



DORNA WSBK ORGANIZATION S.R.L.

## ORGANIZATION, MANAGEMENT AND CONTROL MODEL OF DORNA WSBK ORGANIZATION S.R.L. - GENERAL PART

*pursuant to Legislative Decree 231/2001*

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## SUMMARY

<b>1. INTRODUCTION</b>	<b>3</b>
<b>2. PREMISE</b>	<b>3</b>
Legislative Decree 231/01	3
The Guidelines of the Associations of Categories	11
<b>3. THE MODEL</b>	<b>12</b>
Purpose of the Model	12
Model Elements	13
Addressees of the Model	13
Approval and modification of the Model	13
Implementation of the Model	14
<b>4. THE ELEMENTS OF THE MODEL</b>	<b>14</b>
Protocol describing the process of mapping out areas at risk and controls	14
The organisational and authorisation system	15
Protocol for the adoption and updating of the Code of Ethics	17
The Financial Resources Management System	18
System for the Management of Health and Safety in the Workplace	19
The Financial Resources Management System	20
The Disciplinary System	21
The Supervisory Body	21
The system of information flows to and from the Supervisory Board	22
The Training and Communication Plan	24
<b>5. WHISTLEBLOWING</b>	<b>26</b>
<b>6. MAPPING OF DORNA WSBK ORGANIZATION SRL - SUCURSAL EN ESPAÑA</b>	<b>28</b>
<b>7. ANNEXES</b>	<b>29</b>

## 1. INTRODUCTION

DORNA WSBK ORGANIZATION S.r.l. (hereinafter the "Company" or "**DWO**"), is the promoter of the FIM Superbike World Championship, licensed by the FIM (Fédération Internationale de Motocyclisme) (hereinafter the "**Championship**").

The World Superbike Championship, known by the acronym SBK-TM, is the world championship of the Superbike class that has been held since 1988 and consists of competitions that take place in the most prestigious circuits in the world. Also known as the World Superbike FIM Championship (WSBK), it is the most important championship for motorcycles derived from mass production, i.e. motorcycles normally built for road use.

The Company in recent years has witnessed a growth and affirmation of the business and in 2013, was acquired by Dorna Sports S.L., a leader in the motorsport industry internationally as the owner of the license of the World Motorcycle Championship (Moto GP).

In the current context, in addition to administrative-accounting and management processes, those related to health and safety at work take on importance, since the Company operates in a dynamic context, such as that of the circuits, which requires strong capabilities of flexibility and adaptation of the operating structure to external variables. With a view to increasingly efficient management and modernisation of company structures, the Company has adopted this management, organisation and control model pursuant to Legislative Decree 231/2001, which is therefore part of the wider existing Internal Control System.

## 2. FOREWORD

### Legislative Decree 231/01

On 8 June 2001, with Legislative Decree no. 231 (hereinafter referred to as the "**Decree**"), which came into force on 4 July 2001, the legislator incorporated into its own legal system the provisions of international conventions on the liability of legal persons.

The Decree, containing "*Regulations governing the administrative liability of legal entities, companies and associations, including those without legal personality*", introduced a system of administrative liability for entities deriving from the commission of certain offences, albeit materially committed by individuals.

However, liability is attributed to the entity if the offences are committed in its interest or to its advantage:

- a) by a natural person who has functions of representation, administration, management, even of an organizational unit of the entity with financial and functional autonomy;
- b) by persons who exercise, even de facto, the management or control of the entity itself, or
- c) by a person subject to the direction or supervision of those who manage or control the entity.

In cases where the offence has been committed by **individuals in a top management position** (the individuals specified in letters a and b of this paragraph are considered as such), the entity's liability is expressly excluded if it can prove that

- "the management body has adopted and effectively implemented, prior to the commission of the offence, an organisational and management model capable of preventing offences of the kind committed";
- "the task of supervising the functioning of and compliance with the model and ensuring that it is updated has been entrusted to a body of the Entity endowed with autonomous powers of initiative and control";
- persons have committed an offence by fraudulently circumventing the organisation and management model;
- there has been no omitted or insufficient supervision by the body endowed with autonomous powers of initiative and control, i.e. the Supervisory Body (hereinafter referred to as "**SB**").

The organisation and management models must meet the following requirements:

- a) identify the activities within the scope of which crimes may be committed;
- b) provide for specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the offences to be prevented;
- c) identify methods of managing financial resources suitable for preventing the commission of offences;
- d) provide for information obligations towards the body appointed to supervise the functioning of and compliance with the models;
- e) introduce a disciplinary system suitable for sanctioning non-compliance with the measures indicated in the model.

If the offence has been committed by a **subordinate** (i.e. by one of the individuals described in letter c of this paragraph) the entity will be liable if the commission of the offence was made possible by the failure to comply with the obligations of management and supervision.

On the other hand, liability may be excluded where the entity has adopted, in relation to the nature and size of the organisation as well as the type of activity carried out, *appropriate measures to ensure that the activity is carried out in compliance with the law* and to discover and eliminate risk situations in a timely manner.

The liability of the entity arises only in the cases and within the limits expressly provided for by law.

The commission of one of the offences peremptorily indicated in the Decree and subsequent amendments constitutes the first prerequisite for the applicability of the regulations in question. Another fundamental and essential prerequisite is that the crime is committed in the interest or to the advantage of the Entity.

The offence can be charged against the Entity if the offence is committed:

- "by persons who hold positions of representation, administration or management of the Entity or one of its organisational units with financial and functional autonomy", or by those who "exercise management and control" of the Entity (persons in so-called "top positions");

- by persons subject to the direction or supervision of one of the "so-called subordinates", who are not always employees.

Articles 24, 24-bis and 25 of the Decree provide for offences committed in relations with the Public Administration, specifically:

Art. 24 of the Decree:

- embezzlement to the detriment of the State (Article 316-bis of the Italian Criminal Code);
- undue receipt of funds to the detriment of the State (Article 316-ter of the Italian Criminal Code);
- fraud to the detriment of the State or other public body (Article 640, paragraph 2, no. 1, Criminal Code);
- aggravated fraud to obtain public funds (Article 640-bis of the Italian Criminal Code);
- computer fraud (Article 640-ter of the Italian Criminal Code).

In art. 24 bis of the Decree, Law no. 48 of 18 March 2008 introduced the hypothesis of "Computer crimes and unlawful data processing":

- Computer documents (Art. 491-bis c.p.)
- Unauthorized Access to a Computer or Telematic System (Art. 615-ter c.p.)
- Possession and Unauthorized Disclosure of Access Codes to Information or Computer Systems (Art. 615-quater c.p.)
- Dissemination of Equipment, Devices or Computer Programs Intended to Damage or Interrupt a Computer or Information System (Art. 615-quinquies c.p.)
- Interception, Obstruction or Illegal Interruption of Information or Computer Systems Communications (Art. 617-quater c.p.)
- Installation of Equipment for Intercepting, Impeding or Interrupting Computer or Telematic Communications (Art. 617-quinquies, Criminal Code)
- Damage to computer and telecommunications systems (Art. 635-bis c.p.)
- Damage to computer information, data and programmes used by the State or other public body or in any case of public utility (Article 635-ter of the Italian Criminal Code)
- Damage to computer or telematic systems (Art. 635-quater c.p.)
- Damage to computer or telematic systems of public utility (Art. 635-quinquies c.p.)
- Computer fraud by the person providing electronic signature certification services (Article 640-quinquies of the Italian Criminal Code).

Art. 25 of the Decree:

- extortion (Article 317 of the Italian Criminal Code);
- corruption for an official act (Article 318 of the Italian Criminal Code);
- corruption for an act contrary to official duties (Article 319 of the Italian Criminal Code);
- corruption in judicial proceedings (Article 319-ter of the Italian Criminal Code);
- undue induction (Article 319-quater of the Italian Criminal Code);
- bribery of a person in charge of a public service (Article 320 of the Italian Criminal Code);
- penalties for the briber (Article 321 of the Italian Criminal Code);
- incitement to corruption (Article 322 of the Italian Criminal Code);

- embezzlement, extortion, bribery and incitement to bribery of members of the Bodies of the European Communities and officials of the European Communities and foreign States (Article 322 bis of the Italian Criminal Code).

Law no. 69 of 27 May 2015 amended the crime of "extortion" (Article 317 of the Criminal Code).

Article 6 of Law No. 409 of 23 November 2001 then included among the relevant offences pursuant to Legislative Decree No. 231/01 the offences concerning the counterfeiting and alteration of money and revenue stamps (**Article 25-bis**):

- forgery of money, spending and introduction into the State, in concert, of counterfeit money (Article 453 of the Italian Criminal Code);
- alteration of money (Article 454 of the Italian Criminal Code);
- spending and introduction of counterfeit money into the State, without acting in concert (Article 455 of the Italian Criminal Code);
- spending of counterfeit money received in good faith (Article 457 of the Italian Criminal Code);
- forgery of revenue stamps, introduction into the State, purchase, possession or putting into circulation of forged revenue stamps (Article 459 of the Italian Criminal Code);
- counterfeiting of watermarked paper in use for the manufacture of public credit cards or revenue stamps (Article 460 of the Italian Criminal Code);
- manufacture or possession of watermarks or instruments intended for the counterfeiting of money, revenue stamps or watermarked paper (Article 461 of the Italian Criminal Code);
- use of counterfeit or altered revenue stamps (Article 464, paragraphs 1 and 2, Criminal Code).

Art. 3 of Legislative Decree no. 61 of 11 April 2002, as part of the reform of corporate offences, introduced art. **25-ter** with which the administrative liability of Entities was extended to certain corporate offences:

- false corporate communications (Article 2621 of the Italian Civil Code);
- false corporate communications to the detriment of shareholders or creditors (Article 2622 of the Italian Civil Code);
- falsity in reports or communications of the auditing firm (Article 2624 of the Italian Civil Code);
- impeded control (Article 2625, paragraph 2 of the Italian Civil Code);
- undue restitution of contributions (Article 2626 of the Italian Civil Code);
- illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code);
- unlawful transactions involving shares or quotas of the company or its parent company (Article 2628 of the Italian Civil Code);
- transactions to the detriment of creditors (Article 2629 of the Italian Civil Code);
- failure to disclose a conflict of interest (Article 2629 bis of the Italian Civil Code - Law 262/2005);
- fictitious capital formation (Article 2632 of the Italian Civil Code);
- improper distribution of company assets by liquidators (Article 2633 of the Italian Civil Code);
- corruption between private individuals (Article 2635 of the Italian Civil Code);
- unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code);
- agiotage (article 2637 of the Italian Civil Code, as amended by article 9 of Law 62/05);

- obstructing the exercise of the functions of public supervisory authorities (Article 2638 of the Italian Civil Code).

Law no. 69 of 27 May 2015 amended some of the aforementioned offences provided for in Article 25-ter, in particular:

- false corporate communications (Article 2621 of the Italian Civil Code);
- false corporate communications to the detriment of shareholders or creditors (Article 2622 of the Italian Civil Code);
- Ex novo introduction of the crime of "minor facts" (Article 2621-bis of the Italian Civil Code).

In relation to the commission of crimes for the purpose of terrorism or subversion of the democratic order, Law no. 7 of 14 January 2003 introduced **art. 25-quater**. "Crimes for the purpose of terrorism or subversion of the democratic order," provided for by the Criminal Code and special laws.

Law no. 7 of January 9, 2006, containing the necessary measures to prevent, counter and repress the practices of female genital mutilation, as violations of the fundamental rights to the integrity of the person and health of women and girls, introduced art. 25 quater. 1 "Practices of female genital mutilation".

For the commission of crimes against the individual, Law no. 228 of 11 August 2003 introduced **art. 25-quinquies** "Measures against trafficking in persons":

- enslavement (Article 600 of the Italian Criminal Code);
- child prostitution (Article 600 bis of the Italian Criminal Code);
- child pornography (art. 600 ter penal code);
- possession of pornographic material (art. 600 quater penal code);
- tourist initiatives aimed at the exploitation of child prostitution (Article 600 quinquies of the Italian Criminal Code);
- trafficking in persons (Article 601 of the Italian Criminal Code);
- purchase and sale of slaves (Article 602 of the Italian Criminal Code).

Law no. 62 of 18 April 2005 introduced **art. 25-sexies** "Abuse of privileged information and market manipulation":

- abuse of privileged information (article 184 of Legislative Decree 58/98 - Law 62/05);
- market manipulation (article 185 of Legislative Decree 58/98 - Law 62/05).

Law no. 146 of 16 March 2006 "Ratification and implementation of the United Nations Convention and Protocols against transnational organised crime, adopted by the General Assembly on 15 November 2000 and 31 May 2001" extended the administrative liability of entities to the transnational crimes listed below:

- Criminal association (Article 416 of the Italian Criminal Code);
- Mafia-type association (Article 416-bis of the Italian Criminal Code);
- Criminal association for the purpose of smuggling foreign tobacco Art. 291-quater (Presidential Decree 43/1973 - Law 92/01);



- Association for the purpose of illegal trafficking in narcotic or psychotropic substances Art. 74 (Presidential Decree 309/1990);
- Use of money, goods or benefits of unlawful origin (Article 648-ter of the Italian Criminal Code);
- Provisions against illegal immigration Art. 12 (Dpr 286/1998);
- Inducement not to make statements or to make false statements to the judicial authorities (Article 377-bis of the Italian Criminal Code);
- Aiding and abetting (Article 378 of the Italian Criminal Code).

With Law no. 123 of 3 August 2007, **art. 25-septies was** included in the Decree, which foresees the responsibility of the entity also for the hypotheses set forth in art. 589 and 590, second paragraph, of the criminal code (manslaughter and serious or very serious personal injury) as a result of violations of the regulations on the protection of health and safety at work. (manslaughter and grievous or very grievous bodily harm) as a result of violations of the regulations on the protection of health and safety at work.

Legislative Decree no. 231 of 21 November 2007, introduced administrative liability for the offences of receiving, laundering and using money, goods or utilities of unlawful origin (art. 648, 648 *bis*, 648 *ter*, Criminal Code), the new hypothesis is contemplated in **art. 25 octies**. In addition, Law no. 186 of 15 December 2014 introduced the crime of self-laundering (art. 648 *ter*1 c.p.).

Law no. 99 of 23 July 2009 introduced administrative liability for offences relating to violation of copyright, as set out in **art. 25 novies**.

With the law of 03 August 2009 no. 116 (art. 4) **art. 25 decies was** added to the Decree in question, which configures an administrative responsibility for entities in cases of induction to not make statements or to make false statements to the judicial authority (art. 377 *bis* penal code).

**Art. 25 undecies** incorporates, then, a series of hypotheses of administrative responsibility of the entities strictly connected to the commission of "Environmental Crimes". It includes, among others, certain types of offences provided for by Legislative Decree 152/2006, known as the "Environmental Code":

- Opening or carrying out a new discharge of industrial waste water without authorisation (art. 137, paragraph 2);
- Discharge of industrial wastewater containing dangerous substances referred to in Tables 5 and 3/A, Annex 5 Part III, Legislative Decree 152/2006 without complying with the requirements of the authorization, or those of the competent authority pursuant to Articles 107, paragraph 1, and 108 (Article 137, paragraph 3);
- Violation of the prohibitions on discharges onto the ground, into groundwater and into the subsoil laid down in articles 103 and 104 of the "Environmental Code" (article 137, paragraph 1);
- Activities of collection, transport, recovery, disposal, trade and intermediation of waste without authorisation or in the absence of the requirements and conditions for registration or communications pursuant to articles 208, 209, 210, 211, 212, 214, 215 and 216 of the "Environmental Code", if the waste is non-hazardous (article 256, paragraph 1, letter a);
- Activities of collection, transport, recovery, disposal, trade and intermediation of waste without authorisation, registration or communication pursuant to Articles 208, 209, 210, 211, 212, 214, 215 and 216 of the "Environmental Code", if the waste is hazardous (Article 256, paragraph 1, letter b);
- Creation or management of an unauthorised landfill (Article 256, paragraph 3, first sentence);



- Construction or management of an unauthorised landfill destined, even partially, for the disposal of dangerous waste (art. 256, paragraph 3, second sentence);
- Unauthorised mixing of waste, in breach of the prohibition contained in article 187 of the "Environmental Code" (article 256, paragraph 5);
- Transport of waste in the absence of the form referred to in Article 193 of the "Environmental Code" or with a form bearing incorrect or incomplete data;
- Preparation of a certificate of analysis containing false information on the nature, composition and chemical-physical characteristics of the waste and use of a false certificate during transport (in the latter case the penalty referred to in Article 483 of the Criminal Code applies) (Article 258, paragraph 4).

Law no.68 of 22 May 2015 "Provisions on crimes against the environment" introduced the following cases:

- Environmental pollution (Article 452-bis of the Italian Criminal Code);
- Environmental disaster (Article 452-quater of the Italian Criminal Code);
- culpable offences against the environment (with reference to articles 452-bis and quater, violation of article 452-quinquies of the criminal code);
- Trafficking in and abandonment of highly radioactive material (Article 452-sexies of the Italian Criminal Code).

With Law 161/17, art. 25 duodecies (Employment of third country nationals whose stay is irregular) was revised, in which new qualified cases relating to the trafficking of irregular foreigners and to the illegal exploitation of the condition of irregularity were included, in particular the crimes provided for by art. 12, paragraphs 3, 3-bis and 3-ter and 5 of Legislative Decree 286/1998 (in force since 19 November).

With Law no. 167 of 20.11.2017 (Provisions for the fulfilment of obligations arising from Italy's membership of the European Union - European Law 2017), Article 25-terdecies of Legislative Decree 231/2001 was inserted, headed "racism and xenophobia".

Law No. 179 of 30 November 2017 on so-called "*whistleblowing*" (Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship) requires:

- that the entity's organisational models must provide for the activation of one or more channels that allow for the transmission of the reports themselves in order to protect the integrity of the entity; these channels must guarantee the confidentiality of the identity of the reporting party in the activities of managing the report. The text provides that there must be "at least one alternative channel" suitable for guaranteeing confidentiality in computerised form;
- that the circumstantiated reports of the unlawful conduct (or of the violation of the organisation and management model of the entity) - excluding also here the requirement of good faith - must be based on factual elements that are precise and concordant;
- that the organisational models must provide for disciplinary sanctions against those who violate the measures to protect the whistleblower.

Law no. 157 of December 19, 2019 concerning the "Conversion into law, with amendments, of Decree-Law no. 124 of October 26, 2019, containing urgent provisions on tax matters and for unavoidable

requirements", provided, among other things, for the inclusion in the Decree of Article 25-quinquiesdecies (so-called "Tax Crimes"), introducing the following cases:

- Art. 2 of Legislative Decree 74/2000 ("Fraudulent declaration through the use of invoices or other documents for non-existent transactions");
- Art. 3 of Legislative Decree 74/2000 ("Fraudulent declaration by means of other devices");
- Art. 8 of Legislative Decree 74/2000 ("Issuance of invoices or other documents for non-existent transactions");
- Art. 10 of Legislative Decree 74/2000 ("Concealment or destruction of accounting documents");
- Art. 11 Legislative Decree 74/2000 ("Fraudulent evasion of tax payments").

With Legislative Decree no. 75 of July 14, 2020 (Legislative Decree no. 75/2020), Directive (EU) 2017/1371 (so-called PIF Directive) of the European Parliament and of the Council of July 5, 2017, laying down rules for "combating fraud affecting the financial interests of the European Union by means of criminal law" was transposed into Italian law. This decree, among the various innovations, has expanded the catalogue of predicate offences under Legislative Decree 231/2001 by introducing the following cases in the articles already present:

- Fraud in public supplies (Article 356 of the Italian Criminal Code) - in Article 24 of the Decree;
- Fraud to the detriment of the European Agricultural Fund (art. 2 L. 23/12/1986, n.898) - in art. 24 of the Decree;
- Embezzlement (Article 314 of the Italian Criminal Code) - in Article 25 of the Decree;
- Peculato mediante profitto dell'errore di altrui (Article 316 of the Italian Criminal Code) - in Article 25 of the Decree;
- Abuse of office (art. 323 criminal code) - in art. 25 of the Decree;
- Untrue declaration (art. 4 Legislative Decree 74/2000) - in art. 25-quinquiesdecies of the Decree;
- Failure to make a declaration (Article 5 of Legislative Decree 74/2000) - in Article 25-quinquiesdecies of the Decree;
- Undue compensation (art. 10-quater Legislative Decree 74/2000) - in art. 25-quinquiesdecies of the Decree.

Furthermore, Article 5 of Legislative Decree 75/2020 introduced into Legislative Decree 231/2001 Article 25-sexiesdecies (so-called "Contraband") which provides:

- Article 282 TULD (Smuggling in the movement of goods across land borders and customs areas);
- Article 283 TULD (Smuggling in the movement of goods in border lakes);
- Article 284 TULD (Smuggling in the maritime movement of goods);
- Article 285 TULD (Smuggling in the movement of goods by air);
- Article 286 TULD (Smuggling in non-drug zones);
- Article 287 TULD (Contraband for undue use of goods imported with customs facilities);
- Article 288 TULD (Smuggling in customs warehouses);
- Article 289 TULD (Contraband in cabotage and traffic);
- Article 290 TULD (Smuggling in the export of goods admitted to restitution of rights);
- Article 291 TULD (Contraband in importation or temporary exportation);
- Article 291-bis TULD (Smuggling of foreign manufactured tobacco products);

- Article 291-ter TULD (Aggravating circumstances of the crime of smuggling foreign manufactured tobacco);
- Article 291-quater TULD (Criminal association for the purpose of smuggling foreign tobacco products);
- Article 292 TULD (Other cases of smuggling);
- Article 295 TULD (Aggravating circumstances of smuggling).

The analysis of the crimes provided for by the Decree and relevant for DWO, considering the activity it carries out, is attached to this Model: Matrix of Risks and Controls (Annex 1 - *DWO Risk Matrix*), and described in the Special Part of the Model itself. It is necessary to point out that, regardless of the possible Administrative Responsibility of the company, whoever commits one of the above mentioned crimes will be prosecuted for the illegal conduct he/she has committed.

**Article 9 paragraph 1** of the Decree identifies the sanctions that may be imposed on the entity for administrative offences dependent on a crime, namely:

- 1) the financial penalty;
- 2) disqualifying sanctions;
- 3) confiscation;
- 4) the publication of the judgment.

*In particular, the "prohibitory sanctions" provided for are:*

- i. disqualification from exercising the activity;
- ii. suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
- iii. the prohibition to contract with the Public Administration, except to obtain the performance of a public service;
- iv. the exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted;
- v. a ban on advertising goods or services.

### **The Guidelines of the Associations of Categories**

In the preparation of this Model, the Company, in addition to complying with the prescriptions indicated in the Decree, has decided to follow the principles expressed:

- in the Guidelines issued by Confindustria, last update 21 July 2014 (as regards the general preparation of the Organisation and Control Model);
- in the UNI INAIL 2001 Guidelines (regarding the part on Safety in the Workplace);
- in the INAIL Guidelines SGSL MPI 2011 (regarding the part on Safety in the Workplace).

These "Guidelines" have obtained a declaration of "suitability" from the Ministry of Justice.

The Confindustria Guidelines (hereinafter referred to as the "Guidelines") represent the cornerstone for the preparation of organisation and management models. The Company, therefore, in preparing this Model, has decided to also take into consideration the indications contained in said Guidelines.

The salient aspects of the above Guidelines are briefly outlined below:

- a) the identification of risks, i.e. the analysis of the company context in order to highlight in which area or sector of activity and in what manner events prejudicial to the objectives pursued by Legislative Decree 231/01 could occur;
- b) the design of the control system or protocols aimed at planning both the formation and implementation of the entity's decisions, in relation to the offences to be prevented.

In order to achieve these objectives, the above-mentioned Guidelines provide for a control system, the most important components of which are as follows:

- i. Code of Ethics;
  - ii. clear and formalised organisational system, with assignment of responsibilities, hierarchical reporting lines, description of tasks and specific provision of the control principles adopted;
  - iii. manual and computerized procedures to regulate the performance of activities by providing appropriate control points;
  - iv. authorization and signatory powers, with precise indication of the limits for approval of expenses;
  - v. management control system capable of promptly reporting particularly critical situations;
  - vi. communication to staff and training programme.
- c) identification of a control body (the SB) within the company with the task of supervising the effectiveness, adequacy and application of the model;
  - d) the introduction of a disciplinary system suitable for sanctioning failure to comply with the measures indicated in the model.

### 3. THE MODEL

#### Purpose of the Model

The Company has decided to adopt this model of organization, management and control (hereinafter the "**Model**") with the purpose of:

- a) to promote and enhance to an even greater extent an ethical culture within the company, with a view to fairness and transparency in the conduct of business;
- b) introduce a mechanism to set up a permanent process of analysis of the company's activities, aimed at identifying the areas in which the crimes indicated in the Decree may in abstract terms be committed;
- c) introduce control principles with which the organisational system must comply so as to be able to concretely prevent the risk of committing the offences indicated in the Decree in the specific activities that emerged following the analysis of the sensitive areas;

- d) introduce a Disciplinary System suitable for sanctioning any failure to comply with the aforementioned control principles and, in particular, with the measures indicated in this Model;
- e) establish a Supervisory Body (also "SB") with the task of supervising the proper functioning of and compliance with the Model and ensuring that it is updated.

### Model Elements

On the basis of the indications contained in the aforementioned Guidelines, this Model consists of the following elements:

1. Protocol describing the process of mapping areas at risk and controls (Risk & Control Matrix);
2. Special Part of the Model pursuant to Legislative Decree 231/01;
3. Organizational and authorization system;
4. Control principles relating to activities at risk;
5. Protocol for the adoption and updating of the Code of Ethics;
6. Management Manual for Health and Safety in the Workplace;
7. The Financial Resources Management System;
8. Disciplinary system;
9. Supervisory Board;
10. System of information flows to and from the Supervisory Board;
11. Training and communication plan for Company personnel in relation to this Model.

### Addressees of the Model

The rules contained in this Model apply to all those who perform, even de facto, functions of management, administration, direction or control in the Company, to employees, as well as consultants, collaborators, agents, attorneys and, in general, to all third parties acting on behalf of the Company.

The subjects to whom the Model is addressed are therefore required to comply with all its provisions, also in fulfilment of the duties of loyalty, correctness and diligence that arise from the legal relations established with the Company.

### Approval and modification of the Model

Pursuant to and for the purposes of Article 6, paragraph 1, letter a) of the Decree, the organisational and management models are acts issued by the Board of Directors as a whole. Therefore, the approval of this Model constitutes the prerogative and exclusive responsibility of the Board of Directors of the Company

which is responsible, also on the recommendation of the Supervisory Body, for the formulation of any substantial amendments and additions considered necessary in order to allow the continued compliance of the Model with the provisions of the Decree and any changes in the structure of the Company. Every hypothesis of modification and/or integration of the Company's operating procedures will be submitted to the Board of Directors, where this may imply a substantial variation of the procedural scheme and a different evaluation of the exposure to risk of the Company structure. For the sole modifications resulting from the integration of the new crimes legislatively provided for, the Managing Director may proceed with the approval. The Supervisory Board will also inform the entire Board of Directors, as part of the six-monthly report, or when necessary, as per Article 5 of the "Articles of Association of the Supervisory Board".

In the hypothesis of modifications and/or integrations concerning the organisational system, every modification and/or integration of a substantial nature made to the company organisational chart and the relative missions and areas of responsibility (See "Company Organigram"), must be approved by the Board of Directors.

As also clarified by the Guidelines, the Board of Directors, even with the establishment of the Supervisory Body pursuant to the Decree, maintains unchanged all the powers and responsibilities provided for by the Civil Code and the Articles of Association, to which are now added those relating to this Model as well as to the functioning of the Supervisory Body.

With regard to the process of amending and updating the Code of Ethics and the Disciplinary System, please refer to the protocol described in the specific paragraphs of the Model.

### Implementation of the Model

The adoption of this Model constitutes the starting point of the process of dynamic management of the Model.

For the implementation phase of the Model, the Board of Directors, supported by the Supervisory Board, will be responsible for implementing the various elements of the Model, including the operating procedures.

**In any case, the Company intends to reiterate that the correct implementation and control of compliance with the company provisions and, therefore, with the rules contained in this Model, constitute an obligation and a duty of all the Company's personnel and, in particular, of each Head of Department who has primary responsibility for controlling activities, especially those at risk, within the scope of his/her competence.**

## 4. THE ELEMENTS OF THE MODEL

### Protocol describing the process of mapping areas at risk and controls

Art. 6, paragraph 2, letter a), of the Decree provides that the Model must include a mechanism aimed at "identifying the activities within the scope of which crimes may be committed".



The identification of the areas in which offences may theoretically be committed implies a detailed assessment of all company processes aimed at verifying the abstract possibility of the types of offences envisaged by the Decree and the suitability of the existing control elements to prevent them from being committed. This analysis results in a company document called **"Risk & Control Matrix"** (hereinafter also **"Mapping of risk areas" or "Mapping"**) (Annex 1 - *DWO Risk Matrix*).

The Mapping of the areas at risk is the fundamental premise of this Model.

The preparation of such a document and its updating must, therefore, entail the implementation of an actual corporate process that this protocol intends to regulate.

Consequently, with this Model, the Company establishes that the activity of preparing and constantly updating the Mapping of the areas at risk is the responsibility of the Board of Directors on the proposal of the Supervisory Body, which will carry out a preliminary analysis aimed at identifying the areas at risk:

- identification of the company functions which, in view of the tasks and responsibilities assigned, could be involved in activities "at risk of offence";
- specification of the alleged offences;
- identification of the control elements put in place to monitor the risks/offences identified;
- identification of the level of probability and severity of the risks that have emerged.

Subsequently, the results that emerged from the initial risk mapping activity and the relative controls must be updated on the proposal of the Supervisory Body whenever substantial changes are made to the Company's organisational structure (e.g.: establishment/modification of organisational units; start-up/modification of the Company's activities), or if important legislative changes are made (e.g.: introduction of new offences in the Decree).

The results of risk mapping, supervision and related controls will be the subject of a specific six-monthly communication by the Supervisory Board to the Board of Directors.

## **The organizational and authorization system**

### *The organizational system*

The Organisational System must be sufficiently formalised and clear, especially as regards the assignment of responsibilities, the lines of hierarchical and functional dependence and the description of tasks, with specific provision for control principles such as, for example, the separation of functions.

The organisational structure adopted by the Company is formalised in the document called "Company Organigram" which clearly identifies the corporate functions and responsibilities of each organisational unit, the lines of hierarchical and functional dependence and the functional links between the various positions of which the structure is composed (Annex 2 - *DWO Organigram*).

### *The authorisation system*

As suggested by the Guidelines, authorisation and signatory powers must be assigned consistently with the organisational and management responsibilities defined, providing, when required, for a precise indication of the approval thresholds for expenditure, especially in areas considered at risk of offences.



The Power Structure adopted by the Company provides for:

- Signatory powers: these are defined in the resolution of the Board of Directors, and assigned to management representatives with powers of legal representation and management of the Company, with the right to sub-delegate;
- Delegation of functions: with the intention of decentralising management powers while maintaining control, top management has established the appointment of "**Budget Managers**" for the managers of specific areas, assigning them the power to authorise the use of the sums contained in the portion of the budget for which they are responsible. The **Budget Managers** operate within the scope of the duties and responsibilities assigned to them by the organisational chart, taking into account their contract of employment with the Company. With regard to such persons, the act of appointment as Budget Managers is considered a true and proper assignment of functions, having all the requisites of **control**.

With this Model, the Company intends to initiate the process of implementing the new system of controls centred on the principles set out below, as also required by the Guidelines.

In the context of each risk activity identified, the Company must therefore put in place specific controls. The degree of control that the Company will decide to implement for each risk activity is a function, in addition to an assessment in terms of cost-benefit, of the risk threshold considered acceptable by the Company for that specific activity.

The control principles that must be ensured in all risk activities that emerged from the mapping are as follows:

- guarantee integrity and ethics in the performance of the activity, through the provision of appropriate rules of conduct aimed at regulating each specific activity considered at risk (e.g.: relations with the P.A.);
- formally defining the tasks and responsibilities of each company function involved in activities at risk;
- assigning decision-making responsibilities in a manner commensurate with the tasks assigned;
- correctly define, assign and communicate the powers of authorisation and signature, providing, when required, a precise indication of the approval thresholds for expenditure in such a way that no person is given unlimited discretionary powers;
- guarantee the principle of separation of roles in the management of processes, assigning to different subjects the crucial phases of which the process is composed and, in particular, that of authorisation, execution, registration and control;
- regulate the activity at risk, for example by means of special procedures, providing for the appropriate control points (checks, reconciliations, balancing, information mechanisms, etc.);
- ensure the verifiability, documentability, consistency and congruity of each operation or transaction. To this end, the traceability of the activity must be guaranteed by means of adequate documentary support on which controls can be carried out at any time. It is therefore appropriate that for each operation it is easy to identify who authorised the operation, who materially carried it out, who recorded

it and who checked it. The traceability of operations is ensured with a higher level of certainty by the use of computer systems capable of managing the operation, thus enabling compliance with the requirements described above;

- ensure that the controls carried out can be documented. To this end, the procedures with which the controls are implemented must guarantee the possibility of retracing the control activities carried out, in such a way as to allow the evaluation of the consistency of the methodologies adopted (self assessment, sample surveys, etc.), and the correctness of the results obtained (e.g.: audit reports);
- provide for moments of control and monitoring of the correctness of the activities carried out by the individual functions within the scope of the process considered (compliance with the rules, correct use of powers of signature and expenditure, etc.);
- ensure the presence of appropriate reporting mechanisms that allow systematic reporting by the personnel called upon to carry out the activity at risk (written reports, reports, etc.).

The precepts described above must be complied with not only in the processes identified as sensitive in the mapping provided for by this Model, but also in all company processes. The process of verifying and adapting the procedures must be the subject of specific reporting by the company departments insofar as it falls within their competence, according to the methods and timing established by the Supervisory Board itself, in agreement with the top management.

### Protocol for the adoption and updating of the Code of Ethics

The adoption of ethical principles relevant to the prevention of the offences referred to in Legislative Decree 231/01 is an objective of this Model. In this perspective, the adoption of a code of ethics as a useful governance tool is an essential element of the preventive control system. The code of ethics, in fact, aims at recommending, promoting or prohibiting certain behaviours to which sanctions proportionate to the seriousness of any breaches committed may be attached.

#### *The Code of Ethics of the Dorna Group and that of the DWO Company*

The Company, belonging to the Dorna Group, has adhered to the ethical principles and rules desired by the Group and set out in the body of a Code of Ethics of the Group itself so-called Anti-Bribery and Corruption ("**ABC Policies**", 2014 version).

In order to ensure that the culture of control penetrates its organisation and also in order to comply with the Decree, the Company has adopted its own specific Code of Ethics which, while recalling all the principles and rules of the ABC Policies which are therefore implemented, sets out certain rules of conduct whose observance the Company requires of its internal and external personnel.

To this end, the Company provides all its staff, including therefore the "external" staff, with its Code of Ethics which it has adopted with a view to guaranteeing compliance with certain standards of conduct identified also with the specific aim of preventing the crimes provided for by the Decree in the activities carried out by the Company and its staff.

The Company's Code of Ethics consists of a set of rules of conduct to be complied with, the violation of which will result in the application of the sanctions provided for in the Disciplinary System of this Model.

#### *Protocol on the Code of Ethics*

The Code of Ethics, annexed to this Model (Annex 3 - *DWO Code of Ethics and ABC Policies of the Dorna Group*), is also addressed to subjects directly linked by an employment relationship towards whom the Company may require compliance with the ethical provisions and also extends to directors, consultants, collaborators, agents, proxies and third parties who may carry out activities on behalf of the Company.

The applicative effectiveness of the Code, therefore, is also directly applicable to those subjects with whom compliance with ethical principles may be contractually agreed. It is the responsibility of the Supervisory Body to identify and assess, with the support of the company's top management, the appropriateness of including specific contractual clauses in the contracts that regulate the relationship with such "external" parties in the light of the company activities that are potentially exposed to the commission of the offences referred to in the aforementioned Decree, prescribing the full acceptance of the Company's codes of ethics for those parts not provided for in the professional code of ethics to which they belong.

The Supervisory Body is responsible for monitoring the operation of and compliance with the Company's Code of Ethics with respect to specific activities, and will promptly notify the Board of Directors of any inconsistencies or need for updating.

Anyone who becomes aware of violations of the principles of this Code or of other events likely to alter its scope and effectiveness, shall promptly report them to the Supervisory Body. Failure to report a violation of the Code of Ethics is in turn a violation of the Code.

Failure to comply with the principles and rules of conduct contained in this Code entails the application of the sanctions contained in the Company Disciplinary System provided for by the Model.

The Code of Ethics is intended to introduce into the Company's activities principles and rules of conduct aimed at preventing the crimes provided for in Legislative Decree no. 231/2001 and, therefore, in the event that any of the provisions of this Code should conflict with provisions laid down in internal regulations or procedures, the provisions of the Code shall prevail.

#### **The Financial Resources Management System**

Art. 6, paragraph 2, letter c) of the Decree provides that the models must include "methods of managing financial resources suitable for preventing the commission of offences. The rationale for this provision is based on the observation that most of the offences referred to in the Decree can be carried out using the financial resources of the company (e.g.: constitution of non-accounting funds for carrying out acts of corruption).

The Guidelines recommend the adoption of mechanisms for the proceduralisation of decisions which, by making the various stages of the decision-making process documented and verifiable, prevent the improper management of the entity's financial resources.

In compliance with the criteria described above, the Company adopts specific procedures with the aim of regulating the processes of managing asset and liability flows (income and expenses).

These procedures are an integral part of this Model and the fraudulent violation of the rules laid down therein constitutes grounds for the application of the Model's disciplinary system.

The above procedures must be duly controlled by all the functions involved in the processes of management of the financial resources, in the name of the principle of accountability of the functions themselves, and by the control bodies/functions of the Company and, in particular for the purposes of the Decree, by the Supervisory Body which must give an account in its periodic communications to the Board of Directors of the controls carried out with regard to the knowledge, correct application and respect of the same.

Any changes to the above procedures must be communicated to the Supervisory Board for the fulfilment of its duties.

### **System for the Management of Health and Safety in the Workplace**

The health and safety at work management system (hereinafter referred to as SGSL) is a system voluntarily adopted by Dorna WSBK Organisation S.r.l. in order to keep under control and give evidence of everything done inside and outside the company to comply with the health and safety at work regulations in force. The SGSL is aimed at:

- contribute to improving the levels of health and safety of workers and other interested parties who may be exposed;
- improve internal and external image;
- constitute an organisational and management model implemented for the purposes of art. 30 of Legislative Decree 81/08 and subsequent amendments and additions.

The Safety Management Manual (MGS) was drafted taking into account the size, nature and activity carried out by DWO, according to the UNI INAIL 2001 guidelines and the INAIL SGSL MPI 2011 guidelines.

The Guidelines for the management of accidents to people or things or the modification of situations, structures, organizational phases related to the organization of the event are in place and are part of the Safety Management Manual.

It is based on the cyclic sequencing of the planning, implementation, monitoring and review phases of the system by means of a dynamic process that provides evidence of all the phases implemented.

The ability of the SGSL to achieve the planned objectives derives from the commitment and involvement of all the company functions involved, especially at the highest level.

The sequences applied are as follows:

- establish the top management policy for the pursuit of the SGSL objectives;
- identify applicable laws and regulations;
- identify all hazards to which workers are exposed, including outside activities;

- identify other parties potentially exposed in external activities by carefully outlining the various levels of interference and involvement;
- set specific objectives that are appropriate, achievable and congruent with the company's policy commitments;
- Develop programs to achieve these objectives by establishing priorities, timeframes, responsibilities and necessary resources;
- establish the most appropriate methods and tools to manage what is planned and programmed;
- sensitize the entire company structure to the achievement of the set objectives;
- implement the necessary monitoring, verification and inspection activities to ensure that the SGSL is working;
- initiate the appropriate corrective and preventive actions depending on the results of the checks;
- periodically review the system in order to assess its effectiveness and efficiency, evaluating its suitability to the company situations from time to time existing, modifying it, if necessary, to the change of the company policy and/or mission, the parameters of the law, taking into account the objective of the commitment to continuous improvement.

The Safety Management Manual (Annex 5 - *DWO Safety Management Manual (MGS)*), including the relevant attachments, is therefore an integral part of this Organization, Management and Control Model pursuant to Legislative Decree 231/2001 prepared by DWO.

### **The Financial Resources Management System**

The system for managing financial resources is represented in the Manual of Company Procedures and includes all the operating procedures that relate to the Company's sensitive activities, and is therefore an integral part of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001 prepared by DWO (Annex 4 - *DWO Procedures Manual* and Annex 8 - *DWO Procedures*).

Specifically, we find the following procedures:

- Active Cycle Management Procedure;
- Passive Cycle Management Procedure;
- Procedure for managing the General Ledger and monthly upload (i.e. Reporting procedure to the parent company);
- Budget and Strategic Plan Procedure;
- Pass Issuance Procedure;
- Personal Procedures:
  - Search for new staff;
  - Travel and reimbursements;
  - Maternity event management;

- Vacation/sick leave.

## The Disciplinary System

The effective operation of the Model is guaranteed by an adequate Disciplinary System that sanctions non-compliance with and violations of the rules contained in the Model and its constituent elements. Such violations must be subject to disciplinary sanctions, regardless of whether or not criminal proceedings are instituted, as they constitute a violation of the employee's duties of diligence and loyalty and, in the most serious cases, a breach of the relationship of trust established with the employee.

The disciplinary system is autonomous with respect to criminal offences and does not replace what is already established by the regulations governing the employment relationship, by the Workers' Statute (Law 300/1970) and by the National Collective Labour Agreement applicable to the Company's employees.

The Disciplinary System is aimed at sanctioning non-compliant conduct on the part of the Company's employees - managers and non-managers - as well as directors and statutory auditors, consultants, members of the Supervisory Board, collaborators and third parties acting on behalf of the Company.

The Disciplinary System is attached to this Model and is an integral part of it (Annex 6 - *DWO Disciplinary System*).

## The Supervisory Board

The Legislative Decree no. 231/2001 at art. 6, paragraph 1, letter b) provides, among the indispensable prerequisites for the exoneration from responsibility consequent to the committing of the crimes indicated therein, the proof of the institution of an internal/external Body - the so-called Supervisory Body ("the Body" or "OdV") - with autonomous powers of initiative and control with the task of supervising the functioning and observance of the Model and of taking care of its updating.

### *Requirements of the Supervisory Board*

In order to fulfil the functions established by the above-mentioned standard, the Body must meet the following requirements:

- **autonomy and independence:** as also specified in the Guidelines, the position of the Body within the Entity "must guarantee the autonomy of the control initiative from any form of interference and/or conditioning by any component of the Entity". (including the management body). The Organism must therefore be placed in the highest possible hierarchical position with the provision of an informative report to the highest operational top management.
- **professionalism:** this requirement refers to the specialised technical skills that the Body must have in order to carry out the activity assigned to it by the regulation. In particular, the members of the body must have specific knowledge in relation to any technique useful for carrying out the inspection activity, consultancy of analysis of the control system and of the legal type, (in particular in the penal and corporate sector), as clearly specified in the Guidelines. It is, in fact, essential to have knowledge of risk analysis and assessment techniques, flow charting of procedures and processes, fraud detection methodologies, statistical sampling and the structure and methods of commission of offences.



- **continuity of action: on the part of** the SB to ensure the effective implementation of the organisational Model.

Therefore, as the body responsible for supervising the functioning of and compliance with the Model and for ensuring its continuous updating, and as the body endowed with specific powers of initiative and control, the SB must

- be independent and in a position of third party status with respect to those over whom it is to exercise supervision;
- be endowed with autonomous powers of initiative and control;
- have financial autonomy;
- be devoid of operational tasks;
- have continuity of action;
- have professional requirements;
- to have a direct channel of communication with Top Management.

#### *Identification of the Supervisory Body*

In implementation of the provisions of the Decree and the Guidelines and in compliance with the requirements of autonomy, independence, professionalism and continuity of action just illustrated, the Company's Supervisory Body has been identified as a collegial body - given the prevalence of the choice of this type of body by the majority of entities, also given the vastness of the Body's competencies, which are difficult to attribute to a single person - whose composition and functioning are specifically established in the Bylaws attached to this Model (Annex 7 - *Bylaws of the Supervisory Body*).

### **The System of information flows to and from the Supervisory Board**

#### *Information flow of the Supervisory Body*

The Supervisory Body informs the Board of Directors about the implementation of the Model and any critical issues related to it, and if necessary, the Board of Statutory Auditors.

More specifically, in the ways established in the Articles of Association, the SB must inform the Board of Directors by preparing the following written reports:

- a written report on the results of the work carried out and the work plan for the next reporting period (audit plan);
- summary report on the work of the Supervisory Body with an adequate description of the activities carried out, of the criticalities and deficiencies found in the company processes, as well as of the necessary and/or appropriate corrective/improvement measures for the Model and their implementation status.

The SB also informs the Board of Statutory Auditors of the content of these written reports where this is functional to the exercise of the role covered by them. The SB may also, if necessary, contact the



Chairman of the Board of Directors to report any suggestions regarding, respectively, the management of the organisational structure or the management of policy, as well as to raise the awareness of the corporate bodies on specific issues.

The meetings with the corporate bodies to which the Body reports must be minuted and a copy of the minutes is kept by the Body in the appropriate archive according to the methods and times that will be established by the Body itself.

The Body (or even a single member of the same) may be consulted at any time by the aforementioned bodies and may in turn submit a request to that effect, in order to report on the functioning of the Model and on specific situations, directly and indirectly related to the application of the Model and/or the implementation of the Decree.

The Body must also coordinate with the competent technical structures of the Company for the various specific profiles.

#### *Flow of information to the Supervisory Board*

Art. 6, paragraph 2, letter d of Legislative Decree 231/01, requires the "Organisational Model" to contain obligations to inform the body responsible for supervising the operation of and compliance with the Model.

The obligation of a structured information flow is conceived as a tool to guarantee the supervisory activity on the effectiveness and efficacy of the Model and for the eventual a posteriori verification of the causes that have made possible the occurrence of the crimes provided for by the Decree.

The information provided to the Supervisory Board is aimed at improving its control planning activities and does not involve a punctual and systematic verification of all the phenomena represented.

Information flows can be divided into two types:

1. **Periodic Flows:** a periodic activity is outlined here, aimed at analysing the evolution of the activities carried out, the most significant events in terms of potential risk of offences being committed, any indications of anomalies, problematic profiles that have arisen with reference to the application of the control measures provided for by the Model. It is therefore appropriate for the SB to receive periodic information flows from the CFO, the Head of the Legal Department and the RSPP;
2. **Ad hoc flows:** activity focused on single facts that may have given rise to the commission of offences or in any case indicative of anomalies.

In particular, in addition to the information specifically required in the company procedures, information concerning the following must be promptly transmitted to the Supervisory Board, exclusively and confidentially, by all the company departments:

- measures and/or news coming from the judicial police, or any other authority, from which it can be inferred that investigations are being carried out for the offences referred to in the Decree, also against unknown persons;
- any violation of the Model and its constituent elements and any other aspect potentially relevant to the application of the Decree;

- reports prepared by the heads of the company functions in the context of the control activities carried out, from which facts, acts, events or omissions with critical profiles in relation to the provisions of the Decree may emerge;
- information on the effective implementation, at all levels of the company, of the disciplinary system, highlighting the disciplinary proceedings carried out and any sanctions imposed (including the measures taken against employees), or the reasoned measures for dismissing disciplinary proceedings;
- any amendments and/or additions to the system of delegated and proxy powers;
- existence of company activities that are found and/or perceived to be wholly or partly lacking in appropriate and/or adequate regulations (total or partial absence of specific regulations, inadequacy of the principles of the Code of Ethics and/or operating procedures with respect to the purposes for which they are intended, in terms of clarity and comprehensibility, updating and correct communication, etc.);
- any issuing, modification and/or integration made or considered necessary to the operating procedures concerning the Model and the Code of Ethics.

The Body will act in such a way as to guarantee whistleblowers against any form of retaliation, discrimination or penalisation, also ensuring the confidentiality of the identity of the whistleblower, without prejudice to legal obligations and the protection of the rights of the Company or of the persons involved, as well as the reputation of the whistleblower(s).

In addition to the information system outlined above, which is mandatory, anyone who comes into possession of information relating to the commission of offences or conduct deemed not to be in line with the provisions of this model must in any case immediately inform the Supervisory Board.

It is also planned to set up a special SB e-mail box which, in addition to the traditional means of communication already present in the company, will allow the Company's employees to report to the Supervisory Board any conduct not deemed to be in line with the standards of conduct set or to communicate any doubts and/or concerns regarding the application of the principles set out in the Model in the performance of their work activities.

### **The Training and Communication Plan**

Internal training is an essential tool for the effective implementation of the Model and for the widespread diffusion of the principles of conduct and control adopted by the Company, in order to reasonably prevent the crimes from which the Decree gives rise to administrative liability.

To this end, the Supervisory Board proposes the implementation of a specific training plan for the recipients of this Model, regarding the contents of the Decree and the characteristics of this Model and its elements.

The requirements that said training program must meet are as follows:

- be appropriate to the position held by the person within the organisation (new employee, clerk, manager, etc.);

- the contents must be differentiated according to the activity carried out by the person within the company (risk activities, control activities, non-risk activities, etc.);
- the frequency of the training activity must be a function of the degree of change to which the external environment in which the company operates is subject, as well as the learning capacity of the personnel and the degree of commitment of the management to give authority to the training activity carried out;
- the speaker must be a competent and authoritative person in order to ensure the quality of the contents treated, as well as to make explicit the importance that the training in question has for the Company and for the strategies it wishes to pursue;
- participation in training programmes must be compulsory and appropriate control mechanisms must be defined to monitor attendance;
- it must include monitoring mechanisms to check the degree of learning of the participants.

Training can therefore be classified as *general* or *specific*. In particular, **general training** must involve all levels of the organization in order to enable each individual to:

- to be familiar with the precepts established by Legislative Decree 231/2001 and to be aware of the Company's intention to make them its own and to make them an integral part of the corporate culture;
- be aware of the objectives that the Company aims to achieve through the implementation of the Model and the way in which each person's duties contribute to achieving them;
- be aware of their role and responsibilities within the internal control system present in the Company;
- know what conduct is expected or acceptable and what conduct is not acceptable by the Company;
- know the appropriate reporting channels for the type of information to be communicated and the person to whom the communication is to be sent, and in particular, know to whom to report, and how, the presence of anomalies in the performance of company activities;
- be aware of the disciplinary measures that are applied in the event of violations of the Model's rules;
- know the powers and duties of the Supervisory Board.

**Specific training**, on the other hand, concerns all those persons who, due to their activity, need specific skills in order to manage the peculiarities of the activity itself, such as personnel operating in the context of activities reported as potentially at risk of committing certain offences pursuant to the Decree. The latter must receive both general and specific training. The specific training must enable the subject to:

- be aware of the potential risks associated with their activities, as well as the specific control mechanisms to be activated in order to monitor the activity itself;
- know the techniques for assessing the risks inherent in the activity they carry out, as well as the exact methods of carrying out the same and/or the procedures that regulate it, in order to acquire the ability to identify any anomalies and report them in the ways and times useful for the implementation of possible corrective actions.

The persons in charge of internal control, who are responsible for monitoring the activities potentially at risk, shall also receive specific training in order to make them aware of their responsibilities and their role

within the internal control system, as well as the sanctions they may incur if they fail to fulfil these responsibilities and roles.

#### *Communication of the Model*

In line with the provisions of the Decree and the Guidelines, the Company will give full publicity to this Model, in order to ensure that all personnel are aware of all its elements.

Communication must be widespread, effective, clear and detailed, with periodic updates related to changes in the Model, in compliance with the provisions of the Guidelines.

In particular, communication to be effective must:

- involve all hierarchical levels of an organisation, in an upward, downward and transversal sense (employees, new recruits, managers, executives, collaborators);
- be sufficiently detailed in relation to the target hierarchical level;
- use the most appropriate communication channels that are easily accessible to the recipients of the communication in order to provide the information in a timely manner, allowing the recipient personnel to use the communication effectively and efficiently;
- be of quality in terms of content (include all necessary information), timeliness, updating (must contain the most recent information) and accessibility.

Therefore, the actual communication plan relating to the essential components of this Model shall be developed, in accordance with the principles defined above, through the means of corporate communication considered most appropriate, such as, for example, sending e-mails or publishing on the corporate network.

## **5. WHISTLEBLOWING**

Law 179/2017 entitled "Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship" the so-called Whistleblowing" amended Article 6 of Legislative Decree no. 231/2001. This provision provides that the Model of Organization, Management and Control, must provide for

1. the activation of one or more channels that allow both the Company's apical subjects and the subjects subjected to the management or supervision of the latter, to transmit - in order to protect the integrity of the entity - reports relating to unlawful conduct relevant for the purposes of Legislative Decree no. 231/2001 or to violations of the Model of the entity of which they have become aware by virtue of their functions. The reports must be detailed and must be based on accurate and consistent facts;
2. the implementation of at least one alternative reporting channel to the one already in place [odv231@worldsbk.com](mailto:odv231@worldsbk.com) (suitable for guaranteeing, by computerised means, the confidentiality of the identity of the whistleblower). In this regard, it should be noted that such alternative channels

must be able to separate the identification data of the whistleblower from the content of the report, providing for the adoption of codes replacing the identification data, so that the report can be processed anonymously and in such a way as to make possible the subsequent association of the report with the identity of the whistleblower only in cases where this is necessary (so-called "encryption");

3. the prohibition of retaliatory or discriminatory acts, direct or indirect, against the "whistleblower", for reasons directly or indirectly related to the report;
4. the adoption of sanctions against those who violate the measures for the protection of whistleblowers, as well as against those who make reports that turn out to be unfounded with malice or gross negligence.

Reports can be made to the following address: [www.software231.eu](http://www.software231.eu)

Once the SB has received the report, it will have to analyse and assess whether the competence is its own or that of the Employer.

In the first case, if a violation of the 231 Model is ascertained, the SB will forward the report to the relevant company bodies. If the violation is not ascertained, the SB shall forward the report to the Administrative Director, for the purposes of assessing the possible relevance of the conduct with respect to other applicable laws or regulations (ex art. 5 of the Disciplinary System).

In the second hypothesis, it directly transmits the report to the Employer for its own examination and evaluation.

Within the disciplinary system, adopted pursuant to art. 6, paragraph 2, letter e) of Legislative Decree 231/2001, penalties have been established for those who violate the measures for the protection of the reporting party, as well as for those who make reports that prove to be unfounded with malice or serious misconduct.

Once the violation has been ascertained, the sanctioning procedure varies according to the person who has carried out the conduct.

- Directors (ex. Art. 5.1 of the Disciplinary System)
- Senior Executives (ex Art. 5.2 of the Disciplinary System)
- DWO employees (ex. Art. 5.3 of the Disciplinary System)
- Members of the Board of Statutory Auditors and the SB (ex. Art. 5.4 of the Disciplinary System)
- Third party recipients (ex. Art. 5.5 of the Disciplinary System)

Discrimination against whistleblowers may be reported to the competent Labour Inspectorate, either by the whistleblower or by the trade union organisation indicated by the whistleblower.



DORNA WSBK ORGANIZATION S.R.L.

The retaliatory or discriminatory dismissal of the reporting person is null and void, as is the change of job (pursuant to Article 2103 of the Civil Code), as well as any other retaliatory or discriminatory measure taken against the reporting person.

## 6. MAPPING OF DORNA WSBK ORGANIZATION SRL - SUCURSAL EN ESPAÑA

On 10 February 2021, the Company approved the adaptation of the Organisation, Management and Control Model pursuant to Legislative Decree 231/01 with the inclusion, as an attachment, of an Organisational Management and Control System pursuant to Spanish legislation, having regard to its secondary office in Spain - DORNA WSBK ORGANIZATION SRL - SUCURSAL EN ESPAÑA ("**DWO Sucursal**").



DORNA WSBK ORGANIZATION S.R.L.

## 7. ANNEXES

Annex 1: DWO Risk Matrix

Annex 2: DWO Organigram

Annex 3: DWO Code of Ethics and ABC Policies of the Dorna Group

Annex 4: DWO Safety Management Manual (MGS) and Safety Guidelines Risk Management at Circuits

Annex 5: DWO Disciplinary System

Annex 6: Statute of the Supervisory Body

Annex 7: DWO procedures

Annex 8: Organizational System of Management and Control - DWO Sucursal