where the documents show the failure or insufficient supervision by the Supervisory Body.

Each member may withdraw from the role at any time with written notice of at least thirty (30) days, to be communicated to the Board of Directors by registered mail via certified email, so that the necessary actions are taken for the replacement of the component.

The Supervisory Body autonomously regulates the rules for its functioning in a specific Regulation.

### **3.3. Powers and functions of the Supervisory Body**

The Supervisory Body is entrusted with the following tasks:

- supervise the dissemination within the Company of knowledge, understanding and observance of the Model and the Code of Ethics;
- supervise compliance with the Model and the Code of Ethics by the Recipients within the areas of activity potentially at risk of crime;
- supervise the validity and adequacy of the Model and the Code of Ethics, with particular reference to the effective ability of the Model to prevent the commission of the crimes envisaged by the Decree;
- report to the Company the opportunity to update the Model, where adaptation needs are identified in relation to changed company and/or regulatory conditions.

The activities carried out by the Supervisory Body cannot be reviewed by any other corporate body or function, without prejudice, however, to the fact that the Board of Directors is, in any case, called upon to carry out a final supervisory activity on the adequacy of the intervention of the SB.

In carrying out these activities, the Body takes care of the following obligations:

- coordinate and collaborate with the company Departments/Functions (also through specific meetings) for the best monitoring of the company activities identified in the Model at risk of crime;

- verify the establishment and functioning of a specific "dedicated" information channel (i.e. email address and mailbox for paper reports), aimed at facilitating the flow of reports and information to the Body;
- carry out targeted checks on certain operations or specific acts carried out within the areas of company activity identified as potentially at risk of crime, also with the support of the company Departments/Functions;
- verify the effective implementation of the information and training initiatives on the Model undertaken by the Company, supporting Italy Car Rent - upon request - in verifying the relative adequacy;
- immediately report to the Board of Directors any violations of the Model, deemed to be founded, carried out by senior functions of the same as well as by subjects subject to the management of others;
- immediately report to the Shareholders' Meeting any violations of the Model, deemed justified, carried out by the entire Board of Directors.

For the purposes of carrying out the obligations listed above, the Body is equipped with the powers indicated below:

- issue provisions and service orders intended to regulate its activities and prepare and update the list of information, known as "**Information flows**" (as defined in paragraph 3.5), which must be received by the company Managements/Functions;
- access, without prior authorisation, any company document relevant to the performance of the functions attributed to it by Legislative Decree 231/2001;
- arrange that the managers of the company Departments/Functions and, in any case, all the Recipients, promptly provide the information, data and/or news requested from them to identify aspects connected to the various company activities relevant pursuant to the Model and for the verification of the actual implementation of the same;
- resort to external consultants of proven professionalism in cases where this is necessary for carrying out verification and control activities or updating the Model.

To better carry out its activities, the Body can delegate one or more specific tasks to individual members, who will carry them out in the name and on behalf of the Body itself. With regard to the delegated tasks, the responsibility deriving from them falls on the Body as a whole.

The Board of Directors of the Company assigns the Supervisory Body *a budget* of annual expenditure in the amount proposed by the Body itself and, in any case, adequate with respect to the functions entrusted to it. The Body decides autonomously on the expenses to be incurred in compliance with the corporate signature powers and, in the case of expenses exceeding the *budget*, is authorized directly by the Board of Directors.

### **3.4. *Reporting of the Supervisory Body***

In order to guarantee full autonomy and independence in carrying out the relevant functions, the Supervisory Body communicates directly to the Board of Directors of the Company.

In particular, the Supervisory Body reports to the Board of Directors the status of implementation of the Model and the results of the supervisory activity carried out in the following ways:

- periodically to the President of the Board of Directors, to ensure constant alignment with top management regarding the activities carried out;
- annually to the Board of Directors, through a written report, which illustrates the monitoring activities carried out by the Body itself, the critical issues that have emerged and any corrective or improvement interventions appropriate for the implementation of the Model;
- in any case, to the Board of Directors, if a violation of the Model or the Code of Ethics occurs by the Recipients of the Model.

The Supervisory Body may be convened at any time by the Board of Directors and, in turn, may request such bodies to be heard if it deems it appropriate to report on matters relating to the functioning and effective implementation of the Model or in relation to specific situations.

To guarantee a correct and effective information flow, as well as for the complete and correct exercise of its duties, the Body also has the right to request clarifications or information directly from the subjects with the main operational responsibilities.

### **3.5. *Information flows and reports to the Supervisory Body***

Legislative Decree 231/2001 states, among the requirements that the Model must satisfy, the establishment of specific information obligations towards the Supervisory Body by the Company's Managements/Functions, aimed at allowing the Body itself to carry out its supervisory and verification activities.

All information and communications must be provided, in written form, to the Supervisory Body using the dedicated e-mail address:[odv@italycurrent.com](mailto:odv@italycurrent.com)

In this regard, the following information must be communicated to the Supervisory Body (so-called "Information flows"):

- on a periodic basis, a series of information, data, news and documents that constitute derogations and/or exceptions with respect to company procedures coming from the individual Departments/Functions;
- as part of the verification activities of the Supervisory Body, any information, data, news and documents deemed useful and/or necessary for carrying out said checks.

In addition to the information indicated above, information concerning:

- measures and/or news coming from judicial police bodies, or from any other authority, including administrative ones, which involve the Company or its top management, from which it can be deduced that investigations have been carried out, even against unknown persons, for crimes referred to in Legislative Decree 231/2001, without prejudice to the legally imposed confidentiality and secrecy obligations;
- news of the start of tax audits on the Company by the Financial Administration or the Financial Police, as well as updates on the evolution and closure of the assessment or dispute, also in relation to any reports to the Public Prosecutor's Office for criminally relevant disputes;
- news of questionnaires or requests for documentation received by the financial administration and related outcome;
- requests for legal assistance forwarded by managers and/or employees in the event of initiation of legal proceedings for crimes included in Legislative Decree 231/2001 and allegedly committed in the performance of work duties;
- changes in the system of delegations and powers of attorney, changes to the bylaws or to the company organizational chart and that of workplace safety;
- the outcomes of any actions undertaken following a written report from the Supervisory Body of ascertained violation of the Model, the imposition of disciplinary sanctions for violation of the Model, as well as the dismissal measures with the related reasons;
- reporting of serious accidents (any accident with an initial prognosis of 40 days and, in any case, whose duration exceeds 40 days) occurring to employees and collaborators of Italy Car Rent;
- alleged violations of the Code of Ethics.

Failure to send information to the Supervisory Body constitutes a violation of this Model.

All information, documentation, including the reporting required by the Model, and the reports collected by the Supervisory Body - and received by it - in the performance of its institutional duties, are kept by the Body in a specific archive and kept for ten years.

#### 4. The discipline of *whistleblowing*: management of reports

Following the entry into force of Legislative Decree 10 March 2023, n. 24 (hereinafter also just "Legislative Decree 24/2023"), which transposes Directive (EU) 2019/1937 concerning the protection of persons who report violations of Union law and containing provisions concerning the protection of persons who report violations of national regulatory provisions, Italy Car Rent has implemented a system *whistleblowing* compliant with the new regulatory provisions.

Legislative Decree 24/2023, in particular, modified the art. 6 of Legislative Decree 231/2001, establishing that the organizational models adopted by entities must now include:

- to) one or more channels that allow the subjects referred to in art. 5 (top management or under the management and supervision of top management) to present, to protect the integrity of the organisation, detailed reports of illicit conduct, relevant pursuant to this decree and based on precise and consistent factual elements, or violations of the organization and management model of the entity, of which they have become aware due to the functions performed; these channels guarantee the confidentiality of the identity of the reporter in the reporting management activities;*
- b) at least one alternative reporting channel suitable for guaranteeing, using IT methods, the confidentiality of the identity of the reporter;*
- c) the prohibition of retaliatory or discriminatory acts, direct or indirect, against the reporter for reasons connected, directly or indirectly, to the report;*
- d) in the disciplinary system adopted pursuant to paragraph 2, letter e), sanctions against those who violate the whistleblower's protection measures, as well as those who intentionally or grossly negligently make reports that turn out to be unfounded".*

In order to comply with the regulatory provisions, therefore, the Company with resolution dated 10.1.2024 adopted a Policy *Whistleblowing*, which constitutes an integral part of this Model and whose contents please refer to in its entirety, which contains detailed operational indications regarding the object, recipients, conditions, limits and methods of transmission of detailed reports of illicit conduct.

The purpose of the Whistleblowing Policy, published on the Company's institutional website, is to facilitate the submission of reports and to remove factors that may hinder or discourage recourse to the institution, ensuring reporting subjects adequate protection and a set of guarantees., including the confidentiality of their identity in order to avoid possible retaliation, discrimination or penalization against them.

In particular, the Company has established the following internal reporting channels, which guarantee the confidentiality of the identity of the reporter, the person reported and any persons involved, as well as the content of the report and the documentation attached to it and which allow the presentation of the Reports in writing or orally:

- **registered letter addressed to the Whistleblowing Committee** established at the Company, at the following address Via Provinciale 77/A, 90044 – Carini (PA) to the attention of the Whistleblowing Committee of Italy Car Rent Srl, which bears the words "Report

*Whistleblowing – reserved for the Whistleblowing Committee".* The report must be inserted in a closed envelope inside which two other closed envelopes will be inserted, the first containing the reporting person's identified data and a photocopy of the identity document, the second containing the report, in order to separate the reporting person's identification data from the report ;

- **oral form via dedicated telephone line at no. 331 664931**, managed by the Whistleblowing Committee, which will be possible to call or leave recorded messages on the answering machine. Phone calls will be recorded, as will voice messages and those left on the answering machine. The reporting party will have the burden of identifying themselves with their personal details before exposing the facts being reported. The report received in oral form will be archived, in compliance with the provisions of the Whistleblowing Decree, the ANAC Guidelines and the Confindustria Operational Guide and according to the indications of the Guarantor for the Protection of Personal Data;
- **encounter**directed at the express request of the whistleblower to be addressed in the above forms (registered letter or by telephone or verbal message) to the Whistleblowing Committee which will arrange, within a reasonable time, the meeting in a place outside the Company suitable to guarantee the confidentiality of the whistleblower. The interview, subject to the consent of the whistleblower, will be documented by recording the conversation with devices suitable for the preservation and archiving of the listening or (in the event that the whistleblower does not give consent to the recording, or the Whistleblowing Committee does not have the means suitable) through the recording of the interview and its ratification by the reporting party to whom a copy will be delivered within a reasonable time.

The management of the reports was entrusted to a external legal consultant, appointed for this purpose as "**Whistleblowing Committee**", equipped with the necessary autonomy and independence and specifically trained.

All reports received by the Whistleblowing Committee are subjected to a preliminary check regarding the truthfulness of the information and the credibility of the conduct, with a view to verifying the existence of the conditions established by law, as well as the existence of a sufficient quantity of information so as to be able to delve deeper into the report.

Reports of violations of the Model and Legislative Decree 231/2001 will be shared by the Whistleblowing Committee with the Supervisory Body, which will be involved and made aware of each subsequent phase of investigation and analysis of the report.

The Whistleblowing Committee has the obligation to maintain confidentiality of the report. In particular, reports cannot be used beyond what is necessary to adequately follow up on them; furthermore, the identity of the reporting person and any other information from which we can deduce, directly or indirectly, this identity cannot be revealed without the express consent of the reporting person himself, to people other than those competent to receive or follow up on the reports.

Finally, the prohibition on carrying out acts of retaliation or discrimination, direct or indirect, against any reporting person, for reasons connected, directly or

indirectly, to reporting. Any violations of this prohibition, or the malicious or grossly negligent making of reports which later turned out to be unfounded, entail the applicability of the measures referred to in the sanctioning system (see paragraph 5 below).

## **5. Sanctioning system**

The definition of a sanctioning system, applicable in case of violation of the provisions of this Model and of the Code of Ethics, constitutes a necessary condition to guarantee the effective implementation of the entire set of documents adopted by the Company pursuant to the Decree, as well as an essential prerequisite to allow the Company to benefit from exemption from administrative liability.

The application of these sanctions is independent of the establishment and outcome of any criminal proceedings initiated in cases where the violation constitutes a hypothesis of a relevant crime pursuant to Legislative Decree 231/2001. The sanctions that can be imposed are diversified based on the nature of the relationship between the author of the violation and the Company, as well as the importance and seriousness of the violation committed and the role and responsibility of the author.

In general, violations can be traced back to the following behaviors and classified as follows:

- to. behaviors that constitute a negligent failure to implement the provisions of the Model and the Code of Ethics, including company directives, procedures or instructions;
- b. behaviors that constitute a malicious transgression of the provisions of the Model and the Code of Ethics, such as to compromise the relationship of trust between the perpetrator and the Company as it is uniquely preordained to commit a crime.

The sanctioning procedure is in any case left to the Management/Function and/or the competent corporate bodies.

### **5.1. Sanctions for employees**

The sanctions that can be imposed on workers are those provided for by art. 7 of Law 30 May 1970, n. 300 (Workers' Statute) and from *National Collective Labor Agreement Garages and vehicle rental* (below only "**Applicable CCNL**"), both with regard to the sanctions that can be imposed and the methods of exercising disciplinary power.

Failure by employees to comply with the provisions of the Model, as well as all the documentation that forms part of it, constitutes failure to fulfill the obligations deriving from the employment relationship *former* art. 2104 of the Civil Code and disciplinary offence.

More specifically, the adoption, by an employee of the Company, of behavior that can be classified as a disciplinary offence, based on what is indicated in the previous paragraph, also constitutes a violation of the worker's obligation to carry out the tasks with the utmost diligence. entrusted to the same, following the Company's directives, as required by the applicable CCNL in force.

The following sanctions may be imposed on employees, based on the applicable national collective labor agreement:

or rebuke;  
or written reprimand;  
or fine not exceeding 3 hours of basic pay;  
or suspension from service and pay for up to 10 days;  
or dismissal with notice and severance pay; dismissal without  
or notice and with severance pay.

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

the. incurs disciplinary action **verbal reprimand** or **written reprimand** the employee who violates, through mere negligence, the company procedures, the provisions of the Code of Ethics or adopts, in carrying out sensitive activities, behavior that does not comply with the provisions contained in the Model also in relation to the sending of information flows to the Supervisory Body;

iii. incurs disciplinary action **fine** not exceeding 3 hours of basic pay the employee who:

- is a repeat offender, within a two-year period, in the commission of infringements for which a verbal or written reprimand is applicable;
- due to the hierarchical or technical level of responsibility, or in the presence of aggravating circumstances, undermines the effectiveness of the Model with behaviors such as:
  - a) repeated and/or unmotivated failure to comply with the obligation to provide information to the Supervisory Body, where the absence of the flows does not allow the Supervisory Body to carry out the activity conferred by Legislative Decree 231/2001 and by the Model;
  - b) grossly negligently makes false or unfounded reports relating to violations of the Model or the Code of Ethics;

iv. incurs disciplinary action **Suspension** from service and salary for up to 10 days the employee who:

- is a repeat offender, within a two-year period, in the commission of infringements for which the fine is applicable;
- willfully violates the behavioral requirements regulated in the Model and in the Code of Ethics which do not constitute a predicate crime, as well as in cases of repeated culpable violation of relevant obligations;

v. incurs disciplinary action **dismissal with notice** the employee who carries out the violations referred to in the previous point in a serious and repeated manner;

- violates the internal control system through the removal, destruction or alteration of documentation or by preventing control or access to

information and documentation to the relevant bodies in order to prevent their transparency and verifiability;

- in the event of a repeat offense, becomes responsible with gross negligence for infringements relating to false or unfounded reports relating to violations of the Model or the Code of Ethics;

you. an employee who:

- fraudulently evades the provisions of the Model through behavior unequivocally aimed at committing one of the crimes included among those provided for in Legislative Decree 231/2001;
- in the event of a repeat offense, is maliciously liable for infringements relating to false or unfounded reports relating to violations of the Model or the Code of Ethics.

The Company cannot adopt any disciplinary measures against the employee without respecting the procedures set out in the CCNL applicable for the individual cases.

The principles of correlation and proportionality between the violation committed and the sanction imposed are guaranteed by compliance with the following criteria:

- imputability of the fact;
- seriousness of the violation committed;
- job, role, responsibility and autonomy of the employee;
- predictability of the event;
- possible recurrence;
- intentionality of the behavior or degree of negligence, imprudence or incompetence;
- overall behavior of the author of the violation, also with regard to the existence or otherwise of disciplinary precedents within the terms established by the applicable CCNL;
- other particular circumstances characterizing the violation.

The existence of a sanctioning system connected to failure to comply with the provisions of the Code of Ethics and the provisions contained in the Model and in the documentation that forms part of it, formally binding for all Recipients, must necessarily be brought to the attention of employees by posting place accessible to all pursuant to art. 7 of Law no. 300/1970.

## **5.2. Sanctions for subordinate workers with the qualification of managers**

Failure by managers to comply with the provisions of the Model and all the documentation that forms part of it, including the violation of the information obligations towards the Supervisory Body and control over the behavior of their collaborators, determines the application of the sanctions referred to in the relevant collective bargaining agreement, in compliance with the articles. 2106, 2118 and 2119 of the Civil Code, as well as art. 7 of Law 300/1970.

The verification of any violations, as well as inadequate supervision and failure to promptly inform the Supervisory Body, may lead to the precautionary suspension of workers with managerial qualifications from work performance, without prejudice to the manager's right to remuneration. .

In general, the following sanctions may be imposed on management personnel:

- to. suspension from work;
- b. early termination of the employment relationship.

In cases of serious violations, the Company may proceed with the termination of the employment contract without notice pursuant to and for the purposes of the art. 2119 of the Civil Code.

### **5.3. Sanctions for suppliers, intermediaries, *partners* salespeople, collaborators, consultants and other third parties**

Adherence to the Code of Ethics and the commitment to observe its behavioral rules, as applicable, as well as the commitment to abstain from conduct resulting in violation of these principles, are a necessary condition of *partnerships* and are referred to in specific contractual clauses.

In order to ensure effective compliance with the rules of conduct envisaged in the General Part of this Model and in the Code of Ethics also by third parties, in any capacity and in any form involved in the business activity, and therefore with the aim of preventing the commission of illicit behavior not only by its directors, employees, collaborators, but also by customers, suppliers and *partner* business, the Company has provided for the inclusion in its contracts of the so-called clauses of *compliance*, aimed at raising awareness and binding the other party to respect the principles established in said documents.

With these clauses, the third parties declare that they are aware of the behavioral rules adopted by the Company with reference to Legislative Decree 231/2001 and, as a result, that they are aware of the consequences of behavior contrary to the same and, more generally, to what provided for by the Decree, may have with regard to the contractual relationship (i.e. termination or withdrawal clauses in favor of the Company, with further reservation of request for compensation for damages).

### **5.4. Measures against Directors**

In the event of a confirmed violation of the provisions of the Model, including those of the documentation that forms part of it, by one or more Board Members, the Supervisory Body will promptly inform the Shareholders' Meeting, so that it can promote the consequent initiatives, in relation to the severity detected and in accordance with the provisions of the law and the statute.

### **5.5. Measures against Mayors**

In case of confirmed violation of the provisions of the Model, including those of the documentation that forms part of it, by one or more members of the Company's Board of Statutory Auditors, the SB will inform the Board of Directors, which will convene the Shareholders' Meeting, so that it can adopt the appropriate measures

measures consistent with the seriousness of the violation committed, in accordance with the provisions of the law and the statute.

### **5.6. Measures against top management**

In any case, even the violation of the specific obligation to supervise subordinates, weighing on top management, will result in the assumption by the Company of the sanctioning measures deemed most appropriate in relation, on the one hand, to the nature and seriousness of the violation committed and, on the other, to the qualification of the top management who commits the violation.

### **5.7. Disciplinary sanctions in case of violation of the provisions of Legislative Decree 24/2023 and of the Policy *Whistleblowing***

Without prejudice to further responsibilities established by law, the Company adopts disciplinary sanctions against:

- those who are responsible for any threat, form of retaliation, discriminatory action or behavior that is in any way harmful to the rights of the whistleblower (or anyone who collaborated in ascertaining the facts covered by a report) for reasons connected, directly or indirectly, to the report;
- those who are identified, following the outcome of the investigation, as the perpetrators of the reported conduct;
- those who violate the confidentiality obligations referred to in the Policy *Whistleblowing*;
- those who, although responsible for receiving the report, do not carry out verification and analysis activities on the reports received;
- employees of the Company who have made an unfounded report with malice or gross negligence or in any case by abusing the reporting system made available by the Company, such as reports that are merely opportunistic and/or made for the sole purpose of harming the reported person or other subjects.

The disciplinary measures, also having a dissuasive purpose, will be adequate and proportionate to the extent and seriousness of the illegal conduct ascertained.

Compliance with the provisions of the Policy *Whistleblowing* must be considered an essential part of the contractual obligations assumed by every third party who has relationships with the Company. Therefore, any violation of the aforementioned procedure may constitute contractual breach, with all legal consequences regarding the termination of the contract and the consequent compensation for resulting damages.

## 6. Dissemination of the Model and training

Italy Car Rent, aware of the importance that information and training aspects assume in a prevention perspective, has defined communication and training programs aimed at guaranteeing the disclosure to the Recipients of the main contents of the Decree and the obligations deriving from it, as well as the provisions of the Model.

With regard to the diffusion of the Model in the corporate context, Italy Car Rent has foreseen:

- a communication to all staff regarding the adoption of this Model and the Code of Ethics and the appointment of the Supervisory Body;
- sending the digital version of the Model and the Code of Ethics to all staff inviting them to read it;
- training activities aimed at disseminating knowledge of Legislative Decree 231/2001 and the provisions of the Model.

The training activity involves all existing staff, as well as all resources from time to time included in the company organisation.

The documentation relating to information and training activities is kept by the General Management Office in the person of **Caravello Alfonso** available for consultation by the Supervisory Body and anyone authorized to view it.

## **7. Adoption and updating of the Model**

The adoption of the Model is the responsibility of the Board of Directors of Italy Car Rent.

Subsequent modifications and/or additions of a substantial nature to this Model are therefore left to the competence of the Company's Board of Directors. These changes include those resulting from:

- significant violations of the Model's provisions;
- introduction of new cases in the catalog of predicate crimes referred to in Legislative Decree 231/2001;
- identification of new sensitive areas and processes instrumental/functional to the commission of the crime, connected to the performance of new activities by the Company or to variations in those previously identified;
- changes in the organizational structure resulting in consequences for the Model;
- identification of possible areas for improvement of the Model identified by the Supervisory Body following periodic verification activities.

In any case, substantial changes are those which affect the composition, duration of office and operation of the Supervisory Body, as well as the rules of the sanctioning system.