



Organisation, Management and Control Model

Document in compliancy with the Italian Decree D.Lgs. n. 231/2001

GRUBER LOGISTICS SPA

2024



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MODEL STRUCTURE

Gruber Logistics Spa's Organisation, Management and Control Model shall be concise and user friendly, in order to be concretely applied in the company's business.

The document consists of the following parts:

- I - GENERAL PART
- II - COMPANY STRUCTURE
- III - SPECIAL PART
- IV - PENALTIES
- V - CODE OF ETHICS AND CONDUCT

The GENERAL PART outlines the regulations provided for by Italian Legislative Decree 231/01, the methodological approach for adopting the Model, the criteria for updating, the criteria for promotion and in-company training on the Model.

The section COMPANY STRUCTURE provides an overview of Gruber Logistics Spa's corporate structure, the Gruber Group, the management system in place and the legality controls governing the company's business.

The SPECIAL PART contains the description of only those offences deemed relevant to Gruber Logistics Spa and details the Preventive Protocols adopted for each category of offences.

The SUPERVISORY BOARD section contains the description of the Supervisory Board of Gruber Logistics Spa, including its powers, the mandatory and optional information flows between the corporate functions and the Supervisory Board as well as between the Supervisory Board and the company's management and control bodies.

The PENALTIES section outlines the sanctions and their application procedure provided for to ensure compliance with the adopted Organisational Model.



SECTION I - GENERAL PART

General aspects

With the entry into force of Italian Legislative Decree No. 231 of 8 June 2001 (hereinafter referred to as “Legislative Decree 231/01” or the “Decree”), Italian legislation on corporate liability was brought into line with the provisions of certain international conventions ratified by Italy.

Accordingly, a complex system of sanctions was established to address administrative liability of entities, including companies, associations and consortia, arising from the commission or attempted commission of certain offences, exhaustively listed in the Decree, by members of the company’s top management (hereinafter “Top Management”) or those subject to the Top Management’s control or supervision (hereinafter “Subordinates”), in the interest or to the benefit of the entity.

Administrative corporate liability arises when Top Management or a Subordinate, within the corporate structure, commits any of the predicate offences set forth in Italian Legislative Decree 231/01 either in the interest or to the advantage of the entity.

“Top Management” shall mean all individuals who hold a representation, administration or management position within the entity or one of its divisions with financial and functional autonomy, or who exercise, even de facto, the management and control of the entity.

“Subordinates” shall mean not only employees, but also the entity’s staff, including external collaborators. The administrative corporate liability is independent of the criminal liability of the natural person who materially committed the offence. Thus, it can still apply even if the individual responsible cannot be charged, is not identified, or if the offence is beyond the statute of limitations.

Organisational model

Italian Legislative Decree 231/01 provides, as the only form of exemption from corporate liability, the adoption and effective implementation, prior to the commission of the offence, of organisational and management models suitable for preventing offences of the kind committed.

For these purposes, pursuant to section 6 of the Decree, such Model shall:

- be adopted and effectively implemented before the commission of the offence;
- be suitable for preventing offences of the kind that have occurred;
- be structured in such a way that criminal conduct may occur only by fraudulently circumventing a company protocol;
- provide for an autonomous Supervisory Board vested with power of initiative, control and sanctioning of non-compliant conduct, which shall supervise the operation of and compliance with the adopted Model, and report any need for updating - in smaller companies these tasks may be entrusted to the board of directors;
- introduce a disciplinary system to sanction non-compliance with the measures defined in the model;



→ provide for an in-house whistleblowing system through:

- a) one or more channels, which guarantee the confidentiality of the whistleblower's identity;
- b) at least one alternative reporting channel which ensures, by electronic means, the confidentiality of the whistleblower's identity;
- c) the prohibition of retaliatory or discriminatory acts against the whistleblower;
- d) appropriate sanctions against those who violate the whistleblower protection measures, or who maliciously or grossly negligently make reports that turn out to be unfounded.

Predicate offences

The list of predicate offences set forth in sections 24 to 25 unquiesces of Italian Legislative Decree 231/01 is constantly updated and currently comprises more than 150 different cases.

Such list includes the following groups of offences:

1. **Misappropriation of funds, fraud against the State or a public body or for obtaining public funds and computer fraud against the State or a public body** (section 24, Italian Legislative Decree No. 231/2001).
2. **Cybercrimes and unlawful data processing** (section 24-bis, Italian Legislative Decree No. 231/2001) [section added by Law No. 48/2008].
3. **Organised crime** (section 24-ter, Italian Legislative Decree No. 231/2001) [section added by Law No. 49/2009].
4. **Embezzlement, extortion, undue inducement to give or promise benefits and bribery** (section 25, Italian Legislative Decree No. 231/2001) [section amended by Law No. 190/2012].
5. **Forgery of money, public credit cards, revenue stamps and distinctive signs or trademarks** (section 25-bis, Italian Legislative Decree no. 231/2001) [section added by Italian Legislative Decree No. 350/2001, converted with amendments by Law No. 409/2001; amended by Law. No. 99/2009].
6. **Crimes against industry and trade** (section 25-bis.1, Italian Legislative Decree No. 231/2001) [section added by Law No. 99/2009].
7. **Corporate crimes** (section 25-ter, Italian Legislative Decree No. 231/2001) [section added by Italian Legislative Decree No. 61/2002, amended by Law No. 190/2012].
8. **Crimes for the purpose of terrorism or subversion of the democratic order provided for by the Italian Criminal Code and special laws** (section 25-quater, Italian Legislative Decree No. 231/2001) [section added by Law No. 7/2003].
9. **Female genital mutilation practices** (section 583-bis of Italian Criminal Code) (section 25-quater.1, Italian Legislative Decree No. 231/2001) [section added by Law No. 7/2006].
10. **Crimes against the individual** (section 25-quinquies, Italian Legislative Decree No. 231/2001) [section added by Law No. 228/2003].
11. **Market abuse** (section 25-sexies, Italian Legislative Decree No. 231/2001) [section added by Law No. 62/2005].
12. **Other market abuse offences** (section 187-quinquies of Italian Law on Finance) [section amended by Italian Legislative Decree No. 107/2018].



13. **Manslaughter, serious bodily harm and grievous bodily harm committed in breach of accident prevention and the health and safety protection at work regulations** (section 25-septies, Italian Legislative Decree No. 231/2001) [section added by Law No. 123/2007].
14. **Receiving, laundering and use of money, goods or assets of unlawful origin, including self-laundering** (section 25-octies, Italian Legislative Decree No. 231/2001) [section added by Italian Legislative Decree No. 231/2007; amended by Law No. 186/2014].
15. **Offences relating to non-cash means of payment** (section 25g1) [section added by Italian Legislative Decree 184/2021].
16. **Copyright violation crimes** (section 25-novies, Italian Legislative Decree No. 231/2001) [section added by Law No. 99/2009].
17. **Inducement not to make statements or to make false statements to the judicial authorities** (section 25-decies, Italian Legislative Decree No. 231/2001) [section added by Law No. 116/2009].
18. **Environmental offences** (section 25-undecies, Italian Legislative Decree No. 231/2001) [section added by Italian Legislative Decree No. 121/2011 and amended by Law No. 68 of 22/05/2015 laying down "Provisions on environmental offences" and in force since 29 May 2015].
19. **Employment of third country nationals without valid residence permits** (section 25-duodecies, Italian Legislative Decree No. 231/2001) [section added by Italian Legislative Decree No. 109/2012].
20. **Transnational offences** (Law No. 146/2006) [The following offences constitute grounds for the administrative corporate liability if committed transnationally].
21. **Racism and xenophobia** (section 25-terdecies Italian Legislative Decree 231/01) [section added by Law no. 167 of 20 November 2017].
22. **Sporting fraud offences, unauthorised exercise of gambling and betting activities by means of prohibited devices** (section 25-quaterdecies Italian Legislative Decree 231/01).
23. **Tax offences** (section 25-quinquiesdecies Italian Legislative Decree 231/01).
24. **Smuggling** (section 25-sexiesdecies Italian Legislative Decree 231/01).
25. **Crimes against cultural heritage** (Art. 25-septiesdecies Italian Legislative Decree 231/01).
26. **Laundering of cultural goods and devastation and looting of cultural and landscape assets** (section 25-duodicies Italian Legislative Decree 231/01).
27. **Liability of entities operating in the virgin olive oil sector for administrative offences** (section 12, Law No. 9/2013).

With reference to the offences listed in Italian Legislative Decree 231/01 and subsequent supplements thereto, only some are concretely susceptible of being committed within the scope of Gruber Logistics Spa's business activities. Hence, only with reference to those cases the Model will have to address its special preventive effectiveness.

Sanctions

According to the Italian Legislative Decree 231/01 either pecuniary fines or restraining measures apply.

Pecuniary penalties are imposed by the criminal court, in 'tranches' with a minimum of 100 and a maximum of 1,000 tranches.

The value of a tranche ranges from EUR 258 to EUR 1,549 and can be reduced by up to EUR 103. However, the actual penalty imposed can never be less than EUR 10,329.



Restraining measures may also apply as a precautionary measure and entail:

- prohibition on conducting the company's business;
- suspension or revocation of authorisations, licences or permits functional to the commission of the offence;
- prohibition on contracting with the Public Administration;
- denial of financing, contributions or financial facilities or subsidies and revocation of any such financing, contributions or financial facilities already granted;
- prohibition on advertising goods or services.

When restraining measures are imposed, criminal courts may additionally order that a judgement is published in one or more newspapers, either in full or in part, at the entity's expense.

However, these restraining measures may be avoided if, before the first instance hearing, the entity has either remedied the consequences of the offence or has:

- a) compensated in full for the damage and eliminated the harmful or dangerous consequences of the offence or took steps to do so;
- b) adopted and implemented an organisational model capable of preventing offences of the kind that have occurred;
- c) made available the profit achieved.

Upon conviction, **confiscation** of the proceeds or profit of the offence is always ordered. When it is not possible to execute confiscation on assets directly representing the proceeds or profit, then sums of money, assets or other valuables of equivalent value to those proceeds or profit will be subject to confiscation.

Although the Decree does not expressly provide for it, the Italian Supreme Court admits the possibility of **preventive seizure for confiscation purposes** of the assets of the entity which represent the proceeds or profit of the offence or their monetary equivalent.

However, the profit of criminal offences not included in the list of predicate offences cannot be subject to preventive seizure or confiscation. The same applies to profits deriving from conduct prior to the entry into force of the provision that constitutes a predicate offence. Hence, the time of the commission of the offence is relevant, not the time of receiving the profit.

Corporate changes

Italian Legislative Decree 231/01 provides for the corporate financial liability for sanctions imposed when the entity is subsequently subject to a transformation, merger, demerger or transfer of business.

In the event of **transformation**, the transformed entity remains liable also for offences committed before the transformation took effect.

In the event of a **merger**, including by incorporation, the merged entity is also liable for the offences for which the merging entities were administratively liable.



In the case of a partial demerger, the demerged company remains liable for offences committed before the demerger took effect. The entities benefiting from the demerger become jointly and severally liable for the payment of fines imposed on the demerged entity, up to the actual value of the net assets transferred.

In the event of the sale and transfer of a business, Italian Legislative Decree 231/01 provides for the joint and several liability of the transferee and transferor for the financial penalties imposed in relation to offences committed within the transferred business, within the limit of the value transferred and the penalties resulting from bookkeeping, or the penalties due to offences of which the transferee was in any case aware. However, the right to enforce prior payment by the transferring entity shall not be affected.

Liability under Italian Legislative Decree 231/2001 in groups of companies

The Decree does not provide for groups of companies.

However, the **Confindustria Guidelines**, which this Organisational Model is based on, do consider this scenario.

A “group of companies” shall mean a collection of corporations that are formally and legally autonomous and independent of each other, but subject to the same financial management. The “group” represents a complex economic unit formed by several entities, legally independent, but subject to a “**common source of control**”, due to the existence of a single general interest that transcends the specific interests of the individual company. In practice, there is a single entity to which the institutional economic interests belong and an economic entity (the parent company) that exercises power of control and direction over the individual subsidiary corporations belonging to the group.

The administrative liability of a group’s subsidiary entities under Italian Legislative Decree 231/2001 is linked to the concept of “**group interest**”.

The group interest is the interest of several companies. It includes, on the one hand, the interest of the company directly benefitting from the decision taken at group level, and on the other hand, the interest of the parent company in the prospect of a profit participation. The group interest also exists when subsidiary directors, following directives from the parent company, adopt a resolution or undertake a transaction that is objectively disadvantageous to the subsidiary but advantageous to the parent company.

However, such conduct may not give rise to the director’s liability, if the relationship between the two companies includes mechanisms for compensating the damage incurred.

Decisions made by companies subject to management and control by a parent company, when influenced by such management and control, shall be well-founded and include clear explanations of the reasons and interests that guided the decision. A review of the existence of the group interest should be possible, so as to exclude the existence of an interest only of the parent company or of another group company. Hence, if, the existence of the group interest is established, the provision set forth in section 2497 (1) (last



paragraph) of Italian Civil Code shall apply. Accordingly, the parent company's liability for the infringement of the rights of the shareholders or creditors of the subsidiary is excluded when no damage is caused in the light of the overall outcome of the management and control activities or when the damage is fully eliminated through specific remedial actions.

This provision applies alongside the criminal provision set forth in section 2634 of the Italian Civil Code. According to the above section's first paragraph, a director shall be punished who, having an interest in conflict with that of the company, in order to procure for himself or others an unfair profit or other advantage, engages in acts of disposal of the company's assets by intentionally causing financial damage to the company. However, according to the third paragraph, the profit of the subsidiary or the group is not considered unfair if it is offset by advantages obtained or reasonably foreseeable, deriving from the group relationship or participation.

Starting from the concept of group interest, which is the basis for the assertion of the extension and transition of "top-down" or "bottom-up" liability in a group of companies, it is necessary to determine whether the subsidiary can be held liable (alongside its parent company) for an alleged offence committed by an individual "connected" with and "integrated" in the parent company and its operating context. Alternatively, it must be assessed whether liability can be extended to the parent company of a subsidiary for an offence committed within the operational or production context of a subsidiary, if the individual involved is "connected" with and "integrated" in that subsidiary.

While top-down liability is hardly conceivable, the broadening of bottom-up liability seems different.

Indeed, the solution to the above issue is set out in the decision of the Supreme Court of 20 June 2011, no. 24583, which defined the principle's applicability, stating that *"a general reference to the group is not sufficient to establish the parent company's liability under Italian Legislative Decree 231/2001"*: There must be a direct and immediate interest for liability to be established; hence, the mere exercise of management and control activities by one company over another is not enough for both to be held liable under Italian Legislative Decree 231. The parent company or other group companies may be held liable, pursuant to Italian Legislative Decree 231/2001, for the offence committed within another group company, alongside the individual acting on behalf of the holding companies and/or the other group companies (usually, top management by law, but also on a de facto basis), pursuing the interest of the latter, since any generic reference to the group is not being sufficient to establish the liability of the parent company.

In order to manage such issue and recognise the absolving effect of the organisational model of groups of companies, Confindustria Guidelines suggest:

1. the adoption of a model for each group company;
2. a supervisory body for each group company;
3. the attribution of top management functions to different persons;
4. the parent company's guidance and support in the adoption of the model and the internal auditing on the subsidiaries.



Corporate liability for offences committed abroad - transnational offences

Under the Decree, entities with registered office (i.e. the location where administrative and management activities are carried out) in Italy are also liable for offences committed abroad by their top management or subordinates in the interest or to the advantage of the Italian entity, provided that the country where the offence was committed is not taking legal action against the entity.

This provision applies to offences committed entirely abroad and to any Italian entity incorporated abroad under domestic law but with its place of administration or primary business activities in Italy (e.g. subsidiaries with registered office abroad).

Gruber Logistics Spa's decision

In alignment with the provisions set forth in Decree 231/01 and the aim of fostering legal and responsible business practices, as well as to proactively prevent unlawful conduct as outlined in the Decree, Gruber Logistics Spa has decided to adopt an organisation, management and control model, which gathers and integrates the preventive protocols, guidelines and procedures currently in place at the company for managing processes that are potentially at risk of offence ensuring compliance with the regulations established by the Decree.

The decision of Gruber Logistics Spa shall be considered as a business principle, in Italy and abroad, and provides for the adoption, promotion and observance of this Model in each Italian branch. Additionally, it requires each foreign subsidiary or affiliate to adopt a similar document, compliant with the regulations of the respective EU Member States and any specific local provisions that apply.

This "Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/2001", in accordance with the provisions set out in the **Confindustria** Guidelines and the guidelines set out in **Circular 83607/2012 of the Guardia di Finanza**, is adopted in order to reflect the organisational structure of the company and its main business, the "preventive objective mapping" of the internal divisions exposed to the risk of the commission of alleged offences, the "preventive protocols" or countermeasures used to prevent offences in relation to the specific corporate structure and typical interests, as well as an adequate "disciplinary system" aimed at punishing the violation of the rules of the Model.

Moreover, also the "Code of Ethics and Conduct" is considered an integral part of the Model. Although it is a standalone document, it is fully integrated into the system and outlines the core principles and values that the company upholds and expects all stakeholders to follow.

Gruber Logistics Spa's "Code of Ethics and Conduct" is specific and directly applicable, as it provides ethical and legal guidelines for daily business. These rules complement the operational procedures and help prevent offences that cannot be effectively controlled through formal oversight alone.

The adoption of the "Code of Ethics and Conduct" also represents Gruber Logistics Spa's unconditional commitment to legal compliance.



SECTION II - COMPANY STRUCTURE

General Information

Gruber Logistics Spa is a sole shareholder corporation limited by shares with registered office in ORA (BZ), Via Nazionale no. 25, tax code and VAT number 00520690215.

The company has been established and active since 1978 and is registered at Bolzano Chamber of Commerce under REA no. - BZ - 84717.

The company operates in the financial markets and has correctly applied for and obtained [LEI Code no. 8156008B3932C6AF4A03](#).

The company's website is www.gruber-logistics.com

The company's e-mail address is info@gruber-logistics.com.

The company's certified e-mail address, valid for notification purposes, is info@pec.gruber-logistics.com

The company operates as a national and international freight forwarder and carrier on behalf of third parties, by any means of locomotion, by land, sea and air, and also provides all transport-related services and activities (logistics, warehousing, consultancy for the movement of means of transport and for exceptional transports).

Gruber Logistics Spa is at the head of the Gruber Logistics International Group, which was established in 2020 and on the date of updating this Organisational Model and groups together 13 other foreign companies based in Europe or non-European countries.

In addition to its head office in Ora (BZ), Gruber Logistics Spa has other 12 branch offices and local units in Italy, including operating subsidiaries, service centres and customs operations agencies. [The latest version of the group organisational chart](#) is attached to this document.

Organizational principles

In providing for the organisation of the corporate, administrative, control, operational and support structure, Gruber Logistics Spa has based its actions on the pursuit of the following objectives and principles.

Structure. The organisation has functions with clear and pre-defined roles, to which specific tasks are assigned. The organisational structure of the holding company is reflected in all group companies.



Segregation and separation of duties. Duties are distributed according to criteria inspired by rationality and coherence, also in such a way as to guarantee their segregation, so that no individual can autonomously conduct an entire process. At all times and for each business activity, it shall be possible to assign a specific responsibility to each function.

Process traceability. The traceability of process management is ensured through correct and transparent documentation of activities as well as through proper archiving of the same.

Transparency and correspondence of roles and functions. The functions and roles resulting from the [company organisational charts](#), as well as the hierarchies expressed therein, correspond to the functions and roles actually held and performed by each individual. The organisational structure is made available to the entire business community, so that the respective tasks and responsibilities are always known.

Competence. Each employee of the structure is assigned duties and tasks on the basis of proven professional competence and is allocated the structural and/or economic resources necessary for the proper performance of the function.

Responsibility. Employees who participate at any level in the organisation take personal responsibility for their actions, provided that the functions assigned to them are appropriate to their skills and that the resources available to them are sufficient to operate.

Process transversality. Decision-making processes and activities involving medium or high risk are organised in procedures involving several corporate functions or are assigned to the responsibility of boards and committees.

Control. Any business activity that represents a risk to the company shall be subject to control by an independent party other than the one who initiated it. The level of control applied should be proportionate to the level of risk associated with the activity. The control function must never overlap with the decision-making or operational functions related to the same activity. The different control functions are coordinated and organised to prevent overlapping and ensure efficiency.

Uniformity of the Organisational Model. For coordination purposes of the management activities of the parent company and of the affiliated and associated companies, Gruber Logistics Spa's organisational model is replicated at every level in every other company, also abroad.

Sharing the Organisational Model. In order to spread as much as possible the culture of legality, even within its own group of companies, Gruber Logistics Spa expects each company of the group to comply with the organisation of Gruber Logistics Spa by respecting the guidelines and precepts of this Organisation, Management and Control Model, as well as the Code of Ethics and Conduct. Hence, each company shall adopt, in compliance with the particular legislation of each Member State or non-European State in which it operates, its own organisational model suitable to guarantee an ethical action and respect for the precepts of the law.

In accordance with the above principles and objectives, the company is structured and organised as follows.



Management and control of the company

Gruber Logistics Spa is a corporation limited by shares, subject to the management and control of its sole shareholder, Gruber Invest Srl.

The share capital of EUR 2,000,000.00 is divided into 4,000 ordinary shares of EUR 500 each and is fully resolved, subscribed and paid up.

Gruber Logistics Spa has a traditional management system, with a board of directors.

The board of directors is currently composed as follows:

1. Chairman of the Board of Directors and legal representative;
2. Plenipotentiary Managing Director;
3. Plenipotentiary Managing Director;
4. Plenipotentiary Managing Director, qualified as the company's **Employer** and **Guarantor for environmental protection**, with full spending power in these matters and vested with the power to delegate and sub-delegate, also vested with specific powers as per the resolution of the BoD of 20 September 2019;
5. Director.

Corporate control is entrusted to a Board of Statutory Auditors consisting of three effective members and two alternates.

The statutory audit mandate is entrusted to PwC SpA.

In the management process of the company, the Board of Directors is assisted by 3 proxies, who are also vested with representation powers of the company, for the purpose of exercising the functions and related powers. The powers of attorney granted to them are all in writing and they assign to the identified function all the powers necessary to perform the task. The powers of attorney are expressly accepted by the attorney; they have a certain date; they are duly published by notification to the competent Chamber of Commerce.

The operational management of the group and the parent company is entrusted by the Board of Directors to a complex corporate hierarchical system with the Management Board at the top.

The Management Board coordinates the activities of the Business Units (BU) and the Italian or international branches.

The Management Board also coordinates the activities of the Group Staff, which provides all BUs and Italian and, to some extent, international branches with shared management services.

At the head of each Branch is a Branch Manager, who reports directly to the Management Board and coordinates a series of functions, individuals and activities, hierarchically subordinated to him.



The company's activity is differentiated by type of services rendered to the public and is divided into 6 different Business Units:

- **LOX** = integrated logistics services
- **FTL** = full truck load
- **LTL** = less than truck load
- **XTL** = heavy loads and special transports
- **PAO** = project cargo, air and ocean
- **RAL** = industrial relocations

The management and support cycles of the business units are identified in the following main activities:

- Finance & Administration;
- Human Resources;
- Controlling;
- Executive Assistance;
- Executive Support;
- Sales & Business Development.

Gruber Logistics Spa also provides administrative and support services to the group's companies and subsidiaries.

Within the BU of the parent company, a group contact person is always identified, to whom control over the decentralised entity is attributed.

System of internal and group controls

Gruber Logistics Spa's internal control system is entrusted to the Board of Statutory Auditors and the auditing firm KPMG Spa, as well as to the processes supervised by the other support functions summarised in this Organisational Model, the management and all other components of the corporate structure.

The Transport, Logistics and Communication services as well as the Services provided by Gruber Logistics Spa are certified by TÜV Italia Srl for the [Environmental Management System \(EMS\)](#) and the [Quality Management System \(QMS\)](#).

The purpose of internal controls is to ensure:

- effectiveness and efficiency of activities;
- safeguarding public and consumer health and safety;
- reliability of information and accounting/financial – production/energy reporting;
- compliance with current legislation;
- safeguarding the company's assets;
- safeguarding the health and safety of personnel;
- environmental protection.



SECTION III - SPECIAL PART

Introduction

Based on the [risk mapping](#) carried out and attached hereto, the cases relevant to the company's business activities have been categorised into concrete, abstract or irrelevant risk, depending on their relevance to the Company's business.

This special section outlines the offences identified as posing a concrete and abstract risk, therefore potentially verifiable, though with varying degrees of probability. Moreover, it also details the preventive protocols implemented by the Company to address these risks.

The groups of offences that are considered relevant to Gruber Logistics Spa's model are the following:

1. [Offences committed in relations with the Public Administration](#)
2. Cyber crimes
3. Crimes against industry and trade
4. Corporate crimes
5. Crimes against the individual
6. Manslaughter, serious bodily harm and grievous bodily harm committed in breach of accident prevention regulations
7. Receiving, laundering and reuse of criminal assets as well as self-laundering
8. Offences relating to non-cash means of payment
9. Crimes against the judicial authorities
10. Environmental offences
11. Employment of third country nationals without valid residence permits
12. Tax offences
13. Smuggling
14. Crimes against the cultural heritage

SECTION IV- PENALTIES

General principles

The introduction of an adequate disciplinary system capable of penalising non-compliance with the measures indicated in the Model is an essential requirement for the full effectiveness of the Model.

The application of disciplinary sanctions is irrespective of the criminal or civil relevance of the conduct, as well as of the commencement of any actions or proceedings by the Judicial Authority against the person



responsible for the violation. The application of sanctions depends directly on the failure to comply with the Model and/or the Code of Ethics and Conduct, regardless of whether any other consequence has resulted.

Hence, this disciplinary system complements the provisions of the applicable Italian bargaining agreement for employment relationships at Gruber Logistics Spa, without prejudice to any procedural guarantees provided for by the bargaining agreement and the Workers' Statute.

The Supervisory Board oversees the compliance of the sanctions system with the requirements of Italian Legislative Decree 231/01 and shall be informed of the types of sanctions imposed and the circumstances underlying them.

The investigation of violations, the management of disciplinary proceedings and the imposition of sanctions are the responsibility of the designated and delegated corporate functions.

General criteria for the imposition of sanctions

Disciplinary sanctions may be applied in the event of violations of:

- the rules of conduct contained in the protocols provided for by the Model and/or the Code of Ethics and Conduct;
- company procedures that enable the transparency and traceability of the Company's activities, i.e. relating to the documentation, storage and control of acts relating to company procedures;
- any control system put in place by means of removal, destruction, alteration of the documentation required by the Model's procedures or by preventing control or access to information and documentation by the persons in charge, including the Supervisory Board;
- the provisions on signatory powers and the system of delegated powers;
- by hierarchical supervisors on the conduct of their subordinates on the correct and effective application of the principles contained in the procedures laid down in the Model.

In such cases, the type and extent of sanctions to be imposed will be proportionate to the following general criteria:

- a) seriousness of non-compliance;
- b) level of hierarchical responsibility;
- c) subjective element of conduct;
- d) relevance of the breached obligations;
- e) consequences for the company;
- f) any concurrence of other parties.



Addressees

Employees, directors and auditors, suppliers and staff as well as all those having any contractual relation with the Company are subject to the disciplinary system.

Gruber Logistics Spa applies different sanctions depending on the subjective quality of the perpetrators of the breach of the organisational model, according to the following system.

Sanctions for employees

As far as employees are concerned, their conduct in violation of the rules of conduct provided for in the Code of Ethics and Conduct and the Model is considered a breach of the primary obligations of the employment relationship and constitutes a disciplinary offence as provided for by the Italian collective bargaining agreement and any applicable supplementary company agreements.

The sanctions that may be imposed are the same as those provided for in the relevant Italian bargaining agreement:

- verbal reprimand
- written reprimand
- fine not exceeding three hours of pay
- suspension from work and from pay up to a maximum of three days
- dismissal with notice
- dismissal without notice.

The adoption of sanctions follows the application of the sector procedures in force (section 7 of the Workers' Statute), with full guarantee of the employee's right of defence, and is the responsibility of the person holding the disciplinary power.

With reference to the applicable sanctions, Gruber Logistics Spa:

1. shall apply precautionary disciplinary measures to any employee who violates internal procedures or behaves in a manner inconsistent with the rules of the Model or the principles of the Code of Ethics and Conduct, since such conduct is considered a non-compliance with the orders given by the Company;
2. The termination disciplinary measures will be applied to all employees who:
 - adopt, when carrying out activities in the risk areas, non-compliant conduct with regard to the provisions of the Model and the Code of Ethics and Conduct which is unequivocally aimed at committing an offence under the Italian Legislative Decree No. 231/01, since such conduct constitutes a serious disciplinary offence, such as to fundamentally undermine the Company's trust in the employee;
 - adopt, when carrying out activities in the risk areas, conduct in violation of the provisions of the Model and of the Code of Ethics and Conduct, such as to determine the concrete application against the Company of the measures provided for by Italian Legislative Decree 231/01, since such conduct has



to be recognised as an act that causes serious harm to the Company, such as not to allow the continuation of the relationship, even temporarily.

Compliance with the disciplinary system will be monitored by the Supervisory Board and HR.

Sanctions for managers

In cases where managers violate the general principles of the Model or the rules of conduct set forth by the Code of Ethics and Conduct and the corporate procedures committed by managers, in consideration of the special fiduciary relationship with the Board of Directors and/or the Managing Director who appointed them, the disciplinary power and the task of instituting disciplinary proceedings shall be determined by the Board of Directors and/or the Department delegated by it.

The disciplinary measures that may be imposed are those provided for in the applicable Italian bargaining agreement.

The adoption of sanctions against managers follows the principles outlined above.

Sanctions against directors and auditors

In the event of violation of the laws in force, the Organisational Model or the Code of Ethics and Conduct by one or more members of the Board of Directors of the Company, or of the Board of Statutory Auditors, the Supervisory Board, in agreement with the other management or supervisory body not involved, shall be called upon to institute the disciplinary proceedings in order to take the appropriate initiatives pursuant to the law and the Articles of Association, involving, where necessary, the Shareholders' Meeting, which shall be responsible for any revocation of the mandate.

Sanctions to protect the reporting system - Whistleblowing

In order to ensure the effective and correct implementation of the reporting system, the Company has provided for specific sanctions in case of:

- violation of the prohibition of retaliatory or discriminatory acts against the whistleblower, for reporting related reasons, shall be punished with the sanction provided for by the type of perpetrator (managers or employees) and the underlying legal relationship, laid down in the applicable Italian bargaining agreement, related to the seriousness of the fact and excluding sanctions of mere warning (verbal or written reprimand);
- violation of the measures to protect the whistleblower's confidentiality is punished with the application of the sanctions provided for by type of perpetrator (managers or employees) and underlying legal relationship provided for in the applicable Italian bargaining agreement, with the exclusion of the oral reprimand;
- the report resulting in the opening of disciplinary proceedings against a third party,
- carried out with wilful misconduct or gross negligence and which proves to be unfounded, in view of the manifest seriousness and intentionality of the action, shall be punished by the application of the



pecuniary sanctions provided for the type of perpetrator (managers or employees) and the underlying legal relationship, provided for in the applicable Italian bargaining agreement.

The application of the envisaged disciplinary sanctions shall be without prejudice to any right of action of the persons subject to such violations, in any appropriate instance against any person who violates the prohibitions and protections envisaged.

The adoption of discriminatory measures against the whistleblower may be reported to the Italian Labour Inspectorate for measures within its competence either by the whistleblower who has been the victim or by the trade union association to which he/she belongs.

In order to protect the whistle-blower, who is subjected to retaliatory or discriminatory acts carried out against him/her by the Company, through the adoption of disciplinary and/or organisational measures, shall be sanctioned by nullity:

- the retaliatory or discriminatory dismissal of an employee who reports unlawful conduct or conduct that does not comply with the Company's organisational model;
- any other change measure concerning the duties pursuant to section 2103 of Italian Civil Code or any other organisational measure that is retaliatory or discriminatory against a whistleblower.

Sanctions against suppliers and business partners

Wherever possible, a prerequisite for entering into contracts with the Company, particularly for the supply of goods and services, is the third-party contractor's commitment to comply with the General Terms and Conditions in which specific reference is made to the Organisational Model and the Code of Ethics and Conduct. Such contracts shall include, where possible, termination clauses or withdrawal rights in favour of the Company, without any penalty, in the event of the commission of offences or conduct aimed at committing them, or in the event of violation of the rules of the Company's Code of Ethics and Conduct.

However, the commission of predicate offences or conduct in breach of the Code of Ethics and Conduct will be considered as cause for termination of the contract pursuant to section 1453 of the Italian Civil Code.

The Company reserves the right to take legal action for damages in all appropriate courts.

Sanctions against staff, consultants, self-employed workers

Where possible, the Company will include in the letters of appointment or in the contractual and collaboration agreements with its non-subordinate collaborators, specific unilateral termination clauses from such relationships, in the event that such persons engage in conduct in conflict with the principles of the Code of Ethics and Conduct and such as to entail the risk of commission of offences contemplated by Italian Legislative Decree 231/01.



Sanctions for members of the Supervisory Board

In the event of violations of this Model by one or more members of the Supervisory Board, the other members or any one of the auditors or directors shall immediately inform the Company's Board of Directors, which, after being notified of the violation and granted the appropriate means of defence, shall take the appropriate measures, up to and including the revocation of the appointment of the entire body and the consequent appointment of a new Supervisory Board.

Damage compensation

Violation of the obligations contained in this Model, even if aimed at the pursuit of an alleged corporate interest, constitutes a breach of contract and a disciplinary offence.

The Company does not intend to pursue any advantage deriving from an offence and, therefore, in the event that an offence is committed, the Company hereby declares its willingness to repay said advantage.

If an offence is proven to have been committed, the Company reserves the right to claim compensation for any damage caused to it.

SECTION VI - CODE OF ETHICS AND CONDUCT

The Code of Ethics and Conduct is available on our official website at its dedicated page, accessible directly through the following link: [Code of ethics and conduct](#).

ANNEX

All the documents and attachments present in the Annex are also available through direct request to the following email address: Legal@gruber-logistics.com

Annex I – Organisational Chart

The complete Organisational Chart can be accessed through direct request to the following email address: Legal@gruber-logistics.com

Annex II – Company Registration Report

The Certificate of registration as freight forwarder and the LEI code allocation certificate are part of the Company Registration Report, which can be accessed through direct request to the following email address: Legal@gruber-logistics.com



Annex III - TÜV ITALIA EMS Certificate

This certification can be accessed through the company official website at the following page: [Certificate UNI EN ISO 14001:2015](#).

Annex IV - TÜV ITALIA QMS certificate

The certification can be accessed through the company official website at the following page: [UNI EN ISO 9001:2015](#).

Annex V – Code of Ethics and Conduct

The Code of Ethics and Conduct is available on our official website at its dedicated page, accessible directly through the following link: [Code of ethics and conduct](#).

Annex VI – Risk Mapping

The document can be accessed through direct request to the following email address: Legal@gruber-logistics.com

Annex VII – Offences Public Administration

The document can be accessed through direct request to the following email address: Legal@gruber-logistics.com

Annex VIII – Matrix for Selected Relevant Offences

The document can be accessed through direct request to the following email address: Legal@gruber-logistics.com

Annex IX- Legislative Decree 231/01

The document can be accessed through direct request to the following email address: Legal@gruber-logistics.com

