



LEAFSPACE

Code of Ethics

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I FOREWORD

The Code of Ethics may be defined as the **Constitutional Chart of the Company**, a charter of rights and duties that lays down the ethical-social responsibilities of every individual who takes part in the corporate organisation.

Activities, therefore, must be guided every day by values such as transparency, commitment, business ethics, constant research aimed at harmonizing innovation and reliability, respect and sense of responsibility towards ourselves, others, and the natural environment.

No Code, however, can address every single situation individuals are called to face in the performance of their activities. Observance of the law must, therefore, be a prerequisite, and not the exclusive requirement behind our actions, as every business decision and all relevant conducts must be based on rules that are above all ethical, and accompanied by an attitude of responsibility, fairness, and common sense.

The Code of Ethics is also a tool that is available to businesses to prevent those who act in name and on behalf of the Company to engage in irresponsible or unlawful conducts.

The Code of Ethics is the primary tool to implement ethical values within Leaf Space S.r.l. (hereinafter "**Leaf Space**" or the "**Company**") and an instrument to ensure a fair and effective management of transactions and human relations, to promote the reputation of the Company so as to build confidence, internally and externally.

The standards of the Code of Ethics apply to all, indistinctly, irrespective of position or hierarchical level, and their violation will entail the adoption of disciplinary measures and actions.

II THE COMPANY

The values that guide Leaf Space in its activities are

- **Observance of the laws and regulations in place:** the Company's first and foremost principle is compliance with the laws and regulations in place.
- **Reliability and focusing on results:** the Company pursues the attainment of results by being constantly engaged in setting out plans, monitoring its management, and generating concrete results.
- **Health and Safety:** the Company guarantees the health and safety of its employees, associates, and consultants, and working conditions that respect the dignity of each individual, in addition to safe and healthy work environments, in compliance with the regulations applicable.
- **Protection of the natural environment:** the Company promotes, precisely because of its business activity, respect for the environment, intended as a shared resource to be protected, to benefit the whole of the community and future generations, with a view to sustainable development.
- **Experience:** the Company makes available to its customers its experience to best meet their needs.
- **Focus on people:** the Company firmly believes that no machine can ever replace the added value that people bring to the Company. For this reason the Company holds the value of individuals as the expression and foundation of its culture and attitude.

III SCOPE OF APPLICATION

The principles and rules of conduct of the Code of Ethics are binding on the top management, all the individuals who are affiliated with the Company under employment contracts ("**Employees**"), collaborators, consultants, and anyone who act in name and on behalf of Leaf Space irrespective of

the nature of their relationship, including temporary, with the Company (hereinafter, collectively, the “**Recipients**”)

The Recipients must additionally be available to undergo, according to and in line with the provisions of the laws applicable and the Company’s internal procedures, the checks and inspections arranged by the Company.

The Recipients are furthermore under obligation to

- a) abstain from conducts that are contrary to the provisions of the Code of Ethics;
- b) contact line managers and/or the Company's functions/bodies tasked with such duties in case of need for clarifications on how to apply the provisions of the Code of Ethics;
- c) promptly report to line managers and/or the Company’s functions/bodies tasked with the duty to receive reports on
 - any information, whether obtained directly or reported by third parties, concerning possible violations of the rules of the Code of Ethics;
 - any request they may have received to infringe the rules of the Code of Ethics;
- d) collaborate with the Company's functions tasked with the duty to verify possible violations of the provisions of the Code of Ethics, providing, to such end, the information requested.

The Recipients may not conduct personal investigations or report information to other parties other than the ones listed under point c) above.

Furthermore, Leaf Space asks all suppliers and partners to adopt a conduct consistent with the principles and provisions of this Code of Ethics.

IV GENERAL PRINCIPLES

In the performance of daily activities, Leaf Space acts in compliance with the principles of liberty and dignity of the human person.

Leaf Space is committed to keep its environment free from any discrimination or harassment relating to gender, race, language, personal and social conditions, and religious and political beliefs.

Leaf Space recognises that human resources constitute a fundamentally important element to its development. The management of human resources is based on respect for individual personalities and professional skills, within the general framework of the laws and regulations in place.

IV.1 BUSINESS ETHICS

In the performance of its daily activities, the Recipients must act with diligence, moral integrity, and fairness, making the best use of the tools in their possession.

In particular, Recipients are called to

- a. adopt at all times a *conduct in line with the principles of loyalty and good faith* towards the Company, superiors, colleagues, and collaborators, engaging in conducts based on mutual collaboration;
- b. ensure that every business transaction is taken *in the interest of Leaf Space* and not in one’s own personal interest or in the interest of third parties. In particular, any employees who should find themselves in a situation of conflict of interest, whether personal, financial, family-related, or of any other nature, including only potential, must inform their superiors, abstaining, thereafter, from engaging in any act that may harm the interests of the Company or that is liable to give rise to a conflict of interests.

In order to prevent situations where the individuals involved in a transaction have, or may appear to have, a conflict of interests with the Company, Leaf Space prohibits corrupt practices, unlawful favours, collusive behaviour, solicitations, either made directly and/or through third parties, to receive personal or career advantages for oneself or for others, and other similar behaviours.

- c. guarantee the *integrity of information*: the information handled within one's own sphere of responsibility must be processed and communicated in a complete, accurate, and truthful manner.
- d. safeguard the *confidentiality of news and information* learned in the performance of one's own functions, and prohibition from using or disseminating, to one's own advantage or to the advantage of third parties, the privileged information obtained in the performance of one's own duties.

IV.2 RESPONSIBILITIES

Continuous improvement is first and foremost the result of responsible cooperation, which can be attained through personal and active cooperation between the various areas of the Company and between the collaborators and staff of each single division. Actions, at all levels and degrees of responsibility, must be mutually aimed at the attainment of the best possible product, fostering the sharing of the Company's mission.

Anyone who has a leading or managing position must lead by example, provide leadership and guidance in compliance with the principles contained in the Code of Ethics; their behaviour must furthermore demonstrate to their colleagues that observance of the Code of Ethics is a fundamental requirement for everyone's work and for the attainment of business results.

IV.3 TRANSPARENCY AND HONESTY

Each Recipient has the duty to operate with transparency, providing their collaborators, superiors, and suppliers authentic, essential, and truthful information in regard to the performance of the tasks within their competence.

Honesty is the fundamental principle for all of Leaf Space's activities, its initiatives, reports and communications, and it constitutes an essential element in the Company's management.

IV.4 PROFESSIONALISM

Leaf Space gives paramount importance to the value of professionalism, and consequently asks the Recipients to operate at all times with the professionalism and degree of diligence required by the nature of the duties entrusted and the functions carried out, making every effort towards the attainment of the objective assigned.

IV.5 HUMAN RESOURCES

Leaf Space's focus on people is daily expressed in the creation of a positive working environment, where each has the chance to develop and grow in their skills and competences. Leaf Space bases its relationship with its employees on principles such as loyalty and trust.

Leaf Space is committed to spreading and consolidating a culture of safety by increasing every collaborator's awareness of risks and promoting responsible behaviour.

The Company pursues the objective of maintaining and fostering a positive working environment, inspired by the protection of liberty and the dignity and inviolability of individuals, and by fairness in interpersonal dealings.

The Company condemns the practice of hiring and consequently utilising workers from Third Countries without a valid residence permit, and

ensures that such practice is not pursued by its own suppliers and commercial partners.

IV.6 COMMUNICATION

The Company recognizes the primary role of *effective and clear communication* in dealings within and without the Company.

The information provided to parties outside the Company must be coordinated at Company level and handled exclusively by staff who are tasked with communication duties. Any conducts and actions contrary to this principle shall be subject to disciplinary measures as laid down in the Code of Ethics, contracts, and applicable laws.

IV.7 TRANSPARENCY AND TRACEABILITY

Leaf Space operates in compliance with the principle of transparency and traceability. Every action and transaction carried out by the Company must be supported by suitable records.

The activities and actions carried out by the Recipients within the scope of their working duties must be documented in compliance with the applicable provisions of law, through accurate, complete, and reliable documentation, and, where required by the law and the accounting principles applicable, they must be promptly and accurately represented in accounting records.

Said documentation must be such as to allow, when audits are carried out, the identification of the characteristics of and the reasons for a specific transaction and of the individuals who , respectively, authorised, carried out, and/or recorded the transaction.

In addition, to ensure compliance with the rules set out in the Code of Ethics, the responsibility to grant authorisation to carry out a specific transaction must be in the hands of a person other than the person who carries out, checks, and records the transaction.

IV.8 ANTI-MONEY-LAUNDERING

Leaf Space acts in compliance with national and international laws and provisions against money laundering, and asks the Recipients to abstain from carrying out any operation that may contribute to the transfer, replacement, or any other form of use of unlawful profits or which may in any way hinder the identification of money, goods, or other values originating from criminal activities.

IV.9 ANTI-CORRUPTION

Leaf Space considers corruption an obstacle to efficiency and healthy competition, and disapproves any form of behaviour that is in conflict with such values.

Therefore, observance of this Code of Ethics and of the laws in force constitute one of the key principles in the exercise of Leaf Space's activity. All Recipients are required to act with transparency, honesty, integrity, fairness, and loyalty.

V RULES OF CONDUCT

V.1 LEAF SPACE AND THIRD PARTIES

In dealings with customers, suppliers, political institutions, the Public Administration, and , more generally, with Third Parties, the Recipients must not promise, accept, or offer any gifts, presents (whether direct or indirect) and acts of courtesy that have a quality or a value exceeding normal commercial practice, local customs, and ordinary courtesy, or that may in any way be aimed at obtaining preferential treatments or other undue advantages, in respect of the business activities ascribable to Leaf Space.

Should any gifts, presents, advantages or acts of courtesy or hospitality be offered or promised to the Recipients, the latter should inform without delay the competent Company's bodies, who will

decide whether or not what is being offered or promised may be accepted.

Recipients must not offer or promise - and when asked to do so they must without delay inform the competent Company's bodies of such circumstance - to any customer, political institution, Public Administration and Third Parties in general any gifts, presents, advantages (whether direct or indirect) and acts of courtesy or hospitality that exceed the above limits or have the above characteristics.

It is furthermore prohibited to hire as employees or stipulate consultancy or other type of contracts with public officials, or employees in the public or private sector (or their co-habitants, spouses, relatives or next of kin within the first degree of kinship) who personally and actively took part in a business negotiation that involved the Company or who participated in endorsing the requests made by the Company to the Public Administration or private undertaking.

V.1.1 DEALINGS WITH INSTITUTIONS AND PUBLIC OFFICIALS

Leaf Space's dealings with national, Community, and international public institutions (“**Institutions**”), and with public officials or persons entrusted with public offices, or with bodies, representatives, agents, spokespersons, members, employees, consultants, persons entrusted with public functions or services, of public institutions, public administrations, public bodies, including economic, of public entities or companies including local, national, or international (“**Public Officials**”) are handled by each Recipient, irrespective of their function or assignment, in compliance with the laws in place and the principles defined in this Code of Ethics, and based on the general criteria of fairness and loyalty.

The Recipients abstain from making false declarations to the Judicial Authority or to induce

third parties to make false declarations to the Judicial Authority for the purpose of steering said Judicial Authority’s decision to their advantage.

Each Recipient is therefore under obligation to operate in all conscience and render their declarations, where requested, accurately and without omissions.

V.1.2 DEALINGS WITH SUPPLIERS, COMMERCIAL PARTNERS, AND CONSULTANTS

Leaf Space asks his suppliers, Commercial Partners, and external consultants to comply with ethical and environmental principles consistent with those of Leaf Space, holding this aspect to be of fundamental importance for the creation and continuation of a business relationship. Every supplier, Commercial Partner or consultant must be informed without delay of the existence of the Code of Ethics and of the commitments and obligations imposed on third parties under said Code.

The selection of suppliers, Commercial Partners and consultants, and the laying down of the purchasing terms and conditions are based on an objective assessment of the quality, price, and ability to provide and guarantee the provision of goods and service at an adequate standard. Leaf Space’s reference requirements are

- the professionalism of the third party;
- the availability, suitably documented, of means, including financial, organised structured, planning skills and resources, know-how, etc.
- the existence and actual implementation of quality systems within the company, suitable to also ensure the capacity to operate safely.

In handling dealings with suppliers, Commercial Partners, and consultants, the Company undertakes to pay compensation exclusively based on the services indicated in the contract,

and to make no payments to persons other than the contractual counterparty.

V.2 LEAF SPACE AND DEALINGS WITH EMPLOYEES AND COLLABORATORS

Acting with integrity towards Employees and Collaborators means recognizing that they represent a resource for Leaf Space.

To this end, the Company assesses the contribution of each single individual and is committed to treat each with due respect, and particularly

- by maintaining confidentiality on documents and information of the Recipients in compliance with privacy laws and regulations;
- by acting at all times with the intent of creating a working environment free from any form of discrimination based on race, ethnic origin, gender, political and religious beliefs, age, and sexual preference;
- by offering equal opportunities to all with respect to hiring, compensation, training, promotions, and other employment conditions;
- by not tolerating and punishing any form of harassment, including verbal or physical conducts that constitute humiliation or threat.

The Company asks each Recipient to carry out their work activity in suitable physical and mental conditions, and to personally contribute to maintaining a working environment that is respectful of the feelings of others. In the performance of work activities and within working spaces, any abuse of alcoholic substance, the assumption of psychotropic or narcotic substances or the exchanging, for any reason whatsoever, of any narcotic substances during the performance of the work activity shall be considered a deliberate violation of the principles of this Code of Ethics. The Company undertakes to

conduct the checks prescribed under the applicable laws and regulations.

V.2.1 OBLIGATIONS OF THE EMPLOYEES AND COLLABORATORS OF LEAF SPACE

The Employees and Collaborators of Leaf space undertake to

- observe the provisions of law concerning the duties of workers and the collective bargaining agreements adopted within the Company;
- act in line with the values and principles of the Code of Ethics;
- adopt and maintain highly professional conducts with respect to the Company;
- protect the interests of the Company;
- be guided, in the performance of work duties, by principles of transparency, fairness, honesty, and professionalism, both internally and outside the Company;
- assume their role responsibly and comply with the directives imparted by superiors, adopting, in particular, all the health and safety measures indicated by the Company.

The failure to comply with or the breach of such obligations and of the principles contained in the Code may give rise to the application of disciplinary measures, as laid down in paragraph VII below.

V.2.2 USING THE COMPANY'S ASSETS

Every Recipient must exercise all due care and diligence to protect the Company's assets, by acting responsibly and in line with the operating procedures laid down to regulate the use thereof, documenting their use, where required. Every Recipient is responsible for protecting the resources entrusted and has the duty to promptly inform the Company's structure assigned to such task of any threats or events that may be harmful to the Company or its assets.

The Recipients and other persons who are under obligation to abide by the rules of this Code of Ethics are prohibited from altering in any manner whatsoever the functioning of any electronic or telecommunication system or interfere in any way and without authorisation with the data, information, or programmes contained in one of the above systems.

V.3 HEALTH, SAFETY, AND ENVIRONMENT

Leaf Space considers the issues connected to the environment and safety to have an essential value to the Company, including in consideration of the sector it operates, and contributes constructively to ecological sustainability.

In the awareness that it carries out an activity in the service of the environment, as an asset of collective interest, Leaf Space is committed to minimising the environmental impact of its services.

The operating management of all activities must be guided by criteria of environmental protection and energy efficiency, pursuing the improvement of the health and safety conditions in the workplace.

Technological research and development must be dedicated in particular to the promotion of products, services, and processes that are as compatible as possible with the environment and with the health and safety of operators.

The Recipients and other persons under obligation to comply with the provisions of this Article, each within the scope of their work duties and functions, take part in the process of risk prevention, protection of the environment and protection of the health and safety with respect to themselves, their colleagues, and third parties.

V.3.1 PROTECTION OF HEALTH AND SAFETY IN THE WORKPLACE

With regards to protection of health and safety in the workplace, Leaf Space

- implements the measures required for the protection of the health and physical integrity of its employees and collaborators, adopting corporate organisation models based on the constant improvement of the health and safety of the workplace;
- complies with the principles of health and safety in the workplace in organising work, in designing work places, and in selecting work equipment;
- abides by the applicable safety laws and regulations;
- undertakes to eliminate risks, and where this is not possible, to minimise such risks on the basis on the knowledge in reference to technological process;
- in order to implement its workplace safety policy, Leaf Space curates on-going training and awareness-raising initiatives for its management and all the members of staff with regard to safety issues, undertaking to implement and spread a culture of safety.

Each Recipient must give great care in the performance of their work activity, strictly abiding by all the safety and prevention measures set out, in order to prevent any possible risk for themselves, colleagues, collaborators and the entire community.

V.3.2 ENVIRONMENTAL PROTECTION

With respect to the environment the Company

- adopts measures that are suitable to limit and - where possible - erase the negative impact of its business activity on the environment;
- plans the accurate and constant monitoring of the scientific progress and changes to the

legal framework concerning the environment;

- promotes production policies that harmonise the economic development and value-creation needs that characterise the Company's business activity, with the need to respect and protect the environment, spreading a culture of risk-prevention in regard to environmental risks.

V.4 ECONOMIC AND FINANCIAL RESOURCES

Leaf Space carries out its activity in full compliance with foreign currency provisions and existing laws. In particular, the Recipients and the other persons who are under obligation to comply with the rules of this Code of Ethics undertake to check beforehand the available information concerning commercial counterparties, suppliers, and consultants, in order to verify that they are reputable and that their activities are legal; the Recipients furthermore undertake to operate in manners such as to prevent being implicated in transactions that may even only potentially be liable to favour the laundering of money originating from unlawful or criminal activities, acting in full compliance with primary and secondary anti money-laundering laws and regulations.

In the management of economic and financial resources, the Recipients must adopt conducts inspired on the principles of transparency, accuracy, and completeness of accounting information, so that

- every transaction is recorded accurately, and that it is also authorised, verifiable, legitimate, consistent, and congruous;
- the economic and financial situation and the assets and liabilities published are truthful, accurate, and timely.

VI IMPLEMENTING REGULATIONS

VI.1 SUPERVISORY BODY

The Supervisory Body of the Company (hereinafter, the “**SB**”) is vested with the powers, tasks, and duties set out in the Organisational Model under Legislative Decree No. 231/2001.

The SB has the authority to receive requests for clarifications, complaints, or news of potential or actual violations of this Code. In line with the laws and regulations in place, any information obtained in such manner shall be maintained strictly confidential.

VI.2 REPORTS AND WHISTLEBLOWING

The Company promotes the prevention and investigation of any unlawful conduct or any conduct conflicting with the Code of Ethics, and encourages the Recipients to promptly report to the SB any unlawful conduct or any conduct in conflict with the Code of Ethics they may learn on account of their dealings with the Company, following the process laid down in paragraph 9.6 of the General Part of the Company's Organisational and Management Model.

Except for cases of liability for slander or defamation, or for slander and defamation under Article 2043 of the Civil Code, a Recipient who reports in good faith to the SB any unlawful conducts, or conducts contrary to the Code of Ethics, of which they have gained knowledge on account of their dealings with the Company, cannot be subject to punishment.

VI.3 PENALTY SYSTEM

This Code of Ethics contains principles and rules of conduct which compliance is considered fundamental by Leaf Space. The Company, through the bodies and functions assigned with such duties, will impose, coherently, impartially, and uniformly, disciplinary measures proportionate to the violation of the Code of Ethics, consistently with the penalty systems set out by the provisions of law applicable from time to time.

VI.3.1 EMPLOYEES AND DIRECTORS

the failure to comply and/or the violation of the rules of conduct laid down in the Code on the part of the Company's employees constitutes a breach of the obligations arising out of the employment relationship and gives rise to the application of disciplinary measures.

These measures shall be applied in compliance with the provisions of law and shall be proportionate to the seriousness and the nature of the facts.

In case of employment relationships, a violation constitutes a breach of the obligations laid down pursuant to and by effect of Article 2104 of the Civil Code and/or a criminal and/or disciplinary offence, with all consequences of law and arising out of the Collective Agreement.

In case of violation of the rules of this Code by employed workers, the Company shall adopt disciplinary measures proportionate to the violations committed and in line with the current provisions of law on the framework of employment relations, following the regular completion of the disciplinary procedure established under Article 7 of Law No. 300/1970.

In the most serious cases, and in compliance with the applicable provisions of law and under the

Supervisory Body of Leaf Space S.r.l.	
E-mail	odv@leaf.space
Traditional Mail	To the address Leaf Space S.r.l. Attn: Supervisory Body Via Giacomo Leopardi 7, 20123 Milan, Italy

terms and conditions of the Collective Contract, a violation may give rise to the termination of the employment relationship for just causes, when the violation was carried out by an employee.

The investigation of the above violations, the management of the disciplinary procedures, and the imposition of disciplinary measures are the exclusive responsibility of the Company's functions tasked with and delegated to such duties.

In case of violations of the Code of Ethics on the part of directors, this circumstance must be communicated to the Board of Directors so that it may take the opportune actions in accordance with the law.

VI.3.2 COLLABORATORS, CONSULTANTS, ETC.

Any conduct adopted by Collaborators, Consultants, or other parties who are parties to agreements in place with the Company, in violation of the provisions of this Code of Ethics, shall also lead to the termination of said contractual relationships, without prejudice to Leaf Space's right to claim compensation where such conduct gives rise to damages suffered by the Company.

VI.4 COMMUNICATION OF THE CODE OF ETHICS

Leaf Space informs all the Recipients of the provisions and the application of the Code of Ethics, and recommends the observance thereof.

The Company takes care to

- disseminate the Code of Ethics with the Recipients;
- interpret and clarify its provisions;
- check that the Code of Ethics is effectively implemented;
- update the provisions of the Code of Ethics in respect of any requirement that may emerge from time to time.

The Code of Ethics shall be brought to the knowledge of the third parties who receive assignments by Leaf Space or have any lasting relationship with Leaf Space, by publishing the Code on Leaf Space's website.

VII VALIDITY OF THE CODE AND HARMONISATION WITH THE COMPANY'S PROCEDURES

The Code of Ethics was approved by the Board of Directors of Leaf Space of 21 April 2021.

Any future updates, due to legislative changes or the evolution of public awareness, shall be approved by the Board of Directors and disseminated without delay with all its Recipients.

The Code of Ethics does not replace the current and future Company procedures, which continue to be valid to the extent that they are not in conflict with the Code of Ethics.

Declaration of acknowledgement

The undersigned declares to have received, read, understood, and accepted this Code of Ethics.

Signature

Date



LEAFSPACE

Organisation, Management, and
Control Model pursuant to
Legislative Decree 231/2001

REV.	DATE	APPROVED	NOTES
1.0	21/04/2021	Board of Directors	

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DEFINITIONS:

For the purposes of the Organisation, Management, and Control Model, unless otherwise specified, the terms listed below shall have the meanings assigned to them as follows:

- **Code of Ethics:** document containing the ethical principles by which the Company is guided in the performance of its activities.
- **Legislative Decree** Legislative Decree No. 231 of 8 June 2001, titled “*Regulations On The Administrative Liability Of Legal Persons, Companies And Associations Including Without Legal Personality, under Article 11 of Law No. 300 of 29 September 2000*” published in Official Gazette No. 140 of 19 June 2001 and ensuing amendments and supplements including Law 146/2006 which, under Article 10, invokes the application thereof.
- **Recipients:** all the parties to whom this Organisation Model is intended and who are held to compliance thereof.
- **Entity (or Company):** legal person, company, or association, including without legal personality. In this Organisation Model, **Leaf Space S.r.l.** (hereinafter also referred to as «**Leaf Space**» or the «**Company**»).
- **Organisational Model:** Organisation, Management and Control Model adopted by the Company, as laid down in Articles 6 and 7 of the Legislative Decree, intended as the organic set of principles, rules, provisions, organisational systems, and the responsibilities and tasks connected thereto, aimed at preventing the commission of the offences established under said Legislative Decree. In particular, the term Organisational Model shall be intended to mean, collectively, the General Part and the 231 Procedures.
- **Supervisory and Control Body (SB):** Body prescribed under Article 6 of the Legislative Decree, with the task of supervising the operation of and compliance with the Organisational Model, and curating the updating thereof.
- **Principles of Conduct:** general principles of conduct the Recipients must abide by in the performance of the activities set out under the Organisational Model.
- **Processes subject to Risk:** business processes or phases, which performance may give rise to unlawful conducts (crimes or administrative offences) as per the Legislative Decree.
- **Protocol (PT):** specific procedure containing the operating processes and the parties involved in the Processes subject to risk.
- **Crimes:** crimes or administrative offences which, when committed, may expose Leaf Space to administrative liability under the Legislative Decree.
- **Reporting Party:** whoever witnesses or learns of a **Violation** committed by the **Recipients** of the **Organisational Model** and decides to report on such violation.
- **Reported Party:** person reported by the **Reporting Party** to have committed the **Violation** or suspect **Violation**.
- **Report:** communication relative to the reasonable and legitimate suspicion or the knowledge of **Violations** committed by the **Recipients** of the **Organisational Model**.

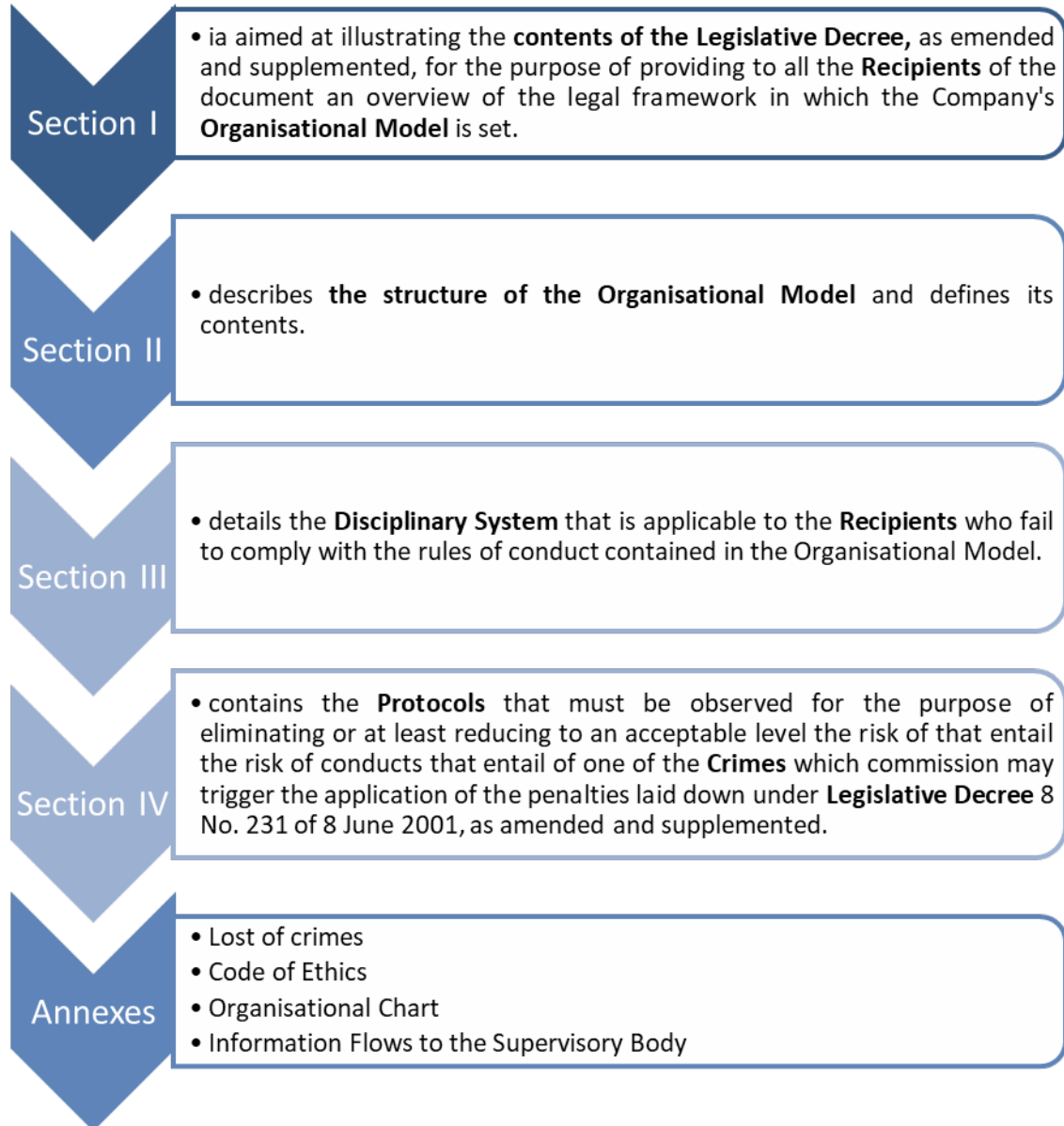
- **Disciplinary System:** set of disciplinary measures set in respect of Recipients who fail to comply with the Principles of Conduct and the operating processes of the Organisational Model and/or the Code of Ethics.
- **Third Parties:** persons who are “external” to the Company and who are parties to agreements in place with the Company (including, but not limited to, consultants, clients, and partners).
- **Top Management (also referred to as Senior Management):** President, Chief Executive Officer and other members of the Board of Directors.
- **Violation:** any action contrary to the principles and rules laid down in the **Organisational Model** and/or the **Protocols** or any unlawful conduct under the **Legislative Decree**.

Any definition of terms defined in their singular form are intended to apply to their plural form where the context requires it, and vice-versa. All the definitions in this Article and within this document shall also apply when used in the Protocols.

STRUCTURE OF THE DOCUMENT

This document has the objective of illustrating the building elements of the **Organisational Model of Leaf Space**.

It includes four sections, which contents are summarised below.



SECTION I

1 LEGISLATIVE DECREE NO. 231/2001

Legislative Decree No. 231 of 8 June 2001 introduced a framework of administrative liabilities of **Entities** into the Italian legal system.

The enactment of the **Legislative Decree** is part of a context of national legislation for the implementation of international obligations.

The original text, which referred to a series of crimes committed against the public administration, was supplemented by later legislative act that broadened the categories of unlawful acts which commission can entail the administrative liability of Entities. In addition, Law No. 146/06 establishes that **Entities** are subject to liability in the event of commission of specific crimes (known as Transnational Crimes).

The **liability of the Entity** - similar to criminal liability - arises by way of connection upon the commission, by a person who is linked through a functional relationship with said **Entity**, of one of the **Crimes** expressly listed in the **Legislative Decree**.

The liability of the **Entity** may be held to apply when the **Crimes** are committed **in its interest or to its advantage**, whereas it is excluded where the author of said Crimes has acted in his or her own exclusive interest or in the interest of third parties.

The functional relationship linking the author of the **Crime** to the Entity may arise out of the author's role as representative, employee, or collaborator with the Entity, within the limits set out in the **Legislative Decree**.

Where the author of the **Crime** is a natural person who has powers of representation, administration, leadership, or control over the **Entity** or one of the Entity's organisational units with financial and functional autonomy, or a person who exercises, including *de facto*, the management and control of the Entity, there is a presumption of liability upon said Entity. This is in consideration of the fact that such natural person expresses, represents, and carries out the **Entity's** management policies.

There is no presumption of liability against an **Entity** where the author of the **Crime** is an individual who is subject to the leadership or oversight of one of the persons listed above. Therefore, an act carried out by a subordinate person entails the liability of the **Entity** only when the commission thereof is found to have been made possible by the Entity's failure to comply with its leadership and oversight obligations.

The (administrative) liability of the **Entity** is additional to the (criminal) liability of the natural person, and does not replace it. The substantive autonomy of such form of liability emerges from the fact that the **Entity** is held to be liable for a crime including when the author thereof has not been identified or cannot be held liable, or when the crime is extinguished for reasons other than amnesty. The criminal liability of the natural person continues to be subject to common criminal law.

The Legislator established a **penalty system** which is characterised by the application of a penalty, typically a fine, upon the natural person or entity.

In addition to the fine, some cases require the application of disqualification penalties, such as disqualification from exercising the activity, the suspension or revocation of authorisations, licences or concessions functional to the commission of the offence, the prohibition on contracting with the Public Administration, the exclusion from forms of relief, loans, contributions or subsidies, the revocation of any previously granted forms of relief, loans, contributions or subsidies, and the prohibition on publicising goods or services.

In addition to the above fines and disqualification, penalties may also include confiscation (ordered as part of the conviction) of the price or profit of the crime (including “by equivalence”), and, in specific cases, the publication of the conviction.

The Legislator furthermore established that such disqualification measures - when there are serious indications of the **Entity's** liability and grounded and specific elements that lead to believe that there is a danger for similar unlawful acts to be committed - may be applied, on request by the Public Prosecution, including as a precautionary measure, as early as in the investigation stage.

When certain specific conditions are in place, the Judge, when ruling to apply a disqualification measure that would cause the Entity’s activity to be suspended, may appoint a commissioner to oversee the continuation of said activity, for a period having the same duration as the disqualification measure that would have been applied.

The **Legislative Decree** also applies to foreign companies that operate in Italy, irrespective as to whether or not said companies’ country of residence has rules in place that regulate the same matter in a similar manner.

2 CRIMES THAT GIVE RISE TO THE ADMINISTRATIVE LIABILITY OF ENTITIES

The crimes that may give rise to the administrative liability of entities (also known as “predicate crimes”) are expressly listed in the **Legislative Decree** and in some legislative measures that extended the scope thereof:

- **undue receipt of payments; fraud to the detriment of the State, a public entity or the European Union or perpetrated to obtain public payments; computer fraud against the State or a public entity, and fraud in public procurement** (Article 24 of Legislative Decree 231/2001)
- **cybercrimes and unlawful processing of data** (Article 24-bis of Legislative Decree 231/2001);
- **organised crime** (Article 24-ter of Legislative Decree 231/2001);
- **embezzlement, malfeasance in office, undue inducement to give or promise items of value, corruption and abuse of office** (Article 25 of Legislative Decree 231/2001);
- **forgery of money, money values having legal tender or revenue stamps and instruments or distinctive signs** (Article 25-bis of Legislative Decree 231/2001);
- **crimes against industry and commerce** (Article 25-bis.1 of Legislative Decree 231/2001);
- **corporate crimes** (Article 25-ter of Legislative Decree 231/2001);
- **felonies committed for purposes of terrorism or designed to subvert democracy** (Article 25-quater of Legislative Decree 231/2001);

- **practices of female genital mutilation** (Article 25-*quater* 1 of Legislative Decree 231/2001);
- **crimes against individuals** (Article 25-*quinquies* of Legislative Decree 231/2001);
- **market abuse** (Article 25-*sexies* of Legislative Decree 231/2001);
- **manslaughter or serious or grievous bodily harm committed with breach of laws governing the safeguarding of workplace health and safety** (Article 25-*septies* of Legislative Decree 231/2001);
- **handling of stolen goods, money laundering and using money, assets, or items of value of unlawful origin** (Article 25-*octies* of Legislative Decree 231/2001);
- **felonies regarding the infringement of copyright** (Article 25-*novies* of Legislative Decree 231/2001);
- **inducement to not make statements or to make false statements before the Judicial Authority** (Article 25-*decies* of Legislative Decree 231/2001);
- **environmental crimes** (Article 25-*undecies* of Legislative Decree 231/2001);
- **employment of third-party nationals whose stay is illegal** (Article 25-*duodecies* of Legislative Decree 231/2001)
- **racism and xenophobia** (Article 25-*terdecies* of Legislative Decree 231/2001);
- **fraud in sports competitions, illegal operation of gaming or betting or gambling activities through banned devices** (Article 25-*quarterdecies* of Legislative Decree 231/2001);
- **tax crimes** (Article 25-*quinquedecies* of Legislative Decree 231/2001);
- **smuggling** (Article 25-*sexiesdecies* of Legislative Decree 231/2001).

Furthermore, Law 146/2006, though it does not operate an additional amendment of the body of Legislative Decree 231/2001, extended the liability of entities including in case of commission of offences known as *transnational crimes*.

A description of single conducts with relevance for the purposes of criminal law is included in **Annex 1- List of Crimes and Administrative Offences**.

3 ORGANISATION, MANAGEMENT, AND CONTROL MODELS

The Legislative Decree establishes that Entities may be **exonerated from liability** if:

- a) the management body adopted and effectively implemented “*organisation, management and control models*” suitable to prevent the **Crimes** prior to the commission of the unlawful act;
- b) the task of overseeing the implementation of, and compliance with, said models, and to update them was entrusted to a body, within the entity, that is vested with independent powers of initiative and control;
- c) the individuals who committed the crime acted by fraudulently eluding said organisation, management, and control models;
- d) there was no omitted or insufficient oversight on the part of the body as per letter b) above;

The **Organisational Model** is the set of rules, reported in the Protocols, concerning conduct («*Principles of Conduct*») and control, which compliance - in the performance of activities within **Processes at Risk** - allows to prevent unlawful, improper, or irregular conducts.

The Recipients are subject to penalties when failing to comply with the Organisational Model and/or the Code of Ethics. To this end, the Organisational Model also includes a Disciplinary System, laid down and illustrated in this document.

4 CONFINDUSTRIA GUIDELINES

Leaf Space has drawn up this document on the basis of the Guidelines issued by Confindustria.

It is understood that the choice not to adapt the Organisational Model to some of the recommendations contained in Confindustria's Guidelines does not affect the validity of the Organisational Model. Organisation, Management, and Control Models must in fact be drawn up on the basis of the Company's concrete set of circumstances.

SECTION II

5 DESCRIPTION OF THE COMPANY

5.1 LEAF SPACE HISTORY AND BUSINESS ACTIVITY

Leaf Space is a company that operates in the field of engineering research, development, and innovation. In particular, it conducts experiments in the aeronautics and space industry, with the objective of producing and marketing innovative products and services with high technological value.

5.2 CODE OF ETHICS

The Code of Ethics (**Annex 2**) was approved on 21 April 2021, and it defines the values that guide the **Company** in the performance of its activities.

The Code of Ethics contains the ethical principles and rules of conduct to which the **Top Management** and all the persons who are affiliated with the **Company** through professional and/or work relationships, and generally anyone who acts in name or on behalf of the **Company** are held to comply.

The provisions of the **Organisational Model** are guided by the ethical principles and rules of conduct contained in the **Code of Ethics** and are integrated and compatible with the same.

5.3 PURPOSE AND STRUCTURE OF THE ORGANISATIONAL MODEL

The decision to adopt an **Organisational Model** in line with the provisions of the **Legislative Decree** and particularly Articles 6 and 7, together with the issuing of the Code of Ethics, was taken in the belief that this initiative can also constitute a valid tool to raise the Recipients' awareness so that, in the performance of their tasks, they may act with honesty and clarity so as to prevent the risk of commission of the predicate Crimes.

More specifically, the Model aims at:

- a) laying down a **structured and organic prevention and control system**, aimed at reducing the risk of commission of crimes in connection with the Company's business activity, and at preventing/combating unlawful conducts;
- b) raise, in anyone who operates in name and/or on behalf of the **Company** - and particularly in "areas of activity at risk" - **the awareness that they may incur**, in case of violation of the provisions therein contained, **offences subject to penalties**, including criminal, which may also entail penalties for the **Company**;
- c) informing the Recipients that the violation of the provisions contained in the Model, by which they are held to abide, will entail the **application of specific penalties, and, in the most serious cases, the termination of their contractual relationship**;
- d) emphasising that **the Company does not tolerate unlawful conducts**, of any kind and irrespective of the aim thereof, as such conducts (including when the Company appears to be in the condition to benefit therefrom) are in any case contrary to the ethical principles by which the **Company** intends to abide.

The Organisational Model drawn up by the **Company** is aimed at laying down a prevention control system, with the primary purpose of planning the processes for reaching and implementing the **Company's** decisions relative to the risks/crimes to be prevented, and it includes the following:

- the Code of Ethics, which identifies the primary values to which the **Company** intends to conform, and lays down the general guidelines for the business activity;
- an updated, formalised, and clear organisational system that guarantees an organic allocation of duties and a suitable level of segregation of functions;
- Protocols aimed at regulating the performance of activities, with special attention to processes at risk, providing for appropriate check points, and the segregation of duties among the individuals who carry out crucial phases or activities within the scope of said processes;
- a clear allocation of authorisation and signing powers, consistent with organisational and managerial responsibilities;
- control systems concerning, primarily, the potential commission of predicate crimes, suitable to ensure the rapid detection of the existence and onset of general and/or specific critical situations.

6 RECIPIENTS

This **Organisational Model** is addressed to

- the President, Chief Executive Officer and other members of the Board of Directors (**Top Management**);
- Employees or other individuals - irrespective of the relationship that links them to the **Company** - subject to the leadership or oversight of one of the persons listed above.

Compliance with the provisions of the **Legislative Decree**, and observance with the principles of conduct detailed in the **Code of Ethics**, is also required of **Third Parties**, by the addition - where possible - of suitable contract clauses.

7 ADOPTION OF THE ORGANISATIONAL MODEL BY THE COMPANY

Within the scope of the prevention control system already in place, **Leaf Space** implemented the necessary activities to adapt said control system to the provisions of the **Legislative Decree**.

By adopting the **Organisational Model**, the **Company** has set itself the objective to put into place a complex of Principles of Conduct and operating processes aimed at planning the processes for reaching and implementing decisions relative to the crimes that need to be prevented, in compliance with the system of allocation of functions and delegations of powers, and with internal procedures.

The Protocols, intended as sets of rules by which the Recipients must abide, are an addition to **Leaf Space's** organisational complex (procedures, organisational charts and system for the assignment of powers) and are integrated and compatible with the same.

The **Organisational Model** was adopted by the Board of Directors of **Leaf Space**.

Any changes or additions to the **Organisational Model** must be approved by the Board of Directors.

For non-substantive changes, the Board of Directors shall appoint a delegated person who may also consult with the **Supervisory Body**. Said changes shall be communicated to the Board of Directors and ratified by the latter, or subject to additions or changes, where applicable, in the first meeting held thereafter. Any changes adopted while the ratification is pending are still held to be fully valid.

7.1 IDENTIFICATION OF PROCESSES AT RISK

Article 6, paragraph 2, letter a) of the Legislative Decree expressly provides that the Organisational Model must *“identify the activities within which scope crimes may be committed”*. The Company has thus analysed its business activities, the processes for reaching and implementing decisions within single business areas, and its internal control systems.

In particular, within the scope of the above activities, **Leaf Space**, with the support of external advisers,

- a) identified the business activities within which scope the Crimes and the Administrative Offences may theoretically be committed;
- b) analysed the potential risks of commission of unlawful acts and the manners by which said acts may be committed;
- c) identified the persons and corporate functions involved;
- d) defined, and where needed adapted, its internal controls system.

7.2 RECOGNITION AND IDENTIFICATION OF ACTIVITIES AT RISK

Upon conclusion of the checks as per paragraph 7.1 above, the **Company** identified the business activities or their phases within which scope the Crimes and/or Administrative Offences may theoretically be committed (hereinafter, the **“Processes at Risk”**).

In order to identify the Processes at Risk, the **Company** - with the assistance of external consultants - implemented the following activities:

- a) review of official corporate documents;
- b) detailed mapping of the Company's operations, structured based on the Company's organisational units, and carried out through interviews and survey questionnaires;
- c) detailed analysis of each single activity, aimed at verifying their specific contents, concrete operating processes, allocation of competences, and the existence or non-existence of each of the possible offences listed in the **Legislative Decree**.

Specifically, the **Processes at Risk** within which scope the **Crimes** may theoretically be committed, are listed below.

1. **management of financial and cash flows;**
2. **preparation of the Financial Statements for the Year and book-keeping;**
3. **management of gifts, donations, sponsorships, and courtesies;**
4. **management of litigation;**
5. **recruitment, hiring, and management of human resources;**
6. **management of the company's computer system;**

7. management of tax obligations;
8. management of health and safety in the workplace;
9. management of the environmental system;
10. procurement of goods and services;
11. corporate compliance obligations (including extraordinary operations);
12. granting and management of assignments to consultants and professional advisers;
13. granting and management of assignments to agents and commercial collaborators
14. commercial matters;
15. management of production and marketing activities;
16. management of dealings with the Public Administration.

As to the **Processes at Risk** listed above, the following categories of **Crimes** appear to apply in theory:

- **crimes committed in dealings with the Public Administration** (Articles 24 and 25);
- **cybercrimes and unlawful processing of data** (Article 24 --bis)
- **organised crime** (Article 24-ter);
- **forgery of money, money values having legal tender or revenue stamps and instruments or distinctive signs** (Article 25-bis);
- **crimes against industry and commerce** (Article 25-bis.1);
- **corporate crimes** (Article 25-ter);
- **crimes against individuals** (Article 25quinquies);
- **manslaughter or serious or grievous bodily harm** (Article 25-septies)
- **handling of stolen goods, money laundering and using money, assets, or items of value of unlawful origin** (Article 25-octies);
- **felonies regarding the infringement of copyright** (Article 25-novies);
- **inducement not to make statements or to make false statements before the Judicial Authority** (Article 25-decies);
- **environmental crimes** (Article 25-undecies);
- **employment of third-party nationals whose stay is illegal** (Article 25-duodecies)
- **tax crimes** (Article 25-quinquiesdecies),
- **smuggling** (Article 25 sexiesdecies),
- **transnational crimes** (Law No. 146/2006)

With respect to the activity it carries out, the **Company** found the prevention measures laid down in the **Code of Ethics** to be sufficient for the **Crimes** listed below:

- **crimes relating to terrorism or the subversion of democracy** (Article 25-*quater*);
- **practices of female genital mutilation** (Article 25-*quater* 1);
- **market abuse** (Article 25-*sexies*);
- **racism and xenophobia** (Article 25-*terdecies*);
- **fraud in sports competitions, illegal operation of gaming or betting or gambling activities through banned devices** (Article 25-*quarterdecies*);

The **Company** is committed to constantly monitor its activities, in respect of the crimes listed above and with regard to possible changes or additions to the **Legislative Decree**.

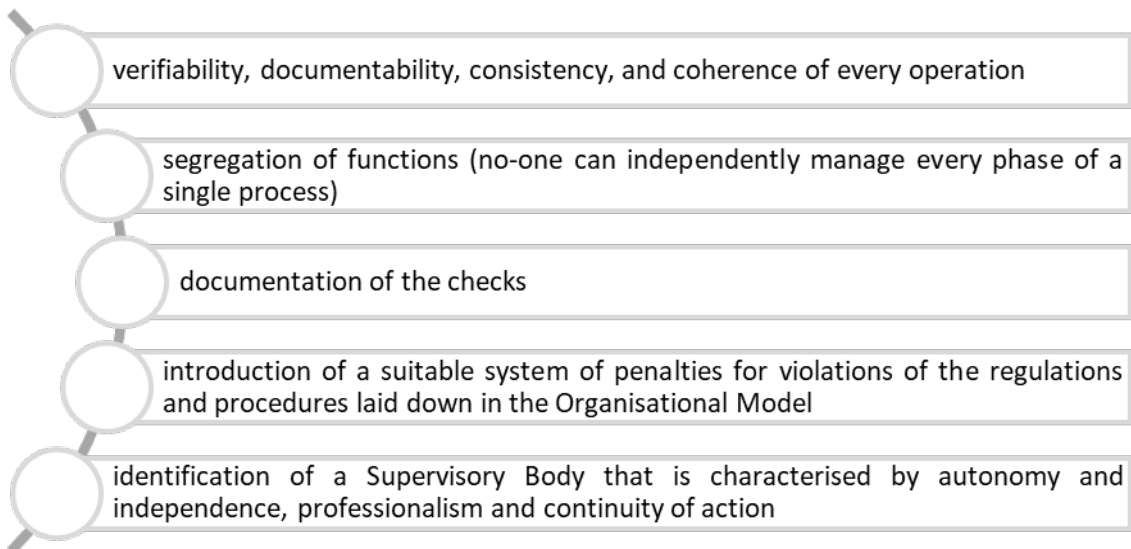
7.3 DESIGN OF THE ORGANISATIONAL AND PROCEDURAL PREVENTION MEASURES

Pursuant to the provisions of Article 6, paragraph 2, of the Decree, the **Organisational Model** must, among others, *«lay down specific protocols aimed at planning the process for reaching and implementing the entity's decisions with respect to the crimes that need to be prevented»*.

The above provision underscores the need to set up - or improve where already in place - specific proceduralisation mechanisms for management and decision-making, in order to make the various stages of each corporate process documented and verifiable.

It thus appears evident that the set of organisational structures, activities, and operating rules applicable - as instructed by the management - within the company must be directed to said specific objective, with the intention to ensure, with reasonable certainty, the attainment of the aims that fall within a suitable and effective system to monitor risks, including the risk of incurring the penalties laid down under the **Legislative Decree**.

The organisational structure must be guided by the following principles:



8 DISSEMINATION COMMUNICATION AND TRAINING

The appropriate training and constant/periodic provision of information of the personnel with respect to the principles and provisions of the **Organisational Model** are factors of great importance for the proper and effective implementation of the Company's prevention system.

The **Recipients** are held to have full knowledge of the objectives of honesty and transparency the Company intends to pursue through the **Organisational Model** and of the processes through which the Company intended to pursue them, by preparing an appropriate system of procedures and checks.

The communication and training activity is diversified based on the **Recipients** it addresses, but it is any case guided by the principles of comprehensiveness, clarity, accessibility, and continuity, in order to enable the various Recipients to be fully aware of the corporate provisions they are held to abide by and of the ethical rules that must guide their conduct.

8.1 INITIAL COMMUNICATION

The adoption of the **Organisational Model** is communicated to all the **Recipients** at the time of said adoption. Newly hired resources are handed an information kit containing this document, and namely the "Organisation, Management, and Control Model pursuant to Legislative Decree 231/2001" and relative annexes. The handing of the above documentation must be traceable through mechanisms - including computer tools - that are suitable to provide evidence of receipt; in compliance with the applicable legislation on employment law the Model may be displayed in a place that is accessible to everyone.

8.2 COMMUNICATION CONCERNING MODIFICATIONS TO THE ORGANISATIONAL MODEL

Any change to the Organisational Model must be communicated to the **Recipients**, so as to illustrate the changes, through mechanisms - including computer tools - that are suitable to provide evidence that the communication has been received and acknowledged.

8.3 TRAINING

Training activities focusing on spreading knowledge of the legislation contained in the **Legislative Decree** vary, in terms of contents and provision methods, based on the position of recipients, the level of risk of the area in which they operate, and on whether or not the recipients have any authority to represent the **Company**.

In particular, the level of training and information of the personnel of the **Company** will be more in-depth for those who operate in areas exposed to risk.

Training activities also include, in addition to specific training courses, dissemination tools such as, but not limited to, occasional e-mails containing updates or internal memos.

In any case, after the **Organisational Model** is formally adopted by the Board of Directors, a general introduction course will be held to illustrate the legal framework of reference, the guiding principles of the **Organisational Model**, information obligations, and the rules of conduct that need to be followed within areas at risk.

The training programme may be designed in ways that allow, among others, to provide updates to all **Recipients** with regard to new regulations and additions to the legislation and to the **Organisational Model**.

For newly hired members of staff working in areas which activities are exposed to risk, there will be specific training initiatives, prior approval with their line managers or supervisors.

The mandatory participation to training initiatives will be formalized by requiring participants to leave their signature, including electronically, as evidence of their attendance.

Failure to attend in training activities without a justified reason may be considered by the **Company** as a violation of the **Organisational Model**.

The **SB** is assigned the task to verify that the corporate functions implement the initiatives to disseminate the knowledge and understanding of the **Organisational Model**. Within the scope of their assigned duties, the **SB** may arrange specific checks, by conducting either random checks or assessment/self-assessment tests, aimed at verifying the quality of the content of the training programmes and the real effectiveness of the training provided.

8.4 INFORMATION TO THIRD PARTIES

Leaf Space promotes the knowledge and observance of the **Legislative Decree** and of the **Code of Ethics** including among Third Parties. Therefore, the General Part of the **Organisational Model** and the **Code of Ethics** are brought to the attention of **Third Parties** through their publication on the **Company's** website. Furthermore, agreements with **Third Parties** must include - where possible - contractual clauses under which the **Third Party** undertakes to comply with the principles of the **Legislative Decree** and of the **Code of Ethics**.

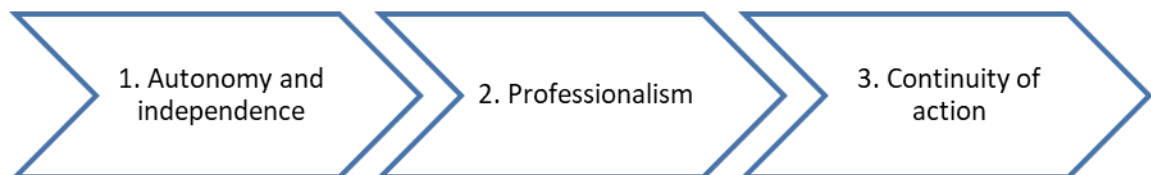
9 SUPERVISORY AND CONTROL BODY

9.1 ROLE OF THE SUPERVISORY BODY

The Board of Directors of **Leaf Space**, in compliance with the provisions of the **Legislative Decree**, established the **Supervisory and Control Body (SB)**, entrusted with the task of **supervising the operation of and compliance with the Organisational Model**, and to **curate its updates**. The **Supervisory Body** of **Leaf Space**, therefore, is in charge of all supervisory and control activities detailed in the **Organisational Model**.

The appointment of the SB, and the revocation of said appointment (for just cause) are the responsibility of the Board of Directors. The SB reports directly to the Board of Directors.

In accordance with the provisions of the Decree (Articles 6 and 7) and the recommendations contained in the Report accompanying the **Legislative Decree**, the characteristics of the SB must include:



1. Autonomy and independence

The requirements of autonomy and independence guarantee the effective performance of the tasks and functions assigned to the **SB**. To this end, the **SB** should not be directly involved in

the management activities that constitute the object of its supervisory activity, and should not be hierarchically subordinate to those who carry out said activities.

These requirements may be obtained by affording the **SB** the fullest hierarchical freedom, whereby the SB only reports to the **Top Management**, or the President, the Chief Executive Officer and General Manager, and the other members of the Board of Directors.

2. Professionalism

The **SB** must include members whose technical-professional skills are suitable to the functions they are called to perform. These characteristics, together with independence, ensure objectivity of opinion.

3. Continuity of action

The **SB** must

- 1 be constantly engaged in supervising the **Organisational Model** using the necessary investigation instruments, including through the assistance of external advisers;
- 2 curate the implementation of the **Organisational Model** and ensure its constant updating;
- 3 never carry out any operational tasks that may affect the overall picture of corporate activities required of the SB.

9.2 **COMPOSITION AND APPOINTMENT OF THE SUPERVISORY BODY**

The **SB** may be formed by one single member and/or a collegial body, and remains in office for the multi-annual period defined by the administrative body upon the appointment of the SB, and can be re-elected.

The **SB** may be replaced prior to the expiry of its term of office only for just cause or justified reason, meaning, by way of example,

- voluntary resignation of the **SB**;
- incapacity due to natural causes;
- occurrence of one of the causes of ineligibility, termination, suspension, and revocation as per paragraph 9.3 below.

The Board of Directors of the **Company** establishes, for the entire duration of the SB's term of office, the annual compensation payable to the **Supervisory Body**

The **Supervisory Body** is granted an annual budget, decided by resolution of the Board of Directors, so that the **SB** may carry out its duties in full autonomy, without limitations that may derive from having insufficient financial resources at its disposal. In any case, the **Supervisory Body** may ask the Board of Directors for additional resources over the assigned budget as may be useful to enable normal operation and performance of the analyses and investigations deemed necessary to verify the suitability of the **Organisational Model**.

In cases of termination, suspension, and revocation of the **Supervisory Body**, the Board of Directors appoints new members to restore the composition thereof.

The **SB** is in any case intended as terminated when its only member/the majority of its members leave office either due to resignation or other causes. In this case, the Board of Directors appoints a new individual/new members.

In case of appointment of a collegial **SB**, the latter shall have the authority to self-regulate through specific regulations, accompanied by rules aimed at ensuring its best functioning. The adoption of such regulation is brought to the attention of the Board of Directors in their next meeting.

9.3 CAUSES OF (IN)ELIGIBILITY, REVOCATION, TERMINATION, AND SUSPENSION OF THE SUPERVISORY BODY

Ineligibility and Termination

Without prejudice to the assessment of the Board of Directors as detailed below, the following persons **cannot take on** the role as members of the Supervisory Body, and, where appointed, must be **terminated**:

- a) individuals who are family members within the II degree or who are spouses (or cohabitant or partner considered by national spouse equivalent to a spouse) of members of the Board of Directors, or other individuals who are part of the Company's top management;
- b) individuals who have a conflict of interest, including potential, with the Company and/or its subsidiaries such as to compromise the independence required by the role and specific duties of the Supervisory Body;
- c) individuals who own, directly or indirectly, shares in numbers such as to entail control or significant influence over the Company, including pursuant to Article 2359 of the Civil Code;
- d) individuals who perform administrative functions with delegated or executive powers within the Company;
- e) individuals who is in the legal status as prohibited, disqualified, bankrupt, or sentenced to a penalty involving the prohibition, including temporary, from holding public offices, or the inability to perform executive roles;
- f) individuals who are subject to personal preventive measures ordered by judicial authorities, without prejudice to the effects of rehabilitation;
- g) individuals who have been convicted, with a final and irrevocable judgement, without prejudice to the effects of rehabilitation,
 - or the commission of one of the crimes referred to in the Legislative Decree; f
 - o imprisonment or one of the offences listed under Title XI, Book V of the Civil Code or for one of the offences provided for under bankruptcy law; t
 - o a term of imprisonment equal to or in excess of two years for any offence committed with intent; t
- h) individual who have been found guilty of criminal offences or given similar penalties in foreign States for offences similar to the ones listed above.

For the purpose of the application of the provisions of this paragraph, the term conviction shall also include any conviction passed under Article 444 of the Code of Criminal

Procedure, without prejudice to the effects of the judicial declaration upon extinction of the crime under Article 445, second paragraph, of the Code of Criminal Procedure.

The member of the **SB** must promptly inform the Board of Director of the arising of any causes of termination.

Should one of the above causes for termination apply, the Board of Directors shall make all opportune checks, hear the concerned member and the other members of the **SB**, and, with the approval of the Board of Auditors (where one is appointed), it shall adopt, by the absolute majority of its members, the measures it shall deem most opportune until the termination of the member is declared official.

In the event the **SB** is formed also by members who are part of the Board of Auditors, the member's hearing before the Board of Auditors (where appointed) shall only involve the members of the Board of Auditors who are not also members of the **SB**.

The decision of termination must be communicated to the Meeting of Shareholders at the first convenient opportunity.

Revocation

Causes of **revocation** of the appointment of member of the Supervisory Body shall include, but are not limited to,

- material default of the obligations pertaining to the assignment conferred, as detailed in the Organisational Model;
- violation of the obligations under the Regulation of the **SB**, if one has been adopted;
- occurrence of circumstances such as to seriously and with good reason harm the independence or autonomy of the opinion of the member;
- irrevocable sentence of conviction of the Company for offences under the **Legislative Decree**, or a sentence with penalty applied upon request of the parties, with the force of *res judicata*, which official records show that there was "omitted or insufficient supervision" on the part of the **SB**, as laid down under Article 6, paragraph 1, letter d), of the Decree;
- irrevocable sentence of conviction, without prejudice to the effects of rehabilitation, or final sentence with penalty applies upon request of the parties, without prejudice to the extinction of the crime, passed against one of the members of the **SB** for having committed one of the crimes laid down under the **Legislative Decree**;
- breach of confidentiality obligations.

Should one of the above causes of termination apply, the Board of Directors shall make all opportune checks, hear the concerned member and shall adopt, by the absolute majority of its members, the measures it shall deem most opportune until the revocation of the **SB** is declared official.

Suspension

Causes of **suspension** of the **Supervisory Body's** function include,

- a) conviction, with a non-final sentence, for one of the crimes that entail ineligibility or termination;
- b) conviction, with a non-final sentence, with penalty applied upon request of the parties for one of the crimes that entail ineligibility or termination;

- c) non-final sentence of conviction of the Company for offences under the Legislative Decree, or sentence which penalty is applied upon request of the parties, which official records show that there was “omitted or insufficient supervision” on the part of the **SB**, as laid down under Article 6, paragraph 1, letter d), of the Decree;
- d) non-final sentence of conviction with penalty applied upon request of the parties, passed against one of the members of the **SB** for having committed one of the crimes laid down under the Legislative Decree;
- e) being subject, on a provisional basis, to one of the measures laid down under Article 10, paragraph 3, of Law No. 575 of 31 May 1965, as replaced by Article 3 of Law No. 55 of 19 March 1990, as amended and supplemented.

Should one of the above causes of suspension apply, the Board of Directors shall make all opportune checks, hear the concerned member and shall adopt, by the absolute majority of its members, the measures it shall deem most opportune until the suspension of the member is declared official.

If the **SB** is formed by one member only, in the event one of the above causes of suspension apply the Board of Directors shall appoint a new member limited to the period of duration of the suspension.

In the event the **SB** is formed also by members who are part of the Board of Auditors, the member’s hearing before the Board of Auditors (where appointed) shall only involve the members of the Board of Auditors who are not also members of the **SB**.

9.4 ACTIONS TO VERIFY THE EFFECTIVENESS AND THE CONSTANT UPDATING OF THE ORGANISATIONAL MODEL AND ACTION PLAN

The **SB** must constantly verify that the **Organisational Model** is effective and suitable to prevent the commission of the crimes listed under the **Legislative Decree**. The **SB** must, in particular, engage in the following actions:

- 1 **checks on single documents.** To this end, the **SB** shall periodically check the documents and contracts relative to processes at risk, in the manners laid down by the **SB**;
- 2 **audits on Protocols.** To this end, the **SB** shall periodically check whether the Protocols of this Organisational Model are effective and implemented;
- 3 **checks on the level of knowledge** of the Organisational Model including by analysing the requests for clarification or the reports received.
- 4 **periodic updating** of the Risk Assessment activity aimed at reviewing the mapping of the activities that are potentially at risk, with special attention to whether there have been any changes in the organisation or the business of the Company, or additions or changes to the **Legislative Decree**.

For the purposes of a planned exercise of the supervisory powers assigned, the **SB** annually submits to the Board of Directors its **Action Plan**, briefing the Board of Directors on the activities it plans to carry out and the areas that will be audited. The **Supervisory Body** may in any case carry out, within the scope of sensitive business areas and whenever it shall deem it necessary for the purpose of carrying out its own functions, any audits not in the Action Plan (“surprise audits”).

In implementing the Action Plan, the **SB** adopts procedures relevant to the performance of its supervisory and control tasks, which shall be communicated to all interested functions, and may set up working groups on specific issues. In case of special circumstances (such as the detection of previous violations), the **SB** shall take care to apply systematic procedures to detect and identify the risks being analysed.

In particular, the **SB** may request to access documentation pertaining to activities carried out by single organisational units and by the individuals in charge of the processes at risk being checked and/or audited, and make copies thereof where applicable, or conduct interviews and request written reports where appropriate. Over the course of such operations, the **SB** must keep the head of the organisational unit at issue informed at all times.

Upon completion of its auditing activity, the **SB** may inform the head of the organisational unit at issue of its observations and/or suggestions.

The activity of the **SB** must be documented, including in summary form. The relative documentation must be kept by the **SB** in order to ensure the confidentiality thereof, including for the purpose of complying with personal data protection regulations.

Based on the audits carried out, on account of any legislative changes taken place from time to time, and upon the emergence of new processes at risk, the **SB** recommends to the Board of Directors the adjustments and updates to the **Organisational Model** that it deems most opportune.

In carrying out its auditing activity, the **SB** may use the assistance of external consultants with suitable expertise on specific matters.

9.5 INFORMATION FLOWS TO THE SB

For the purposes of effective oversight over the implementation of the **Organisational Model**, the **Recipients**, based on their role and responsibility, are held to send information flows to the **Supervisory Body**, as detailed in the **Organisational Model** and summarised in the Annex titled “**List of Information Flows to the Supervisory Body**” (hereinafter, the “**Information Flows**”)

The **Information Flows** may be sent in the following manners:

- to the e-mail address: odv@leaf.space
- to the mailing address: Leaf Space S.r.l.
Attn: Supervisory Body
Via Giacomo Leopardi, 7, 20123 Milan, Italy

In any case, the **SB** is vested with all the powers under the **Organisational Model** necessary to request, at any time, any information, piece of data, document, or news from the **Recipients**. The **Recipients** must provide the **SB** with the material or information being requested, without delay.

The principle according to which any information or news which may be deemed relevant under the **Organisational Model** should be sent to the **SB** without delay shall also apply.

In addition the **Information Flows** as described in the **Organisational Model**, the **Top Management** must inform the **Supervisory Body** of the following:

- a. any change concerning either the system of delegated powers or the organisational structure of the **Company**;
- b. the extraordinary corporate operations conducted by the **Company**;
- c. any new business activity;
- d. any information having relevance to the observance, operation, and updating of the **Organisational Model**.

9.5.1 FILING

All the **Information Flows** sent to the **SB** are processed and stored by the **SB** in a dedicated electronic and/or paper filing system kept in compliance with the provisions set out in Regulation (EU) 2016/679 on personal data protection (GDPR).

9.6 REPORTING VIOLATIONS - WHISTLEBLOWING

The **Recipients** of the **Organisational Model** who decide to **Report** a **Violation** to the **SB** must do so by following the process detailed in the following paragraphs.

9.6.1 SUBJECT MATTER OF THE REPORT

The **Report** must concern circumstances of unlawful conducts that are relevant and grounded on specific and consistent elements of fact, or **Violations** of which the **Reporting Party** has become aware on account of the tasks they carry out.

9.6.2 REPORTING PROCESS AND CONTENT

The **Reporting Party** must provide all the elements that are useful to enable the **SB** to proceed with due and appropriate checks to verify whether or not the events described in the **Report** are grounded in fact.

To this end, the **Report** should preferably contain the following elements:

- personal details of the person who makes the **Report**, including their position or function within the **Company**;
- a clear and complete description of the facts described in the **Report**;
- if known, the circumstances of time and place where the acts were committed;
- if known, personal details or other elements (such as their capacity and the area in which they provide their services) such as to enable to identify the person who engaged in the acts described in the **Report**;
- indication of any other parties who may report on the events and acts described in the **Report**;

- indication of any documents that may substantiate said acts and events;
- any other information that may provide evidence as to the existence of the acts and events reported.

In case of anonymous **Reports**, the **SB** reserves the right to assess whether or not said reports should be taken into consideration based on the seriousness of the facts reported and based on the level of detail and precision of the content of the Report.

Reports may be sent as follows:

- to the e-mail address: odv@leaf.space
- to the mailing address: Leaf Space S.r.l.
Attn: Supervisory Body
Via Giacomo Leopardi, 7, 20123 Milan, Italy

The above channels ensure the confidentiality of the identity of the **Reporting Party** throughout the **Report**-handling stages.

9.6.3 CHECKING THE MERITS OF REPORTS

All the **Reports** are subject to a preliminary analysis of the **SB**. In order to assess whether or not the Reports are grounded on fact, the **SB** verifies whether the Reports contain useful data and information.

The **SB** carries out the above checks in compliance with the principles of impartiality and confidentiality, engaging, within the scope of the control and supervisory powers vested in the **SB** under the **Organisational Model**, in any activity deemed opportune, including hearing from the Reporting Party, where the latter is not anonymous, and from the competent Company Functions.

If, on conclusion of the preliminary analysis stage, it should emerge that

- the Report lacks sufficiently detailed events or that the **Report** is not grounded on fact, the **SB** shall dismiss the **Report**, and inform the **Reporting Party** of such decision.
- the Report is grounded on fact, based on the nature of the **Report** the **SB** shall:
 - I. issue recommendations on corrective actions;
 - II. propose, in compliance with the **Disciplinary System** as per paragraph 11 below, the disciplinary and/or contractual measures that should be taken with respect to the parties involved in the events and acts described in the **Report**;
 - III. promptly inform the line manager or supervisor of the person who committed the **Violation**, and the Board of Directors for the adoption of the opportune actions.

If the **Violation** is particularly serious or concerns the **Top Management**, the **SB** informs the Board of Directors, where appointed, and, where appropriate, informs the shareholders of the **Company**.

In handling the **Reports**, the **SB** maintains the strictest confidentiality, so as to protect the reporting parties against any retaliatory, discriminatory, and/or penalising conducts connected - directly or indirectly - to the **Report** itself, as such conducts are expressly prohibited and subject to the sanctions set out in the **Disciplinary System**, and ensuring that the reporting parties' identity is kept secret (unless legal obligations require otherwise).

If the **Violation** concerns a member of the **SB**, the **Report** must be forwarded to the Board of Directors, which will make all opportune assessments on the case.

9.6.4 FILING

Each **Report**/communication sent to the **SB** is processed and filed by the **SB** in a dedicated electronic and/or paper filing system kept in compliance with the provisions set out in Regulation (EU) 2016/679 on personal data protection (GDPR).

Please note that the **SB** shall have exclusive access to such Reports and communications, and that the **SB** undertakes to use such documents exclusively for the purposes of verification pertaining to the function of the **SB**.

9.7 INFORMATION BY THE SUPERVISORY BODY TO CORPORATE BODIES

The **SB** reports exclusively to the Board of Directors with respect to the issues pertinent to the **Organisational Model**.

The **SB informs**, including in writing, the **Board of Directors** on the application and effectiveness of the **Organisational Model** at least once a year (detailing the checks carried out and the outcomes thereof, and indicating any updates to processes at risk), or at different intervals with regard to specific or significant circumstances.

The **SB may be called** by the Board of Director to report on the activities carried out, and may ask to confer with the Board of Directors.

The **SB** may furthermore ask to be heard by the Board of Directors any time it deems opportune to immediately report on violations of the **Organisational Model** or require the attention of the Board of Directors in respect of concerns relative to the functioning and observance of the **Organisational Model** itself. In case of necessity and/or urgent circumstances, the **SB** may confer directly with the President of the Board of Directors, with the Chief Executive Officer or the Managing Director.

The **SB** is competent to provide any opportune clarifications on issues concerning the interpretation of or other questions relative to the **Organisational Model**.

9.8 DEALINGS WITH THE PARTY APPOINTED TO CONDUCT STATUTORY FINANCIAL AUDITS

The Supervisory Body periodically calls meetings with the statutory Auditor, over which the main activities carried out within the scope of the **SB's** and the statutory Auditor's respective spheres of competence, and the findings emerged in said activities, are discussed. The

corporate functions which may from time to time be concerned in the issues subject to the above analyses, may be invited to attend the above meetings.

10 MANAGEMENT OF FINANCIAL RESOURCES

Article 6, paragraph 2, letter c) of the **Legislative Decree** requires to lay down processes for the management of financial resources that are suitable to prevent the commission of the crimes. The **Company** has therefore deemed opportune to supplement the **Organisational Model** with a Protocol for the management of *financial and cash flows*, and a Protocol on *bookkeeping, drawing up the financial statements and related activities*, which regulates, for each type of transaction, the persons involved and their relative powers, the tools adopted, and the connections to the administrative/accounting system.

SECTION III

11 DISCIPLINARY SYSTEM

GENERAL PRINCIPLES

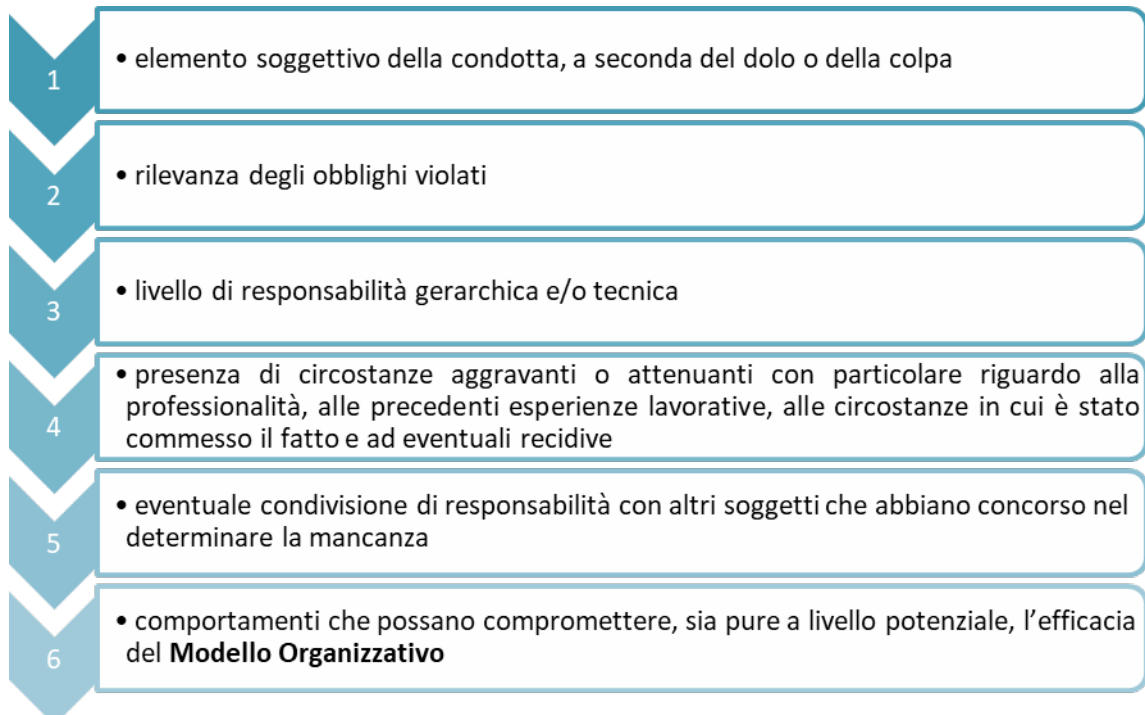
This disciplinary system is adopted under Article 6, second paragraph, letter e), and Article 7, fourth paragraph, letter b), of the **Legislative Decree**.

The system is aimed at imposing disciplinary measures against any failure to comply with the Principles of Conduct laid down in the **Organisational Model**, and, pursuant to Article 2106 of the Civil Code, and «Disciplinary Measures» shall include, for matters not expressly provided and limited to the offences at issue, the National Collective Bargaining Agreements (CCNL) applicable to workers employed by companies in the Tertiary, Distribution, and Services sector (hereinafter, the “**CCNL**”).

The imposition of disciplinary measures due to the violation of the **Organisational Model** and/or the **Code of Ethics** is independent of the institution of criminal proceedings and the outcomes of the ensuing trial on account of the commission of one of the crimes laid down under the **Legislative Decree**.

○ GENERAL CRITERIA FOR THE IMPOSITION OF DISCIPLINARY MEASURES

In case of non-observance and/or violations of the **Organisational Model**, the type and scope of the specific disciplinary measures imposed shall vary based on the seriousness of the non-observance or violation, and shall in any case take into consideration the following elements:



Where a single act entails more than one violation, punished by different disciplinary measures, the most serious measure shall be imposed.

The application of disciplinary measures, being independent of the institution of criminal proceedings and/or the outcomes of the ensuing trial, where any, shall be, as far as possible, guided by principle of swiftness.

○ **STAFF NOT HOLDING TOP-MANAGEMENT POSITIONS**

Under the combined provisions of Article 5, letter b), and Article 7 of the **Legislative Decree**, without prejudice to the requirement to send a warning letter and to follow the procedure laid down under Article 7 of Law No. 300 of 20 May 1970 (also known as the “Workers’ Statute”), the disciplinary measures set out in this paragraph may be imposed, in keeping with the general criteria detailed above, with respect to middle management and clerical staff.

11.1.1 VIOLATIONS

Disciplinary measures may be imposed in case of violations consisting of in

- a) failure to comply with the provisions contained in the **Organisational Model** and/or the **Code of Ethics**;
- b) failure to provide information or provision of false information concerning the activity carried out with respect to the process for documenting, storing, and checking records, so as to prevent the transparency and verifiability thereof;
- c) the violation and/or circumvention of the control system, carried out by removing, destroying, or altering the supporting documentation, or by conducting activities aimed at preventing the appointed parties and the **SB** from conducting checks or gaining access to the information requested and the documentation;
- d) the non-observance of the provisions concerning signing powers and the system of delegated powers;
- e) failure to exercise oversight with respect to subordinates regarding the correct and effective application of the **Organisational Model** and/or the **Code of Ethics**.
- f) conducts that entail the violation of the measures set to protect the reporting party as per paragraph 9.5 of the **Organisational Model**;
- g) conducts that entail, whether intentionally or through gross negligence, the reporting of serious violations as per paragraph 9.5 of the **Organisational Model**, which are found to be groundless.

The above list of conducts and actions is by way of example and not limitation.

11.1.2 PENALTIES

The commission of disciplinary offences, as per the paragraph above, is subject to the following disciplinary penalties, based on the seriousness of the breach:

- a. verbal warning for minor offences;
- b. written warning in case of repeated offence of the above minor offences;

- c. fine in the measure not exceeding the amount of 4 hours of the normal remuneration as per Article 206 of the CCNL;
- d. suspension of remuneration and work duties for up to 10 days;
- e. disciplinary termination without notice and subject to all other reasonable and legal consequences.

Where the above employed staff have been vested with the power of attorney to represent the Company outside the workplace, the disciplinary measure may entail the revocation of said power of attorney.

a) Verbal Warning

A verbal warning may be given in cases of minor negligent violations of the Principles of Conduct set out in the **Organisational Model** or procedural errors due to negligence. It does not require a prior notification.

b) Written Warning

A written warning applies in cases of repeated commission, on the part of the worker, of the violations that have already led to a verbal warning as per letter a) above, and in cases of minor disciplinary breaches which, though they didn't cause the Company to suffer a material damage, are potentially harmful.

c) Fine

In addition to cases of repeated violations that may lead to a written warning, a fine may be imposed in cases where, in terms of hierarchical or technical responsibility or in the presence of aggravating circumstances, an intentional and/or negligent action may compromise, including only potentially, the effectiveness of the **Organisational Model**. A fine may be imposed in a measure not exceeding the amount of 4 hours of remuneration.

d) Suspension of remuneration and work duties

The disciplinary measure of suspension may be applied in serious cases of violation of the provisions of the **Organisational Model**, such as to expose the Company to liability towards third parties, and in cases of repeated commission of breaches that may lead to the application of a fine. The suspension of remuneration and work duties may be imposed for up to eight days;

e) Termination

In case of termination, the worker must be suspended, as a precautionary measure, from their work duties until the disciplinary measure is imposed. The disciplinary measure of termination may be imposed on account of violations which seriousness is such as to dissolve the relationship of trust between the worker and the Company and thus prevent the employment relationship to continue, including temporarily, such as, but not limited to,

- i. violation of the provisions of the **Organisational Model** with relevance outside of the Company and/or fraudulent circumvention of the Model;
- ii. violation and/or circumvention of the control system, carried out by removing, destroying, or altering documentation, or by preventing the appointed parties and the **SB** from conducting checks or gaining access to the information requested and the documentation.

A disciplinary termination may be imposed

- for subjective justified reason;

- for just cause without notice, and subject to all other reasonable and legal consequences (summary termination).

○ SENIOR MANAGEMENT STAFF - MANAGERS

Under the combined provisions of Article 5, letter a), and Article 7 of the **Legislative Decree** and the applicable regulations of law and contract, the disciplinary measures listed in this point may be applied with respect to managers, observing the general criteria for the application thereof, including formal (written warning and request for explanations).

11.1.3 VIOLATIONS

Disciplinary measures may be imposed in case of violations consisting of in

- a) failure to comply with the provisions contained in the **Organisational Model** and/or the **Code of Ethics**;
- b) failure to provide or provision of false evidence of the activity carried out with respect to the process for documenting, storing, and checking the records relative to the **Organisational Model** so as to prevent the transparency and verifiability thereof;
- c) violation and/or circumvention of the control system, carried out by removing, destroying, or altering documentation laid down by the **Organisational Model** or by preventing the appointed parties and the **SB** from conducting checks or gaining access to the information requested and the documentation;
- d) non-compliance of the provisions concerning signing powers and the system of delegated powers, except in cases when it is absolutely necessary and urgent, which cases must be promptly communicated to the worker's superior;
- e) failure to exercise supervision, control, and oversight over the conduct of subordinates with regard to the proper and effective implementation of the Principles of Conduct detailed in the **Organisational Model**.
- f) if within one's sphere of responsibility, failure to provide training and/or updates and/or failure to provide information to the staff who operates within the scope of processes regulated under the **Organisational Model**.
- g) conducts that entail the violation of the measures set to protect the reporting party as per paragraph 9.5 of the **Organisational Model**;
- h) conducts that entail, whether intentionally or through gross negligence, the reporting of serious violations as per paragraph 9.5 of the **Organisational Model**, which are found to be groundless.

The above list of conducts and actions is by way of example and not limitation.

11.1.4 DISCIPLINARY MEASURES

The commission of disciplinary offences, detailed in the paragraph above, by managers is subject to the following disciplinary measures based on the seriousness of the breach, taking into account the special fiduciary nature of the employment relationship:

- a) written warning;
- b) disciplinary termination without notice and subject to all other reasonable and legal consequences.

Where the above managers have been vested with the power of attorney to represent the Company outside the workplace, the written warning may also entail the revocation of said power of attorney.

a) Written Warning

A written warning may be given in cases of intentional violation of the provisions of the Organisational Model.

d) Termination without notice

Termination without notice may be exercised in cases where the relationship of trust is harmed in such a way as to prevent the employment relationship to continue, including temporarily. Such cases may include, but are not limited to,

- i. violation of the provisions of the **Organisational Model** and/or the **Code of Ethics** with external relevance and/or fraudulent circumvention of said Model and Code, brought about through a conduct aimed at committing an unlawful act under the **Legislative Decree**;
- ii. violation and/or circumvention of the control system, carried out by removing, destroying, or altering documentation laid down by the **Organisational Model** or by preventing the appointed parties and the **SB** from conducting checks or gaining access to the information requested and the documentation.

If a manager has committed one of the acts liable to the disciplinary measure of termination, the **Company** may decide to suspend them as a precautionary measure effective immediately.

If the Company decides to proceed with the termination, this will be effective as of the first day of the precautionary suspension.

○ **TOP MANAGEMENT**

The disciplinary measures described in this point may be applied to the **Top Management**.

11.1.5 VIOLATIONS

The provisions of this paragraph apply to cases of violation by members of the Top Management, and consist in

- a) failure to comply with the provisions contained in the **Organisational Model** and/or the **Code of Ethics**;
- b) violation and/or circumvention of the control system, carried out by removing, destroying, or altering documentation, or by preventing the appointed parties and the **SB** from conducting checks or gaining access to the information requested and the documentation;
- c) violation of the provisions concerning signing powers and, generally, the system of delegated powers, except in cases when it is necessary and urgent, which cases must be promptly communicated to the President;
- d) conducts that entail the violation of the measures set to protect the reporting party as per paragraph 9.5 of the **Organisational Model**;
- e) conducts that entail, whether intentionally or through gross negligence, the reporting of serious violations as per paragraph 9.5 of the **Organisational Model**, which are found to be groundless.

The above list of conducts and actions is by way of example and not limitation.

11.1.6 PROTECTION MEASURES

According to the seriousness of the violation and based on the decision of the Board of Directors, protection measures may be applied, such as, but not limited to, revocation of delegated powers and/or off the appointment granted to the manager at issue.

In the most serious cases, the Board of Directors may submit to the meeting of shareholder the proposal to also remove said manager from their office.

Irrespective of the application of the protection measure, the **Company** shall retain the right to bring liability actions and/or compensation claims against the manager at issue.

11.1.7 COEXISTENCE OF MORE THAN ONE POSITION HELD BY THE SAME INDIVIDUAL

In the event of violations committed by an individual acting in more than one capacity for the Company, including as a subordinate worker, the disciplinary measures decided by the **Board of Directors** shall be applied, without affecting, in any case, the applicability of different disciplinary actions based on the subordinate employment relationship in place with the **Company** and in compliance with procedures laid down by law, as applicable.

○ **THIRD PARTIES:**

Leaf Space believes that any conduct held by **Third Parties** that may entail the risk of commission of one of the **Crimes** should be opposed. Therefore, violations entailing

- a) failure to observe the principles contained in the **Code of Ethics** of the **Company** pertaining to the object of the appointment granted;
- b) conducts aimed at committing, or in any case amounting to an offence under the **Legislative Decree**;

constitute a breach of the contractual obligations undertaken, with every consequence of law, and may therefore give rise - in the most serious cases - to the termination of the contract and/or revocation of the appointment and compensation of the damages suffered by the **Company**.

12 PROCESS

Without prejudice to the provisions of paragraph 9.6.3 above, "Checking the Merits of Reports", and subject to compliance with the process detailed under Article 7 of Law 300/1970, as amended and supplemented (also known as the "Workers' Statute") for workers who have a subordinate employment relationship with the Company, where the **SB** finds a violation that may entail the application of disciplinary measures, the SB shall inform the following parties:

- 1) President of the Board of Directors for the imposition of disciplinary measures that may give rise to a warning (verbal or written) to employees (middle management and clerical staff) and managers;
- 2) President of the Board of Directors for the imposition of disciplinary measures that may give rise to a fine, suspension, termination of employment or of contract or withdrawal from a contractual relationship.

In any case the employer shall hold and exercise disciplinary powers in regard to subordinate or self-employed workers shall rest on the employer.



SECTION IV

13 PROTOCOLS

- Protocol PT1 - management of dealings with the Public Administration and with Public Supervisory Authorities;
- Protocol PT 2 - management of financial and cash flows;
- Protocol PT 3 - procurement of goods and services;
- Protocol PT 4 - selection and management of personnel, consultants, and external professional experts, and associates in commercial matters;
- Protocol PT 5 - management of gifts, sponsorships, donations, and events;
- Protocol PT 6 - management and utilisation of the Company's computer system;
- Protocol PT 7 - planning, development, and production;
- Protocol PT 8 - bookkeeping, drawing up the financial statements and related activities;
- Protocol PT 9 - management of tax obligations;
- Protocol PT 10 - management of health and safety in the workplace;
- Protocol PT 11 - management of environmental protection.

ANNEXES:

Annex 1 - List of Administrative Crimes and Offences

Annex 2 - Code of Ethics

Annex 3 - List of Information Flows to the Supervisory Body

Annex 4 - Organisational chart



LEAFSPACE

PROTOCOL PT 1

MANAGEMENT OF DEALINGS WITH THE PUBLIC
ADMINISTRATION AND WITH PUBLIC SUPERVISORY
AUTHORITIES

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

No table of contents entries found.

1 PURPOSE

In compliance with Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as “**Legislative Decree 231/2001**” or the “**Decree**”) and any connected regulations on the Administrative Liability of Entities, Leaf Space S.r.l. (hereinafter also simply “**Leaf Space**” or the “**Company**”) prepared its own Organisation, Management and Control Model (hereinafter also the “**Model**”). The Company has also adopted a Code of Ethics.

The Model prescribes the definition of Protocols for its implementation.

This Protocol defines, within the scope of the business activity carried out by Leaf Space, the responsibilities, operating procedures and information flows to the Supervisory Body by which the corporate Functions must abide, as defined in the General Part of the Model, in managing their dealings with individuals affiliated with the Public Administration or with Public Supervisory Authorities, in the context of handling administrative obligations in connection to the Company's activity and in the management of audits, inspections, and checks to prevent the commission of the following crimes:

- **Fraud against the State or other public entity or against the European Communities (Article 640, paragraph 2, No. 1, of the Criminal Code)**
- **Computer fraud (Article 640-ter of the Criminal Code)**
- **Corruption for the exercise of a function (Article 318 of the Criminal Code)**
- **Corruption for an act contrary to official duties (Article 319 of the Criminal Code)**
- **Aggravating circumstances (Article 319-bis of the Criminal Code)**
- **Corruption in judicial proceedings (Article 319-ter of the Criminal Code)**
- **Undue induction to give or promise benefits (Article 319-quater of the Criminal Code)**
- **Bribery of a person entrusted with a public office (Article 320 of the Criminal Code)**
- **Penalties for the corrupting party (Article 321 of the Criminal Code)**
- **Incitement to bribery (Article 322 of the Criminal Code)**
- **Influence peddling (Article 346 bis of the Criminal Code)**
- **inducement to not make statements or to make false statements before the Judicial Authority (Article 377-bis of the Criminal Code)**

For a more detailed discussion of the administrative offences and crimes that may give rise to the administrative liability of bodies under Legislative Decree 231/2001 please refer to the content of Annex “*List of Administrative Crimes and Offences*”.

This Protocol is aimed at facilitating the Supervisory Body's monitoring of the processes relative to the management of dealings with the Public Authority and with Public Supervisory Authorities. Please note that the Supervisory Body, due to the activity it carries out, has the right to conduct audits and checks on the effective application of this Protocol, requesting any documentation as may be needed from the interested Functions.

2 LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

3 SCOPE OF APPLICATION

This Protocol applies to all of the Company's corporate functions involved in the management of dealings with the Public Administration and with the Public Supervisory Authorities for matters concerning

- *obligations connected to the Company's activities in dealings with the Public Administration and with Public Supervisory Authorities;*
- *management of the audits, inspections, and controls conducted by the Public Administration;*
- *management of institutional relations.*

4 RESPONSIBILITIES

The application of the Protocol is mandatory for all corporate Functions.

All dealings with Public Bodies or with Public Supervisory Authorities must be handled by the corporate Functions assigned to such duty, in line with the system of delegated powers and powers of attorney in place.

5 OPERATING PROCEDURES

5.1 OBLIGATIONS CONNECTED TO THE BUSINESS ACTIVITY

All dealings with the Public Administration and the Public Supervisory Authorities must be handled exclusively by duly authorised persons based on the system of delegated powers and authorities in place.

The persons who are in charge of dealing with the Public Administration are responsible, within the scope of their sphere of competence,

- of collecting the required information for the purpose of discharging an obligation and/or for the purposes of communications to a Public Body;
- of verifying that the documents prepared by the operational personnel, and the data and information therein reported, are accurate and complete for the purposes of their communication to a Public Body.

Within the scope of obligations connected to the Company's activity (administrative obligations, obligations pertaining to personnel, fiscal obligations, etc.) the Company may be assisted by external consultants. To this end, the corporate Functions in charge are under obligation to check that such external consultants properly discharge the tasks to them entrusted.

All the documentation to be transmitted to a Public Body must be signed by the CEO of the Company, or by the individuals vested with power of representation based on the system of delegated powers and power of attorney in place.

In case of relevant dealings with managers, employees, officials or representatives of Public Bodies during - by way of example and not limitation - negotiations and/or transactions, the Interested Function must keep written record of the meeting.

ⓘ The Interested Function must promptly transmit to the Supervisory Body any report of relevant/extraordinary events (such as complaints/checks/inspections conducted by judicial/tax authorities, etc.)

When extraordinary events take place, meaning events that cannot be resolved within the ordinary management of dealings with Public Bodies, the corporate Functions must immediately report the situation to the President so that they may indicate the actions that need be taken and the operating processes that should be followed.

In case of payments to Public Bodies, please refer to *Protocol PT2 Financial and Cash Flows*.

This Protocol is applicable - for compatible aspects - to the procedures and activities aimed at sending data to a Public Body electronically, without prejudice to the application, in these cases, of the provisions of *Protocol PT6 Management and use of the computer system*.

Furthermore, in general terms,

- no payments in cash or with similar payment methods (bank or postal passbook, bank or postal cheques) are allowed. When, for reasons of proven urgency, it should be necessary to make a payment in cash, the Head of the interested Function must contact the CFO, who is responsible for granting authorisation to make such payment; this transaction must be duly documented and traced;
- no payments to encrypted accounts or to persons other than the Public Body are allowed;
- payments must be made to the banking or postal account indicated in the agreement signed by the Company or formally indicated in writing by the Public Administration.

5.2 INSPECTIONS BY PUBLIC OFFICIALS

Audits, checks, and inspections conducted by Public Officials involving the Company may include

- inspections on health and safety in the workplace (Legislative Decree No. 81/2008), or inspections and audits carried out by specific public bodies aimed at confirming that the health conditions in which the Company operates are compliant with the laws in place (e.g., inspections by the Local Health Authority);
- judicial, tax, or administrative inspections conducted by Public Bodies or persons entrusted with a public office (e.g., Guardia di Finanza, Revenues Agency, Social Security Bodies, etc.) aimed at verifying the Company's operating conditions;
- all other inspections carried out by Public Supervisory and Control Bodies not included above (e.g., inspections concerning Privacy).

5.3 ARRIVAL OF OFFICIALS IN CHARGE OF THE INSPECTION

In case of inspection, the Public Officials in charge of the inspection and/or check interface with the members of Leaf Space's reception staff.

The reception phase includes

- identification of the individuals in charge of the inspection;
- confirmation of the purpose and the aims of the inspection and of the corporate function interested by the inspection;

- according to the nature of the inspection, involvement of the interested Functions;

If the members of Leaf Space's reception staff were unable to manage the public officials' inspection visits, in the performance of their duties they will be replaced by their collaborators.

The interested Function has the duty to promptly inform the CEO of the Company at the start of the inspection process, and later informs the CEO of the outcomes of the inspection.

In case of inspection visits carried out by the Public Administration, at least two of the Company's members of staff must be present; furthermore, where deemed opportune, the interested corporate Function may decide to use the assistance of external professional advisers - following authorisation of the CEO.

5.4 INVESTIGATION STAGE

During the investigation phase the Function interested by the investigation process has the duty to accompany and assist the individuals in charge of the inspection, and provide all the documentation they may require and any other information that should be needed for the completion of the inspection.

In addition, the interested Function must draw up and file a summary list of the documentation requested and provided, and of the documentation, where any, that was not handed to the Inspectors (due to the fact that it was unavailable or not due); where the outcome of the inspection should require additional documentation to be sent, the interested Function takes charge of sending said documents.

5.5 REPORTING

On conclusion of the inspection, the Function interested by the inspection has the duty to draw up an internal report, which should include at least the following information:

- day and place of the inspection visit;
- inspecting Body/name of the inspector;
- interested Functions and members of the Company's staff who took part in the visit;
- any third parties (such as legal counsel) who took part in the inspection visit on the Company;
- facilities/objects/documents inspected;
- objects/documents viewed/photocopied/seized;
- any findings that emerged;
- any attached documents.

Furthermore, where, at the end of their inspection, the Public Official should draw up an inspection report, the interested Function gives its assistance to the Inspector in drawing up said report and any recommendations, checking to ensure that its contents are clear and viable and that the terms set by the individual in charge of the inspection are consistent with the actions that need to be taken.

The reports drawn up on conclusion of inspections and audits must be signed by the CEO of the Company based on the system of powers in place.

① The interested Function promptly informs the Supervisory Body of the inspection that was carried out. If the inspection should last for several days, the same Function shall send

- ***a copy of the report of the start of the inspection visit;***
- ***a copy of the final report on conclusion of the inspection visit.***

6 FILING

Each corporate Function that is interested in the activities connected to the management of dealings with the Public Administration or with Public Supervisory Authorities has the duty to keep and file all the documentation relative to the activities detailed in this Protocol or which entail the involvement of a Public Body. In addition, the Function has the duty to file the records and documents sent to the Public Body including via electronic or telecommunication means, in line with filing procedures and in any case in a manner such as to prevent their future alternation, unless such alterations are duly evidenced.

The objective of storage and filing of documentation is to enable the proper traceability of the entire process and facilitate possible future checks.

By way of example and not limitation, the documentation that must be filed may refer to


- records, reports, financial statements, forms, declarations, etc. relative to the management of legal and corporate affairs or to the administrative, social security, and insurance management of personnel;
- records and documents relative to any civil, criminal, administrative or other litigation proceedings;
- reports and documentation drawn up on occasion of inspections, audits, and checks.

7 PRINCIPLES OF CONDUCT

The corporate Functions involved in the management of dealings and obligations with the Public Administration have the duty to observe the provisions of law in place governing the matter, the general principles referred to in the Code of Ethics and the Company's Protocols.

In the table below are listed the principles of conduct which the corporate Functions must abide by, divided into "What to do" and "What NOT to do" (forbidden conducts).

WHAT TO DO	WHAT NOT TO DO
<ul style="list-style-type: none"> • Defer the performance of activities with the Public Administration to the individuals who are formally assigned and authorised, who have the obligation to collect and keep the documentation relative to any contact with the Public Administration. • Build all relations with Public Bodies, Public Officials and Persons Entrusted with a 	<ul style="list-style-type: none"> • Do <u>not</u> carry out, collaborate in, or give rise to the realisation of conducts that directly or indirectly entail, taken individually or collectively, and even only potentially, a crime. • Do <u>not</u> promise or pay sums of money, goods in kind, or other values to Public Officials with the purpose of promoting or

WHAT TO DO	WHAT NOT TO DO
<p>Public Office on the basis of the utmost transparency, collaboration, and availability and in full respect of the institutional role and of the provisions of law applicable, promptly and diligently executing the prescriptions and fulfilling the obligations required.</p> <ul style="list-style-type: none"> • Build all relations with trade union organisations, political parties and their representatives and candidates based on the highest principles of transparency and fairness and in strict observance of the laws in place. • Reject any offer entailing a corruptive practice or any exchange of favours that may be advanced by personnel of the Public Administration, and report such instances without delay to the line manager, and in any case to the  SB. • If requested, made available the data and documents demanded by Public Bodies, in compliance with the applicable laws and regulations, without delay, and formulated in a clear, objective, and exhaustive language so as to provide accurate, complete, reliable, and truthful information. • Conduct the stipulation of contracts/agreements with public entities in line with the principles, criteria, and provisions laid down in the Company's Protocols. • Allow access to the computer systems of the PA solely to the individuals who are duly authorised by the Company, who must comply with all the provisions of <i>Protocol PT6 Management and utilisation of the computer system</i> • Allow access to the computer systems of the PA in strict compliance of access rights. 	<p>advancing the interests of the Company.</p> <ul style="list-style-type: none"> • Do <u>not</u> award compensation to third parties who act on behalf of the Company that is not adequately justified based on the assignment that needs to be carried out and on local practice. • Do <u>not</u> produce, in all relations with the Public Administration, any documents that are incomplete, or any false or altered data. • Do <u>not</u> provide any false data, news, or information in communications or statements to the supervisory Authorities, or conceal facts that must be disclosed. • Do <u>not</u> submit false declarations to national or Community public organisations for the purpose of obtaining public grants, contributions, or subsidised loans. • Do <u>not</u> behave in ways such as to induce a third party to issue false statements or not to issue any statements within the scope of criminal proceedings. • Do <u>not</u> engage in any conduct that has the objective of even just the effect of assisting anyone to elude the investigations of the Judicial Authority or to avoid the inspections conducted by the latter. • It is <u>not</u> allowed, where obligations are fulfilled through the use of the Public Administration's computer/telecommunication system, to alter in any way such system and the data therein contained or to access such system by stealing or unlawfully using a digital identity, causing damage to the Public Administration.

8 INFORMATION FLOWS TO THE SUPERVISORY BODY

The Recipients have the duty to report to the Supervisory Body any exception, violation, or suspected violation that comes into their knowledge relative to the provisions of this Protocol. The Recipients have the duty to transmit to the SB the information and the documents as indicated in the Annex “List of Information Flows to the Supervisory Body” using the following addresses:

Supervisory Body of Leaf Space S.r.l.	
E-mail	odv@leaf.space
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body Via Giacomo Leopardi, 7 Milan (Milan, Italy) 20123

- any attempts of extortion and bribery by an official of the Public Administration that they have personally received or of which they have knowledge. In this situation, the above must also be communicated to the line Manager or superior.
- anomalies or extraordinary events in dealings with the Public Administration.



LEAFSPACE

PROTOCOL PT 2

MANAGEMENT OF FINANCIAL AND CASH FLOWS

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

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9	INFORMATION FLOWS TO THE SUPERVISORY BODY	9

1 DEFINITIONS:

For the purposes of this Protocol, the term Financial and Cash Flow means the movements of the Company's financial resources arising out of transactions entailing the use of cash or other payment methods (such as cheques, cash orders, etc.) or the use of the Company's current accounts, and particularly, but not limited to,

- collections;
- payments of
 - invoices payable/bills;
 - wages and social security contributions;
 - directors' emoluments;
 - taxes and duties;
 - expenses reimbursed to employees;
- granting or repayments of loans;
- actual reductions and increases of share capital
- distribution and payment of dividends

2 PURPOSE

In compliance with Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as "**Legislative Decree 231/2001**" or the "**Decree**") and any connected regulations on the Administrative Liability of Entities, Leaf Space S.r.l. (hereinafter also simply "**Leaf Space**" or the "**Company**") prepared its own Organisation, Management, and Control Model (hereinafter also simply the "**Model**") The Company has also adopted a Code of Ethics.

The Model prescribes the definition of Protocols for its implementation.

This Protocol defines, within the scope of the activities carried out by Leaf Space, the principles of conduct, the responsibilities, the operating processes and information flows to the Supervisory Body that apply to all the corporate Parties, as defined in the General Part of the Model, for all activities connected to the management of Financial and Cash Flows to prevent the commission of the following crimes:

- **Embezzlement (Article 316-bis of the Criminal Code)**
- **Undue receipt of funds (Article 316-ter of the Criminal Code)**
- **Corruption for the exercise of a function (Article 318 of the Criminal Code)**
- **Corruption for an act contrary to official duties (Article 319 of the Criminal Code)**
- **Aggravating circumstances (Article 319-bis of the Criminal Code)**
- **Undue induction to give or promise benefits (Article 319-quater of the Criminal Code)**
- **Bribery of a person entrusted with a public office (Article 320 of the Criminal Code)**
- **Penalties for the corrupting party (Article 321 of the Criminal Code)**
- **Incitement to bribery (Article 322 of the Criminal Code)**
- **Influence peddling (Article 346 bis of the Criminal Code)**
- **Criminal organisations (Article 416 of the Criminal Code)**

- Mafia-type criminal organisation, including foreign (Article 416-*bis* of the Criminal Code)
- Forgery of money, spending and introduction of forged money into the State, acting in concert (Article 453 of the Criminal Code)
- Forgery of money, spending and introduction of forged money into the State, without acting in concert (Article 455 of the Criminal Code)
- Alteration of money (Article 454 of the Criminal Code)
- Spending of forged money received in good faith (Article 457 of the Criminal Code)
- Forgery of revenue stamps, introduction into the State, purchase, possession, or putting into circulation forged revenue stamps (Article 459 of the Criminal Code)
- Use of counterfeited or altered revenue stamps (Article 464 of the Criminal Code)
- Corruption between private parties (Article 2635 of the Civil Code)
- Inducement to corruption between private parties (Article 2635-*bis* of the Civil Code)
- Illicit brokering and exploitation of labour (Article 603-*bis* of the Criminal Code)
- Fraud against the State (Article 640, paragraph 2, of the Criminal Code)
- Aggravated fraud (Article 640-*bis* of the Criminal Code)
- Computer fraud (Article 640-*ter* of the Criminal Code)
- Receiving stolen goods (Article 648 of the Criminal Code)
- Money laundering (Article 648-*bis* of the Criminal Code)
- Use of money, goods, or benefits of unlawful origin (Article 648-*ter* of the Criminal Code)
- Self-Laundering (Article 648-*ter* 1 of the Criminal Code)
- Fraudulent declaration through invoices or other documents for non-existing transactions (Article 2 of Legislative Decree 74/2000)
- Fraudulent declarations through other expedients (Article 3 of Legislative Decree 74/2000)
- Inaccurate declaration (Article 4 of Legislative Decree 74/2000)
- Omitted declaration (Article 5 of Legislative Decree 74/2000)
- Issuing of invoices or other documents for non-existing transactions (Article 8 of Legislative Decree 74/2000)
- Undue compensation (Article 10-*quater* of Legislative Decree 74/2000)
- Fraudulent tax evasion (Article 11 of Legislative Decree. 74/2000)

For a more detailed discussion of the administrative offences and crimes that may give rise to the administrative liability of bodies under Legislative Decree 231/2001 please refer to the content of Annex “*List of Administrative Crimes and Offences*”.

This Protocol fulfils the requirement of facilitating the Supervisory Body’s monitoring of the Financial and Cash Flows management process. Please note that the Supervisory Body, due to the activity it carries out, has the right to conduct audits and checks on the effective application of this Protocol, requesting any documentation as may be needed from the interested Functions.

3 LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

4 SCOPE OF APPLICATION

The Protocol applies to all of the Company's Functions that are involved in the Financial and Cash Flows Management process.

5 RESPONSIBILITIES

The application of the Protocol is mandatory for all corporate Functions.

The management of Financial and Cash Flows is responsibility of the CFO who acts with the assistance of the AFC Function and an external professional expert.

All payments are authorised by the CEO.

6 OPERATING PROCEDURES

6.1 FINANCIAL PLANNING

The CFO, in agreement with the CFO and with the assistance of the AFC Function, is in charge of

- the Company's' financial planning;
- arrange financing operations (opening of credit lines, short/medium/long-term loans, leases, etc.)

6.2 CURRENT ACCOUNTS MANAGEMENT

All dealings with banks, electronic money institutions, and payment institutions (hereinafter, the "Payment Service Providers") are managed by the CFO with the assistance of an external Professional adviser; all the contractual documentation regulating the relationship with the Payment Service Providers must be authorised and signed by the CEO, in line with the system of delegated powers and powers of attorney.

The CFO, with the assistance of the AFC Function, manages the processes for

- a) the selection of the Payment Service Providers the Company intends to use;
- b) the assessment of contractual documentation;
- c) verifying to ensure that the documentation to be given to the Payment Service Providers is complete and adequate;
- d) the transmission of the contractual documentation, duly signed by the CEO, to the Payment Service Providers with whom the Company stipulated a contract.

The external Professional adviser

- every month, reconciles the in-coming and out-going flows in respect of the previous month's transactions, and sends them to the AFC Function for verification purposes.

(i) The CFO has the duty to report to the Supervisory Body any anomalies detected in the management of financial flows..

6.3 MANAGEMENT OF COLLECTIONS AND PAYMENTS

The management of the Company's collections and payments is entrusted to the AFC Function and is carried out, in compliance with the delegated powers and powers of attorney granted, by using a remote banking system with access through access credential authentication (username and password) reserved to individuals with the appropriate powers in line with system of delegated powers and powers of attorney in place.

Collections are represented, in most cases, by bank transfers.

The AFC Function, with the support and supervision of the CFO, is entrusted with the task of monitoring and verifying the accuracy and completeness of the Company's collections.

The AFC Function is in charge of **payment management**, and, with the support and supervision of the CFO, arranges payments, as approved by the CEO, through the remote banking system.

As to payment management, the AFC Function, with the support of the interested Functions, has the duty to

- verify the methods of payment agreed, and ensure that the payment authorisation of the interested Function has been granted;
- arrange the payments after receiving the authorisation of the CEO.

All treasury operations must be traced and verifiable, it being understood, in any case, that

- no payments in cash or with similar payment methods (bank or postal passbook, bank or postal cheques) are allowed, except in case of expenditures amounting to small sums (less than € 500.00).
- no payments to encrypted accounts are allowed;
- payments to suppliers that require a bank transfer must be made exclusively to the accounts made in the name of the recipient parties, and opened in the State where the supplier is resident, or, in case of legal person, where the supplier has its registered office.

Any exceptions can only be authorised by the CEO based on justifiable reasons, which must be recorded in writing.

The AFC Function, with the supervision of the CFO,

- conducts checks on the consistency of bank transfers;
- monitors all the transactions made over the Company's current accounts in order to verify the relevance and accuracy of transactions and to update all records of payment transactions without delay;
- stores and files, according to corporate procedures, the supporting documentation for collections, payments, and cash movements, and relative to current accounts;

In case of payments to parties within the public sphere or to Public Bodies, Public Officials and Persons entrusted with a Public Office, these must be made to a bank or postal current account, unless otherwise provided for by law.

6.4 MANAGEMENT OF THE COMPANY'S PETTY CASH ACCOUNT

The Company has a petty cash account which is managed and moved by the AFC Function.

This petty cash account is used for minor expenses (small purchases, postage, revenue stamps, etc.); the funds in the petty cash account must be proportionate to actual needs, it being understood that cash withdrawals and payments must be done in compliance with the limits to the use of cash in line with statutory Anti Money-Laundering regulations (Legislative Decree 231/2007).

The AFC Function, with the supervision of the CFO, is in charge of making periodic reconciliations in order to monitor and validate that the cash balance is correct.

As to the management of the Company's petty cash account, the CFO must

- confirm the validity of the coins and banknotes destined to the petty cash account;
- guarantee compliance with the limits to the use of cash as per statutory regulations.

7 FILING

Each of the Company's Functions that is involved in the activities connected to the management of the Financial and Cash Flows has the responsibility to keep and file all the supporting documentation for the activities detailed in this Protocol, in line with the filing procedure or in any way in manners such as to prevent their future alteration, unless such alterations are clearly shown and highlighted.

The objective of storage and filing of documentation is to enable the proper traceability of the entire process and facilitate possible future checks.

8 PRINCIPLES OF CONDUCT

The corporate Functions involved in the Financial and Cash Flows management process have the duty to observe the provisions of law on the matter, the general principles referred to in the Code of Ethics and the Company's Protocols.

In the table below are listed the principles of conduct which the corporate Parties must abide by, divided into "What to do" and "What NOT to do" (forbidden conducts).

WHAT TO DO	WHAT NOT TO DO
<ul style="list-style-type: none"> • The persons who are in charge of functions who carry out or take part in one or more sensitive activities must impart to their collaborators adequate directives as to the proper operating conduct they need to adopt, according to the specific peculiarities of the area of activity, fostering awareness of situations exposed to the risk of commission of a crime. • The process must be managed by different corporate Functions, independent between them, in order to ensure the appropriate segregation of Functions or to prevent the excessive autonomy of one 	<ul style="list-style-type: none"> • Do <u>not</u> promise or pay money or other benefit to any public official or persons entrusted with a public office, and more generally to Third Parties, on a personal basis for the purpose of promoting and furthering the interests of the Company, including when after the exertion of unlawful pressures. • Do <u>not</u> create funds from non-documented collections of money and unjustified payments. • Do <u>not</u> make payments in cash or with similar payment methods (bank or postal passbook, bank or postal cheques), except

WHAT TO DO	WHAT NOT TO DO
<p>single party and the arising of situations of conflicts of interest and/or situations that are inadequately monitored.</p> <ul style="list-style-type: none"> • Cash must be used exclusively within the limits laid down by Anti Money-Laundering statutory regulations (Legislative Decree 231/2007). • In carrying out the Company's activity, it is a duty to act in accordance with criteria of transparency, paying the utmost attention to news concerning the Third Parties with whom the Company has economic or commercial relations, and which may even only give rise to the suspicion that a crime such as receiving stolen goods, money laundering, or use of money, goods, or benefits of unlawful origin and/or originating from a criminal organisation may be committed, and report such news to the line manager or supervisor. • The members of staff who may, in any capacity whatsoever, be involved in the management of financial and cash flows have the obligation to act within the limit of the authorities they are granted by way of formally delegated powers and powers of attorney. • Every incoming/outgoing financial transaction must be carried out on account of a contractual relationship with an identified counterparty or based on an existing, valid, and non-simulated obligation. • Collaborate with the Company's function and external consultants entrusted with the management of tax returns and/or the transmission thereof and/or the payment of taxes, providing documents that are clear, accurate, and consistent with the operations they refer to. • In the management of collections and payments, verify that there is a correspondence between the party that carried out / received the service and the person that made / received the payment. • In managing gifts, it is an obligation to act in compliance with criteria such as transparency, equal treatment, and lawful 	<p>in case of expenditures amounting to small sums.</p> <ul style="list-style-type: none"> • Do <u>not</u> make payments to encrypted accounts. • Do <u>not</u> make payments to suppliers on current accounts held in the name of different parties or on current accounts that are open in a State other than the state where the supplier resides or, in case of legal person, where the supplier has its registered office. • Do <u>not</u> employ, replace, transfer, into any economic, financial, entrepreneurial, or speculative activity of the Company, any money, goods, or other benefits originating from the commission of intentional crimes, so as to materially hinder the identification of their criminal origin. • Do not counterfeit, alter, introduce into the State, spend or otherwise place in circulation any national or foreign currencies having legal tender in the State or outside the State. • Do not alter genuine money giving them the appearance of a higher value. • Do not use any counterfeit or altered revenue stamps. • Do <u>not</u> make any promises, offers, undue donations, including indirectly, of money or other benefits of any kind whatsoever (with the exception of gifts of modest value and on special occasions over the year) to any directors, managers in charge of drawing up accounting documents, auditors, liquidators, employees and collaborators in any capacity whatsoever of companies or entities in general. • Do <u>not</u> give any gifts, provide services and/or compensation to third parties (e.g., Consultants) including indirect or negative (e.g., waivers, settlements, etc.) that are not suitably justified in the context of the contractual relationship in place with said parties.

WHAT TO DO	WHAT NOT TO DO
conduct. <ul style="list-style-type: none"> It is mandatory to ensure that all the stages of the decision-making process are traceable. 	

9 INFORMATION FLOWS TO THE SUPERVISORY BODY

The Recipients have the duty to report to the Supervisory Body any exception, violation, or suspected violation that comes into their knowledge relative to the provisions of this Protocol.

The Recipients have a duty to transmit to the SB the information and the documents indicated in Annex “*List of Information Flows to the Supervisory Body*” using the following addresses:

Supervisory Body of Leaf Space S.r.l.	
E-mail	odv@leaf.space
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body Via Giacomo Leopardi, 7 Milan (Milan, Italy) 20123



LEAFSPACE

PROTOCOL PT 3

MANAGEMENT OF PROCUREMENT OF GOODS AND SERVICES

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

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3. SCOPE OF APPLICATION	4
4. RESPONSIBILITIES	4
5. PROCUREMENT OF GOODS AND SERVICES	4
5.1 SELECTION OF SUPPLIERS	4
5.2 PROCUREMENT OF GOODS AND SERVICES	5
6. ADVISORY SERVICES	5
7. RULES OF CONDUCT	6
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1. PURPOSE

In compliance with Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as “**Legislative Decree 231/2001**” or the “**Decree**”) and any connected regulations on the Administrative Liability of Entities, Leaf Space S.r.l. (hereinafter also simply “**Leaf Space**” or the “**Company**”) prepared its own Organisation, Management, and Control Model (hereinafter also simply the “**Model**”). The Company has also adopted a Code of Ethics.

The Model prescribes the definition of Protocols for its implementation.

This Protocol defines, within the scope of the activities carried out by Leaf Space, the principles of conduct, the responsibilities, the operating processes and information flows to the Supervisory Body that apply to the Company’s Functions, as defined in the General Part of the Model, in the procurement of goods/services, including advisory services to prevent the commission of the following crimes:

- **Corruption for the exercise of a function (Article 318 of the Criminal Code)**
- **Corruption for an act contrary to official duties (Article 319 of the Criminal Code)**
- **Aggravating circumstances (Article 319-bis of the Criminal Code)**
- **Undue induction to give or promise benefits (Article 319-quater of the Criminal Code)**
- **Bribery of a person entrusted with a public office (Article 320 of the Criminal Code)**
- **Penalties for the corrupting party (Article 321 of the Criminal Code)**
- **Incitement to bribery (Article 322 of the Criminal Code)**
- **Influence peddling (Article 346 bis of the Criminal Code)**
- **Criminal organisations (Article 416 of the Criminal Code)**
- **Mafia-type criminal organisation, including foreign (Article 416-bis of the Criminal Code)**
- **Introduction into the State and commerce of products bearing false signs (Article 474 of the Criminal Code)**
- **Fraud against national industries (Article 514 of the Criminal Code)**
- **Corruption between private parties (Article 2635 of the Civil Code)**
- **Inducement to corruption between private parties (Article 2635-bis of the Civil Code)**
- **Illicit brokering and exploitation of labour (Article 603-bis of the Criminal Code)**
- **Receiving stolen goods (Article 648 of the Criminal Code)**
- **Money laundering (Article 648-bis of the Criminal Code)**
- **Use of money, goods, or benefits of unlawful origin (Article 648-ter of the Criminal Code)**
- **Self-Laundering (Article 648-ter 1 of the Criminal Code)**
- **Employment of third-party nationals whose stay is illegal (Article 22, paragraph 12-bis of Legislative Decree No. 286/1998)**

For a more detailed discussion of the administrative offences and crimes that may give rise to the administrative liability of bodies under Legislative Decree 231/2001 please refer to the content of Annex “*List of Administrative Crimes and Offences*”.

This Protocol fulfils the requirement of facilitating the Supervisory Body’s monitoring of the process to manage the procurement of goods/services, including advisory services. Please note that the Supervisory Body, due to the activity it carries out, has the right to conduct audits and checks on the effective application of this Protocol, requesting any documentation as may be needed from the interested functions.

2. LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

3. SCOPE OF APPLICATION

The Protocol applies to all of the Company's Functions that are involved in the procurement of goods/services, including advisory services.

4. RESPONSIBILITIES

The application of the Protocol is mandatory for all corporate Functions.

The procurement of goods/services, including advisory services, must be management by the Company's Functions entrusted with such tasks, in line with the system of delegated powers and powers of attorney in place.

5. PROCUREMENT OF GOODS AND SERVICES

5.1 SELECTION OF SUPPLIERS

The selection of suppliers, carried out by the interested Company's Functions, must be guided primarily by the following criteria:

- professionalism;
- quality of the product/service, intended as compliance with agreed specifications, reliability, and accuracy;
- conditions of the services provided, bearing in mind any previous purchases for similar items or services (*cost and any accessory costs, flexibility, quality of the good/service, response times, payment methods and deadlines*);
- adequate organisational and financial structure with respect to the characteristics of the purchased good/service;
- timeliness of delivery (in case of supplies of tangible goods) or observance of activity schedules (for the provision of strategic services);
- flexibility of the counterparty, intended as collaboration to minimise the effects of any variations in demand or relative to volume, specifications, or logistics for the delivery of the goods/provision of the service (time and place);
- service level (maintenance and assistance) in terms of speed, punctuality, and availability (where applicable);
- experience in the realisation of a specific product / service;
- quality control system;

- absence or in any case irrelevance (in terms of quantity and seriousness) of grievances originating in the market, out of complaints, and non-conforming results of analyses;

In the selection of suppliers, the following elements must be examined and taken into consideration:

- supplier's proposal to make or receive payments of significant sums through the use of cash or other bearer instruments;
- proposal to make payments to parties not related to the supplier;
- a supplier who refuses to or appears to be unjustifiably reluctant to provide the information set out in this Protocol, to declare their activity, to produce accounting or other documentation and to provide any information that is provided under normal circumstances;
- non-transparent governance and system of delegated powers and powers of attorney, with formal responsibilities that are not consistent with *de facto* responsibilities;

 ***The interested Function must inform the Supervisory Body of any derogations to or violations of the above provisions.***

5.2 PROCUREMENT OF GOODS AND SERVICES

In the selection of suppliers of goods/services, the interested Function, where possible, must ask for at least two quotes.

Once a supplier for a good/service is selected, the interested Function, with the prior authorisation of the CEO or the corporate Functions in charge, in accordance with the system of delegated powers and powers of attorney, goes on to make the order.

Once the goods are received or the service is provided, in case of any discrepancies with the order, the interested Function shall reject the supply, keeping suitable documentation, and inform the external Professional adviser who was appointed by the Company to manage its accounts.

After delivery of the goods or provision of the service, the supplier must send a document stating that the Company owes the supplier a certain amount of money (invoice).

On receipt of the invoice, the AFC function uploads the invoice on a document management system. Once the Function in charge, based on the system of delegation of power and powers of attorney in place within the Company, has given its authorisation to make the payment, the AFC Function, with the prior authorisation of the CEO, pays the invoice and posts said payment on the Company's management system.

6. ADVISORY SERVICES

For the selection and management of advisers, the interested Function, in agreement with the CEO or the Company's functions in charge on the basis of the system of delegated powers and powers of attorney, must

- consider the subjective profile and reputation of the potential adviser;
- keep the documentation required of and provided by the potential adviser in a dedicated file, in a manner such as to prevent the alteration thereof without clear evidence, in order to enable the proper traceability of the full process of selection and facilitate any future checks;

- define, in a clear and transparent manner, the criteria based on which the compensation payable to said advisers is granted;
- pay to such advisers compensation that is consistent with the nature and the value of the services provided.

The agreement in place with advisers must be subject to the authorisation of the CEO.

7. RULES OF CONDUCT

The corporate Functions involved in the procurement of goods/services, including advisory services, have the duty to observe the provisions of law on the matter, as well as the general principles referred to in the Code of Ethics and the indications provided in the Company's Protocols.

In the table below are listed the principles of conduct which the corporate Functions must abide by, divided into “What to do” and “What NOT to do” (forbidden conducts).

WHAT TO DO	WHAT NOT TO DO
<ul style="list-style-type: none"> • Act in compliance with the laws and regulations in place and with the Company's Protocols. • In carrying out the Company's activity, act in accordance with criteria of transparency, paying the utmost attention to news concerning contractual counterparties that may even only give rise to the suspicion that a crime such as receiving stolen goods, money laundering, or use of money, goods, or benefits of unlawful origin may be committed, and report such news to the line manager or supervisor. • Ensure that all the stages of the decision-making process are traceable. • Keep all supporting documentation, adopting all the physical and logical security measures implemented by the Company. • Ensure the transparency of agreements and avoid signing any secret covenants or agreements, including when such type of covenants or agreements are not contrary to the law. • Select, where possible, from among a short-list of potential contractual counterparties. 	<ul style="list-style-type: none"> • In the management of dealings with members of the top management (or their subordinates) of the Suppliers / Advisers with whom the Company has any relationship in place, including occasional, <ul style="list-style-type: none"> ○ Do <u>not</u> create funds from non-documented collections of money and unjustified payments. ○ Do <u>not</u> make any promise or undue payment of money or other benefit of any nature (with the exception of gifts of modest value and in special occasions over the year). ○ Do <u>not</u> make use of any other form of assistance or contribution (sponsorship, assignments, advisory services, hiring, offers of entertainment, etc.) that have the same prohibited purposes as per the point above. • Do <u>not</u> award any compensation that is not justified by the type of assignment to be carried out, and, where in place, by local practice. • Do <u>not</u> make any purchase that is not reflected by a specific and reasoned necessity of the Company. • Do <u>not</u> grant any assignments for the supply of goods or for the provision of advisory or professional services to persons or firms that are “close to” or “favoured by” public entities or any private entity with whom the

WHAT TO DO	WHAT NOT TO DO
	<p>Company has dealings, in the absence of the necessary requirements of quality and convenience of the transaction;</p> <ul style="list-style-type: none"> • Do <u>not</u> pay, promise, or offer, directly or indirectly, any improper payment or other undue benefits to representatives of suppliers/potential suppliers, or to persons who are close to them, with the purpose of promoting or advancing the interests of the Company or which are to the advantage of the Company. • Do not recruit workers for the purpose of assigning them to work within third parties' facilities in exploitative labour conditions, taking advantage of the state of need of workers. • Do <u>not</u> post in accounting records any invoices payable or receipts for transactions that are non-existent, either in whole or in part, for the purpose of using such elements in any VAT or income tax return, and avoid paying income or value-added taxes.

8. INFORMATION FLOWS TO THE SUPERVISORY BODY

The Recipients have the duty to report to the Supervisory Body any exception, violation, or suspected violation that comes into their knowledge relative to the provisions of this Protocol.

The Recipients have a duty to transmit to the SB the information and the documents indicated in Annex "*List of Information Flows to the Supervisory Body*" using the following addresses:

Supervisory Body of Leaf Space S.r.l.	
E-mail	<u>odv@leaf.space</u>
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body Via Giacomo Leopardi, 7 Milan (Milan, Italy) 20123



LEAFSPACE

PROTOCOL PT 4

SELECTION AND MANAGEMENT OF PERSONNEL,
CONSULTANTS, EXTERNAL PROFESSIONAL ADVISERS, AND
COLLABORATORS IN COMMERCIAL MATTERS

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

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1 PURPOSE

In compliance with Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as “**Legislative Decree 231/2001**” or the “**Decree**”) and any connected regulations on the Administrative Liability of Entities, Leaf Space S.r.l. (hereinafter also simply “**Leaf Space**” or the “**Company**”) prepared its own Organisation, Management, and Control Model (hereinafter also simply the “**Model**”). The Company has also adopted a Code of Ethics.

The Model prescribes the definition of Protocols for its implementation.

This Protocol defines, within the scope of the activities carried out by Leaf Space, the principles of conduct, the responsibilities, the operating processes and information flows to the Supervisory Body that apply to the Company’s Functions, as defined in the General Part of the Model, in the management of the process to select and manage personnel, including the process for laying down the incentives scheme and the process for managing expense reports in order to prevent the commission of the following crimes:

- **Corruption for the exercise of a function (Article 318 of the Criminal Code)**
- **Corruption for an act contrary to official duties (Article 319 of the Criminal Code)**
- **Aggravating circumstances (Article 319-bis of the Criminal Code)**
- **Undue induction to give or promise benefits (Article 319-quater of the Criminal Code)**
- **Bribery of a person entrusted with a public office (Article 320 of the Criminal Code)**
- **Penalties for the corrupting party (Article 321 of the Criminal Code)**
- **Incitement to bribery (Article 322 of the Criminal Code)**
- **Influence peddling (Article 346 bis of the Criminal Code)**
- **Criminal organisations (Article 416 of the Criminal Code)**
- **Mafia-type criminal organisation (Article 416-bis of the Criminal Code)**
- **Installation of devices designed to intercept, prevent, or interrupt communications via computer or telecommunication systems (Article 617-quinquies of the Criminal Code)**
- **False corporate statements by listed companies (Article 2622 of the Civil Code)**
- **Transactions to the detriment of creditors (Article 2629 of the Civil Code)**
- **Corruption between private parties (Article 2635 of the Civil Code)**
- **Inducement to corruption between private parties (Article 2635-bis of the Civil Code)**
- **Illicit brokering and exploitation of labour (Article 603-bis of the Criminal Code)**
- **inducement to not make statements or to make false statements before the Judicial Authority (Article 377-bis of the Criminal Code)**
- **Aiding and abetting (Article 378 of the Criminal Code)**
- **Employment of third-party nationals whose stay is illegal (Article 22, paragraph 12-bis of Legislative Decree n. 286/1998)**
- **Fraudulent declaration through invoices or other documents for non-existing transactions (Article 2 of Legislative Decree 74/2000)**
- **Fraudulent declarations through other expedients (Article 3 of Legislative Decree 74/2000)**
- **Inaccurate declaration (Article 5 of Legislative Decree 74/2000)**

For a more detailed discussion of the administrative offences and crimes that may give rise to the administrative liability of bodies under Legislative Decree 231/2001 please refer to the content of Annex “List of Administrative Crimes and Offences”.

This Protocol discharges the obligation to facilitate the Supervisory Body’s monitoring of the process for the selection and management of personnel, including the processes for setting up the

incentives scheme and the methods for managing expense reports. Please note that the Supervisory Body, due to the activity it carries out, has the right to conduct audits and checks on the effective application of this Protocol, requesting any documentation as may be needed from the interested Functions.

2 LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

3 SCOPE OF APPLICATION

This Protocol applies to all the corporate Function of the Company that are involved in the process of selection and management of personnel, including training activities, incentives schemes, and the management of business trips/missions.

4 RESPONSIBILITIES

The application of the Protocol is mandatory for all corporate Functions.

The process for the selection and management of personnel, including training activities and incentives schemes, and the process for managing business trips/missions, is handled by the HR Function.

5 OPERATING PROCEDURES

5.1 SELECTION AND MANAGEMENT OF PERSONNEL

The Human Resource selection process must include the following phases:

1. **Identification of the role:** reviewing or designing a new job description for a vacant post, to be selected with the support of the interested Functions;
2. **Laying down selection criteria:** laying down of the objectives for the selection and choice of the staffing agency Leaf Space uses for managing the selection of staff;
3. **Screening process and verification of documents:** the HR Function receives from the staffing agency a short-list of candidates, defined based on an accurate analysis aimed at identifying the best candidates for the specific position.
4. **Job interview:** once several candidates are identified, they are assessed through job interviews aimed at identifying the candidate who best matches the profile sought.

Job interviews entail the involvement of the following parties:

- HR Function;
- CEO;
- CFO;

- Functions in charge.

5. **Selection of candidate:** debriefing to the candidates that were interviewed and accurate feedback to each on the results of the selection process.
6. **Job Offer:** once the ideal candidate has been selected, the CEO and the CFO, with the assistance of the HR Function, prepare a job offer, including details on the compensation package, which may be negotiated where applicable after it is communicated to the selected candidate.
7. **Employment contract:** the HR Function is in charge of coordinating the final steps of the hiring process and all the necessary documentation. The HR Function, with the assistance of the Functions in charge, is also in charge of coordinating all the activities that are necessary for the handling of all the operative and administrative formalities and requirements connected to the hiring process.

In case of recruitment of workers from Third countries, their residence permit must be checked and found valid.

The employment contract must be signed by the CEO and the CFO in agreement with the system of delegated powers and powers of attorney in place.

If, after the process of selection is concluded, the person hired should be a former employee of a Public Body, whether Italian or foreign, or of a private entity that has (or has had in the 2 years prior to the hiring) a professional or business relationship with the Company, or their domestic partner, or relative or next of kin within the fourth degree of kinship, special checks and information flows to the supervisory bodies must be put into place.

Each resource within the Company must be handed a “Welcome Kit” containing

- information and rules for the use of computer tools, which must be signed;
- indications on how to find, on the Company's Intranet, all the necessary documents, which shall also include the Organisation, Management, and Control Model, the Code of Ethics, and training material on the issues covered under Legislative Decree No. 231/01.

The HR Function is responsible for filing all the supporting documentation for the selection process (CV, contract, signed receipt of the Welcome Kit, etc.)

Within the scope of management of the activities regulated under this Protocol, the following principles must be complied with:

- The selection process must in any case be traceable and capable of being supported by documentary evidence;
- selection and recruitment must be carried out on the basis of documented needs of the Company and it must guarantee that candidates are selected based on technical and aptitude suitability and guided by principles of transparency and meritocracy
- the compensation package must be consistent with the position held by the candidate and with the tasks/duties assigned;
- the obligations laid down in case of recruitment and management of staff, and relative to the administrative management thereof, must be discharged with the highest degree of diligence and professionalism, so as to provide clear, accurate, complete, reliable, and truthful information.
- the process must guarantee compliance with statutory regulations on

- working conditions;
- working hours
- rest period;
- weekly rest;
- mandatory leave;
- holiday leave.

The following are not allowed:

- hiring personnel, including under temporary contracts, without complying with applicable statutory regulations (e.g., in terms of social security and pension contributions, resident permits, etc.);
- enter, in the list of staff, the names of fictitious employees in order to create funds outside of accounting records or to obtain benefits of any and whatsoever kind, or presenting, in the documentation sent to or shared with Public Bodies, any facts that are not true, or conceal relevant facts;
- use workers surveillance methods outside of what is provided for by the applicable laws and regulations;
- employ minors in working activities that are outside the statutory regulations in place;
- expose workers to hazardous situations, having regard to the characteristics of the tasks that need to be carried out and of working conditions;

With regard to the recruitment and employment of foreign workers, the Company

- must comply with the applicable statutory regulations for establishing a subordinate employment relationships under open-ended contracts, fixed-term contracts, or seasonal contracts with a non-EU national residing abroad;
- may hire foreign workers that are already residents of Italy, as long as they have a valid residence permit that qualifies them to find work;
- cannot employ foreign workers who do not have a residence permit or whose residence permit has been revoked or has expired, and for which no application for renewal has been submitted;

5.2 INCENTIVE SCHEME

The Company's incentive scheme is laid down and managed by the CEO in agreement with the HR Function and the assistance of the CFO, the CCO Function, the CTO-COO Function, and the CSO Function.

Within the Company are defined functional levels linked to development and incentive plans;

Incentives are calculated based on a methodology that takes into consideration

- for a portion, Company results (*team factor*);
- for the remaining portion, individual results (*individual factor*) as defined by the function in charge.

The attainment of the two categories of objectives and the awarding of the relative incentive are mutually independent.

5.3 BUSINESS TRIPS/MISSIONS AND EXPENSE REPORTS

The management of business trips/missions and expense reports entails submitting a request and obtaining prior authorisation for business trips/missions, which must take place exclusively on account of duly verified and documented business reasons.

Each Function is responsible for coordinating and verifying the business trips/missions planned, in keeping with the operating procedures laid down in the document titled “*Internal Guidelines of Leaf Space S.r.l.*”.

Once a business trip/mission has been completed, the worker must fill out a dedicated form, reporting the costs incurred and attaching any receipts required. The above form must be transmitted by each employee/collaborator to the HR Function.

Once the HR Function has approved it, the completed form is sent to the AFC Function which is in charge of verifying that the receipts attached to the form and the sums therein stated are complete, relevant, consistent, and adequate. Once such verification is completed, the AFC Function makes the relevant reimbursement as applicable, and posts the cost in the Company’s accounts.

With regard to the management of expense reports,

- workers who have been assigned a Company credit card are forbidden from using it for any personal use, except in emergency situations, which must be promptly reported to the CEO and then charged back to the worker;
- the process for granting authorisations and managing business trips must be guided at all times by criteria of economy and maximum transparency, with respect to internal regulations and to the tax regulations and laws in place;
- in the performance of activities during working hours, workers must at all times seek the most convenient solutions, in terms of economy and operating efficiency.

6 FILING

The HR Function, in activities connected to the selection and management of personnel, has the responsibility to keep and file all the supporting documentation for the activities detailed in this Protocol, in line with the filing procedure or in any case in manners such as to prevent their future alteration, unless such alterations are clearly shown and highlighted.

The objective of storage and filing of documentation is to enable the proper traceability of the entire process and facilitate possible future checks.

7 PRINCIPLES OF CONDUCT

The corporate Functions involved in the process of selection and management of personnel, in the laying down of the incentive scheme and in the management of expense reports are required to observe the provisions of law on the matter, the general principles referred to in the Code of Ethics, and the Company's Protocols.

In the table below are listed the principles of conduct which the corporate Functions must abide by, divided into “What to do” and “What NOT to do” (forbidden conducts).

WHAT TO DO	WHAT NOT TO DO
<ul style="list-style-type: none"> • The persons who are in charge of functions who carry out or take part in one or more sensitive activities must impart to their collaborators adequate directives as to the proper operating conduct they need to adopt, according to the specific peculiarities of the area of activity, fostering awareness of situations exposed to the risk of commission of a crime. • The selection of personnel must be guided by criteria of transparency, equal treatment, and lawful conduct. • The recruitment of personnel must follow rules for assessing the level of professional competence of candidates, without favouring any person who, directly or indirectly, may carry out activities or have positions linked to the Public Administration. • Any conflicts of interest between the recruiter and the candidate must be avoided (the review of two recruiters in the candidate assessment form may be opportune). • The traceability of the single phases of the process of personnel selection, recruitment, and management must be achieved through the filing, by the HR Function, of the documents relative to the various phases of the selection process to enable to reconstruct the responsibilities and reasons behind the choices made (candidates' CVs, contracts with the recruitment Firm, job advertisements published, assessment forms, where needed, etc.). • Comply with the applicable statutory regulations for establishing a subordinate employment relationships under open-ended contracts, fixed-term contracts, or seasonal contracts with a non-EU national residing abroad. • The recruitment of foreign workers is permitted as long as said workers have a valid residence permit that qualifies them to find work. • If the Company uses the services of intermediaries (recruitment firms), said 	<ul style="list-style-type: none"> • Do <u>not</u> promise or offer any promise to hire any representatives of the Public Administration/persons entrusted with a public office, whether Italian or foreign, or persons who are linked to the above, or, more generally, any persons who are linked to the above, or, more generally, any persons who are linked to the top management (or their subordinates) of private entities that have relationships in place with the Company, for the purpose of influencing their independent judgement or inducing them to grant any type of advantage to the Company. • Do <u>not</u> recruit personnel without complying with the criteria of transparency, equal opportunity and the selection and assessment phases required to fill the vacancy. • Do <u>not</u> employ foreign workers who do not have a residence permit or whose residence permit has been revoked or has expired, and for which no application for renewal has been submitted. • Do <u>not</u> provide any services to Employees, Managers, Directors, or Advisers that are not adequately justified in the context of the contractual relationship in place with them. • Do <u>not</u> award compensation to Employees, Managers, Directors, or Advisers that are not adequately justified based on the type of assignment they are called to carry out. • Do <u>not</u> draw up any simulated employment agreement for the purpose of claiming, in tax returns, higher personnel costs than the costs actually incurred. • Do <u>not</u> pay any advances and reimbursement of expenses that are not adequately justified with respect to <ul style="list-style-type: none"> - the type of assignment carried out; - the practices in force in the places where business trips took place.

WHAT TO DO	WHAT NOT TO DO
<p>firms must be verified to be included in the list of recruitment firms approved by the Ministry of Labour.</p> <ul style="list-style-type: none"> Any career advancement and developments of personnel, salary increases, and incentive schemes must be guided by criteria of meritocracy and transparency, equal treatment, opportunity, and lawfulness; no benefits or other utilities should be awarded to persons holding a public office or indirectly linked to the PA. The Company's Functions are required to request refunds for expenses only after receiving authorisation, and after the supporting documentation justifying all items of costs, in terms of operations and proper competence, has been presented and filed. It is mandatory to ensure that all the stages of the decision-making process are traceable. It is mandatory to keep all supporting documentation, adopting all the physical and logical security measures implemented by the Company. 	

8 INFORMATION FLOWS TO THE SUPERVISORY BODY

The Recipients have the duty to report to the Supervisory Body any exception, violation, or suspected violation that comes into their knowledge relative to the provisions of this Protocol.

The Recipients have a duty to transmit to the SB the information and the documents indicated in Annex "*List of Information Flows to the Supervisory Body*" using the following addresses:

Supervisory Body of Leaf Space S.r.l.	
E-mail	odv@leaf.space
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body Via Giacomo Leopardi, 7 Milan (Milan, Italy)

Supervisory Body of Leaf Space S.r.l.	
	20123



LEAFSPACE

PROTOCOL PT 5

MANAGEMENT OF GIFTS, SPONSORSHIPS, DONATIONS, AND
EVENTS

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

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1 PURPOSE

In compliance with Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as “**Legislative Decree 231/2001**” or the “**Decree**”) and any connected regulations on the Administrative Liability of Entities, Leaf Space S.r.l. (hereinafter also simply “**Leaf Space**” or the “**Company**”) prepared its own Organisation, Management, and Control Model (hereinafter also simply the “**Model**”). The Company has also adopted a Code of Ethics.

The Model prescribes the definition of Protocols for its implementation.

This Protocol defines, within the scope of the activities carried out by Leaf Space, the operating processes and information flows to the Supervisory Body that apply to the Company’s Functions, as defined in the General Part of the Model, in the procurement of goods/services, including advisory services, to prevent the commission of the following crimes:

- **Corruption for the exercise of a function (Article 318 of the Criminal Code)**
- **Corruption for an act contrary to official duties (Article 319 of the Criminal Code)**
- **Aggravating circumstances (Article 319-bis of the Criminal Code)**
- **Corruption in judicial proceedings (Article 319-ter of the Criminal Code)**
- **Undue induction to give or promise benefits (Article 319-quater of the Criminal Code)**
- **Bribery of a person entrusted with a public office (Article 320 of the Criminal Code)**
- **Penalties for the corrupting party (Article 321 of the Criminal Code)**
- **Incitement to bribery (Article 322 of the Criminal Code)**
- **Influence peddling (Article 346 bis of the Criminal Code)**
- **Corruption between private parties (Article 2635 of the Civil Code)**
- **Inducement to corruption between private parties (Article 2635-bis of the Civil Code)**

For a more detailed discussion of the administrative offences and crimes that may give rise to the administrative liability of bodies under Legislative Decree 231/2001 please refer to the content of Annex “*List of Administrative Crimes and Offences*”.

This Protocol is aimed at facilitating the Supervisory Body’s monitoring of the processes relative to the management of dealings with the Public Authority and with Public Supervisory Authorities. Please note that the Supervisory Body, due to the activity it carries out, has the right to conduct audits and checks on the effective application of this Protocol, requesting any documentation as may be needed from the interested Functions.

2 LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

3 DEFINITIONS:

Gift: it means any transfer of goods free of charge.

Sponsorship: it means the patronage and funding of an event with the intent of promoting and enhancing one's image.

Donations and Contributions: it means the awarding of assets to another party, spontaneously and in the spirit of generosity, that is to say, with the intent of providing enrichment to someone else.

4 SCOPE OF APPLICATION

This Protocol applies to all the Recipients who are involved, irrespective of their capacity, in the process relative to the management of gifts, sponsorships, donations, and events.

5 RESPONSIBILITIES

The application of the Protocol is mandatory for all corporate Functions.

The management of activities relative to gifts, sponsorships, donations, and to the organisation of events is entrusted to the HR Function, in agreement with the CEO and the CFO, and in line with the system of delegated powers and powers of attorney in place.

6 GIFTS

Every year the CFO, in agreement with the CEO, prepares a budget for gift expenses.

The parties who may receive gifts are: customers, suppliers, advisers, and other third parties with whom the Company has business dealings.

All gifts must be expressly authorised by the CEO and must imperatively be represented by gadgets that are appropriate and of small value¹, and, in any case, must be given in good faith, in such a way as they may not be interpreted as being aimed at acquiring or attempting to acquire undue advantages for the Company; any gifts that may be considered exclusive or made ad hoc for the person receiving them must be avoided.

It is furthermore necessary to pay special attention to avoid the possibility for gifts to be offered near the time when a relationship with a third party is being established or consolidated.

All the expenses incurred for gifts must be recorded accurately and completely and entered in the Company's books and records.

7 CONTRIBUTIONS AND DONATIONS

The HR Function selects, with the prior approval of the CEO and the CFO, the Entity to whom a contribution should be granted. The beneficiary Entity or initiative is selected with the assistance of the corporate functions, on the basis of the following factors:

- the ethical nature of the initiative to which the contribution is destined;
- the value of the contribution;

¹ Such value should not exceed, indicatively, the sum of 150.00 Euro, including when granted in the form of a discount, as specified in President of the Republic Decree No.62 of 16 April 2013, "Regulation providing a code of conduct for public employees, under Article 54 of Legislative Decree No. 165 of 30 March 2001", as amended and supplemented.

- the type of Entity that is set to receive the contribution and the reason behind the choice.

The HR Function must:

- store the authorisation relative to the selected Entity;
- once a year, draw up a report relative to all contributions.

Any contributions to Public Bodies should be appropriate, and in any case such as not being liable to be interpreted as being aimed at acquiring or attempting to acquire undue advantages for the Company.

The Company does not allow any direct or indirect contribution, in any form whatsoever, to any political party, movement, committee, political organisation or trade union, or to their representatives and candidates, with the exception of those that are expressly mandatory under the law and applicable regulations.

8 MANAGEMENT OF SPONSORSHIPS

The HR Function selects, with the assistance of the corporate functions and the prior approval of the CEO and the CFO, **Sponsorship** initiatives based on the following criteria:

- their consistency with the strategy pursued;
- the expected benefits and returns from the **Sponsorship** (e.g., billboards bearing the Company's logo installed at sports facilities / sports kits);
- the size of the **Sponsorship** with respect to the budget established by the CFO in agreement with the CEO.

If the proposal is found to be of interest, the CEO authorises the project, and signs to accept the request for sponsorship.

9 EVENT

The Company organises events within its own headquarters or external locations, intended for customers or potential customers, agents, and its own employees.

The Company participates in trade shows.

Every year, the CFO, in agreement with the CEO, sets out a budget destined for events and trade show activities.

The management of the event organisation, or the definition of the terms and conditions for taking part in external events is entrusted to the HR Function, in agreement with the CEO and the CFO, and with the assistance of the Company's Functions based on specific competences.

The selection of the trade shows in which the Company participates is entrusted to the HR Function which, in agreement with the CFO, uses the assistance of the Company's functions.

When taking part in events and in the management of dealings with third parties, the Recipients have the obligation to be guided by criteria of transparency and lawfulness of conduct; Recipients are under obligation to take a strict approach in observance of the principles of the Code of Ethics and the Organisation, Management, and Control Model.

For the purpose of selection of suppliers, with reference to the organisation of Company events, the Recipients must abide by the rules and processes detailed in *Protocol PT 3 - Procurement of goods and services*.

10 STORAGE OF DOCUMENTATION

Each Function involved in activities connected to the management of gifts, donations, sponsorship initiatives, and events, must keep and store all the supporting documentation for the activities described in this Protocol, in a manners such as to prevent the future alteration of such documentation, unless such alteration can be clearly shown and highlighted.

The objective of storage and filing of documentation is to enable the proper traceability of the entire process and facilitate possible future checks.

11 INFORMATION FLOWS TO THE SUPERVISORY BODY

The Recipients have the duty to report to the Supervisory Body any exception, violation, or suspected violation that comes into their knowledge relative to the provisions of this Protocol.

The Recipients have the duty to transmit to the SB the information and the documents as indicated in the Annex “List of Information Flows to the Supervisory Body” using the following addresses:

Supervisory Body of Leaf Space S.r.l.	
E-mail	odv@leaf.space
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body Via Giacomo Leopardi, 7 Milan (Milan, Italy) 20123

- The Recipients must report to the Supervisory Body any anomalies or extraordinary facts in respect of gifts, sponsorships, contributions, and events.



LEAFSPACE

PROTOCOL PT6

MANAGEMENT AND USE OF THE INFORMATION
TECHNOLOGY SYSTEM

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

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1 PURPOSE

In compliance with Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as “**Legislative Decree 231/2001**” or the “**Decree**”) and any connected regulations on the Administrative Liability of Entities, Leaf Space S.r.l. (hereinafter also simply “**Leaf Space**” or the “**Company**”) prepared its own Organisation, Management, and Control Model (hereinafter also simply the “**Model**”). The Company has also adopted a Code of Ethics.

The Model prescribes the definition of Protocols for its implementation.

This Protocol defines, within the scope of the business activity carried out by Leaf Space (hereinafter also referred to as the “**Company**”) the responsibilities, operating procedures and information flows to the Supervisory Body by which the Recipients must abide, as defined in the General Part of the Organisational Model, in the management and use of Information Technology Systems and in information security (hereinafter also simply the “**Recipients**”) in the context of handling the administrative obligations connected to the Company's activity and in the management of audits, inspections, and checks to prevent the commission of the following crimes:

- **Computer fraud (Article 640-ter of the Criminal Code)**
- **Computer documents (Article 491-bis of the Criminal Code)**
- **Unauthorised access to a computer or telecommunication system (Article 615-ter of the Criminal Code)**
- **Unauthorised possession and distribution of access codes to computer or telecommunication systems (Article 615-quater of the Criminal Code)**
- **Distribution of computer programmes, equipment, or devices aimed at damaging or interrupting a computer or telecommunication system (Article 615-quinquies of the Criminal Code)**
- **Unlawful interruption, impediment, or interception of computer or telecommunication communications (Article 617-quater of the Criminal Code)**
- **Damaging computer programmes, data, and information (Article 635-bis and 635-quater of the Criminal Code)**
- **Damaging computer programmes, data, and information used by the State or by other public entity or of public utility (Article 635-ter of the Criminal Code)**
- **Damaging computer or telecommunication systems of public utility (Article 635-quinquies of the Criminal Code)**
- **Infringement of copyright (Article 171 bis of Law No. 633/1941)**

For a more detailed discussion of the administrative offences and crimes that may give rise to the administrative liability of bodies under Legislative Decree 231/2001 please refer to the content of Annex “List of Administrative Crimes and Offences”.

This Protocol is aimed at facilitating the Supervisory Body's monitoring of the processes relative to the management and use of the Information Technology Systems and information security. Please note that the Supervisory Body, due to the activity it carries out, has the right to conduct audits and checks on the effective application of this Protocol, requesting any documentation as may be needed from the interested Functions.

The pursuit of information security entails the definition, attainment, and maintenance of

- **Confidentiality:** ensuring that information is accessible only to the persons and/or processes who are duly authorised;

- **Integrity:** protecting the totality of information from unauthorised alterations;
- **Availability:** ensuring that authorised users have access to the information and associated architectural elements when they request such access;
- **Authenticity:** guarantee the origin of information;
- **Non-repudiation:** ensuring that information is protected against anyone falsely denying to have received, transmitted, created, shipped, and delivered said information.

2 LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

3 SCOPE OF APPLICATION

The Protocol applies, for their respective areas of competence, to anyone who uses (hereinafter also referred to as «*users*»), manages (hereinafter also «*technical staff*») or have any access to the computer systems and/or data, including persons and entities outside the Company or third party suppliers.

In particular, all contracts in place with the latter must contain specific guarantee clauses aimed at ensuring that the development, operation, and maintenance of information technology systems are conducted in keeping with the principles expressed within this Protocol.

4 RESPONSIBILITIES

The functional Responsibility is assigned to the CTO Function.

In this context, the CTO Function, with the assistance of the technical staff and advisers, is required to

- verify and ensure the security of the network and the information technology systems and protect the security of data;
- identify the potential vulnerabilities within the system of information technology checks;
- assess the proper technical implementation of the authorisations system at information technology and user authorisations systems level, ascribable to a proper segregation of tasks;
- monitor the organisational or technical changes that may cause the information technology system to be exposed to threats, making the access-control system inadequate;
- monitor and carry out the necessary activities to manage access to own and third-party systems;
- guarantee that users are installed with original software exclusively, and that such software is duly authorised or under license;
- monitor the proper application of all the measures deemed necessary to combat, specifically, cybercrimes and the unlawful processing of data;

- make sure that the Company adopts a periodic back-up plan for data, files, programmes and operating systems, in order to guarantee the protection of the Company's information assets, proposing to the CFO the adoption of the measures that are necessary to such end and which cannot be adopted directly by the CTO where they fall outside the scope of the powers granted to the latter;
- ensure that restore tests are carried out periodically in order to verify the integrity of back-up systems.

5 INFORMATION TECHNOLOGY SYSTEMS

5.1 PHYSICAL AND ENVIRONMENTAL SECURITY

The data processing centres and the servers therein present must be subject to appropriate physical and logical protection measures, and particular, with regard to the facilities,

- the content of computers' hard disk is encrypted and cannot be accessed without access passwords;
- access of cloud servers is differentiated based on the function of single users, and it records the accesses and modifications made to documents;
- the proper operation of environmental control systems must be ensured through maintenance activities and periodic tests carried out by the technical staff;
- in case of interruption in the power supply, the Uninterruptible Power Supply (UPS) must be automatically activated to ensure the controlled and safe shut-down of the virtual structure, preserving the integrity of data and systems;
- control of the operating temperature must be guaranteed by a dedicated air conditioning systems, which assistance and availability of replacement parts must be guaranteed.

5.2 PROTECTION AGAINST HARMFUL SOFTWARE AND AUTO EXECUTABLE CODES

All computers and servers must be equipped with suitable anti-malware programmes, which must be kept updated at all times. The CTO function has the responsibility to ensure the presence of said programmes.

The CTO function, with the assistance of the technical staff, must additionally ensure that the devices of external companies, when interacting with the Company's information technology system, are equipped with suitable anti-malware protection measures.

For all clients and servers the CTO Function must arrange the implementation of all the updates (patches) to operating systems and applications that are recommended by their manufacturers so as to limit the possible risks connected to any vulnerabilities found in said systems and applications. The installation of updates must follow a progressive distribution plan, aimed at preventing and mitigating the possibility of negative impacts over the stability of target systems.

The anti-spam and anti-phishing tools applied must enable to control electronic mail flows, blocking e-mails originating from servers and domains that are banned at international level, and must filter e-mails that are identified as spam. In addition, the system must allow to apply user-defined rules to electronic mail control, so as to block any additional e-mails identified as spam by users. In case

of *false detection* and spam wrongly delivered to recipients, users may contact the technical staff, who shall assess the situation and, where applicable, request corrective actions to be taken.

5.3 SAVING, STORAGE, AND RECOVERY OF DATA

Data must be stored in accordance with procedures that are fit to ensure the recovery of data in the following cases:

- errors made by users or technical staff;
- incidents and malfunctions in storage systems;
- errors in information technology procedures;
- errors originating from changes that were put into production;
- other possible causes of data alteration (intrusions, sabotage, etc.)

All magnetic or digital removable media (rewritable CDs and DVDs, USB drives, etc.) containing data or information that are part of the Company's know-how, must be treated with special care in order to prevent their content from being stolen or altered and/or destroyed, or recovered after being deleted. In order to ensure the destruction and/or non-usability of the magnetic or digital media containing confidential data, each user must contact the CTO Function and follow the instructions imparted by the latter. The destruction of used media must be carried out in a controlled manner, ensuring that their content cannot be read by any third parties who may come into their possession over the scrapping process.

The Recipients are responsible for keeping the Company's media and the data therein contained.

5.4 MANAGEMENT OF INTERNET SECURITY

In order to ensure Internet security, an anti-intrusion system must be put into place (firewall) to ensure the creation of different perimeter security levels. Firewall control must be carried out by blocking every access from the Internet into the network, with some special exceptions due to specific needs.

The efficiency of the firewall systems must be verified before they are released into operation and must be kept undated at all times.

5.5 MANAGEMENT OF USER PROFILES AND PASSWORDS

Access to network, applications, and data must be controlled by identifying users with certainty and unambiguously through profiling, the use of credentials aimed at laying down access rights and specifying the operations which each user is allowed to perform.

The assignment of user accounts to employees / collaborators and their relative profiling must be based on principles of necessity so as to grant only the authorisations that allow the performance of the duties assigned to each user and only for the time needed to carry out the agreed activity.

The password to access the Company's network and the various applications are deemed actual personal keys. Passwords are therefore chosen, customised and kept by each user in accordance with criteria suitable to prevent such passwords from being easily identified and misused.

Passwords must be at least eight characters long and must consist of a mixture of letters and numbers. All the available characters, including upper-case, lower-case, and special characters, can be used. Users must change their password shortly after being assigned one.

The Company's systems and applications have the following requirements

- username and password must be individually associated to every user ;
- systems must allow every user to change the password that is associated to their username;
- systems must, unless there are objective technical impediments, force users to change their password on their first use; in case of objective impediment, users must be informed of the need to change their password and the ways to do it;
- where possible, systems impose a change of password after a time-interval not exceeding six months;
- where possible, systems shall have set up a "password history" parameter, with a value not below five, preventing the users who change their password from re-using one of the last passwords;
- where possible, systems prevent repeated unsuccessful access attempts. After the fifth consecutive failed attempt, the user account is blocked, requiring the action of the personal staff, who may unblock the account after confirming that the party making such request is the owner of the username.

The authorisation granted to a collaborator to use the Internet (and the revocation of such authorisation) must be notified by the Head of the Function to the CTO Function in an internal written communication (e-mail).

In addition, every six months the CTO Function conducts a further check, by sending an e-mail to the heads of the Company's functions, detailing the user account situation within each such function, and asking to either confirm that the actual situation matches the one detailed, or report any divergences.

5.6 E-MAIL BOXES

The Company's users receive a domain account that enables access to the network and to specific applications (for which additional dedicated profiling is required). Group e-mails without names must be traceable to the users who are authorised access and to the individual users who carried out each single activity.

For the proper use of e-mail,

- Recipients cannot download onto hard-disks any e-mail attachments whose sender is not confirmed or when there is there even the slightest suspicion that they may be unsafe;
- Recipients must not answer e-mails that appear to be originating from senders that are considered "safe" (such as technical Microsoft newsletters, etc.) and especially must not provide any of the personal data requested within said e-mails, nor follow any of the links to Internet sites featured in said e-mails;
- in all of the above situations, whenever there is any doubt on how to handle the e-mail messages received, users are recommended not to open the message and any attachments, and contact the CTO Function or the personal staff.

5.7 REMOTE ACCESSES

Whenever there are specific needs and after specific written request from users, the CTO Function may grant remote access to the information technology systems and data.

All remote access requests must be filed by the personal staff.

5.8 MANAGEMENT OF USER ACCOUNTS AND ACCESS CREDENTIALS TO THIRD-PARTY WEBSITES

For the purpose of managing user accounts and access credentials to Third Party websites, the authorisation of the CTO Function is required. The CTO Function is in charge of enabling user accounts and of checking to verify that users use systems in line with the directives, laws, and regulations of the third party that provides the service.

5.9 SOFTWARE AND HARDWARE SECURITY AND MANAGEMENT OF CHANGES

The application systems and hardware infrastructures used by the Company cannot be tampered with or altered independently by the final user.

The implementation of software changes (e.g., new implementations or changes to computer applications that manage data bases) or changes to hardware components (e.g. work on servers or computer networks) is the responsibility of the CTO Function, which, with the assistance of the technical staff must ensure the constant updating of the software and hardware used by the Company in order to maintain a level of efficiency and security that is adequate to the Company's operating needs.

The Company's software cannot be transferred onto unauthorised hardware, except in the cases allowed under the licenses in use.

The management of software changes, which must in any case be in compliance with the statutory regulations in force from time to time and after having verified that the operations that are intended to be implemented are legitimate and in compliance with the provisions of this Protocol, concerns, among other, new implementations or changes to the computer applications that manage the Company's data bases. The management of hardware changes concerns works on the Company's servers and computer networks. The legitimacy of the activities concerning hardware changes and their compliance with the provisions of this Protocol must also be verified beforehand.

5.10 MANAGEMENT OF INFORMATION TECHNOLOGY RISKS

For the primary application systems, the CTO Function, with the assistance of the technical staff, must carry out, at set intervals based on the procedures in place, an analysis of the critical areas, with the objective of assessing how the non-availability of said systems would affect the Company, so as to define the areas most exposed to risk and concentrate on these areas to strengthen computer security protection measures.

This analysis must include

- a division of application systems based on the category of data handled;

- assessment, for each system, of the type of damage that would arise from said systems' failure to operate for final users, and from the continuing interruption of the service; assessment of the adequacy of the prevention measures on systems in relation to the risk analysis;
- assessment of the need to lay down emergency measures in case of system failure (*emergency plan*)

5.11 DOCUMENTS BEARING ELECTRONIC OR DIGITAL SIGNATURES FOR LEGAL PURPOSES AND WITH EVIDENTIARY EFFECT

The management of supporting tools for documents with qualified or digital signatures for legal purposes and with evidentiary effect (such as, but not limited to, smart cards, pseudorandom number generators, certified e-mail, etc.) must be authorised by the CEO after hearing the opinion of the CTO Function.

6 INFORMATION FLOWS TO THE SUPERVISORY BODY

The Recipients have the duty to report to the Supervisory Body any exception, violation, or suspected violation that comes into their knowledge relative to the provisions of this Protocol.

The Recipients have the duty to transmit to the SB the information and the documents as indicated in the Annex "List of Information Flows to the Supervisory Body" using the following addresses:

Supervisory Body of Leaf Space S.r.l.	
E-mail	<u>odv@leaf.space</u>
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body Via Giacomo Leopardi, 20123 Milan,(MI) Italy



LEAFSPACE

PROTOCOL PT 7

PLANNING, DEVELOPMENT, AND PRODUCTION

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

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1 PURPOSE

In compliance with Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as “**Legislative Decree 231/2001**” or the “**Decree**”) and any connected regulations on the Administrative Liability of Entities, Leaf Space S.r.l. (hereinafter also simply “**Leaf Space**” or the “**Company**”) prepared its own Organisation, Management, and Control Model (hereinafter also simply the “**Model**”). The Company has also adopted a Code of Ethics.

The Model prescribes the definition of Protocols for its implementation.

This Protocol defines, within the scope of the business activity carried out by Leaf Space, the responsibilities, operating procedures, filing criteria, and information flows to the Supervisory Body by which the Recipients must abide, as defined in the General Part of the Organisational Model, in the Planning, Development, and Production activities within the scope of the management of requirements connected with the Company’s activity and in the management of checks, inspections, and audits to prevent the commission of the following crimes:

- **Installation of devices designed to intercept, prevent, or interrupt communications via computer or telecommunication systems (Article 617-quinquies of the Criminal Code)**
- **Criminal organisations (Article 416 of the Criminal Code)**
- **Mafia-type criminal organisation (Article 416-bis of the Criminal Code)**
- **Counterfeiting, alteration, or use of distinctive signs of original works or industrial products, and counterfeiting, alteration, or use of marks or distinctive signs or patents, models, and drawings (Article 473 of the Criminal Code)**
- **Introduction into the State and commerce of products bearing false signs (Article 474 of the Criminal Code)**
- **Fraud against national industries (Article 514 of the Criminal Code)**
- **Fraud in the exercise of commerce (Article 515 of the Criminal Code)**
- **Sale of industrial products bearing misleading signs (Article 517 of the Criminal Code)**
- **Manufacture and commerce of goods realised by encroaching on industrial property rights (Article 517-ter of the Criminal Code)**
- **Receiving stolen goods (Article 648 of the Criminal Code)**
- **Money laundering (Article 648-bis of the Criminal Code)**
- **Use of money, goods, or benefits of unlawful origin (Article 648-ter of the Criminal Code)**
- **Self-Laundering (Article 648-ter.1 of the Criminal Code)**
- **Issuing of invoices or other documents for non-existing transactions (Article 8 of Legislative Decree 74/2000)**

For a more detailed discussion of the administrative offences and crimes that may give rise to the administrative liability of bodies under Legislative Decree 231/2001 please refer to the content of Annex “List of Administrative Crimes and Offences”.

This Protocol fulfils the requirement of facilitating the Supervisory Body’s monitoring of the processes regarding the management of the Planning, Development, and Production Activities. Please note that the Supervisory Body, due to the activity it carries out, has the right to conduct audits and checks on the effective application of this Protocol, requesting any documentation as may be needed from the interested Functions.

2 LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

3 SCOPE OF APPLICATION

This Protocol applies to all of the Company's Functions that are involved, in any capacity whatsoever, in the Planning, Development, and Production Activities.

In regard of the contracts in place with suppliers, professional experts or external advisers who are involved in the processes, these must contain provisions stating that said suppliers, professional experts and external advisers agree to comply with the principles expressed in the Organisational Model and in the principles contemplated in this Protocol.

4 RESPONSIBILITIES AND MANAGEMENT OF ACTIVITIES

The Planning, Development, and Production activities are managed by the following functions:

Activity	Function in charge
Product Research, Development, and Production	CTO and COO Function
Procurement	Procurement Function
Product Marketing	CCO Function

5 MANAGEMENT OF RESEARCH AND DEVELOPMENT

The COO and CTO Function is in charge of hardware products research and development activities, and manages the production of software and the installation phases of the goods produced.

The Procurement Function purchases from third parties the goods that are instrumental to the Company's production activities.

The COO and CTO Function, with the assistance of external advisers, where applicable, carries out preliminary investigations relative to the research and development activity and to the use of production techniques, patents, marks, models, or industrial property rights owned by third parties.

These investigations are aimed at ensuring that there are no marks or patents that are identical or similar to any mark or patent already used or that are already subject to application or are already registered (search for earlier patents or marks) and that no third-party rights are infringed.

Investigations include firms, business and company names, shop signs, domain names.

In addition, specific monitoring activities are carried out to identify any marks or other distinctive signs which registration is about to expire.

The use of marks, distinctive signs, and shop signs of third parties is allowed exclusively when the legal owners of such rights grant their authorisation in writing, and in line with the processes and time-frames laid down.

All the formal requirements and other obligations pertaining to activities relating to marks and other distinctive signs are carried out by an external Professional expert who acts on behalf of the Company.

In case of administrative disputes or disputes in or out of court, the CEO, with the assistance of the COO and CTO Function, the Legal Function and external Professional experts, assesses the actions that should be taken. The decision on the action to be taken is subject to the approval of the CEO.

Each of the Company's Functions is responsible for the truth and authenticity of the documentation and the information given in the performance of the activities within their scope of competence.

6 PRODUCTION MANAGEMENT

The TO and COO Function must plan and carry out the production activities and the provision of services in compliance with the following criteria and processes, as applicable::

- the availability of information that describe the characteristics of the product.
- the availability of operating instructions, operating conditions and monitoring of systems while in operation and in the presence of anomalies or emergency conditions,
- the identification and traceability of products with suitable means along all the product realisation phases,
- the use of appropriate devices,
- the availability and use of monitoring and measuring devices,
- the implementation of maintenance and inspection activities,
- the implementation of activities for the release and delivery of products and for after-sale assistance.

The CTO and COO Function, in coordination with the CCO Function, plans the works based on the determination of needs based on historical and statistical data and based on customer orders.

The Procurement Function plans and manages the product shipment activities.

7 FILING OF DOCUMENTATION

Each Function involved in activities connected to planning, development, and production activities, must keep and store all the supporting documentation for the activities described in this Protocol, in

a manners such as to prevent the future alteration of such documentation, unless such alteration can be clearly shown and highlighted.

The objective of storage and filing of documentation is to enable the proper traceability of the entire process and facilitate possible future checks.

8 INFORMATION FLOWS TO THE SUPERVISORY BODY

The Recipients have the duty to report to the Supervisory Body any exception, violation, or suspected violation that comes into their knowledge relative to the provisions of this Protocol.

The Recipients have the duty to transmit to the SB the information and the documents as indicated in the Annex “List of Information Flows to the Supervisory Body” using the following addresses:

Supervisory Body of Leaf Space S.r.l.	
E-mail	<u>odv@leaf.space</u>
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body Via Giacomo Leopardi, 7 Milan (Milan, Italy) 20123



LEAFSPACE

PROTOCOL PT 8

**BOOKKEEPING, DRAWING UP THE FINANCIAL STATEMENTS
AND RELATED ACTIVITIES**

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

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1 PURPOSE

In compliance with Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as “**Legislative Decree 231/2001**” or the “**Decree**”) and any connected regulations on the Administrative Liability of Entities, Leaf Space S.r.l. (hereinafter also simply “**Leaf Space**” or the “**Company**”) prepared its own Organisation, Management, and Control Model (hereinafter also simply the “**Model**”). The Company has also adopted a Code of Ethics.

The Model prescribes the definition of Protocols for its implementation.

This Protocol defines, within the scope of the activities carried out by Leaf Space, the principles of conduct, the responsibilities, the operating processes and information flows to the Supervisory Body that apply to the Company’s Functions, as defined in the General Part of the Model, in the management of accounts, of activities aimed at drawing up the Annual Financial Statements and in dealings with the party entrusted with the task of carrying out the statutory audit of the Company to prevent the commission of the following crimes:

- **Obstruction of audit (Article 2625 of the Civil Code)**
- **Corruption between private parties (Article 2635 of the Civil Code)**
- **Inducement to corruption between private parties (Article 2635-bis of the Civil Code)**
- **Fraudulent declaration through invoices or other documents for non-existing transactions (Article 2 of Legislative Decree 74/2000)**
- **Fraudulent declarations through other expedients (Article 3 of Legislative Decree 74/2000)**
- **Issuing of invoices or other documents for non-existing transactions (Article 8 of Legislative Decree 74/2000)**
- **Concealment or destruction of accounting documents (Article 10 of Legislative Decree. 74/2000)**

For a more detailed discussion of the administrative offences and crimes that may give rise to the administrative liability of bodies under Legislative Decree 231/2001 please refer to the content of Annex “**List of Administrative Crimes and Offences**”.

This Protocol discharges the obligation to facilitate the Supervisory Body's monitoring of the process for the management of accounts, of the activities aimed at drawing up the Annual Financial Statements and dealings with the Independent Auditor. Please note that the Supervisory Body, due to the activity it carries out, has the right to conduct audits and checks on the effective application of this Protocol, requesting any documentation as may be needed from the interested Functions.

2 LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

3 SCOPE OF APPLICATION

This Protocol applies to all the Company's Functions that are involved, in any capacity, in the process of management of accounts, in the management of activities aimed at drawing up the Annual Financial Statements, and in dealings with the person entrusted with the statutory financial audit of the Company.

4 RESPONSIBILITIES AND OPERATING PROCEDURES

The application of the Protocol is mandatory for all the Company's Persons.

The AFC Function manages the accounts, with the assistance of an external Professional adviser.

The management of all activities aimed at drawing up the Annual Financial Statements and the management of dealings with the person entrusted with the statutory financial audit are in the hands of the CFO Function, with the assistance of the AFC Function, which, once a month and with the assistance of the external Professional adviser, draw up a final balance of internal accounts.

At the end of the year, the valuation of assets and costs and the drafting of financial statements are as of the 31st of December.

The Financial Statements, which are prepared in condensed form, are approved by the CEO.

5 ACCOUNTING ACTIVITIES

5.1 BOOKKEEPING

The AFC sends the accounting documents to the external Professional adviser, who collects and organises all relevant accounting data for the purposes of bookkeeping, and records systematically the Company's transactions.

The CFO, together with the AFC Function and the external Professional adviser, checks once a month the closings of accounts prepared.

The supporting documentation for each account entry, and any corrections thereto, is filed and stored, in pursuance of the law, with the Company, and through a Cloud storage service that is also accessible to the external Professional adviser.

The traceability of information is ensured through the computer system used by the external Professional adviser, whose access profiles must be identified so as to guarantee the segregation and identification of the professionals involved in the process.

5.2 SCHEDULING CLOSING ACTIVITIES

Based on the regulatory deadlines under the laws of Italy, the CFO, with the assistance of the external Professional adviser, lays down a time line for the closing of accounts for the purpose of drawing up the annual Financial Statements.

5.3 RECEIVING ACCOUNTING INFORMATION FROM THE COMPANY'S FUNCTIONS

The external Professional adviser receives from the various corporate Functions involved in the processes, all the information within their competence that are needed for the purpose of drawing up the Draft Financial Statements.

5.4 CLOSING ACCOUNTING RECORDS

The external Professional adviser, with the assistance of the AFC Function and under the supervision of the CFO, defines the relevant valuation items; following the verification of the accounting information and data and the definition of relevant valuation items, all the necessary adjustments and corrections are entered, which include, by way of example and not limitation,

- invoices to be issued and to be received;
- interest income and expenses;
- accrued income and prepaid expenses;
- funds and any other allocations.

In particular, any corrections that need to be made on account of previous estimates must be supported by documents that enable to infer the criteria adopted and to analytically derive the progression of the relative calculations.

Any significant changes to balance sheet items or to the accounting criteria used for the same must be duly authorised by the CFO.

5.5 DRAWING UP THE ANNUAL FINANCIAL STATEMENTS

5.6 PREPARING THE FINANCIAL STATEMENTS

The CFO function, with the assistance of the AFC Function and the external Professional adviser, ensures that the valuation of balance sheet items is calculated in accordance with national accounting principles and with the applicable statutory regulations, and once a month draws up a final balance of internal accounts. At the end of the year, the CFO Function values assets and costs, and, with the assistance of the external Professional adviser, draws up the financial statements as of 31 December of every year.

The Company prepares the statutory financial statements in condensed form.

The process for preparing the Financial Statements includes the following steps:

- the external Professional adviser prepares a draft Financial Statements and makes a first calculation of taxes due;
- the draft Financial Statements are sent to the CEO, the AFC Function and the person entrusted with the statutory financial audit of the Company to check, review, and make additions to the Financial Statements where necessary;

- once the CFO, the AFC Function, and the person entrusted with the statutory financial audit of the Company have given their approval, the final version of the Annual Financial Statements is sent to the CEO for approval.

The Financial Statements and all other documentation that is related to and has any relevance for the purposes of statutory and fiscal obligations are filed and stored by the AFC Function.

5.7 DISCLOSURES, DOCUMENTS FILED WITH AUTHORITIES, AND REGISTRATIONS

The external Professional adviser, with the assistance of the CFO and the AFC Function, acts on behalf of the Company in the activities relating to accounts and the preparation of the Financial Statements.

- they assist the Company in presenting all the disclosures, filing documents, and for all registrations required under the Civil Code with the company Register Office in whose area the Company has its registered office, within the time-frames and in the manners dictated by the laws applicable;
- verifies, when this falls within their area of competence, the truthfulness and completeness of the information provided to the Company Register Office;
- ensures that any supplementary information that may be requested by the Register Office are provided for the purpose of completing or correcting the registration application or discharge any other registration obligations as prompted by the Register Office within the indicated deadlines.

5.8 DEALINGS WITH THE INDEPENDENT AUDITOR

In dealings with the person entrusted with the statutory financial audit of the Company, the CFO and the AFC Function must make available the data and documents in a timely, objective, and exhaustive manner so as to provide accurate, complete, faithful, and truthful information, avoiding, and in any case reporting in the appropriate manner, any situations of conflict of interest.

Each of the Company's Functions prepares the documentation requested by the person entrusted with the statutory financial audit of the Company, after verifying said information with the AFC Function and under the supervision of the CFO.

Each Function involved in the Company must, furthermore, give their full cooperation in the performance of the verification activities by the person entrusted with the statutory financial audit of the Company, promptly informing the CFO and the ACF Function whenever any remarks, problems, or extraordinary events should emerge.

6 FILING

Each of the Company's Functions that is involved in the activities connected to the management of accounts, in the activities aimed at drawing up the Annual Financial Statements and in dealings with the person entrusted with the statutory financial audit of the Company, has the responsibility to keep and file all the supporting documentation for the activities detailed in this Protocol, in line with the filing procedure or in any way in manners such as to prevent their future alteration, unless such alterations are clearly shown and highlighted.

The AFC Function, under the supervision of the CFO, is in charge of filing and storing the documentation relative to the financial statements, including all the documentation used to prepare said statements.

The objective of storage and filing of documentation is to enable the proper traceability of the entire process and facilitate possible future checks.

The supporting documentation for each account entry, and any corrections thereto, is filed and stored, in pursuance of the law, in the Company's digital files.

7 PRINCIPLES OF CONDUCT

The corporate Functions involved in the process relative to the management of accounts and the drawing up of the Financial Statements have the duty to observe the provisions of law on the matter, the general principles referred to in the Code of Ethics and the Company's Protocols.

In the table below are listed the principles of conduct which the corporate Parties must abide by, divided into "What to do" and "What NOT to do" (forbidden conducts).

WHAT TO DO	WHAT NOT TO DO
<ul style="list-style-type: none"> • The persons who are in charge of functions who carry out or take part in one or more sensitive activities must impart to their collaborators adequate directives as to the proper operating conduct they need to adopt, according to the specific peculiarities of the area of activity, fostering awareness of situations exposed to the risk of commission of a crime. • The information and communication activities relative to the Company's administration-accounts must be conducted in strict compliance with all current legislation and regulations. • All administrative-accounting activities and the preparation of the financial statements are reserved to the Company's functions and the persons who formally entrusted and authorised thereto. • All parties concerned are under obligation to provide, in all administrative-accounting information and disclosures, a transparent, truthful, and accurate representation of the Company's management. • Every transaction must be recorded accurately, and must be authorised, verifiable, legitimate, consistent, and congruous. • All parties concerned are under obligation 	<ul style="list-style-type: none"> • Do <u>not</u> provide incorrect accounting data, or alter any of the accounting information thus providing a misleading or incorrect representation of the Company's management. • Do <u>not</u> delay the communication of any relevant data or information for the purposes of the timely and accurate financial reporting of corporate events or data relative to the economic, balance sheet, and financial situation of the Company. • Do <u>not</u> illustrate the data and information used in a manner such as to provide a representation that is not consistent with the actual assessment of the Company's balance sheet, economic, and financial situation. • Do <u>not</u> prevent or hinder in any manner whatsoever the auditing of the Company's corporate, tax, or social security contributions obligations due to the failure to file and store documentation. • Do <u>not</u> engage in any deceptive conducts that may induce the financial Auditor to reach incorrect technical-economic evaluations of the documentation presented. • Do <u>not</u> engage in any simulated operations or disseminate false news on the Company. • Do <u>not</u> distribute profits that are not actually

WHAT TO DO	WHAT NOT TO DO
<p>to facilitate the exercise of supervisory powers and provide information that is truthful and accurate with respect to corporate, tax, and social security contribution obligations.</p> <ul style="list-style-type: none"> • The person entrusted with the statutory financial audit of the Company and the Supervisory Body have free access to the data contained in the management system and to accounting records in general. • It is mandatory to ensure that all the stages of the decision-making process are traceable. • All parties concerned are under obligation to keep the supporting documentation relative to the processes regulated under this Protocol. 	<p>realised or that are required by law to be set aside for reserves, or distribute any reserves that cannot be distributed by law.</p> <ul style="list-style-type: none"> • Do <u>not</u> carry out any extraordinary operations that may cause any harm to creditors. • Do <u>not</u> promise or give any sums of money, goods in kind or other advantages to the person entrusted with the statutory financial audit of the Company for the purpose of avoiding undesirable repercussions. • Do <u>not</u> post in the accounts any transactions at values that are inconsistent with the relevant documentation or without any supporting documentation that would allow the proper accounting recognition thereof. • Do <u>not</u> create/issue/deliver, including digitally, any invoices/debt notes/credit notes for operations that were not carried out, either in full or in part. • Do <u>not</u> draw up any simulated contracts for the supply of goods or the provisions of services with Affiliated Parties for operations that are non-existent, either in full or in part, for the purpose of claiming higher costs as opposed to the costs actually borne and/or for the purpose of enabling third parties to avoid paying income taxes or value-added taxes.

8 INFORMATION FLOWS TO THE SUPERVISORY BODY

The Recipients have the duty to report to the Supervisory Body any exception, violation, or suspected violation that comes into their knowledge relative to the provisions of this Protocol. The Recipients have the duty to transmit to the SB the information and the documents as indicated in the Annex “List of Information Flows to the Supervisory Body” using the following addresses:

Supervisory Body of Leaf Space S.r.l.	
E-mail	odv@leaf.space
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body

Supervisory Body of Leaf Space S.r.l.	
	Via Giacomo Leopardi, 7 Milan (Milan, Italy) 20123



LEAFSPACE

PROTOCOL PT 9

MANAGEMENT OF TAX OBLIGATIONS

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

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1 PURPOSE

In compliance with Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as “**Legislative Decree 231/2001**” or the “**Decree**”) and any connected regulations on the Administrative Liability of Entities, Leaf Space S.r.l. (hereinafter also simply “**Leaf Space**” or the “**Company**”) prepared its own Organisation, Management, and Control Model (hereinafter also simply the “**Model**”). The Company has also adopted a Code of Ethics.

The Model prescribes the definition of Protocols for its implementation.

This Protocol defines, within the scope of the activities carried out by Leaf Space, the principles of conduct, the responsibilities, the operating processes and information flows to the Supervisory Body that apply to all the Parties involved in the Company, as defined in the General Part of the Model, in the management of tax obligations to prevent the commission of the following crimes:

- **Fraudulent declaration through invoices or other documents for non-existing transactions (Article 2 of Legislative Decree 74/2000)**
- **Fraudulent declarations through other expedients (Article 3 of Legislative Decree 74/2000)**
- **Inaccurate declaration (Article 4 of Legislative Decree 74/2000)**
- **Omitted declaration (Article 5 of Legislative Decree 74/2000)**
- **Issuing of invoices or other documents for non-existing transactions (Article 8 of Legislative Decree 74/2000)**
- **Concealment or destruction of accounting documents (Article 10 of Legislative Decree 74/2000)**
- **Undue compensation (Article 10-*quater* of Legislative Decree 74/2000)**
- **Fraudulent tax evasion (Article 11 of Legislative Decree. 74/2000)**

For a more detailed discussion of the administrative offences and crimes that may give rise to the administrative liability of bodies under Legislative Decree 231/2001 please refer to the content of Annex “*List of Administrative Crimes and Offences*”.

This Protocol fulfils the requirement of facilitating the Supervisory Body’s monitoring of tax obligations management process. Please note that the Supervisory Body, due to the activity it carries out, has the right to conduct audits and checks on the effective application of this Protocol, requesting any documentation as may be needed from the interested Functions.

2 LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

3 SCOPE OF APPLICATION

The Protocol applies to all of the Company's Functions that are involved in the tax obligations management process.

4 RESPONSIBILITIES

The application of the Protocol is mandatory for all the Parties involved in the Company.

The management of tax obligations is responsibility of the CFO who acts with the assistance of the AFC Function and the external professional expert.

5 OPERATING PROCEDURES

5.1 MONITORING OF REGULATIONS

The CFO, with the support of the external Professional adviser who assists the Company in tax matters, is responsible for monitoring the tax regulatory provisions applicable, and, in case of relevant changes, briefs the CEO illustrating the most significant changes and their impact over the Company's operational activities.

5.2 PREPARING INCOME TAX RETURNS

The AFC Function collects and prepares the documentation, in cooperation with the external Professional adviser.

The CFO monitors the fulfilment of statutory requirements.

The tax returns are prepared by the external Professional adviser, who liaises periodically with the AFC Function, under the supervision of the CFO. Tax returns must be drawn up on the basis of correct financial statements duly filed with the Chamber of Commerce.

The process for preparing the income tax returns includes the following steps:

- The external Professional adviser manages all accounting records (assets and liabilities).
- In compliance with the deadlines laid down for lodging tax returns, the draft tax return is sent to the CFO, the AFC Function and the person entrusted with the statutory financial auditing of the Company. The final tax returns are then signed by the Legal Representative of the Company, who authorises the tax return to be sent to the relevant authorities by the external Professional adviser.
- Once the tax return is sent, the external Professional adviser sends to the Company a transmission receipt.

5.3 SUPPLEMENTARY TAX RETURNS

Should it be required to prepare any supplementary tax returns, within ordinary deadlines, the external Professional adviser, under the supervision of the CFO, collects the supporting

documentation and prepares a draft supplementary tax return to be submitted to the approval of the Legal Representative of the Company, following the same process for the sharing of information relative to the income tax return.

5.4 VERIFICATION, AUTHORISATION, TRANSMISSION OF TAX RETURNS AND PAYMENT OF TAXES

The task of preparing tax returns is entrusted, as per the process detailed at point 5.2 above, to the external Professional adviser, who is also in charge of sending the tax returns to the competent Entities.

All tax returns and tax disclosures the Company is under obligation to submit must be signed by the Legal Representative of the Company or by an individual vested with appropriate powers of representation on the basis of the system of delegated powers and authorities in place from time to time.

In particular, for the purpose of ensuring the proper fulfilment of tax obligations,

- **IRES** (Corporate Income Tax) - once a year the external Professional adviser, with the assistance of the AFC Function and under the supervision of the CFO, after receiving the relative data determines, in accordance with the applicable legislation, the tax base and relative taxes owed;
- **VAT** - once a year the external Professional adviser, with the assistance of the AFC Function and under the supervision of the CFO, after receiving the relative data prepares the VAT return.

The F24-form tax returns are prepared by the external Professional adviser, who liaises with the AFC Function, under the supervision of the CFO.

The external Professional adviser, with the assistance of the AFC Function and under the supervision of the CFO, must

- ensure that the tax returns are faithful to accounting records;
- ensure that the tax returns/tax disclosures presented to the competent authorities (Ministry of Finances, Revenues Agency, Guardia di Finanza, Municipality, Region) are compliant with the tax regulations applicable;
- ensure full collaboration with internal and external Supervisory Bodies, making sure that the information provided are truthful and complete, and facilitating access to the data and documentation requested.

Taxes must be paid on the basis of the tax income and disclosures.

5.5 MANAGEMENT OF TAX DISPUTES

In case of inspections conducted by the tax Authorities, the Function in charge must abide by the provisions of Protocol 1 - *Management of dealings with the Public Administration and with the Public Supervisory Authorities*.

If the inspections lead to a tax dispute, the CEO, with the assistance of the Legal Function, the CFO, and the external Professional adviser, assesses the findings and chooses the Company's defence strategy.

The progress of the dispute is periodically analysed jointly by the external Professional adviser, the CEO, the CFO, and the Legal Function.

Any appeals beyond second instance proceedings are handled with the involvement of specialised legal counsel.

6 FILING

Each of the Company's Functions that is involved in the management of tax obligations has the responsibility to keep and file all the supporting documentation for the activities detailed in this Protocol, in line with the filing procedure or in any way in manners such as to prevent their future alteration, unless such alterations are clearly shown and highlighted.

The objective of storage and filing of documentation is to enable the proper traceability of the entire process and facilitate possible future checks.

7 PRINCIPLES OF CONDUCT

The corporate Parties involved in the management of tax obligations have the duty to observe the provisions of law in place governing the matter, the general principles referred to in the Code of Ethics and the Company's Protocols.

The table below details the principles of conduct which the Parties involved with the Company must abide by, divided into "What to do" and "What NOT to do" (forbidden conducts).

WHAT TO DO	WHAT NOT TO DO
<ul style="list-style-type: none"> • Carry out "Tax Planning" activities in compliance with current legislation. • Prepare and transmit the tax disclosures the Company is under obligation to provide (income tax return and VAT returns, and withholding agent declarations) without delay and within the deadlines set out by law. • Pay the taxes owed as resulting from the tax returns presented without delay and in line within the deadlines set out by law. • Keep and make available the documentation in support of tax returns, accounting records, and the documents that must be retained by law for the purposes of reconstructing income or turnover, adopting physical and logical security measures that are appropriate to prevent their modification/deletion/alteration. • Properly formalise all dealings with Third Parties, through specific agreements, 	<ul style="list-style-type: none"> • Do <u>not</u> engage in any actions that are, even only indirectly, aimed at obtaining any tax credit or any tax/VAT saving when the relative regulatory requirements are not met. • Do <u>not</u> set--up any fraudulent system for the purpose of tax avoidance. • Do <u>not</u> indicate, for the purpose tax avoidance or within the context of a tax settlement, in the relevant statements or supporting documentation, an amount of income that is below the actual income or any fictitious or non-existing liabilities or fictitious credits or deductions. • Do <u>not</u> prepare and do <u>not</u> send to the competent authorities any tax returns containing false, fabricated, or incomplete data or any data that is untrue. • Do <u>not</u> omit submitting tax returns or any tax disclosures that are required by law and by the set deadlines for the purpose of tax avoidance. • Do <u>not</u> fictitiously sell or carry out any other

WHAT TO DO	WHAT NOT TO DO
<p>detailing the compensation agreed, or alternatively, the criteria by which said compensation is awarded.</p> <ul style="list-style-type: none"> • Manage corporate processes with transparency, clarity, and verifiability with respect to any tax-related assessment and decision-making processes. • Ensure the traceability and segregation of activities relative to management of tax returns and of all the operations that require an analysis of tax impact. • Collaborate proactively with the CFO keeping the latter updated with respect to new projects, any problems connected with the tax treatment of non-recurring transactions, and regulatory obligations relative to taxes. • Collaborate with the Company's function and external consultants entrusted with the management of tax returns and/or the transmission thereof and/or the payment of taxes, providing documents that are clear and consistent with the operations they refer to. • Offset tax credits against any sums owed to the entities entrusted with the collection of taxes in the cases provided for under the applicable legislation (Legislative Decree No. 241 of 9 July 1997), keeping all supporting documentation. 	<p>fraudulent act involving the Company's' own assets or the assets of third parties that may be liable to render any enforced recovery procedures ineffective in whole or in part.</p> <ul style="list-style-type: none"> • Do <u>not</u> off-set any non-existent or undue tax credit against any sums owed to the entities entrusted with the collection of taxes for the purpose of avoiding the payment of the sums due.

8 INFORMATION FLOWS TO THE SUPERVISORY BODY

The Recipients have the duty to report to the Supervisory Body any exception, violation, or suspected violation that comes into their knowledge relative to the provisions of this Protocol.

The Recipients have the duty to transmit to the SB the information and the documents as indicated in the Annex "List of Information Flows to the Supervisory Body" using the following addresses:

Supervisory Body of Leaf Space S.r.l.	
E-mail	<u>odv@leaf.space</u>
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body

Supervisory Body of Leaf Space S.r.l.	
	Via Giacomo Leopardi, 7 Milan (Milan, Italy) 20123



LEAFSPACE

PROTOCOL PT 10

MANAGEMENT OF HEALTH AND SAFETY IN THE WORKPLACE

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

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1 PURPOSE

This Protocol lays down, within the scope of the activities carried out by Leaf Space S.r.l. (hereinafter, “**Leaf Space**” or the “**Company**”), the responsibilities, operating processes, and information flows to the Supervisory Body by which Recipients, as defined in the General Part of the Organisational Model, must abide, governing the obligations relative to health and safety in the workplace, in compliance with the provisions of Article 30 of Legislative Decree No. 81/2008, as amended and supplemented, (hereinafter, “**TUS**”), concerning the commission of the crimes under Article 25-septies of the Decree (*Manslaughter and serious or grievous bodily harm, committed in violation of occupational health and safety regulations*).

2 LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

3 SCOPE OF APPLICATION

This Protocol applies to all the Functions involved, in any capacity whatsoever, in the management of health and safety in the workplace.

In particular, the Protocol is aimed at describing the relevant control measures, including for the prevention of the risk to incur in the above crime, such as

- *existence of **specific authorisation levels**: authorisation and signing powers for the management of the obligations set out under the Safety Management System (“SMS”) are: i) consistent with the organisational and management responsibilities assigned, prescribing, where required, the indication of approval and expenditure thresholds; ii) clearly laid down and known within the Company at all organisational levels;*
- ***segregation of duties** in line with the principle according to which “no-one can independently manage a full process”: in application of these principles, decisions relative to the implementation of the measures detailed in the Company’s procedures are authorised, carried out, and checked by different persons so as to ensure independence and objectivity of judgement;*
- *management through **processes and procedures**;*
- ***checks and monitoring** activities in order to enable the periodic/prompt updating of the delegations and control system.*
- ***traceability** of the decision-making process: compliance with regulatory provisions governing the Safety Management System is supported by adequate records, and all authorisation, execution, and control activities relative to regulatory requirements are verifiable ex post.*

Company documents used as reference

- Record of designation of the Head of the Prevention and Protection Service;
- Record of appointment of the Competent Physician;

- Risk Assessment Documents;
- Powers of Attorney and operating Instructions relative to health and safety in the workplace.

In respect of the handling of dealings with public officials, including when inspection visits take place, please refer to *Protocol PT1 Management of dealings with the Public Administration*.

4 RESPONSIBILITIES

The management of the safety system requires the involvement of all the Recipients, as defined in the Organisational Model.

5 OPERATING PROCEDURES

The following organisational principles are an integral part of and support the processes and procedures that make up the Safety Management System of the Company.

5.1 IDENTIFICATION OF SECURITY SYSTEM RELEVANT PERSONS

The Company ensures the availability of indispensable resources and defines the roles, responsibilities, and authorities so as to guarantee the proper management of prevention measures.

The Company has an Organisational chart indicating the roles relative to safety issues.

The Employer is formally identified.

The Employer, by exercising its decision-making and spending authority, designs and organises the protection of the health and safety of workers.

Acknowledging its organisational structure, and in respect of the Safety Management System's relevant persons, the Employer

- assesses whether or not to grant one or more delegated powers on matters of health and safety, as established under Article 16 of Legislative Decree 81/08, and decides whether or not additional sub-delegations should be granted;
- identifies, where present, the Safety Managers, ensuring they are given the necessary information and training;
- identifies, where present, the Safety Supervisors, or assigns the Safety Managers with the task of identifying Safety Supervisors, ensuring these latter are given the necessary information and training;
- designates the Head of the Prevention and Protection System (RSPP);
- appoints the Competent Physician;
- in case of designation of the Workers' Safety Representative (RLS), supports workers in the election process;

5.2 SPECIFIC DUTIES OF THE EMPLOYER

The Employer has the duty to

- adopt specific procedures to define, document, and communicate the roles, tasks, and responsibilities of those who manage, carry out, and check the activities that have an influence on health and safety risks;
- call and participate in the periodic meeting of the Prevention and Protection Service, as per Article 35 of the TUS; should the employer be prevented from participating in a specific meeting, delegate a person to take part in a said meeting;
- supervise to ensure that every person exercises, within the scope of their respective powers and competences, all the powers granted, and fulfils all the obligations established under Legislative Decree 81/08, and all the other laws and regulations on safety, accident prevention, and environmental health that are applicable to the Company;
- inform the Supervisory Body without delay of any changes concerning
 - delegations relative to health and safety;
 - designation of the Head of the Prevention and Protection Service;
 - appointment of the Competent Physician.

5.3 GENERAL PROTECTION MEASURES

Within the scope of the Safety Management System, the Employer, the Safety Managers and the RSPP, where appointed, each within the scope of their respective powers and competences, have the duty to adopt the following general protection measures:

- in entrusting tasks to workers, bearing in mind said workers' abilities and conditions in relation to their health and safety;
- where necessary, provide workers the necessary and appropriate personal protection equipment;
- take the necessary measures to ensure that only the workers who have received adequate instructions and specific training may access the areas that expose them to a serious and specific risk;
- require each single worker to abide by the applicable laws and regulations and by the Company's provisions relative to the health and safety of the workplace and the use of collective means of protection and personal protection equipment made available to them.
- require the competent Physician to comply with the obligations pertaining to their role;
- adopt measures to control at-risk situations in case of emergency and provide instructions so that, all workers may, in case of serious, immediate, and unavoidable danger, leave the working facilities or danger area.
- inform as quickly as possible the workers exposed to the risk of a serious and immediate danger of the presence of such risk and of the decisions taken or that need to be taken regarding protection;

- comply with all information, education, and training requirements;
- abstain, except when duly justified by the necessity to preserve health and safety, from asking workers to resume their duties in a working situation in which the serious and immediate danger persists;
- enable workers to verify whether or not the health and safety protection measures are applied;
- promptly hand to the appointed Function a copy of the Risk Assessment Document;
- prepare the Single Document on the Assessment of Interference Risk (DUVRI), as per Article 26, paragraph 3, of Legislative Decree 81/08, for the most appropriate management of risks arising from work interference, and, as required by the same and for the performance of its function;
- take appropriate decisions to prevent the technical measures adopted from causing risks to the health of the population or degrade the outside environment, periodically checking to confirm that the risk continues not to be present;
- provide to the Italian National Institute for the Prevention of Accidents at Work (INAIL) for statistical and information purposes, the data relative to accidents in the workplace entailing a leave of absence of at least one day, excluding the day when the accident occurred, and, for insurance purposes, information relative to accidents in the workplace that entail a leave of absence of more than three days;
- seek the opinion of the assigned Function, particularly with regard to the designation of the Head of the Prevention and Protection Service, the appointment of the Competent Physician, and the training programme;
- adopt the necessary measures for the prevention of fires and the evacuation from work places, including for cases of serious and immediate danger;
- update the prevention measures on the basis of organisational and production changes that have relevant for the purposes of health and safety in the workplace, and based on the degree of technical advances in prevention and protection;
- provide to the Italian National Institute for the Prevention of Accidents at Work (INAIL) the name of the Workers' Safety Representative, where one is appointed;
- supervise to ensure that the workers who are subject to health supervision are not assigned to a specific work task without the required evaluation of fitness for such duties;

5.4 SECURITY MANAGEMENT SYSTEM

The Safety Management System requires the performance of the following phases, , which must be recorded in ways suitable to provide evidence that the steps planned by the system have been carried out:

Phase	Recording Process	Responsibilities relative to checks and Records
<p>A <u>Compliance with regulatory technical-structural standards concerning equipment, plants, workplaces, and chemical, physical, and biological agents</u></p> <p>The Employer must adopt specific procedures aimed at guaranteeing the safety of plants, equipment, and workplaces. In particular, procedures must regard</p> <ul style="list-style-type: none"> - the cleanliness and periodic monitoring of work equipment, plants, and workplaces. - the maintenance of work equipment, plants, and work places. - the general standards of hygiene in work areas; - the existing routes and emergency exits; - the alarm and fire protection devices; - the management of chemical substances; - the use, maintenance, and replacement of Personal Protection Equipment (PPE); - the management of the points of access to the work place; - the registration at reception of outside visitors that need to access work places; <p>Maintenance and monitoring activities must be recorded, documented, and filed.</p>	Documents relative to equipment and plants: certificate of conformity, instructions manual, technical annexes, maintenance handbook, etc.	Employer
	Documents relative to the workplace: building permit or certificate of occupancy, Fire Prevention Certificate (SCIA), etc.	Employer
	Documentation of the control and maintenance activities relative to equipment, plants, and workplaces: e.g., regulatory checks on equipment, inspections of plants and systems, periodic inspections of emergency systems and fire prevention equipment, etc.	Supervisors / RSPP
	Safety Data Sheet on Chemical Substances	Supervisors / RSPP
	On-site inspection reports, technical reports, economic estimates relative to the work place, plants, machinery and equipment, in the event of modifications and/or changes	RSPP
<p>B <u>Acquisition of mandatory documentation and certifications according to the law</u></p> <p>This documentation must be adequately stored and filed.</p>	Documentation and certifications that are mandatory according to the law or as per corporate procedures	Employer / RSPP
<p>C <u>Risk assessment and establishment of subsequent prevention and protection</u></p>	Risk Assessment Document and relative annexes and updates	Employer / RSPP

Phase	Recording Process	Responsibilities relative to checks and Records
<p><u>measures:</u></p> <p>The Employer must, with the support of the Prevention and Protection Service and of the competent corporate Functions,</p> <ul style="list-style-type: none"> - assess all the risks associated with the work activity, prepare and formalise the Risk Assessment Document (DVR); - establish, publish, and disseminate with all the workers operating procedures aimed at guaranteeing health and safety in the workplace. <p>The risk assessment must be updated constantly based on organisational changes with relevance to the health and safety of workers.</p> <p>The Company must also adopt appropriate prevention and protection measures against the risks identified in the Risk Assessment Document (DVR).</p> <p>The Company must also prepare a Programme of the measures deemed opportune to guarantee the improvement over time of safety levels. This programme must be planned, monitored, and implemented.</p>	<p>Documentation of the activity carried out: processes used to identify dangers and types of risk (work area, duties, work equipment); technical assessment analysis (phonometry, airborne dust, etc).</p>	<p>Employer / RSPP</p>
<p>The risk assessment must be updated constantly based on organisational changes with relevance to the health and safety of workers.</p> <p>The Company must also adopt appropriate prevention and protection measures against the risks identified in the Risk Assessment Document (DVR).</p> <p>The Company must also prepare a Programme of the measures deemed opportune to guarantee the improvement over time of safety levels. This programme must be planned, monitored, and implemented.</p>	<p>Programmes the measures deemed opportune to guarantee the improvement over time of safety levels</p>	<p>Employer / RSPP</p>
<p>The Company must also prepare a Programme of the measures deemed opportune to guarantee the improvement over time of safety levels. This programme must be planned, monitored, and implemented.</p>	<p>Communications to the Prevention and Protection Service in case of changes to organisation and operations with relevance to the health and safety of workers; reports on weaknesses or shortcomings relative to organisation, management, structure, or plants that may affect the prevention and protection against risks</p>	<p>Employer / Supervisors / RSPP / Competent Physician</p>
<p>D</p> <p><u>Organisational activities, such as emergencies, first aid, periodic meetings on health and safety, consultations with workers' safety representatives</u></p> <p>The Employer has the duty to organise and manage the emergency situations that are considered possible, fire prevention, and first aid. To this end, the Employer must ensure</p> <ul style="list-style-type: none"> - the processes for managing emergency situations; - the definition of responsibilities for implementing the measures designed to mitigate the consequences of fires or non-compliances; - the scheduling of periodic emergency tests; <p>The Employer has the duty to call, at least once a year, the annual meeting of the Prevention and Protection Service.</p> <p>The internal communication system is</p>	<p>Emergency and evacuation plan</p>	<p>This obligation is discharged by the lessor of the facilities.</p>
<p>The Employer has the duty to organise and manage the emergency situations that are considered possible, fire prevention, and first aid. To this end, the Employer must ensure</p> <ul style="list-style-type: none"> - the processes for managing emergency situations; - the definition of responsibilities for implementing the measures designed to mitigate the consequences of fires or non-compliances; - the scheduling of periodic emergency tests; <p>The Employer has the duty to call, at least once a year, the annual meeting of the Prevention and Protection Service.</p> <p>The internal communication system is</p>	<p>Emergency and evacuation test report</p>	<p>This obligation is discharged by the lessor of the facilities.</p>
<p>The internal communication system is</p>	<p>Minutes of the periodic meetings of the Prevention and Protection Service</p>	<p>RSPP</p>

Phase	Recording Process	Responsibilities relative to checks and Records
<ul style="list-style-type: none"> - carry out at least once a year one on-site inspection at the work facilities. 		
<p>F <u>Information and training of Workers</u> <i>Information</i> The information programme prescribes that each worker, when they are hired or any time they take a different position, should receive adequate information concerning</p> <ul style="list-style-type: none"> - safety laws and regulations, and particularly Legislative Decree 81/08; - information on health and safety risks connected with the activity they need to carry out according to the place of work and the prevention and protection measures adopted by the Company and that should be adopted by the staff; - specific risks (movement of loads, noise, vibration, use of hazardous substances, professional use of computers, etc.) to which they are exposed based on the activity they carry out, the safety regulations and the Company's provisions on the matter; - information on the procedure relative to first aid, firefighting, and evacuation in case of emergency; - the names of the persons assigned with the task of implementing the procedures in point above; - female workers should furthermore be informed on the additional risks they may be exposed to in case of pregnancy - procedures and conduct in case of pregnancy; - information on risks connected to the use of equipment and systems; - use, maintenance and care of PPEs, how to replace PPEs; <p>Such information will also be transmitted to all the workers and any collaborators who may be present for other reasons.</p> <p><i>Training</i> A fundamental prevention measure against risks connected to work activities includes a</p>	Annual Information and Training Programme	Employer / RSPP
	Documentation relative to information meetings	RSPP
	Documentation relative to training courses offered to Managers, Supervisors, and workers	RSPP
	Documentation relative to training carried out	RSPP

Phase	Recording Process	Responsibilities relative to checks and Records
<p>staff education programme aimed at obtaining a greater understanding of duties, work equipment, and the risks connected thereto.</p> <p>The education programme provides that each worker receives adequate education concerning health and safety, with special reference to their own duties, and to the use of Personal Protection Equipment. Such education must be offered</p> <ul style="list-style-type: none"> - when workers are hired; - when workers are transferred or change their duties; - when new equipment or new products and technologies are introduced; <p><i>Training</i></p> <p>A fundamental measure of prevention of risks connected to work activities includes a training programme</p> <ul style="list-style-type: none"> - on operating processes; - on the use of the systems and work equipment; - on the use of Personal Protection Equipment. 		
<p>G</p> <p><u>Management of Personal Protection Equipment</u></p> <p>All workers must be provided with the PPEs specified within the Risk Assessment Document (DVR); the delivery of PPEs must be formalised and recorded, and PPEs must be subject to periodic maintenance or replaced without delay when they are no longer fit to ensure workers suitable protection.</p>	<p>Documentation detailing the evaluation and choice of PPEs;</p> <p>Technical documentation relative to the PPEs provided to workers.</p> <p>Documentation providing evidence that PPEs were handed to workers.</p>	Employer / RSPP
<p>H</p> <p><u>Contract management</u></p> <p>The Company's work places may be accessed by technical staff of specialised firms contracted by the Company to provide maintenance of systems or equipment and cleaning services. Suitable procedures should therefore be adopted in order to guarantee</p> <ul style="list-style-type: none"> - verification, in the manners laid down by law, that the contracted firms or the self- 	<p>Collection and storage of the documentation attesting the technical-professional fitness of the contracted firms/self-employed workers.</p> <p>Single Document for the Assessment of Interference Risk (DUVRI)</p>	<p>RSPP</p> <p>Employer / RSPP</p>

Phase	Recording Process	Responsibilities relative to checks and Records
<p>employed workers are technically-professionally suitable to carry out the works that need to be contracted or entrusted under work or supply agreements;</p> <ul style="list-style-type: none"> - the operating processes that must be followed for awarding a works contract to third parties in order to ensure suitable prevention and protection conditions as laid down by the laws in force; - the proper management of work interferences, including by issuing the Single Document for the Assessment of Interference Risk also known as DUVRI; - cooperation and coordination in the implementation of prevention and protection measures against risks in the workplace and against risks arising out of interferences between the work carried out by the various undertakings involved in the performance of the overall work. 		
<p>I <u>Supervisory activities with respect to workers' compliance with safe work procedures and instructions</u></p> <p>The Employer must, including through the assistance of Managers and Supervisors for the protection of the health and safety of workers, carry out supervisory and control activities to ensure that workers comply with the laws and regulations in place and with occupational health and safety obligations. The Employer must apply, in case of conducts contrary to the above laws, regulations and obligations, the suitable disciplinary measures in compliance with the laws in place and with respect to the National Collective Bargaining Agreement (CCNL).</p>	<p>Performance of periodic on-site inspection by the Employer and Supervisors, and drawing up of the relative report or other reporting document</p>	<p>Employer / Supervisors / RSPP</p>
	<p>Schedule of periodic checks conducted by Supervisors and RSPP, and preparation of specific check-lists</p>	<p>Supervisors / RSPP</p>
	<p>Disciplinary measures</p>	<p>Employer</p>
<p>L <u>Periodic checks to verify the application and effectiveness of the procedures adopted</u></p> <p>The Employer must guarantee that periodic checks are conducted to verify the Safety Management System, with the assistance of the Company's internal Functions or parties outside the Company such as formally</p>	<p>Annual checks plan</p>	<p>Employer / RSPP</p>

Phase	Recording Process	Responsibilities relative to checks and Records
<p>appointed professionals. In particular, the Employer must</p> <ul style="list-style-type: none"> - approve the annual checks plan which must include actions aimed at checking the procedures' compliance with the laws and regulations and their proper implementation by all the members of the organisation; - analyse the periodic check reports, with special attention to said reports' findings (non-conformities and/or observations) and the relative action plan (defined by the area/department being checked with the assistance of the party that carried out the check), indicating the actions needed to remove the non-conformities detected, the individual in charge of their implementation, and time-frames. - approve the action plan. <p>The RSPP must check on the progress of the action plan, promptly informing the Employer of any deviations from what was originally planned.</p>		

Updates relative to technical advances or legislative changes is curated by the RSPP and are disseminated, according to their respective scopes of competence, to all the parties who are directly or indirectly interested in such updates.

6 INFORMATION FLOWS TO THE SUPERVISORY BODY

The Recipients have the duty to report to the Supervisory Body any exception, violation, or suspected violation that comes into their knowledge relative to the provisions of this Protocol.

The Recipients have the duty to transmit to the SB the information and the documents as indicated in the Annex "List of Information Flows to the Supervisory Body" using the following addresses:

Supervisory Body of Leaf Space S.r.l.	
E-mail	odv@leaf.space
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body Via Giacomo Leopardi, 7

Supervisory Body of Leaf Space S.r.l.	
	Milan (Milan, Italy) 20123



LEAFSPACE

PROTOCOL PT 11

MANAGEMENT OF ENVIRONMENTAL PROTECTION

REV.	DATE	APPROVED	NOTES
01	21/04/2021	Board of Directors	

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1 PURPOSE

In compliance with Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as “**Legislative Decree 231/2001**” or the “**Decree**”) and any connected regulations on the Administrative Liability of Entities, Leaf Space S.r.l. (hereinafter also simply “**Leaf Space**” or the “**Company**”) prepared its own Organisation, Management, and Control Model (hereinafter also simply the “**Model**”). The Company has also adopted a Code of Ethics.

The Model prescribes the definition of Protocols for its implementation.

This Protocol lays down, within the scope of the activities carried out by Leaf Space, the principles of conduct, the responsibilities, the operating processes and the information flows to the Supervisory Body that apply to the corporate Functions, as identified in the General Part of the Model, who oversee the compliance with environmental protection obligations, in accordance to the provisions of Legislative Decree No. 152/2006, as amended and supplemented (hereinafter also referred to as “**TUA**”), with respect to the commission of the crimes provided for under Article 25-*undecies* of the Decree (*Environmental Crimes*), with special attention to the following crimes:

- **Corruption between private parties (Article 2635 of the Civil Code)**
- **Inducement to corruption between private parties (Article 2635-*bis* of the Civil Code)**
- **Unauthorised waste management (Article 256, paragraph 1, letters a) and b), 3, 5, and 6 of Legislative Decree 152/2006)**
- **Violation of disclosure obligations, and of the obligation to keep mandatory records and forms (Article 258, paragraph 4 of Legislative Decree 152/2006)**
- **Illegal waste trafficking (Article 259, paragraph 1 of Legislative D 152/2006)**
- **Elimination and reduction in the utilisation of harmful substances (Article 3, paragraph 6, of Law No. 549/1993)**

For a more detailed discussion of the administrative offences and crimes that may give rise to the administrative liability of bodies under Legislative Decree 231/2001 please refer to the content of Annex “List of Administrative Crimes and Offences”.

This Protocol fulfils the requirement of facilitating the Supervisory Body’s monitoring of the environmental protection process. Please note that the Supervisory Body, due to the activity it carries out, has the right to conduct audits and checks on the effective application of this Protocol, requesting any documentation as may be needed from the interested Functions.

2 LIMITS OF VALIDITY

The Protocol becomes valid on the date it is issued, as indicated in its cover.

Every future update of the Protocol annuls and replaces, as of the date it is issued, all the previously issued versions of the same.

3 SCOPE OF APPLICATION

This Protocol applies to all the Functions involved, in any capacity whatsoever, in the management of environmental protection.

In particular, the Protocol is aimed at describing the relevant control measures, including for the prevention of the risk to incur in the above crime, such as

- *existence of **specific authorisation levels**: authorisation and signing powers for the management of the obligations set out under the Environmental System are: i) consistent with the organisational and management responsibilities assigned, prescribing, where required, the indication of approval and expenditure thresholds; ii) clearly laid down and known within the Company at all organisational levels;*
- ***segregation of duties** in line with the principle according to which “no-one can independently manage a full process”: in application of these principles, decisions relative to the implementation of the measures detailed in the Company's procedures are authorised, carried out, and checked by different persons so as to ensure independence and objectivity of judgement;*
- *management through **processes and procedures**;*
- ***checks and monitoring** activities in order to enable the periodic/prompt updating of the delegations and control system.*
- ***traceability** of the decision-making process: compliance with regulatory provisions on the environment is supported by adequate records, and all authorisation, execution, and control activities relative to regulatory requirements are verifiable ex post.*

In respect of the handling of dealings with public officials, including when inspection visits take place, please refer to *Protocol PT1 Management of dealings with the Public Administration*.

4 RESPONSIBILITIES

The management of the safety system requires the involvement of all the Recipients, as defined in the Organisational Model.

5 OPERATING PROCEDURES

The following organisational principles are an integral part of and support the processes and procedures that make up the Environmental Management System of the Company.

5.1 IDENTIFICATION OF ENVIRONMENTAL MANAGEMENT SYSTEM RELEVANT PERSONS

The Company ensures the availability of indispensable resources and defines the roles, responsibilities, and authorities so as to guarantee the proper management of environmental protection measures.

The Company's CEO is the legal representative in matters concerning the environment.

The CEO has the duty, within the scope of its decision-making and spending powers, to set-up and guide the Environmental Management System, aimed at the best environmental protection and at preventing the commission of the crimes listed under Article 25-undecies of the Decree.

The CEO may grant, within the scope of the formally delegated powers and authorities granted to subordinates, specific tasks aimed at guaranteeing compliance with statutory provisions concerning the environment.

Within the scope of the Environmental Management System, the CEO acts in the capacity as Supervisor of the Environmental Management System (SGA Supervisor).

The CEO is entrusted with the tasks, with regard to environmental matters, to determine the actions that are necessary to ensure better environmental protection and monitor over the proper implementation of environmental management.

The CEO has the duty, with regard to environmental matters, to take immediate action in case of environmental hazard or pollution.

5.2 GENERAL ENVIRONMENTAL PROTECTION MEASURES

The Company's environmental systems are essentially connected to its business activity, are clearly known by the representatives of the various Functions involved, and may be summarised as follows:

- production of waste, including hazardous;
- temporary storage of waste, including hazardous;
- emissions into the atmosphere.

The Company set up a system aimed at keeping under control at all times and monitoring the main characteristics of the Company's operations that may have a significant environmental impact.

5.3 ENVIRONMENTAL MANAGEMENT SYSTEM

The Environmental Management System prescribes the performance of the following phases, which must be recorded in ways suitable to provide evidence that the steps planned by the system have been fulfilled:

Phase	Recording Process	Responsibilities relative to checks and Records
A <u>Observance of the statutory environmental provisions applicable to the Company</u> The CEO must adopt specific procedures aimed at ensuring compliance with the applicable statutory environmental provisions. In particular, procedures must regard <ul style="list-style-type: none"> - identification of the environmental provisions applicable, identification of how such provisions apply to the environmental aspects of the Company's activities, and periodic assessment of the Company's compliance with such prescriptions; - management of an "Environmental Management" schedule 	Documents relative to statutory environmental provisions	CEO
	"Environmental Management" Schedule	CEO

Phase	Recording Process	Responsibilities relative to checks and Records
<p>B <u>Management of administrative authorisations needed in regard to the environment</u> The CEO must adopt specific procedures aimed at ensuring the application, attainment, and renewal of the administrative authorisations needed in regard to the environment.</p>	Documentation relative to administrative procedures aimed at the application, attainment, and renewal of environmental administrative authorizations	CEO
<p>C <u>Preparation of procedures and instructions</u> The CEO must ensure</p> <ul style="list-style-type: none"> - the preparation, communication, and dissemination of specific operating instructions relative to environmental protection; - the preparation, communication, and dissemination of specific operating instructions on environmental protection 	Documentation relative to procedures and instructions prepared relative to the environment	CEO
	Documentation providing evidence that the procedures and instructions issued were duly communicated and disseminated	CEO
<p>D <u>Information and training of Workers</u></p> <p><i>Information</i> The information programme prescribes that each worker, when they are hired or any time they take a different position, should receive adequate information concerning environmental protection. Such information will also be transmitted to all the workers and any collaborators who may be present for other reasons.</p> <p><i>Training</i> A fundamental prevention measure against risks connected to environmental management includes a staff education programme aimed at obtaining a greater understanding of roles, applicable legislation, environmental impacts, and the tasks assigned to each.</p>	Annual Information and Training Programme	CEO
	Documentation relative to information meetings	CEO
	Documentation relative to Training Courses	CEO
<p>E <u>Checking the suitability of External Suppliers</u> The CEO must, in collaboration with the SGA Supervisor,</p> <ul style="list-style-type: none"> - assess the competence and professionalism of the suppliers that have an impact over environmental protection; 	Documentation providing evidence that the competence and professionalism of external suppliers has been checked	CEO
	Filing copies of the	CEO

Phase	Recording Process	Responsibilities relative to checks and Records
<ul style="list-style-type: none"> - confirm that external suppliers have the necessary administrative environmental authorisations. 	administrative environmental authorisations of external suppliers	
<p>F</p> <p><u>Organisational activities relative to the management of emergencies</u></p> <p>The CEO must, in collaboration with the SGA Supervisor, identify the possible environmental emergency situations and the potential accidents that may have an impact on the environment, and the relative actions the Company should take in response of such situations and accidents.</p>	Documentation providing evidence that emergency and accident situations have been analysed	CEO
	Emergency and evacuation plan	Designed by the lessor of the facilities
	Emergency and evacuation test report	Designed by the lessor of the facilities
<p>G</p> <p><u>Waste Management:</u></p> <p>The CEO, in collaboration with the SGA Supervisor, is responsible for implementing all the procedural, organisational, management, and administrative measures that are necessary for improved waste management.</p> <p>This shall include,</p> <ul style="list-style-type: none"> - identification of the administrative and operative responsibilities relative to waste management; - identification of the main categories of waste and proper ways to temporarily store said categories of waste; - definition of the administrative processes to hand waste to firms that handle waste collection, storage, and disposal, including the criteria to verify that said firms have been granted all the necessary authorisations; - checking the environmental management system records (environmental records, produced waste loading and unloading records, waste transport forms, Single Environment Declaration Form or “MUD”, etc.) through <ul style="list-style-type: none"> - collection, cataloguing, and filing of records; - storage of records for the minimum required time-frames; - controlled access to filing systems and 	Documentation providing evidence of administrative and operative responsibilities in waste management	CEO
	Documentation relative to waste management	CEO
	Administrative documentation on waste management	CEO

Phase	Recording Process	Responsibilities relative to checks and Records
obsolescence checks		
<p>H <u>Management of emissions into the atmosphere.</u> The CEO is responsible, in regard to environmental protection, for the proper management of emissions into the atmosphere. The CEO must, in particular,</p> <ul style="list-style-type: none"> - monitor the equipment, devices, and systems that generate emissions into the atmosphere; - conduct periodic analyses of the emissions into the atmosphere; - guarantee the periodic maintenance of equipment, devices, and systems; - replace the equipment, devices, and systems, where necessary. 	Reports of analyses of emissions into the atmosphere.	CEO
<p>I <u>Management of ozone-depleting substances</u> The CEO is responsible, in regard to environmental protection, for the proper management of ozone-depleting substances. The CEO must, in particular,</p> <ul style="list-style-type: none"> - monitor the equipment, devices, and systems that may contain ozone-depleting substances; - issue periodic statements regarding fluorated gases contributing to the greenhouse effect as required under the laws in place; - guarantee the periodic maintenance of equipment, devices, and systems; - replace the equipment, devices, and systems, where necessary. 	Documentation providing evidence that checks, and maintenance and technical works were carried out	CEO
<p>L <u>Periodic checks to verify the application and effectiveness of the procedures adopted</u> The CEO is responsible, in regard to environmental protection, for monitoring</p> <ul style="list-style-type: none"> - significant variations in the processes that have a direct or indirect impact over environmental aspects; - changes in operating conditions; - substantive modifications to the statutory and regulatory requirements applicable; - the implementation of the improvement plans carried out following the detection of areas of improvement, and consequent planning of new improvement objectives. 	Documentation providing evidence of the checks carried out	CEO

Phase	Recording Process	Responsibilities relative to checks and Records
<p>M <u>Monitoring and control activities</u> The CEO has the duty to develop monitoring, surveillance, and operative control activities such as</p> <ul style="list-style-type: none"> - system to detect accidents and non-conformities, by conducting incident analysis and conducting initiatives to immediately minimise the consequences arising out of the incident, and corrective and preventive actions; - <i>ex-post</i> traceability and verifiability of the information flows relative to the Process: <ul style="list-style-type: none"> - each relevant phase in the management of environmental risks must be recorded in writing; - information flows between the parties appointed with environmental protection duties, with respect to the activities carried out within the scope of the Process at issue, are adequately saved and filed so as to guarantee their proof and traceability. 	Documentation providing evidence of monitoring and control activities	CEO

Updates relative to technical advances or legislative changes are curated by the SGA Supervisor are disseminated, according to their respective scopes of competence, to all the parties who are directly or indirectly interested in such updates.

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E-mail	<u>odv@leaf.space</u>
Traditional Mail	To: Leaf Space S.r.l. Attn: Supervisory Body Via Giacomo Leopardi, 7

Supervisory Body of Leaf Space S.r.l.	
	Milan (Milan, Italy) 20123