Client: LUDUM s.r.l.
From: LDP COMPLIANCE s.r.l.
Date: 8th May 2023 updated on 27/11/24, 24/01/26 and 15/07/26
Oggetto: Organisation & Management Model pursuant to Leg. Decree n. 231/2001

ORGANISATION, MANAGMENT AND CONTROL MODEL PURSUANT TO THE LEGISLATIVE DECREE N. 231/2001

The adoption of the model by LUDUM

LUDUM s.r.l. (known as "LUDUM") is an operating company in the education sector, that offers children and young adults cutting edge methods which are innovative with an international approach and scope. LUDUM manages international schools in Milan: in Viale Ortles 46, Via Colletta 27 e Via Tenca 2, that operate in the teaching sector in both English and Italian languages for students from 2 to 18 years with over 50 nationalities present in the institute.

The school is part of the ICS network - schools of excellence of the Group Globeducate- with whom they share an important pedagogical route inspired by the philosophy and educational ethos of the International Baccalaureate.

The company is 100% owned by the Strategic Education Group S.p.A. (known as "SEG") Company which is part of the Group Globeducate, specialised in the education sector that operates in various countries (Spain, France, Portugal, Italy, United Kingdon, Andorra, Marocco, the Netherlands, Canada and India).

The last indirect parent company is PN VII Holdco S.à r.l., which holds 100% of SEG.

The Company is subject to management and co-ordination by its direct parent company Strategic Education Group S.p.A.

Other than curriculum activity, LUDUM carries out the interests of their students' by offering the following services:

- Canteen.
- Transport
- Uniform shop;
- Extracurricular activities, including summer camp.
- Educational day trips and residential trips.

To achieve their goals, LUDUM maintains relationships with public and private entities. They can stipulate contracts and commercial agreements for academic activities and research, of professional consultation and services in favour of third parties.

In compliance with its company policies, LUDUM has deemed necessary to proceed with the implementation of this *Model of organisation and management* expected by the Legislative decree n. 231/2001 (known as **Model 231**), defining a structured system and management team and of control activities, finalised non only in the prevention of the commission of various types of crimes chargeable to the legal person but also to equip the company with an organizational, management and control structure aimed at rationalizing and monitoring corporate behaviour.
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The Model **231** represents a coherent of principles, procedures and dispositions that:

1. Affects the internal functioning of the school and how it reacts to relationships with external parties
2. Regulates the diligent management of a control system for sensitive activities aimed at preventing the commission or attempted commission of crimes referred to in D.lgs 231/2001.

This Model is made up of a general section and a special section.

The **General Section** describes the general characteristics, the functions and structure of the model.

The S**pecial Section** identifies the areas and functions that are at risk in the company and indicates also the guidelines/direction that need to be complied with when carrying out the company activities.

The adoption of an organisational, management and control model for the prevention of crimes is a strategic decision of the company.

The Model 231 is structured in this manual, contains the system of regulations, statute and organizational procedures intended to prevent the commission of crimes and in each case to limit the effects that depend on Ludum and includes the following documents which are enclosed:

- Enclosed A - Procedure
- Enclosed B – Ethical Code
- Enclosed C- Organisational chart of LUDUM
- Enclosed D- Powers of Attorney of the organisation and management
- Enclosed E- The Legislation Decree 231/2001
- Enclosed F – Privacy Assessment Model
- Enclosed G – Globeducate Code of Conduct

The statute indicated in this manual is aimed at those employees who operate internally within the company and those who collaborate or work with it.

This model has been adopted by the Board of Directors in the date of 8th May 2023 and updated on 27/11/2024, 24/01/2026 and 15/078/2026.

GENERAL SECTION

THE ADMINISTRATIVE RESPONSIBILITY OF THE INSTITUTIONS OF WHICH THE D.LGS. n. 231/2001

1. The system of responsibility introduced by the d.lgs. n. 231/2001

With the Legislative Decree 8 June 2001 n. 231 (hereby know as "**Decree**"), bears the *"Discipline of the administration responsibility of the legal person of the company and the association also without the legal personality by the regulation of the article 11 of law 29 September 2000, n. 300",* was introduced into the Italian law a system of administrative responsibility applicable to the legal person for certain crimes committed in their interest or advantage:

- of physical people who represent the company in the roles of administration or management of the entities themselves or one of the organizational units with financial and functional autonomy, as well as by people who exercise, even de facto, the management of the entities
- by persons subject to the management or supervision of one of the subjects indicated above.

This responsibility is added to the person who is the actual performer of this fact

Entities shall not be liable if the people indicated above acted in their own exclusive interest or in the interest of third parties.

The liability provided for in the Decree also applies to offences committed abroad, provided that the State where the offence was committed does not prosecute them.

The offences for which the Entities may be held administratively liable are indicated in the following articles of the Decree, as amended and supplemented by Legislative Measures nos. 350/2001, 61/2002, 231/2007, 121/2011, 109/2012, 39/2014, 38/2017, 90/2017, 150/22, 156/22, 19/23, 141/2024, 81/2025, 116/2025 e dalle Leggi nn. 7/2003, 228/2003, 62/2005, 262/2005, 7/2006, 38/2006, 123/2007, 48/2008, 94/2009, 99/2009, 190/2012, 68/2015 e 199/2016, 161/2017, 3/2019, 39/2019, 157/2019, 75/2020, 22/2022, 137/2023, 90/2024, 112/2024, 143/2024, 145/2024, 166/2024, 187/2024, 80/2025, 82/2025 e 147/2025.

Article 24 — Offences of undue receipt of payments, fraud against the State, a public body or the European Union or for the purpose of obtaining public payments, computer fraud against the State or a public body and fraud in public procurement

- Embezzlement of public funds (Article 316-bis of the Criminal Code)

- Misappropriation of public funds (Article 316-ter of the Criminal Code)
- Disruption of public auctions (Article 353 of the Criminal Code)
- Interference with the freedom of the contractor selection process (Article 353-bis of the Italian Criminal Code)
- Fraud in public funds (Article 356 of the Italian Criminal Code)
- Fraud (Article 640, paragraph 2, no. 1 of the Italian Criminal Code)
- Aggravated fraud for the purpose of obtaining public funds (Article 640-bis of the Italian Criminal Code)
- Computer fraud against the State or another public body (Article 640-ter of the Italian Criminal Code)
- Fraud in agriculture (Article 2 of Law No. 898 of 23 December 1986)

Article 24-*bis* (2) – *Cybercrime and unlawful data processing*

- Electronic documents (Art. 491-bis of the Italian Criminal Code)
- Unauthorised access to a computer or telecommunications system (Art. 615-ter of the Italian Criminal Code)
- Possession, dissemination and unauthorised installation of equipment, codes and other means designed to access computer or telecommunications systems (Art. 615-quater of the Italian Criminal Code)
- Illegal interception, obstruction or interruption of computer or telecommunications communications (Art. 617-quater of the Italian Criminal Code)
- Illegal possession, dissemination or installation of equipment and other means used to intercept, obstruct or interrupt computer or telecommunications communications (Art. 617-quinquies of the Italian Criminal Code)
- Extortion (Article 629 of the Italian Criminal Code)
- Damage to computer and telecommunications information, data and programmes (Article 635-bis of the Italian Criminal Code).
- 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 and telecommunications systems (Article 635-quater of the Italian Criminal Code)

• Possession, dissemination and unlawful installation of equipment, devices or computer programmes intended to damage or interrupt a computer or telecommunications system (Article 635-quater.1 of the Italian Criminal Code)

• Damage to public utility computer and telecommunications systems (Art. 635-quinquies of the Italian Criminal Code)

• Computer fraud by a person providing electronic signature certification services (Art. 640-quinquies of the Italian Criminal Code)

Articolo 24-*ter (3)* – *Organised crime offences*

- Criminal association (Art. 416, paragraph 6 of the Criminal Code)
- Mafia-type association, including foreign associations (Art. 416-bis of the Criminal Code)
- Electoral exchange between politicians and the mafia (Art. 416-ter of the Criminal Code)

• Kidnapping for the purpose of extortion (Art. 630 of the Italian Criminal Code)

• Association for the purpose of illicit trafficking in narcotic drugs or psychotropic substances (Art. 74, Presidential Decree No. 309/90)

Articolo 25 – *Embezzlement, misappropriation of money or movable property, extortion, undue inducement to give or promise benefits, corruption*

• Embezzlement (Article 314 of the Criminal Code)

• Misappropriation of money or movable property (Article 314-bis of the Criminal Code)

- Embezzlement by taking advantage of another person's mistake (Article 316 of the Italian Criminal Code)
- Extortion (Article 317 of the Italian Criminal Code)
- Bribery for the exercise of a function (Article 318 of the Italian Criminal Code)
- Bribery 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 inducement to give or promise benefits (Article 319-quater of the Italian Criminal Code)
- Corruption of a person in charge of a public service (Article 320 of the Italian Criminal Code)

• Incitement to corruption (Article 322 of the Italian Criminal Code)

• Embezzlement, extortion, undue inducement to give or promise benefits, corruption and incitement to corruption of members of international courts or bodies of the European Union or international parliamentary assemblies or international organisations and officials of the European Union and foreign states (Article 322-bis of the Italian Criminal Code)

• Trafficking in illicit influences (Article 346-bis of the Italian Criminal Code)

Articolo 25-*bis* (2)– C*rimes against public trust*

• Counterfeiting of coins, spending and introduction into the State, by prior agreement, of counterfeit coins (Article 453 of the Criminal Code)

• Alteration of coins (Article 454 of the Criminal Code)

• Spending and introduction into the State, without prior agreement, of counterfeit coins (Article 455 of the Criminal Code)

• Spending counterfeit coins received in good faith (Article 457 of the Criminal Code)

• Counterfeiting revenue stamps, introducing counterfeit revenue stamps into the country, purchasing, possessing or putting them into circulation (Article 459 of the Criminal Code)

• Counterfeiting of watermarked paper used 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 coins, revenue stamps or watermarked paper (Article 461 of the Italian Criminal Code)

• Use of counterfeit or altered revenue stamps (Article 464 of the Italian Criminal Code)

• Counterfeiting, alteration or use of distinctive signs of intellectual property or industrial products (Article 473 of the Italian Criminal Code)

• Introduction into the country and trade in products bearing false marks (Article 474 of the Italian Criminal Code)

• Misuse and falsification of credit and payment cards (Article 493-ter of the Italian Criminal Code)

• Fraudulent transfer of securities (Article 515-bis of the Italian Criminal Code)

Articolo 25-*bis* 1 (2.1) – *Crimes against Industry and Commerce*

• Disruption of industry or commerce (Article 513 of the Criminal Code)

• Unlawful competition involving threats or violence (Article 513-bis of the Criminal Code)

• Fraud against national industries (Article 514 of the Criminal Code)

- Fraud in the exercise of trade (Article 515 of the Criminal Code)
- Sale of non-genuine foodstuffs as genuine (Article 516 of the Criminal Code)
- Sale of industrial products with false markings (Article 517 of the Criminal Code)
- Manufacture and trade of goods made by usurping industrial property rights (Article 517-ter of the Italian Criminal Code)
- Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-quater of the Italian Criminal Code)

Articolo 25-*ter* (3)– *Corporate Crimes provided for by the civil code.*

- False corporate communications (Article 2621 of the Civil Code)
- False corporate communications by listed companies (Article 2622 of the Civil Code)
- Obstruction of control (Art. 2625 of the Civil Code)
- Undue return of contributions (Art. 2626 of the Civil Code)
- Illegal distribution of profits and reserves (Art. 2627 of the Civil Code)
- Illegal transactions involving shares or quotas of the company or its parent company (Article 2628 of the Italian Civil Code)
- Transactions prejudicial to creditors (Article 2629 of the Italian Civil Code)
- Failure to disclose conflicts of interest (Article 2629-bis of the Italian Civil Code)
- Fictitious formation of capital (Article 2632 of the Italian Civil Code)
- Undue distribution of company assets by liquidators (Article 2633 of the Italian Civil Code)
- Corruption between private individuals (Article 2635 of the Italian Civil Code)
- Incitement to corruption between private individuals (Article 2635-bis of the Italian Criminal Code)
- Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code)
- Market manipulation (Article 2637 of the Italian Civil Code)
- Obstruction of the functions of public supervisory authorities (Article 2638, paragraphs 1 and 2 of the Italian Civil Code)

Article 25-*quater* (4)– *Crimes with the purpose of terrorism or subversion of democracy*, as provided for by the Criminal Code and special laws, as well as by Article 2 of the International Convention for the Suppression of the Financing of Terrorism, signed in New York on 9 December 1999.

- Subversive associations (Article 270 of the Criminal Code)

- Association for the purpose of terrorism, including international terrorism, or subversion of the democratic order (Article 270-bis of the Criminal Code)
- Assistance to associates (Article 270-ter of the Criminal Code)
- Recruitment for the purpose of terrorism, including international terrorism (Article 270-quater of the Criminal Code)
- Organisation of transfers for the purposes of terrorism (Article 270-quater1 of the Criminal Code)
- Training for activities for the purposes of terrorism, including international terrorism (Article 270-quinquies of the Criminal Code)
- Financing of conduct for the purposes of terrorism (Article 270-quinquies1 of the Criminal Code)
- Removal of seized property or money (Article 270-quinquies2 of the Italian Criminal Code)
- Possession of material for terrorist purposes (Article 270-quinquies3 of the Italian Criminal Code)
- Conduct for terrorist purposes (Article 270-sexies of the Italian Criminal Code)
- Attack for terrorist or subversive purposes (Article 280 of the Criminal Code)
- Act of terrorism with deadly or explosive devices (Article 280-bis of the Criminal Code)
- Act of nuclear terrorism (Article 280-ter of the Criminal Code)
- Kidnapping for terrorist or subversive purposes (Art. 289-bis of the Italian Criminal Code)
- Kidnapping for coercive purposes (Art. 289-ter of the Italian Criminal Code)
- Incitement to commit any of the crimes referred to in sections one and two (Art. 302 of the Italian Criminal Code)
- Political conspiracy through agreements (Art. 304 of the Criminal Code)
- Political conspiracy through association (Art. 305 of the Criminal Code)
- Armed gang: training and participation (Art. 306 of the Criminal Code)
- Assistance to participants in conspiracy or armed gang (Art. 307 of the Criminal Code)
- Manufacture or possession of explosive materials (Art. 435 of the Italian Criminal Code)
- Seizure, hijacking and destruction of an aircraft or damage to ground installations (Art. 1 and 2 of Law 342/1976)

Article 25-*quater*.1 (4.1)– *Crimes against the person*

- Practice of mutilation of female genital organs (art. 583-*bis* c.p.)

Articolo 25-*quinquies* (4) – *Crimes against the individual*

- Reducing or maintaining a person in slavery or servitude (Article 600 of the Criminal Code)
- Child prostitution (Article 600-bis of the Criminal Code)
- Child pornography (Article 600-ter of the Criminal Code)
- Possession of or access to pornographic material (Art. 600-quater of the Criminal Code)
- Virtual pornography (Art. 600-quater 1 of the Criminal Code)
- Tourism initiatives aimed at the exploitation of child prostitution (Art. 600-quinquies of the Criminal Code)
- Trafficking in persons (Art. 601 of the Italian Criminal Code)
- Purchase and sale of slaves (Art. 602 of the Italian Criminal Code)
- Illegal intermediation and exploitation of labour (Art. 603-bis of the Italian Criminal Code)
- Solicitation of minors (Art. 609-undecies of the Italian Criminal Code)
- Torture (Art. 613-bis of the Italian Criminal Code)
- Incitement of public officials to commit torture (Art. 613-ter of the Italian Criminal Code)

Articolo 25-*sexies* (6) – *Abuse of Market and other cases relating to market abuse.*

- Insider trading (Article 184, Legislative Decree No. 58/1998)
- Market manipulation (Article 185, Legislative Decree No. 58/1998)
- Misuse and unlawful disclosure of inside information (Article 187-bis of Legislative Decree No. 58/1998)
- Market manipulation (Article 187-ter of Legislative Decree No. 58/1998)
- Liability of the entity (Art. 187-quinquies of Legislative Decree No. 58/1998)
- Prohibition of insider dealing and unlawful disclosure of inside information (Art. 14 of EU Regulation No. 596/2014)
- Prohibition of market manipulation (Art. 15 of EU Regulation No. 596/2014)

Article 25-*septies* (7) – *Crimes of manslaughter or very serious negligent injury committed in violation of accident prevention and occupational health and safety regulations*

• Manslaughter (Article 589 of the Criminal Code)

• Negligent personal injury (Article 590 of the Criminal Code)

Article 25-*octies (8)* – *Crimes against property/assets*

- Receiving stolen goods (Art. 648 of the Criminal Code)
- Money laundering (Art. 648-bis of the Criminal Code)
- The use of money, goods or benefits of illegal origin (Art. 648-ter of the Italian Criminal Code)
- Personal money laundering (Art. 648-ter.1 of the Italian Criminal Code)

Article 25-*octies1* (8.1)– *Crimes related to non-cash payment methods/instruments and fraudulent transfer of valuables*

• Unlawful use and falsification of non-cash payment instruments (Article 493-ter of the Criminal Code)

• Possession and dissemination of equipment, devices or computer programs intended for committing offences relating to non-cash payment instruments (Article 493-quater of the Criminal Code)

• Fraudulent transfer of valuables (Article 512-bis of the Criminal Code) other than cash and fraudulent transfer of values

Article 25-*nonies (9)* – *Crimes relating to copyright infringement*

• Making available to the public, in a telematic network system, through connections of any kind, a protected intellectual work, or part thereof (Article 171, paragraph 1, letter a-bis, Law No. 633/1941)

• Offences referred to in the previous point committed on works by others not intended for publication if they result in damage to honour or reputation (Art. 171, paragraph 3, Law No. 633/1941)

• Unlawful duplication, for profit, of computer programmes; importation, distribution, sale or possession for commercial or business purposes or leasing of programmes contained in media not marked by the SIAE; provision of means to remove or circumvent the protection devices of computer programmes (Article 171-bis, paragraph 1, Law No. 633/1941)

- Reproduction, transfer to another medium, distribution, communication, presentation or demonstration in public of the contents of a database; extraction or reuse of the database; distribution, sale or rental of databases (Article 171-bis, paragraph 2, Law No. 633/1941)

- Unauthorised duplication, reproduction, transmission or public dissemination by any means, in whole or in part, of intellectual works intended for television, cinema, sale or rental of discs, tapes or similar media or any other medium containing phonograms or videograms of musical, cinematographic or similar audiovisual works or sequences of moving images; literary, dramatic, scientific or educational works, musical or dramatic-musical works, multimedia works, even if included in collective or composite works or databases; unauthorised reproduction, duplication, transmission or dissemination, sale or trade, transfer for any reason or unauthorised importation of more than fifty copies or specimens of works protected by copyright and related rights; inputting into a telematic network system, through connections of any kind, a work of intellectual property protected by copyright, or part thereof (Article 171-ter, Law No. 633/1941);

- Failure to communicate to the SIAE (Italian Society of Authors and Publishers) the identification data of media not subject to marking or false declaration (Art. 171-septies, Law No. 633/1941)

- Fraudulent production, sale, import, promotion, installation, modification, use for public and private use of equipment or parts of equipment designed to decode conditional access audiovisual transmissions carried out via the airwaves, satellite, cable, in both analogue and digital form (Art. 171-octies, Law No. 633/1941)

Article 25-*decies (10)* – *Crimes against the Administration of Justice*

- Inducement not to make statements or to make false statements to the authorities (Article 377-bis of the Criminal Code)

Article 25-*undecies (11)* – *Envrionmental Crimes*

- Environmental pollution (Article 452-bis of the Criminal Code)

- Environmental disaster (Article 452-quater of the Criminal Code)

- Negligent offences against the environment (Article 452-quinquies of the Criminal Code)

- Trafficking and abandonment of highly radioactive material (Art. 452-sexies of the Italian Criminal Code)

- Activities organised for the illegal trafficking of waste (Art. 452-quaterdecies of the Italian Criminal Code)

• Killing, destruction, capture, removal, or possession of specimens of protected wild animal or plant species (Art. 727-bis of the Italian Criminal Code)

• Destruction or deterioration of habitats within a protected site (Art. 733-bis of the Italian Criminal Code)

• Discharge of industrial wastewater containing hazardous substances; discharge onto the ground, into the subsoil and into groundwater; discharge into sea water by ships or aircraft (Legislative Decree No. 152/2006, Art. 137)

• Unauthorised waste management activities (Legislative Decree No. 152/2006, Art. 256)

• Pollution of soil, subsoil, surface water or groundwater (Legislative Decree No. 152/2006, Art. 257)

• Violation of obligations to communicate, keep mandatory records and forms (Legislative Decree No. 152/2006, Art. 258)

• Illegal trafficking of waste (Legislative Decree No. 152/2006, Art. 259)

• Activities organised for the illegal trafficking of waste (Legislative Decree No. 152/2006, Art. 260)

• False statements regarding the nature, composition and chemical-physical characteristics of waste in the preparation of a waste analysis certificate; entry of a false waste analysis certificate into the SISTRI system; omission or fraudulent alteration of the paper copy of the SISTRI form - waste transport handling area (Legislative Decree No. 152/2006, Art. 260-bis)

• Import, export, possession, use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (Law No. 150/1992, Articles 1 and 2)

• Malicious pollution caused by ships (Article 8 of Legislative Decree No. 202/2007)

Article 25-duodecies (12)– *Employment of third country nationals whose residence is illegal.*

• Employment of third-country nationals whose stay is irregular (Article 22, paragraphs 12 and 12-bis, Legislative Decree No. 286/1998)

• Provisions against illegal immigration (Art. 12, paragraphs 1, 3, 3-bis, 3-ter and paragraph 5 of Legislative Decree No. 286/1998, amended by Decree Law No. 20 of 10 March 2023)

• Death or injury as a result of crimes relating to illegal immigration (Article 12-bis of Legislative Decree No. 286/1998, added by Decree Law No. 20 of 10 March 2023)

• Additional administrative penalty of payment of the average cost of repatriation of the illegally employed foreign worker (Article 22, paragraph 12-ter of Legislative Decree No. 286/98)

Article 25-*terdecies* (13)– *Racism and Xenophobia*

- Propaganda and incitement to commit crimes for reasons of racial, ethnic and religious discrimination (Art. 604-bis Italian Criminal Code, Law n. 654/19775)

Article 25-*quaterdecies* (14)– *Fraud in sporting competitions, abusive gambling or betting and gambling using prohibited devices.*

- Fraud in sporting competitions (art. 1 legge n. 401/1989)
- Illegal practise of gaming or betting activities (art. 4 legge n. 401/1989)

Articolo 25-*quinquiesdecies* (15) – *Tax Offences*

- Fraudulent declaration through the use of invoices or other documents for non-existent transactions (Article 2, paragraphs 1 and 2-bis, Legislative Decree No. 74/2000)

- Fraudulent declaration through other means (Art. 3 of Legislative Decree No. 74/2000)
- Issuing invoices or other documents for non-existent transactions (Art. 8, paragraph 1 and paragraph 2-bis, Legislative Decree No. 74/2000)
- Concealment or destruction of accounting documents (Article 10 of Legislative Decree No. 74/2000)

- Fraudulent evasion of tax payments (Article 11 of Legislative Decree No. 74/2000)
- Unfaithful declaration (Article 4 of Legislative Decree No. 74/2000)
- Failure to declare (Article 5 of Legislative Decree No. 74/2000)
- Undue compensation (Article 10-quater of Legislative Decree No. 74/2000)

Articolo 25 – *sexiesdecies (16)* – *Smuggling*

- Smuggling in the movement of goods across land borders and customs areas (Art. 282 TU No. 43/1973)
- Smuggling in the movement of goods across border lakes (Art. 283 TU No. 43/1973)
- Smuggling in the maritime movement of goods (Art. 284 TU No. 43/1973)
- Smuggling in the maritime movement of goods by air (Art. 285 TU No. 43/1973)
- Smuggling in extra-customs areas (Art. 286 TU No. 43/1973)
- Smuggling through the improper use of goods imported with customs concessions (Art. 287 TU No. 43/1973)
- Smuggling in customs warehouses (Art. 288 TU No. 43/1973)
- Smuggling in cabotage and circulation (Art. 289 TU No. 43/1973)
- Smuggling in the export of goods eligible for duty refunds (Art. 290 TU No. 43/1973)
- Smuggling in temporary import or export (Art. 291 TU No. 43/1973)
- Smuggling of foreign manufactured tobacco (Art. 291-bis TU No. 43/1973)
- Criminal association for the purpose of smuggling foreign manufactured tobacco (Art. 291-quater TU No. 43/1973)
- Other cases of smuggling (Art. 292 TU No. 43/1973)

• Asset security measures. Confiscation (Art. 301 TU No. 43/1973)

Article 25 – ***septiesdecies (17)*** *– Crimes against cultural heritage*

- Theft of cultural property (Article 518-bis of the Criminal Code)
- Misappropriation of cultural property (Art. 518-ter of the Italian Criminal Code)
- Receiving stolen cultural property (Art. 518-quater of the Italian Criminal Code)
- Falsification of private documents relating to cultural property (Art. 518-octies of the Italian Criminal Code)
- Violation relating to the disposal of cultural heritage (Art. 518-nonies of the Italian Criminal Code)
- Illegal importation of cultural heritage (Art. 518-decies of the Italian Criminal Code)
- Illegal removal or exportation of cultural heritage (Art. 518-undecies of the Italian Criminal Code)
- Destruction, dispersion, deterioration, defacement, damage and unlawful use of cultural or landscape heritage (Article 518-duodecies of the Italian Criminal Code)
- Counterfeiting of works of art (Article 518-quaterdecies of the Italian Criminal Code)

Article 25 – ***duodevicies (18)*** *– Recycling of cultural property and devastation and looting of cultural and landscape heritage.*

- Recycling of cultural property (Article 518-sexies of the Criminal Code)
- Devastation and looting of cultural property (Article 518-terdecies of the Criminal Code)

Article 25 – ***Undevicies (19)*** *– Crimes against animals*

- Killing animals (Art. 544-bis of the Criminal Code)
- Mistreating animals (Art. 544-ter of the Criminal Code)
- Prohibited shows or events (Art. 544-quater of the Criminal Code)
- Prohibition of animal fighting (Article 544-quinquies of the Criminal Code)
- Killing or harming animals belonging to others (Article 638 of the Criminal Code)

Article 26 – *Attempted Crimes*

- Attempted Crimes (art. 56 c.p.)

2. 2. Identification of "Sensitive Activities

LUDUM has defined sensitive activities at risk of crime as those relating to the following categories:

1. Crimes against the Public Administration.
2. Corporate crimes;
3. Transnational crimes;
4. Crimes committed in violation of accident prevention regulations and the protection of hygiene and health at work.
5. Crimes relating to copyright
6. Tax crimes;
7. Illegal immigration crimes;
8. Crimes against the individual personality.
9. Crimes against property.Reati contro la Pubblica Amministrazione;
10. Corporate crimes
11. Transational Crimes
12. Crimes committed in violation of accident prevention regulations and the protection of hygiene and health at work.
13. Crimes relating to copyright.
14. Tax crimes.
15. Illegal immigration crimes
16. Crimes against individual personality
17. Crimes against property or assets

3. The Sanctions System

The Decree provides for pecuniary sanctions up to a maximum of Euro 1,549,370.69 (combined with precautionary seizure) and/or disqualification sanctions (applicable also as a precautionary measure) lasting no less than three months and no more than two years (with the clarification that, pursuant to art. 14, paragraph 1, of the Decree, the interdictory sanctions have as their object the specific activity to which reports the offense attributable to the Entity).

The **disqualifying sanctions**, in turn, may consist of:

- a ban from carrying out the activity.
- suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence.
- prohibition on contracting with the public administration.
- exclusion from benefits, financing, contributions or subsidies and possible revocation of those granted.
- prohibition on advertising goods or services.
- confiscation (and precautionary seizure);
- publication of the sentence (in case of application of a disqualifying sanction).

The **pecuniary sanction** is determined by the criminal judge through a system based on "quotas" in numbers of no less than one hundred and no more than one thousand, with an amount varying between a minimum of Euro 258.22 and a maximum of Euro 1,549.37.

In assessing the financial penalty, the judge determines:

• the number of shares, taking into account the seriousness of the fact, the degree of responsibility of the company as well as the activity carried out to eliminate or mitigate the consequences of the fact and to prevent the commission of further offences.

• the amount of the individual quota, based on the economic and financial conditions of the company, in order to ensure the effectiveness of the sanction.

Interdictory sanctions apply only in relation to crimes for which they are expressly provided for and provided that at least one of the following conditions is met:

• the company derived a significant profit from the crime;

• the crime was committed by individuals in top positions or by individuals subject to the management of others when, in the latter case, the commission of the same was determined or facilitated by serious organizational deficiencies.

In case of repetition of the offences, the judge determines the type and duration of the disqualification sanction, considering the suitability of the individual sanctions to prevent offenses of the type committed and, if necessary, can apply them jointly (art. 14, paragraph 1 and paragraph 3, Legislative Decree no. 231/2001).

The sanctions of the ban from carrying out the activity, the ban on contracting with the public administration and the ban on advertising goods or services can be applied - in the most serious cases - even definitively.

Furthermore, the continuation of the company's activity (instead of the imposition of the sanction) by a commissioner appointed by the judge pursuant to and under the conditions set out in art. 15 of the Decree.

4. Attempted Crimes

In cases of attempted commission of crimes relevant to the administrative liability of entities, the pecuniary sanctions (in terms of amount) and interdictory sanctions (in terms of time) are reduced by a third to a half.

The imposition of sanctions remains excluded in cases where the entity voluntarily prevents the completion of the action or the realization of the event (art. 26, Legislative Decree no. 231/2001).

The exclusion of sanctions is justified, in this case, by virtue of the interruption of any relationship of identification between the entity and the subjects who assume to act in its name and on its behalf.

This is a particular hypothesis of the so-called "active withdrawal", provided for by art. 56, paragraph 4, c.p.

5. Crimes committed Abroad

Pursuant to the provisions of art. 4 of the Decree, the entity can be held accountable in Italy in relation to crimes - relevant for the purposes of the administrative liability of entities - committed abroad.

The conditions (provided for by the regulation in question or deduced from the whole of the Decree) on which the entity's liability for crimes committed abroad is based are:

• the crime must be committed abroad by a person functionally linked to the entity, pursuant to art. 5, paragraph 1, Legislative Decree no. 231/2001;

• the entity must have its main headquarters in the territory of the Italian State.

• the entity can respond only in the cases and under the conditions provided for by the articles. 7, 8, 9 and 10 c.p. in cases where the law provides that the guilty person - a natural person - is punished at the request of the Minister of Justice, proceedings are taken against the entity only if the request is also made against the entity itself (reference to articles 7- 10 of the Criminal Code is to be coordinated with the provisions of articles 24-25-novies of Legislative Decree no. 231/2001, so that - also in compliance with the principle of legality referred to in Article 2 of Legislative Decree no. 231/ 2001 - in relation to the series of crimes mentioned in articles 7-10 of the criminal code, the company will only be liable for those for which its responsibility is provided for by an ad hoc legislative provision);

• if the cases and conditions referred to in the aforementioned articles of the penal code exist, the State of the place where the crime was committed does not take action against the entity.

ORGANISATIONAL MODELS AS EXEMPTION FROM LIABILITY

1. Syndicate Suitability

The ascertainment of the company's liability, attributed to the criminal judge, occurs through:

• verification of the existence of the crime required for the liability of the company.

• the suitability review of the organizational models adopted.

The suitability judgment is formulated according to a substantially ex ante criterion whereby the judge ideally places himself in the company reality at the moment in which the offence occurred to test the congruence of the model adopted.

In other words, the organizational model which, before the commission of the crime, could and should be considered such as to eliminate or, at least, minimize, with reasonable certainty, the risk of the commission of the crime subsequently occurring must be judged "suitable for preventing crimes". .

The art. 6 of the Decree provides for a specific form of exemption from the aforementioned liability if the Organization demonstrates that:

• the management body of the Organization has adopted and effectively implemented, before the commission of the crime, organizational and management models suitable for preventing crimes of the type that occurred.

• the task of supervising the functioning and observance of the models, as well as ensuring their updating, has been entrusted to a body of the organisation with autonomous powers of initiative and control.

• the people who committed the crime acted by fraudulently evading the aforementioned organisation and management models.

• there has been no omitted or insufficient supervision by the Supervisory Body.

2. Responsibilities of the Institution

LUDUMmust establish, document, implement, control and keep the Model updated and continuously improve its effectiveness.

Furthermore, based on what is indicated in this Manual:

• identify the obligations and ethical principles of reference.

• identify the processes necessary for the Model and ensure their application throughout the organisation;

• implement a risk management process (Risk Management);

• ensure the availability of the resources necessary to support the effective functioning and continuous monitoring of activities, through the establishment of the Supervisory Body.

• monitor, evaluate and analyze the above processes.

• implement the actions necessary to achieve the planned results and continuous improvement of the processes.

3. The characteristics of the Model

The Model must meet the following needs:

• identify the activities in which there is the possibility that the crimes envisaged by the Decree will be committed.

• provide specific protocols aimed at planning the formation and implementation of the organisation's decisions, in relation to the crimes to be prevented.

• identify ways of managing financial resources, suitable for preventing the commission of such crimes.

• provide for information obligations towards the Body responsible for supervising the functioning and observance of the Models.

• introduce an internal disciplinary system, suitable for sanctioning failure to comply with the measures indicated in the Models.

The Models can be defined, guaranteeing the above requirements, based on the codes of conduct, drawn up by the Associations representing the entities, communicated to the Ministry of Justice.

Confindustria has prepared and delivered to the Ministry of Justice guidelines for the preparation of the Models.

According to these guidelines, the adoption of a suitable Model corresponding to the requirements dictated by the Decree must necessarily include:

• risk assessment: in-depth analysis of the activities and offices at risk in relation to the possible commission of crimes of the type indicated by the Decree.

• creation of a risk management system: identification of organizational and preventive control procedures and systems that minimize the risks identified above.

• preparation of a Code of Ethics: it is an essential element to be able to maintain that all directors and employees are aware of the rules of conduct to be followed in carrying out work activities, with reference to activities identified as "at risk".

• establishment of an internal control body: the Supervisory Body.

4. The Functions of the Model

The purpose of the Model is the definition of a structured and organic system of directives and control activities, aimed not only at preventing the commission of the different types of crime contemplated by the Decree, but also as an organisational, management and control tool, aimed at rationalizing and monitoring corporate behaviour.

The effective implementation of the Model is also a function of its dissemination and knowledge within the Company and of the awareness, for all employees, of LUDUM's desire to operate within the context of a concrete and constant application of the behavioral principles contained therein.

The implementation of the Model, after its approval, must therefore be accompanied by:

- a formal presentation of the document to staff.
- the formal delivery of a document containing the Model to each employee.
- holding meetings to illustrate and raise staff awareness of the contents of the Model.
- the publication of the Model on the internal network, available to employees.

Effective implementation of the Model is also a function of its dissemination and knowledge within the Company and of the awareness, for all employees, of LUDUM's desire to operate within the context of a concrete and constant application of the behavioral principles contained therein.

5. Circulation of the Model Externally

Since the behaviour of collaborators or other subjects with whom the Company has contractual relationships (professionals, subjects operating as representatives, in various capacities, or as agents of the Company, other companies or companies with which there are business or partnership relationships, etc.), in contrast with the lines of conduct indicated by this Model, may entail the risk of committing a crime sanctioned by the Decree, it is essential that the implementation of the Model is accompanied by a specific dissemination of its contents to such collaborators and third parties.

To this end it will be necessary to:

- formally deliver to each external collaborator a document containing the general part of the Model, with a note of the delivery details.
- require collaborators, upon delivery of the document or at the time of signing the contract, to undertake to observe the rules of conduct set out therein.
- inform these external parties that failure to apply the rules of conduct may result in the termination of the contract and/or the application of other sanctions indicated in the document.

6. Modifications and integrations of the Model

In compliance with the provisions of article 6, paragraph 1, letter. a) of the Decree, this Model is an act issued by the governing body of the Institution.

Consequently, the organisation, management and control Model for risk prevention is adopted by the **Board of Directors** with the indication that the implementation and management activity of the Model, including the Guidelines, the Code of Ethics, the system sanctioning and the operating methods of the Supervisory Body (hereinafter also **SB**), is entrusted to the competences of the President of the **Board of Directors** – Head of School.

In consideration of the adoption of the Model by the Board of Directors, any relevant changes and additions must be approved within the same body.

7. Commitment of the Governing Body

The Head of School ensures the development and implementation of the Model through the following activities:

• communicate to the organisation the importance of complying without reservation with every requirement set out in the Model;

• promote a policy of compliance with the Model;

• ensure that the objectives of compliance with the Model are defined;

• ensure the availability of resources;

• ensure the functioning of the Supervisory Body;

• adopt sanctioning tools;

• ensure that responsibilities, tasks, delegations and authorities are defined and disclosed within the organization.

8. Ethical Code

The rules of conduct contained in this Model are integrated with those of the Code of Ethics which represents an instrument adopted autonomously and susceptible to application on a general level by the Company, with the aim of expressing the principles of "corporate ethics" that the Company itself recognizes as its own and calls for compliance by all employees.

The Code of Ethics recommends, promotes, or prohibits certain behaviors, regardless of what is required at a regulatory level.

Non-compliance must give rise to sanctions proportionate to the seriousness of any infringements committed by anyone who acts in such a way as to involve the organization with their actions.

9. Recipients of the Model

By "Recipients" we mean the subjects to whom the provisions contained in this Model are addressed and who are required to comply with them.

Specifically, they are Recipients:

• The Board of Directors (BoD);

• The President of the Board of Directors – **Head of School**;

• the Supervisory Body (OdV);

• the managers of the individual areas;

• internal management and other employees;

• Collaborators, Professionals, Persons operating as representatives or agents, in various capacities, of the Company;

• the Partners (companies of the same group, associated companies, other companies or companies with which there are business relationships, customers, suppliers, etc.) of RIS.

10. General Principles of behaviour

All Recipients must adopt rules of conduct compliant with what is prescribed, to prevent the occurrence of the crimes provided for herein.

To this end, the above Recipients are expressly prohibited from:

• carry out actions or behaviors such as to integrate the types of crime listed above.

• carry out actions or behaviors which, although they do not in themselves constitute a crime falling within those envisaged by the Decree, could potentially become one.

• create any situation of conflict of interest towards the Public Administration or those in charge of a Public Service, in relation to the provisions of the aforementioned crime cases.

In particular, the context of the aforementioned behaviours (also sanctioned by the Code of Ethics adopted by the Company) it is prohibited to:

• make cash donations to public officials or public service representatives or, in general, to representatives of the Public Administration (hereinafter, "Public Officials");

• distribute gifts and gifts of any form to Italian and foreign Public Officials or their family members, which may influence their independence of judgment or induce them to ensure any advantage for the company;

- grant other advantages of any nature (for example, promises of employment) in favour of Public Officials (or their family members), which may determine the same consequences envisaged in the previous point;
- carry out services in favour of commercial partners, which are not adequately justified in the context of the associative or collaborative relationship established with the partners themselves;
- recognize compensation in favour of collaborators that cannot be adequately justified in relation to the type of task to be carried out and current practices;
- accept for themselves or their family members donations of money, gifts or gifts outside of company practice, as well as other advantages or services of any nature, such that they

may influence their independence of judgment or induce them to secure any advantage, also indirectly, to the company;

- submit untruthful declarations to national or community public bodies in order to obtain public grants, contributions or subsidized financing.
- submit untruthful declarations to national or community public bodies in order to obtain clearance, authorizations or concessions to carry out teaching activities;
- allocate sums received from national or community public bodies as disbursements, contributions or financing for purposes other than those for which they were intended.
- prevent the carrying out of controls or checks by the corporate bodies or by third parties, on behalf of the same bodies.
- alter the data contained in the company computer archives or in the databases to which the Company has access.
- produce documents of any kind or declarations that do not comply with the findings of the company information system, accounting data, resolutions of the corporate bodies.
- possess material and data relating to pornography or access websites presenting such data and images.
- install, or otherwise introduce into the Ludum network, software, hardware or in any case programs or data that do not fall within the function relating to your profile or software, hardware, programs or data that may prevent, damage, interrupt the computer system or facilitate the loss, the alteration, destruction (even partial) or theft of data.
- illegally enter telematic or IT systems protected by security measures against the will of the holder of the right to access or in any case not being the legitimate holder of the access credentials.
- illegally possess, obtain, reproduce or disseminate access codes or means suitable for accessing LUDUM systems protected by security measures.

- procure, reproduce, disseminate, communicate, make available to unauthorized parties or parties without legitimacy or credentials devices, equipment, programs, systems and data belonging to the Ludum information system.
- modify, in any way, computer documents and produce, forward, transmit false or otherwise modified computer documents;
- receive collections or make payments outside the banking channel except for sums of cash not exceeding 5,000.00 (five thousand) euros in relation to the collections received, and 500.00 (five hundred) euros for payments made.
- undertake initiatives that do not comply with environmental regulations.

- undertake initiatives by individuals who do not comply with labor and immigration regulations.

THE DISCIPLINARY SYSTEM

1. General Principles

In order to ensure the effectiveness of the organisation, management and control model, LUDUM intends to sanction failure to comply with the provisions contained therein by employees, external collaborators and partners, as well as administrators, recalling compliance with the disciplinary system currently in force in the company which refers to that envisaged by the CCA or CCNL applied to the RIS.

The application of disciplinary sanctions for violations of company rules of conduct can therefore regardless of the outcome of the criminal proceedings, as these rules are adopted by the Company in full autonomy and regardless of the offense that any conduct may cause.

2. Obligation to Communicate

Every Ludum employee has the obligation to communicate, even anonymously, to the Supervisory Body any transgression by the Company's internal staff and external collaborators of the rules, guidelines and procedures set out in this Model.

3. Measures against the company's employees

Failure to comply with the rules set out in the Model adopted by Ludum pursuant to the Decree may give rise, depending on the seriousness of the infringement, to the imposition of disciplinary sanctions in full compliance with the provisions of the art. 7, l. 20 May 1970 n. 300 and the current collective bargaining of the applicable sector, and precisely:

• verbal reprimand;

• written reprimand;

• suspension from service and salary, up to a maximum of 6 days;

• dismissal for justified reason.

• dismissal for a just cause.

The type and extent of each of the sanctions mentioned above will also be determined considering:

• the intentionality of the behaviour adopted by the worker or the degree of negligence, imprudence or incompetence also with regard to the predictability of the event;

• the overall behaviour of the worker, with particular regard to the existence or otherwise of previous disciplinary measures imposed on him;

• the worker's duties.

• the functional position of the people involved in the facts constituting the failure to comply.

• other circumstances connected or relating to the disciplinary offence.

In the event of violation of the provisions and behavioral rules contained in the Model by Managers, the Company - once the responsibility of the perpetrator of the violation has been ascertained - adopts the measure deemed most appropriate, among those reported above.

If the violation of the Model leads to a lack of trust between the Company and the manager, the sanction is dismissal.

4. Measures against the members of the Board of Directors

In case of violation of the Model by the **Head of School**, the SB informs in writing, the Sole Auditor who will carry out an investigation in order to verify what has been reported and transcribe the results in the designated book as provided by in art. 2421, paragraph 1, n. 5, c.c..

In the event that the Sole Auditor finds that the conduct carried out by the **Head of School** commits a type of crime, the findings of the investigation will be communicated to the competent Judicial Authority.

5. Measures against the Sole Auditor

In case of violation of this Model by the Sole Auditor, the Supervisory Body informs, in writing, the **Head of School** who will take appropriate measures.

6. Measures against third parties

Any conduct of external collaborators, commercial partners and, more generally, of suppliers of goods or services in conflict with the provisions of the Model, may lead to the termination of the contractual relationship through the provision of specific contractual clauses, without prejudice to the right to compensation for any damages incurred.

To this end, specific clauses are included in contracts which:

• acknowledge knowledge of the Decree and the principles contained in the Model adopted by the Company;

• require the assumption of a commitment to comply with the provisions contained in the Model;

• regulate the consequences in case of violation of these provisions;

• in the case of subcontracting of services, the contractor (or subcontractor) must ensure the inclusion of similar clauses in the subcontracting contract.

The Supervisory Body is responsible for evaluating the suitability of the sanctioning measures against third parties, as well as reporting any updates to the aforementioned clauses to the competent functions of the Company.

7. Measures against secondoment workers

For the purposes of exercising disciplinary power, which is reserved for the seconding party or the administrator, LUDUM will communicate to the companies with which the aforementioned relationships exist the elements that must be the subject of the dispute pursuant to article 7, l. 20 May 1970, n. 300 and current contractual regulations.

THE SUPERVISORY BODY

1. Assignments of the Supervisory Body

The Decree provides, in its art. 6, paragraph 1, letter. b), that the exemption from administrative liability operates if the task of supervising the functioning and observance of the Model, as well as ensuring that it is updated, is entrusted to a body of the organisation, with autonomous powers of initiative and control.

The Supervisory Body (SB) operates with maximum autonomy and independence and is authorized to carry out any type of control or inspection, functional to the performance of the tasks entrusted to it, and consisting of:

• supervise the effective application of the Model, or verify that corporate behavior corresponds to the Model;

• monitor compliance with the Code of Ethics by corporate bodies, managers and employees;

• constantly evaluate the adequacy of the Model adopted, verifying the actual ability to actually prevent unwanted behaviour;

• prepare an information report, on a six-monthly basis, to be sent to the Board of Directors, the Head of School and the Sole Auditor regarding the control and verification activities carried out and their outcome;

• submit to the Board of Directors proposals for modification, integration or adaptation of this Model and the Code of Ethics, to make these documents compliant with any changes to the structure or mission of the company, or to fill gaps or imperfections found during application of the Model or the Code of Ethics.

To allow the widest possibility of carrying out its surveillance activity, the SB and any internal or external collaborators, upon presentation of a specific letter of appointment, may:

• carry out inspections in all the Company's offices and locations, accessing all the documentation stored there.

• directly request information from employees regarding actions and activities carried out by them.

Identification of the Supervisory Body

The Body called upon to carry out supervisory functions on the operation and observance of the Model must possess specific characteristics, in particular:

• be an "organisation of the organisation", i.e. an internal body of the Company;

• be endowed with "autonomous powers of initiative and control", i.e. endowed with general functional autonomy within the company; the position of the Supervisory Body within the Company must be able to guarantee the autonomy of the control initiative from any form of interference and/or conditioning by any member of the Company;

• be equipped with the necessary professionalism (knowledge of inspection, accounting and legal techniques);

• be able to ensure constant supervision ("continuity of action") over company activity and compliance with the Model.

The SB is a monocratic body, appointed by the Board of Directors.

The duration and awarding of the emolument is always established by the Board of Directors at the time the mandate is granted.

The mandate ends for:

- expiration;
- resignation;

• revocation for just cause by the body that granted the mandate

In this regard, just cause for revocation must be understood as:

• interdiction or incapacitation, or a serious illness that makes the SB unfit to carry out its supervisory functions, or an illness that, in any case, leads to absence from the workplace for a period exceeding six months;

• a serious failure to fulfill the SB's duties, as defined in the Organization and Management Model;

• failure to comply with the principles of conduct indicated in the Code of Ethics and in the previous paragraph;

• the sentence of conviction of the Company pursuant to the Decree, which has become final, or a criminal proceeding concluded through so-called "plea bargaining", where the documents show "failure or insufficient supervision" by the SB, in accordance with the provisions of the art. 6, paragraph 1, letter. d) of the Decree;

• the conviction, with a final sentence, against the SB for having committed one of the crimes provided for by the Decree;

• the sentence of acquittal (for example, due to the statute of limitations of the crime) with attribution of responsibility;

• the conviction, with a final sentence, against the SB of a penalty which entails disqualification, even temporary, from the management offices of legal persons and companies.

In cases in which a conviction has been issued, the Board of Directors, pending the finalization of the sentence, may also order - with the approval of the Sole Auditor - the suspension of the powers of the SB and the appointment of an SB to interim.

The operational control and compliance activities may, by decision of the Board of Directors and upon proposal of the Supervisory Body, be entrusted to external professionals with proven experience and professionalism, even if they are not part of the Supervisory Body.

Any tasks delegated externally are those relating to the performance of technical-inspection activities, without prejudice to the obligation of external professionals to report to the SB; it is clear, in fact, that the assignment of this type of delegation does not reduce the responsibility of the Supervisory Body regarding the supervisory function conferred on it by law.

The SB and any external collaborators appointed, by presenting a specific letter of appointment, will be able to carry out inspections in the Company's offices, accessing all the documentation stored there, and will be able to directly request information from employees with reference to acts and activities carried out by them.

Employees must provide information in a clear, truthful and timely manner.

To achieve its objectives, the SB may also have access to the minutes of the Sole Auditor as well as to the results of the activity carried out by the external auditors and the company's lawyers, including those professionals who, even if not directly appointed by RIS, receive the compensation for work performed on behalf of employees.

A report is drawn up for each verification or inspection, registered in the Company's protocol, and kept in the records of the Supervisory Body. A copy of it will be sent to the **Head of School** and the Sole Auditor.

If the Supervisory Body finds the behaviour contrary to the legislative provisions in force, the Code of Ethics or this Model on the part of any of the subjects referred to in the Decree, it will forward a detailed report to the **Head of School** and the Sole Auditor as well as, where necessary, to the competent authorities.

The SB may be convened at any time by the corporate bodies and may in turn request to consult with the **Head of School** to report on the functioning of the Model or specific situations.

3. Information to be sent to the Supervisory Body

The following must be sent to the Supervisory Body by anyone who becomes aware of them within the Company:

• the provisions and information coming from judicial police bodies or any other authority, from which it is clear that investigations have been carried out, even against unknown persons (but falling within the sphere of reference of the RIS), for the crimes referred to in the Decree;

• requests for legal assistance forwarded by staff, in the event of initiation of legal proceedings for crimes envisaged by the Decree;

• any reports prepared by the Area Managers or by the Head of School or by the Sole Auditor as part of their control activities and from which facts, acts, events or omissions with critical profiles with respect to compliance with the provisions of the Decree may emerge;

• the disciplinary procedures carried out and any sanctions imposed in reference to the provisions of the Model and the crimes envisaged by the Decree;

• reports relating to the commission of crimes envisaged by the Decree, coming both from RIS, and from controlled and associated companies, and from companies or entities that are part of

the corporate structure (All. 4 “Whistleblowing procedure for reporting crimes and irregularities”)

4. Information on events or facts provided for within the Internal Protocols

The Supervisory Body will have access to the documentation required by the individual specific parts of the Model, such as:

• the "Intervention sheets", containing the data of the different management phases of the initiatives.

• the contracts stipulated, the agreements signed, the projects started, the assignments received and confirmed and anything else the company commits to the Public Administration and third parties.

• the declarations, issued by employees and collaborators, in such a way as to protect the privacy of the subject, regarding kinship or affinity relationships with subjects who belong to the Public Administration.

• the minutes of the Board of Directors, of the Sole Auditor and of the documentation exchanged with the auditing company responsible for the legal audit of the financial statements.

5. Method of Trasmitting Information

Reports of the data and facts referred to in the previous paragraphs must be sent to the Supervisory Body through written communications, expressly indicating that the correspondence is reserved for the Supervisory Body, or communications via e-mail, using the specific address reserved for the Supervisory Body; the report must strictly contain:

• the qualification of the existing relationship with the Company (employee, director, auditor, collaborator, etc.);

• the reference to the provisions of the Model and the crimes envisaged by the Decree;

• the provisions and information coming from judicial police bodies or any other authority, from which it is clear that investigations have been carried out, even against unknown persons (but falling within the sphere of reference of the RIS), for the crimes referred to in the Decree ;

• requests for legal assistance forwarded by staff, in the event of initiation of legal proceedings for crimes envisaged by the Decree;

• any reports prepared by the Area Managers or by the administrative body or by the Sole Auditor as part of their control activities and from which facts, acts, events or omissions with critical profiles with respect to compliance with the provisions of the Decree may emerge;

• the disciplinary procedures carried out and any sanctions imposed in reference to the provisions of the Model and the crimes envisaged by the Decree;

• reports relating to the commission of crimes envisaged by the Decree, coming both from RIS, and from controlled and associated companies, and from companies or entities that are part of the corporate structure.

The above communications must be registered by the Supervisory Body on a specific protocol, kept and updated under the responsibility of the Supervisory Body itself or of a person in charge, to guarantee the anonymity of the person carrying out the communication.

False reports submitted to the SB are defined as "disciplinary offenses" and will result in the application of the relevant disciplinary sanctions (All.4 "Whistleblowing procedure for reporting offenses and irregularities").

6. Periodic Checks by the Supervisory Body

This model provides several types of checks:

1. Checks on Documents

The Corporate Bodies and Area Managers must communicate in advance to the Supervisory Body the main acts of the Company (for example: extraordinary operations, particularly large contracts, annual budget, partnership, acquisition or sale of shareholdings, agreements with other companies, etc.).

They must also provide the following documentation:

• "Intervention sheets", containing the data of the different management phases of the initiatives;

• contracts stipulated, agreements signed, projects started, assignments received and confirmed and anything else the Company commits to the Public Administration and third parties;

• declarations, issued by employees and collaborators, in a form that protects the subject's privacy, regarding kinship or affinity relationships with subjects who belong to the Public Administration;

• minutes of the Board of Directors and documentation exchanged with the auditing company responsible for the legal audit of the financial statements.

Periodically, the Supervisory Body will carry out a verification of the most important contracts concluded by the Company in areas of activity at risk.

2. Checks on the application of the Model

At least every four months, the Supervisory Body will verify the effective application of this Model.

Furthermore, at least once a year the SB must carry out a surprise check on sensitive company activities.

3. Examination of the reports received

The SB must promptly examine the reports that come to its attention according to the procedures adopted by the LUDUM (All. 4 - "Whistleblowing procedure for reporting crimes and irregularities").

For each report, you must leave evidence of receipt, of the verification carried out, of the actions taken and of any reports made to the other interested parties (Board of Directors, Head of School, Sole Auditor, Judicial Authority, etc.).

Periodically the SB will issue a report on the activity performed, containing an indication of the checks carried out and the reports received, the outcome of the actions undertaken, and the feedback received.

The above report will be sent to the Board of Directors, the **Head of School** and the Sole Auditor.'

ELEMENTS OF THE GOVERNANCE MODEL AND THE ORGANISATIONAL STRUCTURE OF LUDUM

LUDUM has adopted a traditional governance system.

The body of the Company is the **Board of Directors** which appoints the **Head of School,** while the Sole **Auditor** carries out the function of control body. The corporate areas analysed - which refer to the Company's General Organization Chart - which were considered in the creation of the Organization and Management Model, are listed and analyzed below.

1. President of the Board of Directors – Head of School

The person of the **President of the Board of Directors** coincides with that of the H**ead of School (HoS)**

As per the minutes of the Board of Directors of 16 December 2025, the Head of School, in addition to the powers that cannot be delegated by law or by the Articles of Association, reserves the following powers without the right to sub-delegate:

1. represent the Company in all relations with social security, welfare, insurance, and accident institutions and with labor and employment offices.

2. represent the Company before the public security authorities and the fire brigade, drafting and signing the appropriate reports, declarations and complaints.

3. represent the Company before any judicial, administrative, fiscal, ordinary or special authority, at any level, state and location including the council of state, the court of cassation and the courts of appeal and before the tax commissions, with powers to sign requests, pleadings, appeals, mediations, judicial conciliations, assessments with adhesion, adhesion to tax assessment reports and agreements for any object, defer and report oaths; refer and respond to interrogations or rulings, intervene in bankruptcy, composition and receivership procedures and promote their declaration, constitute a civil party in criminal trials by proposing and supporting actions (including precautionary ones), defenses and exceptions, both administrative and judicial, both in the of cognition, and of execution, promoting seizures and seizures in the hands of debtors or third parties, with the right to participate in judicial auctions, implementing all the relevant formalities and therefore also the issuing of powers of attorney and special or general mandates for disputes to lawyers legal attorneys, sponsors and domiciliary, chartered accountants and experts, electing the appropriate domiciles;

4. carry out all the acts and operations necessary to obtain concessions, licenses and authorizations from the public administration and, in general, represent the Company before any administrative authority, body and public office to obtain the issuance of licenses, authorisations, permits, registrations or certificates, as well as for any other activity necessary for the pursuit of the corporate purpose;

5. sign and keep all the Company's ordinary and extraordinary correspondence and invoicing; sign requests for news, information, and documents, requests for clarification and reminders

relating to supplier offers; sign letters of an informative, interlocutory, reminder and transmission nature.

6. sign communications to chambers of commerce, ministries and other public and private bodies and offices, regarding obligations imposed on the Company by laws and regulations.

7. stipulate, modify, terminate contracts of any nature (with the exclusion of property leasing, rent, rental and storage contracts) which entail the assumption by the Company of obligations for unit values lower than Euro 10,000 (ten thousand) and provided that alternatively
(i) in the ordinary course of business or
(ii) within the spending limits set by the Company's annual budget;

8. negotiate, sign, modify and terminate any contract or agreement concerning the provision or supply of services to customers of schools managed or owned by the Company, including contracts for the enrollment of pupils to attend school courses.

The Board of Directors has conferred the power, to be exercised with a single and separate signature, with the right to sub-delegate, in whole or in part, to third parties
(i) to carry out all acts and operations necessary before the public administration to obtain concessions, licenses, authorizations and, in general, represent the Company before any administrative authority, body and public office to obtain the issuing of licenses, authorisations, permits, registrations or certificates, as well as for any other activity necessary for the pursuit of the corporate purpose e
(ii) to represent the Company in matters relating to work, both self-employed and employed, including managers, towards the labor inspectorate, provincial labor directorates, social security, mutual, insurance and accident institutions, and trade union organizations as well as towards all offices and authorities competent in matters of immigration and/or issuing the residence permit or other document necessary and/or appropriate to carry out work in Italy.
(iii) implement what is necessary to sign the "Joint Ownership Agreement in the processing of personal data pursuant to art. 26 of Regulation (EU) 2016/679" among the companies of the Globeducate group in Italy.

In all the areas highlighted above, the Head of School has the right to issue (as well as revoke), in the name and on behalf of LUDUM, powers of attorney for individual acts and/or categories of acts as well as to appoint and revoke consultants, lawyers and prosecutors in disputes.

Furthermore, the Head of School has specific and direct visibility on the activity carried out in the following company sectors: Administrative Area, Personnel Office, Communication and Marketing, Admission, School Manager and Teaching Area.

In any case, the choices of the Head of School must always be based on investigations prepared by the managers of the above-mentioned sectors.

2. Administrative Area

2.1. Amministration, accounting and Tax compliance

- Updates the company timetable regarding appointments and deadlines.
- takes care of the protocol activities of correspondence, contracts and any other act that involves commitments for LUDUM;
- creates the records for new customers and suppliers based on the information received respectively from the School Manager and the Purchasing Office.
- promptly takes care of all accounting records, ensuring their accuracy and completeness and compliance with legal deadlines and Group reporting deadlines.
  In particular:
  a) for the active cycle receives from the School Manager the updated situation of the services sold with the related contractual amounts and issues the invoices and/or credit notes, ensuring that the revenues accounted for match the situation of the services sold received by the School Manager. Receives receipts from the School Manager relating to collections via POS, check and cash within the limits of the law, checking that they are correct and complete and that there are no jumps in numbers and registers the collections. Transmits the list of receipts received daily to the School Manager and Admission for the identification of the relevant customer, where not directly detectable by banking provisions, and to allow them to formally define the enrollment of students.
  b) for the passive cycle, records the invoices received from suppliers after verifying their consistency with the approved orders and transport documents and registers the payments;
  c) for personnel, records the amounts communicated monthly by the employment consultant following verification by the Personnel Office Manager and the related payments;

- carries out cash checks on a daily basis, promptly depositing cash and checks into the bank;
- carries out bank reconciliations at least monthly;
- prepares the documents necessary for the functioning of the corporate bodies, fulfilling the provisions of the laws and the Articles of Association regarding their proper functioning and ensuring compliance with the prescribed procedural procedures;
- ensures the correct fulfillment of tax and administrative obligations;
- provides for the preparation of periodic accounting situations, tax returns and income tax returns;
- processes customer and supplier schedules for credit monitoring and payment management
- prepares the operating budget, the investment budget and the financial budget to be submitted for approval by the **Head of School,** the **CFO Italy** and the **Board of Directors;**
- prepares monthly control reports which highlight deviations from the budget;
- interfaces with auditors and consultants on fiscal, fiscal and budgetary matters appointed by the competent bodies (assembly, **Board of Directors, CFO Italy**);
- prepares the draft budget, including the explanatory notes and the management report;

- prepares the annual budget of the LUDUM to be submitted for approval by the Assembly.

2.2. Acquisions

- It is responsible for evaluating the suitability and integrity of suppliers of goods and services and planning the related procurement methods;
- receives requests for the supply of goods and services approved by the Head of School or by the Purchasing Manager Italy for purchases respectively up to and over Euro 10,000.00, evaluating the financial availability to carry out the relevant purchase, in agreement with the manager of the Administrative Area;
- select the supplier (minimum 3 estimates) for purchases up to Euro 3,000.00;
- liaises with the Purchasing Manager Italy for the selection of suppliers for purchases over Euro 3,000.00;
- prepares the purchase order using the dedicated software and transmits it to the Head of School for purchases of amounts up to €3,000.00 and to the Purchasing Manager Italy for those exceeding €3,000.00 for final approval (always via the software dedicated);
- receives the original signed contracts between the LUDUM and its suppliers from the Purchasing Manager Italy and archives them.
- send the signed order/contract to the supplier by email, copying it to the administrative office for the management of provisions for invoices to be received.
- informs the Applicant via e-mail about the positive outcome of the order.
- takes care of the maintenance of the Supplier Register, updating it periodically.
- manages insurance and claims;
- manages rental contracts with property owners.
- manages relations with the Chamber of Commerce.
- archives a copy of the aforementioned documentation.

2.3. Payments

- Provides, based on the schedule and consistently with the financial planning, the payments of the invoices supported by the purchase orders approved by the **Head of School** and/or the **Purchasing Manager**;
- provides for the payments of the rental fees of the properties subject to authorization from the Head of School;
- provides for the payments of salaries and contributions and all amounts due to employees and collaborators, subject to authorization from the **Personnel Office Manager (HR**) and the **Head of School.**
- rovvede, in base allo scadenzario e coerentemente con la pianificazione finanziaria, ai pagamenti delle fatture supportate dagli ordini di acquisto approvati dall'**Head of School** e/o dal **Responsabile Acquisti**;

2.4. Debt Collection

- Verifies the consistency of the contracts between LUDUM and its customers with the invoices issued and the collections received.
- assumes responsibility and coordination of the activity aimed at debt collection, after verifying the accuracy and completeness of the accounting balances.
- collaborates with external professionals involved in legal disputes involving the Company.

3. Personnel Office

- Exercises control over the implementation of personnel policies, following the indications of the HR Manager Italy, in compliance with the applicable legislation and the guidelines approved by the Board of Directors.
- ensures the remuneration, assistance and administrative control of the LUDUM employees.
- manages the employee attendance register.
- manages and maintains personnel documentation and in particular that relating to accidents, illnesses, wages, holidays, criminal record certificates and pending charges, residence permits and work authorizations in Italy, in compliance with the GDPR regulations and in coordination with the DPO;
- supports the **Head of School** in personnel selection activities based on the provisions of the Italy Recruitment Policy (publication of advertisements, reference and reputation checks);
- manages hiring and firing practices under the supervision of the HR Manager Italy.
- identifies and organizes possible training development paths for the Company's internal resources.
- coordinates the professionals and external consultants contracted on the various projects managed by the RIS.
- ensures compliance with all obligations relating to health surveillance and mandatory training of employees, in coordination with the RSPP and the competent doctor.
- ensures personal presence for open days and events based on the predefined event calendar.

4. Comunicazione e Marketing

- Develops the annual marketing and communication plan, in collaboration with the Admission and Marketing Italy manager and the **Head of School.**
- manages LUDUM's public image through various channels (website, media, relationships with influencers, etc.), with the aim of increasing its presence in the media and general popularity.
- designs all marketing materials (newsletters, brochures, merchandising, etc.);

- organises events for both potential and current students, also taking care of social communication for this purpose (open days, social events, "Globeducate" days, graduation parties, etc.);
- devises strategies and designs campaigns that help the company maintain or improve its reputation and credibility. Furthermore, it monitors media coverage and uses communication channels and media platforms to promote the company image and brand in coordination with the Communications and Marketing manager.

5. Admission

- Develops and implements commercial sales strategies in coordination with the Admission and Marketing Italy manager and the **Head of School**.
- identifies new initiatives for the services offered.
- manages contacts and maximizes their conversion into visits and registrations.
- presents the school structure to the parents of potential students.
- plans and manages the organization of events for the acquisition of new students in collaboration with the **Head of School** and the Marketing area.
- collects all documentation relating to students for the admission process (report cards, evaluations, admission check list, etc.);
- reviews and verifies prospective students' credentials and processes admission applications through enrollment.
- formalize registration via:
- to. the preparation of the economic and financial payment plan, defining the applicable discounts in accordance with the approved discount policy.
  a. the signing of the enrollment contract by the parents and the **Head of School**;
  b. obtaining documentation to support payment to confirm registration.
  c. produces weekly reports on new leads, visits and new registrations.

The activities set out above are the following in more detail:

5.1 Gestione contatti

• Manages the first contact with potential customers identified through marketing actions.
• manages the leads database, performs data analysis on a weekly basis.
• maximizes the conversion of leads, managing them through the admission process.

5.2 School Tour

- Presents the school structure to the students' parents following the guidelines provided by the Admissions manager and the **Head of School.**

5.3 Events

- Plans and manages the organization of events for the acquisition of new students in collaboration with the **Head of School** and the **Communication and Marketing** department.

5.4 Formalization of Registration

- Prepares economic and financial payment plans by defining applicable discounts in accordance with the approved discount policy.
- takes care of the complete and accurate preparation of the enrollment contracts for new students admitted to the teaching area, including all related documents (identity documents, tax code, billing data, privacy consent, health form, etc.), making them sign to the parents of the pupils and the **Head of School.**
- after receiving confirmation from the Administrative Area of the collection, send a copy of the signed enrollment contracts and the documentation certifying the payment of the amount due for enrollment to the School Manager's office.
- inserts all new student data into the database of services sold, communicating this to the School Manager's office and to teaching.

5.5 Reporting

- Produces weekly reports on new leads, visits and new registrations.

6. School Manager

6.1 Obligations with the Public Administration

- Maintains relationships with public offices in the area in which the activity is carried out (e.g. ASL, Fire Brigade, Municipality, Civil Protection, Traffic Police, Law Enforcement, etc.);
- manages everything relating to the authorisations issued by the Public Administration: clearances, requirements, deadlines, renewals.
- prepares the procedures for new authorisations and/or for the renewal or integration of existing ones.
- Maintains relations with the MIUR - Ministry of Education and with the competent Regional School Office.
- manages everything relating to the authorizations issued by the MIUR - Ministry of Education, with the Regional School Office and with the Public Administration: authorizations, requirements, deadlines, renewals.
- prepares the procedures for new authorizations and/or for the renewal or integration of existing ones.
- receives from the School Manager all the documentation useful for obtaining authorization from the MIUR.

6.2 Enrollment Contracts

- Prepares economic and financial payment plans for re-enrollments by defining the applicable discounts in accordance with the approved discount policy, coordinating with the Admission Manager.
- sends reminders to the families of students for whom payments for enrollment in the following school year have not been received by the deadlines set by the contract (31 January); after 2 reminders the **Head of School** intervenes.

- verifies the complete and accurate preparation of enrollment contracts for new students.
- manages the database of services sold, ensuring its consistency with the contractual data.
- periodically sends information to the Administrative Area for the creation of records for new customers and the issuing of invoices.
- prepares periodic reports;
- manages and maintains the contracts, complete with all documentation, signed between the LUDUM and the students' parents.
- transmits the list of students registered and withdrawn to the secretariat for data entry into ISAMS.

6.3 Relations with the families of the enrolled students

- Maintains relations with students' families.

6.4 Front Office

- Provides secretarial support to all the company functions

6.5 Information and Communication Technologies Help Desk (ICT)

- Deals with the implementation, management and maintenance of the network and the HW and SW systems connected to it instrumental to the activities carried out by the RIS, in accordance with the guidelines received from the IT Italy manager.
- takes care of the resolution of problems inherent to the aforementioned systems (for example, malfunctions of workstations and equipment supplied to the school such as network printers, multimedia devices, WI-FI systems), managing the opening and closing of tickets with companies providing IT services.

6.6 Auxiliary Services (logistics, canteen, transport, security, uniforms, maintenance and cleaning, school medical infirmary, covid officer)

- Collects the specific needs of an instrumental and material nature that arise in the places dedicated to educational, administrative, sporting and recreational activities.
- deals with the logistics of the RIS, understood as the management and maintenance of spaces dedicated to teaching, administrative, sporting and recreational activities.
- manages, supervises and coordinates all other services instrumental to the activity carried out by the organisation, provided with internal staff and through external suppliers.
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7. Extra-curricular Activities and Summer School

-

  Develops and implements commercial sales strategies in coordination with the Communications and Marketing manager and the **Head of School**.
- identifies the extracurricular activities and school trips to offer as well as the program for the Summer School in coordination with the **Head of School** and the Communications and Marketing Manager.

- prepares the revenue and related costs budget, in collaboration with the Communications and Marketing Manager and the Administrative Manager.
- formalizes student registration for activities through:

    a. the signing of the contract by the parents and the Head of School.
    b. obtaining documentation to support payment.

- plans activities in coordination with:

    a) the Head of School with the teaching staff regarding the teaching programmes;
    b) with the School Manager regarding logistics and related auxiliary services.
    c) with HR for the use of internal staff and for the definition of agreements with external collaborators.
    d) with the Administrative Area (Purchasing Office) regarding the supply of related goods and services.

    - manages the database of services sold, ensuring its consistency with the contractual data.
    - supervises and coordinates the activities carried out by internal staff and/or external suppliers
    - periodically sends information to the Administrative Manager for the creation of records
    - for new customers and the issuing of invoices.
    - sends information on the hours worked by employees and external collaborators to HR monthly.
    - produces weekly reports on services sold and deviations from the budget (revenues and costs) in collaboration with the Administrative Area and HR.

8. Obligations to the Ministry of Education

- Takes care of relationships with the MIUR (Ministry of Education) and the competent Academic Regional office (Ufficio Scolastico Regionale)
- Manages the process of obtaining and maintaining the authorisations/licences issued by MIUR with the Academic Regional office and the public administration, clearance requirements, deadlines, renewals
- Prepares the procedures for new authorizations and/or renewals the integration of existing onces
- Receives from the School manager all the documents that are needed for obtaining authorisations from the MIUR.

9. Teaching Area

- Deals with everything that is inherent in carrying out the teaching and curriculum activities for the students.

PARTE SPECIALE

LUDUM recognises the **respect for prevailing laws and regulations** as a fundamental principle of its operations.

In issuing the following lines of conduct, the Company aims to strengthen this principle by reiterating the expected behaviours to all employees and collaborators, with specific reference to the **"sensitive"** areas of activity based on the Decree (Legislative Decree 231/01).

With regard to these lines of conduct, it is further specified that:

- they **should not be considered exhaustive** but are representative of the general principle of **"fairness and lawfulness in work and business"** cited.

- they are organised with reference to the different areas of activity and competence **without distinction** based on the different recipients, it being understood that not all categories refer to the entirety of the subjects operating on behalf of the Company.

- they **do not include** the types of offenses provided for in Legislative Decree no. 231/01 that can hardly be committed by LUDUM employees or collaborators in the interest of the latter, and in particular those indicated in Articles 24-ter (Organized Crime Offenses), 25-bis (Counterfeiting of currency, public credit documents, stamp duties, and instruments or signs of recognition), 25-bis1 (Offenses against industry and commerce); 25-quater (Offenses for the purpose of terrorism and subversion of the democratic order); 25-quater1 (Practices of female genital mutilation), 25-undecies (Environmental Offenses); 25-quaterdecies (Fraud in sporting competitions, illegal gambling or betting, and gambling conducted using forbidden devices); 25-sexiesdecies (Smuggling); 25-septiesdecies (Offenses against cultural heritage); 25-octiesdecies – (Laundering of cultural property and devastation and looting of cultural and landscape assets); 25-septiesdecies (Crimes against cultural heritage); 25 – duodevicies – (Money laundering of cultural assets and devastation and looting of cultural and landscape assets) of Legislative Decree 231/01; 25-undevicies (Crimes against animals) of Legislative Decree 231/01.

For the aforementioned offenses, which are not traceable to any sensitive activities of the Entity, the reference to the principles contained in the **Entity's Code of Ethics** attached to this Model is deemed sufficient.

- They refer to the areas of activity where a **possibility of occurrence** has been identified for the offenses currently covered by the Decree and can be considered reference principles for extensions of the Decree to new types of offenses;

- they take into account the procedures and operating practices adopted by the Company and disseminated to company personnel (operating procedures, circulars, internal orders).

This Special Part of the Organization, Management, and Control Model is divided into sections, taking into account the different types of offenses identified and the relative control measures.

Therefore, the "sensitive" areas that emerged from the analysis of the Entity's activity and which allowed for the identification of the aforementioned offenses are indicated below.

1. GUIDELINES OF CONDUCT IN THE MANAGEMENT OF PUBLIC FUNDING

Offenses contestable to the Entity pursuant to Art. 24 of Legislative Decree no. 231/2001

Misappropriation of public disbursements (Art. 316-bis c.p.)

Anyone, not belonging to the Public Administration, having obtained contributions, subsidies, financing, subsidized loans, or other disbursements of the same type, however named, from the State or other Entity or the European Communities, intended for the realization of one or more purposes, who does not allocate them to the intended purposes, is punished with imprisonment from six months to four years.

Undue receipt of public disbursements (Art. 316-ter c.p.)

Except if the fact constitutes the offense provided for by Article 640-bis, anyone who unduly obtains, for themselves or for others, contributions, subsidies, financing, subsidized loans, or other disbursements of the same type, however named, granted or disbursed by the State, by other public entities, or by the European Communities, by using or presenting false declarations or documents or documents attesting to untrue facts, or by omitting due information, is punished with imprisonment from six months to three years. The penalty is imprisonment from one to four years if the offense is committed by a public official or a person entrusted with a public service abusing their quality or powers. The penalty is imprisonment from six months to four years if the offense prejudices the financial interests of the European Union and the damage or profit exceeds euro 100,000.

When the unduly received amount is equal to or less than euro 3,999.96, only the administrative sanction of payment of a sum of money from euro 5,164 to euro 25,822 shall apply. This sanction cannot, however, exceed three times the benefit obtained.

Disturbance of freedom of tenders (Art. 353 c.p.)

Anyone who, through violence or threat, or with gifts, promises, collusion, or other fraudulent means, impedes or disturbs the competition in public tenders or in private invitations to tender on behalf of public administrations, or drives away the bidders, is punished with imprisonment from six months to five years and a fine from euro 103 to euro 1,032.

If the culprit is a person appointed by law or by the Authority to the aforementioned tenders or invitations to tender, the imprisonment is from one to five years and the fine is from euro 516 to euro 2,065.

The penalties established in this article also apply in the case of private invitations to tender on behalf of private individuals, directed by a public official or a legally authorized person; but they are reduced by half.

Disturbance of the freedom of the contractor selection procedure (Art. 353-bis c.p.)

Unless the fact constitutes a more serious offense, anyone who, through violence or threat, or with gifts, promises, collusion, or other fraudulent means, disturbs the administrative procedure aimed at establishing the content of the announcement or other equivalent act in order to condition the methods of selection of the contractor by the public administration is punished with imprisonment from six months to five years and a fine from euro 103 to euro 1,032.

Offenses contestable to the Entity pursuant to Art. 24 of Legislative Decree no. 231/2001

Misappropriation of public disbursements (Art. 316-bis c.p. - Criminal Code)

Anyone, external to the Public Administration, who, having obtained contributions, subsidies, financing, subsidized loans, or other disbursements of the same type, however named, from the State or another Entity or the European Communities, intended for the realization of one or more purposes, does not allocate them to the intended purposes, is punished with imprisonment from six months to four years.

Undue receipt of public disbursements (Art. 316-ter c.p.)

Unless the fact constitutes the offense provided for by Article 640-bis, anyone who unduly obtains, for themselves or for others, contributions, subsidies, financing, subsidized loans, or other disbursements of the same type, however named, granted or disbursed by the State, by other public entities, or by the European Communities, by using or presenting false declarations or documents or documents attesting to untrue facts, or by omitting due information, is punished with imprisonment from six months to three years. The penalty is imprisonment from one to four years if the offense is committed by a public official or a person entrusted with a public service abusing their quality or powers. The penalty is imprisonment from six months to four years if the fact prejudices the financial interests of the European Union and the damage or profit exceeds euro 100,000.

When the unduly received amount is equal to or less than euro 3,999.96, only the administrative sanction of payment of a sum of money from euro 5,164 to euro 25,822 shall apply. This sanction cannot, however, exceed three times the benefit obtained.

Disturbance of freedom of tenders (Art. 353 c.p.)

Anyone who, by means of violence or threat, or through gifts, promises, collusion, or other fraudulent means, prevents or disturbs the bidding in public auctions or in private tenders on behalf of public administrations, or drives bidders away, shall be punished with imprisonment from six months to five years and with a fine ranging from 103 euros to 1,032 euros.

If the offender is a person appointed by law or by the authorities to oversee such auctions or tenders, the punishment shall be imprisonment from one to five years and a fine ranging from 516 euros to 2,065 euros.

The penalties established in this article also apply in the case of private tenders conducted on behalf of private individuals, if directed by a public official or by a person legally authorized to do so; however, in such cases, the penalties are reduced by half.

Disturbance of the freedom of the procedure for the selection of the contractor (art. 353-bis c.c.)

Unless the act constitutes a more serious offence, anyone who, by violence or threat, or by means of gifts, promises, collusion or other fraudulent means, interferes with the administrative procedure aimed at determining the content of the invitation to tender or of another act of equivalent effect, in order to influence the modalities of the contracting party's selection by the public administration, shall be liable to imprisonment from six months to five years and to a fine ranging euros 103 to euros 1032.

Fraud in public procurement (Art. 356 c.c.)

Anyone who commits fraud in the execution of supply contracts or in the fulfillment of the other contractual obligations indicated in the preceding article, is punished with imprisonment from one to five years and a fine of not less than euro 1,032.

The penalty is imprisonment from one to five years and a fine from euro 309 to euro 1,549:

if the fact is committed to the detriment of the State or another public entity or the European Union or under the pretext of having someone exempted from military service.

Aggravated fraud for the purpose of obtaining public funds (Art. 640, paragraph 2, no. 1 c.p.)

The punishment shall be imprisonment from two to seven years, and prosecution is initiated ex officio if the conduct described in Article 640 concerns grants, funding, subsidized loans, or other similar disbursements, however named, granted or provided by the State, other public entities, or the European Communities.

Computer fraud to the detriment of the State or another Public Entity (Art. 640-ter c.p.)

Anyone who, by altering the functioning of an IT or telematic system in any way or by unlawfully interfering in any manner with data, information, or programs contained in or related

to an IT or telematic system, obtains an unjust profit for themselves or others with damage to another, is punished with imprisonment from six months to three years and a fine from €51 to €1,032.

A. Activities at Risk

The activities of LUDUM that present a risk in relation to the aforementioned offences are those related to the execution of procedures aimed at obtaining from the State or another public entity, funding, provision of services, concessions, authorizations, or any other types of advantages.

Le attività che presentano un rischio in relazione ai reati sopracitati sono quelle relative all'esecuzione di procedimenti finalizzati ad ottenere dallo Stato o da altro Ente pubblico, finanziamenti, erogazione di servizi, concessioni, autorizzazioni o comunque altri tipi di vantaggi.

B. Functions at Risk

Head of School, School Manager, Administration Manager and HR Officer

Guidelines

1) *Prohibited Behaviour*

In general, recipients of the Model are prohibited from unlawfully receiving public grants and funding, as well as from using them for purposes other than those for which they were intended.

In particular, recipients are prohibited from:

- **Falsifying the Representation of the Company's Reality**: Claiming the existence of procedures or activities to unlawfully obtain public funding or grants from the State or other public entities.

- **Distorting Communications and Certifications from Public Authorities**: Manipulating official documents related to taxation, social security, contributions, healthcare, or public assets, thereby concealing actual or potential violations of laws or regulations.

- **Illegally Interfering with Public Information Systems**: Unauthorized access or manipulation of data, information, or programs within public IT systems, resulting in unjust profit to oneself or others.

2) Obligations for the recipients of the Model

All individuals acting on behalf of LUDUM are required, without distinction or exception, in activities related to the management and processing of public funding and/or subsidies of any nature and origin, to adhere to the following prescriptions:

- **Accuracy and Truthfulness in Documentation**: Ensure correctness and veracity in handling documentation that proves eligibility for participation in public tenders, grants, and consortia, as well as provide accurate, transparent, and complete information to competent administrations.

- **Integrity in Processing Applications**: Demonstrate fairness and reliability in processing applications, managing, and reporting on public funding, and conduct specific activities to verify the formal and substantial regularity of operations, as required by regulations.

- **Transparency in Utilization of Public Funds**: Maintain integrity and transparency in the use of public funding granted to the company.

- **Formal System for IT Program Changes**: Utilize a formal system for the release and approval of changes to computer programs, whether made by in-house employees or commissioned and executed by external programmers.

- **Use of IT Logs**: Employ IT logs on processing activities (who did what, when), provided by the company's information system.

- **Adoption of Digital Signatures**: Implement the use of digital signatures.

Furthermore, if, following the disbursement of public funding to RIS, its personnel become aware that the received contributions have been used for purposes other than those for which they were granted, they are obligated to promptly report this to their direct Supervisor and the Supervisory Body

C. Procedure

The procedure outlined in Attachment A of this Model, titled: 'Procedure for Relations with the Public Administration,' must be observed.

2. GUIDELINES OF CONDUCT WHEN USING IT SYSTEMS AND DATA PROCESSING

Offenses contestable to the Entity pursuant to ex art. 24-bis, of Legislative Decree no. 231/2001

- **Computer Documents/Records (Art. 491-*bis* of the Criminal Code)**

If any of the falsehoods provided for by the present chapter concern a public or private computer document, having evidentiary value, the provisions of the Chapter itself concerning public acts and private writings respectively shall apply**.**

The case refers to the following false statement crimes ('reati di falso') provided for in Book II, Chapter III of the Italian Criminal Code

- **Falsifying Material committed by a public official in public documents (Article 476 of the Criminal Code)**

  A public official who, in the exercise of his or her duties, creates, in whole or in part, a false document or alters a genuine document shall be punished with imprisonment for a term of between one and six years. If the falsification concerns a document or part of a document that is considered authentic until proven false, the term of imprisonment shall be between three and ten years.

- **Falsifying Certificates or Administrative Authorisations committed by a public official (art. 477 of the Criminal Code)**

  A public official who, in the exercise of his or her duties, forges or alters certificates or administrative authorisations, or who, by means of forgery or alteration, makes it appear that the conditions required for their validity have been fulfilled, shall be punished with imprisonment for a term of between six months and three years.

- **Falsifying Material committed by a public official in authentic copies of public or private documents and in certificates of the content of documents (Article 478 of the Criminal Code)**

  A public official who, in the exercise of his or her duties, assuming that a public or private document exists, simulates a copy of it and issues it in legal form, or issues a copy of a public or private document that differs from the original, shall be punished with imprisonment for a term of between one and four years. If the falsification concerns a document or part of a document that is considered authentic until proven false, the term of imprisonment shall be between three and eight years.

  If the falsification is committed by a public official in a certificate attesting to the content of public or private documents, the penalty shall be imprisonment for a term of between one and three years.

- **Ideological falsification committed by a public official in public documents (Article 479 of the Criminal Code)**

  A public official who, in receiving or drawing up a document in the exercise of his or her duties, falsely certifies that an act was performed by him or her or took place in his or her presence, or

certifies as having been received by him or her statements that were not made to him or her, or omits or alters statements received by him or her, or in any case falsely certifies facts which the document is intended to prove to be true, shall be subject to the penalties established in Article 476.

- **Ideological falsification committed by a public official in certificates or administrative authorisations (Article 480 of the Criminal Code)**

  A public official who, in the exercise of his or her duties, falsely certifies, in certificates or administrative authorisations, facts which the document is intended to prove to be true, shall be punished with imprisonment for a term of between three months and two years.

- **Ideological falsification in certificates committed by persons performing a public service (Article 481 of the Criminal Code)**

  Anyone who, in the exercise of a healthcare or legal profession, or other public service, falsely certifies in a certificate a fact which the document is intended to prove to be true, shall be punished with imprisonment for up to one year or a fine of between €51.00 and €516.00.

  These penalties shall apply jointly if the offence is committed for financial gain

- **Material falsification committed by a private individual (Article 482 of the Criminal Code)**

  If any of the acts referred to in Articles 476, 477 and 478 are committed by a private individual, or by a public official outside the exercise of his or her duties, the penalties established in those articles shall apply, reduced by one third.

- **Ideological falsification committed by a private individual in a public document (Article 483 of the Criminal Code)**

  Anyone who falsely certifies to a public official, in a public document, facts which the document is intended to prove to be true, shall be punished with imprisonment for up to two years. In the case of false statements in civil status documents, the term of imprisonment shall not be less than three months.

- **False entries in registers and notifications (Article 484 of the Criminal Code)**

  Anyone who, being legally obliged to make records subject to inspection by the Public Security Authority, or to make notifications to the same Authority regarding their industrial, commercial or professional operations, writes or allows false information to be written, shall be punished with imprisonment for up to six months or a fine of up to €309.00.

- **Falsification of a blank signed document. Public document (Art. 487 of the Criminal Code)**

  A public official who, abusing a blank signed document in his possession by virtue of his office and by virtue of a title that implies the obligation or power to fill it in, writes or has written on it a

public document other than that which he was obliged or authorised to write, shall be subject to the penalties established in Articles 479 and 480 respectively.

- **Other falsity in blank signed documents. Applicability of provisions on material falsity (Article 488 of the Criminal Code)**

In cases of falsity in blank signed documents other than those provided for in the two previous articles, the provisions on material falsehoods in public documents or private writings shall apply.

- **Use of false documents (Article 489 of the Criminal Code)**

Anyone who, without having participated in the falsification, makes use of a false document shall be subject to the penalties established in the preceding articles, reduced by one third.

- **Suppression, destruction and concealment of authentic documents (Article 490 of the Criminal Code)**

Anyone who, in whole or in part, destroys, suppresses or conceals a genuine public document or private deed shall be subject to the penalties established in Articles 476, 477, 482 and 485, according to the distinctions contained therein. The provision of the previous article shall apply.

- **Certified copies replacing missing originals (Article 492 of the Criminal Code)**

For the purposes of the above provisions, the terms "public documents" and "private documents" include original documents and certified copies thereof, when they replace missing originals in accordance with the law

- **Falsehoods committed by public employees entrusted with a public service (Article 493 of the Criminal Code)**

The provisions of the preceding articles on falsehoods committed by public officials shall also apply to employees of the State or of another public body entrusted with a public service in relation to the documents they draw up in the exercise of their duties.

- **Unauthorised access to a computer or telecommunications system (Article 615-ter of the Criminal Code)**

Anyone who unlawfully gains access to a computer or telecommunications system protected by security measures or remains in such a system against the express or tacit will of the person who has the right to exclude them, shall be punished with imprisonment for up to three years.

The penalty shall be imprisonment for between one and five years:

1) if the offence is committed by a public official or a public service employee, with abuse of power or violation of the duties inherent in their function or service, or by anyone who also unlawfully practises the profession of private investigator, or with abuse of their status as a system operator;

2) if the offender uses violence against property or persons to commit the offence, or if they are clearly armed.

3) if the act results in the destruction or damage of the system or the total or partial interruption of its operation, or the destruction or damage of the data, information or programmes contained therein.

If the acts referred to in the first and second paragraphs concern computer or telecommunications systems of military interest or relating to public order or public safety or health or civil protection or in any case of public interest, the penalty shall be imprisonment for a term of between one and five years and between three and eight years, respectively.

In the case referred to in the first paragraph, the offence is punishable upon complaint by the injured party; in other cases, proceedings shall be brought ex officio.

- **Possession, dissemination, and unlawful installation of equipment, codes, and other means designed to access computer or telecommunications systems (Article 615-quater)**

Anyone who, for the purpose of obtaining a profit for themselves or others or causing damage to others, unlawfully obtains, possesses, produces, reproduces, disseminates, imports, communicates, delivers, otherwise makes available to others or installs equipment, instruments, parts of equipment or instruments, codes, keywords, or other means suitable for accessing a computer or telecommunications system protected by security measures, or in any case provides information or instructions suitable for the aforementioned purpose, shall be punished with imprisonment for up to two years and a fine of up to €5,164.

The penalty shall be imprisonment for one to three years and a fine of between €5,164 and €10,329 if any of the circumstances referred to in points 1) and 2) of the fourth paragraph of Article 617quater apply.

- **Illegal interception, obstruction, or interruption of computer or telecommunications communications. (Art. 617-quater of the Criminal Code)Intercettazione, impedimento o interruzione illecita di comunicazioni informatiche o telematiche. (art. 617-*quater* c.p.)**

Anyone who fraudulently intercepts communications relating to a computer or telecommunications system or between multiple systems, or obstructs or interrupts them, shall be punished with imprisonment for a term of between one year and six months and five years.

Unless the act constitutes a more serious offense, the same penalty shall apply to anyone who reveals, by any means of public information, in whole or in part, the content of the communications referred to in the first paragraph.

The offenses referred to in the first and second paragraphs are punishable upon complaint by the offended party.

However, proceedings shall be brought ex officio, and the penalty shall be imprisonment for a term of three to eight years if the act is committed:

1) to the detriment of a computer or telecommunications system used by the State or other public body or by an undertaking providing public services or services of public necessity.

2) by a public official or a person in charge of a public service, abusing their powers or violating the duties inherent in their function or service, or abusing their position as a system operator.

3) by anyone who also unlawfully practices the profession of private investigator.

- **Illegal possession, distribution, or installation of equipment and other means designed to intercept or interrupt computer or telecommunications communications (Article 617-quinquies of the Criminal Code)**

Anyone who, except in cases permitted by law, for the purpose of intercepting communications relating to a computer or telecommunications system or between multiple systems, or of preventing or interrupting such communications, procures, possesses, produces, reproduces, disseminates, imports, communicates, delivers, otherwise makes available to others, or installs equipment, programs, codes, keywords, or other means designed to intercept, prevent, or interrupt communications relating to a computer or telecommunications system or between multiple systems (3), shall be punished with imprisonment for a term of one to four years.

The penalty shall be imprisonment for a term of one to five years in the cases provided for in the fourth paragraph of Article 617-quater.

- **Extortion (Article 629 of the Criminal Code)**

Anyone who, through violence or threats, forces someone to do or omit something, thereby obtaining an unjust profit for themselves or others to the detriment of others, shall be punished with imprisonment for a term of between five and ten years and a fine of between €1,000 and €4,000.

The penalty shall be imprisonment for a term of between seven and twenty years and a fine of between €5,000 and €15,000 if any of the circumstances indicated in the third paragraph of Article 628 of the Criminal Code apply.

Anyone who, through the conduct referred to in Articles 615-ter, 617-quater, 617-sexies, 635-bis, 635-quater, and 635-quinquies, or by threatening to do so, forces someone to do or omit something, thereby obtaining an unjust profit for themselves or others to the detriment of others, shall be punished with imprisonment for a term of between six and twelve years and a fine of between €5,000 and €10,000. The penalty shall be imprisonment for a term of between eight and twenty-two years and a fine of between €6,000 and €18,000 if any of the circumstances indicated in the third paragraph of Article 628 apply, as well as in cases where the act is committed against a person who is incapable due to age or infirmity.

- **Damage to information, data, and computer programs (Article 635-bis of the Criminal Code)**

  Unless the act constitutes a more serious offense, anyone who destroys, damages, deletes, alters, or suppresses information, data, or computer programs belonging to others shall be punished, upon complaint by the injured party, with imprisonment for a term of six months to three years.

  If the act is committed with violence against the person or with threats or abuse of the status of system operator, the penalty shall be imprisonment for a term of between one and four years.

- **Damage to information, data, and computer programs used by the State or other public entity or in any case of public utility (Article 635-ter of the Criminal Code)**

  Unless the act constitutes a more serious offense, anyone who commits an act aimed at destroying, damaging, deleting, altering, or suppressing information, data, or computer programs used by the State or other public body or pertaining to them, or in any case of public utility, shall be punished with imprisonment for a term of between one and four years.

  If the act results in the destruction, deterioration, deletion, alteration, or suppression of information, data, or computer programs, the penalty shall be imprisonment for a term of three to eight years.

  If the act is committed with violence against the person or with threats or abuse of the status of system operator, the penalty shall be increased.

- **Damage to computer or telecommunications systems (Article 635-quater of the Criminal Code)**

  Unless the act constitutes a more serious offense, anyone who, through the conduct referred to in Article 635-bis, or through the introduction or transmission of data, information, or programs, destroys, damages, renders wholly or partially unusable, or seriously impedes the functioning of another person's computer or telecommunications systems shall be punished with imprisonment for a term of between one and five years.

  If the act is committed with violence against the person or with threats or abuse of the status of system operator, the penalty shall be increased.

- **Possession, dissemination, and unlawful installation of computer equipment, devices, or programs intended to damage or interrupt a computer or telecommunications system (Article 635-quinquies.1 of the Italian Criminal Code)**

  Anyone who, for the purpose of unlawfully damaging a computer or telecommunications system or the information, data, or programs contained therein or pertaining thereto, or of facilitating the total or partial interruption or alteration of its functioning, unlawfully procures, possesses, produces, reproduces, imports, distributes, communicates, delivers or, in any case, makes available

to others or installs equipment, devices or computer programs shall be punished with imprisonment for up to two years and a fine of up to €10,329.

The penalty shall be imprisonment for a term of between two and six years where any of the circumstances referred to in Article 615-ter, second paragraph, number 1) apply.

The penalty shall be imprisonment for a term of between three and eight years where the offense concerns the computer or telecommunications systems referred to in Article 615-ter, third paragraph.

- **Damage to public computer or telecommunications systems (Article 635-quinquies of the Criminal Code)**

If the act referred to in Article 635-quater is intended to destroy, damage, render wholly or partially unusable public computer or telecommunications systems, or seriously hinder their operation, the penalty shall be imprisonment for a term of between one and four years.

If the act results in the destruction or damage of the public computer or telecommunications system or if it renders it, in whole or in part, unusable, the penalty shall be imprisonment for a term of between three and eight years.

If the act is committed with violence against the person or with threats or abuse of the status of system operator, the penalty shall be increased.

- **Computer fraud by a person providing electronic signature certification services (Article 640-quinquies of the Criminal Code)**

Any person providing electronic signature certification services who, in order to obtain an unfair profit for themselves or others or to cause damage to others, violates the obligations laid down by law for the issuance of a qualified certificate, shall be punished with imprisonment for up to three years and a fine of between €51.00 and €1,032.00.

A. Activities at Risk

LUDUM manages databases containing information about its employees and students; it also receives and sends various types of electronic documents.

The activities most at risk of committing the crimes described above mainly concern the unlawful processing of personal data, with reference to the possible unlawful dissemination, alteration, or destruction of such data; similar problems can be identified with regard to electronic documents, which may be unduly disseminated, altered, or otherwise falsified.

Therefore, all functions relating to information management and the use of computer systems and information assets are at risk, with regard to any conduct in the above-mentioned areas by LUDUM administrators, managers, and employees, as well as any collaborators or external operators.

The entire organizational structure of LUDUM is also at risk, where terminals and passwords may circulate among members of homogeneous groups of employees or are shared by some employees and managers, in order to allow the latter to carry out checks or grant authorizations for the performance of certain operations.

B. Functions at Risk

Head of School. Administration Manager, HR Office, School Manager, Admissions, Marketing and Communication and the Education Department.

C. Guidelines

LUDUM's internal procedures and processes are based on the following principles.

Access Authorisation Principle

- All access authorizations to networks and IT systems must be granted through "access profiles";
- authorizations must correspond to the functions performed within the Company.
- each user must be associated with a single authorization profile.

Control and security principle

Information asset management activities must be subject to constant control in order to safeguard the confidentiality, integrity, and availability of information for lawful purposes only. To this end, safeguarding and security measures are adopted, consisting of:

- server monitoring;
- monitoring of IT processing;
- use of antivirus systems;
- use of intrusion detection systems;
- use of firewalls;
- disaster recovery plans.

Principle of privacy management

With regard to privacy management, LUDUM has implemented an organizational system aimed at identifying appropriate measures to minimize risks and meet legal requirements through the adoption of the following measures:

- privacy assessment.
- drafting of a privacy manual.

- appointment of a Data Protection Officer (DPO) pursuant to Articles 37 et seq. of EU Regulation 2016/679;

- implementation of the documentation and requirements required by law (EU Regulation 2016/679).

1) *Prohibited Behaviour*

Recipients of this Model are prohibited from:

- acquiring, possessing, or using software and/or hardware tools that could be used to assess or compromise the security of computer or telecommunications systems (systems for detecting passwords, identifying vulnerabilities, decrypting encrypted files, intercepting traffic in transit, etc.);

- disclose, transfer, or share with personnel inside or outside the Company their credentials for accessing the Company's systems and network, or those of customers or third parties;

- access another person's computer system (including that of a colleague) and tamper with or alter the data contained therein;

- unlawfully use material protected by another person's copyright;

- installing or otherwise introducing into the LUDUM network software or hardware or programs or data that do not fall within the function related to one's profile, or software or hardware or programs or data that may prevent, damage, or interrupt the computer system or facilitate the loss, alteration, destruction (even partial), or theft of data;

- unlawfully accessing computer or telecommunications systems protected by security measures against the will of the owner of the right of access or in any case without being the legitimate owner of the access credentials;

- unlawfully possessing, obtaining, reproducing, or disseminating access codes or means suitable for accessing systems protected by security measures;

- obtaining, reproducing, disseminating, communicating, or making available to unauthorized persons or persons without legitimacy or credentials devices, equipment, programs, systems, and data;

- altering, in any way, computer documents and producing, forwarding, or transmitting false or otherwise altered computer documents.

2) *Obligations for the recipients of the Model*

All those who, due to their position and role, use IT or telematic tools to carry out their activities, are required to comply with the following conduct:

- compliance with current company regulations on the processing of personal data and access to IT or telematic systems;

- correctness, lawfulness, and integrity in the use of the aforementioned tools protected by security measures;
- correctness and truthfulness of the information contained in public or private computer documents exchanged with third parties;
- prohibition on all Company Personnel from installing programs or files of any kind on the computers in use.

D. Procedure

The procedure outlined in Attachment F of this Model, titled: *"Modello Privacy Assessment"* must be observed.

3. GUIDELINES FOR THE PREVENTION OF ORGANISED CRIME OFFENCES

Offences attributable to the Entity pursuant to Article 24-ter of Legislative Decree No. 231/2001

- **Criminal association (Article 416 of the Italian Criminal Code)**

When three or more persons associate for the purpose of committing multiple crimes, those who promote, establish, or organize the association shall be punished, for that alone, with imprisonment for a term of three to seven years.

For the mere fact of participating in the association, the penalty is imprisonment for a term of between one and five years. The leaders are subject to the same penalty as the promoters.

If the members roam the countryside or public roads armed, imprisonment for a term of between five and fifteen years shall apply.

The penalty is increased if the number of members is ten or more.

If the association is aimed at committing any of the crimes referred to in Articles 600, 601, and 602, imprisonment for five to fifteen years shall apply in the cases provided for in the first paragraph and for four to nine years in the cases provided for in the second paragraph.

- **Mafia-type associations, including foreign ones (Article 416-bis of the Italian Criminal Code)**

Anyone who is part of a mafia-type association consisting of three or more people shall be punished with imprisonment for a term of between seven and twelve years.

Those who promote, direct, or organize the association shall be punished, for that alone, with imprisonment for a term of between nine and fourteen years.

An association is of a mafia type when its members use the intimidating power of the association and the resulting subjugation and code of silence to commit crimes, to acquire, directly or indirectly, the management or control of economic activities, concessions, authorizations, contracts, and public services, or to obtain unjust profits or advantages for themselves or others, or to prevent or hinder the free exercise of voting rights or to procure votes for themselves or others in elections.

If the association is armed, the penalty of imprisonment for a term of between nine and fifteen years shall apply in the cases referred to in the first paragraph and between twelve and twenty-four years in the cases referred to in the second paragraph.

The association is considered armed when the participants have access to weapons or explosives, even if concealed or kept in storage, for the purpose of achieving the association's objectives.

If the economic activities that the members intend to take control of or maintain control over are financed in whole or in part by the price, product, or profit of crimes, the penalties established in the preceding paragraphs shall be increased.

The confiscation of the items used or intended to be used to commit the crime and of the items that are the price, product, or profit thereof or that constitute its use is always mandatory for the convicted person.

The provisions of this article also apply to the Camorra and other associations, however locally named, including foreign ones, which, using the intimidating force of their association, pursue aims corresponding to those of mafia-type associations.

- **Political-mafia electoral exchange (Article 416-ter of the Italian Criminal Code)**

The penalty established in the first paragraph of Article 416-bis also applies to anyone who obtains the promise of votes referred to in the third paragraph of the same Article 416-bis in exchange for the provision of money.

- **Kidnapping for ransom (Article 630 of the Italian Criminal code)**

Anyone who kidnaps a person for the purpose of obtaining, for themselves or for others, an unjust profit as the price of release, shall be punished with imprisonment for a term of between twenty-five and thirty years.

If the kidnapping results in the death of the kidnapped person, as an unintended consequence of the offender's actions, the offender shall be punished with imprisonment for thirty years.

If the offender causes the death of the kidnapped person, the penalty of life imprisonment shall apply.

Any accomplice who, dissociating themselves from the others, acts to ensure that the victim regains their freedom, without this result being a consequence of the ransom paid, shall be punished with the penalties provided for in Article 605. However, if the victim dies as a result of the kidnapping after their release, the penalty shall be imprisonment for a term of between six and fifteen years.

With regard to a co-conspirator who, dissociating himself from the others, takes steps, outside the case provided for in the previous paragraph, to prevent the criminal activity from having further consequences or who actively assists the police or judicial authorities in gathering decisive evidence for the identification or capture of the co-conspirators, the penalty of life imprisonment shall be replaced by imprisonment for a term of between twelve and twenty years, and the other penalties shall be reduced by between one third and two thirds.

Where there are mitigating circumstances, the penalty provided for in the second paragraph shall be replaced by imprisonment for a term of between twenty and twenty-four years; the penalty provided for in the third paragraph shall be replaced by imprisonment for a term of between twenty-four and thirty years. If there are several mitigating circumstances, the penalty to be applied as a result of the reductions may not be less than ten years in the case provided for in the second paragraph and fifteen years in the case provided for in the third paragraph. The penalty limits provided for in the previous paragraph may be exceeded when the mitigating circumstances referred to in the fifth paragraph of this article apply.

- **Criminal Association for the purpose of trafficking in narcotic or psychotropic substances (Article 74, Presidential Decree No. 309/90)**

When three or more persons associate for the purpose of committing more than one of the crimes referred to in Article 73, anyone who promotes, establishes, directs, organizes, or finances the association shall be punished for that alone with imprisonment of not less than twenty years. Anyone who participates in the association shall be punished with imprisonment of not less than ten years.

The penalty shall be increased if the number of members is ten or more or if the participants include persons addicted to the use of narcotic or psychotropic substances.

If the association is armed, the penalty, in the cases referred to in paragraphs 1 and 3, shall not be less than twenty-four years' imprisonment and, in the case referred to in paragraph 2, twelve years' imprisonment. The association is considered armed when the participants have access to weapons or explosives, even if they are concealed or kept in storage.

The penalty is increased if the circumstance referred to in letter e) of paragraph 1 of Article 80 applies.

If the association is formed to commit the acts described in paragraph 5 of Article 73, the first and second paragraphs of Article 416 of the Criminal Code shall apply.

The penalties provided for in paragraphs 1 to 6 shall be reduced by half to two-thirds for those who have effectively worked to secure evidence of the crime or to deprive the association of resources decisive for the commission of the crimes.

When laws and decrees refer to the offence provided for in Article 75 of Law No. 685 of December 22, 1975, repealed by Article 38, paragraph 1, of Law No. 162 of June 26, 1990, the reference shall be understood to refer to this article.

A. Activities at Risk

In relation to the activities carried out by RIS, there is a low risk of mafia infiltration or cooperation with criminal organizations or mafia groups.

There remains a marginal possibility of the Entity's involvement in the aforementioned criminal activities, such as when entering into agreements for the supply of goods and services.

The activities controlled by the Head of School and the Administration Manager, which involve relationships and dealings with individuals who may be part of criminal organizations, are particularly at risk.

B. Functions at Risk

Head of School and the Administration Manager.

C. Guidelines

1) Obligations for the recipients of this model

In general, the recipients of this Model must be guided by criteria of transparency in the exercise of all LUDUM's economic and professional activities, paying the utmost attention to third parties who have any kind of relationship with the Company.

The HoS and ReAA must comply with the following requirements:

- before entering into relations with new suppliers and non-occasional business partners, they must verify the integrity of the latter, requiring, where possible, anti-mafia certification and/or registration on the so-called white list;
- if LUDUM's senior management learns from the press that its partners are directly or indirectly involved in investigations or criminal proceedings concerning organized crime, they must terminate the contractual relationships between LUDUM and the latter as soon as possible.

Furthermore, when selecting suppliers, it will be advisable to set a value threshold above which it will be mandatory to obtain three quotes from different suppliers listed in the Register of Suppliers kept by the LUDUM Administrative Department and to apply a rotation criterion for these suppliers.

4. GUIDELINES FOR THE PREVENTION OF CRIMES AGAINST THE PUBLIC ADMINISTRATION

Offences attributable to the Entity pursuant to Article 25 of Legislative Decree No. 231/2001

For the purposes of criminal law, any entity that:

- carries out legislative, judicial, or administrative activities governed by public law;

- pursues, implements, or manages public interests.

By way of example only, and with regard to the operation of RIS, the following entities can be identified as belonging to the public administration:

- the State, Regions, Provinces, Municipalities;
- Ministries, Departments, Commissions;
- Non-economic public bodies (INPS, ENASARCO, INAIL, ISTAT, INPDAP);
- the Judicial Authority. Agli effetti della legge penale rientra nell'ambito della Pubblica

Among the criminal offenses considered here, the offense of extortion as well as the offence of corruption, in its various forms, presuppose the involvement of a natural person who, for the purposes of criminal law, qualifies as a "public official" and/or "public service employee," as defined in Articles 357 and 358 of the Criminal Code, pursuant to Article 357 of the Criminal Code:

For the purposes of criminal law, public officials are those who exercise a public legislative, judicial, or administrative function.

For the same purposes, an administrative function governed by public law and authoritative acts and characterized by the formation and manifestation of the will of the public administration or by its exercise through authoritative or certifying powers is also public.

Instead, according to Article 358 of the Italian Criminal Code:

For the purposes of criminal law, those who, in any capacity, provide a public service are considered to be in charge of a public service.

Public service shall be understood to mean an activity governed by the same rules as public office, but characterized by the lack of the powers typical of the latter, and excluding the performance of simple tasks of order and the provision of purely material work.

Under the above provisions, the status of public official may be attributed to those who exercise a legislative, judicial, or administrative public function. In general, the exercise of a public administrative function is recognized with reference to persons who form or contribute to forming the will of the public body, who represent it before third parties, or who are vested with certifying powers.

The status of Public Service Officer is recognizable by exclusion, as it applies to individuals who perform activities in the public interest, which are not linked to the typical powers of a Public Official and do not consist of simple administrative tasks or purely material work.

In any case, it is not necessarily required that there be an employment relationship with a public body in order for a specific person to be recognized as a public official or public service officer.

The criminal offenses provided for in the decree are summarized below.

- **Embezzlement (Article 314 of the Criminal Code)**

  A public official or public service employee who, by virtue of their office or service, has possession or availability of money or other movable property belonging to others, and appropriates it, shall be punished with imprisonment for a term of between four and ten years and six months.

  The penalty of imprisonment for a term of six months to three years shall apply when the offender acted for the sole purpose of making temporary use of the property and, after such temporary use, immediately returned it.

- **Misappropriation of money or movable property (Article 314-bis of the Criminal Code)**

  Except in the cases provided for in Article 314, a public official or public service employee who, by virtue of his office or service, has possession or availability of money or other movable property belonging to others, uses them for a purpose other than that provided for by specific legal provisions or by acts having the force of law which leave no margin for discretion, and intentionally procures for himself or others an unjust financial advantage or causes unjust damage to others, shall be punished with imprisonment for a term of between six months and three years.

  The penalty shall be imprisonment for a term of between six months and four years when the offense is against the financial interests of the European Union and the unfair financial advantage or damage exceeds €100,000.

- **Embezzlement by taking advantage of another person's mistake (Article 316 of the Criminal Code)**

  A public official or public service employee who, in the exercise of their duties or service, takes advantage of another person's mistake to receive or retain money or other benefits for themselves or a third party shall be punished with imprisonment for a term of between six months and three years.

  The penalty shall be imprisonment for a term of between six months and four years when the offense is committed against the financial interests of the European Union and the damage or profit exceeds €100,000.

- **Extortion (Article 317 of the Criminal Code)**

  Any public official or public service employee who, abusing their position or powers, forces someone to give or promise them or a third-party money or other benefits unduly shall be punished with imprisonment for a term of between six and twelve years.

- **Corruption in the exercise of public office (Article 318 of the Criminal Code)**

Any public official who, in the exercise of his or her functions or powers, unduly receives, for himself or herself or for a third party, money or other benefits, or accepts the promise thereof, shall be punished with imprisonment for a term of between three and eight years.

- **Corruption for an act contrary to official duties (Article 319 of the Criminal Code)**

A public official who, in order to omit or delay or for having committed or delayed an act of his office, or to perform or for having performed an act contrary to his official duties, receives, for himself or for a third party, money or other benefits, or accepts the promise thereof, shall be punished with imprisonment for a term of six to ten years. .

- **Corruption in judicial proceedings (Article 319 ter of the Criminal Code)**

If the acts referred to in Articles 318 and 319 are committed to favour or harm a party in civil, criminal, or administrative proceedings, the penalty shall be imprisonment for a term of six to twelve years.

If the act results in the unjust conviction of a person to imprisonment for a term not exceeding five years, the penalty shall be imprisonment for a term of between six and fourteen years; if it results in the unjust conviction of a person to imprisonment for a term exceeding five years or to life imprisonment, the penalty shall be imprisonment for a term of between eight and twenty years.

- **Undue inducement to give or promise benefits (Article 319 quater of the Criminal Code)**

Unless the act constitutes a more serious offense, a public official or public service employee who, by abusing his or her position or powers, induces someone to give or promise unduly, to him or her or to a third party, money or other benefits shall be punished with imprisonment for a term of between six and ten years and six months.

In the cases referred to in the first paragraph, anyone who gives or promises money or other benefits shall be punished with imprisonment for up to three years.

- **Corruption of a person entrusted with a public service (Article 320 of the Criminal Code)**

The provisions of Articles 318 and 319 shall also apply to persons entrusted with a public service.

In any case, the penalties shall be reduced by no more than one third.

- **Incitement to corruption (Article 322, paragraphs 1-3 of the Criminal Code)**

Anyone who offers or promises money or other undue benefits to a public official or a public service employee for the exercise of their functions or powers shall, if the offer or promise is not accepted, be subject to the penalty established in the first paragraph of Article 318, reduced by one third.

2. (OMISSIS)

The penalty referred to in the first paragraph shall apply to public officials or public service employees who solicit a promise or gift of money or other benefits for the exercise of their functions or powers.

- **Embezzlement. Extortion, undue inducement to give or promise benefits, corruption, and incitement to corruption of members of international courts or bodies of the European Union or international parliamentary assemblies or international organizations and officials of the European Union and foreign states (Article 322-bis of the Criminal Code).**

  The provisions of Articles 314, 316, 317 to 320, and 322, third and fourth paragraphs, shall also apply:

  1) to members of the Commission of the European Communities, the European Parliament, the Court of Justice, and the Court of Auditors of the European Communities;

  2) officials and other servants engaged under contract in accordance with the Staff Regulations of Officials of the European Communities or the Conditions of Employment of Other Servants of the European Communities;

  3) persons seconded by Member States or any public or private body to the European Communities who perform duties corresponding to those of officials or other servants of the European Communities;

  4) members and staff of bodies set up on the basis of the Treaties establishing the European Communities;

  5) persons who, in other Member States of the European Union, perform functions or activities corresponding to those of public officials and persons in charge of a public service.

  The provisions of Articles 319 quarter, second paragraph, 321 and 322, first and second paragraphs, shall also apply if the money or other benefit is given, offered or promised:

  1) to the persons referred to in the first paragraph of this article;

  2) to persons who perform functions or activities corresponding to those of public officials and persons in charge of a public service in other foreign states or international public organizations.

  The persons indicated in the first paragraph are treated as public officials if they perform corresponding functions, and as persons in charge of a public service in other cases.

- **Trafficking in illicit influences (Article 346 bis of the Criminal Code)**

  Anyone, except in cases of complicity in the crimes referred to in Articles 318, 319, 319 ter and in the crimes of corruption referred to in Article 322 bis, who exploits or boasts of existing or alleged relations with a public official or a person in charge of a public service or one of the other persons referred to in Article 322 bis, unduly obtains or promises for himself or others money or other benefits as payment for his unlawful mediation with a public official or a public service employee or one of the other persons referred to in Article 322 bis, or to remunerate him in relation to the exercise of his functions or powers, shall be punished with imprisonment for a term of between one year and four years and six months. The same penalty shall apply to anyone who unlawfully gives or promises money or other benefits.

A. Activities at risk

LUDUM's activities that present a risk in relation to crimes against the Public Administration are those relating to:

1. the execution of procedures aimed at obtaining or maintaining concessions, authorizations, and subsidies issued by the Public Administration;

2. the execution of contracts entered into between LUDUM and the Public Administration. Le attività di LUDUMche presentano un rischio in relazione ai reati contro la Pubblica Amministrazione sono quelle relative:

B. Functions at risk

With reference to point 1) of the activities at risk, the individuals most exposed are the Head of School (HoS) and the School Manager;

With reference to point 2), the individuals most exposed are the HoS, the Head of Administration, and the School Manager.

Finally, the same risks also apply to the heads of company departments that are potentially subject to inspection by public officials, as well as corporate bodies that perform representative functions or have powers to act vis-à-vis administrative and tax authorities and social security and welfare institutions.

C. Guidelines

All those who work on behalf of LUDUM with the Public Administration, Revenue Agency, Financial Police, (Guardia di Finanza) and regulatory authorities are required to perform their duties with integrity, independence, fairness, and transparency, in accordance with the principle of zero tolerance towards any form of direct or indirect corruption.

It is mandatory to ensure the full traceability, formalisation and verifiability of all activities and interactions with the public administration.

1) Prohibited behaviour

In general, recipients of the Model are prohibited from: collaborating in or causing conduct which, taken individually or collectively, constitutes the offences referred to above; from engaging in conduct that breaches the corporate principles and procedures set out in this special section; and from engaging in conduct that improperly influences the decisions of the public administration.

In particular, it is prohibited to:

- agreeing to undue requests or solicitations for money or other benefits that come, directly or indirectly, from representatives of the public administration in exchange for services related to their functions or qualifications.

- promising, offering, or making cash payments or other benefits to representatives of the public

administration, either directly or through third parties, in exchange for favours, compensation, or other advantages for LUDUM;

- promising, offering, or giving gifts or presents of any kind (including hospitality) to representatives of the public administration or their family members outside the scope of company practice and the Code of Ethics (i.e., any gift that is not of modest value, or exceeds normal commercial or courtesy practices, or in any case aimed at obtaining favourable treatment in the conduct of any business activity). Permitted gifts must, in all circumstances: (i) be made in relation to actual business purposes, (ii) be reasonable and in good faith, (iii) be recorded in specific documentation to allow for verification by the Supervisory Body; under no circumstances may they consist of sums of money. The same rules also apply to entertainment expenses;

- favouring, in purchasing processes, suppliers, consultants, or other parties recommended by representatives of the public administration, in exchange for benefits for oneself and/or the Company, as well as unduly procuring, for oneself, the Company, or third parties, advantages of any kind to the detriment of the public administration;

- accepting or receiving gifts or other benefits, including money, intended to influence the impartiality and independence of one's judgment;

- damaging suppliers who meet the requirements for contract selection by resorting to partial, non-objective, and specious criteria, or by disregarding contractual provisions, or by accepting false or erroneous documentation, or by exchanging information on other suppliers' bids, or by approving non-existent requirements, or by receiving services and supplies other than those contractually provided for;

- favouring employees, collaborators and consultants in recruitment and selection processes, upon specific recommendation by representatives of the public administration, in exchange for favours, compensation and/or other benefits for themselves and/or for LUDUM;

- making/receiving payments and services in general in relations with collaborators, customers, suppliers, consultants, or other third parties, which are not adequately justified in the existing contractual relationship or in relation to the type of task to be performed;

- obtaining assignments by promising and/or granting benefits or advantages to a representative of the public administration;

- engaging in deceptive conduct towards the public administration by sending false documents, certifying non-existent requirements, or providing guarantees that are not true;

- submitting untruthful statements to national and/or EU Public Administrations in order to obtain public funds, such as grants, loans, or other benefits;

- allocating public funds for purposes other than those for which they were granted or drawing up false reports on their use.

2) Obligations for the recipients of the Model

Recipients are required to comply with the following requirements:

- in the event of requests for favors by a public official, the person concerned is obliged to refuse any payment, even if under pressure; immediately report the incident to their manager or internal contact person and to the Supervisory Body;

- in the event of conflicts of interest arising in relations with the Public Administration, the person concerned must immediately report the incident to their manager or internal contact person and to the Supervisory Body;

- in case of doubts about the correct implementation of the above rules of conduct in the course of operational activities, the person concerned must consult their manager or internal contact person without delay and, in the absence of a response or if the response is not conclusive, submit a formal request for an opinion to the Supervisory Body.

3) Public Administration Inspections

LUDUM representatives expressly delegated for this purpose must participate in inspections carried out by the Public Administration. During any inspections, the Company is required to cooperate fully with the investigation. In particular, any documents that the inspectors deem necessary to acquire must be made available promptly and in full, subject to the consent of the company manager responsible for assisting with the inspection and delegated to liaise with the investigating authority.

Meetings with public officials must take place in a formal setting, be planned in advance and, where possible, involve at least two company representatives.

Minutes or a report of the meeting must be drawn up and kept on file.

Communication with public officials via informal or personal channels is prohibited.

The reports drawn up by the public authorities must be diligently kept by the Administrative Department. Where appropriate, the department concerned may add reports or statements for internal company use to the reports of the investigating authorities.

The Supervisory Body must be informed of the inspection and, if the final report highlights any critical issues, it must be promptly informed in writing by the head of the department concerned.

4) Competitions

The following provisions apply both to participation in LUDUM competitions and to competitions organised by LUDUM, subject to compliance with the legislation in force, even where not specifically referred to.

The application must contain statements that are true and accurate, must not omit any required information, and must not contain misleading or false information.

The relevant department must verify that there are no grounds for the Company's exclusion from participation in the tender, as provided for by current legislation.

Any informal or unauthorised contact with the contracting authority is prohibited until the contract has

been awarded.

5) *Sponsorships in favour of the Public Administration*

Any active or passive sponsorship may only be granted where there is no conflict of interest and subject to authorisation by the **Head of School.**

It is prohibited to use sponsorship, donations or similar initiatives to influence decisions made by the public administration or to conceal improper transfers of value.

6) *Conflict of Interests*

Any critical issues or conflicts of interest that may arise in the context of relations with the Public Administration must also be communicated in writing to the Supervisory Body.

The Head of the Personnel Office shall collect specific declarations of absence of conflicts of interest from the recipients of this Model who have relations with the PA.

7) *Controls*

Those who perform control and supervision functions in relation to compliance with the sensitive processes in question must pay particular attention to the implementation of such compliance and immediately report any irregularities or anomalies to the Head of School and the Supervisory Board.

8) *Code of Ethics*

The provisions of the Code of Ethics and the Globeducate Code of Conduct must be observed in general.

D. Procedure

The procedures set out in Attachment A to this Model, entitled "Procedure for relations with the public administration," and "Procedure for the Identification, Prevention and Management of Conflicts of Interest" must be followed.

5. GUIDELINES FOR THE CONDUCT FOR THE PREVENTION OF CRIMES AGAINST INDUSTRY AND COMMERCE

Offences attributable to the Entity pursuant to Article 25-bis1 of Legislative Decree No. 231/2001

In view of the risk analysis carried out, the following types of offenses are potentially feasible in the LUDUM business context: reato:

- **Interference with industry or commerce (Article 513 of the Criminal Code)**

  Anyone who uses violence against property or fraudulent means to prevent or disrupt the operation of an industry or business shall be punished, upon complaint by the injured party, if the act does not constitute a more serious offense, with imprisonment for up to two years and a fine of between €103 and €1,032.

- **Unlawful competition involving threats or violence (Article 513-bis of the Criminal Code)**

  Anyone who, in the course of commercial, industrial, or other productive activities, engages in acts of competition involving violence or threats shall be punished with imprisonment for a term of two to six years.

  The penalty shall be increased if the acts of competition concern an activity financed in whole or in part and in any way by the State or other public bodies.

A. Activity at risk

LUDUM's activities that present a risk in relation to crimes against industry and commerce are those carried out by the commercial unit in the Admission Area, as the aforementioned entity may have an interest in excluding a competitor from the market through the use of violence or fraudulent means.

However, it is believed that there is a low risk that the company could be involved in the aforementioned crimes.

B. Functions at risk

Head of School and the Admissions Manager

C. Guidelines

1) *Prohibited Behaviour*

Individuals who conduct business on behalf of LUDUM are prohibited from:

- Engaging in acts of competition against a business rival through the use of violence, threats, or fraudulent means.

2) *Obbligations for the recepients of the Model*

Recipients of the Model are required to comply with the following requirements:

- comply with the provisions contained in the Code of Ethics;
- immediately report any behaviour that could potentially constitute the conduct described in the above cases to your manager or internal contact person and to the Supervisory Body.

6. GUIDELINES FOR CORPORATE COMPLIANCE

Offences attributable to the Entity pursuant to Article 25-ter of Legislative Decree No. 231/2001

- **False social communications (Article 2621 of the Italian Civil Code)**

Except for the cases provided for in Article 2622, directors, general managers, managers responsible for preparing corporate accounting documents, auditors, and liquidators who, in order to obtain an unfair profit for themselves or others, in financial statements, reports, or other corporate communications addressed to shareholders or the public, as required by law, knowingly present material information that is untrue or omit material information whose disclosure is required by law on the economic, equity, or financial situation of the company or the group to which it belongs, in a manner that is likely to mislead, shall be punished with imprisonment for a term of one to five years.

The same penalty applies even if the falsehoods or omissions concern assets owned or managed by the company on behalf of third parties.

- **False social communications to the detriment of shareholders or creditors (Article 2622 of the Italian Civil Code)**

Administrators, general managers, executives responsible for preparing corporate accounting documents, auditors, and liquidators of companies issuing financial instruments admitted to trading on a regulated market in Italy or another European Union country who, in order to obtain an unfair profit for themselves or others, in financial statements, reports, or other corporate communications addressed to shareholders or the public, knowingly present material facts that are untrue or omit material facts whose disclosure is required by law regarding the economic, equity, or financial situation of the company or the group to which it belongs, in a manner that is likely to mislead others, shall be punished with imprisonment for a term of three to eight years.

The following companies are treated in the same way as those indicated in the previous paragraph:

1) companies issuing financial instruments for which an application for admission to trading on a regulated market in Italy or another European Union country has been submitted;

2) companies issuing financial instruments admitted to trading on an Italian multilateral trading facility;

3) companies that control companies issuing financial instruments admitted to trading on a regulated market in Italy or another European Union country;

4) companies that raise public savings or manage them in any way.

The provisions of the preceding paragraphs also apply if the false statements or omissions concern assets owned or administered by the company on behalf of third parties.

- **Prevention of control (Article 2625 of the Italian Civil Code)**

Directors who, by concealing documents or other appropriate means, prevent or otherwise hinder the performance of control activities legally assigned to shareholders or other corporate bodies, shall be punished with an administrative fine of up to €10,329.

If the conduct has caused damage to shareholders, imprisonment of up to one year shall apply and the offended party shall file a complaint.

The penalty is doubled in the case of companies with securities listed on regulated markets in Italy or other European Union countries or widely held by the public within the meaning of Article 116 of the Consolidated Law referred to in Legislative Decree No. 58 of February 24, 1998.

- **Unlawful return of contributions (Article 2626 of the Italian Civil Code)**

  Directors who, except in cases of legitimate reduction of share capital, return contributions to shareholders, even if only ostensibly, or release them from the obligation to make such contributions, shall be punished with imprisonment for up to one year.

- **Illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code)**

  Unless the act constitutes a more serious offense, directors who distribute profits or advances on profits that have not actually been earned or are required by law to be allocated to reserves, or who distribute reserves, even if not constituted with profits, that cannot be distributed by law, shall be punished with imprisonment for up to one year.

  The restitution of profits or the reconstitution of reserves before the deadline for approval of the financial statements extinguishes the offence.

- **Illegal transactions involving shares or quotas of the company or its parent company (Article 2628 of the Italian Civil Code)**

  Directors who, except in cases permitted by law, purchase or subscribe to shares or quotas, causing damage to the integrity of the share capital or reserves that cannot be distributed by law, shall be punished with imprisonment for up to one year.

  The same penalty shall apply to directors who, except in cases permitted by law, purchase or subscribe to shares or quotas issued by the parent company, causing damage to the share capital or reserves that cannot be distributed by law.

  If the share capital or reserves are replenished before the deadline for approval of the financial statements for the financial year in which the conduct took place, the offence is extinguished.

- **Transactions detrimental to creditors (Article 2629 of the Italian Civil Code)**

  Directors who, in violation of the provisions of law protecting creditors, reduce the share capital or merge with another company or split up, causing damage to creditors, shall be punished, upon complaint by the injured party, with imprisonment for a term of between six months and three years.

  Compensation for damage to creditors prior to the judgment extinguishes the offence.

- **Failure to disclose a conflict of interest (Article 2629-bis of the Italian Civil Code)**

  The administrator or member of the management board of a company with securities listed on regulated markets in Italy or another European Union country, or widely held by the public within the meaning of Article 116 of the Consolidated Law referred to in Legislative Decree No. 58 of February 24, 1998, and subsequent amendments, or of a person subject to supervision pursuant to the consolidated text referred to in Legislative Decree No. 385 of September 1, 1993, the aforementioned consolidated text referred to in Legislative Decree No. 58 of 1998, Legislative Decree No. 209 of September 7, 2005, No. 209 of September 7, 2005, or Legislative Decree No. 124 of April 21, 1993, who violates the obligations set forth in Article 2391, first paragraph, shall be punished with imprisonment for a term of one to three years, if the violation has caused damage to the company or to third parties..

- **Fictitious formation of capital (Article 2632 of the Italian Civil Code)**

  Directors and contributing shareholders who, even partially, fictitiously form or increase the share capital by allocating shares or quotas in excess of the total amount of the share capital, by mutually subscribing to shares or quotas, by significantly overvaluing contributions in kind or receivables, or by overvaluing the company's assets in the event of transformation, shall be punished with imprisonment for up to one year.

- *Unlawful distribution of company assets by liquidators (Article 2633 of the Italian Civil Code)*

  Liquidators who, by distributing company assets among shareholders before paying company creditors or setting aside the sums necessary to satisfy them, cause damage to creditors, shall be punished, upon complaint by the injured party, with imprisonment for a term of between six months and three years.

- *Corruption between private individuals (Article 2635 of the Italian Civil Code)*

  Unless the act constitutes a more serious offence, directors, general managers, managers responsible for preparing company accounting documents, auditors and liquidators who, following the giving or promising of money or other benefits, for themselves or for others, perform or omit acts in violation of the obligations inherent in their office or their obligations of loyalty, causing harm to the company, shall be punished with imprisonment for a term of between one and three years.

  The penalty of imprisonment for up to one year and six months shall apply if the offence is committed by a person subject to the management or supervision of one of the persons referred to in the first paragraph.

  Anyone who gives or promises money or other benefits to the persons referred to in the first and second paragraphs shall be punished with the penalties provided for therein.

  The penalties established in the preceding paragraphs shall be doubled in the case of companies with securities listed on regulated markets in Italy or other European Union countries or widely distributed among the public within the meaning of Article 116 of the Consolidated Law on Financial Intermediation, referred to in Legislative Decree No. 58 of 24 February 1998, as amended. 5. The offence shall be prosecuted on the basis of a complaint by the injured party, unless the act results in a distortion of competition in the acquisition of goods or services.

- **Instigation to corruption between private individuals (Article 2635-bis of the Italian Civil Code)**

  Anyone who offers or promises money or other undue benefits to directors, general managers, managers responsible for preparing company accounting documents, auditors and liquidators of private companies or entities, as well as to those who work in them in a managerial capacity, in order to perform or omit an act in violation of the obligations inherent in their office or their obligations of loyalty, shall be subject, if the offer or promise is not accepted, to the penalty established in the first paragraph of Article 2635, reduced by one third.

  The penalty referred to in the first paragraph shall apply to directors, general managers, managers responsible for preparing company accounting documents, auditors and liquidators of private companies or entities, as well as to those who work in them in a managerial capacity, who solicit for themselves or for others, including through an intermediary, a promise or giving of money or other benefits, to perform or omit an act in violation of the obligations inherent in their office or the obligations of loyalty, if the solicitation is not accepted.

- **Unlawful influence on the shareholders' meeting (Article 2636 of the Italian Civil Code)**

  Anyone who, through simulated or fraudulent acts, determines the majority in a meeting, with the aim of obtaining an unfair profit for themselves or others, shall be punished with imprisonment for a term of between six months and three years.

- **Share price manipulation (Article 2637 of the Italian Civil Code)**

Anyone who disseminates false information, or engages in simulated transactions or other artifices specifically designed to cause a significant alteration in the price of unlisted financial instruments or instruments for which no application for admission to trading on a regulated market has been submitted, or to significantly affect the public's confidence in the financial stability of banks or banking groups, shall be punished with imprisonment for a term of between one and five years.

- **Obstruction of the functions of public supervisory authorities (Article 2638 of the Italian Civil Code)**

Administrators, general managers, executives responsible for preparing corporate accounting documents, auditors and liquidators of companies or entities and other persons subject by law to public supervisory authorities, or bound by obligations towards them, who, in communications to the aforementioned authorities required by law, in order to obstruct the exercise of supervisory functions, present material facts that are untrue, even if subject to assessment, concerning the economic, equity or financial situation of those subject to supervision or, for the same purpose, conceal by other fraudulent means, in whole or in part, facts that they should have communicated concerning the same situation, shall be punished with imprisonment for a term of between one and four years.

The punishment shall also apply in cases where the information concerns assets owned or administered by the company on behalf of third parties.

To simplify matters, some of the above offences could be classified as follows:

- **Prevented inspection**

The HoS or the Administration Manager, in order to avoid revealing a particular situation that could influence the judgement of the Sole Auditor or the Group's auditing firm, conceals documents or engages in deception in order to prevent or hinder the control activity.

- **Transactions detrimental to creditors**

The Shareholders' Meeting reduces the capital or carries out extraordinary transactions, causing damage to creditors.

- **Failure to disclose conflict of interest**

The law provides for a criminal penalty of imprisonment for one to three years for directors who fail to disclose their own interest in a transaction, if such omission has caused damage to the company or to third parties.

Paragraph 2 of Article 2629-bis of the Italian Civil Code provides for the administrative liability of the entity for the same offence.

This is an offence of damage, since, for the criminal conduct to be consummated, actual damage to the protected legal interest is required; the conduct that the legislator intended to punish is, therefore, exclusively that which causes damage to the company or third parties.

In this regard, it is interesting to note that, since the company itself is most often the party damaged by the criminal conduct committed by the HoS, the criminal offences that may involve administrative liability on the part of the entity do not so much concern the conduct of directors to the detriment of the company to which they belong, but exclusively conduct that causes damage to third parties.

All activities related to the management of relations with third parties are therefore at greater risk.

- **Fictitious accumulation of capital**

For example, the Shareholders' Meeting that artificially increases LUDUM's capital through extraordinary transactions (overvaluation of contributions, mergers or other contributions in kind for amounts lower than the nominal value of the share capital increase).

- **Activities outside the company**

The same offences may be committed by LUDUM personnel or by other individuals appointed by the company to represent it in the governing bodies of subsidiaries or affiliates.

The conduct that constitutes the above offences occurs when the representative of RIS, in their capacity as Director or Statutory Auditor, acts to ensure that the financial statements and disclosures of the subsidiary or affiliate are manipulated and that controls are influenced to the advantage of RIS.

- **Corruption between private individuals**

With reference to the legislation introduced by Law No. 190 of 6 November 2012 ('provisions for the prevention and repression of corruption and illegality in public administration reformed') which came into force on 28 November 2012, note the radical amendment to Article 2365 of the Italian Civil Code, which introduced a reference to corruption between private individuals, subject to the applicability of the offence to the fact that the conduct does not constitute a more serious offence.

The aforementioned legislation expressly includes, among the active subjects, those subject to the management or supervision of others; furthermore, the giving or promising of benefits may now be accepted "for oneself or for others" by the active subjects, and the performance or omission of the act may take place not only in violation of the obligations inherent in their office, but also of their "obligations of loyalty".

Letter s-bis of Article 25-ter, referring to "the cases provided for in the third paragraph of Article 2635 of the Italian Civil Code", provides that only the company to which the corrupting person belongs may be sanctioned, since, obviously, only this company can benefit from the corrupt conduct, while the company to which the corrupted person belongs suffers damage as a result of the breach of official duties or loyalty.

The provision of aggravating circumstances remains confirmed (in the fourth paragraph of Article 2635 of the Italian Civil Code) in cases where the corruption involves companies with securities listed on regulated markets in Italy or other European Union countries or widely held by the public.

Proceedings may be brought by the injured party unless the act results in a distortion of competition in the acquisition of goods or services. It should be noted that, pursuant to Article 8 of Legislative Decree No. 231/2001, in the event of withdrawal of the complaint, any liability on the part of the entity remains. With specific reference to the new offence of "corruption between private individuals", although it is classified

as a corporate offence, it should be noted that it is more closely related to offences against the public administration.

Therefore, in relation to this offence, all LUDUM employees who have a direct relationship with the public administration and with the recipients of payments are at potential risk.

A. Activities at risk

Based on the above, LUDUM's activities that present a risk in relation to corporate offences could be as follows:

1) preparation of financial statements;

2) preparation of reports accompanying the financial statements;

3) corporate communications;

4) formation of share capital;

5) relations with creditors.

B. Functions at Risk

The HoS, the Sole Auditor (Sindaco Unico) and the Administration Manager are the individuals most exposed to the risk of corporate crime.

C. Guidelines

It is necessary to:

- maintain the stratification of decision-making powers and the distinction of roles within the LUDUM organisation with regard to relations with third parties;

- implement information flows directed to the Supervisory Body regarding operations to be carried out "outside the threshold" or in derogation from the standards adopted by the company or, in any case, whenever a critical issue or potential conflict of interest with a third party arises;

- identify - where possible - "other benefits" that may constitute consideration for a possible corrupt agreement (gifts to customers, gadgets, sponsorships to clubs, associations and so on, attributable to an entity/customer/third party or its individual managers); in this regard, any gifts, benefits or advantages must never consist of cash payments and must always be 'reasonable' according to common sense parameters.

All employees are required to ensure that the information provided to the HoS, the Sole Statutory Auditor and the SB is up to date and complete; employees of the Administrative Area and the Personnel Office, in particular, have the specific responsibility of ensuring that the Company's accounting practices guarantee the above-mentioned parties full, correct, accurate and timely cooperation in providing economic and financial data on the Company itself.

Employees who are aware of possible omissions, falsifications, alterations of accounting records and/or related documents, and who highlight anomalies or situations that are inconsistent and incoherent, are required to immediately notify their direct manager or the Supervisory Board.

With regard to opportunities to commit corporate offences, risk management is carried out using the tools indicated below..

In general:

- by distributing the Code of Ethics to all employees and corporate bodies, and by publishing it on the notice board at the headquarters and offices and on the LUDUM website;
- by specifically requesting, upon delivery, that the Code be strictly applied and observed;
- by expressing the firm intention to apply sanctions in the event of non-compliance;
- through the inspection and compliance activities of the Sole Auditor, the Independent Auditors and the Supervisory Body.

In this specific case:

- specific checks on compliance with internal regulations governing accounting and financial statements;
- the timely and complete preparation and submission to the HoS and the Sole Auditor of the documentation relevant to each decision on the agenda; draft financial statements and reports, as well as the opinion of the independent auditors and the budget for the following financial year;
- sending the SB a copy of the communications issued by the independent auditors and the final report of the Sole Auditor;
- ensuring the traceability of every transaction that generates in an accounting entry.

1) *Prohibited behaviour*

Recipients of the Model are prohibited from:

- representing or transmitting, for processing and representation in financial statements, reports and prospectuses or other corporate communications, false, incomplete or otherwise inaccurate data on the economic, equity and financial situation of the Company;

- omitting data and information required by law on the economic, equity and financial situation of the Company;

- carrying out simulated transactions or spreading false information likely to cause a significant alteration in the price of financial instruments;

- presenting facts that do not correspond to reality in communications addressed to the supervisory authorities, or concealing relevant facts relating to the economic, equity and financial conditions of the company.

2) *Obligations for the recipients of the model*

All those who, due to their position and role, make decisions and resolutions, individually or collectively, relating to the management of the Company and its governance, in particular senior managers, as well as all employees who collaborate in these activities in any capacity, are required to comply with the following requirements:

- Strict compliance with the law, the Articles of Association and internal regulations relating to the functioning of corporate bodies, as well as any transactions involving share capital. Prohibition on disclosing material facts that are untrue, even if subject to evaluation, omitting information and concealing data in violation of regulatory principles and company rules, in order to mislead the recipients of the financial statements and other documents representing the economic, equity and financial situation of the Company;

- fairness, lawfulness and integrity, compliance with regulatory principles and internal procedural rules in the preparation and processing of data, accounting documents and the Company's financial statements and in their external representation, also for the purpose of guaranteeing the rights of shareholders and the proper functioning of the market;

- compliance with the principles of loyalty, fairness, cooperation and transparency in activities and relations with supervisory and control functions and authorities and auditing firms. Clarity, truthfulness and compliance with company policies and programmes in external communications, reserving relations with the media to the relevant company departments;

- the transmission of data and information to the responsible department is carried out through a system (including IT) that allows the tracking of individual steps relating to the processing of accounting flows and the identification of the persons who enter the data into the system;

- ensuring the smooth running of the Company and its corporate bodies, guaranteeing and facilitating all forms of internal control over corporate management required by law, as well as the free and proper formation of the will of the shareholders' meeting;

- strict compliance with all legal provisions protecting the integrity and effectiveness of the share capital, so as not to prejudice the guarantees of creditors and third parties in general. Strict compliance with internal procedures designed to ensure correct and timely reporting to supervisory bodies;

- behave in a proper, transparent and cooperative manner, in compliance with the law and internal company procedures, in all activities aimed at preparing the financial statements and other corporate communications, in order to provide shareholders and third parties with truthful and accurate information on the Company's economic, equity and financial situation.

- timely, correctly and in good faith carry out all necessary communications with the Supervisory Authorities, without hindering the exercise of their supervisory functions.

7. GUIDELINES FOR THE PREVENTION OF CRIMES AGAINST INDIVIDUALS

Offences attributable to the Entity pursuant to Article 25-quinquies of Legislative Decree No. 231/2001

In view of the risk analysis carried out, the following offences are potentially feasible:

- **Child prostitution (Article 600 of the Criminal Code)**

Anyone who:

1) recruits or induces a person under the age of eighteen to engage in prostitution;

2) promotes, exploits, manages, organises or controls the prostitution of a person under the age of eighteen, or otherwise profits from it, shall be punished with imprisonment for a term of between six and twelve years and a fine of between €15,000 and €150,000.

Unless the act constitutes a more serious offence, anyone who performs sexual acts with a minor between the ages of fourteen and eighteen in exchange for money or other benefits, even if only promised, shall be punished with imprisonment for a term of between one and six years and a fine of between €1,500 and €6,000.

- **Child pornography (Article 600-ter of the Criminal Code)**

Anyone who:

1) uses minors under the age of eighteen to perform in pornographic exhibitions or shows or to produce pornographic material;

2) recruits or induces minors under the age of eighteen to participate in pornographic exhibitions or shows or otherwise profits from such shows, shall be punished with imprisonment for a term of between six and twelve years and a fine of between €24,000 and €240,000.

The same penalty shall apply to anyone who trades in the pornographic material referred to in the first paragraph.

Anyone, outside the cases referred to in the first and second paragraphs, by any means, including by electronic means, distributes, disseminates, spreads or advertises the pornographic material referred to in the first paragraph, or distributes or disseminates news or information aimed at soliciting or sexually exploiting minors under the age of eighteen, shall be punished with imprisonment for a term of between one and five years and a fine of between €2,582 and €51,645.

Anyone who, outside the cases referred to in the first, second and third paragraphs, offers or transfers to others, even free of charge, the pornographic material referred to in the first paragraph, shall be punished with imprisonment for up to three years and a fine of between €1,549 and €5,164.

In the cases referred to in the third and fourth paragraphs, the penalty shall be increased by up to two thirds if the material is of a large quantity.

Unless the act constitutes a more serious offence, anyone who attends pornographic performances or shows involving minors under the age of eighteen shall be punished with imprisonment for up to three years and a fine of between €1,500 and €6,000.

For the purposes of this article, child pornography means any representation, by any means, of a minor under the age of eighteen involved in explicit sexual activities, real or simulated, or any representation of the sexual organs of a minor under the age of eighteen for sexual purposes.

- **Possession of or access to pornographic material (Article 600-quater of the Criminal Code) c.p.)**

Anyone who, outside the cases provided for in Article 600ter, knowingly procures or possesses pornographic material produced using minors under the age of eighteen shall be punished with imprisonment for up to three years or a fine of not less than €1,549.

The penalty shall be increased by up to two thirds if the material possessed is of a large quantity.

Outside the cases referred to in the first paragraph, anyone who, through the use of the internet or other networks or means of communication, intentionally and without justified reason accesses pornographic material produced using minors under the age of eighteen shall be punished with imprisonment for up to two years and a fine of not less than €1,000.

- **Virtual pornography (Article 600-quater1 of the Criminal Code)**

The provisions of Articles 600-ter and 600-quater shall also apply when the pornographic material depicts virtual images created using images of minors under the age of eighteen or parts thereof, but the penalty shall be reduced by one third.

Virtual images are defined as images created using graphic processing techniques that are not associated in whole or in part with real situations, the quality of which makes unreal situations appear real.

- **Soliciting minors (Article 609 – *undecies of the Criminal Code*)**

Anyone who, for the purpose of committing the offences referred to in Articles 600, 600 bis, 600 ter and 600 quater, even if relating to pornographic material referred to in Articles 600 quater 1, 600 quinquies, 609 bis, 609 quater, 609 quinquies and 609 octies, is punished, if the act does not constitute a more serious offence, with imprisonment for a term of between one and three years. Grooming means any act aimed at gaining the trust of a minor through deception, flattery or threats, including through the use of the internet or other networks or means of communication.

The penalty is increased:

1) if the offence is committed by several persons acting together;

2) if the offence is committed by a person who is a member of a criminal organisation and for the purpose of facilitating the organisation's activities;

3) if the act, due to the repetition of the conduct, causes serious harm to the minor;

4) if the act causes danger to the minor's life.

2) se il reato è commesso da persona che fa parte di un'associazione per delinquere e al fine di agevolare l'attività;

3) se dal fatto, a causa della reiterazione delle condotte, deriva al minore un pregiudizio grave;

4) se dal fatto deriva pericolo di vita per il minore.

A. Activity at Risk

Given that LUDUM operates in the field of education for minors, all activities in which teaching staff interact with students are considered risky.

B. Functions at Risk

The business function most at risk for crimes against individuals is that carried out by the Teaching Department.

C. Guidelines

1) Prohibited Behaviour

LUDUM employees are prohibited from:

- being alone with a minor;
- having inappropriate physical contact with minors;
- using company devices to access websites containing data and images relating to pornography and child pornography;
- storing any type of material or data relating to pornography and child pornography on the Company's IT and telecommunications devices;

D. Procedure

The procedure set out in Attachment A to this Model entitled: 'Procedure for reporting illegal acts and situations of distress or danger to students' - 'Whistleblowing procedure for reporting illegal acts and irregularities' must be followed.

8. GUIDELINES FOR THE PREVENTION OF NEGLIGENT CRIMES AGAINST THE PERSON AND SAFETY AT WORK

Offences attributable to the Entity pursuant to Article 25-*septies,* Legislative Decree n. 231/2001

- **Manslaughter (Article 589 of the Criminal Code)**

Anyone who causes the death of a person through negligence shall be punished with imprisonment for a term of between six months and five years.

If the offence is committed in violation of the regulations for the prevention of accidents at work, the penalty shall be imprisonment for a term of between two and seven years.

In the event of the death of more than one person, or the death of one or more persons and injury to one or more persons, the penalty that would be imposed for the most serious of the offences committed shall apply, increased up to three times, but the penalty may not exceed twelve years.

- **Negligent personal injury (Article 590 of the Criminal Code)**

Anyone who causes personal injury to others through negligence shall be punished with imprisonment for up to three months or a fine of up to €309.

If the injury is serious, the penalty shall be imprisonment for one to six months or a fine of €123 to €619; if it is very serious, the penalty shall be imprisonment for three months to two years or a fine of €309 to €1,239.50.

If the acts referred to in the previous paragraph are committed in violation of the regulations for the prevention of accidents at work, the penalty for serious injury is imprisonment for three months to one year or a fine of €500 to €2,000, and the penalty for very serious injury is imprisonment for one to three years

In the event of injury to more than one person, the penalty applicable to the most serious of the offences committed shall be imposed, increased up to threefold; however, the prison sentence may not exceed five years.

The offence is punishable upon complaint by the injured party, except in the cases provided for in the first and second paragraphs, limited to acts committed in violation of the rules for the prevention of accidents at work or relating to occupational health and safety or which have caused an occupational disease.

A. Activities at Risk

The main risks associated with RIS, with reference to crimes against the person, relate to occupational health and safety issues and can be identified in the management of technical, commercial and administrative company activities, as well as in all company activities identified as risky in the specific "risk assessment document" drawn up in accordance with Articles 17 and 28 of Legislative Decree No. 81/2008.

Particular attention should be paid to recreational and sporting activities practised by students.

B. Functions at Risk

The individuals most exposed are the Head of School, the Head of the Prevention and Protection Service, the Head of the Personnel Office, the School Manager and the Head of the Teaching Department.

C. Guidelines

1) Obbligations for the receipients of this Model

All those responsible for ensuring compliance with accident prevention regulations and compliance by employees are required to:

comply with the law, regulations issued by the competent authorities, and internal procedures, with reference to the measures provided for by Legislative Decree No. 81 of 9 April 2008 - Implementation of Article 1 of Law No. 123 of 3 August 2007 on the protection of health and safety in the workplace and subsequent updates on the subject;

- identify and plan prevention and protection measures in order to comply with the provisions of Legislative Decree No. 81/2008 (as amended and supplemented by Legislative Decree No. 106 of 3 August 2009) concerning organisational activities, such as emergencies, first aid, contract management, periodic safety meetings, consultations with workers' safety representatives, and also implementing the necessary health surveillance activities and worker information and training activities;

- to carry out an annual risk assessment in the field of accident prevention and occupational health and safety in order to comply with the provisions of Legislative Decree No. 81/2008 (as amended and supplemented by subsequent legislation) regarding technical and structural standards relating to workplaces, preparing the necessary prevention and protection measures. In this regard, the competent structures shall carry out systematic checks;

- to check that the planned prevention and protection measures are implemented, ensuring the monitoring of risk situations and the progress of the intervention programmes provided for in the risk assessment document;

- to give Workers' Safety Representatives, where appointed, in accordance with the relevant legislation, access to company documentation relating to risk assessment and related prevention measures and to request information in this regard;

- to have the workplaces inspected and assessed by persons who meet the legal requirements and have adequate technical training. The Competent Doctor and the Head of the Prevention and Protection Service visit workplaces where workers are exposed to risks

- to provide for adequate supervision and verification of the application and effectiveness of the procedures adopted and the safety instructions given;

- adopt a transparent and collaborative approach towards the supervisory bodies (i.e. Labour Inspectorate, Local Health Authority, Fire Brigade, etc.) during inspections/investigations;

- to encourage and promote internal information and training on the risks associated with the performance of activities, the prevention and protection measures and activities adopted, first aid procedures and the evacuation of workers;

- to include, in supply, contract and procurement agreements, provisions requiring counterparties to comply with occupational health and safety regulations;

- to include in the Code of Ethics a specific commitment to comply with and ensure that its suppliers comply with current labour legislation, with particular attention to child labour and the provisions of the law on health and safety

D. Procedure

The risk assessment document (D*ocumento di Valutazione dei rischi*) must be observed as required by the Leglislative Decree 81/08.

9. GUIDELINES FOR THE PREVENTION OF CRIMES OF RECEIVING STOLEN GOODS, MONEY LAUNDERING, USE OF MONEY, GOODS OR BENEFITS OF ILLEGAL ORIGIN AND SELF-LAUNDERING

Offences attributable to the Entity pursuant to Article 25-*octies*,of Legislative Decree n 231/2001

- **Receiving stolen goods (Article 648 of the Criminal Code)**

Except in cases of complicity in the crime, anyone who, for the purpose of obtaining a profit for themselves or others, acquires, receives or conceals money or goods derived from any crime, or in any way interferes in their acquisition, receipt or concealment, shall be punished with imprisonment for a term of between two and eight years and a fine of between €516 and €10,329.

The penalty shall be increased when the offence concerns money or goods deriving from aggravated robbery pursuant to Article 628, paragraph 3, aggravated extortion pursuant to Article 629, paragraph 2, or aggravated theft pursuant to Article 625, paragraph 1, no. 7-bis.

The penalty is imprisonment for between one and four years and a fine of between €300 and €6,000 when the offence involves money or goods originating from a misdemeanour punishable by imprisonment for a maximum of one year or a minimum of six months.

The penalty is increased if the offence is committed in the course of professional activity.

If the offence is of a particularly minor nature, the penalty is imprisonment for up to six years and a fine of up to €1,000 in the case of money or goods originating from a crime, and imprisonment for up to three years and a fine of up to €800 in the case of money or goods originating from a misdemeanour.

The provisions of this article also apply when the perpetrator of the crime from which the money or goods originate is not liable or punishable, or when there is no condition of prosecutability relating to that crime.

- **Money laundering (Article 648-bis of the Criminal Code)**

Except in cases of complicity in the crime, anyone who replaces or transfers money, goods or other benefits derived from crime, or carries out other operations in relation to them in such a way as to hinder the identification of their criminal origin, shall be punished with imprisonment for a term of between four and twelve years and a fine of between €5,000 and €25,000.

The penalty shall be imprisonment for a term of between two and six years and a fine of between €2,500 and €12,500 when the offence concerns money or goods derived from a misdemeanour punishable by imprisonment for a maximum of one year or a minimum of six months.

The penalty is increased when the offence is committed in the course of professional activity.

The penalty is reduced if the money, goods or other benefits originate from a crime for which the penalty is imprisonment for a maximum of less than five years.

The last paragraph of Article 648 applies.

- **Use of money, goods or benefits of unlawful origin (Article 648-ter of the Italian Criminal Code)**

Anyone who, except in cases of complicity in the offence and in the cases provided for in Articles 648 and 648 bis, uses money, goods or other benefits derived from crime in economic or financial activities shall be punished with imprisonment for a term of between four and twelve years and a fine of between €5,000 and €25,000.

The penalty shall be imprisonment for a term of between two and six years and a fine of between €2,500 and €12,500 when the offence concerns money or goods derived from a misdemeanour punishable by imprisonment for a maximum of one year or a minimum of six months.

The penalty is increased when the offence is committed in the course of professional activity.

The penalty is reduced in the case referred to in the fourth paragraph of Article 648.

The last paragraph of Article 648 applies.

- **Self-laundering (Article 648-ter.1 of the Criminal Code)**

A prison sentence of between two and eight years and a fine of between €5,000 and €25,000 shall be imposed on anyone who, having committed or contributed to the commission of a non-culpable crime, uses, replaces or transfers, in economic, financial, business or speculative activities, in such a way as to effectively hinder the identification of their criminal origin.

The penalty is imprisonment for one to four years and a fine of between €2,500 and €12,500 when the offence concerns money or goods derived from a misdemeanour punishable by imprisonment for a maximum of one year or a minimum of six months.

The penalty is reduced if the money, goods or other benefits derive from a crime for which the penalty is imprisonment for a maximum of less than five years.

However, the penalties provided for in the first paragraph shall apply if the money, goods or other benefits derive from a crime committed under the conditions or for the purposes referred to in Article 416 bis 1.

Except in the cases referred to in the preceding paragraphs, conduct whereby the money, goods or other benefits are intended for mere personal use or enjoyment shall not be punishable.

The penalty is increased when the offences are committed in the course of banking or financial activities or other professional activities.

The penalty is reduced by up to half for those who have effectively endeavoured to prevent the conduct from having further consequences or to secure evidence of the offence and identify the assets, money and other benefits derived from the offence.

The last paragraph of Article 648 applies.

Offences attributable to the Entity pursuant to Article 25-octies1 of Legislative Decree No. 231/2001

- **Unlawful use and falsification of non-cash payment instruments (Article 493-ter of the Italian Criminal Code)**

Anyone who, for the purpose of obtaining a benefit for themselves or others, unlawfully uses, without being the holder, credit or payment cards, or any other similar document that enables the withdrawal of cash or the purchase of goods or services, or any other means of payment other than cash, shall be punished with imprisonment for a term of between one and five years and a fine of between €310 and €1,550. The same penalty shall apply to anyone who, for the purpose of obtaining a profit for themselves or others, falsifies or alters the instruments or documents referred to in the first sentence, or possesses, transfers or acquires such instruments or documents of illegal origin or which are in any case falsified or altered, as well as payment orders produced with them.

In the event of conviction or application of the penalty at the request of the parties pursuant to Article 444 of the Code of Criminal Procedure for the offence referred to in the first paragraph, the confiscation of the items used or intended to be used to

commit the offence, as well as the profit or proceeds, shall be ordered, unless they belong to a person not involved in the offence, or when this is not possible, the confiscation of assets, sums of money and other benefits available to the offender for a value corresponding to such profit or proceeds.

The instruments seized for the purposes of confiscation referred to in the second paragraph, during judicial police operations, shall be entrusted by the judicial authority to the police authorities that request them.

• Possession and distribution of equipment, devices or computer programmes intended for use in committing offences involving non-cash payment instruments (Article 493-quater of the Italian Criminal Code)

Unless the act constitutes a more serious offence, anyone who, for the purpose of using them or allowing others to use them in the commission of offences involving non-cash payment instruments, manufactures, imports, exports, sells, transports, distributes, makes available or in any way procures for themselves or others equipment, devices or computer programs which, due to their technical and construction characteristics or design, are manufactured primarily for the purpose of committing such offences, or are specifically adapted for the same purpose, shall be punished with imprisonment for up to two years and a fine of up to €1,000.

In the event of conviction or application of the penalty at the request of the parties pursuant to Article 444 of the Code of Criminal Procedure for the offence referred to in the first paragraph, the confiscation of the aforementioned equipment, devices or computer programs shall always be ordered, as well as the confiscation of the profit or proceeds of the offence or, where this is not possible, the confiscation of assets, sums of money and other benefits available to the offender for a value corresponding to such profit or proceeds.

• Fraudulent transfer of assets (Article 512-bis of the Italian Criminal Code)

Unless the act constitutes a more serious offence, anyone who fictitiously attributes to others the ownership or availability of money, goods or other benefits in order to circumvent the provisions of the law on asset prevention or smuggling measures, or to facilitate the commission of one of the offences referred to in Articles 648, 648 bis, 648-bis and 648-ter shall be punished with imprisonment for a term of between two and six years.

The same penalty referred to in the first paragraph shall apply to anyone who, in order to circumvent the provisions on anti-Mafia documentation, falsely attributes to others the ownership of companies, company shares or corporate offices, if the entrepreneur or company participates in procedures for the award or execution of contracts or concessions.

A. Risk area

The activities carried out by LUDUM most affected by the aforementioned offences concern the management of incoming and outgoing financial flows between the Company and third parties.

B. Functions at risk

The person's most exposed are the Head of Administration and the School Manager.

C. Guidelines

All commercial, economic and financial transactions with third parties must be preceded by a verification process aimed at ascertaining the absence of risk of the above-mentioned offences.

In particular, the counterparty must be clearly identified and the reasons for any incoming and outgoing economic transactions must be explained; collections and payments with suppliers of goods and services must be made through the banking channel.

When verifying financial flows and the regularity of payments, there must always be a match between the recipients/payers and the parties making the payment.

Any payment above the threshold of €200.00 (two hundred) must be made by POS or bank transfer.

Obligations for recipients of the Model

All those involved in processes relating to customer registration, the management of their operations or who are responsible for anti-money laundering compliance are required to conduct themselves as follows:

- *compliance with current legislation and company directives, procedures and regulations;*
- *scrupulous application of internal procedures for managing related operations and reports of potentially suspicious operations, as well as other obligations under anti-money laundering legislation;*
- *compliance with procedures relating to purchases and general expenses, with particular reference to the verification of supplier requirements and the origin of the goods being purchased;*
- *compliance with the obligation to refrain from opening a new relationship or maintaining an existing relationship if the operator is unable to properly fulfil its due diligence obligations or if there is a suspicion of a connection with money laundering;*
- *verification of the commercial and professional reliability of partners and other market operators;*
- *definition of criteria governing the choice of entities (e.g. non-profit organisations) to which donations or charitable contributions of any kind are made. Such contributions are made only if properly authorised, formalised and reported. Furthermore, the Company does not make donations of any kind through cash payments or payments to encrypted current accounts.*

A. Procedures

The procedure set out in Annex A to this Model, entitled: 'Procedure for managing registrations and payments' must be followed.

10. GUIDELINES FOR THE PREVENTION OF CRIMES RELATING TO VIOLATIONS OF EUROPEAN UNION RESTRICTIVE MEASURES

Crimes attributable to the Entity pursuant to Article 25-octies bis of Legislative Decree No. 231/2011

- **Article 275-bis Violation of European Union restrictive measures**

[I]. Anyone who, in violation of a prohibition, obligation or restriction imposed by a European Union restrictive measure or by national law implementing a European Union restrictive measure:

a) directly or indirectly makes funds or economic resources available to, or allocates funds or economic resources for the benefit of, a designated person, entity, body or group;

b) fails to take measures to freeze funds or economic resources belonging to, or owned, held or controlled by, a designated person, entity, body or group;

c) enters into any economic, commercial or financial transactions, including the award or continuation of public procurement or concession contracts, with a third country or its bodies or with entities or bodies directly owned or controlled by that third country or its bodies;

d) imports, exports, trades, sells, purchases, transfers, transits, transports goods, including intangible goods, or provides intermediation, technical assistance or other services related to such goods;

e) provides services of any kind, including financial services, or carries out financial transactions.

[II]. The same penalty referred to in the first paragraph shall apply to anyone who evades the implementation of a restrictive measure of the European Union by:

a) using, transferring to third parties or otherwise disposing of frozen funds or economic resources directly or indirectly owned, held or controlled by a designated person, entity, body or group;

b) the submission or use of false declarations or documents or declarations or documents which are not true for the purpose of hindering the identification of the beneficial owner or final beneficiary of funds or economic resources to be frozen.

[III]. Where, in the cases referred to in the first and second paragraphs, the funds, economic resources, goods, services, transactions or activities have, at the time of the offence, a value of less than EUR 10,000, only an administrative penalty of between EUR 15,000 and EUR 90,000 shall apply. The provision referred to in the preceding sentence shall not apply in the case referred to in the first paragraph, letter d) if the act concerns products included in the common list of military equipment of the European Union or dual-use products referred to in Annexes I and IV to Regulation (EU) 2021/821 of the European Parliament and of the Council of 20 May 2021.

[IV]. For the purposes of determining the value indicated in the third paragraph, transactions of lesser value shall be taken into account when they are part of the same economic plan.

[V]. The provisions of the preceding paragraphs shall also apply in cases of transactions carried out without the relevant authorisation, or with authorisation obtained by providing false declarations or documentation.

Art. 275-ter Violation of reporting obligations imposed by a European Union restrictive measure

[I]. Any designated person or legal representative of a designated entity or body who, in violation of a specific obligation imposed by a European Union restrictive measure or by a provision of national law implementing a European Union restrictive measure, fails to report to the competent administrative authorities the funds or economic resources over which he or she exercises ownership or control or which he or she possesses or holds in the territory of the State.

[II]. The same penalty referred to in the first paragraph shall apply to anyone who, in violation of the obligation imposed by a restrictive measure of the European Union or by a provision of national law implementing a restrictive measure of the European Union, fails to provide the competent administrative authorities with information, of which they are aware by reason of their office or profession, concerning funds or economic resources present in the territory of the State that belong to persons, entities, bodies or groups designated or owned, held or controlled by them.

[III]. Where the funds or economic resources have a value of less than EUR 10,000 at the time of the offence, only an administrative fine of between EUR 5,000 and EUR 45,000 shall apply.

[IV]. For the purposes of determining the value referred to in the third paragraph, transactions of lesser value shall be taken into account where they are part of the same economic plan. [II]. The same penalty referred to in the first paragraph shall apply to anyone who, in violation of an obligation imposed by a restrictive measure of the European Union or by a provision of national law implementing a restrictive measure of the European Union, fails to provide the competent administrative authorities with information, of which they are aware by reason of their office or profession, concerning funds or economic resources present in the territory of the State that belong to persons, entities, bodies or groups, or are owned, held or controlled by them.

Art. 275-quater of the Criminal Code. Violation of the conditions of authorisation to carry out activities.

[I]. Anyone who carries out operations or provides services or otherwise performs activities in breach of the obligations prescribed in the authorisation issued by the competent authority, when such authorisation is required by a restrictive measure of the European Union, shall be punished with imprisonment for a term of between two and five years and a fine of between €25,000 and €150,000. Where the activities referred to in the first paragraph concern funds, goods or services which, at the time of the offence, have a value of less than €10,000, only an administrative fine of between €15,000 and €80,000 shall be imposed.

[II]. For the purposes of determining the value referred to in the second paragraph, transactions of lesser value shall be taken into account when they are part of the same economic plan. (2)

A. Activities at risk

EU restrictive measures (also known as EU sanctions) are measures adopted by the EU under the Common Foreign and Security Policy.

They are used to respond to serious violations of international law or human rights (e.g. armed aggression, terrorism, nuclear proliferation).

Criminal offences include, in particular:

- making funds or economic resources available to sanctioned persons;
- failing to freeze funds or assets when required to do so;

- evading or circumventing EU sanctions (e.g. use of a figurehead);
- violating EU export or import bans;
- providing false or incomplete information to circumvent controls.

The liability of LUDUM SRL for the offences in question may arise in the event that

- the Company receives tuition fees from families residing in sanctioned countries or from individuals included in EU lists;
- scholarships or donations from a sanctioned country are accepted;
- relationships are established with foreign teachers or consultants from a sanctioned country;
- educational partnerships are established with foreign entities from sanctioned countries.

The typical risk is making financial resources available to sanctioned individuals or receiving them in violation of the prohibitions.

B. Functions at risk

Head of School;

Head of Administration;

Head of Purchasing and Management Control;

Head of Human Resources.

C. Guidelines

The Head of Purchasing and Management Control, who deals with commercial partners or foreign suppliers from countries subject to prohibitions, obligations or restrictions by the EU, and the Head of Human Resources, who is responsible for assessing candidates from the same countries, must seek legal advice on the feasibility of the operation before making any decision that commits the LUDUM SRL they must seek legal advice on the feasibility of the operation.

The Head of Administration and the Head of Purchasing and Management Control must carry out checks on incoming payments from foreign current accounts, not accepting credits from countries sanctioned by the EU and from intermediaries or third parties paying "on behalf" of persons from sanctioned countries.

When dealing with foreign business partners or schools, the relevant agreements must include:

- contractual clauses on compliance with EU sanctions.
- the right to immediately suspend cooperation if violations of EU restrictive measures emerge.

LUDUM SRL staff must undergo specific training on the restrictive measures imposed by the EU.

In the event that the staff of LUDUM SRL become aware, for reasons related to their office or profession, of funds or economic resources present in the territory of the State that are attributable to individuals belonging to a State sanctioned by the EU, they are obliged to inform the competent administrative authorities.

11. GUIDELINES FOR THE PREVENTION OF CRIMES RELATING TO COPYRIGHT INFRINGEMENT

Offence attributable to the Entity pursuant to Article 25-nonies of Legislative Decree No. 231/2001

● Making available to the public, in a telematic network system, through connections of any kind, a protected intellectual work, or part thereof (Article 171, paragraph 1, letter a-bis, Law No. 633/1941)

● Offences referred to in the previous point committed on works by others not intended for publication if they result in damage to honour or reputation (Art. 171, paragraph 3, Law No. 633/1941)

● Unauthorised duplication, for profit, of computer programmes; importation, distribution, sale or possession for commercial or business purposes or leasing of programmes contained in media not marked by the SIAE; provision of means to remove or circumvent the protection devices of computer programmes (Art. 171-bis, paragraph 1, Law No. 633/1941)

● Reproduction, transfer to another medium, distribution, communication, presentation or demonstration in public of the contents of a database; extraction or reuse of the database; distribution, sale or leasing of databases (Art. 171-bis, paragraph 2, Law No. 633/1941)

● Unauthorised duplication, reproduction, transmission or public dissemination by any means, in whole or in part, of intellectual works intended for television, cinema, the sale or rental of discs, tapes or similar media or any other medium containing phonograms or video grams of musical, cinematographic or similar audiovisual works or sequences of moving images; literary, dramatic, scientific or educational works, musical or dramatic-musical works, multimedia works, even if included in collective or composite works or databases; unauthorised reproduction, duplication, transmission or dissemination, sale or trade, transfer for any reason or unauthorised importation of more than fifty copies or specimens of works protected by copyright and related rights; the introduction into a telematic network system, through connections of any kind, of a work of intellectual property protected by copyright, or part thereof (Article 171-ter, Law No. 633/1941);

● Failure to communicate to the SIAE the identification data of media not subject to marking or false declaration (Art. 171-septies, Law No. 633/1941)

● Fraudulent production, sale, import, promotion, installation, modification, use for public and private use of equipment or parts of equipment designed to decode conditional access audiovisual transmissions carried out via the airwaves, satellite, cable, in both analogue and digital form (Art. 171-octies, Law No. 633/1941)

A. Risk area

1. School plays

Schools may stage theatrical performances, and it is therefore important to remember to respect copyright and the related fees payable to the SIAE (Italian Society of Authors and Publishers).

In particular:

it is possible to adapt a pre-existing work that has fallen into the public domain, provided that seventy years have passed since the death of the author; if, on the other hand, the pre-existing work is still protected, the adaptation can only be carried out with the authorisation of the copyright holder. Transpositions, adaptations

and translations carried out without the consent of the rights holders are strictly prohibited, even in cases where the text is declared to be "freely adapted from...", "inspired by..." or "based on an idea by...".

To use a theatrical work by a foreign author, you must contact the DOR section. If the author is a member of a foreign sister society with which SIAE has reciprocal relations or is represented in Italy by a concessionaire, the DOR Section will consult the rights holder and issue a licence for use.

An amateur theatre company wishing to stage works not protected by SIAE must still request prior authorisation from SIAE to ensure that no repertoire protected by SIAE (music, literary works, theatrical works by other authors, etc.) is used.

2. Photocopies

The law of 18 August 2000, no. 248, which supplements and amends the copyright law, contains certain provisions governing reprography, i.e. the reproduction of intellectual works by means of photocopying, xerocopying or similar processes.

The legislation concerns works protected by copyright law (i.e. creative works belonging to the fields of science, literature, music, visual arts, architecture, theatre and cinematography) for the entire lifetime of the author and extended until 31 December of the 70th year after his or her death; after this period, the work is considered to be in the public domain and may be freely reproduced.

The law now allows the photocopying of protected works, but only "for personal use" and up to a maximum of 15% of each volume or issue of a periodical, excluding advertising pages.

Reproduction "for personal use" is that which may be carried out for one's own purposes of reading, study, consultation and not for commercial use or to make other copies for distribution to others, either for payment or free of charge. However, any use made in competition with the author's economic rights is excluded.

Agreements have already been concluded with the Ministry of Education for the photocopying of texts in school libraries; with local authorities represented by the Conference of Presidents of Regions and Autonomous Provinces, the Union of Italian Provinces (UPI) and the National Association of Italian Municipalities (ANCI), for the payment of copyright fees relating to the photocopying of books in local authority libraries; with the C.R.U.I. (Conference of Italian University Rectors) for copies made within universities; with the A.I.C.I. (Association of Italian Cultural Institutions) for photocopies made in the libraries of cultural institutions; with UNIONCAMERE for photocopying carried out in the libraries of chambers of commerce; with MiBAC (Ministry of Cultural Heritage and Activities) for photocopying carried out in state public libraries; and with the Bank of Italy for photocopying carried out in its library.

The introduction and preface are an integral part of the text, and therefore the 15% must be calculated on the total number of pages in the book, excluding advertising and including the introduction, preface, index and bibliography.

To photocopy an entire volume, therefore, specific authorisation must be obtained from the rights holders. To this end, the SIAE may be contacted.

The law does not provide for any time limit, and repeated reproduction, resulting in photocopying in excess of the 15% limit, is not permitted. A copy shop is considered to be complicit in the offence if it is aware that a user is violating the law by visiting the shop several times and asking to copy less than 15% each time.

Photocopies of photocopies are legal if they are within the limits set by law (15% - personal use) and provided that the photocopies to be reproduced bear the identification details of the work (title, author, publisher, etc.).

Photocopies cannot be reproduced from anonymous photocopies, i.e. those without any element that allows the text from which they are taken to be identified (author, publisher, etc.).

Law 248/2000 also applies to books published abroad (European and non-European).

Copyright law does not allow digital reproduction (e.g. from paper to digital file, obtained by scanning), which must always be authorised by the publisher. Subsequent reproduction from file to paper is also not permitted.

Texts cannot be downloaded from the Internet to make photocopies unless this activity is expressly authorised by the rights holders.

Photocopies of daily and weekly newspapers are also subject to the law: there are no exemptions in this regard.

3. Photocopies for educational purposes

The reproduction of multiple copies of certain pages of a text does not fall within the scope of "personal use"; in order to make this use lawful, which has been tolerated but not authorised by law until now, a specific agreement must be drawn up between publishers and the Ministry of Education. At present, multiple copies are prohibited, and the educational purposes that limit copyright are exclusively those expressly provided for by law and by the agreements entered into.

4. Protected works

The following are protected, provided they are creative in nature:

- literary, scientific, educational and religious works;
- dramatic works;
- musical works;
- lyrical works;
- choreographic and pantomime works;
- works of sculpture, painting and drawing;
- computer programmes;
- creative adaptations of the original work;
- photographic works;
- architectural designs and works;
- databases;

- industrial designs;
- collective works (magazines and newspapers).

Reproduction by photocopying is subject to the copyright regulations set out in Law No. 633/41.

5. Teaching materials

Teaching materials distributed with authorisation to photocopy by the school must have authorisation issued by the rights holders (authors and publishers) and not by other parties who do not hold the rights (e.g. teachers, the school, etc.).

Maps, if part of a book or periodical, may be reproduced up to a limit of 15% and subject to payment of royalties.

They may not be freely reproduced if they are not part of a volume or periodical.

Activities that are sensitive for the purposes of Legislative Decree 231/2001 in relation to copyright offences are those relating to:

the management of relations with parties purchasing IT products (Administrative Area);

management and use of software licences in business activities: this activity includes the purchase, installation and management of both operating systems and application software on the Entity's servers and personal computers.

preparation of teaching materials: this activity requires particular attention to be paid to teaching materials used in all courses. As already mentioned, the reproduction of photos, logos and/or any images must always be monitored and, above all, used solely and exclusively for these purposes, ensuring their distribution and avoiding their disclosure outside the educational sphere (Teaching Area).

A. Functions at risk

Head of School Administration, Teaching Area and School Manager.

B. Guidelines

The heads of the Teaching Area and the School Manager are responsible for ensuring that the assets used by LUDUMor the initiatives undertaken by the latter are always in compliance with copyright laws. Should they encounter any irregularities in relation to copyright legislation, the same area managers are obliged to promptly inform the Head of School and the Supervisory Body of the above.

12. GUIDELINES FOR THE PREVENTION OF THE CRIME OF INDUCEMENT NOT TO MAKE STATEMENTS OR FALSE STATEMENTS TO THE JUDICIAL AUTHORITIES

Offence attributable to the Entity pursuant to Article 25-decies of Legislative Decree No. 231/2001

- **Inducement not to make statements or to make false statements to the judicial authorities (Article 377-bis of the Criminal Code)**

Unless the act constitutes a more serious offence, anyone who, through violence or threats, or by offering or promising money or other benefits, induces a person called to make statements before the judicial authorities that may be used in criminal proceedings to refrain from making statements or to make false statements, when that person has the right to remain silent, shall be punished with imprisonment for a term of between two and six years.

A. Activities at risk

In all cases where LUDUM or its directors, employees or students are involved in legal proceedings.

B. Functions at risk

All directors, employees and collaborators of LUDUM are exposed to the risk of committing the aforementioned offence.

C. Guidelines

1) *Prohibited conduct*

Recipients who have dealings with the judicial authorities must refrain from using physical force, threats or intimidation, or promising, offering or granting undue benefits to induce those who are required to testify or make statements in criminal proceedings not to make statements or to make false statements to the Judicial Authorities with the intent of obtaining a favourable ruling for the Company or determining the achievement of other advantages for the same.

2) *Obligations for recipients of the Model*

All those who are called upon to request and/or give testimony in criminal proceedings involving the Company are required to conduct themselves as follows:

observe fundamental principles such as honesty and integrity in the pursuit of personal or Company profit; they must also comply with applicable laws and regulations, basing their actions and conduct on the principles, objectives and commitments set out in company regulations, with particular regard to the Code of Ethics.

13. GUIDELINES FOR THE PREVENTION OF ENVIRONMENTAL CRIMES

Offences attributable to the Entity pursuant to Article 25-undecies of Legislative Decree No. 231/2001

The environmental offences attributable to the Entity can be grouped into the following categories:

- offences under the Criminal Code;

- offences under Legislative Decree No. 152 of 3 April 2006;

- offences under Law No. 150 of 7 February 1992;

- offences under Law No. 549 of 28 December 1993;

- offences under Legislative Decree No. 202 of 6 November 2007

In particular, the following offences are attributable to the Entity:

1) Offences under the Criminal Code

● Environmental pollution (Article 452-bis of the Criminal Code)

Anyone who unlawfully causes significant and measurable damage or deterioration to the following shall be punished with imprisonment for two to six years and a fine of €10,000 to €100,000:

1) water or air, or extensive or significant portions of the soil or subsoil;

2) an ecosystem, biodiversity, including agricultural biodiversity, flora or fauna. When the pollution is produced in a protected natural area or an area subject to landscape, environmental, historical, artistic, architectural or archaeological restrictions, or causes damage to protected animal or plant species, the penalty is increased.

● Environmental disaster (Article 452-quater of the Criminal Code)

Except in the cases provided for in Article 434, anyone who unlawfully causes an environmental disaster shall be punished with imprisonment for a term of between five and fifteen years. The following constitute environmental disasters:

1) the irreversible alteration of the balance of an ecosystem;

2) the alteration of the balance of an ecosystem whose elimination is particularly costly and achievable only through exceptional measures;

3) the offence to public safety due to the significance of the fact in terms of the extent of the damage or its harmful effects or the number of persons harmed or exposed to danger.

When the disaster occurs in a protected natural area or an area subject to landscape, environmental, historical, artistic, architectural or archaeological restrictions, or causes damage to protected animal or plant species, the penalty is increased.

- Negligent crimes against the environment (Article 452-quinquies of the Criminal Code)

If any of the acts referred to in Articles 452-bis and 452-quater are committed through negligence, the penalties provided for in those articles shall be reduced by one-third to two-thirds.

If the commission of the acts referred to in the previous paragraph results in the danger of environmental pollution or environmental disaster, the penalties shall be further reduced by one third.

● Trafficking and abandonment of highly radioactive material (Article 452-sexies of the Criminal Code)

Unless the act constitutes a more serious offence, anyone who unlawfully transfers, purchases, receives, transports, imports, exports, procures for others, possesses, transfers, abandons or unlawfully disposes of highly radioactive material shall be punished with imprisonment for a term of between two and six years and a fine of between €10,000 and €50,000.

The penalty referred to in the first paragraph shall be increased if the act results in the danger of compromising or deteriorating:

1) water or air, or extensive or significant portions of the soil or subsoil;

2) an ecosystem, biodiversity, including agricultural biodiversity, flora or fauna.

If the act results in danger to the life or safety of persons, the penalty shall be increased by up to half.

● Activities organised for the illegal trafficking of waste (Article 452-quaterdecies of the Italian Criminal Code)

Anyone who, for the purpose of obtaining an unfair profit, through multiple operations and by setting up organised means and ongoing activities, transfers, receives, transports, exports, imports or otherwise illegally manages large quantities of waste shall be punished with imprisonment for a term of between one and six years.

In the case of highly radioactive waste, the penalty shall be imprisonment for a term of between three and eight years.

● Killing, destruction, capture, removal, or possession of specimens of protected wild animal or plant species (Article 727-bis of the Italian Criminal Code)

Anyone who, except in permitted cases, kills, captures or possesses specimens belonging to a protected wild animal species shall be punished with imprisonment for one to six months or a fine

of up to €4,000, except in cases where the action concerns a negligible quantity of such specimens and has a negligible impact on the conservation status of the species.

Anyone who, except in permitted cases, destroys, removes or possesses specimens belonging to a protected wild plant species shall be punished with a fine of up to €4,000, except in cases where the action concerns a negligible quantity of such specimens and has a negligible impact on the conservation status of the species.

- **Destruction or deterioration of habitats within a protected site (Article 733-bis of the Criminal Code)**

Anyone who, except in permitted cases, destroys a habitat within a protected site or otherwise deteriorates it, compromising its conservation status, shall be punished with imprisonment for up to eighteen months and a fine of not less than €3,000.

1) Offences under Legislative Decree No. 152 of 3 April 2006 (Consolidated Environmental Act)

- **Criminal penalties (Article 137)**

[…]

2. When the conduct described in paragraph 1 concerns the discharge of industrial waste water containing hazardous substances included in the families and groups of substances indicated in Tables 5 and 3/A of Annex 5 to Part III of this decree, the penalty shall be imprisonment for a term of between three months and three years.

3. Anyone who, outside the cases referred to in paragraph 5, discharges industrial waste water containing the hazardous substances included in the families and groups of substances indicated in Tables 5 and 3/A of Annex 5 to Part III of this decree without complying with the requirements of the authorisation or the other requirements of the competent authority pursuant to Articles 107, paragraph 1, and 108, paragraph 4, shall be punished with imprisonment for up to two years.

[…]

5. Anyone who, in relation to the substances indicated in Table 5 of Annex 5 to Part III of this decree, exceeds the limit values set out in Table 3 when discharging industrial waste water, or, in the case of discharge onto the ground, in Table 4 of Annex 5 to Part III of this decree, or the more restrictive limits set by the regions or autonomous provinces or by the competent authority pursuant to Article 107, paragraph 1, shall be punished with imprisonment for up to two years and a fine of between €3,000 and €30,000. If the limit values set for the substances contained in Table 3/A of the same Annex 5 are also exceeded, imprisonment for six months to three years and a fine of €6,000 to €120,000 shall apply.

[…]

11. Anyone who fails to comply with the discharge prohibitions set out in Articles 103 and 104 shall be punished with imprisonment for up to three years.

[…]

13. A penalty of imprisonment for a term of between two months and two years shall always apply if the discharge into the sea by ships or aircraft contains substances or materials for which there is a total ban on discharge under the provisions of the

relevant international conventions ratified by Italy, unless they are in such quantities that they can be rendered harmless by physical, chemical or biological processes occurring naturally in the sea, provided that prior authorisation has been obtained from the competent authority. chemical and biological processes that occur naturally in the sea and provided that prior authorisation has been obtained from the competent authority.

[…]

- **Unauthorised waste management activities (Article 256)**

Anyone who collects, transports, recovers, disposes of, trades or brokers waste without the required authorisation, registration or notification referred to in Articles 208, 209, 210, 211, 212, 214, 215 and 21 shall be punished:

a) with imprisonment from three months to one year or a fine of between €2,600 and €26,000 in the case of non-hazardous waste;

b) with imprisonment from six months to two years and a fine of between €2,600 and €26,000 in the case of hazardous waste.

[….]

Anyone who creates or manages an unauthorised landfill site shall be punished with imprisonment for a term of between six months and two years and a fine of between €2,600 and €26,000. A prison sentence of between one and three years and a fine of between €5,200 and €52,000 shall apply if the landfill site is used, even in part, for the disposal of hazardous waste.

Anyone who, in violation of the prohibition referred to in Article 187, carries out unauthorised waste mixing activities shall be punished with the penalty referred to in paragraph 1, letter b).

Anyone who carries out temporary storage at the place of production of hazardous medical waste, in

violation of the provisions of Article 227, paragraph 1, letter b), shall be punished with imprisonment

for a period of three months to one year or with a fine of between €2,600 and €26,000.

- **Site remediation (Art. 257)**

Anyone who causes pollution of the soil, subsoil, surface water or groundwater by exceeding the risk threshold concentrations shall be punished with imprisonment for six months to one year or a fine of two thousand six hundred euros to twenty-six thousand euros, if they fail to carry out remediation in accordance with the project approved by the competent authority in the proceedings referred to in Articles 242 et seq. Failure to make the notification referred to in Article 242 shall be punishable by imprisonment for a term of between three months and one year or by a fine of between €1,000 and €26,000. A penalty of imprisonment for one to two years and a fine of between five thousand two hundred euros and fifty-two thousand euros shall apply if the pollution is caused by hazardous substances.

- **Breach of obligations to communicate, keep mandatory records and forms (Art. 258)**

The penalty referred to in Article 483 of the Criminal Code shall apply to anyone who, in preparing a waste analysis certificate, provides false information on the nature, composition and chemical-physical characteristics of the waste and anyone who uses a false certificate during transport. […]

- **Illegal trafficking of waste (Article 259)**

  Anyone who ships waste constituting illegal trafficking pursuant to Article 2 of Regulation (EEC) No. 259 of 1 February 1993, or ships waste listed in Annex II of the aforementioned regulation in violation of Article 1, paragraph 3, letters a), b), e) and d) of the same Regulation shall be punished with a fine of between €1,550 and €26,000 and imprisonment for up to two years. The penalty shall be increased in the case of shipments of hazardous waste.

  […]

- **Activities organized for the illegal trafficking of waste (Article 260)**

  Anyone who, for the purpose of obtaining an unfair profit, through multiple operations and by setting up organized means and ongoing activities, transfers, receives, transports, exports, imports, or otherwise illegally manages large quantities of waste shall be punished with imprisonment for a term of between one and six years. 2. In the case of highly radioactive waste, the penalty shall be imprisonment for a term of between three and eight years.

  […].

- **Computerised Systems for monitoring waste traceability (Article 260-*bis*)**

  […]

  The penalty referred to in Article 483 of the Criminal Code shall apply to anyone who, when preparing a waste analysis certificate used in the waste traceability control system, provides false information on the nature, composition, and chemical-physical characteristics of the waste, and to anyone who includes a false certificate in the data to be provided for the purposes of waste traceability.

  […]

  The penalty referred to in Article 483 of the Criminal Code shall apply in the case of the transport of hazardous waste. The latter penalty shall also apply to anyone who, during transport, uses a waste analysis certificate containing false information on the nature, composition, and chemical-physical characteristics of the waste being transported.

  Transporters who accompany the transport of waste with a fraudulently altered paper copy of the SISTRI - AREA Movimentazione form shall be punished with the penalty provided for in Articles 477 and 482 of the Criminal Code. The penalty is increased by up to one third in the case of hazardous waste. In the case of hazardous waste, the penalty of imprisonment for a term of between three and eight years shall apply

  […].

- **Penalties (Article. 279)**

  […]

  In the cases provided for in paragraph 2, a penalty of up to one year's imprisonment shall always apply if exceeding the emission limit values also results in exceeding the air quality limit values provided for by current legislation.

  […].

- **Offences under Law n. 150 of 7 February 1992,**

- **Article 1, paragraphs 1 e 2**

Unless the act constitutes a more serious offense, anyone who, in violation of the provisions of Council Regulation (EC) No. 338/97 of December 9, 1996, and subsequent implementations and amendments, for specimens belonging to the species listed in Annex A to the Regulation and subsequent amendments: a) imports, exports, or re-exports specimens, under any customs regime, without the required certificate or license, or with a certificate or license that is invalid pursuant to Article 11, paragraph 2 a), of Council Regulation (EC) No. 338/97 of December 9, 1996, and subsequent implementations and amendments; b) fails to comply with the requirements for the safety of specimens, specified in a license or certificate issued in accordance with Council Regulation (EC) No. 338/97 of December 9, 1996, and subsequent implementations and amendments, and Commission Regulation (EC) No. 939/97 of May 26, 1997, and subsequent amendments; c) uses the aforementioned specimens in a manner that does not comply with the requirements contained in the authorisation or certification measures issued together with the import licence or certificates subsequently; d) transports or causes to be transported, including on behalf of third parties, specimens without the required licence or certificate issued in accordance with Council Regulation (EC) No 338/97 of 9 December 1996, as subsequently implemented and amended, and Commission Regulation (EC) No 939/97 of 26 May 1997, and subsequent amendments, and, in the case of export or re-export from a third country that is a party to the Washington Convention, issued in accordance with that Convention, or without sufficient proof of their existence; (e) trades in artificially propagated plants in contravention of the requirements laid down in Article 7(1)(b) letter b) of Council Regulation (EC) No. 338/97 of 9 December 1996, as subsequently implemented and amended, and Commission Regulation (EC) No. 939/97 of 26 May 1997, as subsequently amended; f) possesses, uses for profit, purchases, sells, displays or possesses for sale or commercial purposes, offers for sale or otherwise transfers specimens without the required documentation. A fine of up to two hundred and fifty units.

Article 2, paragraphs 1 e 2

Unless the act constitutes a more serious offence, anyone who, in violation of the provisions of Council Regulation (EC) No 338/97 of 9 December 1996, as subsequently implemented and amended, possesses specimens belonging to protected species anyone who, in violation of the provisions of Council Regulation (EC) No 338/97 of 9 December 1996, as subsequently implemented and amended, for specimens belonging to the species listed in Annexes B and C to that Regulation, as subsequently amended: a) imports, exports or re-exports specimens, under any customs regime, without the required certificate or license, or with a certificate or license that is invalid pursuant to Article 11(2)(a) of Council Regulation (EC) No 338/97 of 9 December 1996, as subsequently implemented and amended; b) fails to comply with the requirements for the safety of specimens, specified in a license or certificate issued in accordance with Council Regulation (EC) No 338/97 of 9 December 1996, as subsequently implemented and amended, and Commission Regulation (EC) No 939/97 of 26 May 1997, as subsequently amended; c) uses the aforementioned specimens in a manner that does not comply with the requirements contained in the authorisations or certificates issued together with the import license or certificates subsequently; d) transports or causes to be transported, including on behalf of third parties, specimens without the required license or certificate issued in accordance with Council Regulation (EC) No 338/97 of 9 December 1996, as implemented and amended, and Commission Regulation (EC) No 939/97 of 26 May 1997, as amended, and, in the case of export or re-export from a third country that is a party to the Washington Convention, issued in accordance with that Convention, or without sufficient proof of their existence; (e) trades in artificially propagated plants in contravention of the requirements laid down in Article 7(1)(b) letter b) of Council Regulation (EC) No. 338/97 of 9 December 1996, as subsequently implemented and amended, and Commission Regulation (EC) No. 939/97 of 26 May 1997, as subsequently amended; f) possesses, uses for profit, purchases, sells, displays or possesses for sale or for commercial purposes, offers for sale or otherwise transfers specimens without the required documentation, limited to the species listed in Annex B to the Regulation. In the event of a repeat offence, the penalty shall be imprisonment for a term of between three months and one year and a fine of between twenty million and two hundred million lire. If the above offence is committed in the course of business activities, the conviction shall result in the suspension of the license for a minimum of four months and a maximum of twelve months. A fine of up to two hundred and fifty units.

- **Article 3-*bis*, paragraph 1**

"In the cases provided for in Article 16(1)(a), (c), (d), (e) and (l) of Council Regulation (EC) No 338/97 of 9 December 1996, as amended, concerning the falsification or alteration of certificates, licences, import notifications, declarations, communications of information for the purpose of obtaining a licence or certificate, or the use of false or altered certificates or licences, the penalties provided for in Book II, Title VII, Chapter III of the Criminal Code shall apply."

- **Article 6, paragraph 4**

"Anyone who contravenes the provisions of paragraph 1 (without prejudice to the provisions of Law No. 157 of 11 February 1992) it is forbidden for anyone to keep live specimens of wild mammals and reptiles and live specimens of mammals and reptiles from captive breeding that constitute a danger to public health and safety) shall be punished with imprisonment for up to three months or a fine of between fifteen million and two hundred million lire"

2) Offences under the law n. 549 of 28 December 1993,

- **Cessation and Reduction of the use of harmful substances (Article 3, paragraph 6)**

"Anyone who violates the provisions of this article shall be punished with imprisonment for up to two years and a fine of up to three times the value of the substances used for production, imported or marketed. In the most serious cases, the conviction shall result in the revocation of the authorisation or licence under which the unlawful activity is carried out"

- **Offences under Legislative Decree No. 202 of 6 November 2007,**

- **Malicious pollution (Article 8, paragraphs 1 & 2)**

Unless the act constitutes a more serious offence, the captain of a ship flying any flag, as well as the crew members, the owner and the operator of the ship, in the event that the violation occurred with their participation, who intentionally violate the provisions of Art. 4 shall be punished with imprisonment from six months to two years and a fine of €10,000 to €50,000.

If the violation referred to in paragraph 1 causes permanent damage or, in any case, particularly serious damage to water quality, animal or plant species or parts thereof, imprisonment for one to three years and a fine of €10,000 to €80,000 shall apply.

- **Negligent Pollution (Article 9, paragraphs 1 e 2)**

Unless the act constitutes a more serious offence, the captain of a ship flying any flag, as well as the crew members, the owner and the operator of the ship, in the event that the violation occurred with their cooperation, who violate the provisions of Article 4 through negligence, shall be punished with a fine of between €10,000 and €30,000. If the violation referred to in paragraph 1 causes permanent or particularly serious damage to water quality, animal or plant species or parts thereof, imprisonment for six months to two years and a fine of €10,000 to €30,000 shall apply.

A. Activities at Risk

The activities carried out by LUDUM involve a low risk of the environmental offences listed above being committed, with the exception of the following two areas:

1) management of canteen activities and cleaning of teaching spaces;

2) management of authorisation and verification aspects by the control bodies: i.e. all activities governed by the Operational Protocol regulating the management of relations with public officials in the context of inspection and control activities carried out by the Public Administration in the field of environment, health and safety, with the identification of the personnel responsible for managing these activities, as well as those relating to the management of relations with public entities for the purpose of obtaining authorisations or administrative measures (authorisations, licences and permits) necessary for the exercise of the company's typical activities, also with reference to the risk of impediment to control. L'attività svolta dalla LUDUM implica un basso rischio che possano essere compiuti i reati ambientali sopra elencati, ad eccezione dei seguenti due ambiti:

B. Functions at Risk

Head of School, Head of Administration and the School Manager

C. Guidelines

1) Obligations for recipients of the Model:

Regulations aimed at reducing the risk of environmental crimes must include:

- precise rules for classifying different types of waste in accordance with Legislative Decree 152 of 2006, based on information relating to the nature, origin and composition of the waste;
- identification of all waste and/or related containers by affixing a label or sign bearing the name of the waste and its EWC code;
- drafting of a specific list indicating the different types of waste treated and produced by RIS, the classification assigned and the related operational management methods;
- updating of the list in the event of new waste, indicating the related operational instructions and/or other operational control measures, subject to assessment of health and safety risks or new environmental aspects;
- identification of authorised and qualified transporters and disposers to manage the various types of waste treated and produced by LUDUM, requesting a copy of the respective authorisation from each of them and keeping it on file;
- verification that the special waste treated is stored in specific dedicated areas and that the management of the relevant temporary storage areas is carried out in compliance with current legislation, also taking into account that the quantities provided for by law are not exceeded;
- verify that the containers of the aforementioned waste cannot cause spills into the ground and sewers: in particular, the ground in hazardous waste storage areas must be protected from the elements, fenced off, paved with concrete/asphalt and must not have direct drains into the sewer system (e.g. manholes);
- in the case of transport of waste subject to the regulations for the transport of dangerous goods, preparation of appropriate shipping documents;

- verification that waste containing hazardous substances is packaged and labelled in accordance with current legislation.

With regard to the **temporary storage of waste**, LUDUM:

- ensures that the location is indicated on the site plan;
- ensures that hazardous waste is collected and sent for recovery or disposal at least every two months, regardless of the quantities stored, or, in the case of non-hazardous waste, that it is collected and sent for recovery or disposal at least every three months, regardless of the quantities stored;
- verifies that waste is stored separately in dedicated and marked areas and, where necessary, fenced off. The containers used must not allow spillage into the ground or sewers.

With regard to possible emissions into the atmosphere, the regulation of the activity must provide for:

- mapping of all existing emission points with specific indication of points subject to authorisation by the competent local authorities pursuant to Presidential Decree 203/88 - whether pre-existing or subsequent to the entry into force of the decree, or emission points with reduced atmospheric pollution not subject to this legislation;
- creation of emission points in compliance with the provisions of current legislation;
- planning of annual monitoring of all emission points;
- identification of each emission point by affixing a specific plate bearing the relevant identification number;
- drawing up of a plan indicating the location of the individual emission points.
- identification of each emission point by affixing a specific label bearing the relevant identification number;
- drawing up of a plan indicating the location of each emission point.

14.GUIDLINES FOR THE EMPLOYMENT OF THIRD-COUNTRY NATIONALS WHO ARE ILLEGAL IMMIGRANTS

Offences attributable to the Entity pursuant to Article 25-duodecies of Legislative Decree No. 231/2001

- **Article 22, paragraph 12, of law n. 286/1998**

An employer who employs foreign workers without the residence permit required by this article, or whose permit has expired and has not been renewed, revoked or cancelled in accordance with the law, shall be punished with imprisonment for a term of between six months and three years and a fine of €5,000 for each worker employed.

- **Article 22, paragraph 12-*bis*, of law n. 286/1998**

The penalties for the offence referred to in paragraph 12 shall be increased by one third to one half:

a) if the number of workers employed exceeds three;

b) if the workers employed are minors below working age;

c) if the workers employed are subjected to other working conditions of particular exploitation as referred to in the third paragraph of Article 603-bis of the Criminal Code.

The conditions of particular exploitation referred to in letter c) (Article 603-bis, third paragraph of the Criminal Code) are, in addition to those referred to in letters a) and b) above, 'having committed the offence by exposing the workers to situations of serious danger, having regard to the characteristics of the work to be performed and the working conditions.

Therefore, liability is extended to entities when the exploitation of irregular labour exceeds certain limits established in terms of number of workers, age and working conditions, as set out in Legislative Decree No. 286/98, the so-called "Consolidated Law on Immigration": an entity that employs foreign workers without a residence permit, or whose permit has expired and has not been renewed, revoked or cancelled in accordance with the law, is subject to a fine of 100 to 200 units, up to a maximum of €150,000, if the workers employed are (alternative circumstances): a) more than three in number; b) minors below working age; c) exposed to situations of serious danger, with reference to the work to be performed and working conditions.

A. Activities at Risk

LUDUM's liability for the offences in question may arise in relation to the following issues:

1) selection and recruitment of foreign workers;

2) conclusion of contracts with companies that employ unskilled workers from non-EU countries

B. Functions at Risk

Head of School and the Personnel Manager

C. Guidelines

Compliance with labour and immigration laws and strict adherence to the Code of Ethics are fundamental to preventing the risk of committing the aforementioned offences.

More specifically, it is mandatory to:

- only employ or collaborate professionally with foreign workers who have a valid residence permit;
- require third parties receiving orders or initiatives to commit to complying with legal obligations regarding workplace safety and security and, in any case, the hiring of foreign workers;
- the selection of counterparties intended to provide services that employ foreign labour must be carried out with particular attention, including through specific ex ante investigations regarding compliance with applicable regulations.

D. Procedure

The procedure set out in Annex A to this Model, entitled: *'Procedure for reporting unlawful acts and situations of distress or danger to students'*, must be followed.

15. GUIDELINES FOR THE PREVENTION OF RACISM AND XENOPHOBIA OFFENCES

Offences attributable to the Entity pursuant to Article 25-terdecies of Legislative Decree No. 231/2001

- **Propaganda and incitement to commit crimes on grounds of racial, ethnic and religious discrimination (Article 604 bis of the Criminal Code)**

Unless the act constitutes a more serious offence, the following shall be punished:

a) with imprisonment for up to one year and six months or a fine of up to €6,000, anyone who propagates ideas based on racial or ethnic superiority or hatred, or incites or commits acts of discrimination on racial, ethnic, national or religious grounds;

b) with imprisonment from six months to four years, anyone who, in any way, incites or commits violence or acts of provocation to violence on racial, ethnic, national or religious grounds.

Any organisation, association, movement or group whose aims include incitement to discrimination or violence on racial, ethnic, national or religious grounds is prohibited. Anyone who participates in such organisations, associations, movements or groups, or assists in their activities, shall be punished, for the mere fact of participation or assistance, with imprisonment for a term of between six months and four years. Those who promote or direct such organisations, associations, movements or groups shall be punished, for that alone, with imprisonment for a term of between one and six years.

A prison sentence of between two and six years shall apply if the propaganda or incitement, committed in such a way as to give rise to a real danger of dissemination, is based in whole or in part on the denial, serious minimisation or justification of the Holocaust or crimes of genocide, crimes against humanity and war crimes, as defined in Articles 6, 7 and 8 of the Statute of the International Criminal Court.

A. Attivities at Risk

Considering that LUDUM is a company operating in the field of education that offers Italian and foreign children and young people cutting-edge and innovative study methods with an international approach, the area most at risk for the above offences is the Teaching Area.

B. Functions at Risk

The business function most at risk for crimes against individuals is that carried out by the Teaching Department and the Admissions Department.

C. Guidelines

LUDUM undertakes:

- to implement educational development programmes that ensure respect for the rights of all students regardless of their origins and affiliations;
- to encourage multiple cultural perspectives in the preparation of lessons;

- to collect, process and disseminate information aimed at promoting intercultural education.

All LUDUM employees and collaborators are prohibited from:

- engage in, collaborate in or cause the implementation of behaviour which, taken individually or collectively, may constitute the offences referred to above;

- engage in behaviour likely to generate unequal treatment in similar situations on grounds of race, ethnicity, nationality, sexual orientation or religion;

- issuing instructions, applying criteria or practices that are apparently neutral but which may place persons of a particular race, ethnicity, nationality, sexual orientation or religion at a particular disadvantage compared to other persons, unless such instructions, criteria or practices are objectively justified by a legitimate aim and the means employed to achieve that aim are appropriate and necessary.

D. Procedure

The procedure set out in Annex A to this Model, entitled: '*Procedure for reporting unlawful acts and situations of distress or danger to students*', must be followed.

16. LINEE GUIDELINES FOR THE PREVENTION OF FRAUD IN SPORTING COMPETITIONS, ILLEGAL GAMBLING OR BETTING

Offences attributable to the Entity pursuant to Article 25-quaterdecies, Legislative Decree No. 231/2001

- Fraud in sporting competitions (Article 1 of Law No. 401/1989)

- Illegal gambling or betting (Article 4 of Law No. 401/1989)

E. Risk activities

Given the nature of LUDUM's business, the risk of the company being involved in criminal proceedings relating to any of the above offences is low.

17. GUIDELINES FOR THE PREVENTION OF TAX OFFENCES

Offences attributable to the Entity pursuant to Article 25-quinquesdecies of Legislative Decree No. 231/2001

For the purposes of the tax legislation referred to in the aforementioned Legislative Decree No. 74/2000, the following general definitions applicable to all predicate offences relating to taxation shall apply:

a) 'invoices or other documents for non-existent transactions' means invoices or other documents having similar probative value under tax regulations, issued for transactions that have not actually been carried out in whole or in part, or that indicate amounts or value added tax higher than the actual amounts, or that refer the transaction to parties other than the actual ones;

b) 'assets or liabilities' means the components, expressed in figures, which contribute, positively or negatively, to the determination of income or taxable bases relevant for the purposes of applying income or value added taxes, and the components that affect the determination of the tax due;

c) 'declarations' also means declarations submitted in the capacity of director, liquidator or representative of companies, entities or natural persons or as a withholding agent, in the cases provided for by law;

d) the 'purpose of evading taxes' and the 'purpose of enabling third parties to evade taxes' shall also include, respectively, the purpose of obtaining an undue refund or recognition of a non-existent tax credit, and the purpose of enabling third parties;

e) with regard to acts committed by persons acting as directors, liquidators or representatives of companies, entities or natural persons, the 'purpose of evading taxes' and the 'purpose of evading payment' are understood to refer to the company, entity or natural person on whose behalf they are acting;

f) 'evaded tax' means the difference between the tax actually due and that indicated in the tax return, or the entire tax due in the case of failure to file a tax return, net of any sums paid by the taxpayer or by third parties as advance payments, withholding taxes or in any other way in payment of said tax before the tax return was filed or the relevant deadline expired; theoretical tax that is not actually due in connection with a downward adjustment of losses for the financial year or previous losses that are due and usable is not considered evaded tax;

g) the "punishment thresholds" relating to evaded tax are also extended to the amount of the undue refund requested or the non-existent tax credit shown in the tax return;

h) "objectively or subjectively simulated transactions" means apparent transactions, other than those governed by Article 10-bis of Law No. 212 of 27 July 2000, carried out with the intention of not carrying them out in whole or in part, or transactions involving fictitious intermediaries;

i) 'fraudulent means' means active fraudulent conduct and omissions in violation of a specific legal obligation, which result in a false representation of reality.

- **Fraudulent declaration through the use of invoices or other documents for non-existent transactions (Art. 2, paragraph 1 and paragraph 2-bis, Legislative Decree No. 74 of 10 March 2000)**

Anyone who, in order to evade income or value added tax, uses invoices or other documents for non-existent transactions to indicate fictitious liabilities in one of the declarations relating to said taxes shall be punished with imprisonment for a term of between four and eight years.

The offence is considered to have been committed using invoices or other documents for non-existent transactions when such invoices or documents are recorded in the mandatory accounting records or are held for the purpose of providing evidence to the tax authorities.

If the amount of the fictitious liabilities is less than one hundred thousand euros, imprisonment for a term of between one year and six months and six years shall apply.

- **Fraudulent declaration by other means (Article 3 of Legislative Decree No. 74 of 10 March 2000)**

Except for the cases provided for in Article 2, anyone who, in order to evade income or value added tax, carries out objectively or subjectively simulated transactions or uses false documents or other fraudulent means to obstruct assessment and mislead the tax authorities, shall be punished with imprisonment for a term of between three and eight years. Indicates in one of the declarations relating to said taxes assets for an amount lower than the actual amount or fictitious liabilities or fictitious credits and withholdings, when, jointly:

a) the evaded tax exceeds, with reference to any of the individual taxes, thirty thousand euros;

b) the total amount of assets subtracted from taxation, including through the indication of fictitious liabilities, exceeds five per cent of the total amount of assets indicated in the tax return, or in any case exceeds one million five hundred thousand euros, or if the total amount of fictitious credits and withholdings reducing the tax is greater than five per cent of the amount of the tax itself or, in any case, thirty thousand euros.

The offence is considered to have been committed using false documents when such documents are recorded in the mandatory accounting records or are held for the purposes of evidence against the tax authorities.

For the purposes of applying the provision of paragraph 1, the mere violation of the obligations to invoice and record assets in the accounting records or the mere indication in invoices or records of assets lower than the actual ones does not constitute fraudulent means.

- **False Declaration (art. 4 of law 74/2000)**

Except for the cases provided for in Articles 2 and 3, anyone who, in order to evade income tax or value added tax, indicates in one of the annual tax returns relating to such taxes assets for an amount lower than the actual amount or non-existent liabilities, shall be punished with imprisonment for a term of between two years and four years and six months, when, jointly:

a) the evaded tax exceeds €100,000 for any of the individual taxes;

b) the total amount of assets evaded, including through the indication of non-existent liabilities, exceeds ten per cent of the total amount of assets indicated in the tax return, or, in any case, exceeds €2 million.

For the purposes of applying the provision of paragraph 1, no account shall be taken of the incorrect classification or valuation of assets or liabilities that objectively exist, in respect of which the criteria actually applied have in any case been indicated in the financial statements or in other documentation relevant for tax purposes, of the violation of the criteria for determining the relevant financial year, of the non-relevance or non-deductibility of actual liabilities.

Except for the cases referred to in paragraph 1-bis, valuations that, when considered as a whole, differ by less than 10 per cent from the correct ones shall not give rise to punishable offences. The amounts included in this percentage shall not be taken into account when verifying whether the thresholds for punishment provided for in paragraph 1, letters a) and b) have been exceeded.

- **Failure to declare (art. 5 d.lgs. 74/2000)**

Anyone who, in order to evade income tax or value added tax, fails to submit one of the declarations relating to said taxes, when required to do so, shall be punished with imprisonment for a term of between two and five years(1), when the tax evaded exceeds fifty thousand euros with reference to any of the individual taxes.

Anyone who fails to submit a withholding tax return, when required to do so, shall be punished with imprisonment for a term of between two and five years(2), when the amount of unpaid withholding tax exceeds fifty thousand euros.

For the purposes of the provisions of paragraphs 1 and 1-bis, a return submitted within ninety days of the deadline or not signed or not drawn up on a form complying with the prescribed model shall not be considered omitted.

- **Issuing invoices or other documents for non-existent transactions (Article 8, paragraph 1 and paragraph 2-bis, Legislative Decree No. 74 of 10 March 2000)**

Anyone who, in order to enable third parties to evade income or value added tax, issues or releases invoices or other documents for non-existent transactions shall be punished with imprisonment for a term of between four and eight years.

For the purposes of applying the provision set out in paragraph 1, the issue or release of multiple invoices or documents for non-existent transactions during the same tax period shall be considered a single offence.

If the amount indicated in the invoices or documents that does not correspond to the truth, per tax period, is less than one hundred thousand euros, imprisonment from one year and six months to six years shall apply.

- **Concealment or destruction of accounting documents (Article 10 of Legislative Decree No. 74 of 10 March 2000)**

Unless the act constitutes a more serious offence, anyone who, for the purpose of evading income tax or value added tax, or of enabling third parties to evade such taxes, conceals or destroys, in whole or in part, accounting records or documents that must be retained, so as to prevent the reconstruction of income or turnover, shall be punished with imprisonment for a term of between three and seven years.

- **Fraudulent evasion of tax payments (Article 11 of Legislative Decree No. 74 of 10 March 2000)**

Anyone who, in order to evade payment of income tax or value added tax, or interest or administrative penalties relating to such taxes, for a total amount exceeding fifty thousand euros, fraudulently disposes of

or performs other fraudulent acts on their own or others' assets, rendering the enforcement procedure wholly or partially ineffective, shall be punished with imprisonment for a term of between six months and four years. If the amount of taxes, penalties and interest exceeds two hundred thousand euros, imprisonment for a term of between one and six years shall apply.

Anyone who, in order to obtain for themselves or others a partial payment of taxes and related accessories, indicates in the documentation submitted for the purposes of the tax settlement procedure assets for an amount lower than the actual amount or fictitious liabilities for a total amount exceeding fifty thousand euros shall be punished with imprisonment for a term of between six months and four years. If the amount referred to in the previous period exceeds two hundred thousand euros, imprisonment from one to six years shall apply.

- **Unlawful compensation (Article 10-quater of Legislative Decree 74/2000)**

Anyone who fails to pay the amounts due, using credits to which they are not entitled as compensation, pursuant to Article 17 of Legislative Decree No. 241 of 9 July 1997, for an annual amount exceeding fifty thousand euros, shall be punished with imprisonment for a term of between six months and two years.

Anyone who fails to pay the amounts due, using non-existent credits for an annual amount exceeding fifty thousand euros as compensation, pursuant to Article 17 of Legislative Decree No. 241 of 9 July 1997, shall be punished with imprisonment for a term of between one year and six months and six years.

Activities at risk

Sensitive processes that present a risk of tax offences being committed mainly concern the following activities:

1) issuing accounting documentation;
2) receiving accounting documentation;
3) preparing tax returns and communications;
4) submitting tax returns and communications;
5) payment of taxes.

A. Functions at risk

Head of School and Head of Administration

Guidelines

These guidelines apply primarily to LUDUM employees working in the Administrative Department.

Members of corporate bodies and LUDUM employees who deal with the Revenue Agency and tax authorities on behalf of the company must be formally authorised to do so.

Persons with external powers must act within the limits of the powers conferred upon them. Persons without external powers must request the intervention of persons with appropriate powers.

Any critical issues or conflicts of interest that may arise in the context of relations with the tax authorities must also be communicated in writing to the Supervisory Body.

1) Prohibited Behaviour

Recipients of the Model are prohibited from:

- pursuing the evasion of income tax, value added tax or other taxes in general, either in the interest or to the advantage of LUDUM or in the interest or to the advantage of third parties;
- in declarations relating to such taxes, and in their preparation, introducing fictitious liabilities using invoices or other documents for non-existent transactions;
- carrying out objectively or subjectively simulated transactions, as well as using false documents or other fraudulent means likely to hinder assessment and mislead the tax authorities:
- indicating in income tax or value added tax returns: assets for an amount lower than the actual amount or fictitious liabilities or fictitious credits and withholdings;
- issuing or releasing invoices or other documents for non-existent transactions in order to allow third parties to evade income tax or value added tax;
- concealing or destroying, in whole or in part, accounting records or documents that must be retained, so as to prevent the reconstruction of income or turnover, with the aim of evading income or value added tax, or enabling third parties to evade such taxes;
- to simulate the sale of assets or to perform other fraudulent acts on one's own or others' assets that could render the tax authorities' enforcement procedures wholly or partially ineffective, with the aim of evading the payment of income tax or value added tax or interest or administrative penalties relating to such taxes;
- to indicate in the documentation submitted for the purposes of the tax settlement procedure assets for an amount lower than the actual amount or fictitious liabilities for a total amount exceeding fifty thousand euros, with the aim of obtaining for oneself or for others a partial payment of taxes and related accessories.

2) Obligations for the recipients of the Model

- Check that invoices and accounting documents refer to services actually performed by the issuer of the invoices/documents and actually received by the Company;
- record in the mandatory accounting records, or hold for the purposes of evidence vis-à-vis the tax authorities, invoices or other documents for non-existent transactions;
- verify the correct application of value added tax.

6) *Approval by the senior manager responsible for accounting and tax management*

Declarations and communications relating to income tax or value added tax must not be submitted without

the prior approval and consent of the **Head of Administration**, the **Head of School** and the **CFO Italy**.

7) *Traceability*

The Company must follow rules that ensure compliance with relevant legislation, as well as the traceability and transparency of the choices made, keeping all supporting documentation available to the Supervisory Body.

5) Use of Third-Party Services

In the event that the preparation of income tax or value added tax returns and communications is entrusted to third parties outside RIS, the latter must declare:

1. that they are aware of the provisions of Legislative Decree 231/2001 and its implications for the Company; □

2. that they undertake to comply with said legislation and ensure that their employees and collaborators comply with it;

3. that they have never been convicted (or requested a plea bargain) and are not currently charged or under investigation in criminal proceedings relating to tax offences.

4. to undertake to comply with the Model (and in particular the provisions of this Special Section) and the LUDUM Code of Ethics or, in the case of entities, to have adopted their own similar Model and Code of Ethics governing the prevention of offences covered by the LUDUM Model and Code of Ethics;

5. to undertake in any case to refrain from carrying out activities that may constitute any of the predicate offences or that in any case conflict with the legislation and/or the Model;

6. to adapt the service to any requests made by the Company based on the need to comply with the prevention of tax offences.

Furthermore, contracts with consultants and service providers must contain a specific clause governing the consequences of any violation by the providers of the provisions of Legislative Decree 231/2001 (such as express termination clauses and penalties).

B. Procedure

The procedure set out in Annex A to this Model, entitled *'Procedure for managing registrations and payments'*, must be followed.

18. GUIDELINES FOR THE PREVENTION OF SMUGGLING, CRIMES AGAINST CULTURAL HERITAGE, MONEY LAUNDERING, DESTRUCTION OF CULTURAL PROPERTY AND CRIMES AGAINST ANIMALS

Article 25-sexiesdecies – Smuggling

Article 25-septiesdecies – Crimes against cultural heritage

Article 25-duodevicies – Money laundering of cultural property and devastation and looting of cultural and landscape heritage.

Article 25 – undevicies – Crimes against animals

A. Activities at risk

Considering the activities carried out by LUDUM, the risk that the Company may be involved in criminal proceedings concerning one of the four categories of offences indicated above is low.