

DE CECCO

— Mugnai dal 1831 —



*231 Organisation*  
MODEL  
INFORMATION  
*Brochure*

This brochure briefly summarises the main contents of Italian Legislative Decree 231/2001 and the Organisation and Control Model of **F.lli De Cecco di Filippo Fara S. Martino Spa**

The fundamental objective of the 231 Model is to set, define and implement appropriate Ethical Reference Standards, which must guide the company's decision-making processes, contributing to

**"Spreading a Culture of Prevention of All Risks More Effectively".**

## Italian Legislative Decree 231/2001

### *What the law says*

Legislative Decree no. 231 of 8 June 2001 introduced the 'Administrative Liability' of Companies/Bodies into the Italian legal system; this means that, if a person within a Company (top management, employee, associate) commits certain offences (e.g. bribery, extortion, fraud against the State, etc.) in the Company's interests or to its benefit, the Company will also be liable in addition to the individual.

This liability is formally administrative, but essentially criminal. In fact, it arises from the commission of an offence and is ascertained in a criminal trial before an ordinary judicial authority, according to the rules of criminal procedure.

In the event of conviction, financial or disqualification penalties may be imposed on the Company. In practice, while for natural persons found criminally liable for an offence, prison and financial penalties apply, for entities/companies there are economic sanctions and

disqualifications (suspension/closure of business activities, revocation of authorisations, etc.).

However, the Decree has introduced a mechanism for exemption from liability and consequent sanctions, where the Company can prove:

- i) that it has adopted and effectively implemented, before the commission of the offence, an Organisation, Management and Control Model ("**231 Model**"), suitable for preventing the commission of offences of the kind that have occurred;
- ii) that it has entrusted the task of supervising the functioning of and compliance with the **231 Model** to a **Supervisory Body** with independent powers of initiative and control.

## De Cecco's CHOICE

**F.lli De Cecco di Filippo Fara S. Martino Spa** (also the "Company") – aware of the need to ensure conditions of fairness and transparency in the conduct of business activities, in order to protect its position and image, as well as the work of its employees - has decided to adopt a 231 Model, to raise awareness among all those who act in the name, or interests, of the Company, so that they are inspired by and behave in accordance with the law and principles of fairness, loyalty and transparency.

### *The "231 Model"*

The 231 Model is a system of principles, rules, tools and supervisory mechanisms that the Company adopts to monitor risks and prevent the commission of the offences provided for in Legislative Decree 231/01, to ensure that its activities are carried out in accordance with the law and to discover and eliminate any situations of risk in a timely manner.

## Offences under LEGISLATIVE DECREE 231/2001

Legislative Decree 231 provides for a very broad set of offences that were introduced at various times by the legislator and that we can summarise in the following macro-categories:

- Offences against the Public Administration (e.g. bribery, extortion, etc.);
- Cybercrimes and unlawful data processing (e.g. unauthorised access to information systems);
- Organised crime offences;
- Offences of counterfeiting money, public credit cards, revenue stamps and identifying instruments or marks;
- Offences against industry and trade;
- Corporate crimes (e.g. false corporate communications);
- Tax offences;
- Crimes for the purposes of terrorism or subversion of the democratic order;
- Market abuse offences;
- Offences against the individual (e.g. enslavement);
- Crimes against life and limb (e.g. female genital mutilation);
- Crimes manslaughter and serious or very serious negligent injury, committed in breach of accident prevention and workplace health and safety regulations;
- Offences of receiving stolen goods, money laundering and use of money, goods or assets of unlawful origin;
- Transnational crimes;
- Offences relating to infringement of copyright;
- Environmental crimes;
- Employment of foreigners without residence permits.

## The Structure of the MODEL PURSUANT to Legislative Decree 231/2001

### *1 - Contents of the Model*

- i) **General Part**, which, after providing a reminder of the general principles of Legislative Decree no. 231, illustrates the structural components of the 231 Model, with particular reference to the methodology used in drafting this document; the composition, duties and role of the Supervisory Body; staff training; the addressees and scope of application of the **Code of Ethics** and the **Disciplinary System**;
- ii) **Special Sections**, each dedicated to a specific category of offences that the Company has deemed it necessary to take into consideration, due to the characteristics of the activity carried out (relevant predicate offences).

### *2 - Documents that comprise the 231 Model*

The 231 Model becomes immediately operational as soon as it is approved and all employees of the Company, at any organisational level (both senior and non-managerial staff), are required to comply with its provisions. The Model also includes rules for managing relations with third parties (e.g. contractual clauses with suppliers and partners pursuant to Legislative Decree 231/01).

The Model includes, inter alia:

- the **Code of Ethics**, which sets out all the Company's rights, duties and responsibilities towards employees and third parties and establishes the relevant ethical standards and behavioural rules that guide the company's decision-making processes.

### 3 - Information and Training Programme

Information and training programmes are targeted, at different levels, at all employees of the Company and aim to provide practical guidance:

- that ensures compliance with the principles laid down at legislative level and at company level;
- the purpose of which is the prevention of offences.

Staff participation in training activities on the content of the Decree and the principles of the Model adopted by De Cecco is to be considered mandatory.

Every employee and associate of the Company must be aware of the existence of the Model and contribute, to the extent of their competence, to its effective implementation.

### 4 - Communication Activities

Having defined principles and rules, the **231 Model** must be communicated and shared with all its addressees, because only accurate information and understanding by all addressees of its contents can guarantee its effectiveness. For this reason, the Company has set up a comprehensive information disclosure system:

- 1) illustration of the main contents of the **231 Model** at the time of recruitment and/or establishment of the relationship;
- 2) publication of the documents making up the 231 Model on the home page in the dedicated section of the company website [www.dececco.com](http://www.dececco.com)
- 3) the provision of hard copies of the **231 Model** at the Personnel and Legal & Compliance Offices;
- 4) the inclusion, in contracts with third parties, of specific clauses reiterating the obligation to comply with the **231 Model**.

### 5 - Disciplinary System

When discussing the Disciplinary System in a company, it is always worth recalling the provisions of the Civil Code, which states that compliance with the provisions and rules of conduct established by the company is an "obligation" for employees. In fact, "the employer" must use the diligence required by the nature of the service required, the interests of the company and the higher interests of national production.

Any breach of the rules and provisions of the **231 Model** may trigger the application of disciplinary sanctions, regardless of the establishment and/or outcome of any criminal proceedings brought by the judicial authorities and concerning the same conduct; such sanctions are applicable to all employees, executives, members of the Board of Directors and Board of Statutory Auditors, as well as to business partners, consultants and associates.

### 6 - Supervisory Body

The Supervisory Body is appointed by the Board of Directors and is composed of experienced professionals.

The Supervisory Body must have unrestricted access to all company documentation and the opportunity of acquiring relevant data and information from the responsible parties.

In particular:

- it may rely, in the performance of its tasks, on the cooperation of the Internal Audit Office for the performance of verification/supervision activities;
- it has a budget determined by the Board of Directors adequate to cover the expenses necessary to perform its functions.

#### 1) Powers & Responsibilities.

The Supervisory Body has independent powers of initiative:

- supervision of the functioning of the **231 Model**;

- verification of compliance with the **231 Model**;
- verification of the updating of the **231 Model**.

#### 2) Information flows for the proper functioning of the SB.

The Supervisory Body must be the recipient of specific information flows sent by the competent internal structures of the Company concerning prevention and monitoring activities connected with the **231 Model**.

#### 3) Freedom of access to information.

In order to be able to perform its tasks to the full, the Supervisory Body:

- is granted unrestricted access to all Company departments, with no need for prior notice or consent, in order to obtain any necessary information;
- may interview persons able to provide useful indications or information on the subject of its supervisory and control activities;
- may request any information useful for the performance of its tasks from the Company's management/strategic oversight/control bodies.

### 7 - Reporting

All addressees of the **231 Model** are called upon to contribute to its effective implementation to prevent the commission of offences also by reporting potential breaches of the **231 Model** to the Supervisory Body.

Reports may be sent to the Supervisory Body:

- by post to the Supervisory Body - Via F. De Cecco, snc, 66015 Fara S. Martino (CH);
- by e-mail to: [organismodivigilanza@dececco.it](mailto:organismodivigilanza@dececco.it)

The Supervisory Body keeps the identity of whistleblowers confidential. They are protected against any form of discrimination, penalisation and retaliation. The Supervisory Body also takes into consideration anonymous reports containing facts relating to the effectiveness of

the **231 Model** and whose content is not generic, confusing and/or clearly defamatory.

### 8 - Whistleblowing Policy

De Cecco, in compliance with the regulations in force, has adopted a whistleblowing system that guarantees the Company's employees, associates, managers, directors, auditors, customers, etc. the possibility of reporting unlawful conduct based on precise and consistent factual elements, or infringements of the organisation and management model adopted by the Company that may harm the organisation, users, shareholders or other stakeholders.

The system allows a report to be sent, also anonymously, to the Supervisory Body, which will assess its content and arrange for any necessary investigations.

In addition to the traditional channels of communication, the Company also makes a 'Whistleblowing Portal' available to all recipients. It can be accessed by Whistleblowers at the following dedicated web address

[https://www.dececco.com/it\\_it/whistleblowing/](https://www.dececco.com/it_it/whistleblowing/)  
The Company ensures whistleblowers are protected from any act of retaliation or discrimination by protecting their personal identity.

### 9 - Requests for Information

Any requests for clarification, information or further details on Legislative Decree 231/01 and/or the **231 Model** can be addressed to the De Cecco Legal and Corporate Affairs & Compliance Department, at the Registered Office in Pescara, Via Misticoni 5, tel. 085.454861.

The 231 Model - F.lli De Cecco di Filippo Fara S. Martino Spa

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*[www.dececco.com](http://www.dececco.com)*