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MODEL OF ORGANISATION, MANAGEMENT AND CONTROL OF NTT DATA ITALIA SPA

Pursuant to Legislative Decree 231/2001

General Part

Approved by the Board of Directors on 29 June 2023

**MODEL OF ORGANISATION, MANAGEMENT AND CONTROL
OF NTT DATA ITALIA SPA PURSUANT TO LEGISLATIVE DECREE 231/2001**

General Part

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DEFINITIONS

Areas at risk	The areas of corporate activity in the context of which, in more concrete terms, the risk of commission of the offences contemplated by Legislative Decree No. 231/2001 appears to be looming
CCNL	National Collective Labour Agreement applicable to NTT Data Italia S.p.A. employees.
CCNL Executives	National collective labour agreement for managers of companies producing goods and services, currently in force and applied by NTT Data Italia S.p.A.
Global Code of Business Conduct or Code of Ethics or Code of Conduct	Code approved by NTT DATA EMEA, supplemented and adopted by the Board of Directors of NTT DATA Italia including the set of rights, duties and responsibilities that NTT DATA Italia S.p.A. expressly assumes towards its interlocutors in the performance of its activities and available on the Company's website and intranet portal
Contributors	Those who act in the name and/or on behalf of NTT DATA Italia S.p.A. on the basis of a specific mandate or other contractual obligation
Decree	Legislative Decree No. 231 of 8 June 2001 as amended and supplemented
Recipients	Members of corporate bodies and internal corporate <i>governance</i> bodies, employees, collaborators in any capacity, even on an occasional basis, and all those who have commercial and/or financial relations of any nature with NTT Data Italia S.p.A., or act on its behalf on the basis of specific mandates (for example: consultants, suppliers, partners)
Employees	All employees of NTT DATA Italia S.p.A. (including managers)
Family members	Relatives and relatives in the direct line up to the second degree (children, parents, grandchildren - as children's children - and grandparents, in-laws and son-in-law, daughter-in-law, brothers or sisters of the spouse), relatives and relatives in the collateral line up to the third degree and in addition cousins (brothers and sisters, nephew and uncle, as well as cousins); spouse and/or cohabitee
Functions or Function	First-level organisational structures of NTT DATA Italia S.p.A.
Interlocutors	With the exclusion of collaborators, all contractual counterparties of NTT DATA Italia S.p.A., natural or legal persons, such as suppliers, customers and, in general, all subjects to or from whom NTT DATA Italia S.p.A. provides or receives any contractual service
Guidelines	The Guidelines for the construction of organisation, management and control models in accordance with Legislative Decree 231/2001, approved by Confindustria, as amended.
Model 231	Organisation, Management and Control Model pursuant to Legislative Decree 231/2001

Organisational Model or MOG	Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 adopted by NTT DATA Italia S.p.A.
NTT DATA Corp.	NTT DATA Corporation
NTT DATA EMEA	NTT DATA EMEA Ltd.
NTT DATA Group or NTT DATA Group	NTT DATA Corp. and its subsidiaries
NTT DATA Italy or Company	NTT DATA Italia S.p.A.
Corporate Bodies	The Board of Directors and the Board of Statutory Auditors of NTT DATA Italia S.p.A.
SB or Body	Supervisory Board pursuant to Article 6(1)(b) of Legislative Decree 231/2001
P.A.	Any public administration, including its representatives in their capacity as public officials or persons in charge of a public service, even de facto
Crimes or Offences 231	Relevant offences under Legislative Decree 231/2001
Top management	The Chairman and Managing Director of NTT DATA Italia S.p.A.

1 INTRODUCTION

1.1 Adoption of the model pursuant to Legislative Decree No. 231/2001 by NTT DATA Italia S.p.A.

Legislative Decree No. 231 of 8 June 2001 (*Discipline of the administrative liability of legal entities, companies and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of 29/09/2000*) introduced into the Italian legal system - as is now well known - a particular regime of administrative liability for entities, which is configured when the offences listed in the Decree are committed in the course of the activities carried out by the entities.

On 28 January 2006, the Board of Directors of NTT DATA Italia S.p.A. approved the first version of the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 in the awareness that the implementation of the Model, although constituting an option and not an obligation, allows the Company to have a set of rules, tools and activities suitable to prevent the commission of the offences referred to in the Decree, to hold the Company harmless from the liability provided for therein in the event that one of the aforementioned offences is committed, as well as to strengthen its *governance* culture and raise the awareness of the resources employed on the issues of the control of company processes, to stimulate an "active" prevention of Offences and - more generally - of any illegal behaviour within the Company. Following the regulatory additions that - starting from the above-mentioned date - have affected the Decree, as well as the jurisprudential evolution on the subject of the administrative liability of entities, NTT DATA Italia's Board of Directors has - over time - approved numerous updates and amendments to the Model, also harmonising and updating the Code of Ethics approved by NTT DATA EMEA and adopted by the Company.

This document therefore reflects the Model in the version most recently approved by the Company's Board of Directors on 29 June 2023, which follows those approved on 20 September 2011, 29 July 2014, 30 November 2016, 10 December 2018 and 29 June 2020.

1.2 NTT DATA Italia S.p.A.

NTT DATA Italia has been part - since 2011 - of the NTT DATA Corp. Group, based in Tokyo, an international player that provides innovative and quality IT services, products and solutions for clients all over the world, operating in various and diverse business sectors (telecommunications, banking and financial services, insurance, P.A., industry and distribution, utilities, publishing and media).

NTT DATA Italia is subject to the Direction and Coordination of NTT DATA EMEA Ltd. based in London.

1.3 The NTT DATA Italy Model

The Model adopted by the Company constitutes an act of emanation "*of the management body*" pursuant to art. 6 co. 1, lett. a) of Legislative Decree 231/2001, a body which in NTT DATA Italia is identifiable with the Board of Directors, which is therefore responsible for any subsequent amendments and additions to the OMC. The Company's Managing Director has the power to make changes and additions to the text of the Model of a purely formal nature.

The basic principles described in the General Section of the Model apply to NTT DATA Italia and are shared by the Subsidiaries; they must be complied with in all company activities carried out both in Italy and abroad.

In fact, the Organisational, Management and Control Models of the Subsidiaries are inspired by the same values and general principles described below.

The adoption of the Model is not only necessary to make the Company fully compliant with Decree 231/2001, but is also fundamental to raise the awareness of all those who work for the Company to a transparent behaviour, dictated by full adherence to the law, as already highlighted in the introduction above. The purpose is to build and maintain a structured and organic system of procedures and control activities, aimed at preventing the commission of the different types of offences covered by Decree 231/2001.

The addressees of this document are all those who work for the achievement of NTT DATA Italia's purpose and objectives, in particular, as specified in the "Definitions" above: the members of the Company's corporate bodies and governance bodies, employees, external consultants, suppliers, customers and in general all third parties with whom NTT DATA Italia has relations relating to its social activities. The Model in this perspective was drafted in compliance not only with the dictates of the Decree, but also with the guidelines drawn up by trade associations, in particular the indications of Confindustria with the document "*Guidelines for the establishment of organisation, management and control models*" issued on 7 March 2002 and last updated in 2021.

This document has been prepared with the intention of supporting the understanding of the Company's organisational, management and control system through a reference framework that also highlights where the most up-to-date information on the choices and instruments in place can be found. For this reason, it often contains references to other company documents.

NTT DATA Italia, as a subsidiary of the parent company NTT DATA Corp., is obliged to implement the J-SOX (*Japan's Financial Instruments and Exchange Law*) regulations, which require all companies listed on the Japanese stock exchange and their subsidiaries to strengthen their internal *governance in order to* ensure accurate and complete disclosure of financial information. Specific internal *auditing* activities are therefore carried out within the NTT DATA Group in accordance with the aforementioned regulations.

1.4 General principles of the Model

The Model adopted by NTT DATA Italia is based on the following general principles:

- a) **Knowledge of risks** by mapping the Company's 'sensitive processes' and assessing the level of risk, also in the light of the considerations set out in the Position Paper issued by the Italian Internal Auditor Association;
- b) **Definition of values and rules of conduct**, collected in the Code of Conduct and in the company's manual and IT procedures, with particular attention to those relating to financial management;
- c) **Clear allocation of roles and powers**, by means of a simple and transparent organisational structure, system of powers and delegations, including, when required, expenditure approval thresholds;
- d) **Shared governance and management rules**, as described in the articles of association of the corporate bodies, aimed at ensuring an adequate level of collegiality in the decision-making process;

- e) **Implementation of an effective internal control system**, based on the following rules:
- Every operation, transaction, action must be: verifiable, coherent and congruous, and adequately supported at a documentary level so that checks can be carried out at any time to certify the characteristics and motivations of the operation and identify who authorised, recorded and verified it;
 - No one must be able to manage an entire process independently, i.e. the principle of separation of functions and powers must be respected;
 - Authorisation powers must be assigned consistently with the assigned responsibilities;
 - The control system must document the performance of controls, including supervision;
- f) **Surveillance activities** on the effectiveness of the control system and, more generally, on the entire Organisation, Management and Control Model:
- The assignment to an internal Supervisory Board of the Company of the task of promoting the effective and correct implementation of the Model also through the monitoring of corporate conduct and the right to constant information on activities relevant to Legislative Decree No. 231/2001;
 - The provision of adequate resources to the body to support it in its tasks in order to achieve reasonably achievable results;
 - The activity of verifying the functioning of the Model with subsequent periodic updating (*ex post* control);
 - Awareness-raising activities and dissemination at all levels of the company of the rules of conduct and the established procedures;
- g) **Transparent and widespread communication of** the values, principles and rules, accompanied, where necessary, by specific training activities on the tools that make up the Model and that the Company implements to prevent all unlawful conduct;
- h) **Application of disciplinary and sanctioning mechanisms**, for conduct not aligned with the application of the Model by NTT DATA Italia.

This Model is also consistent with the cardinal principles indicated by the parent company NTT DATA Corp., containing however specificities inherent to the organisational structures and business activities of NTT DATA Italia, with further specific measures linked to the peculiarities of its business reality and with a close coordination with the procedures and protocols of the Quality Management System and with the relevant ISO 9001 Certification with which the Company is endowed.

2 RISK MAPPING

2.1 Foreword

The Company's Organisational Model is implemented taking into account its effective compatibility with the current company organisation, so that it can be efficiently integrated with the business operations, undergoing the necessary modifications in an elastic manner, if necessary.

For this reason, the Supervisory Board, which will be discussed at length below, is vested with the necessary powers for the purposes of monitoring and verifying the Model.

As suggested by the Confindustria Guidelines, the creation and implementation of a Risk Management System involves the following elements and steps:

1. *Identification and Analysis of Risks and Protocols;*
2. *identification of the Components needed for the System;*
3. *regulation and appointment of the Supervisory Board;*
4. *definition of the Company's Code of Ethics;*
5. *definition of the specific Sanctioning System.*

2.2 Risk identification and protocols

For the purposes of preparing the Model, first of all, NTT DATA Italia has identified and updated over time the behaviours at risk with respect to company functions and the offences contemplated by Legislative Decree 231/2001, connected to them. Following this phase of analysis and study, the Model aims to:

- 1) Make all those who work in the name and on behalf of NTT DATA Italia in the areas of activity at risk aware that, in the event of violation of the provisions herein, they may be involved in an offence liable to penal and administrative sanctions, not only against themselves but also against the company;
- 2) Reiterate that such forms of unlawful conduct are strongly condemned by the Company since (even if the Company were in a position to take advantage of them) they are in any case contrary to the provisions of the law in force and to the principles affirmed by the corporate *policies* and by the Code of Conduct, and that the Company is committed in the most determined manner to prevent such conduct;
- 3) Enable the Company, by means of monitoring activities at risk, to intervene promptly to prevent and counteract, as far as possible, the commission of offences, namely
 - a. identifying the activities within the scope of which Offences may be committed, thus carrying out and periodically updating a mapping of the company areas in which the activities most at risk are carried out;
 - b. providing for specific protocols aimed at planning the formation and implementation of the Company's decisions in relation to the Offences to be prevented;
 - c. identifying ways of managing financial resources suitable to prevent the commission of the Offences;
 - d. providing for information obligations vis-à-vis the body in charge of supervising the functioning of and compliance with the models;
 - e. introducing information and awareness-raising systems at all levels of the company of the rules of conduct and procedures established and an effective disciplinary system capable of penalising non-compliance with the measures indicated herein;
 - f. providing, in relation to the nature and size of the organisation and the type of activity carried out, for

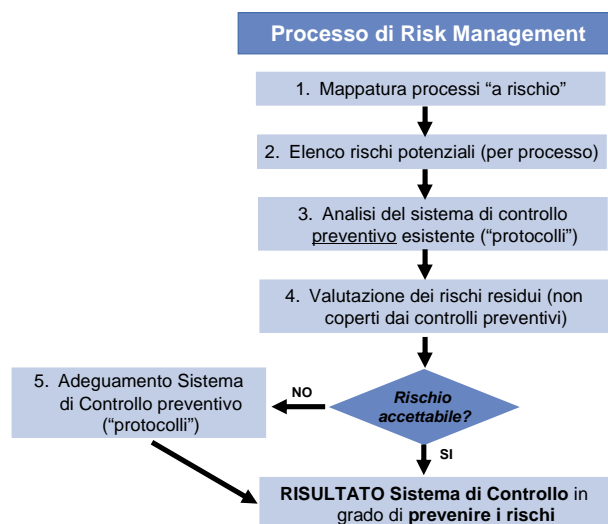
appropriate measures to ensure that the activity is carried out in compliance with the law and to detect and eliminate risk situations in good time.

As provided for in Article 6(2) of Legislative Decree 231/2001, NTT DATA Italia's *risk management* system is implemented in two phases:

- a) the identification of risks by analysing the company context to highlight where (in which area/sector of activity) and in what way offences may occur;
- b) the assessment of the control system, i.e. the verification that the existing system within the Company is adequate to maintain the highlighted risks at an acceptable level and that its possible adaptation/improvement is planned and implemented, with the aim of reducing the minimum threshold of the acceptable level of the identified risks.

Conceptually, reducing a risk involves acting (jointly or severally) on two determining factors:

- the probability of the event occurring;
- the impact of the event itself.



The identification of corporate risk areas/behaviours is assessed on the basis of the principle of potential occurrence in relation to both the business and the functions involved.

This assessment, albeit of a preventive nature, is the starting point for the qualitative definition of risk as 'acceptable' by the Company, as the incidence and probability of occurrence of the specific risk have been related.

However, the system cannot, in order to operate effectively, be reduced to an activity carried out from time to time, but must be translated into a continuous (or periodic) process, to be reiterated with particular attention at times of corporate change (e.g.: opening of new sites, expansion of activities, acquisitions, reorganisations, etc.).

2.2.1 The definition of 'acceptable risk'

The conceptual threshold of risk acceptability is represented by a prevention system such that it cannot be circumvented unless intentionally.

With regard to corporate offences, the process of drawing up financial statements, the management of *price-sensitive* information, and the procedures for the functioning of corporate bodies, for example, were checked.

In addition to the objective aspect, i.e. the area of possible violation, due consideration was also given to the subjective perspective, i.e. who are the subjects, active or passive, of possible violations.

As part of this process of reviewing the processes/functions at risk, it is appropriate to identify the objects concerned by the monitoring activity, which, in certain particular and exceptional circumstances, could also include those who are linked to the company by mere para-subordinate relationships, such as external consultants, or by other collaborative relationships, such as business partners, as well as their employees and collaborators.

In the same context, it is also advisable to carry out *due diligence* exercises whenever 'indicators of suspicion' (e.g. conducting negotiations in territories with a high rate of corruption, particularly complex procedures, presence of new personnel unknown to the Company) relating to a particular business transaction are detected during the risk assessment.

The processes of the financial area hold a position of obvious importance for the purposes of the application of Legislative Decree no. 231/2001. The regulation, probably precisely for this reason, highlights them with a separate treatment (Article 6(2)(c)), even though a careful analysis of the assessment of the business areas 'at risk' should in any case highlight the financial area as one of certain importance.

2.2.2 Analysis of potential risks

The analysis of potential risks was related to the possible subjective behaviour that could lead to the commission of Offences for each business area involved.

The summary of this analysis is represented by means of a survey form (*check list* included in the Special Part of the Model) in which the Company's corporate functions and the specific activities of individuals and corporate bodies were compared with the possible predicate offences relevant to NTT DATA Italia.

2.2.3 Evaluation/construction/adaptation of the preventive control system

The activities described above are completed with a prior assessment of the existing control system, in order to enable the Supervisory Board to analyse the deviations between the latter and the Prevention Model, and to adjust it when necessary.

The system of preventive controls aims to ensure that the risks of commission of Offences, according to the methods identified and documented in the previous phase, are reduced to an 'acceptable level', as defined above.

In essence, it is a matter of planning what Legislative Decree 231/2001 defines as '*specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the offences to be prevented*', an activity that NTT DATA Italia has implemented by adopting tools, control systems, procedures and corporate policies in line with the aforementioned regulatory indication.

2.3 Risk detection and mapping

NTT DATA Italia has carried out and periodically updates an analysis of the company's processes and operations in order to identify the areas at risk (risk mapping), meaning the areas of activity that are affected by the potential cases of offences pursuant to Legislative Decree 231/2001.

To this end, a survey and mapping of the risks encountered was carried out with specific reference to the business activities actually performed and the functions actually exercised by the operators.

This analysis has shown which activities are most exposed to the commission of the offences indicated by the Decree or in any case to be monitored. These offences and the macro-areas of activity thus identified were those indicated below.

2.3.1 Offences against the Public Administration (Articles 24 and 25, Legislative Decree 231/2001)

The activities considered sensitive in relation to Offences against the Public Administration are:

- a) Negotiation/conclusion and/or execution of contracts/concessions with public entities, which are arrived at through negotiated procedures (direct award or private treaty);
- b) Negotiation/conclusion and/or execution of contracts/concessions with public entities that are arrived at through public (open or restricted) procedures;
- c) Negotiation/contracting or execution of contracts with public entities reached by private negotiation;
- d) Negotiation/contracting and/or execution of contracts with public entities to which open or restricted procedures are applied;
- e) Management of relations with supervisory bodies/authorities relating to the performance of activities regulated by law;
- f) Managing the acquisition or management of contributions, subsidies, financing, insurance or guarantees granted by public entities;
- g) Request for occasional/ad hoc administrative measures necessary for the performance of activities that are instrumental to typical business activities;
- h) Preparation of income or withholding tax returns or other declarations instrumental to the settlement of taxes in general;
- i) Performing duties with public authorities, such as communications, declarations, filing of deeds and documents, etc., other than those described in the preceding points and in the ensuing audits/investigations/penalty proceedings;
- j) Activities involving the installation, maintenance, updating or management of software belonging to public entities or provided by third parties on behalf of public entities;
- k) Other '*sensitive activities*': relations with State institutions and administrations.

2.3.2 Corporate Offences (Article 25-ter, Legislative Decree 231/2001)

The activities considered sensitive in relation to corporate offences are:

- a) Drafting of financial statements and periodic interim reports;
- b) Relations with shareholders, Auditing Company, Board of Auditors, Audit and relations with Supervisory Authorities;

- c) Capital transactions and profit allocation;
- d) Communication, Conduct and Minutes of General Meetings of Members;
- e) Managing business relations and negotiations with private customers and suppliers (with reference to the offence of bribery among private individuals and incitement to bribery among private individuals).

2.3.3 Offences against health and safety at work (Article 25-septies, Legislative Decree 231/2001)

The activities considered sensitive in relation to occupational health and safety offences are:

- a) Establishment and control of the occupational health and safety management system;
- b) Execution phases of procurement, works and supply contracts;
- c) Commissioning of works and/or services within its premises.

2.3.4 Computer Crimes (Article 24-bis, Legislative Decree 231/2001)

The activities and conduct constituting computer-related offences are:

- a) Accessing a computer system protected by security measures;
- b) Manage codes, passwords, access credentials to computer systems protected by security measures;
- c) Reproducing, disseminating, duplicating, marketing or making available to third parties computer programmes or other intellectual property in violation of copyright protection regulations.

2.3.5 Copyright infringement offences (Article 25 -novies, Legislative Decree 231/2001)

The activities that constitute Copyright Offences are:

- a) Duplicating, importing, distributing, selling, leasing, disseminating/transmitting to the public, possessing for commercial purposes, or otherwise profiting therefrom, without having the right to do so, computer programs, protected databases or any work protected by copyright or related rights, including works with literary, musical, multimedia, cinematographic or artistic content;
- b) Disseminating via telematic networks - without having the right to do so an intellectual work or part of it;
- c) *Engaging in file sharing practices*;
- d) Sharing any files through *peer-to-peer* platforms.

2.3.6 Inducement not to make statements or to make false statements to the judicial authorities (Article 25 -decies, Legislative Decree 231/2001)

The activities covered by the offence in question are:

- a) Providing indications likely to influence a person called upon to make statements before the Judicial Authority in order to obtain favourable treatment from the latter in connection with ongoing trials or investigations.

2.3.7 Employment of third-party citizens whose stay is irregular (Article 25-duodecies, Legislative Decree 231/2001)

The activities considered sensitive in relation to the offence in question are:

- a) Selection and recruitment of personnel;

- b) Management of non-EU employees.

2.3.8 Receiving, laundering and using money, goods or benefits of unlawful origin (Article 25-octies, Legislative Decree No. 231/2001)

Although the risk of commission of the aforesaid Crimes appears entirely theoretical and residual considering the sectors of activity in which NTT DATA Italia operates, it has been deemed useful to dedicate, in the Special Section of the Model, a specific paragraph to this type of Crimes in consideration of their significant social danger, indicating measures, procedures and control tools - largely already present in NTT DATA Italia - suitable to prevent the relative risk of commission.

2.3.9 Self-Money Laundering (Article 25-octies, Legislative Decree 231/2001)

Article 3(5) of Law No. 186 of 15/12/2014 ("*Provisions on the emersion and return of capital held abroad as well as for strengthening the fight against tax evasion. Provisions on self money laundering*") amended Article 25-octies of Legislative Decree 231/2001, introducing into the list of predicate offences, the offence of self money laundering referred to in Article 648-ter.1 of the Criminal Code, punishable as of 1 January 2015. This offence, as well as the sensitive corporate activities and related controls, will be dealt with in a specific paragraph of the Special Section of the Model, taking into account both the complexity of identifying the corporate areas in which it could in abstract terms be committed and the current lack of consolidated case law on the subject (the introduction of self money laundering in our legal system, as well as in the "catalogue" of 231 offences, took place - as highlighted above - only recently).

2.3.10 Crimes relating to non-cash payment instruments (Article 25-octies.1, Legislative Decree 231/2001)

The activity considered sensitive in relation to the offences in question is the processing and dissemination of computer tools and programmes.

2.3.11 Crimes against the individual (Article 25-quinquies, Legislative Decree 231/2001)

On 4 November 2016, Law no. 199 of 29 October 2016 came into force, which included in Article 25-quinquies of Legislative Decree 231/2001 the new offence of 'illegal brokering and exploitation of labour' (Article 603-bis of the Criminal Code), known as '*caporalato*', which punishes the conduct of recruiting and hiring labour for the purpose of assigning it to work in exploitative conditions.

The activities considered sensitive in relation to the offence of '*caporalato*' are those relating to the management of subcontracted personnel.

2.3.12 Tax offences (Article 25-quinquiesdecies, Legislative Decree 231/2001)

The activities considered sensitive in relation to tax offences are:

- a) Active invoicing and debt collection activities;
- b) Passive invoicing and supplier payment activities;

- c) Selection and management of suppliers;
- d) Management of liquidity and corporate accounts;
- e) Management of tax and social security obligations;
- f) Retention of accounting records;
- g) Payment of taxes;
- h) Management of relations with public officials in the event of audits/inspections.

2.3.13 Smuggling offences (Article 25-sexiesdecies, Legislative Decree 231/2001)

The activities considered sensitive in relation to the offences in question are:

- a) Fulfilment of border rights;
- b) Selection and management of suppliers.

2.3.14 Further activities subject to control

In addition to the safeguards and controls directly concerning the areas and activities in the context of which the above-mentioned Crimes may theoretically be committed, the 231 Model provides for additional, specific controls for the following 'supply' or instrumental management processes

- a) Financial transactions;
- b) Procurement of goods and services;
- c) Use of material resources of environmental impact;
- d) Consulting and professional services;
- e) Utility concessions (donations, scholarships, event sponsorship);
- f) Administrative, financial and accounting management necessary for the running of the company;
- g) Human resources management (selection and recruitment, incentive system).

Among the areas of activity at risk, the Model has in fact considered not only those having a direct relevance as activities that could theoretically integrate criminal conduct, but also those having an indirect and instrumental relevance in the commission of Offences. In particular, instrumental are those activities in which the de facto conditions that make it possible for Offences to be committed in the areas and activities specifically considered at risk of offences in the Model may occur.

3 VALUES AND RULES OF CONDUCT

3.1 Global Code of Business Conduct

NTT DATA Italia has collected and described the values common to all those who operate within the NTT DATA Group in the Global Business Code of Conduct, approved and updated over time by the Board of Directors.

This Code expresses the commitments and ethical responsibilities in the conduct of business and corporate activities undertaken by NTT DATA Italia towards all *stakeholders*, in the belief that ethics can be pursued in conjunction with business success.

The document is available on **NTT DATA Italia's website** and on the **company intranet**, and is circulated in Italian and English (editions in other languages may also be available).

3.2 Policy, procedures and instructions

Policies, procedures and instructions describing sensitive processes and standard behaviours have been drawn up and disseminated in order to guarantee NTT DATA Italia's employees and collaborators guidance on the behaviours that the Company considers aligned with the values expressed by the Code of Conduct and this Model.

All company *policies* and procedures are sent/communicated to individual employees whenever there are updates in content or form, and normally published on the company intranet.

3.3 Procedures on the management of financial resources

The company's financial transactions are documented and reported in processes that clearly and transparently codify the activities, indicating the responsible authors according to the company organisation.

Monetary accounting records are carried out in accordance with current accounting standards and NTT DATA Italia ensures the use of uniform methods and practices among the various units responsible for preparing the administrative-accounting information of its own and its subsidiaries.

4 ORGANISATIONAL SYSTEM, ROLES AND POWERS

4.1 Characteristics of the Organisational Structure

NTT DATA Italia has organisational tools based on the general principles of:

- Knowledge within the Company and the Group;
- Indication of roles (including assigned powers);
- Indication of carry-over lines.

4.2 Definition of roles

The definition of roles is such as to ensure that a process is never followed independently by a single person, whether in the case of operational processes of project development and management or in the case of internal support processes.

The operational processes of project development and management, which, in other words, represent the sales and production processes, are supervised by the lines through work teams composed of different qualifications, where everyone contributes to the formulation of proposals and solutions to the customer, according to a collaborative style and based on their skills and qualifications. During the development and project management phases, operations that have an impact, even if only potential, on the company's financial resources (both incoming and outgoing) are monitored and documented. The control is the responsibility of the monthly Business Reviews and of the Management, through the reports produced by the Administration,

Finance and Control Function - AFC (also just '**Finance**') which, among other things, is in charge of reporting non-standard behaviour.

The AFC Function, on the one hand, supports the operational lines with regard to the generation and utilisation of financial resources related to core business, and on the other hand, supports the *top management* in the management of financial resources related to asset, extraordinary and tax management. The Management and Corporate Bodies are responsible for verifying the economic and financial performance of operations on the basis of reports prepared by the AFC Function.

Qualification advancements within operational lines and role changes, more generally, of staff functions are communicated to the employees of the Company (and of the Group, if they are within Corporate Functions).

4.3 System of delegated and proxy powers

The system of delegated and proxy powers ensures the functioning of the company by granting the necessary powers to the Board of Directors, the Managing Director and the various delegates.

By '*delegation*' is meant the internal act of assigning tasks and functions by means of organisational communications and company procedures; by '*power of attorney*' is meant the unilateral legal transaction with which the company assigns powers of external representation towards third parties. The holders of a function requiring powers of representation shall be granted a power of attorney that is appropriate and consistent with the assigned tasks.

The main features of the proxy system are:

- Delegation reflects the organisational positioning of the recipient, combining management power and relative responsibility;
- Each delegation clearly and unambiguously states the powers and the delegate.

The distinctive elements of the power of attorney system are:

- Proxies are granted exclusively to persons with powers of attorney by means of specific deeds describing powers of representation and, where necessary, powers of expenditure, as well as compliance with the Company's Organisational Models and Code of Ethics;
- Purchases for large amounts (thresholds indicated in the delegation acts) must be authorised by the CEO;
- Purchase orders must be issued by the Procurement Manager (also verified by Management Control) and their traceability is ensured through the use of appropriate information technology (e.g. Supplier Portal).

5 CORPORATE GOVERNANCE AND MANAGEMENT

5.1 Corporate Governance Model

Coinciding with the application for listing on regulated markets (first half of 2006), the Company had begun a

process of adapting its *Corporate Governance* Model to the requirements of the Corporate Governance Code for Listed Companies with the aim of guaranteeing its shareholders an effective and transparent governance and management system.

The *Corporate Governance* Model was subsequently adjusted and simplified following the decision to postpone the stock exchange listing.

Currently, also as a result of recent changes in the corporate and control structure, the *Corporate Governance* Model consists of the Board of Directors and the Board of Statutory Auditors.

5.2 Works Councils

Company and Group Committees are operational. For example, the Management Committee is active, which deals with strategic issues for the development of the Group during the *Business Review*, in which business priorities are defined and the annual budget is drawn up, as well as sharing the economic performance in the light of the objectives.

6 INTERNAL CONTROL SYSTEM

6.1 Administration, Finance and Control Function

Within NTT DATA Italia's corporate organisation, the units in charge of the operation of the internal control system have been identified in order to group them under the title of "Administration, Finance and Control Function", as already mentioned in paragraph 4.2 above. Those who manage and control the Company's financial resources act in accordance with the same principles and rules of conduct, adopting a single control model based on similar processes, tools and operating techniques, except for business or country specificities. The head of the Function is the *Chief Financial Officer* (CFO), who defines the organisational structure of the units for which he is responsible and articulates the planning and control processes, in accordance with the rules and timing aligned with the guidance and supervision requirements expressed by the Top Management and the Corporate Bodies.

6.2 Processes and tools

The internal control system is defined as the set of processes implemented by *management* aimed at providing reasonable assurance on the achievement of management and *compliance* objectives, such as the effectiveness and efficiency of operational activities, the reliability of corporate, accounting and management information, both for internal purposes and for third parties, and absolute compliance with laws, regulations, standards and corporate and group *policies*.

7 SUPERVISORY BODY

7.1 Appointment and Composition of the Body

The Body is a collegial body composed of three regular members, one of whom acts as Chairman, chosen by

a majority vote of the Body itself, if not already indicated by the Board at the time of appointment. The composition of the collegial body is as follows:

- two external professionals with expertise in the fields of law, management, analysis of control systems or, in any case, high experience in issues specifically relevant to the activities of the Supervisory Board¹ ;
- the Head of the Legal Function.

The Board of Directors, reporting to the Shareholders' Meeting, has the power to appoint and revoke - for just cause, also related to the Company's organisational restructuring - the members of the Body. The members of the Body are chosen from among qualified and experienced persons in the above-mentioned fields, endowed with adequate professionalism and in possession of the requirements of independence, autonomy and honourableness, also in terms of the absence of criminal convictions, as better indicated below. The members of the Body may be appointed either from among external subjects or from within the Company. The members of the Body are not subject, in such capacity and in the performance of their duties, to the hierarchical and disciplinary power of any corporate body or function.

The term of office of the Supervisory Board is generally three years, without prejudice to the right of the Board of Directors to establish a shorter term of office. Upon expiry of the three-year term - or of the shorter term of office established by the Board of Directors - the Supervisory Board continues to perform its functions under an *extension* until new members are appointed by the Board of Directors. The members of the Supervisory Board may be re-elected.

The internal members of the Body lapse in the event of voluntary termination of employment or collaboration with NTT DATA and dismissal for just cause and in addition, for the Head of the legal function, in the event of termination of the role of Head of the same function. In the event of resignation, resignation, supervening incapacity, death, revocation or disqualification of a member of the Body, the Board of Directors will replace him/her without delay. It is the duty of the Chairman, or the most senior member, to promptly notify the Board of Directors of the occurrence of any of the hypotheses giving rise to the need to reinstate a member of the Body.

In the event of resignation, resignation, supervening incapacity, death, revocation or disqualification of the Chairman, he shall be succeeded by the oldest member, who shall remain in that office until the date on which the Board of Directors resolves to appoint the new Chairman of the Body.

For all other aspects, the Supervisory Board operates in accordance with the provisions of its own Regulation, which is set out below. The Supervisory Board regulates its supervisory and control activities by means of a Regulation to be forwarded to the Company's Board of Directors for acknowledgement at the first useful meeting, as well as any amendments that the Board deems it necessary to make to the same during its term of office.

7.2 Powers and Causes of (in)eligibility, disqualification and suspension

Skills

The competences of the members of the Supervisory Board, roughly divided between legal and organisational competences, can be summarised as follows:

Legal skills: i.e. in-depth knowledge of the methodologies used in the interpretation of legal provisions with

¹ Provision updated by resolution of the Board of Directors of 29 June 2023.

specific training in the analysis of offences and the identification of possible punishable conduct.

This preparation presupposes familiarity with research and analysis of the relevant case law. In short, the resource in question must be capable of examining and interpreting the legal provisions, identifying the types of offences, as well as the applicability of such cases in the context of company operations. He/she must also possess knowledge of company operations, acquired in a position of responsibility and hierarchical position within the company, and the ability to translate the processes outlined in the Organisational Model dedicated to risk prevention into rules of conduct.

Competence of an organisational nature, i.e. specific training in the analysis of the company's organisational procedures and processes, as well as in the general principles of "compliance" legislation and related controls. At least one of the members of the Supervisory Board must have experience in the preparation of procedures and control manuals. The profile is therefore that of an expert in internal controls who has gained such experience in the context of activities that have already been 'constrained' and 'supervised' for some time.

Expertise in the sector in which the Company carries out its core business and/or experience in the activities most exposed to the risk of offence-crime.

The necessary autonomy of the Supervisory Board is guaranteed by the position recognised to the above-mentioned functions in the context of the corporate organisation chart and the reporting lines assigned to them.

In order to assist in the definition and performance of the activities falling within its remit and to enable maximum adherence to legal requirements and tasks, the Supervisory Board:

- makes use of the Internal Audit function, where established, or an equivalent function with adequate resources;
- can involve the appropriate company resources to extract, process data and produce reports.

Causes of (in)eligibility, disqualification and suspension of members of the Supervisory Board

The members of the Supervisory Board must meet the requirements of honourability set forth in Article 26 of Legislative Decree No. 385 of 1 September 1993: in particular, persons who find themselves in the conditions set forth in Article 2382 of the Civil Code may not be appointed as members of the Supervisory Board.

Furthermore, persons who have been sentenced by a judgment, even if not final, and even if issued *pursuant* to Articles 444 et seq. of the Code of Criminal Procedure, and even if the sentence has been conditionally suspended, without prejudice to the effects of rehabilitation, cannot be appointed as members of the Supervisory Board:

- 1) to imprisonment for a term of not less than one year for one of the offences provided for in Royal Decree No 267 of 16 March 1942;
- 2) to imprisonment for a term of not less than one year for one of the offences provided for in the rules governing banking, financial, securities and insurance activities and in the rules governing markets and securities and payment instruments;
- 3) to imprisonment for a term of not less than one year for a crime against the public administration, against public faith, against property, against the public economy, for a crime relating to tax matters;
- 4) for any non-negligent offence to imprisonment for a term of not less than two years;
- 5) for one of the offences provided for in Title XI of Book V of the Civil Code as reformulated by Legislative Decree No. 61/2002;
- 6) for an offence which results in and has resulted in a conviction to a penalty leading to disqualification,

including temporary disqualification, from public office, or temporary disqualification from the executive offices of legal persons and companies;

- 7) for one or more offences among those exhaustively provided for in the Decree, even if sentenced to lesser penalties than those indicated in the preceding points;
- 8) those who have held the position of member of the Supervisory Board within companies against which the sanctions provided for in Article 9 of the Decree have been applied;
- 9) those against whom one of the prevention measures provided for in Article 10(3) of Law No. 575 of 31 May 1965, as replaced by Article 3 of Law No. 55 of 19 March 1990, as amended, has been applied;
- 10) those against whom the accessory administrative sanctions provided for in Article 187-*quater* of Legislative Decree No. 58/1998 have been applied.

Candidates for the office of members of the Supervisory Board must self-certify by means of a declaration in lieu of affidavit *pursuant to* Presidential Decree No. 445/2000 that they are not in any of the conditions indicated from number 1 to number 10, expressly undertaking to notify any changes to the content of such declarations.

The members of the Supervisory Board cease to hold office if, after their appointment, they find themselves in one of the above-mentioned situations.

Finally, those who find themselves in one of the following conditions cannot be appointed, or are disqualified:

- Conflicts of interest, even potential ones, with the Company such as to undermine the independence required by the role and tasks to be performed;
- Ownership, direct or indirect, of shareholdings of such a size as to enable them to exercise significant influence over the Company;
- Public employment in central or local government during the three years preceding appointment as a member of the Supervisory Board.

7.3 Functions and powers

The Supervisory Board defines and carries out its activities according to the rule of collegiality and is endowed, pursuant to Article 6(1)(b) of Legislative Decree No. 231/2001, with 'autonomous powers of initiative and control'.

The activities that the body is called upon to perform are:

- Supervision of the **effectiveness of** the Model, which takes the form of verifying the consistency between the concrete conduct and the established Model;
- Examination of the **adequacy of** the Model, i.e. of its real (and not merely formal) capacity to prevent, in principle, unwanted conduct;
- Analysis of the **maintenance of** the model's robustness and functionality requirements over time;
- Taking care of the necessary **updating of** the Model in a dynamic sense, in the event that the analyses carried out make it necessary to make corrections and adjustments. This care, as a rule, takes place in two distinct and integrated moments:

- **Submission of proposals to adapt** the Model towards the company bodies/departments capable of implementing them in the company fabric. Depending on the type and scope of the interventions, proposals will be directed towards the functions of Personnel/HR and Organisation, Administration, etc., or, in certain cases of particular importance, towards the Board of Directors;
- **Follow-up**, i.e. verification of the implementation and effective functionality of the proposed solutions.

The Supervisory Board, availing itself of the powers vested in it, is therefore called upon, in concrete terms, to perform primarily the following activities:

- Establishing control activities at each operational level, equipping itself with the tools, informative and otherwise, to promptly report anomalies and malfunctions of the Model by checking and preparing, where necessary, control manuals;
- Activate control procedures, bearing in mind the need for streamlined procedures and the fact that the primary responsibility for the control of activities is in any case delegated to the Heads of Functions and/or top management, the corporate bodies appointed for this purpose and the auditing firm;
- Take steps to keep the Model up-to-date in accordance with the evolution of the relevant legislation in force, as well as as a consequence of changes to the internal organisation and business activities;
- Collaborate in the preparation and integration of internal 'regulations' (Codes of Ethics and Conduct, Operating Procedures/Instructions, Control Manuals, etc.) dedicated to risk prevention;
- Identify, measure and adequately monitor all the risks assumed or that can be assumed as well as deriving from the interpretation and application of the reference standards, with respect to the actual company processes and procedures and with reference to the different operational segments of the company, by constantly updating the risk detection and mapping activity;
- Promote initiatives to disseminate knowledge of the Model among the company's bodies and employees, providing any necessary instructions and clarifications, as well as setting up specific training seminars;
- Coordinate with the other corporate functions for a better control of activities and for everything related to the concrete implementation of the Model;
- Arrange extraordinary audits and/or targeted investigations where dysfunctions of the Model are revealed or where the commission of the offences covered by the prevention activities has occurred;
- Ensuring the development of the approved supervisory programme, in line with the principles contained in Model 231, within the various sectors of activity; ensuring the coordination of the implementation of the supervisory programme and the implementation of scheduled and unscheduled control interventions.

In order to make the activity of the Supervisory Board feasible, it is necessary that

- The activities carried out by the Body may not be reviewed by any other corporate body or structure,

it being understood, however, that the management body is in any case called upon to carry out a supervisory activity on the appropriateness of its intervention, since the ultimate responsibility for the functioning and effectiveness of the Organisational Model reverts to the management body;

- The Supervisory Board has free access to all the functions of the company without the need for any prior consent in order to obtain any information or data deemed necessary for the performance of its tasks under Legislative Decree No. 231/2001;
- The Body may, under its direct supervision and responsibility, avail itself of the assistance of all the company's structures or external consultants.

In the context of the procedures for the formation of the corporate budget, the Supervisory Board shall have at its disposal an endowment of financial resources, proposed by the Board itself, which the Board may use for any need necessary for the proper performance of its tasks (e.g. specialist consultancy, travel, etc.).

In the performance of its assigned tasks, the Supervisory Board has unrestricted access to corporate information for investigation, analysis and control activities. Any company function, employee and/or member of the corporate bodies is obliged to inform the Supervisory Board upon request by the latter or upon the occurrence of events or circumstances relevant to the performance of the Supervisory Board's activities.

7.4 Information obligations of the Supervisory Board

The obligation to inform the Supervisory Board is a further tool to facilitate the activity of monitoring the effectiveness of the Model and of ascertaining a posteriori the causes that made it possible for the offence to occur.

This obligation is addressed to the corporate functions at risk of offences and concerns: **a)** the periodic results of the control activities carried out by them to implement the models (summary reports of the activities carried out, monitoring activities, final indices, etc.); **b)** the anomalies or atypicalities found in the available information (an event that is not relevant if considered individually could take on a different assessment in the presence of repetition or extension of the area of occurrence).

This information is addressed to the Supervisory Board on a six-monthly basis (**ordinary information flows**), and concerns, for example:

- Decisions concerning the application for, disbursement and use of public funds;
- Statistics on accidents in the workplace, specifying the cause/motive, whether an accident has occurred and its severity;
- List of any pending lawsuits involving the Company (not already reported to the Supervisory Board on a timely basis);
- Commissions of enquiry or internal reports from which liability for offences under Legislative Decree 231/2001 may theoretically emerge;
- Summaries of contracts awarded following national and European tenders, or by private treaty;
- News about orders awarded by public bodies or entities performing public utility functions;
- Any supplies exceptionally requested from suppliers in 'Black List' status;
- The blocking of invoicing activities relating to invoices exceeding the amount of EUR 500K without adequate documentary/contractual support;
- Any external inspection visits conducted by public officials, with a brief description of the activity carried

out.

In addition to the above-mentioned ordinary information flows, information concerning particular or determined situations and/or events, as specified below (**extraordinary information flows**) concerning

- Measures and/or information from judicial police bodies or any other authority, from which it is inferred that investigations are being carried out, even against unknown persons, for offences under Legislative Decree No. 231/2001;
- Requests for legal assistance made by managers and/or employees in the event of legal proceedings being initiated for offences under the Decree;
- Any fact, act, event or omission detected or observed in the exercise of the responsibilities and duties assigned, with critical profiles with respect to compliance with the provisions of the decree;
- Information on the effective implementation, at all levels of the company, of the Organisational Model, with evidence of disciplinary proceedings carried out and any sanctions imposed (including measures against Employees), or of the orders to dismiss such proceedings with the relevant reasons.

The Supervisory Board may propose to the Managing Director any changes to the above lists. Any omission or delay in communicating the above information flows to the Supervisory Board shall be considered a violation of the Organisational Model and may be sanctioned in accordance with the provisions of the Disciplinary System set out in paragraph 9.2 below.

The information provided enables the Supervisory Board to improve its own control planning activities, and not to impose on it punctual and systematic verification of all the phenomena represented. In other words, the Body is not under an obligation to act every time there is an information/report, it being left to its discretion and responsibility to determine in which cases to act.

7.5 Reports to the Supervisory Board by employees or company representatives or by third parties

In addition to the documentation prescribed by the procedures set out in this Model, any other information, of any kind, coming from third parties and pertaining to the implementation of the Model in the areas of activity at risk, must be brought to the attention of the Supervisory Board.

In particular, the obligation to provide information is also extended to employees who come into possession of information concerning the commission of offences in particular within the entity or who learn in the course of their duties of the perpetration of practices that are not in line with the rules of conduct that the entity is required to issue (as seen above) under the Model *pursuant to* Legislative Decree No. 231/2001 (the so-called codes of ethics).

The obligation to inform the employer of any conduct contrary to the Organisational Model falls within the broader duty of diligence and duty of loyalty of the employee under Articles 2104 and 2105 of the Civil Code.

These rules stipulate, respectively:

- *"The employee shall use the diligence required by the nature of the service to be rendered, by the interest of the undertaking and by the superior interest of national production"* (Art. 2104 Civil Code);
- *"He must also comply with the instructions for the execution and discipline of work given by the employer and his collaborators on whom he is hierarchically dependent"* (Art. 2104 of the Civil Code) and *"The employee must not deal with business, on his own account or on behalf of third parties, in competition with the employer, nor divulge information relating to the organisation and production methods of the company, or make use of them in such a way as to be prejudicial to it"*. (Article 2105

of the Civil Code).

In governing an effective reporting system, confidentiality is guaranteed to those who report violations in compliance with Law No. 179 of 30 November 2017. At the same time, deterrent measures are provided against any improper reporting, both in terms of content and form.

NTT DATA Italia S.p.A, in order to ensure responsible management and in line with the legislative requirements, has implemented a **Whistleblowing** system, adjusted to the regulatory changes introduced by Legislative Decree No. 24 of 10 March 2023, which transposed Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions concerning the protection of persons who report breaches of national laws.

In general, the rules on the reporting of violations are largely governed by Legislative Decree 24/2023 - to which we refer -, which provides, as far as we deem it appropriate to highlight here:

- the possibility of reporting violations - i.e. conduct, acts or omissions detrimental to the interest of the entity - that are deemed to have been committed, including: (i) administrative, accounting, civil and criminal offences and (ii) unlawful conduct relevant under Decree 231, or violations of organisation and management models;
- the identification of a person, a dedicated autonomous internal office or an external autonomous entity to manage the reporting channel;
- the identification of specific channels, including IT channels, for the internal reporting of violations, in written and/or oral form;
- the confidentiality and privacy of the information received and the protection of the personal data of the reporter and the reported person;
- Precise timeframes for the initiation, conduct and conclusion of the investigative activity carried out by the reporting entity;
- the prohibition of retaliation against the whistleblower, i.e. any conduct, act or omission, even if only attempted or threatened, put in place as a result of the whistleblowing, which causes or may cause the whistleblower, directly or indirectly, unjust damage;
- the nullity of any retaliatory acts carried out against the whistleblower;
- the provision of disciplinary sanctions: (i) for those who breach the confidentiality of the whistleblower; (ii) for those who send, with malice or serious misconduct, unfounded reports (iii) in the event of retaliation against the whistleblower; and (iv) in the event that the report is obstructed or there has been an attempt to obstruct it.

The Company has implemented the **Whistleblower Reporting Procedure**, to which reference is made. This procedure forms an integral part of Model 231.

7.6 Periodic audits and Supervisory Board reports

In order to ensure the updating and efficiency of this Model, the Supervisory Board will carry out two types of checks:

- Checks on deeds: annual check of the main corporate deeds and contracts of major importance concluded by the company in areas of activity at risk in order to verify the compliance of the activities pertaining thereto with the procedural and behavioural rules established by the Model;
- Verification of the Model: periodic verification of the functioning of the Model and effective compliance with the behavioural procedures established internally by the company for the prevention of offences in the areas of activity exposed to the commission of offences.

Following these checks, the Supervisory Board will draw up a *report* highlighting the critical issues detected and suggesting the actions to be taken, to be submitted to the attention of the Board of Directors, on an annual basis.

7.7 Delegation system

The Company adopts a system of proxies and powers of attorney - as described in section 4.3 above - so that the strategy defined in the business plan and approved by the Board of Directors can be implemented by the organisational structure. The system of proxies and powers of attorney reflects the hierarchy of roles.

The Supervisory Board may indicate any changes to be made to this policy/strategy in order to adapt it to the requirements of the Decree.

The indications provided by the Supervisory Board will be assessed by the Board of Directors, which will independently adopt the appropriate decisions.

7.8 Retention of information

All information, notifications, reports provided for in the Model are stored by the Supervisory Board in a special computer and/or paper *database*. The data and information stored in the *database* are made available to persons outside the Supervisory Board with the authorisation of the Supervisory Board itself. The latter defines in writing the criteria and conditions for access to the database.

8 DISSEMINATION AND IMPLEMENTATION OF THE MODEL

8.1 Communication Plan

8.1.1 Communication to members of corporate bodies

The Model shall be brought to the attention of each member of the corporate bodies who - by reason of appointment or absence - has not already taken part in the approval of the Model.

8.1.2 Communication to Managers and Heads of Function

The principles and contents of the Model are formally communicated, on the instructions of the Supervisory Board, by the Management to all executives (in office and on duty) and to Function Managers, by means of delivery of this document and/or dissemination on the company intranet.

8.1.3 Communication to all other employees

This document is sent/available in electronic form to all employees and is available for consultation on the website at www.nttdata.com/it (also available to third parties), as well as on the company intranet.

In order to encourage the dissemination of knowledge of the Model among all Employees, within the Staff Functions, Unit Managers and management functions have the task of signalling and emphasising the importance of the values, rules and tools that make up the Model.

8.1.4 Staff training

Staff training for the purposes of implementing the Model is managed by the Head of Human Resources in close cooperation with the *Legal & Compliance* Department and the Supervisory Board. The principles and contents of Model 231 are also disseminated by means of training courses in which the persons identified above are required to participate. The structure of the training courses is defined by the Head of *Human Resources/Human Resources*, with the *Legal & Compliance* function and with the advice of the Supervisory Board.

The following training tools are also used:

- Regular internal briefing note;
- A disclosure in letters/documents at the stage of recruitment for new employees (e.g. 'Welcome Kit/Your Guidebook' tool or similar);
- Intranet access;
- Circular letter also by post/email.

8.2 Communication to third parties

Appropriate information may be provided to parties external to NTT DATA Italia (e.g. Representatives, Consultants and Business Partners) on the policies and procedures adopted by the company on the basis of this Organisational Model, as well as the texts of the contractual clauses usually used in this regard.

The commitment to comply with the reference principles of the 231 Model by third parties having contractual relations with NTT DATA Italia is in fact provided for by a specific clause in the relative contract that is subject to acceptance by the third party, with ipso jure termination in the event of non-compliance.

8.2.1 Training of external collaborators

External collaborators, whom NTT DATA Italia may involve in the development and management of projects due to the need for *know-how* or unavailability of internal resources, must be familiar with the provisions of Legislative Decree 231/2001 and, where required, declare that they have adopted Model 231 or, at least, procedures suitable to avoid in any way the involvement of NTT DATA Italia in the event of the commission of the offences envisaged by the aforementioned legislation.

9 DISCIPLINARY SYSTEM

9.1 General principles and criteria for the imposition of sanctions

The disciplinary mechanisms indicated herein form an integral part of the Company's Organisational Model.

In general, the application of disciplinary sanctions is irrespective of the possible initiation and final outcome of criminal proceedings for the commission of one of the offences set out in Legislative Decree No. 231/2001.

In individual cases, the imposition of specific sanctions will be defined and applied in proportion to the seriousness of the misconduct assessed, in compliance with the general principles governing labour law.

In individual cases, the type and extent of the specific sanctions will be applied in proportion to the seriousness of the misconduct and, in any case, on the basis of the following general criteria that can be cumulated:

- a) the subjective element of the conduct (wilful misconduct or negligence, the latter due to recklessness, negligence or inexperience also in view of the foreseeability or otherwise of the event);
- b) relevance of the breached obligations;
- c) seriousness of the danger created;
- d) recidivism in the two-year period;
- e) extent of the damage that may be created for the Company by the possible application of the sanctions provided for by Legislative Decree 231/2001 and subsequent amendments and additions;
- f) level of hierarchical and/or technical responsibility;
- g) presence of aggravating or extenuating circumstances with particular regard to previous work performance, disciplinary record in the last two years;
- h) possible sharing of responsibility with other workers who contributed to the failure;
- i) where several infringements, punishable by different penalties, are committed in a single act, the more serious penalty shall apply;
- j) recidivism within a two-year period automatically leads to the application of the most serious sanction within the type provided for;
- k) principles of timeliness and immediacy require the imposition of the disciplinary sanction, regardless of the outcome of any criminal trial.

RECIPIENTS

This disciplinary system is divided according to the category of the recipients, pursuant to Article 2095 of the Civil Code, as well as the possible autonomous or para-subordinate nature of the relationship between the recipients themselves and the Company, and is aimed at

- a) persons in positions of representation, administration or management of the Company (so-called 'Senior Persons');
- b) persons subject to the direction or supervision of one of the above-mentioned persons (so-called "Subordinates"), as well as the persons referred to in paragraph 9.2.4 (so-called "External Collaborators").

In any case, the imposition of the sanction requires the involvement of the Supervisory Board, which assesses the existence and seriousness of the violation.

9.2 Sanctions

9.2.1 Sanctions towards employees (Managers - Clerks)

1. SCOPE OF APPLICATION

Pursuant to the combined provisions of Articles 5(b) and 7 of Legislative Decree no. 231/2001, without prejudice to the prior notification and the procedure prescribed by Article 7 of Law no. 300 of 20 May 1970 (the so-called Workers' Statute), the sanctions provided for in this Section shall be applied against executives and employees of the Company who commit disciplinary offences arising from

- a) failure to comply with the procedures and prescriptions contained in the Organisational Model for serious non-compliance with the provisions aimed at ensuring that the activity is carried out in compliance with the law and at discovering and promptly eliminating risk situations, pursuant to Legislative Decree No. 231/2001;
- b) serious or repeated violation of the internal procedures contained in the Organisational Model by engaging in conduct consisting in tolerating significant irregularities or in omitting to carry out the controls and/or checks provided for in the individual procedures, even where no harm has been caused to the interests of the Company;
- c) violation and/or circumvention of the internal control system, carried out by removing, destroying or altering the documentation of the procedure or by preventing control or access to information and documentation by the persons in charge, including the Control Committee;
- d) serious or repeated failure to comply with the rules contained in the Code of Ethics;
- e) repeated failure to comply with the obligation to inform the Control Body and/or the direct superior of the failure to comply with the procedures and requirements of the organisational model;
- f) conduct aimed at committing an offence provided for in Legislative Decree 231/2001 and subsequent amendments and additions.

2. SANCTIONS

Failure to comply with the procedures and prescriptions contained in this Section of the Disciplinary System, paragraph 1 letters a) to f) by middle managers, employees, depending on the seriousness of the infringement,

shall be sanctioned with the following disciplinary measures indicated in a graduated manner and in full compliance with the applicable Collective Labour Agreements:

- (a) verbal reprimand;
- (b) written reprimand;
- (c) a fine not exceeding the amount of three hours' pay;
- (d) suspension from service;
- (e) dismissal with notice;
- (f) dismissal without notice.

Where the above-mentioned employees hold a power of attorney with authority to represent the Company externally, the imposition of a sanction more severe than a fine shall also entail the automatic revocation of the power of attorney.

2.A) Verbal reprimand

The sanction of a verbal reprimand shall be imposed in cases of negligent and minor violations of the procedures and/or prescriptions contained in the Organisational Model as well as of the rules contained in the Code of Ethics that have no consequences for the Company.

2.B) Written reprimand

The sanction of a written reprimand will be imposed in the following cases

- a) recidivism within two years in cases of culpable violation of procedures and/or prescriptions contained in the Organisational Model, as well as of the rules contained in the Code of Ethics;
- b) minor procedural errors due to the employee's negligence having external relevance.

C2.) FINE

In addition to cases of recidivism in the commission of the offences referred to in paragraph 2(b) above, the sanction of a fine may be applied in cases where, due to the level of hierarchical or technical responsibility, or in the presence of aggravating circumstances, the culpable and/or negligent conduct may undermine, even potentially, the effectiveness of the organisational Model; such as, by way of example but not limited to

- a) failure to comply with the obligation to inform the Control Body and/or the direct hierarchical or functional superior of non-compliance with the procedures and requirements of the organisational model;
- b) non-compliance with the fulfilments envisaged by the procedures and prescriptions set out in the Organisational Model, as well as with the rules contained in the Code of Ethics, in the event that they have concerned or concern proceedings in which one of the necessary parties is the Public Administration.

2.D) SUSPENSION FROM SERVICE

The sanction of suspension from service shall be imposed, not only in cases of recidivism in the commission of offences which may lead to the application of a fine, but also in cases of serious violations of the procedures and prescriptions contained in the Organisational Model and of the rules contained in the Code of Ethics such as to expose the Company to risks and liabilities *pursuant to* Legislative Decree No. 231/2001.

2.E) DISMISSAL WITH NOTICE

The sanction of dismissal with notice will be imposed in cases of repeated serious violation of the procedures and prescriptions contained in the Organisational Model and of the rules of the Code of Ethics having external relevance in the performance of activities in the areas/activities at risk of offences *pursuant to* Legislative Decree No. 231/2001 and subsequent amendments and additions.

F2.) DISMISSAL WITHOUT NOTICE

The sanction of dismissal without notice shall be imposed for misconduct that is so serious as not to allow the continuation, even temporarily, of the employment relationship (so-called just cause), such as but not limited to

- a) adoption of a conduct aimed at committing an offence included among those provided for in Legislative Decree No. 231/2001 and subsequent amendments and additions;
- b) violation and/or fraudulent evasion of procedures and prescriptions contained in the Organisational Model and the rules of the Code of Ethics having external relevance in order to commit or facilitate offences *pursuant to* Legislative Decree No. 231/2001 and such as to undermine the relationship of trust with the employer;
- c) violation and/or circumvention of the internal control system, carried out by removing, destroying or altering the documentation of the procedure or by preventing control or access to the information and documentation by the persons in charge, including the Supervisory Board, in order to commit, aid or abet offences *under* Legislative Decree No. 231/2001. If the worker has committed one of the offences referred to in this Article, the Company may order the precautionary suspension with immediate effect.

The *Human Resources/HR* Department communicates the imposition of the sanction to the Supervisory Board. The disciplinary system is constantly monitored by the Supervisory Board and the *Human Resources/HR* Department.

All legal and contractual requirements concerning the imposition of disciplinary sanctions are complied with.

9.2.2 Measures towards Managers

1. SCOPE OF APPLICATION

Pursuant to the combined provisions of Articles 5(b) and 7 of Legislative Decree No. 231/2001 and, limited to those provisions, in compliance with the procedure laid down in Article 7 of Law No. 300 of 20 May 1970, the sanctions indicated in this Section apply to managers who commit disciplinary offences arising from

- a) violation of the internal procedures contained in the Organisational Model by engaging in conduct consisting in tolerating irregularities in services or in failing to comply with duties or obligations of service, even where no detriment to the service or interests of the Company has resulted;
- b) serious non-compliance with the procedures and prescriptions contained in the Organisational Model such as to entail situations of risk, pursuant to Legislative Decree 231/2001;
- c) violation and/or circumvention of the internal control system, carried out by removing, destroying or altering procedural documentation or by preventing control or access to information and documentation by the persons in charge, including the Supervisory Board, in order to commit, aid or abet offences *pursuant to* Legislative Decree No. 231/2001;

- d) serious non-compliance with the rules contained in the Code of Ethics;
- e) repeated failure to comply with the obligation to inform the Supervisory Board and/or the direct superior of the failure to comply with the procedures and requirements of the organisational model;
- f) serious or repeated failure to supervise as "hierarchical manager" compliance with the procedures and prescriptions of the organisational Model by his subordinates in order to verify their actions within the areas at risk of offences and, in any case, in the performance of activities instrumental to operational processes at risk of offences;

2. SANCTIONS

In the event of non-compliance with the procedures and prescriptions contained in this Section of the Disciplinary System, paragraph 1 letters a) to h), depending on the seriousness of the infringement, the most appropriate measures will be applied against those responsible, in accordance with the provisions of the applicable National Collective Labour Agreement for Executives. In particular:

- in the event of a non-serious breach of one or more of the procedural or behavioural rules laid down in the Model, the manager is subject to a written warning to comply with the Model, which is a necessary condition for maintaining the fiduciary relationship with the Company;
- in the event of a serious or repeated breach of one or more provisions of the Model such as to constitute a serious breach, the manager shall be liable to dismissal with notice;
- where the violation of one or more provisions of the Model is so serious as to irreparably damage the relationship of trust, not permitting the continuation, even temporary, of the employment relationship, the worker incurs the measure of dismissal without notice.

Where the manager holds a power of attorney with the power to represent the Company externally, the imposition of the disciplinary sanction shall also entail the automatic revocation of such power of attorney.

9.2.3 Measures against 'Senior Management' and Auditors

1. SCOPE OF APPLICATION

For the purposes of Legislative Decree 231/2001, in the current organisation of the Company, the following are '*Apical Subjects*':

- the Managing Director;
- the Directors with legal representation;
- the other administrators;
- the General Managers, where appointed.

Pursuant to the combined provisions of Articles 5(a) and 6 of Legislative Decree No. 231/2001, the sanctions provided for in this Section apply to "*Apical Subjects*" in the following cases:

- a) serious or repeated failure to comply with the specific protocols (procedures and prescriptions) laid down in the Organisational Model pursuant to Legislative Decree No. 231/2001, aimed at planning the formation and implementation of the Company's decisions in relation to the offences to be prevented, and with the rules contained in the Code of Ethics, including violation of the provisions relating to signature powers

and, in general, to the system of delegated powers, as well as violation of the measures relating to the management of financial resources;

- b) violation and/or circumvention of the internal control system provided for in the Code of Ethics and the Organisational Model, carried out by removing, destroying or altering the documentation provided for in the protocols (procedures and prescriptions) or by preventing the control or access to information and documentation by the persons in charge, including the Supervisory Board;
- c) serious or repeated breach of the reporting obligations laid down in the Organisational Model vis-à-vis the Supervisory Board and/or any supervisor; failure, in the exercise of hierarchical powers and within the limits deriving from the delegation system, to comply with the obligations to control and supervise the conduct of direct subordinates, meaning only those who, under the direct and immediate authority of the senior management, operate within the areas at risk of offences.

2. PROTECTIVE MEASURES

Depending on the seriousness of the breach committed by the Director, the Board of Directors, after hearing the opinion of the Board of Statutory Auditors, will take the most appropriate measures, including the calling of the Board of Directors to itself of transactions falling within the scope of the delegated powers, the amendment or revocation of the delegated powers and the calling of the Shareholders' Meeting for the possible adoption, in the most serious cases, of the measures set forth in Articles 2383 and 2393 of the Italian Civil Code.

If the reported violation is committed by two or more members of the Board of Directors, the Board of Statutory Auditors, if it deems the complaint received by the Control Body to be well-founded and the Board of Directors has not done so, shall convene the Shareholders' Meeting pursuant to Article 2406 of the Italian Civil Code, which, once it has ascertained the existence of the violation, shall adopt the most appropriate measures, including, in the most serious cases, those pursuant to Articles 2383 and 2393 of the Italian Civil Code.

3. COEXISTENCE OF SEVERAL RELATIONSHIPS UNDER THE SAME PERSON

In the event that the apical person also holds the position of manager, in the event of violations committed in his/her capacity as an apical person, the sanctions of this Section shall be applied to him/her, without prejudice, however, to the applicability of the various disciplinary actions that may be exercised on the basis of the employment relationship existing with the Company and in compliance with the procedures of the law, insofar as applicable.

4. MEASURES AGAINST MAYORS

In the event of a breach by one or more Statutory Auditors, the Supervisory Board shall inform the Board of Directors and the Board of Statutory Auditors, so that they may proceed without delay and in accordance with the powers provided for by law and/or by the Articles of Association, to convene the Shareholders' Meeting to proceed with the relevant resolutions, which may also consist in the revocation of the appointment for just cause.

9.2.4 External collaborators

1. SCOPE OF APPLICATION

Those who, in their capacity as collaborators, consultants and suppliers of NTT DATA Italia, who are therefore recipients of the obligations under Legislative Decree 231/2001, have committed serious violations of the rules of the Code of Ethics and of the procedures and prescriptions contained in the Organisational Model, indicated below, may be subject to the legal termination of the contractual relationship pursuant to art. 1456 of the Italian Civil Code.

This is without prejudice, in any event, to the Company's claim for compensation for damages suffered.

2. INADEMPTIONS

- a) fraudulent evasion of company procedures and prescriptions and of the rules of the Code of Ethics relating to the object of the externally relevant office, or violation of the same through conduct aimed at committing an offence included among those provided for in Legislative Decree No. 231/2001 and subsequent amendments and additions;
- b) missing, incomplete or untrue documentation of the activity carried out, which is the subject of the assignment, such as to prevent the transparency and verifiability thereof.

3. CONTRACTUAL CLAUSES

The following is the text of the clause to be included - with the appropriate adaptations - in Orders to Third Party Suppliers, contracts and Internal Agreements of Temporary Groupings of Companies (RTI / ATI):

*"With specific reference to Legislative Decree No. 231/2001, as amended and supplemented. ("**Decree 231**") and for the purposes of preventing and suppressing malicious criminal offences therein provided for and reported ("**Supposed Offences**"), the Supplier, the Collaborator and/or the third party entrusted with business relations with NTT DATA Italia pursuant to this Contract (the "**Contractor**"), declares to have taken note of and to undertake to comply with the cardinal principles reflected in the NTT DATA Global Code of Business Conduct available on NTT DATA Italia website <http://emea.nttdata.com/en/chi-siamo/index.html> ("**Code of Ethics**"), including the fight against corruption and the counterfeiting of intellectual and industrial property and also undertakes to comply with the minimum standards of conduct specified in Appendix "A" to the Code of Ethics (together the "**Core Principles**").*

The Contractor also declares that he has read the Organisational Model (General Part) of NTT DATA Italia, which can be consulted on the website and/or Supplier Portal.

*In view of the above, the Contractor is aware that (a) the omission or partial non-compliance with the Key Principles of the Code of Ethics and/or (b) the indictment for one of the Offences-Complaints referred to in Decree 231 (where punishable by wilful misconduct) will constitute a serious breach of contract and will entitle NTT DATA Italia to **ipso jure terminate** this Contract pursuant to and in accordance with art. 1456 of the Italian Civil Code, within the time limits set out in this clause, without prejudice to compensation for any damage caused to the Company itself".*

9.2.5 Measures to protect whistleblowing

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The *Whistleblowing* Decree provides for the establishment of a system of sanctions against persons responsible for the offences indicated below.

1 *Maliciously or negligently unfounded reports*

Without prejudice to the provisions of the *Whistleblowing* Decree, if, upon analysis of the report, it emerges that the report is unfounded and it is established that the reporting person made the report with malice or gross negligence, the sanctions provided for in the Model shall be applied.

Disciplinary sanctions shall be imposed against the whistleblower, taking into account, by way of example:

- the seriousness of the subjective element, i.e. the existence of intentional or grossly negligent conduct on the part of the person who made the report that turned out to be unfounded;
- the seriousness of the facts falsely reported;
- the use of fraudulent means (e.g. falsification of evidence).

This is without prejudice, in any case, to any assessment of the appropriateness of filing a complaint or lawsuit in the case of acts or facts of criminal relevance.

2 *Breach of reporter's confidentiality*

Any breach of the confidentiality of the reporter will be assessed for the purposes of applying the sanctions provided for in the Model.

In this case, the following will be taken into account as a mere example and not exhaustive:

- whether the disclosure occurred intentionally or by mistake;
- the manner of disclosure and its dissemination;
- whether the disclosure exposed the *whistleblower* to risks.

3 *Other offences*

If one of the following offences is detected, the sanctions provided for in the Model will be applied:

- retaliation was committed against the reporting person;
- the alert was obstructed or an attempt was made to obstruct it.