



**Organisation, management and control model pursuant
to Legislative Decree 231/2001**

Disciplinary System

Update approved with the Board of Directors of XXX

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1. INTRODUCTION

The Disciplinary System suitable for the sanctioning of non-compliance with the Code of Ethics and with the Organisation, Management and Control Model is to be considered an essential element of the Model itself and an instrument that guarantees its effective implementation.

In this regard, it is noted, in fact, that art. 6, paragraph 2, letter e) of Legislative Decree 231/2001 states that the Organisation and Management Models must "introduce a Disciplinary System suitable for the sanctioning of non-compliance with the measures indicated in the Model".

Subsequent art. 7, paragraph 4, letter b) of the Decree also establishes that effective implementation of the Model also requires "a Disciplinary System suitable for the sanctioning of non-compliance with the measures indicated in the Model".

Metanolo Mediterraneo S.r.l. (hereinafter also Met Med or the Company), in accordance with the provisions of the afore-mentioned provisions, has created its Disciplinary System, reported in this document, based on the discipline of the afore-mentioned articles, on the jurisprudential rulings and on the indications provided by the Confindustria Guidelines.

The Disciplinary System is disseminated to all workers and is brought to the attention of the recipients also by displaying on company bulletin boards.

1.1 The main regulatory references in the disciplinary system

- art. 7 of Law 300/70 (Workers' Statute), art. 2104 of the Italian Civil Code (diligence of the employer), art. 2105 of the Italian Civil Code (obligation of loyalty), art. 2106 of the Italian Civil Code (disciplinary sanctions) art. 2118 of the Italian Civil Code (withdrawal from the contract) and art. 2119 of the Italian Civil Code (withdrawal for just cause);
- provisions of the applicable collective agreements (Tertiary distribution and services - Confcommercio);
- art. 1176 of the Italian Civil Code (diligence in compliance), 1218 of the Italian Civil Code (liability of the debtor) and 1456 (express termination clause);
- art. 1382 of the Italian Civil Code (effects of the penalty clause) and art. 1456 of the Italian Civil Code (express termination clause);
- regulations relating to health and safety in the workplace (art. 20 of Legislative Decree 81/08);
- Legislative Decree 24/2023 "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council, of 23 October 2019, concerning the protection of persons who report breaches of Union law and containing provisions concerning the protection of persons who report breaches of national regulatory provisions";
- ANAC Resolution no. 311/2023 Guidelines on the protection of persons reporting breaches of Union law and protection of persons reporting breaches of national regulatory provisions;
- ANAC Resolution no. 478/2025 Guidelines on whistleblowing on internal reporting channels.

The sanctions provided for in the Disciplinary System, an integral part of the Organisation, Management and Control Model, have the same disciplinary nature as the provisions of art. 7 of the Workers' Statute and its subsequent amendments and as the disciplinary sanctions provided for by the applicable National Collective Bargaining Agreements.

1.2 Principles of the disciplinary system

The Disciplinary System has a preventive function: non-compliance with the Model and with the Code of Ethics involves the activation of an internal, timely and immediate sanctioning mechanism by Met Med.

The application of disciplinary sanctions does not depend on the outcome of any criminal proceedings, in order to counteract any conduct conducive to the committing of crimes pursuant to Legislative Decree 231/2001.

Identification of the sanction takes place in compliance with the principle of adequacy and proportionality in relation to the severity of the offence or, in any case, of the breach committed and ensuring, in the cases provided for by law and by the CCNL, involvement of the person concerned, who is guaranteed the possibility of justifying their behaviour after the charge has been contested, also through the right to be assisted by a representative of the trade union association to which they belong or gives a mandate.

1.3 Content and recipients of the Disciplinary System

This Disciplinary System reports:

- facts that are considered to be of disciplinary relevance;
- the related sanctions, in harmony with the law and with the CCNL;
- the procedures for contesting and imposing of sanctions.

The sanctions identified in this Disciplinary System apply, with specific aspects, to:

- employees (who do not perform the function of manager);
- managers;
- members of the Board of Directors and of supervisory bodies;
- external parties acting on behalf of the Company (self-employed workers, para-subordinate workers, suppliers, professionals, etc.).

2. APPLICABLE MEASURES

2.1 Employees

The sanctions imposed on employees (managers, employees and workers), in compliance with the rules of the Italian Civil Code, the procedures referred to in article 7 of Law no. 300 of 30 May 1970 (Workers' Statute) and the reference CCNL may be:

- 1) verbal reprimand;**
- 2) written reprimand;**
- 3) a fine not exceeding the amount of four hours of overall pay (basic pay and contingency);**
- 4) suspension from service, from remuneration and from service for a maximum of ten days;**
- 5) dismissal.**

The following conduct is considered punishable, pursuant to this Disciplinary System and in compliance with the rules of the Italian Civil Code, with the procedures referred to in article 7 of Law no. 300 of 30 May 1970 (Workers' Statute) and with the applicable CCNL:

- *non-compliance with the principles and rules of conduct contained in the Code of Ethics adopted by the Company;*
- *non-compliance with the procedures, protocols (general and specific), regulations provided for and referred to in the Organisation, Management and Control Model;*

- *non-compliance with the documentation obligations of the activities envisaged by the procedures referred to in the Organisation, Management and Control Model for processes at risk;*
- *omission of the obligations resulting from art. 20 of Legislative Decree 81/08 on health and safety in the workplace;*
- *obstruction or circumvention of the controls of the Supervisory Body, impediment of access to information and documentation in relation to the subjects in charge of the controls;*
- *failure to inform the Supervisory Board as well as the management body regarding the information flows specified in the Model;*
- *failure to report non-compliance or irregularities committed by other workers and senior management;*
- *breaching of all the provisions provided for and regulated pursuant to Legislative Decree 24/2023;*
- *breaching of the measures adopted by the Company to protect the whistleblower pursuant to Legislative Decree 24/2023, including the confidentiality of the whistleblower and/or all acts of retaliation against the whistleblower;*
- *in the making (maliciously or through gross negligence) of biased, discriminatory or otherwise unfounded reports, when the civil liability of the reporting person for defamation or slander is ascertained, even by a first-instance judgement, in cases of malice or gross negligence, unless the same person has already been convicted, even in the first instance, for the crimes of defamation or slander or in any case for the same crimes committed with the report to the judicial or accounting authority.*

In the case of criminally relevant conduct, the Company reserves the right to file a complaint or lawsuit, in compliance with the provisions of the relevant laws.

The type and extent of each of the sanctions referred to above will be commensurate, in accordance with the provisions of the Disciplinary System and always without prejudice to compliance with the applicable CCNL, in relation to:

- the intentionality of the behaviour or degree of negligence, imprudence or inexperience, also taking into account the predictability of the event;
- the overall behaviour of the worker, with particular regard to the existence or not of disciplinary precedents of the same, within the limits permitted by law;
- the worker's duties;
- the functional position of the persons involved in the events constituting the lack;
- the other particular circumstances that accompany the disciplinary breach.

Disputes, which result in the application of sanctions other than a simple verbal warning, must necessarily be made in writing, in order to guarantee traceability of the application and the precedents borne by the sanctioned party.

2.2 Executives

In the case of Managers who have breached the Code of Ethics, the Model or the procedures established in implementation of the same, the function holding the disciplinary power initiates the relevant procedures to make the related complaints and to apply the most appropriate sanction measures, in accordance with the provisions of the reference CCNL and, where necessary, with observance of the procedures referred to in art. 7 of Law no. 300 of 30 May 1970.

The punishable conduct is the same as that attributable to employees specified in the previous paragraph.

The sanctions must be applied in compliance with the principles of gradualness and proportionality with respect to the severity of the fact and of the fault or possible wilful misconduct. Among other aspects, with the dispute, the revocation of any powers of attorney entrusted to the interested party can be ordered cautiously, until possible termination of the relationship in the presence of breaches so serious as to terminate the fiduciary relationship with the Company.

2.3 Directors and Statutory Auditors /auditors

The following sanctions may be applied to directors and statutory auditors, in proportion to the severity of the infringement committed:

- verbal warning;
- written warning;
- revocation of the assignment for just cause.

In accordance with the provisions of the Italian Civil Code, the revocation for just cause referred to in articles 2383, paragraph c.c., and 2400, paragraph 2 c.c., is the sanction to be provided for the most serious infractions, which involve compromising of the fiduciary relationship between the Company and the director or statutory auditor/auditor.

The disciplinary power over directors and statutory auditors is vested in the Shareholders' Meeting which, in compliance with the provisions of the Italian Civil Code and of the Statute and their subsequent amendments, is required to decide on any revocation or action for liability against them.

The punishable conduct is the same as that attributable to employees specified in the previous paragraphs. The evaluation and choice of the sanction to be imposed among those possible must take into account the severity and repetition of the conduct. Repetition of the conduct reported above is an indication of the greater severity of the breaches.

2.4 External Parties (external collaborators, partners, suppliers)

If the conduct in breach of the Model or of the Code of Ethics is performed by self-employed workers, suppliers or other persons operating under contracts concluded with Met Med, the only applicable measure is termination of the contract pursuant to article 1456 of the Italian Civil Code.

With regard to these subjects, there is no disciplinary power on the part of the Company's senior management, but the specific contractual clauses and current legislation applicable to the relationship will apply.

The sanctions must correspond to the provisions of the specific contractual clauses and to the relevant legal provisions, applicable to each relationship (express termination clauses that make explicit reference to compliance with the provisions of the Model and of the Code of Ethics pursuant to art. 1456 of the Italian Civil Code where applicable and/or application of penalties pursuant to art. 1382 of the Italian Civil Code).

2.4 Measures against members of the Supervisory Board

Any measures to be taken against the members of the Supervisory Body in the event of conduct in breach of the Code of Ethics and/or of the Model will be the responsibility of the Board of Directors. In the event of serious breaches, the fact may be considered just cause for revocation of the assignment without prejudice to the application of any disciplinary sanctions provided for in the existing contracts.

3. INVESTIGATION AND APPLICATION OF SANCTIONS

Upon notification of conduct contrary to the provisions of the Model and/or of the Code of Ethics and/or of Legislative Decree 24/2023, the Body responsible for receiving whistleblowing reports, and possibly the Supervisory Body in the case of significant breaches pursuant to Legislative Decree 231/01, proceed with the opening of an investigative phase aimed at verifying the veracity or substantiation of the breaches reported.

The SB examines all reports in order to verify the validity of the information.

In the preliminary phase it is possible to request information, documents and data from the various company functions. At the end of the investigation phase, the persons in charge make their own assessments on the existence or otherwise of the infringement, the causes thereof and any need for corrective actions or interventions.

In relation to the person who committed the infringement, the Body responsible for receiving whistleblowing reports and the SB, in the event of the latter's involvement for the breaches referred to in Legislative Decree 231/01, transmit the outcome of the investigation to the bodies responsible for proceeding with the dispute phase, namely:

- in the event of breaches committed by employees, to the body that exercises the disciplinary power which, within the scope of the powers assigned, will proceed with the imposition of sanctions;
- in the event of breaches committed by the directors and by the Board of Statutory Auditors/auditors, to the Shareholders' Meeting for the purposes of appropriate resolutions;
- in the event of breaches committed by the members of the SB, to the Board of Directors for the purposes of appropriate resolutions;
- in the event of breaches committed by external parties, to the Board of Directors who will initiate the procedure for imposing sanctions as indicated in the previous paragraphs.

The dispute phase and possible imposition of the sanction will be conducted in compliance with the provisions of the Civil Code, of the Workers' Statute and of the applicable CCNL.