Model of Organization, Management, and Control pursuant to Legislative Decree No. 231 of June 8, 2001

GENERAL PART

ENGLISH

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Alea Srl with Sole Shareholder
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COMPANY INTERNAL

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TABLE OF CONTENTS

1. LEGISLATIVE DECREE NO. 231 OF JUNE 8, 2001

1.1.DEFINITIONS

Company, Business

Alea S.r.l.

Legislative Decree, Decree

Legislative Decree No. 231 of June 8, 2001 (D. Lgs. 231/01) and subsequent amendments and additions

Model

The present Model of Organization, Management, and Control

Top Management/Apex Subjects

The individuals who hold, even de facto, functions of representation, administration, or control of the Company or one of its organizational units endowed with financial and functional autonomy (among the individuals holding the function of administration, one can cite, among many: the sole director or the members of the board of directors, which includes both non-executive and non-delegated directors (even if independent), in addition to directors who have an employment relationship with the Company. As specified, de facto directors, that is, those who substantially exercise administrative functions, are fully included in the category of senior management (or "apical") individuals. For the individuals holding the function of direction, i.e., those who exercise powers of management and personnel control over the entity, one can cite, for example: general managers and plant managers, managers of secondary offices or branches. Finally, concerning the individuals holding the function of representation, these are all those who exercise the power of formation-manifestation-reception of the entity's will in relation to contractual acts and, generally, in dealings with third parties (essentially, the directors and the legal representatives/proxies).

Subordinate Subjects

The individuals subject to the **direction or supervision of senior management** (those subject to direction or supervision can be defined as both **subordinate employees** and **non-employee individuals** (e.g., consultants, external collaborators, etc.) if their assignment is carried out under the direction and control of the individuals at the apex of the entity).

Predicate Offenses

The criminal offenses relevant under Legislative Decree No. 231 of June 8, 2001, and subsequent amendments, the commission of which results in the Company's liability; for a complete list, refer to Chapter 7 of this Model.

Supervisory Body

The body required to supervise the functioning and observance of this Model, as well as to oversee its updating.

1.2.THE ADMINISTRATIVE LIABILITY OF ENTITIES

Legislative Decree no. 231 of June 8, 2001, which entered into force on July 4, 2001, and is titled "Discipline of the administrative liability of legal persons, companies, and associations, including those without legal personality," introduced a system of administrative (or, more precisely, criminal) liability for companies into the Italian legal system.

The enactment of the Legislative Decree is part of a national legislative context implementing international obligations.

The original text, which referred to a series of crimes committed against the Public Administration, has been supplemented by subsequent legislative measures that have broadened the scope of offenses whose commission can entail the administrative liability of the Entity.

The Entity's liability – which is similar to criminal liability – arises in connection with the commission of one of the crimes specifically provided for by the Legislative Decree by an individual who is functionally related to the Entity itself.

Furthermore, the Entity is also liable in the event that the same individuals commit certain administrative offenses.

It is important to emphasize that the Entity's liability can exist if the crime or offense is committed in its interest or for its advantage, but it cannot be established if the perpetrator acted in their exclusive interest or that of third parties.

The functional relationship linking the perpetrator of the criminal offense to the legal person can be one of representation, subordination, or collaboration, within the limits established by the Legislative Decree.

The Legislative Decree provides for two different regimes for attributing liability to collective entities, depending on whether the (alleged) crime is committed by a senior manager or a subordinate. The Legislator has provided for a varying degree of the burden of proof incumbent upon the Entity depending on the "quality" of the material perpetrators, based on the presumption that, in the case of a crime committed by a top-level manager, the "subjective" requirement for the Entity's liability is satisfied *per se*, since the manager expresses and represents the Entity's policy. Where this is not the case, the Entity will have to demonstrate its non-involvement by proving the existence of a series of concurrent requirements.

Furthermore, the Entity's liability is additional and not a substitute for that of the natural person, which remains governed by ordinary criminal law and for which the individual will be held responsible in that forum.

The Legislator has provided for a system of sanctions that is characterized by the application of a penalty, typically a pecuniary sanction (fine), to the legal person.

However, alongside the pecuniary sanction, interdictory sanctions may also be applied, such as the prohibition from carrying out the activity, the suspension or revocation of authorizations, licenses, or concessions functional to the commission of the offe[1]nse, the prohibition from contracting with the Public Administration, exclusion from benefits, financing, contributions, or subsidies, the eventual revocation of those already granted, and the prohibition from advertising goods or services.

The Legislator has also stipulated that these interdictory measures may be applied, upon request of the Public Prosecutor, even as a precautionary measure, and therefore already during the investigation phase and before the trial is initiated.

1.3.PREDICATE OFFENSES

Based on the provisions of the Legislative Decree, the administrative liability of the Entity is established with reference to the following categories of predicate offenses:

- Art. 24 – Undue receipt of disbursements, fraud to the detriment of the State, a public body or the European Union or for obtaining public disbursements, computer fraud to the detriment of the State or a public body, and fraud in public supplies
- Art. 24-bis: Computer crimes and unlawful data processing
- Art. 24-ter: Organized crime offenses
- Art. 25 – Embezzlement, unlawful use of money or movable property, extortion by public official, undue inducement to give or promise money or other benefit, and corruption
- Art. 25-bis – Counterfeiting of currency, public credit documents, revenue stamps, and identification instruments or marks
- Art. 25-bis.1: Crimes against industry and commerce
- Art. 25-ter: Corporate crimes
- Art. 25-quater: Crimes with the purpose of terrorism or subversion of the democratic order
- Art. 25-quater.1: Practices of female genital mutilation
- Art. 25-quinquies: Crimes against individual personality

- Art. 25-sexies – Market abuse
- Art. 25-septies: Manslaughter or grievous bodily harm committed in violation of workplace health and safety regulations
- Art. 25-octies – Receiving stolen goods, money laundering and use of money, goods, or utilities of illicit origin, as well as self-laundering
- Art. 25-octies.1 – Crimes concerning non-cash payment instruments and fraudulent transfer of valuables
- Art. 25-novies: Crimes related to copyright infringement
- Art. 25-decies: Inducement not to testify or to give false testimony to the judicial authority
- Art. 25-undecies: Environmental crimes
- Art. 25-duodecies – Employment of third-country nationals whose stay is irregular
- Art. 25-terdecies: Racism and xenophobia crimes
- Art. 25-quaterdecies: Fraud in sports competitions, unlawful exercise of gambling or betting, and gambling played using prohibited devices
- Art. 25-quinquiesdecies: Tax crimes
- Art. 25-sexiesdecies: Smuggling (customs duties)
- Art. 25-septiesdecies – Crimes against cultural heritage
- Art. 25-duodevicies – Money laundering of cultural goods, devastation and looting of cultural and landscape heritage.

For the full content of the predicate offenses, please refer to the dedicated chapter.

1.4.SANCTIONS PROVIDED FOR BY THE LEGISLATIVE DECREE

In accordance with Art. 9 of Legislative Decree no. 231/01, the sanctions that can be imposed on the Entity for administrative offenses resulting from the commission of the crimes referred to in the Decree itself are the pecuniary sanction, interdictory sanctions, confiscation, and publication of the judgment.

a) Pecuniary Sanctions

Pecuniary sanctions are applied by the Judge in all cases where the Entity is held liable under the Decree.

The imposition of pecuniary sanctions is based on the quota system. The amount of the quota, in a number not less than one hundred and not more than one thousand, is set between a minimum of €258 and a maximum of €1,549.

For the purpose of quantifying the pecuniary sanction, the Judge determines the number of quotas in relation to the seriousness of the offense, the degree of the Entity's liability, and the actions taken both to eliminate or mitigate the consequences of the offense and to prevent the commission of further illicit acts.

The value of the quota, on the other hand, is fixed based on the economic and asset conditions of the Entity to ensure the effectiveness of the sanction.

b) Interdictory Sanctions

The range of interdictory sanctions provided for by the Decree consists of:

- Prohibition from exercising the activity;
- Suspension or revocation of authorizations, licenses, or concessions functional to the commission of the crime;
- Prohibition from contracting with the Public Administration;
- Exclusion from benefits, financing, contributions, or subsidies and the possible revocation of those already granted;
- Prohibition from advertising goods or services.

Interdictory sanctions are applied in relation to the crimes for which they are expressly provided, when at least one of the following conditions exists:

- The Entity has derived a profit of significant magnitude from the crime and the crime was committed by senior managers or by subordinates when the commission of the crime was determined or facilitated by serious organizational deficiencies;
- In the case of reiteration of offenses (reiteration exists when the Entity, already definitively convicted at least once for a crime-dependent administrative offense, commits another one within five years following the definitive conviction).

c) Publication of the Judgment

This sanction may be ordered when an interdictory sanction is applied against the Entity.

The judgment is published only once, in extract or in full, in one or more newspapers indicated by the judge in the sentence, as well as by posting in the Municipality where the Entity has its main office.

The publication of the judgment is carried out by the court clerk's office and at the Entity's expense.

d) Confiscation

The confiscation of the price or profit of the crime is always ordered against the Entity with the judgment of conviction, except for the portion that can be returned to the injured party.

The rights acquired by good faith third parties are preserved.

When the aforementioned confiscation cannot be carried out, it may cover sums of money, assets, or other utilities of a value equivalent to the price or profit of the crime.

1.5.THE EXEMPTING CONDITION FOR ADMINISTRATIVE LIABILITY

Establishing the administrative liability of Entities, Article 6 of the Decree stipulates that the entity is not liable if it demonstrates that it has adopted and effectively implemented, prior to the commission of the act, "organization, management, and control models suitable for preventing crimes of the type that occurred."

The same rule also provides for the institution of an internal control body within the entity with the task of supervising the functioning, effectiveness, and observance of the aforementioned models, as well as managing their updating.

These organization, management, and control models (hereafter referred to as the "Models"), pursuant to Art. 6, paragraphs 2 and 3, of Legislative Decree no. 231/01, must meet the following requirements:

- Identify the activities within which the crimes provided for by the Decree could be committed.
- Provide for specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the crimes to be prevented.
- Identify methods for managing financial resources suitable for preventing the commission of such crimes.
- Provide for information obligations toward the body tasked with supervising the functioning and observance of the Models.
- Introduce a disciplinary system suitable for sanctioning the failure to comply with the measures indicated in the Model.

Where the crime is committed by individuals who hold functions of representation, administration, or management of the entity or one of its organizational units endowed with financial and functional autonomy, as well as by individuals who exercise, even de facto, the management and control of the same, the entity is not liable if it proves that:

- The management body adopted and effectively implemented, prior to the commission of the act, a Model suitable for preventing crimes of the type that occurred.
- The task of supervising the functioning and observance of the Model and managing its updating was entrusted to an internal body of the entity endowed with autonomous powers of initiative and control.
- The individuals committed the crime by fraudulently circumventing the Model.
- There was no omitted or insufficient supervision by the control body concerning the Model.

In the case where the crime is committed by individuals subject to the direction or supervision of one of the individuals mentioned above, the entity is liable if the commission of the crime was made possible by the non-observance of the obligations of direction and supervision. Such non-observance is, in any case, excluded if the entity, prior to the commission of the crime, adopted and effectively implemented a Model suitable for preventing crimes of the type that occurred.

Finally, Art. 6 of the Decree stipulates that the organization and management models may be adopted on the basis of codes of conduct drafted by representative trade associations, which are communicated to the Ministry of Justice. The Ministry of Justice, in agreement with the competent Ministries, may formulate observations on the suitability of the models to prevent crimes within 30 days.

2. THE COMPANY AND ITS INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

2.1.PREMISE

Alea S.r.l. began its operations in the province of Pordenone on July 21, 1995.

After an initial period dedicated to software development, primarily on commission for third parties, the company shifted its focus toward Push-To-Talk communication.

In 2012, Alea S.r.l. launched the XPTT system, an enhanced PTT for smartphones (iOS and Android) with a web control platform for business users.

Since 2016, the company has also directed its efforts toward Mission Critical communications by developing MCXPTT. This solution is fully compliant with 3GPP and is specifically designed to meet the requirements of mission-critical and business-critical communications, guaranteeing PTT communication whenever and wherever necessary.

In 2018, Alea S.r.l. achieved ISO 9001 certification, which optimized its management and production processes to pursue full customer satisfaction, improving and customizing the product based on specific needs gathered in the field.

In 2021, Leonardo S.p.a. acquired 70% of Alea S.r.l. This transaction allowed Leonardo to ensure new functionalities and advanced performance to support emergency management, public safety, businesses, critical infrastructures, and transportation.

In 2024, Leonardo acquired 100% of Alea S.r.l.

In 2025, the Company obtained ISO 27001 certification, which defines the requirements for an Information Security Management System and is designed to ensure the selection of adequate and proportionate security controls.

2.2.COMPANY GOVERNANCE

Board of Directors

Alea is a limited liability company currently managed by a Board of Directors composed of five members, as resolved by the Shareholders' Meeting.

The Company is subject to the direction and coordination activities of others.

The Board of Directors has resolved to assign specific administrative powers and delegations to its members and to grant them the prerogatives viewable in the Chamber of Commerce registration.

The corporate signature and the representation of the Company before third parties and in court are assigned to the Chairman of the Board of Directors and, limited to the powers conferred upon them, to the identified Chief Executive Officer (CEO).

Chief Executive Officer (CEO)

Within the scope of the powers delegated by the Board of Directors, the CEO directs and manages the company in accordance with the policies and directives of the administrative body, performing all acts that fall within the ordinary administration of the Company, as defined in the delegation granted by the Board.

R&D and Assistance Department

The R&D Department manages the activities and human resources dedicated to the research and development, design, and production of the products offered by the company, in compliance with what is defined by the CEO.

Assistance provides the technical support related to the business offered by the company.

IT Department

The IT Department manages the activities and technical and organizational resources dedicated to the company's infrastructure in compliance with sector regulations, as well as the guidelines and certifications adopted by the company.

Management, Purchasing, Sales & Marketing, and Administration Departments

Purchasing Department

Defines and manages the purchases necessary for the design and production of the products offered by the Company, the commercial relationships with Clients and Suppliers, and the dissemination of the Company's image among Stakeholders.

Sales Department

Has the responsibility for the implementation of Alea Srl's commercial policies, also dealing with market studies, studies of reference markets, and the definition of commercial strategies. Its task is to achieve the strategic objectives defined by the Steering Committee with the financial, human, and instrumental resources available. It also evaluates the achievement of the preset objectives to understand the effectiveness of the implementation plans and their potential corrections.

Marketing Department

Defines and implements the company's image policies as well as those for the products it supplies.

Administration Department

Finalizes the activities of the other departments in relation to relationships with clients, suppliers, and partners (e.g., shipping, invoicing, payments, etc.).

HR Department

Manages activities related to the selection, management, and administration of personnel, according to the guidelines provided by the company and in compliance with sector regulations, as well as the guidelines and certifications adopted by the Company.

Accounting and Finance

Defines and directs the company's economic, fiscal, and financial governance system, supporting the strategic planning defined by the Steering Committee in the formulation and application of economic and financial policies. It guarantees the accuracy, completeness, and transparency of the processes and documents representing the Company's economic, financial, and asset dynamics.

2.3.THE STRUCTURE OF THE MODEL

The Model is composed of a General Part and the Special Parts.

In the General Part, we find a description of:

- the regulatory framework of the Decree (legislative decree);
- the Company's structure and Governance;
- the purposes, recipients, and fundamental elements of this Model;
- the procedures for the Company's adoption of the Model;
- the rules governing the update procedures for the Model;
- the rules concerning the establishment of the Supervisory Body;
- the sanctions applicable in case of violation of the rules and prescriptions contained in the Model;
- personnel training and the dissemination of the Model.

The Special Part, on the other hand, is dedicated to the different types of predicate offenses considered relevant for the Company following the risk assessment activity, the risk areas and related sensitive activities, as well as the specific behavioral rules and control principles to mitigate these risks.

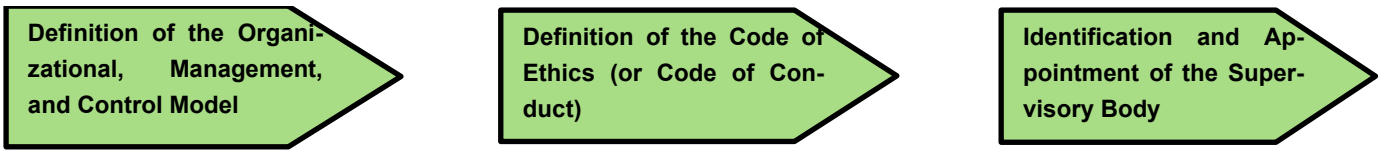
2.4.THE OBJECTIVES OF THE MODEL

The objectives of the **Organizational Model** pursuant to Legislative Decree No. 231/01 pertain to the following spheres:

LAWFULNESS	Understood as guaranteeing the exercise of the organization's activities in compliance with standards, laws, and regulations.
ETHICS	As a cornerstone of good governance and the correct fulfillment of the organization's objectives, also in relation to its social role.
TRANSPARENCY	Related to the full and correct circulation of information, both within the organization's administrative system and between the latter and external stakeholders.
EFFECTIVENESS OF ADOPTION	Guaranteed all the more if standards, regulations, and laws are followed and respected in the interest of territorial policies.

2.5.METHODOLOGIES FOR CONSTRUCTING A 231 ORGANIZATIONAL MODEL

The essential elements that form the foundation for the construction of an **Organizational Model** pursuant to **Legislative Decree No. 231/01** are represented below:



↓	↓	↓
Analysis of the organization's operating context in order to identify sensitive processes and activities.	Definition and approval by the organization's top management of a Code of Ethics which, by way of example, explicitly sets out the reference ethical principles, rules of conduct, prohibited behaviors, etc.	Identification of the Supervisory Body
Analysis of existing controls and the gaps found compared to the reference control principles (identified according to the provisions of Legislative Decree No. 231/01).		Appointment of the Supervisory Body
Definition of control protocols and organizational safeguards for the identified sensitive processes and activities.	Definition and approval by the organization's top management of a Code of Ethics which, by way of example, explicitly sets out the reference ethical principles, rules of conduct, prohibited behaviors, etc.	
Definition of an organization, management, and control model structured into a general part and one or more special parts.		Identification of the Supervisory Body

2.6.ADOPTION AND UPDATING OF THE ORGANIZATIONAL MODEL BY ALEA SRL

Alea Srl, for the purpose of defining the Model 231, operates in compliance with the law, regulations, and according to the provisions of the Confindustria Guidelines[1], relevant best practices, and Directive No. 10/2019, version No. 01, of Leonardo Spa.

The process of adopting and updating the Model must be characterized by a series of activities:

a) A risk assessment must be carried out, aimed at identifying the categories of predicate offenses considered relevant pursuant to the Decree, based on the activities performed by the Company, the adopted organization, and the operating processes. In relation to the identified crime categories, a list of possible "crime risk areas" must be defined. In order to specifically and practically identify the "crime risk areas," an analysis of the Company's structure, organization, and processes must be conducted, including through interviews with the managers of the relevant functions. Within each of the aforementioned areas, "sensitive activities"—meaning those activities whose execution is connected to the risk of committing the foreseen offenses—and the functions involved must be identified. The outcome of this activity must be represented in a document called the "Risk Matrix."

b) Starting from the "Risk Matrix," and involving the responsible functions, the existing internal control system aimed at mitigating the risk of committing offenses is identified and analyzed.

c) Subsequently, any areas for improvement of controls (the so-called "gap analysis") are identified, and the resulting corrective actions to be taken are defined.

d) Finally, at the end of the analysis, the Model must be adopted or revised, including both the General Part and the Special Parts, and the relevant documents for its effective implementation must be prepared or updated.

By adopting and constantly updating this Organizational Model, Alea Srl aims to equip itself with a set of general behavioral principles and protocols that, in compliance with the system of function assignment, delegation of powers, and internal procedures, meet the purposes and prescriptions required by the Legislative Decree and subsequent amendments, both in terms of prevention of Offenses and Administrative Illegalities and in terms of control of the Model's implementation and the possible imposition of sanctions.

The behavioral principles and protocols integrate with the other procedures, organizational charts, and the system for assigning powers already existing within Alea Srl.

[1] Updated June 2021

Among the aims of the Organizational Model is also that of developing awareness among the Recipients operating in risk processes that they may incur illegal actions which entail sanctions both for themselves and for Alea Srl.
The adaptation process, for the purpose of defining the Organizational Model, was carried out taking into account the dictates of the Legislative Decree, as well as the specific initiatives already implemented by Alea Srl regarding corporate governance and internal control.
The Organizational Model was adopted by the Board of Directors of Alea Srl via resolution.

2.7.RECIPIENTS

This Organizational Model is addressed to all those who, within their specific responsibility and competence, are required to know, comply with, and observe it:

- The members of the administrative body (Board of Directors);
- The members of the control body (Board of Statutory Auditors or similar);
- All employees and collaborators;
- All those who, despite not belonging to the Company, operate on its mandate or in its interest;
- All those who have paid or unpaid relationships of any nature with the Company.

All Recipients are required to know and comply with the provisions contained in the Model.

The prescriptions of this Organizational Model are always applicable and mandatory.

Compliance with the rules set out in the Decree, as well as compliance with the behavioral principles indicated in the Company's Code of Ethics, is also required of suppliers and consultants operating for Alea Srl, through the inclusion of specific contractual clauses.

3. THE SUPERVISORY BODY

3.1.COMPOSITION AND REQUIREMENTS OF THE SUPERVISORY BODY

Alea Srl, having assessed the risks and its own size, has opted for the selection of a single-member Supervisory Body appointed by the Company's Board of Directors. This individual must possess expertise in the legal, employment law, inspection, and internal control fields.

The chosen individual must in any case possess adequate professionalism, with experience in the activities carried out by Alea Srl, and must meet the honorability requirements pursuant to art. 109 of Legislative Decree No. 1 September 1993, n. 385.

The member of the Body remains in office for three years and is always eligible for re-election. Their replacement before the expiry of the mandate can only occur for just cause or justified reason, which includes, by way of example:

- Voluntary resignation by the Body member;
- Subsequent incapacity due to natural causes;
- Loss of the honorability requirements;
- Failure to attend multiple meetings without justified reason;
- Failure to communicate to the Board of Directors the occurrence of a forfeiture cause mentioned in the subsequent paragraph;
- The occurrence of one of the causes for suspension or revocation mentioned in the subsequent paragraph.

The Board of Directors of Alea Srl establishes the annual compensation due to the member of the Supervisory Body for the entire duration of the office.

The Board of Directors of Alea Srl, in implementation of the provisions of the Legislative Decree, established the Supervisory and Control Body with the same resolution that adopted the Organizational Model. The Control Body is entrusted with the task of supervising the functioning and observance of the Organizational Model, as well as overseeing its updating.

Therefore, the supervisory and control activities provided for by the Model fall under the competence of Alea Srl's Supervisory Body.

The appointment of the Control Body, as well as its possible revocation (for just cause), is the responsibility of the Board of Directors.

According to the provisions of the Decree (Articles 6 and 7) and the indications contained in the Explanatory Report accompanying the Decree, the characteristics of the Control Body must be:

- Autonomy and Independence;
- Professionalism;
- Continuity of Action.

a) Autonomy and Independence

The requirements of autonomy and independence are fundamental to ensure that the Supervisory Body is not directly involved in the management activities that are the subject of its control activity.

These requirements can be met by granting the Supervisory Body the highest possible hierarchical dependence and by providing for a reporting activity to the Company's Top Management, specifically the Board of Directors.

b) Professionalism

The Supervisory Body must internally possess technical and professional skills appropriate to the functions it is called upon to perform. These characteristics, combined with independence, guarantee objectivity of judgment.

c) Continuity of Action

The Supervisory Body must:

- Work constantly on the supervision of the Model with the necessary powers of inquiry.
- Be structured in a way that guarantees the continuity of the supervisory activity.
- Oversee the implementation of the Model and ensure its constant updating.
- Not perform operational tasks that could compromise the required overall view of the company's activities.

3.2. GROUNDS FOR INELIGIBILITY, FORFEITURE, AND REVOCATION OF THE MANDATE OF SUPERVISORY BODY MEMBERS

Concerning the honorability requirements pursuant to art. 109 of Legislative Decree No. 385 of 1 September 1993, a person who is in the conditions provided for by art. 2382 of the Civil Code cannot be appointed as a member of the Supervisory Body.

Furthermore, the following persons cannot be appointed to the position of a member of the Supervisory Body who have been convicted by a final sentence—even if issued pursuant to articles 444 et seq. of the Code of Criminal Procedure and even if the sentence has been conditionally suspended, subject to the effects of rehabilitation:

1. Sentenced to imprisonment for a term of not less than one year for one of the crimes provided for by Royal Decree 16 March 1942, n. 267.
2. Sentenced to a custodial penalty for a term of not less than one year for one of the crimes provided for by the regulations governing banking, finance, securities, insurance activities, and the regulations concerning markets, securities, and payment instruments.
3. Sentenced to imprisonment for a term of not less than one year for a crime against the public administration, against public faith, against property, against the public economy, or for a crime related to tax matters.
4. Sentenced for any non-culpable crime to a penalty of imprisonment for a term of not less than two years.
5. Sentenced for one of the crimes provided for in Title XI of Book V of the Civil Code as reformulated by Legislative Decree No. 61/2002.
6. Sentenced for a crime that entails and has entailed a sentence resulting in the interdiction, even temporary, from public office, or the temporary interdiction from managerial offices of legal entities and businesses.
7. Sentenced for one or more of the crimes strictly provided for by the Decree, even with sentences shorter than those indicated in the preceding points.
8. Those who have held the position of a member of the Supervisory Body in companies against which the sanctions provided for by art. 9 of the Decree have been applied.
9. Those against whom one of the precautionary measures provided for by art. 10, paragraph 3, of Law 31 May 1965, n. 575, as replaced by article 3 of Law 19 March 1990, n. 55 and subsequent amendments, has been definitively applied.
10. Those against whom the accessory administrative sanctions provided for by art. 187 quater of Legislative Decree No. 58/1998 have been applied.

Candidates for the position of a member of the Supervisory Body must self-certify with a substitute declaration of notoriety that they are not in any of the conditions indicated from number 1 to number 10, and expressly undertake to communicate any changes to the content of these declarations.

The member of the Supervisory Body forfeits their office from the moment they are found, subsequent to their appointment, to be:

- In one of the situations contemplated in art. 2399 of the Civil Code.
- Convicted by a final sentence (meaning a sentence of conviction also pronounced pursuant to art. 444 of the Code of Criminal Procedure) for one of the crimes indicated in numbers 1, 2, 3, 4, 5, 6, and 7 of the aforementioned ineligibility conditions.
- In the situation where, after the appointment, it is established that they held the position of a member of the Supervisory Body in a company against which the sanctions provided for by art. 9 of the Decree were applied in relation to administrative offenses committed during their term.

The following constitute grounds for suspension or revocation from the position of a member of the Supervisory Body:

- Conviction with a non-final sentence for one of the crimes in numbers 1 to 7 of the aforementioned ineligibility conditions.
- The application, upon request of the parties, of one of the penalties referred to in numbers 1 to 7 of the aforementioned ineligibility conditions.
- The application of a personal precautionary measure.
- The provisional application of one of the precautionary measures provided for by art. 10, paragraph 3, of Law 31 May 1965, n. 575, as replaced by article 3 of Law 19 March 1990, n. 55 and subsequent amendments.
- The determination, by the Board of Directors, of negligence, incompetence, or gross fault in the performance of the assigned duties and, in particular, in the identification and subsequent elimination of Model violations, as well as, in the most serious cases, the perpetration of crimes.

3.3.THE FUNCTIONS AND POWERS OF THE SUPERVISORY BODY

The Supervisory Body annually drafts its monitoring activities plan for the Model aimed at:

- Model Adequacy: Examination of the capacity to prevent crimes and unwanted behavior.
- Definition of sensitive areas.
- Reconnaissance activity of sensitive areas and, therefore, the related "predicate offenses."
- Verification of consistency between concrete behaviors and the established Model.
- Verification of information flows.
- Dynamic updating of the Model due to company changes, regulatory changes, or the occurrence of particular events that necessitate corrections and/or adjustments.
- Maintaining the solidity and functionality requirements of the Model over time.
- Verification of the implementation and effective functionality of the solutions.
- Verification of the application and compliance with the Code of Ethics and the MOG (Organizational, Management, and Control Model) as a whole.
- Monitoring of initiatives for the dissemination of knowledge of the Code of Ethics and the MOG.
- Promotion and issuance of guidelines and operating procedures aimed at reducing crime risk.
- Dissemination of the principles and duties contained in the Code of Ethics and the Model as a whole.
- Evaluation of communication and ethical training plans.
- Activation of control procedures.
- Activation and maintenance of an adequate reporting flow with the analogous structures of the company.
- Receiving and analyzing reports of violations of the Code of Ethics and the MOG, promoting the checks deemed appropriate.
- Communication to the Board of Directors of the results of relevant checks for the adoption of any sanctioning measures or measures to counter the violation of the code of conduct and the Model.
- Setting criteria and procedures for reducing the risk of violation of the Code of Ethics and the MOG.
- Proposals to the Board of Directors for modifications and additions to be made to the Code of Ethics and the MOG.
- Proposals to the Board of Directors for useful initiatives for the wider dissemination and updating of the code and the Model.
- Information and training activities for employees and collaborators (top management and subordinates).
- Analysis of the coherence between company behaviors observed and those indicated in the Model.
- Evaluation and management of reports of Model violations.

The monitoring action, in addition to being planned, can also be random, and the monitoring plan may be modified due to subsequent priorities.

The Supervisory Body members are obliged to report to the Board of Directors on the activities carried out and the actions taken, along with the relevant documentation of the verification activity concretely performed.

3.4. INFORMATION FLOW FROM THE SUPERVISORY BODY TO THE CORPORATE BODIES

The Supervisory Body reports directly to the Board of Directors and maintains relationships with the CEO regarding matters pertaining to the Organizational Model.

The Supervisory Body informs the Board of Directors, also in writing, about the application and effectiveness of the Organizational Model at least annually (indicating in particular the controls carried out and their outcome, as well as any updating of the risk processes), or at different times with reference to specific or significant situations.

The Supervisory Body may be summoned by the Board of Directors to report on its activity and may request a meeting with it.

The Supervisory Body may also request to be heard by the Board of Directors whenever it deems it appropriate to promptly report on violations of the Model or draw attention to critical issues related to the functioning and compliance with the Model itself.

The Supervisory Body is competent to provide the necessary clarifications in the presence of interpretative problems or questions relating to the Organizational Model.

3.5.INFORMATION FLOWS TO THE SUPERVISORY BODY

Art. 6, paragraph 2, letter d) of Decree 231/01 mandates the identification in the Model of information obligations towards the Supervisory Body, delegated to oversee the functioning and observance of the Model itself.

Information Flows

The information flows towards the Body must refer to the following categories of information:

- Periodic information flows;
- Ad hoc information flows.
- Information subject to periodic communication and connected to the Company's activity, which could become relevant for the Supervisory Body's performance of its assigned tasks, may include, by way of example and not exhaustive:
- News relating to significant organizational and procedural changes for the purposes of the Model.
- Updates to the structure of signing powers and the system of delegations.
- The ad hoc information flows intended for the Supervisory Body must concern current or potential critical issues, which may consist of, by way of example and not exhaustive:
- Occasional news, coming from the structure or corporate bodies, in relation to which immediate information to the Supervisory Body is appropriate, such as, for example, news relating to proceedings or investigations regarding hypothesized crimes provided for by the Decree, disciplinary proceedings against employees for Model infringements, violations of the Group's Anti-Corruption Code, or the Code of Ethics adopted by the Company.
- Information from any source concerning the possible commission of crimes or, in any case, the violation of the Model or, more generally, circumstances from which an organizational or procedural shortcoming or a need to update the Model may emerge.

Sending Methods

Information flows must be communicated to the Supervisory Body either through direct communication or, for employees, through the function managers, who must promptly transmit the original received to the Supervisory Body.

In order to facilitate the flow of information to the Supervisory Body, without prejudice to the following paragraphs on so-called whistleblowing reports, the Company adopts specific information channels. In particular, via e-mail to the Supervisory Body's address, which is: **organismovigilanzaalea@gmail.com.**

Documentation Archiving

The Supervisory Body is required to document the received reports, by conserving electronic and/or paper documents, in order to guarantee the complete traceability of the interventions undertaken for the fulfillment of its institutional functions.

In case of reports produced in evident bad faith, the Supervisory Body reserves the right to archive them by deleting the names and elements that could allow the identification of the reported subjects.

4. SYSTEM FOR REPORTING UNLAWFUL CONDUCT DAMAGING THE COMPANY'S INTEGRITY

Legislative Decree No. 24 of 2023, implementing Directive (EU) 2019/1937 (hereinafter, for simplicity, the "whistleblowing decree"), modified the previous national legislation on whistleblowing, enclosing in a single legislative text the protection regime, provided for the public and private sectors, for individuals who report specific unlawful conduct that violates European and national legal provisions based on well-founded reasons and damages the public interest or the integrity of the Company of which they became aware in their work context.

In particular, pursuant to the new art. 6, paragraph 2-bis of Legislative Decree No. 231/2001, this Model incorporates and provides for the internal reporting system adopted by the Company, as well as the protection regime for the reporting person which aims to prevent retaliatory, discriminatory, or obstructive conduct to reports and to sanction violations of the aforementioned whistleblowing decree.

The conduct subject to reporting may concern offenses relevant pursuant to Legislative Decree 231/2001 (so-called predicate offenses) or violations of this Model, including violations of the Code of Ethics and any other component of the Model itself, as well as, where applicable to the Company pursuant to Legislative Decree 24/2023, violations of national and European Union regulatory provisions that harm the public interest or the integrity of the public administration or the private entity.

In order to regulate in detail:

- The channels, procedures, and prerequisites for making internal or external reports,
- The operational instructions that the reporting person must observe to submit them,
- The protections reserved for the reporting person, as well as the liabilities they may incur in case of reports that prove to be false or unfounded,
- The measures provided for the protection of reporting persons and other subjects variously involved in the report,

the Company, together with Leonardo S.p.a., has prepared a procedure for managing whistleblowing reports, which is fully incorporated here, an information document aimed at potential reporting persons, who, in addition to the other potentially involved subjects, must be informed in the times and ways set out in the legislation on personal data protection.

The Company guarantees that the aforementioned procedure is displayed and easily visible in the workplaces, as well as accessible to persons who, although not frequenting the workplaces, have a legal relationship with it, also through publication in a dedicated section of the website.

The aforementioned procedure also regulates the subject entrusted with the Management of the reporting channel, describing their duties and responsibilities as provided for by the whistleblowing decree. The management of reports is conferred to a team identified by Leonardo S.p.a.

In compliance with the regulatory provisions on Whistleblowing pursuant to Legislative Decree No. 24 of March 10, 2023, the Leonardo Group has identified its Internal Reporting Channel in the *Whistleblowing Platform* [2] and the managing office appointed to carry out the activities referred to in art. 5 of Legislative Decree No. 24/2023, in the Management Audit & Whistleblowing Unit, operating within the Group Internal Audit Unit of Leonardo S.p.a. (hereinafter also "Leonardo") (U.O. GIA – Management Audit & Whistleblowing).

[2] The *Whistleblowing Platform* is accessible via the following link: *https://whistleblowing.leonardo.com/.*

The Internal Channel for transmitting reports adopted by the Company guarantees, also through encryption tools, the confidentiality of the identity of the reporting person, the person(s) involved and/or mentioned in the report, as well as the content of the report and the related documentation; allowing the Managing Office to communicate with the reporting person, providing them with an acknowledgment of receipt and a response on the follow-up given or intended to be given to the report. Anyone who receives a report outside the established channel (Whistleblowing Platform) must transmit it (in original and with any attachments) as soon as possible, and in any case within 7 days of its receipt, to the Managing Office pursuant to the Reporting Management Guidelines, preferably through the Whistleblowing Platform, in compliance with the criteria of maximum confidentiality, in conformity with data protection regulations and with appropriate methods to protect the Reporting Person and the identity and honorability of the people involved.

Reports can also be made orally by attaching an audio file or by requesting a direct meeting with the Managing Office that deals with the management of reports, as provided for in the Reporting Management Guidelines.

The Leonardo Group guarantees protection from any act of retaliation or discrimination, direct or indirect, against the reporting person for reasons connected, directly or indirectly, to the report. The same measure of protection also applies to the subjects referred to in art. 3 co. 5 of Legislative Decree No. 24/2023 and referred to in par. 2.3. of the Reporting Management Guidelines.

The reporting person, upon the occurrence of certain conditions identified in the Reporting Management Guidelines issued by Leonardo, may use the external reporting channel managed by the National Anti-Corruption Authority (A.N.AC.) or public disclosure.

In relation to whistleblowing reports, the identified Report Manager transmits to the latter, in compliance with the principle of confidentiality pursuant to the whistleblowing decree:

- Immediate information on reports of unlawful conduct relevant, even incidentally, pursuant to the Decree or of Model violations received through the whistleblowing system, so that the SUPERVISORY BODY, in the exercise of its supervisory activity, can share any observations and participate in the investigation or otherwise follow its progress.
- A periodic update on the overall activity of managing reports, even those not relevant pursuant to the Decree or the Model, received through the whistleblowing system, in order to verify the functioning of the whistleblowing system itself and the quality of the sorting as well as in order to intervene to correct any errors of evaluation or, in any case, with a view to constant improvement of the system itself (should dysfunctions of the tool emerge).

5. DISSEMINATION, COMMUNICATION, AND TRAINING

Adequate training and constant information of personnel regarding the principles and prescriptions contained in the Model represent factors of great importance for the correct and effective implementation of the company prevention system.

All representatives operating internally, as well as external partners and collaborators, are required to have full knowledge of the objectives of correctness and transparency that the Model intends to pursue and the modalities through which the Company intends to pursue them, by setting up an adequate system of procedures and controls.

To guarantee the transparency and dissemination of the Model, it is foreseen that new hires are informed of its presence in the Company and, furthermore, the publication of the Document on the company website/intranet is suggested.

5.1.INITIAL COMMUNICATION

The adoption of this Model is communicated to all clerical and managerial personnel in force in the company at the time of adoption.

A copy of this Model is delivered to them.

New clerical and managerial hires will be informed of the adoption of the Organizational Model, as well as a paper copy of the same, the Code of Ethics, and company procedures.

All subjects to whom this Model is addressed are required to sign for full acknowledgment and acceptance upon its delivery. With this subscription, the recipient subjects undertake, in the performance of the tasks pertaining to the areas relevant for the purposes of the Decree and in any other activity that may be carried out in the interest or advantage of the Company, to respect the principles, rules, and procedures contained therein.

5.2.TRAINING

The training activity aimed at disseminating knowledge of the regulations referred to in the Decree is differentiated, in content and methods of delivery, based on the recipients' qualification, the level of risk of the area in which they operate, and whether or not they have functions of representation of the Company.

In particular, the level of training and information for the Company's personnel will have a greater degree of in-depth study with regard to those employees who operate in the risk activity areas.

The Supervisory Body will be responsible for preparing and presenting an Annual Training Plan to the Board of Directors, which will describe the content of the training courses, the delivery methods, their reiteration, and the methods of control over the effective participation by the Recipients.

Participation in the courses by the Recipients is mandatory, and failure to participate without justified reason may be evaluated by the Supervisory Body as a violation of the Model.

Training includes, in addition to specific courses and seminars, the use of dissemination tools, such as, by way of example, occasional update emails or internal information notes.

Participation in the training processes described above is mandatory and must be suitably documented by the Supervisory Body itself (also with the support of the company functions responsible for this).

Specific training courses will be provided for new hires operating in risk activity areas, subject to agreement with the relevant hierarchical manager.

Consultants, suppliers, and collaborators are informed, at the start of the collaboration, of the content of the Code of Ethics and the need for their behavior to comply with the provisions of the Decree.

6. THE DISCIPLINARY SYSTEM AND MEASURES IN CASE OF NON-OBSERVANCE OF THE MODEL'S PRESCRIPTIONS

6.1.GENERAL PRINCIPLES

Article 6, paragraph 2, letter e) and article 7, paragraph 4, letter b) of Legislative Decree No. 231/01 establish, with reference to both subjects in senior positions and subjects subject to the direction of others, the necessary preparation of "a disciplinary system suitable for sanctioning the non-compliance with the measures indicated in the Model."

The effective implementation of the Model cannot disregard the preparation of an adequate sanctioning apparatus, which plays an essential function in the system of Legislative Decree 231/01.

In other words, the provision of an adequate system that proves suitable for sanctioning violations of the organizational provisions and procedures referred to in the Model represents a qualifying element of the Model itself and an essential condition for its concrete operation, application, and respect by all Recipients.

In this regard, it is appropriate to point out that the application of sanctions is independent of the concrete commission of a crime and the eventual institution of criminal proceedings: the purpose of the sanctions provided here is, in fact, to repress any violation of the Model's provisions set out for the purpose of preventing criminal offenses, promoting in the company personnel and in all those who collaborate with the Company in any capacity, the awareness of the latter's firm will to pursue any violation of the rules set to protect the correct performance of the assigned duties and/or assignments.

Therefore, the disciplinary system applicable in case of violation of the provisions of the Model is aimed at making its adoption and the action of the Supervisory Body effective and efficient, also by virtue of the provisions of art. 6 of the Decree.

A fundamental requirement of the sanctions is their proportionality with respect to the violation detected, proportionality that must be evaluated in compliance with three criteria:

- Severity of the violation.
- Type of employment relationship established with the worker (subordinate, quasi-subordinate, managerial, etc.), taking into account the specific discipline existing on the regulatory and contractual level.
- Possible recidivism.

6.2.VIOLATIONS OF THE MODEL

For the purposes of compliance with Legislative Decree No. 231/2001, by way of example, the following constitute a violation of the Model:

- The implementation of actions or behaviors that do not comply with the prescriptions of the Model, or the omission of actions or behaviors prescribed by the Model, in the performance of activities within which the risk of committing crimes occurs (i.e., in the so-called sensitive processes) or activities connected to them.
- The implementation of actions or behaviors that do not comply with the principles contained in the Code of Ethics, or the omission of actions or behaviors prescribed by the Code of Ethics, in the performance of sensitive processes or activities connected to them.

6.3.VIOLATIONS PURSUANT TO THE LAW ON THE PROTECTION OF PERSONS WHO REPORT VIOLATIONS OF EU AND NATIONAL LAW (SO-CALLED "WHISTLEBLOWING")

Pursuant to and for the purposes of the law on the protection of persons who report violations of EU and national law (so-called "Whistleblowing"), the following constitutes a Violation, thus incorporating the definition in the previous paragraph:

- The commission of any retaliation—to be understood as a behavior, act, or omission, even only attempted or threatened, put in place because of the report (or the complaint to the judicial or accounting authority or public disclosure)—that causes or may cause, directly or indirectly, unjust harm to the reporting person (or the person who filed the complaint or made a public disclosure) and/or to the other subjects specifically identified by the law.
- Failure to establish reporting channels, failure to adopt whistleblowing procedures compliant with the law, or even failure to carry out activities or verification and analysis regarding the reports received.
- The implementation of actions or behaviors with which the report is hindered or an attempt is made to hinder it.
- Violation of the obligation of confidentiality.
- The submission, with malice or gross negligence, of reports that prove to be unfounded.
- The determination of the reporting person's responsibility, even with a first-degree sentence, for the crimes of defamation or slander (or, in any case, for the same crimes committed in connection with a complaint) or the civil liability of the reporting person themselves in cases of malice or gross negligence.

The sanctions provided for in the subsequent paragraphs apply, using the criteria of gradualness cited below, also in the aforementioned cases.

6.4.CRITERIA FOR THE APPLICATION OF DISCIPLINARY SANCTIONS

In compliance with the principle of gradualness and proportionality, sanctions are concretely applied also taking into account:

- The intentionality of the behavior or degree of negligence, imprudence, or incompetence, also with regard to the predictability of the event.
- The overall behavior of the worker, with particular regard to the existence or otherwise of previous disciplinary records, within the limits permitted by law.
- The worker's duties.
- The functional position of the persons involved in the facts constituting the misconduct.
- The violation of the Company's internal norms, laws, and regulations.
- The other particular circumstances accompanying the disciplinary violation.

6.5.MEASURES AGAINST DIRECTORS, SENIOR MANAGEMENT IN GENERAL, AND STATUTORY AUDITORS

The Company rigorously evaluates infractions of this Model committed by those who represent the Company's top management and manifest its image towards employees, shareholders, creditors, and the public. The formation and consolidation of a corporate ethic sensitive to the values of correctness and transparency presuppose, first of all, that these values are acquired and respected by those who guide corporate choices, so as to constitute an example and stimulus for all those who, at any level, work for the Company.

In the event of a violation of the Model by one or more Directors and/or Statutory Auditors (*Sindaci*), the Supervisory Body informs the Board of Directors which, based on its competencies, will proceed to take one of the following initiatives, taking into account the severity of the violation and in conformity with the powers provided for by law and/or the Articles of Association:

- Declarations in the minutes of the meetings.
- Formal warning.
- Revocation of the assignment/delegation.

- Request for convening the Shareholders' Meeting with, on the agenda, the adoption of adequate measures against the subjects responsible for the violation, including the exercise of judicial actions aimed at recognizing the Director's and/or Statutory Auditor's responsibility towards the Company and compensation for any damages suffered and to be suffered.

In any case, the Company's right to bring liability and compensation actions is reserved.

6.6.SANCTIONS FOR EMPLOYEES

Non-observance of the procedures described in the Model adopted by the Company pursuant to Legislative Decree No. 231/2001 implies the application of disciplinary sanctions identified against the Recipients, which will be applied in compliance with the procedures provided for by Art. 7 of Law 300/1970 (Workers' Statute).

If one or more of the violations indicated in the previous paragraph are ascertained, due to their severity and possible reiteration, the following disciplinary measures are imposed, based on the specific applied National Collective Labor Agreements (CCNL):

- Verbal reprimand.
- Written warning.
- Fine not exceeding the amount of three hours' pay.
- Suspension from work and pay for a maximum of 3 days.
- Dismissal without notice.

The imposition of disciplinary sanctions will take place in compliance with the procedural rules referred to in art. 7 of Law 300/1970 and the current CCNL, according to a principle of proportionality (based on the severity of the violation and taking into account recidivism).

In any case, the Supervisory Body will always be informed of the sanctions imposed and/or the violations ascertained.

6.7.MEASURES AGAINST COLLABORATORS, AUDITORS, CONSULTANTS, PARTNERS, COUNTERPARTIES, AND OTHER EXTERNAL SUBJECTS, INCLUDING MEMBERS OF THE SUPERVISORY BODY

Non-observance of the rules indicated in the Model adopted by the Company pursuant to Legislative Decree No. 231/2001 by suppliers, collaborators, external consultants, partners having contractual/commercial relationships with the company, may determine, in conformity with the provisions of the specific contractual relationship, the termination of the relative contract, without prejudice to the right to request compensation for damages resulting from said behaviors, including damages caused by the application by the Judge of the measures provided for by Legislative Decree No. 231/2001.

Any behavior put in place within a contractual relationship by collaborators, auditors, consultants, par... (The sentence is incomplete in the original text).

6.8.COEXISTENCE OF MULTIPLE RELATIONSHIPS HELD BY THE SAME INDIVIDUAL

In the event that a senior management subject also holds the status of an employee and commits a Violation in their capacity as a senior management subject, the aforementioned protective measures may apply. This is without prejudice, in any case, to the applicability of the different disciplinary actions that can be exercised based on the employment relationship with the Company and in compliance with the legal procedures, where applicable.

6.9.THE UPDATING AND ADJUSTMENT OF THE MODEL

The Decree expressly provides for the need to update the Organization, Management, and Control Model in order to constantly ensure it is "tailored" to the specific needs of the entity and its concrete operations.

The interventions for the adjustment and/or updating of the Model will essentially be carried out upon: regulatory changes; violations of the Model and/or negative outcomes of checks on its effectiveness (which may also be inferred from experiences concerning other companies); modifications to the company's organizational structure, including those deriving from extraordinary finance operations or from changes in business strategy resulting from new fields of activity undertaken.

The updating of the Model, and therefore its integration and/or modification, is the responsibility of the same governing body to which the legislator assigned the duty of adopting the Model itself.

Any substantial modification—relating, for example, to the introduction of new Special Parts or new protocols in at-risk company areas—requires prior approval by the Board of Directors of Alea Srl.

Minor or formal changes, such as, for example, the alignment of protocols with new organizational provisions, may be carried out directly by the CEO, subject to subsequent ratification by the Board of Directors.

The simple "oversight" of the Model's updating—meaning merely prompting it and not its direct implementation—is instead the responsibility of the Supervisory Body.