

## **Borusan Vobarno Tubi S.p.A.**

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

### **DISCIPLINARY SYSTEM**

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## LIST OF REVISIONS

REV.	DATE	NATURE OF CHANGES	APPROVAL
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## 1. INTRODUCTION

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

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

The subsequent Article 7, paragraph 4, letter b) of the Decree further stipulates that the effective implementation of the Model also requires "a Disciplinary System suitable for sanctioning non-compliance with the measures indicated in the Model."

Borusan Vobarno Tubi S.p.a. (hereinafter also BVT or the Company), in accordance with the provisions of the aforementioned provisions, has constructed its own Disciplinary System, set out in this document, based on the regulations of the above-mentioned articles, on case law pronouncements and on the indications provided by the Confindustria Guidelines.

The Disciplinary System is disseminated to all employees and is also brought to the attention of the recipients by posting on company notice boards.

### 1.1 The main normative references in the disciplinary system

- art. 7 della Legge 300/70 (Statuto dei Lavoratori), art. 2104 del c.c. (diligenza del prestatore di lavoro), art. 2105 del c.c. (obbligo di fedeltà), art. 2106 c.c. (sanzioni disciplinari) art. 2118 c.c. (recesso dal contratto) e art. 2119 c.c. (recesso per giusta causa);
- disposizioni del CCNL Metalmeccanici;
- art. 1176 c.c. (diligenza nell'adempimento), 1218 c.c. (responsabilità del debitore) e 1456 (clausola risolutiva espressa);
- art. 1382 c.c. (effetti della clausola penale) e art. 1456 c.c. (clausola risolutiva espressa);
- norme relative a salute e sicurezza sui luoghi di lavoro (art. 20 D. Lgs. 81/08);
- D. lgs 24/2023 "Attuazione della direttiva (UE) 2019/1937 del Parlamento Europeo e del Consiglio", del 23 ottobre 2019, riguardante la protezione delle persone che segnalano violazioni del diritto dell'Unione e recante disposizioni riguardanti la protezione delle persone che segnalano violazioni delle disposizioni normative nazionali";
- Linee Guida ANAC in materia di protezione delle persone che segnalano violazioni del diritto dell'Unione e protezione delle persone che segnalano violazioni delle disposizioni normative nazionali.

### 1.2 Principles of the disciplinary system

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

The application of disciplinary sanctions is irrespective of the outcome of any criminal proceedings, in order to counter any conduct prodromal to the commission of offenses under Legislative Decree 231/2001.

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The identification of the sanction takes place in compliance with the principle of appropriateness and proportionality in relation to the seriousness of the crime or, in any case, of the violation committed and ensuring, in the cases provided for by law and by the CCNL, the involvement of the person concerned, who is guaranteed the possibility of justifying his behavior after the charge has been notified, also through the faculty of being assisted by a representative of the trade union association to which he adheres or mandates.

### **1.3 Content and recipients of the Disciplinary System**

This Disciplinary System reports:

- the facts that are considered disciplinary;
- the relevant sanctions, in harmony with the law and the CCNL;
- the procedures for challenging and imposing sanctions.

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

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

## **2. MEASURES THAT CAN BE APPLIED**

### **2.1 Employees**

The sanctions that can be imposed against employees (managers, clerks and workers), in compliance with the rules of the Civil Code, the procedures set forth in Article 7 of Law No. 300 of May 30, 1970 (Workers' Statute) and the relevant CCNLs may be:

- 1) verbal reprimand;
- 2) written reprimand;
- 3) fine not exceeding the amount of three hours' global pay (base pay and contingency);
- 4) suspension from pay and service for up to three days;
- 5) dismissal.

The following conduct shall be considered punishable, pursuant to this Disciplinary System and in compliance with the provisions of the Civil Code, the procedures set forth in Article 7 of Law No. 300 of May 30, 1970 (Workers' Statute) and the applicable collective bargaining agreement:

- *non-compliance with the principles and rules of conduct in the Code of Ethics adopted by the Company;*
- *non-compliance with the procedures, protocols (general and specific), regulations provided for and referred to in the Organization, Management and Control Model;*
- *failure to comply with the obligations to document the activities provided for in the procedures referred to in the Organization, Management and Control Model for processes at risk;*

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- *omission of obligations arising from Article 20 of Legislative Decree 81/08 on safety and health in the workplace;*
- *obstruction or circumvention of the controls of the Supervisory Board; obstruction of access to information and documentation with regard to the persons in charge of controls;*
- *failure to inform the Supervisory Board as well as the management body regarding information flows specified in the Model;*
- *failure to report non-compliance or irregularities committed by other workers and apical subjects;*
- *violation of all the provisions provided for and regulated under Legislative Decree 24/2023;*
- *violation of the measures adopted by the Company to protect the reporter pursuant to Legislative Decree 24/2023, including the confidentiality of the reporter and/or all acts of possible retaliation against the reporter;*
- *in making (wilful or grossly negligent) biased, discriminatory or otherwise unfounded reports, when the civil liability of the reporting person for defamation or slander in cases of wilful misconduct or gross negligence is established, unless the reporting person has already been convicted, also at first instance, for the crimes of defamation or slander or otherwise for the same crimes committed by reporting to the judicial or accounting authority.*

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

The type and extent of each of the above sanctions, will be commensurate, pursuant to the provisions of the Disciplinary System and always subject to compliance with the applicable CCNL, in relation to:

- to the intentionality of the behavior or degree of negligence, imprudence or inexperience, having regard also to the foreseeability of the event;
- to the overall behavior of the worker, with particular regard to the existence or absence of the worker's disciplinary record, to the extent permitted by law;
- to the worker's duties;
- to the functional position of the persons involved in the facts constituting the failure;
- to other special circumstances accompanying the disciplinary violation.

Disputes, which will result in the application of sanctions other than a simple verbal warning, must necessarily be made in writing, so as to ensure the traceability of the application and the precedents against the person sanctioned.

## **2.2 Managers**

With regard to Managers who have committed a violation of the Code of Ethics, the Model or the procedures established in implementation thereof, the function holding disciplinary power initiates the procedures within its competence to make the relevant charges and apply the most appropriate sanctioning measures, in accordance with the provisions of the reference CCNL and, where necessary, with observance of the procedures set forth in Article 7 of Law No. 300 of May 30, 1970.

The sanctionable conducts are the same as those attributable to employees specified in the previous paragraph.

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Sanctions must be applied in accordance with the principles of gradualness and proportionality with respect to the seriousness of the fact and guilt or possible malice. Among other things, the revocation of any powers of attorney entrusted to the person concerned may be ordered as a precautionary measure with the notice, up to and including the possible termination of the relationship in the presence of violations so serious as to break the fiduciary relationship with the Company.

### **2.3 Directors and Auditors**

The following sanctions may be applied to directors and auditors, in proportion to the seriousness of the offense committed:

- verbal warning;
- written warning;
- revocation of office for just cause.

In accordance with the provisions of the Civil Code, revocation for just cause, as referred to in Articles 2383, paragraph 2 of the Civil Code, and 2400, paragraph 2 of the Civil Code, is identified as the sanction to be provided for more serious offenses, which result in the impairment of the fiduciary relationship between the Company and the director or auditor.

The disciplinary power over directors and auditors is in the hands of the Shareholders' Meeting, which, in compliance with the provisions of the Civil Code and the Articles of Association and their subsequent amendments, is called upon to decide on any revocation or liability action against them.

The punishable conducts are the same as those attributable to employees specified in the preceding paragraphs.

The evaluation and selection of the sanction to be imposed among the possible ones must take into account the severity and repetition of the conducts. Repetition of the above conduct constitutes an indication of greater seriousness of the violations..

### **2.4 External parties (external collaborators, partners, suppliers)**

Should conduct in violation of the Model or the Code of Ethics be put in place by self-employed workers, suppliers or other individuals operating under contracts concluded with BVT, the only applicable measure is the termination of the contract pursuant to Article 1456 of the Civil Code.

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

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

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## 2.4 Measures against members of the Supervisory Board

Any measures to be taken against members of the Supervisory Board for conduct in violation of the Code of Ethics and/or the Model will be the responsibility of the Board of Directors. In the case of serious violations, the act may be considered just cause for revocation of the appointment without prejudice to the application of any disciplinary sanctions provided for in existing contracts.

## 3. INVESTIGATION AND ENFORCEMENT OF SANCTIONS

Upon receiving news of conduct contrary to the provisions of the Model and/or the Code of Ethics and/or Legislative Decree 24/2023, the Body in charge of receiving whistleblowing reports, and possibly the Supervisory Board in the case of violations relevant under Legislative Decree 231/01, proceed with the opening of an investigative phase aimed at verifying the truthfulness or substantiation of the violations received.

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

During the preliminary stage, it is possible to request information, documents and data from the various corporate functions. At the conclusion of the preliminary stage, the responsible parties make their own assessments regarding the existence or non-existence of the violation, the causes of the violation and any need for intervention or corrective action.

In relation to the offending party, the Body in charge of receiving Whistleblowing reports and the Supervisory Board, in the case of the latter's involvement for violations under Legislative Decree 231/01, forward the outcome of the investigation to the bodies in charge of proceeding to the dispute phase, namely:

- in the case of violations committed by employees, to the body exercising disciplinary power, which within the scope of the powers granted, will proceed to impose sanctions;
- in the case of violations committed by directors and the Board of Statutory Auditors, to the Shareholders' Meeting for the purpose of appropriate resolutions;
- in the case of violations committed by members of the Supervisory Board, to the Board of Directors for the purpose of appropriate resolutions;
- in the case of violations committed by external parties, to the Board of Directors, which will initiate the procedure for the imposition of sanctions as indicated in the preceding paragraphs.

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

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