



**ORGANISATION, MANAGEMENT AND
CONTROL MODEL
PURSUANT TO
LEGISLATIVE DECREE No. 231/2001**

MAIN PART

Approved by the BOD on 01/12/2014



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HISTORY AND DESCRIPTION OF THE COMPANY

Company name:	PANINI S.p.A.
Share capital:	€ 100,000,000.00
Registered office:	41126 Modena - Via Emilio Po, 380
Economic and Administrative Index:	411936
Tax Code:	02796411201
VAT No.:	IT 02796411201

PANINI was founded in 1961 with the launch of the first football player collection.

Initially, the company was managed by the Panini family and over the years it expanded up to a multinational structure and in 2015 it reached a turnover of over EUR 529 million, distributed in more than 100 countries and having a workforce of more than 1000 employees.

The activities carried out by the Company include the production of paper; production, editing, publishing, printing, distributing and selling publishing products using any distribution channel, including electronic (excluding the printing of newspapers); children's stickers with or without albums, envelopes, and novelties for children, magazines and their supplements, books and manuals; any other publishing and/or graphics project, including audio-visual media such as cassettes, compact discs, and so on;



credit cards, electronic keys, with or without microchips, video games and accessories and any kind of computer *software*, in various methods and forms, without any limitations; wholesale and retail of the above, even if produced by third parties; import and export, the acquisition of agency contracts with or without storage, sales agencies and product distribution.

The turnover generated by the PANINI S.p.A. Group, derived from the consolidated financial statements for the year 2014 is EUR 770.208.000,00 and for the year 2015 is EUR 528.954.000.00.

As at 31 December 2013, PANINI S.p.A. employed 493 people, as follows:

- Executives	10
- Journalists	17
- Management	31
- Employees	230
- Workers	192
- Apprentices	13
- Domestic workers	3

PANINI S.p.A. is a sole shareholder limited company with a top-down traditional organisational system divided as follows: Board of Directors and Statutory Auditors.

The audit is performed by the audit firm Deloitte & Touche Spa.





INTRODUCTION

This document has been drafted in accordance with and pursuant to Legislative Decree no. 231 of 8 June 2001, on the "Administrative liability of legal persons, companies and associations with or without legal status, pursuant to Art. 11 of Law no. 300 of 29 September 2000", in order to formally establish an efficient and agile structure consisting of rules, procedures and regulations concerning conduct that govern the organisation and management of PANINI S.p.A..

This set of rules, procedures and regulations concerning conduct and ethics constitutes the Organisation, management and control model of the Company.

The Model has been developed on the basis of legal provisions (Art. 6 and 7 of the Decree), considering the guidelines issued by Confindustria (see attachment 4) and without overlooking the valuable information obtained from the doctrine and judicial practices.

The principles and provisions of this document are applicable to the directors, shareholders, employees and ultimately anyone working on behalf of the Company pursuant to any type of contractual relationship, including temporary, within the limits of the duties and responsibilities assigned.

The adaptation of the organisational and management system to the requirements outlined by Legislative Decree no. 231/2001 has been coordinated by the Legal Department Manager with the assistance of



external professionals, experts in the various sectors concerning Leg. Decree no. 231/2001.

The activities of the working group aimed at preparing the Model materialised:

- in identifying sectors/activities/sensitive areas, with reference to the offences referred to in Leg. Decree no. 231/2001. In order to achieve this result, the external professionals have analysed the organisational and corporate structure of the Company, after obtaining the relevant documentation (for example: statute, financial statements, minutes of corporate bodies, manual of the quality system, etc.).
- in the analytical examination of sensitive areas, foreshadowing the ways and means by which it would be possible for the company, its management bodies, employees and in general, the roles referred to in Art. 5 of the Decree to commit the offences listed in the Decree (even through meetings and interviews held with the relevant stakeholders);
- in identifying behavioural procedures and existing protocols, regardless whether they are formalised or not, with reference to the areas identified as being at risk of an offence;
- in defining *standards* of behaviour and control for activities that, in agreement with the Company, it was deemed necessary for them to be regulated;
- in the regulation of the management methods of the suitable financial resources in order to prevent offences from being committed;
- in identifying the parties responsible for monitoring the actual application of this Model (hereinafter Supervisory Board or SB) and



simultaneously preparing the relevant regulation and *reporting* system to and from the Supervisory Board itself;

- in setting up a suitable disciplinary system to penalise non-compliance with the measures indicated in the Model as well as violations of the Code of Ethics.





MAIN PART

Legislative Decree no. 231/2001

For the first time in our country, Legislative Decree no. 231/2001 has introduced a form of responsibility for collective parties for committing certain offences, which is defined administrative but considered by many as criminal (specifically provided for in the Special Section of the Decree), implemented by senior management or employees/collaborators **for the benefit or in the interest of the organisation.**

The collective parties referred to in the regulation are:

- legal persons (entities and associations with legal status), including foundations, corporations (small, medium or large) and cooperatives;
- the entities (partnerships and sole proprietorships as well as associations) with or without legal status;
- the public entities that act *iure privatorum*.

Senior management refers to (Art. 5 of the relevant Decree):

the people who are representatives, directors or management of the entity or one of its organisational departments, with financial and functional autonomy, as well as those who **de facto** manage and control the entity. For example: the legal representatives, directors, general managers, plant managers, etc.



Employees/collaborators referred to by the legislator, refer to (Art. 5 of the relevant Decree):

all those who are subject to the management or control of parties in managerial positions.

It should be noted that providing for two separate types of functional relationships (senior and subordinate positions) is crucial for the identification of the subjective imputation criteria of direct and autonomous responsibility of the entity.

If the offence is committed by a person in a managerial position, in fact, one has the absolute responsibility (intentional) of the entity, with a reversal of the burden of proof (therefore borne by the same entity); conversely, if the offence is committed by a person who is subordinate to others, one has corporate responsibility, with no reversal of the burden of proof, therefore it is borne by the prosecution.

The entity's responsibility only exists for offences (committed or **simply attempted**) specifically indicated in Art. 24, 25 and subsequent of the Decree.

They currently are:

Among the offences of the Criminal Code related to relationships with the Public Administration (Art. 24 and 25 of the Decree)

- Art. 316 *bis* Criminal Code - Embezzlement of the State
- Art. 316 *ter* Criminal Code - Misappropriation of funds from the State
- Art. 317 Criminal Code - Extortion
- Art. 318 Criminal Code - Corruption for an official act



- Art. 319 Criminal Code - Corruption for an act contrary to official duties (aggravated pursuant to Art. 319 *bis*)
- Art. 319 *ter* Criminal Code - Corruption in judicial proceedings
- Art. 319 *quater* Criminal Code- undue induction to give or promise utility (called extortion by induction)
- Art. 320 Criminal Code - Corruption of a person in charge of a public service
- Art. 321 Criminal Code - Penalty for the corrupting party
- Art. 322 Criminal Code - Incitement to corruption
- Art. 322 *bis* Criminal Code - Embezzlement, extortion, undue induction to give or promise utilities, corruption and incitement to corruption of members of the International Criminal Court or the European Community entities and officials of the European Communities and of foreign states.

Among the offences of the Criminal Code set up to protect the heritage of the State or another public entity (Art. 24 of the Decree)

- Art. 640, par. II, n. 1 Criminal Code - Fraud, if detrimental to the State or another public entity
- Art. 640 *bis* Criminal Code - Aggravated fraud to obtain public funds
- Art. 640 *ter* Criminal Code - IT fraud detrimental to the State or another public entity.

Among the offences of the Criminal Code set up to protect public confidence (Art. 25 *bis* of the Decree, added by Art. 6 of Law no. 409 of 23



November 2001, bearing "Urgent measures in view of the introduction of the Euro")

- Art. 453 Criminal Code - Falsification of money, spending and introduction into the State of counterfeit money, subject to agreement
- Art. 454 Criminal Code - Alteration of money
- Art. 455 Criminal Code - Spending and introduction into the State of counterfeit money with no agreement
- Art. 457 Criminal Code - Spending counterfeit money received in good faith
- Art. 459 Criminal Code - Falsification of duty stamps, introduction into the State, purchase, possession or circulation of counterfeit duty stamps
- Art. 460 Criminal Code - Counterfeiting watermarked paper used to manufacture public credit cards or duty stamps
- Art. 461 Criminal Code - Manufacture or possession of watermarks or instruments intended for counterfeiting currency, duty stamps or watermarked paper
- Art. 464 Criminal Code - Use of counterfeit or altered duty stamps.

Among the offences, with reference to the Civil Code and not, with the intention of terrorism or subversion of democracy (Art. 25 *quarter* of the Decree, added by Art. 3 of Law 7/2003)

- Art. 270 *bis* Criminal Code - Associations intended for terrorism, even international, or subversion of democracy
- Art. 270 *ter* Criminal Code - Assistance to the members



- Art. 270 *quater* Criminal Code - Recruitment intended for terrorism, even international
- Art. 280 Criminal Code - Attack intended for terrorism or subversion of democracy.

Art. 2 of the New York Convention of 9 December 1999, referred to in Art. 25 *quater* lists a number of offences aimed at generally punishing behaviour that aims at providing, directly or indirectly, but voluntarily in any case, funds for those who intend to commit terrorist offences.

Among the offences in corporate matters pursuant to the Civil Code (Art. 25 *ter* of the Decree, added by Art. 3 of Legislative Decree no. 61 of 11 April 2002)

- Art. 2621 Civil Code - False corporate communications
- Art. 2622 Civil Code - False corporate communications to the detriment of the company, the shareholders or the creditors.
- Art. 2624 Civil Code - False statements in the reports or communications of the auditing firm
- Art. 2625 2nd par. Civil Code - Preventing control
- Art. 2626 Civil Code - Undue repayment of contributions
- Art. 2627 Civil Code - Illegal distribution of profits and reserves
- Art. 2628 Civil Code - Illegal transactions involving shares or company shares or shares of the parent company
- Art. 2629 Civil Code - Transactions to the detriment of creditors
- Art. 2629 *bis* Civil Code - Failure to disclose a conflict of interest (introduced by Law no. 262/2005)



- Art. 2632 Civil Code - Fictitious capital formation
- Art. 2633 Civil Code - Unlawful distribution of company assets by liquidators
- Art. 2635 Civil Code - Corruption between individuals
- Art. 2636 Civil Code - Unlawful influence on the shareholders
- Art. 2637 Civil Code - Stock manipulation
- Art. 2638 Civil Code - Obstruction of the functions of public supervisory authorities being carried out.

Among the *extra codicem* offences (Consolidated Law on Financial Intermediation, Legislative Decree no. 58/1998) pertaining to the financial market (Art. 25 *sexies* introduced by Art. 9 of EU Law 2004)

- Art. 184 Consolidated Law on Financial Intermediation - Abuse of privileged information
- Art. 185 Consolidated Law on Financial Intermediation - Market manipulation.

The legal person may also commit two administrative offenses (which reproduce the same criminological cases referred to above) introduced in the Consolidated Law on Financial Intermediation by the 2004 Community Law

- Art. 187 *bis* - Abuse of privileged information
- Art. 187 *ter* - Market manipulation.



Among the offences of the Criminal Code set up to defend life and individual safety (Art. 25 *quater* 1, introduced in Art. 8 of Law no. 7 of 09 January 2006)

- Art. 583 *bis* Criminal Code - Mutilation of female genital organs.

Among the offences of the Criminal Code set up to supervise the individual personality (Art. 25 *quinquies* introduced by Art. 5 of Law 228/2003)

- Art. 600 Criminal Code - Reduce to or maintain in slavery or servitude
- Art. 600 *bis* Criminal Code - Child prostitution
- Art. 600 *ter* Criminal Code - Child pornography
- Art. 600 *quater* Criminal Code - Possession of pornographic material
- Art. 600 *quater* 1 Criminal Code - Virtual pornography
- Art. 600 *quinquies* Criminal Code - Tourist initiatives aimed at exploiting child prostitution
- Art. 601 Criminal Code - Trafficking persons
- Art. 602 Criminal Code - Purchase and sale of slaves.

Art. 3 of Law 146/2006 defines "Transnational Crime" as an offence that is punishable by imprisonment for no less than four years if an organised criminal group is involved, as well as:

- it being committed in more than one State;
- i.e. it is committed in one State but a substantial part of its preparation, planning, direction or control takes place in another State;



- i.e. it is committed in one State but this involves an organised criminal group engaged in criminal activities in more than one State;
- i.e. it is committed in one State but has significant effects in another State.

With reference to the assumed offences of the entity's liability, Art. 10 of Law no. 146/2006 includes the following circumstances:

- criminal conspiracy (Art. 416 Criminal Code);
- mafia-type association (Art. 416 *bis* Criminal Code)
- criminal conspiracy aimed at smuggling foreign tobacco (Art. 291 *quater* of the Consolidated Law of Presidential Decree no. 43/1973);
- association aimed at illicit trafficking of narcotic or psychotropic substances (Art. 74 of the Consolidated Law of Presidential Decree no. 309/1990);
- smuggling migrants (Art. 12 paragraphs 3, 3-*bis*, 3-*ter* and 5 of the Consolidated Law of Legislative Decree no. 286/1998);
- induction to not make declarations or to make false statements to the judicial authorities (Art. 377 *bis* Criminal Code);
- assisting offenders (Art. 378 Criminal Code).

Among the offences of the Criminal Code set up to defend life and mental and physical health of workers (Art. 25 *septies* of the Decree, introduced by Art. 9 of Law no. 123 of 13 August 2007)

- Art. 589 Criminal Code - Manslaughter
- Art. 590 3rd Criminal Code - Personal injury or grievous bodily harm.



Among the offences, with reference to the Civil Code, set up to protect the heritage and the economic and financial system (Art. 25 *octies* of the Decree, introduced by Art. 63 of Legislative Decree 231/2007 and recently modified by legislative action no. 186/2014 that expanded the types of offences referred to in Art. 25 *octies* Leg. Decree 231/01):

- Art. 648 Criminal Code - Stolen goods
- Art. 648 *bis* Criminal Code - Recycling
- Art. 648 *ter* Criminal Code - Use of money, goods or assets of illicit origin.

Art. 7 of law no. 48 of 18 March 2008 - concerning the ratification and implementation of the Convention of the Council of Europe on cybercrime - provides for the expansion of the presumed offences by inserting Art. 24 *bis* of the Decree that extends the administrative liability of the entities to various IT crimes:

- Art. 491 *bis* Criminal Code - Forgery of an electronic document
- Art. 615 *ter* Criminal Code - Unauthorised access to a computer or telecommunications system
- Art. 615 *quater* Criminal Code - Illegal possession and diffusion of access codes to IT or telecommunications systems
- Art. 615 *quinquies* Criminal Code - Distribution of equipment, devices or programs intended to damage or interrupt a IT or telecommunications system
- Art. 617 *quater* Criminal Code - Illegal interception, prevention or interruption of IT communications or telecommunications



- Art. 617 *quinquies* Criminal Code - Installation of equipment designed to intercept, prevent or interrupt IT communications or telecommunications
- Art. 635 *bis* Criminal Code - Damage to information, data and IT programs
- Art. 635 *ter* Criminal Code - Damage to data information or IT programs used by the State or another public body or of public use
- Art. 635 *quater* Criminal Code - Damage to IT or telecommunications systems
- Art. 635 *quinquies* Criminal Code - Damage to IT or telecommunications systems of public use
- Art. 640 *quinquies* Criminal Code - IT fraud by the person providing electronic signature certification services.

Art. 2 paragraph 29 of Law no. 94 of 2009 provides for the insertion of Art. 24 *ter* of the Decree that extends the liability of the collective entity of the following crimes:

- Art. 416 Criminal Code (Criminal conspiracy)
- Art. 416 *bis* Criminal Code (Mafia-type associations including foreign ones)
- Art. 416 *ter* Criminal Code (Political-mafia election exchange)
- Art. 630 Criminal Code (Kidnapping for ransom)
- Art. 74 of Presidential Decree no. 309/1990 (Criminal association aimed at smuggling drugs or psychotropic substances)



all crimes committed under the force of intimidation of the mafia association and subjugation and conspiracy of silence that results, i.e. committed in order to facilitate the activities of criminal organisations.

Art. 15, paragraph 7, lett. a) of Law no. 99/2009 has added Art. 25 *bis* of the Decree lett. f-bis) that expands the liability of the entity to the following crimes:

- Art. 473 Criminal Code (Counterfeiting, alteration or use of trademarks or distinctive signs, i.e. patents, models or designs)
- Art. 474 Criminal Code (Introduction into the State and marketing products with false marks).

Art. 15, paragraph 7, lett. b) of lay no. 99 of 2009 has added to Art. 25 *bis* of the Decree number 1) which expands the liability of the entity to different offences (some newly coined) against industry and trade provided for and governed in Chapter II, title VIII, Book II of the Criminal Code:

- Art. 513 Criminal Code (Infringed freedom of industry or commerce)
- Art. 515 Criminal Code (Fraudulent trading)
- Art. 516 Criminal Code (Sale of non-genuine food items as genuine)
- Art. 517 Criminal Code (Sale of industrial products with misleading signs)
- Art. 517 *ter* Criminal Code (Sale of industrial products with misleading signs)
- Art. 517 *quater* (Counterfeiting geographical indications or designations of origin of agricultural and food products)



- Art. 513 *bis* Criminal Code (Unlawful competition with threats or violence)
- Art. 514 Criminal Code (Fraud against national industries).

Art. 15 lett. c) of Law no. 99/2009 has inserted Art. 25 *nonies* of the Decree that expands the liability of the entity to crimes related to violation of copyright i.e.

- offences provided for in Art. 171, paragraph 1, lett. *a-bis*, and paragraph 3, 171 *bis*, 171 *ter*, 171 *septies* and 171 *octies* of law no. 633/1941.

Art. 4, paragraph 1, Law no. 116/2009 has entered another Art. 25 *nonies* in the special part of the Decree (now Art. 25 *decies*) that extends the liability of the entity to the crime of incitement to not testify or give false statements to the court which is provided for and punished by Art. 377 *bis* Criminal Code.

Legislative Decree no. 121/2011 - in transposing Directive 2008/99/EC and that of 2009/231/EC, which amends Directive 2005/35/EC concerning pollution - has added Art. 25 *undecies* in the Decree, which expands the liability of the entity to environmental crimes listed below:

- Art. 727 *bis* Criminal Code (Killing, destruction, capturing, taking and possession of specimens of protected wild fauna and flora species)
- Art. 733 *bis* Criminal Code (Destruction or deterioration of habitat within a protected site)
- Art. 137, paragraphs 2 and 3 of Legislative Decree no. 152/2006 (Unauthorised discharge of industrial wastewater containing



hazardous substances and their discharge in violation of the requirements imposed with authorisation)

- Art. 137, paragraph 5 - first and second period - Legislative Decree no. 152/2006 (Discharge of industrial wastewater in violation of the table limits)
- Art. 137, paragraph 11, Legislative Decree no. 152/2006 (Violation of the prohibitions on discharge on the soil, in groundwater and underground)
- Art. 137, paragraph 13, Legislative Decree no. 152/2006 (Discharge at sea by ships and aircrafts of substances whose spillage is prohibited)
- Art. 256, paragraph 1, letters a) and b) of Legislative Decree no. 152/2006 (Collection, transport, recovery, disposal, trade and brokerage of waste without the required authorisation, registration or communication)
- Art. 256 paragraph 3 - first and second - Legislative Decree no. 152/2006 (Creation or management of an unauthorised landfill)
- Art. 256, paragraph 4, Legislative Decree no. 152/2006 (Non-compliance with the requirements contained in the permit to operate a landfill or other activities concerning waste)
- Art. 256 par. 5, Legislative Decree no. 152/2006 (Illegal mixture of waste)
- Art. 256 paragraph 6, Legislative Decree no. 152/2006 (Temporary storage in the place of production of hazardous medical waste)
- Art. 257, paragraphs 1 and 2 of Legislative Decree no. 152/2006 (Pollution of the soil, subsoil, surface water and groundwater and failure to notify the relevant entities)



- Art. 258, paragraph 4 and Art. 260 *bis*, paragraphs 6 and 7 Leg. Decree no. 152/2006 (Preparation or use of a false waste analysis certificate)
- Art. 259 par.1 Legislative Decree no. 152/2006 (Illegal trafficking of waste)
- Art. 260 Legislative Decree no. 152/2006 (Organised activities for the illegal trafficking of waste)
- Art. 260 *bis*, par. 8, Legislative Decree no. 152/2006 (Violations of the control system on the traceability of waste)
- Art. 279 par. 5, Legislative Decree no. 152/2006 (Air pollution)
- Art. 1, paragraphs 1 and 2, Art. 2, paragraphs 1 and 2, Law no. 150 of 7 February 1992 (Import, export, transport and illegal use of animal species and trade in artificially propagated plants)
- Art. 3 *bis*, Law no. 150 of 7 February 1992 (Forgery or alteration of certificates and licenses and use of false or altered certificates and licenses for the importation of animals)
- Art. 3, paragraph 6, Law no. 549 of 28 December 1993 (Violation of the provisions on the use of harmful substances to the ozone layer)
- Art. 8, paragraphs 1 and 2, Legislative Decree no. 202 of 6 November 2007 (Intentional spillage at sea by ships of pollutants)
- Art. 9, paragraphs 1 and 2 of Legislative Decree no. 202 of 6 November 2007 (Negligent spillage at sea by ships of pollutants).

Art. 2 of Legislative Decree no. 109/2012 has included the offence under Art. 25 *duodecies*, which involves the application of a penalty ranging from 100 to 200 shares for entities that employ illegal third-country nationals.



Art. 1, paragraph 77, lett. b) of Law no. 190 of 2012 has inserted the new letter *s bis*) to Article 25-ter of the Decree in question, which refers to cases provided for in the third paragraph of Art. 2635 Civil Code "Corruption between individuals".

Art. 1, paragraph 77, lett. a) of Law no. 190 of 2012 has inserted the offence of undue induction to give or promise utilities provided for in Art. 319 *quater* Criminal Code to Article 25 of the Decree in question

The full text of the incriminatory regulations mentioned is contained in Attachment no. 5.

The penalties that may be imposed by the judge at the end of the criminal trial (within which the liability of the entity in relation to the offence committed is determined) are:

- financial: these, for the specific legislative requirements, are proportionate to the seriousness of the offence, the degree of responsibility of the entity, the activity which it performs to eliminate or mitigate the consequences of the offence and prevent the further offences from being committed. Lastly, they are established according to the economic and financial conditions of the entity "in order to ensure the effectiveness of the penalty";
- disqualification: these, to name a few, range from business interdiction to suspension or revocation of permits, licenses or concessions, to the ban on negotiating with public administration, exclusion from benefits, loans, grants or subsidies, including the possible revocation of those already granted.



The confiscation of the price or profit is also provided for (when this is not possible, confiscation may involve sums of money, goods or other property of value equivalent to the price or the product of the offence) and the publication of the judgement.

The entity may be held responsible for the offence committed by the persons mentioned above, provided that:

- The facts of the offence were implemented in his own interest or for his own advantage. The difference between the two hypotheses, described alternately, lies in the fact that the first concerns the subjective completion of conduct, and is evaluated by the criminal court in an *ex ante* perspective or prior to or together with the offence being committed, whereas the second takes on a more marked objective, since the entity can derive an advantage even where the individual did not act in his own interests, and requires a judicial inspection to be carried out after the fact (*ex post*).
- The entity has not previously adopted and effectively implemented an Organisational and management model capable of preventing offences of the kind that occurred in practice (while the previous paragraph describes the objective criteria connecting the criminal act and the legal person, the latter describes the subjective connection criteria of the entity with the criminal offence implemented).

With reference to the reference regulatory framework - Art. 6 and 7 of Legislative Decree n. 231/2001 - the Model consists of:



- internal control procedures and *standards* with reference only to activities deemed at risk of crime;
- Code of Ethics;
- disciplinary system;
- supervisory board;
- *reporting* system to and from the supervisory board;
- communication and training.

The Model represents an effective protective shield for the Company, if adopted and effectively implemented. In fact, **if adopted before the crime is committed** it allows **the liability of the entity to be excluded completely** (according to the criminal language of the Model, in this case, is a cause of exclusion of the conviction of the collective body) **for the crime committed by a physical person functionally linked to it** (in this case, therefore, only the physical person responsible will be prosecuted and convicted).

If the Model is adopted after the offence is committed, if penalties are imposed, it determines a significant reduction. On the other hand, if disqualification penalties are imposed, the penalties in question do not apply if "virtuous" behaviour is adopted, such as compensation for damages and/or the provision of profit and the removal of the person who committed the offence.

Lastly, if precautionary disqualification measures are adopted during the preliminary investigative stage, the adoption of the Model involves their suspension (always in the presence of this "virtuous" behaviour).



The purposes and aims pursued by the adoption of the Model

By adopting an adequate Organisation, management and control model according to the requirements of the Decree, the Company highlights that it works in conditions of fairness and transparency when conducting business and corporate activities.

Adopting the Model is a tool to increase awareness of all employees and all other stakeholders of PANINI S.p.A. (suppliers, customers, consultants etc.), to maintain correct and linear behaviour when performing their activities so as to prevent the risks of an existing offence.

In particular, the Company proposes the following through the adoption of the Model:

- to make all those who work in the name and on behalf of PANINI S.p.A. aware and especially those operating in the areas of activities that are at risk of crime, who could incur in committing offences in case of violations of the provisions in the Model, which are punishable on their own, and "administrative" penalties that are imposed on the Company;
- raise awareness among the above mentioned persons that such unlawful behaviour are strongly condemned by the Company, insofar as they are always opposed, as well as the provisions of the law, even the corporate culture and ethical principles adopted as its own guidelines in the activities;
- allow the Company to take prompt action to prevent or oppose the offences from being committed (listed in the special part of the decree), or at least significantly reduce the damage produced by them;



- foster a significant breakthrough in terms of transparency of the corporate *governance* and the image of PANINI S.p.A.

It should be noted that, without prejudice to the objectives and purposes set out above, the Company is well aware that the evaluation of the Model concerning its ability to minimise and not *outright* exclude the implementation of one of the offences listed in the special part of the Decree by the individual persons.

This is confirmed by the fact that the Legislative Decree in question specifically requires that the Model should be suitable not so much to prevent the crime from being actually implemented, but the type of offence that which has actually been implemented belongs to.

Approval and implementation of the Model

The Organisation, management and control model, in accordance with Art. 6 paragraph I, lett. a, of Legislative Decree no. 231/2001, is a document issued by the executive body.

The Model integrates and does not replace the organisational and control tools, and the behavioural procedures issued in the future or those already implemented.

In this regard, in fact, it should be noted that the Model is a tool with a scope and specific objectives as it aims only to prevent the offences provided for in the Decree from being committed.

However, also as specified in the guidelines issued by Confindustria, the behavioural principles in this Model can be considered an expansion or extension of existing codes of conduct or issued in the future.



Changes and additions to the Model

The Board of Directors of PANINI S.p.A. in accordance with the Supervisory Board, shall undertake any and subsequent amendments and additions to the Model, the Code of Ethics and the disciplinary system.

This, in order to allow continuous compliance of the Organisation, management and control model with the requirements of Decree no. 231/2001 and the possible changes concerning the organisation and management structure of the Company.

The activities of amending and supplementing the Model must be carried out in full respect of each corporate department, which in any case has the last word on the management of the specific operating procedures and *standards* of behaviour.

Implementation of the Model

The Board of Directors of the Company makes decisions on the implementation of the Model by evaluating and approving the actions required for the implementation of its constituent elements.

The audit on the adequacy and implementation of the Model is the responsibility of the Supervisory Board (for the necessary details on this figure, please refer to the Model dedicated to this body).

The general control principles which the Model of PANINI S.P.A. is based on.

Every operation, transaction and action must be traceable, verifiable, documented, consistent and appropriate.



Of course, the protection of data and procedures in IT must be made in accordance with the security measures set out in Decree no. 196/2003 (Code concerning the protection of personal data).

No one can manage an entire process independently.

Nobody can be given unlimited authority.

The powers and responsibilities must be clearly defined and known within the organisation.

The powers of authorisation and signature must be consistent with the organisational responsibilities assigned.

The inspections must be documented.

The Supervisory Board

Pursuant to Art. 6 paragraph I, letter b) of the Decree, the Supervisory Board must be constituted. This Board is granted autonomous powers of initiative and control.

It must supervise the operation, effectiveness and compliance with the Model, as well as see to the constant and prompt updates.

The legislator does not provide full details on the structure and composition of this Board.

Decisions on these profiles, therefore, according to a shared opinion, shall be referred to the free and responsible appreciation of the entity.

PANINI S.p.A., in view of its characteristics, opts for a collegial Supervisory Board, believing that the most appropriate choice for the purpose for which this body is responsible.

The BOD appoints the following for this assignment:



- Dr. Giovanna Ferrari, who acts as Chairperson;
- Ms. Corinna Schiavi as an Effective Member;
- Mr. Tommasino Di Lascio as an Effective Member.

By resolution of 29 October 2014.

Financial autonomy is attributed by the administrative body to the Supervisory Board, as from the appointment, by being given a *budget* that will be supplemented and/or refinanced if and when necessary.

The SB is appointed for three years. The SB can be re-elected.

The remuneration of the SB is determined by the BOD upon its appointment for the entire term of office.

The termination of the assignment due to the time elapsing is effective from when the new SB is formed.

The same causes of ineligibility and forfeiture that are applicable for the members of the Board of Statutory Auditors, apply to the persons who form the SB, in accordance with Art. 2399 Civil Code.

The members of the SB may be dismissed by the BOD only for a justified cause. The revocation must be decided, after hearing the parties concerned.

In the event of termination, revocation, death, resignation or disqualification of the member of the SB, the administrative body is obliged to promptly see to the appointment of the new Supervisory Board.

The members of the SB must not have been subjected to criminal proceedings or a judgement (even if not final) for one of the offences referred to in Legislative Decree no. 231/2001.

The Supervisory Board will perform the following activities:



- check the effectiveness of the Model, by verifying in particular the consistency between the Model and the concrete steps taken in areas at risk;
- periodic verification that the Model is respected by all the individual units/business areas at risk, in order to ensure that the defined procedures and principals prepared are followed as closely as possible and result in adequate practice to prevent the risks of the highlighted offences being committed;
- vigilance to ensure that the Code of Ethics and all its requirements are respected by all parties at all levels in the Company;
- formulation of proposals to update and modify the Model according to the relevant entities, in collaboration with the company departments involved, if the modified operating conditions and/or regulations, in his view, require an update and/or implementation.

In particular, the SB, as identified above:

- updates the Model, drafted by the BOD, in accordance with the evolution of the law and jurisprudence, as well as a result of changes made to the corporate organisation;
- collaborates with the various corporate functions involved, the preparation and integration of internal regulations (rules of conduct, operating instructions and any inspection manuals) aimed at the mapped offence risk prevention;
- supervises the proper operation of the control activities for each risk area, promptly reporting anomalies and malfunctions of the Model, after comparing with the areas/departments concerned;



- shall circulate, in the manner it deems most appropriate, the knowledge and understanding of the Model within the company, paying more attention to areas considered most at risk of mapped crime (mainly areas/departments that deal with the management of economic resources, accounting, those who have a relationship with the public administration, the management of safety and health at work);
- performs periodic checks on certain operations or specific acts carried out in the processes monitored due to their sensitivity; in that respect, to carry out its verification activities, the SB may use external professionals with specific expertise in auditing as well as in the areas deemed most appropriate;
- performs exceptional checks where malfunctions in the Model are noted or are implemented, or where there is only suspicion that unlawful acts subject of the prevention activities have been committed;
- monitors the progress of activities at risk, in coordination with the corporate departments, also through special meetings;
- collects, processes and stores the relevant information in order to comply with the Model;
- prepares regular reports on the adequacy and effectiveness of the Model, also based on what emerged from the verification and control, transmitting them to the BOD, the Statutory Auditors and, if deemed appropriate, to the shareholders;
- periodically checks the feasibility and the implementation of any corrective solutions to the specific procedures contained in the Model;



- evaluates and proposes the imposition of disciplinary sanctions, after the necessary coordination with the heads of the relevant departments/business areas.

Unless urgent and special cases arise, the Supervisory Board carries out its activities at least every quarter.

If the SB considers it necessary for its duties to be performed, it must be able to speak with the Chairman of the BOD and with top management in general of the Company.

The relationship between the Company and the external component of the SB will be governed by a contract, drawn up in writing.

The members of the SB must be adequately remunerated in order to prevent the degradation of their office and their duties.

Reporting to the Supervisory Board

The SB is the recipient of any information, documentation and/or communication, even from third parties pertaining compliance with the Model.

During its audit, the SB establishes the documentation that must be submitted on a regular basis.

The following are mandatory to be transmitted to the SB:

- measures and/or information from the judicial police or any other Authority, which indicate that investigations, including against unknown persons for the offences stipulated in the Decree, concerning the Company;



- requests for legal assistance put forward from person within the Company, in case of legal proceedings being initiated for an offence referred to in the Decree;
- reports prepared by the corporate structures within their inspection activities, from which critical elements emerge in terms of the standards of the Decree;
- on a periodical basis, information on the actual implementation of the Model in all areas/corporate functions at risk;
- on a periodical basis, information on the actual enforcement of the Code of Ethics at all corporate levels;
- information on the development of the activities related to the risk areas. In the case of information and/or news, even unofficial, relating to the offences referred to in the Decree being committed or in any case regarding possible violations of the Model (including the provisions of the Code of Ethics) each one must contact his supervisor/manager who reports directly to the SB.

If an offence is possibly committed or the Model is possibly violated and the BOD of the Company is involved, only the SB is directly informed.

Lastly, the SB of PANINI S.p.A. must be informed by the Administrative Office about the system of delegations and proxies used by the Company.

The flows of information must reach the SB as specifically defined by the latter.

Reports, possibly even anonymous, concerning the evidence or suspicion of the Model being violated should be as detailed as possible. They can be sent in writing or by using a specific e-mail address (OdV@panini.it)



The SB acts so as to protect the informants from any form of retaliation, discrimination or penalisation, and guarantees confidentiality of the individual's identity, without prejudice to the legal requirements and the protection of the rights of the Company or the persons wrongly accused or bad faith.

The SB evaluates the information received and decides what action to take after listening, if necessary, to the person who submits the report and/or the person who allegedly carried out the violation.

If the person who carried out the violation should be the Chairman or the Vice Chairman of the BOD, the SB makes a brief investigation, the outcome of which is forwarded to the Chairman of the Board of Auditors, who will take the most appropriate measures after having carried out the necessary investigations, and will inform the SB.

The SB periodically sends (every six months) a brief *report* on the activity it carries out to the Board of Directors and the Statutory Auditors and, if it deems adequate, to the auditing firm.

Every year, moreover, the SB sends a written *report* on the degree of implementation of the Model to the Board of Directors.

Collection and storage of information

The SB prepares a specific *database*, which may be software or printed, in which every *report* and information is logged according to this document, for a period of 10 years. Without prejudice to the compliance with the provisions concerning the confidentiality of personal data and the rights it guarantees in favour of the persons concerned.



Access to the *database* is only allowed to the SB.

Legislative Decree no. **231/2001** Organisation, management and control model pursuant to

Training and informing all the personnel
including individuals in managerial positions

The Company intends to guarantee proper and complete knowledge of the Model and the contents of Legislative Decree no. 231/2001 and the deriving obligations.

Training and informing is managed by the relevant (according to the proxies held) board members assisted by the SB, in close coordination with the managers of the areas/departments involved in applying the Model.

Such training and informing is also extended to all those who, although they do not belong to the company, operate in the interest and/or for the benefit of the Company.

However, only communications and training concerning the Code of Ethics involves third parties.

The adoption of this document is communicated to all persons working for and on behalf of PANINI S.p.A. at the time of its adoption.

New employees are given a set of information that contains the Model, the Code of Ethics and the text of Legislative Decree no. 231/2001, with which they are guaranteed the knowledge considered of primary importance.

Standard contractual clauses are included in the contracts signed with third parties, which bind them not to adopt behaviour that is not in line with the principles of behaviour and ethical values which guide the Company.

Continuous training and updates are organised by the SB, by means of mandatory regular meetings, which are modulated in content and



frequency, according to the qualification of the recipients and the role they have.

If deemed necessary by the SB, external professionals will participate in the meetings who have specific expertise on offences attributed to the Company, the analysis of the procedures and the organisational processes, as well as the general principles on legislation concerning *compliance* and the related checks.

It is the responsibility of the SB to establish a specific section of the newly-formed company intranet, dedicated to the topic and updated periodically, in order to enable stakeholders to know any changes, additions or implementations of the Model and the Code of Ethics in real time.

The establishment of the intranet section will be subject to its practical feasibility within the Group intranet (STRANET).

Selection of external contractors and partners - outsourcer

Upon the proposal of the SB and decided upon by the BOD (*or rather* its relevant entities), can be established within the Company's specific evaluation systems for the selection of representatives, consultants and the like as well as *partners* whom the Company intends to form a partnership with and intended to cooperate with the company in carrying out the activities that are most exposed to the risk of an offence being committed.

Disciplinary System

This disciplinary and penalising system, which is an integral part of the Organisational Model of PANINI S.p.A. (hereinafter PANINI), is adopted by



the Board of Directors pursuant to Art. 6, par. 2, lett. e) and Art. 7, par. 4, lett. h) of Leg. Decree 231/2001.

This is aimed at defining the penalties for non-compliance with the principles in the Code of Ethics-Part III (hereinafter "Code of Ethics") of PANINI, as well as the requirements in the Organisational Model adopted by the Company itself. The Code of Ethics and the Organisational Model are part of the PANINI prevention system of offences from which administrative liability derives Leg. Decree no. 231/2001 (hereinafter Preventive system).

The application of disciplinary measures and penalties disregards the start-up and the outcome of any criminal proceedings, as the rules of conduct imposed by the Preventive system are adopted by PANINI fully independently and regardless of the type of offence that the violations of the Preventive system may determine.

Disciplinary measures against employees

The behaviour of the Employees (executives, managers, employees and workers) in breach of any rule of conduct deduced by the Preventive system are called "disciplinary offences".

The applicable penalties against Employees fall within the provisions of the Company's disciplinary rules in accordance with the procedures provided for in Article 7 of the Workers Statute and, with regards to the managers, the employees and the workers, the national labour contract in force of the graphic companies and the like and the publishing companies, including multimedia.



The disciplinary measures against Employees and any request for damages are proportionate to the behaviour and disciplinary consequence, in relation to:

- the level of responsibility and autonomy of the Employee;
- possible previous disciplinary action, which may even be unrelated to the breach of the Preventive System, against the same person;
- the intentional behaviour;
- to the severity of the behaviour itself;
- to the other special circumstances in which the behaviour in breach of the Preventive system began.

Any breach of the obligations imposed by the Preventive system constitutes an infringement. In any case, the following are infringements of the Preventive system in order of severity:

- offences committed which may derive from the administrative liability of the entities Legislative Decree no. 231/2001;
- the principles of the Code of Ethics being violated;
- the violation of the rules in the procedures of the Organisation Model, the intended SB inspection activities being hindered and the omission of the intended activities;
- not attending the training;
- the omission of actions for the Preventive system.

If several infringements are committed with a single act, punishable with different penalties, the most serious penalty is applied.

Workers who violate the internal procedures established by the Preventive system or while carrying out activities in the areas at risk adopt a behaviour that does not comply with the requirements of the System itself, incur the following disciplinary actions:

- a) verbal or written warning;



- b) a fine of up to three hours of normal work;
- c) up to three days suspension from work;
- d) dismissal without notice.

Employees who violate the internal procedures established by the Preventive system or while carrying out activities in the areas at risk adopt a behaviour that does not comply with the requirements of the System itself, incur the following disciplinary actions:

- a) verbal warning;
- b) written warning;
- c) a fine that does not exceed three hours pay;
- d) suspension from work with the relevant deduction of pay for a period not exceeding 5 days.

If the employee has breached any of the above, the Company may impose the precautionary non-disciplinary suspension of the worker with immediate effect for a period not exceeding five days. If the Company decides to proceed with dismissal, this will be effective from when the decision is taken.

All the above measures shall be adopted:

- with regards to workers and employees, by the Human Resources Manager of the Company, in consultation with the Supervisory Board and discussed with the immediate superior of the Employee who committed the offence;
- with regards to senior personnel, by the Managing Director, in consultation with the Supervisory Board.

In relation with senior personnel, considered the relationship of trust that binds this type of Employee with the Company, the disciplinary measures can only cover serious misconduct or repeat offenders and will be adopted in accordance with the provisions of the law and the national labour



contract in force of the executives of the companies producing goods and services. Disciplinary measures therefore involve:

- suspension from work without pay for up to three days, if the violations do not compromise the relationship of trust;
- the dismissal of the manager for a just cause, in case of the Organisational Model being violated, which precludes the employment relationship from continuing even temporarily. If the employee has breached any of the above, the Company may impose the precautionary non-disciplinary suspension of the worker with immediate effect. If the Company decides to proceed with dismissal, this will be effective from when the decision is taken.

Without prejudice, in accordance with the legal requirements in force and those of the national labour contract, any right of the Company with regard to any claim for damages caused to it by the person who breached the Preventive System.

Penalties against Directors and Auditors

If a member of the Board of Directors or the Board of Auditors violates the procedures of the Preventive system or while carrying out activities in the areas at risk, adopts a behaviour that does not comply with the requirements of the System itself, the SB shall inform the Board of Directors and Board of Auditors.

If it is a slight irregularity, the Board of Directors, in consultation with the Supervisory Board and having discussed the matter with the Board of Auditors, imposes a written warning on the person/s who committed the breach.

If it is a more serious irregularity, the Board of Directors and/or the Board of Auditors call for a General Meeting with the Shareholders, who:



- can revoke the mandate of the administrator who committed the breach of the Preventive system;
- can apply to the Court to revoke the mandate of the auditor who committed the breach.

Without prejudice to any right of the Company with regard to any claim for damages caused to it by the person who breached the Preventive System.

Disciplinary measures against external contractors and partners

If an External Collaborator (consultant, supplier, representative of the Company in general) or a Partner of PANINI breach the requirements and procedures referred to in the parts of the Preventive System in a specific contractual clause, the person who signed the contract for PANINI S.p.A. containing the violated clause or, if the latter is impossible, pursuant to the activation of the provisions in the clause, the Managing Director adopts the provision of a written warning, the fine or termination of the contract against the person who committed the breach, depending on the severity of the breach committed.

Without prejudice to any right of the Company with regard to any claim for damages caused to it by the person who breached the Preventive System.

Register of Persons who have violated the Preventive System

The list of persons, internal and external to the Company, who have been subjected to disciplinary measures or penalties is held by the SB. The registration of the persons expelled from the Company or whose contract has been terminated and therefore determines the exclusion from new relationships being formed with the Company itself, unless otherwise decided by the Board of Directors following a written opinion from the SB.



