



**GENERAL PART  
OF THE ORGANISATIONAL MODEL  
231/01**

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# **ORGANISATIONAL MODEL**

## **231/01**

### **GENERAL PART**

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***Resolution of the Board of Directors of 22/07/20***



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## 1. Structure of the Organisational Model

### 1.1 Main contents and addressees

This document entitled "**General part of the Organisational Model 231/01**" defines the principles and methodological approach for the implementation of the contents of Legislative Decree 231/2001 "Regulations governing the administrative liability of legal persons, companies and associations, including those without legal personality".

The Board of Directors of our Company intended to give full validity to the principles of the Company's Code of Ethics and Dea Capital's Ethical Policy, issuing this "General Part" of the Model accordingly. The contents of this document must therefore be considered as a guideline and regulation for the whole of Abaco's organisation.

The separate document "Special Part of the Organisational Model 231/01" defines the methods for implementing the principles and the Code of Conduct, referring to the specific "Protocols 231/01".

#### 1.1.1 Structure of the doc

##### Section A: Legislative Decree 231/01 and ethical principles

Section A contains:

- the general framework and description of the objectives of Legislative Decree no. 231/01, the guiding principles and aims of the adoption of an Organisational Model for the prevention of so-called "predicate" offences, with reference to the specific "Mapping" of offences 231/01;
- the description of the principles of the Governance System;
- the declaration of the "**System of Values**" and "**Ethical Principles**";
- the reference to the **Ethical Code**, as a formal declaration of the "Ethical Principles" and internal disciplinary guide.

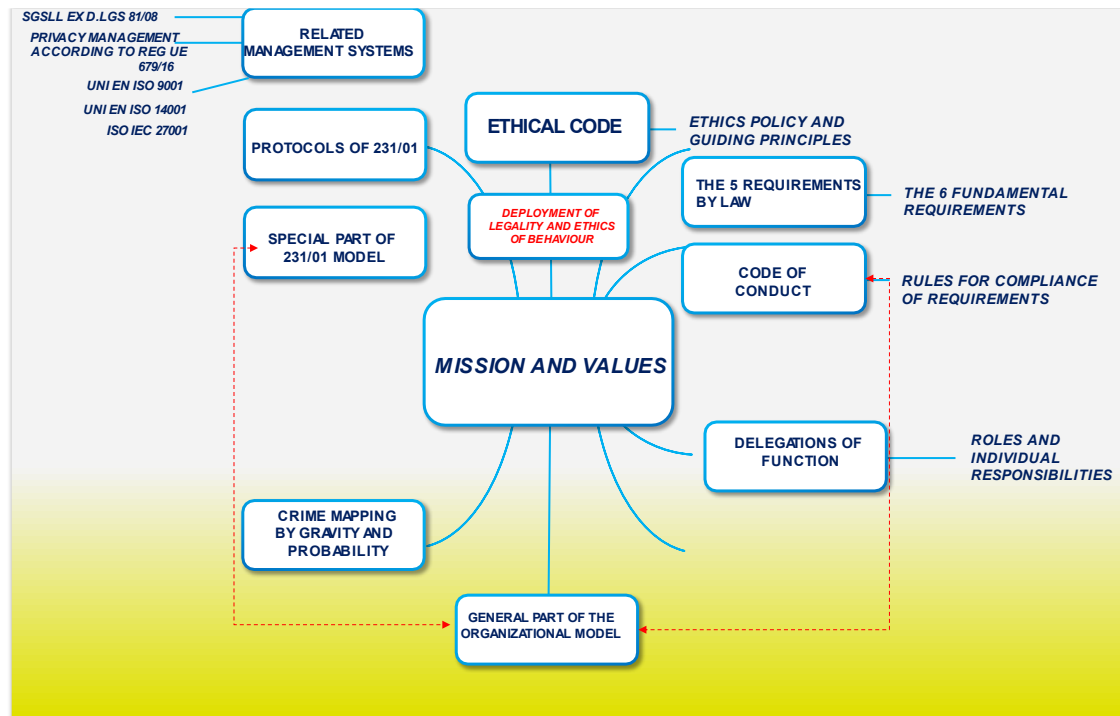
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## **Section B: Criteria, requirements, rules for the adoption of the 231/01 Model (Compliance Governance )**

Section B defines:

- the **methodological and operational criteria** to which our Company must refer for the adoption of the Model pursuant to Legislative Decree 231/2001;
- the **5 "231 Requirements"**, intended as fundamental legal requirements, to which the organisational and operational conditions necessary for compliance with the law of the Organisational Model must be harmonised, and the guidelines for the interpretation and development of the requirements;
- **The Code of Conduct**, i.e. the "Rules 231" established for compliance with the Code of Ethics and the ethical principles contained therein;
- the organisational guidelines for governance and the assignment of responsibilities functional to the compliance system, in accordance with company structures and service contracts in force, with reference to company organisation charts, job descriptions and the matrix of organisational proxies;
- the reference to the **"Mapping of offences 231/01" with an assessment of seriousness and probability**, depending on the particular sector of activity;

*the architecture of the Ethical Compliance System*



## 1.2. Definition of terms used

- **Ethics:** a set of principles of public and private behaviour that an individual or a group of individuals choose and follow, specifically Abaco's principles that guide the company's strategic business choices and management, set out in the "Ethical Principles";
- **Legislative Decree no. 231/2001:** Legislative Decree no. 231 of 8 June 2001, and subsequent amendments and additions;
- **Model 231:** Organisation, management and control model pursuant to Legislative Decree no. 231/2001 art. 6 c.1.
- **Risk 231:** Risk of legal costs, economic losses and reputational damage as a result of offences (committed or attempted) relevant under Legislative Decree no. 231/2001.
- **Senior management: Individuals** who hold positions of representation, administration or management of the companies or one of their organisational units with financial and functional autonomy, as well as individuals who exercise, also de facto, the management and control of the companies themselves (Article 5 paragraph 1 of Legislative Decree no. 231/2001). These persons have been identified in the persons who make up the Board of Directors (Board of



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Directors), in the Managers as well as in the persons in possession of proxies or organisational proxies with specific reference to the control and supervisory duties referred to in the Organisational Model;

- **Supervisory Body pursuant to Legislative Decree no. 231/2001:** a multi-subjective or monocratic body with autonomous powers of initiative and control composed of subjects internal and/or external to the company.
- **Corporate social responsibility (Csr):** is a method of strategic management of the company that is implemented through a "multi-stakeholder" logic of attention to both shareholders and other stakeholders of the company: customers, employees, investors, local community, environment, suppliers. The CSR promotes a concept of the company oriented towards profit and economic management and, at the same time, it is aware of the effects that its activities can generate on the various stakeholders and how they can in turn influence the overall performance of the company, its success and its sustainability over time.

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## 2. SECTION A - LEGISLATIVE DECREE 231/01 AND ETHICAL PRINCIPLES

### 2.1 the administrative liability regime introduced by Legislative Decree no. 231 of 8 June 2001.

Legislative Decree no. 231 of 8 June 2001 (hereinafter also referred to as "Legislative Decree no. 231/2001" or the "Decree"), issued in implementation of the proxy contained in Law no. 300 of 29 September 2000, introduced for the first time in Italy the administrative liability of companies and other entities, as a result of the commission of certain types of offences.

The Company's liability as a legal entity (which is in addition to and does not replace that of the natural person who is the perpetrator) **arises when the offence has been committed in the interest or to the advantage of the Company itself**, including in the form of an attempt or in conspiracy; on the other hand, it is excluded when the offence has been **committed** in the exclusive interest of the perpetrator.

From the point of view of sanctions, for all offences committed, a pecuniary sanction is always applied; for the most serious cases, disqualification measures are also applied, such as disqualification from carrying out the activity, suspension or revocation of authorisations, licences or concessions, prohibition to contract with the Public Administration, exclusion or revocation of loans, contributions and subsidies, prohibition to advertise goods and services. With reference to the perpetrators of the offence, the Decree provides that the administrative liability of the entity arises when the offences are committed by:

- **persons in so-called "top management" positions**, such as, for example, the Chairman of the Board of Directors, the Managing Director, the General Manager if appointed, as well as persons who exercise, also de facto, the management and control of the Company;
- **subjects in so-called "subordinate" positions**, typically employees, but also subjects external to the entity, who have been entrusted with a task to be carried out under the direction and supervision of top management.

### 2.2 Regulatory framework of reference

The relevant offences pursuant to Legislative Decree no. 231/2001, some of which were subsequently included in the scope of specific legislative provisions, are identified in the specific

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**"Mapping of offences 231/01"** and updated following the updating of the legislation, within the list of so-called "predicate" offences.

By way of indication and presentation, the most relevant categories of offence for the sector of activity were thus identified when the Organisational Model was issued:

- offences against the Public Administration, such as extortion and bribery;
- corporate offences (ex Law 366/2001, Law 262/2005, Law 190/2012 and Law 69/2015);
- crimes against industry and trade (ex Law 99/2009);
- private bribery pursuant to Article 2635 of the Italian Civil Code.
- Receiving stolen goods, money laundering or use of money, goods or utilities of illegal origin, self laundering (pursuant to Legislative Decree 231/2007 and subsequent amendments and integrations);
- manslaughter and serious or very serious injuries, committed in violation of occupational health protection regulations (ex Legislative Decree 81/2008);
- computer crimes (ex Law 48/2008);
- environmental offences (pursuant to Legislative Decree 121/2011 and Law 68/2015);
- copyright infringement offences (ex Law 99/2009);
- induction to not make statements or to make false statements to the judicial authorities Article 377 bis of the Italian Criminal Code (ex Law 116/2009);
- employment of third country nationals whose stay is irregular (ex Legislative Decree 109/2012);
- crimes of racism and incitement to racial hatred and xenophobia;
- offence of sports fraud (Law no. 39 of 3 May 2019,)
- tax offences (Legislative Decree no. 74 of 10 March 2000).

### **2.3 Adoption of the organisation, management and control model as a possible exemption from administrative responsibility**

The Decree provides that companies wishing to establish an effective prevention system shall draw up and adopt "organisation, management and control" Models, drawn up with the specific aim of preventing the commission of the offences covered by the Decree.



The existence of such models prior to the commission of an offence, provided that their suitability and effectiveness is proven, exonerates the Company from liability and avoids the application of the sanctions provided for in the Decree.

In particular, art. 6 of the Decree, in introducing the aforementioned regime of administrative liability for offences committed by persons in top management positions (defined by art. 5, para. 1, letter a), provides for a specific form of exoneration from said liability if it can be proved that

- the management body (typically the Board of Directors) adopted and effectively implemented, before the offence was committed, organisational, management and control models suitable for preventing offences of the type that occurred;
- the task of supervising the functioning and observance of the models and updating them has been entrusted to a body of the body with autonomous powers of initiative and control (Supervisory Body);
- people have committed the act by fraudulently circumventing organisational, management and control models;
- there has been no omitted or insufficient supervision by the Supervisory Board.

The adoption of the organisation, management and control model (hereinafter also referred to as "Model 231"), together with the additional requirements described above, therefore makes it possible to obtain exemption from the above-mentioned liability.

Article 7 of Legislative Decree 231/01 also states that, if the offence is committed by persons subject to the supervision of a person in a top management position, the Company is liable if the commission of the offence was made possible by failure to comply with management and supervision obligations.

However, in the light of the second paragraph of the same Article 7, failure to comply with these obligations is excluded, and with it the liability of the company, if before the offence was committed the company had adopted and effectively implemented an organisation, management and control model suitable for preventing offences of the type that has occurred.

In the case outlined in Article 6 (committed by persons in top management positions), the burden of proving the existence of the exempt situation lies with the Company itself, while in the case outlined in Article 7 (committed by persons subject to the supervision of others), the burden of



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proof regarding non-compliance, or the non-existence of models or their unsuitability, lies with the judiciary.

The Decree also provides that the models must meet the following requirements:

- identify the activities within the scope of which offences may be committed;
- provide for specific protocols aimed at planning the training and implementation of the company's decisions in relation to the offences to be prevented;
- identify ways of managing financial resources suitable for preventing the commission of offences;
- provide for information obligations towards the body responsible for supervising the functioning and compliance with the models;
- introduce a disciplinary system suitable for penalising non-compliance with the measures indicated in the 231 Model.

### **2.4 The Governance model**

Abaco is a software company specialized in the management and control of territorial resources. We support players in the sector in facing the challenges of digital transformation applied mainly to precision agriculture, through the processing and exploitation of data - from sensor and satellite sources - to optimize production processes. .

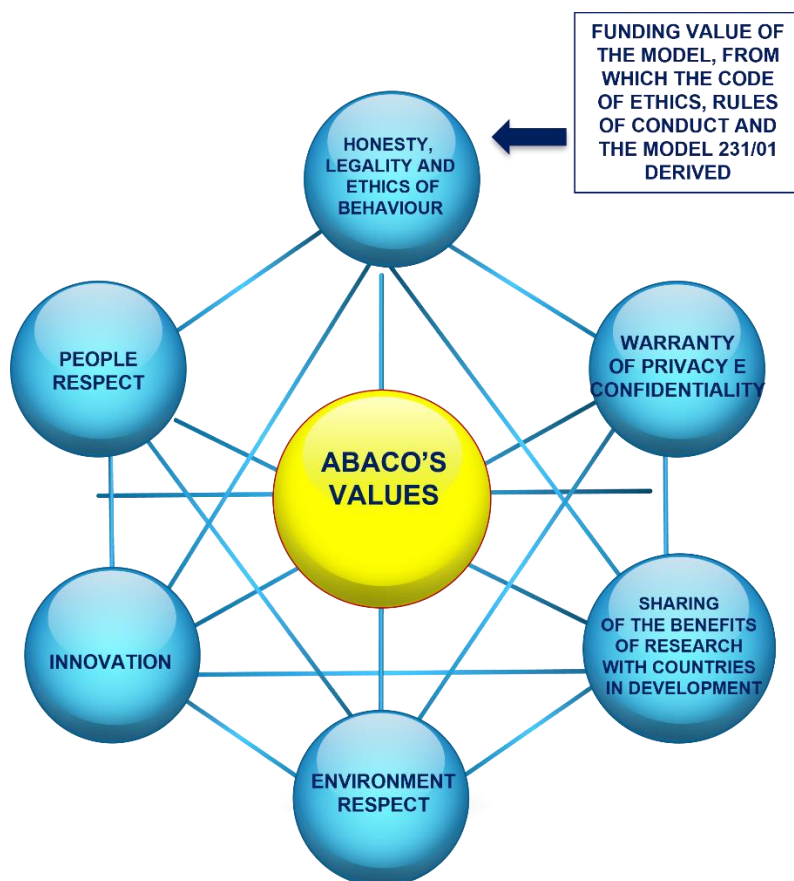
In particular, the elements of Governance are identified as follows:

- the company is managed by a Board of Directors, with a system of areas and powers laid down in the Articles of Association and the powers delegated by the Board of Directors;
- the corporate offices of each Company, and in particular the figure of the Managing Director, are assigned specific spending autonomy and powers of representation;
- For the purposes of protecting the Company, in cases where the Legal Representative or the delegated senior management are accused of the offences on which the potential administrative offence depends and therefore a conflict of interest in defence emerges, representation in court and all related acts of defence and protection shall be entrusted pursuant to s. 39.1 of LD 231701 to another person who may legitimately participate in the criminal proceedings.

## 2.5 Objectives of the Organisational Model 231/01

### 2.5.1 Values

The Ethical Compliance System represents the consequence of the "System of Values" adopted by Abaco , **in continuity and coherence with its Mission and its fundamental values**: from the System of Values derives the development of the "Ethical Principles" described in the following paragraph.



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## 2.5.2 Ethical Principles

In line with its "**System of Values**", Abaco considers the culture of "**Legality and Ethics of Behaviour**" to be a value to be disseminated internally and believes that the adoption of the Organisation, Management and Control Model is a valid tool for raising awareness so that, in carrying out its activities, correct and linear behaviour is followed, such as to prevent the risk of committing the offences contemplated in the Decree. Abaco has therefore established the pursuit of the following "**Ethical Principles**" linked to the Value of "**Legality and Ethics of Conduct**":

- **legality and respect for the fundamental rights of people and workers;**
- **compliance with the 5 fundamental requirements of Legislative Decree 231/01;**
- **Transparency** of conduct relating to areas considered sensitive both internally and in relations with external counterparties;
- **correctness on the** part of all Addressees, guaranteed by compliance with the provisions of the law, regulations and internal organisational procedures;
- permanent **traceability** of operations relating to sensitive areas, aimed at ensuring the verifiability of their consistency and congruence, also through appropriate documentary support;
- **division of responsibilities and tasks** (*so-called separation of duties*), relating to the same company process, between different organisational units and/or individuals, while ensuring mutual integration and the necessary control activities in order to maintain consistency in the management of company processes.

**The Ethical Principles** listed above, which are set out in the Ethical Code **of Conduct**, were then developed in the **Code of Conduct** illustrated in section B.

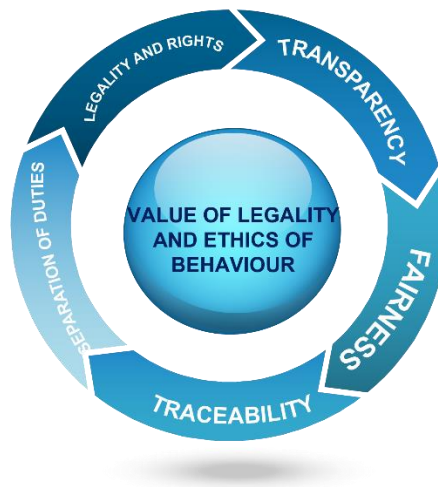
*The inspiring ethical principles and deployment of behaviour ethics*

#### LEGALITY

- COMPLIANCE WITH THE LAW
- COMPLIANCE WITH THE 6 REQUIREMENTS OF LEGISLATIVE DECREE 231/01
- RESPECT FOR FUNDAMENTAL HUMAN RIGHTS
- RESPECT OF THE RIGHT TO HEALTH AND SAFETY FOR EMPLOYEES AND CUSTOMERS
- ENVIRONMENT PROTECTION
- PREVENTION OF CRIMINAL BEHAVIOR

#### MANAGEMENT

- SEPARATION OF DUTIES
- MANAGEMENT SYSTEM OF AREAS AND DELEGATED POWERS
- TRACEABILITY OF AUTHORIZATIONS AND CONTROLS
- CHECKS OF CONSISTENCY AND ADEQUACY OF EXPENSES



#### TRANSPARENCY

- RULES OF CONTACT WITH THE P.A.
- RULES FOR THE PREVENTION OF PRIVATE CORRUPTION
- PREVENTION OF CONFLICT OF INTEREST

#### FAIRNESS

- CONTROL OF CORPORATE COMMUNICATIONS
- PRIVACY AND CONFIDENTIALITY
- PROTECTED ETHICAL ALERT (Whistleblowing Protocol)

The Code of Conduct and the Model 231/01 as a whole implement and give organizational body to the Ethical Principles in function of the analysis of operational processes and related risks.

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### 3. SECTION B - Criteria, requirements, code of conduct and Corporate Governance

#### 3.1 Recipients

The ethical and operational criteria set out below are addressed to our entire organisation, which is obliged to comply with the guidelines and to comply with the Organisation, Management and Control Model designed to prevent the offences referred to in Legislative Decree 231.

#### 3.2 Methodological criteria and requirements for the adoption of the Organisational Model

##### 3.2.1 Introduction

**Abaco considers compliance with laws, industry regulations and principles of business ethics an essential condition for the maintenance and improvement over time of the company's value.** In this regard, our Company has made its commitments explicit in its **Code of Ethics**, which primarily provides for the **"Ethics of Conduct"**, i.e. the orientation of employees to respect the "Ethical Principles" that constitute its development.

In line with these guidelines, Abaco pursues the following objectives:

- ensure compliance with the **"Ethical Principles"** and the **requirements of Legislative Decree 231/01**
- to guarantee the correctness of the conduct of the people who represent it, in full compliance with the provisions of the law and regulations, also with reference to relations with the Public Administration and the Judicial Authority, making all the people in the company structure, both government and executive, aware that any unlawful conduct may result in criminal and administrative sanctions;
- exempt the Company from administrative liability deriving from offences committed in their interest or to their advantage by "top management" or their subordinates;
- strengthen control, monitoring and sanctioning mechanisms to combat the commission of offences;
- to emphasise the choices in terms of compliance, ethics, transparency, fairness and probity pursued by the Company.

### 3.2.2 The legal requirements of the 231 Model

The guidelines for meeting the requirements of Legislative Decree no. 231/2001 (Article 6, paragraph 2), which Abaco has taken into account in defining its 231 Model, are set out here.

**The 6 requirements set out in Legislative Decree no. 231/2001 (Article 6, paragraph 2) are:**

**Requirement 1:** identify the activities within the scope of which offences may be committed;

**Requirement 2:** provide for specific protocols aimed at planning the training and implementation of the body's decisions in relation to the offences to be prevented

**Requirement 3:** identify ways of managing financial resources suitable for preventing the commission of offences;

**Requirement 4:** provide for information obligations towards the Body responsible for supervising the functioning and observance of the models;

**Requirement 5:** introduce a suitable disciplinary system to punish non-compliance with the measures indicated in the 231 Model

#### *The 5 regulatory requirements of Legislative Decree 231/01*



### 3.2.3 Development and interpretation of legal requirements

The specific guidelines for meeting each of the above requirements are described below.



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**Requirement 1: identification of sensitive activities (Legislative Decree no. 231/2001, art. 6 paragraph 2 letter a)** For the identification of sensitive activities, the following is provided:

- process mapping, intended as identification and analysis of processes related to typical and auxiliary activities;
- risk mapping, intended as a classification by severity and probability of occurrence of a malicious or culpable event that may prefigure administrative liability. Risk mapping allows the identification of so-called "sensitive" activities, i.e. those for which the risk of occurrence cannot be excluded, in any case by applying risk prevention and mitigation measures;
- the periodic "231 self assessment" (see paragraph 6), is carried out in accordance with any organisational changes and deadlines set by the law, with the possible establishment of specific regulations;

The attached Matrix of Crime Mapping identifies the activities within the scope of which the offences for which the company's administrative liability is envisaged pursuant to Article 6 of Legislative Decree no. 231/2001 may be committed; potential ways of executing the offences are also hypothesised.

Preventive measures have therefore been identified that can significantly reduce the probability of a crime being committed, to such an extent as to justify the so-called "exemption".

In order to direct the supervisory action and better calibrate the prevention procedures, a "rating" of the risk level has been defined and calculated, through the evaluation of the "seriousness" and "probability" of the crime risk. In particular:

-for "**severity**", a criterion correlated to the measurement of the number of "penalty quotas" and the duration of potential disqualification sanctions has been adopted;

-for the "**probability**" a subjective system was adopted, considering the type of asset and, where relevant, the frequency and value of financial transactions. The absence (or possible presence) of news of an offence in a period prior to 5 years was considered significant, as a "sentinel" indicator of the potential predisposition to the offence or the intrinsic "weakness" of the prevention system. If the assessment of probability is not measurable with reference to an effective metric, (for example, risk of computer crime or violation of individual rights) the judgement will necessarily be subjective, developed by interpolating the assessment of the



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technical possibility of committing the offence and the degree of "interest and advantage" of the offence for the company.

It should be stressed that a high rating of the overall coefficient should not be understood as a measure of the Company's actual "propensity to commit crime", but only as a statistical indicator aimed at guiding the preparation of the control system and supervision, both of the internal functions in charge and of the Supervisory Board. In this context, it should therefore be noted that

-the mapping has the task of identifying all the activities within the scope of which offences may be committed (Legislative Decree 231/01 Article 6, paragraph 2, paragraph a)

-for all activities for which the mapping itself identifies a risk of crime, regardless of the seriousness coefficient, Abaco has adopted prevention measures.

In compliance with the information and awareness-raising obligations laid down in LD 231/01 in favour of senior management, who are exposed to certain types of offence for the specific responsibilities assigned, information and awareness-raising activities are carried out in conjunction with the initial assessment phase on the contents of the Decree in question and the appropriate prevention measures.

Reference is made to Risk Mapping

**Requirement 2: preparation of protocols aimed at planning the formation and implementation of decisions in relation to crimes to be prevented (Legislative Decree no. 231/2001 art. 6 paragraph 2 letter b)**

Abaco manages and constantly updates its system of internal regulations (protocols, any operating instructions) and makes it available in the tools (e.g. company intranet) accessible by all its employees. Through the use of this documentation, the procedures for the formation and implementation of the decision-making process of all sensitive areas of the Company's activities are defined and the powers and delegations attributed to the various corporate bodies are publicised.

Verification of internal regulations with a view to compliance with sector rules and regulations, and verification of compliance with company regulations, will be the responsibility of the departments responsible for this purpose.

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The protocols, which form an integral part of the 231 Model, are designed to regulate the conduct that must be observed in the performance of sensitive activities, in order to guarantee a system of internal controls suitable for preventing the commission of the offences envisaged by Legislative Decree no. 231/2001.

*Reference is made to the Special Part of the Organisational Model and protocols 231/01.*

**Requirement 3: identification of the methods for managing financial resources (Legislative Decree no. 231/2001 art. 6 paragraph 2 letter c)**

Abaco has defined, by means of the rules indicated in the Special Part of the Organisational Model and protocols 231/01, and related documentation (internal circulars, specific operating instructions, etc.), the methods for managing the company's financial resources. The main issues that are the subject of standardisation within the protocols can be identified as indicated below:

- powers of autonomy in matters of sale and purchase, including through joint signature protocols;
- criteria and responsibility for the process of purchasing products, software, services, assets and financial means with a view to fairness, impartiality and cost-effectiveness;
- criteria, responsibilities and powers of autonomy for operations on the Company's bank accounts;
- criteria, responsibilities and powers of control over the Company's financial movements and the reconciliation and control of treasury and cash flow;

*Reference is made to the Special Part of the Organisational Model and protocols 231/01.*

**Requirement 4: constitution of a body responsible for supervising the functioning and observance of the 231 Model (Legislative Decree no. 231/2001 art. 6 paragraph 1 letter b)**

Legislative Decree no. 231/2001 requires that the task of supervising the functioning and observance of the 231 Model and updating it be entrusted to "a body of the company with autonomous powers of initiative and control".

Therefore, Abaco has identified its own Supervisory Body pursuant to Legislative Decree no. 231/2001, providing it with the requirements of autonomy in the powers of initiative and control.



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In view of the responsibilities assigned, it is considered appropriate to assign the role of Supervisory Board to a body that tends to be collegiate (made up of subjects internal and/or external to the Company) with the requirements of professionalism, authority and autonomous powers of initiative and control, with the following tasks:

- monitoring the effectiveness of Model 231, verifying the consistency between actual conduct and the model established (in particular compliance with organisational procedures and control systems relating to so-called "sensitive activities") and reporting violations of the provisions contained in Model 231 to the relevant bodies;
- report to the Board of Directors and the Board of Statutory Auditors of the Company violations of the 231 Model or evidence of 231 offences, even if only attempted, of which the Supervisory Board has been informed, after the necessary checks;
- assess the adequacy of Model 231, i.e. its real capacity to prevent, in principle, unwanted behaviour; take note, in this regard, of the outcome of the "self assessment 231" processes and, in the presence of "critical" activities (risk/control issues), promptly analyse the risks and mitigation opportunities (organisational/control measures), reporting on them to the Board of Directors in accordance with the procedures and frequency envisaged;
- analysing the maintenance over time of the requirements of soundness and functionality of the 231 Model, with particular reference to environmental changes and new types of risk; taking note, in this regard, of the legislative and jurisprudential innovations on the subject (inclusion of new offences in Legislative Decree no. 231/2001, etc. ...), as well as developments relating to the Company's specific risk profile (entry into new markets, new products, reorganisation of organisational structures, shift-over of managers, etc.). )
- updating the 231 Model, submitting proposals for adaptation to the Board of Directors and verifying the implementation and effective functionality of the solutions adopted;
- report to the Board of Directors of your Company on the activity carried out.
- Abaco has provided for periodic information flows to be sent to the Supervisory Board, described in this General Section, so that the latter can perform the above-mentioned tasks.

Abaco has set up adequate computer and/or paper Whistleblowing procedures for reporting potential offences or violations of the Model to the Supervisory Board, in such a way as to protect the reporter from retaliation or discrimination.

Appointment minutes Supervisory Bodies and letters of appointment

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*Ref. SB Regulation ratified by the BoD*

**Requirement 5: introduction of an internal disciplinary system suitable to sanction non-compliance with the measures indicated in the 231 Model (Legislative Decree no. 231/2001 art. 6 paragraph 2 point e)**

In order to guarantee a disciplinary system suitable for sanctioning any conduct and activities in conflict with the measures indicated in the 231 Model, specific disciplinary sanctions are introduced for cases of violation of the provisions of Legislative Decree no. 231/2001 and the measures indicated in the 231 Model. Failure to comply with the aforementioned regulatory provisions is assessed from a disciplinary point of view in different ways depending on whether they are "persons subject to management or supervision" (Article 5, paragraph 1, letter b) or "top management". (Article 5, paragraph 1, letter a).

*Ref. Penalty system included in the Code of Ethics*

### **3.3 Code of Conduct for the purposes of compliance with requirements 231 and the Code of Ethics**

#### **3.3.1 General and disciplinary value of the "Rules of Conduct".**

With reference to "sensitive" processes for the purposes of Legislative Decree no. 231/2001, Abaco applies the following "Code of Conduct" as a summary of the specific rules of conduct which are not only aimed at pursuing maximum correctness in company behaviour, **the "Code of Conduct", together with the "Code of Ethics"**, is binding at disciplinary level for all members of the corporate bodies, for all employees and for the main collaborators and professionals.

The "**Code of Conduct**" and the rules contained therein:

- represent the applicative development of the "**Ethical Principles**" and the "**Code of Ethics**";
- are **mandatory rules within and complement the rules of the Employment Contract**;
- are an integral part of Model 231 and a mandatory reference for the issue of protocols;



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- are not to be considered exhaustive, are updated according to the evolution of regulations and company organisation, and are continuously inspired by the principle of "legality and ethical behaviour" in work and business";
- are organised with reference to the different areas of activity and competence without distinction with respect to the different recipients, it being understood that not all categories refer to the totality of the subjects operating within the Company;
- refer to the areas of activity in which a possibility of occurrence of the offences referred to today in the Decree has been identified and can be considered as reference principles for the extension of the Model to new families of offences.

### **3.3.2 Management of relations with the national and international Public Administration**

The subjects that operate on behalf of Abaco in contact with the Public Administration, both national and international, and with Italian Public Institutions - e.g.: national or regional contracting bodies, CONSIP and other Public Administration bodies working for the E-procurement of the Public Administration. The following contact and conduct methods are required to carry out their tasks with integrity, independence, correctness and transparency:

- assignment of proxies for authorised company roles to direct contact and meetings with officials and top management roles of the Public Administration.
- prohibition to promise or give unlawful payments or goods, advantages or favours to Public Officials, or in general to employees of the Public Administration (even if induced by them), to promote or favour the interests of the Company;
- respect for the principles of loyalty, fairness and transparency in the activities and relations in which the State, the European Union or other Public Bodies are involved, in particular when negotiating, concluding or executing contracts, awards, concessions or contracts or public surveillance activities.

*Reference is made to the Special Part of the Organisational Model and protocols 231/01.*

### **3.3.3 Management of public funding**

The subjects who operate on behalf of Abaco adopt the following rules of conduct, without any distinction or exception, in the management and treatment of public funding of any nature and origin:

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- correctness and "truthfulness" in the treatment of the documentation proving the eligibility requirements for participation in calls for tenders, tenders and consortia for public funding;
- correctness, transparency, truthfulness and completeness in the information to be provided to the competent Administration;
- separation of roles between the parties signing the application for a contribution or facilitation and the parties signing or authorising the reporting of expenses for the purposes of settlement;
- correctness in carrying out specific activities to verify the formal and substantive regularity of the transactions carried out, in the cases provided for by the regulations.

Reference is made to the Special Part of the Organisational Model and protocols 231/01.

#### **3.3.4 Appointment of top management and conflict of interest rule**

The Company must acquire a number of Directors or Executives when appointing Directors or hiring Executives, after the date of first adoption of the Organisational Model:

- the general certificate of criminal records;
- the certificate of pending loads.

Top management positions and Managers must ensure that all business decisions are taken solely in the interests of the Company. The latter must therefore avoid situations of conflict of interest, between personal or family economic activities and the tasks they hold, which could affect their independence of judgement and choice. If one of the Addressees finds himself in a situation which, even potentially, may constitute or determine a *conflict of interest* (such as: owning shareholdings in competing companies, having economic and financial interests also through family members, with suppliers, customers or competitors; using his position or information acquired in his work in such a way as to create a conflict between his own interests and those of the Company), he must promptly report it to his superior or - for members of the Board of Directors - directly to the Board itself and to the Board of Auditors.

#### **3.3.5 Management of corporate obligations and corporate communications**

The persons who, by position and role held, take, individually or collectively, decisions and resolutions relating to the management of the Company and its governance, as well as



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employees who, for whatever reason, collaborate in such activities, shall adopt the following rules of conduct:

- strict observance of the law, the Articles of Association and internal regulations relating to the functioning of corporate bodies (in particular the Shareholders' Meeting);
- correctness, lawfulness and integrity, compliance with regulatory principles and internal procedural rules in the formation and processing of data, accounting documents and the Company's Financial Statements, documents representing the economic, equity or financial - situation externally, in order to guarantee the rights of the Shareholders and third parties concerned;
- a meeting was held between the Supervisory Board, the Board of Auditors and the Independent Auditors, prior to the approval of the draft financial statements by the Board of Directors;
- compliance with the principles of loyalty, fairness, cooperation and transparency in the activities and relations with the control and audit functions and authorities;
- application of the principles of confidentiality, correctness, transparency, clarity, truthfulness and completeness in the activities relating to the circulation and dissemination of news concerning the Company, both internally and externally, with an authorisation protocol prior to public issue.

Reference is made to the Special Part of the Organisational Model and protocols 231/01.

### **3.3.6 Management of relations with clients**

Both top management and those subject to coordination and control who are involved in processes relating to the sale of software or the provision of services, and in general in the management of customer relations, are required to behave as follows:

- transparency and ethics in business relations;
- refusal of any form of illicit consideration by anyone for the execution of an act relating to their office or contrary to their official duties;
- documented and traceable definition of flows related to sales management and pricing;
- introduction of criteria for assessing the legality of clients according to the type of sector;





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- respect for the principles of fairness, lawfulness, integrity and transparency in the management of business relations with customers. In particular, it is forbidden to promise or give unlawful payments or goods, advantages or favours to client representatives in order to promote or favour the interests of Abaco but at the same time causing harm to the aforementioned Companies, as a result of the so-called "private corruption".

Reference is made to the Special Part of the Organisational Model and protocols 231/01.

### **3.3.7 Management of relations with suppliers and partners**

The subjects who are involved in processes relating to the purchase of goods and/or services and in general in the management of relations with suppliers and partners are required to behave as follows:

- maintaining the criteria of objectivity, transparency, professionalism, reliability and cost-effectiveness in the selection of suppliers and in the determination of the contractual conditions of supply in compliance with the regulations in force. To this end, the official information sources available must be used, both at the time of selection or first contact with significant suppliers, and in the evaluation of subsequent conduct;
- introduction of criteria for assessing the legality and regulatory compliance of suppliers, according to the product classes and type of sector;
- documented and traceable definition of authorisation flows relating to purchases of both goods and services;
- strict compliance with the controls, requirements and obligations laid down in the anti-money laundering legislation pursuant to Legislative Decree no. 231/2007 in relations and relations with suppliers;
- verification of technical-professional suitability and legal requirements in relation to works contracts, services and service supplies, especially in the case of temporary or mobile construction sites, with reference to the work to be carried out (art. 26 and Title IV of Legislative Decree 81/08)
- respect for the principles of fairness, lawfulness, integrity and transparency in the management of business relations with suppliers. In particular, it is forbidden to promise or give unlawful payments or goods, advantages or favours to representatives of suppliers, in order to promote or favour the interests of Abaco, but at the same time causing harm to the aforesaid Companies, for so-called "private corruption".



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Reference is made to the Special Part of the Organisational Model and protocols 231/01.

### 3.3.8 Administrative and financial management

Administrative and financial management must be based on the following general rules:

- compliance with the general principle of "**separation of duties**", understood as the principle of correct identification and separation of roles and tasks, so that no role or person is completely autonomous in the execution of an authorisation activity or control during the performance of financial flows;
- compliance with the principle of control of "consistency and fairness" of transactions, understood as the principle of referability of values at market prices or in any case related to the actual characteristics of the goods purchased or service received;
- definition of authorisation criteria and thresholds for the execution of transactions with an economic and financial consideration, possibly with reference to rotation parameters and with reference to approved budgets;
- definition of an IT security system to guarantee the integrity and preservation of administrative data and financial transactions;
- definition of cash flow controls;
- definition of a documented and traceable system of periodic checks on the accounting system and financial transactions, with particular reference to bank reconciliations and the verification of financial flows;
- definition of an internal control system, in collaboration with the Company's consultants, that can prevent the risk of tax offences pursuant to Legislative Decree no. 74 of 10 March 2000.

Reference is made to the Special Part of the Organisational Model and protocols 231/01.

### 3.3.9 Money and other valuables management and anti-money laundering obligations

Entities acting on behalf of Abaco adopt the following rules of conduct, without any distinction or exception, in the treatment of valuables of any kind (in particular banknotes and cheques) with immediate withdrawal from circulation of valuables of ascertained or suspected falsehood and subsequent reporting to the competent bodies and functions;

- compliance with company procedures related to the management of money and values;



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- compliance with the law, regulations issued by the competent Authorities with honesty, integrity, fairness and good faith and in particular full and complete compliance with the anti-money laundering obligations and obligations pursuant to Legislative Decree no. 231/2007;
- compliance with procedures regarding purchases and general expenses, with particular reference to the verification of suppliers' requirements and the origin of the goods purchased.

*Reference is made to the Special Part of the Organisational Model and protocols 231/01.*

### **3.3.10 Staff selection and management**

The persons who, by position and role held, take care of the selection of personnel at any level, must do so in a transparent manner and on the basis of the criteria of

- professionalism specific to the task or tasks;
- ban on the so-called "patronage" employment;
- equality of treatment;
- reliability with respect to the risk of criminal infiltration;
- regularity of any residence permit for non-EU citizens.

Fundamental human rights must always be guaranteed within the Company, including those aimed at respecting the person and preventing all forms of discrimination, racism or xenophobia, with equal treatment in the workplace.

*Reference is made to the Special Part of the Organisational Model and protocols 231/01.*

### **3.3.11 Management and use of information systems**

Persons who, due to their position and role, use IT or telematic tools to carry out their activities, are required to behave as follows:

- compliance with current legislation and internal regulations on the processing of personal data in accordance with the requirements of the GDPR ex EU Reg 679/16 and the ISO EIC 27001 management system;
- correctness, lawfulness and integrity in the use of the aforementioned instruments protected by security measures;
- correctness and truthfulness of the information contained in public or private computer documents exchanged with third parties;



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- compliance with current copyright legislation, with regard to the use, reproduction and - dissemination of intellectual property and parts thereof, also with reference to software (operating systems, application programs, etc.).

*Reference is made to the Special Part of the Organisational Model and protocols 231/01.*

*Ref. Penalty system*

### **3.3.12 Advertising and promotion of commercial products**

In the advertising and promotion of the activity of the company or specific products, all those who work on behalf of Abaco are required to comply with the rules relating to copyright, with particular reference to the criminal law provisions protecting intellectual property of musical, multimedia, dramatic, cinematographic, audiovisual, etc..

### **3.3.13 Management of the workers' health and safety system**

All those who operate within Abaco are required, without any distinction or exception, to comply with the following rules of conduct:

- compliance with the obligations and activities falling within the competence of the management and control roles set out in the Security Organisation Chart;
- continuous monitoring by top management roles with regard to legal regulations, in collaboration with specialist functions;
- punctual execution by the roles in charge of the analysis of the risks connected with the work activity and the issue of appropriate prevention protocols, in collaboration with the specialist functions and external consultants, and planning of the work safety system and the relative fulfilments also in relation to travel abroad;
- compliance and observance by all employees of the legislation on safety, health, hygiene, accident prevention in the workplace and to protect the health and safety of workers, avoiding that their behaviour may cause prejudice to the health and safety of other employees and any persons present in the workplace.
- compliance with the law on the mandatory training of employees on safety, prevention and protection, first aid, fire prevention procedures, etc..
- correctness, transparency, truthfulness, completeness and cooperation in relations with the Bodies that supervise and control safety at work;

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*Reference is made to the Special Part of the Organisational Model and protocols 231/01.*

### 3.3.14 Environmental management

All those who operate within Abaco must comply with the requirements of the regulations in force and company procedures, and comply with the following rules of conduct:

- compliance with the obligations and activities falling within the competence of the management and control roles set out in the Organigram;
- continuous monitoring by top management of legal regulations and updating of technological and organisational best practices;
- analysis of environmental risks in collaboration with specialist functions and external consultants, and planning of the relative fulfilments and environmental management protocols;
- operating in compliance with all regulations on environmental protection, in compliance with internal rules and procedures of the Management System UNI EN ISO 14001.

*Reference is made to the Special Part of the Organisational Model and protocols 231/01.*

### 3.3.15 Processing of information

The following rules of conduct shall be adopted by persons who, by virtue of their position and role, become aware of or have access to privileged or confidential information:

- in accordance with ISO EIC 27001 procedures, respect for the utmost confidentiality with regard to confidential or privileged information concerning clients, suppliers, which is in your possession by reason of your role;
- prohibition of disclosure or use, in its own interest or that of third parties, of the confidential or privileged information referred to above.

*Ref. Penalty system*

### 3.3.16 Training and information on the Model

The 231 Model must be brought to the attention of all interested parties by means of appropriate communication and training in order to ensure maximum dissemination of the guiding principles and rules of conduct.



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In particular, with reference:

- Abaco provides new hires with an information set with which to ensure that they have the knowledge considered of primary importance in relation to the 231 Model. They are required to sign a declaration certifying that this information set has been made available, as well as a commitment to take cognizance of the relevant documents (including control protocols) and to comply with their requirements;
- suppliers of services involving work, even temporary, are guaranteed the possibility of accessing and consulting the Code of Ethics on the company website. On the occasion of the establishment of any new relationship, a declaration of acknowledgement and knowledge of the principles of the Code of Ethics and the 231 Model, as well as a commitment not to engage in any behaviour in violation of the same, must be acquired from the aforesaid parties.

It is the task of the Personnel Department to implement and formalise specific training plans, with the aim of ensuring that all employees are effectively familiar with the Decree and the 231 Model, as well as to prepare appropriate "Whistleblowing" procedures for reporting potential offences or violations of the Model to the Supervisory Body, in such a way as to protect the reporter from retaliation or discrimination.

### 3.3.17 Information flows for the Supervisory Board and the Board of Auditors

Top management positions are responsible for ensuring an adequate flow of information to the Supervisory Board and, for urgent information only, to the Board of Auditors. The following flows must be considered as a minimum reference to be adapted and, if necessary, integrated with the specific activities and regulations of the Supervisory Board.

<b>STANDARD INFORMATION TYPE</b>	<b>RESPONSIBLE</b>	<b>FREQUENCY</b>
<i>Advertising, entertainment, gifts, marketing and sponsorship expenses</i>	<i>CFO</i>	<i>half-yearly report</i>
<i>Public grants and subsidised loans: list with value and call/announcement references</i>	<i>CFO</i>	<i>half-yearly report</i>
<i>Contributions to political parties, political foundations or politically exposed persons</i>	<i>CFO</i>	<i>half-yearly report</i>
<i>Value of any tenders for P.A. supplies</i>	<i>Sales&amp;Mktg Director or SBU Managers</i>	<i>half-yearly report</i>
<i>Report of meetings with P.A. subjects for the granting of authorisation or the negotiation of acts and procedures</i>	<i>Professionals in charge and internal staff</i>	<i>half-yearly report</i>

<b>TYPE OF EMERGENCY INFORMATION (WITHIN 48 HOURS OF THE EVENT)</b>	<b>RESPONSIBLE</b>	<b>FREQUENCY</b>
<i>Recruitment of relatives within the second degree of senior officials of the Public Administration holding powers of concession or supervision</i>	<i>Personnel department manager</i>	<i>Every event</i>
<i>Change in the corporate structure, the composition of corporate bodies and the general organisational framework</i>	<i>Managing Director</i>	<i>Every event</i>
<i>Injuries with an initial prognosis of 30 days or more</i>	<i>RSPP</i>	<i>Every event</i>
<i>Minutes and/or sanctions issued by ASL/ARPA/NOE for company sites or construction sites under its own ownership</i>	<i>RSPP</i>	<i>Every event</i>
<i>Measures or information from judicial police bodies or any public authority from which it emerges that investigations have been carried out for offences pursuant to LD 231/01 that may involve the Company</i>	<i>Managing Director</i>	<i>Every event</i>
<i>Suspected or confirmed violation of the Model and protocols 231/01</i>	<i>All apical subjects</i>	<i>Every event</i>
<i>Areas of risk or criticality for the Organisational Model 231/01</i>	<i>All apical subjects</i>	<i>Every event</i>
<i>News about disciplinary measures taken for violations of the Organisational Model</i>	<i>Personnel department manager</i>	<i>Every event</i>
<i>Minutes of the Board of Statutory Auditors reporting accounting or tax irregularities</i>	<i>Managing Director</i>	<i>Every event</i>

### 3.4 Methodological principles for the design implementation of Model 231

Abaco, in compliance with the ethical principles of its Code, must implement its Model 231/01 aimed at preventing the risk of "administrative liability" pursuant to Legislative Decree no. 231/2001, bearing in mind the following methodological principles:

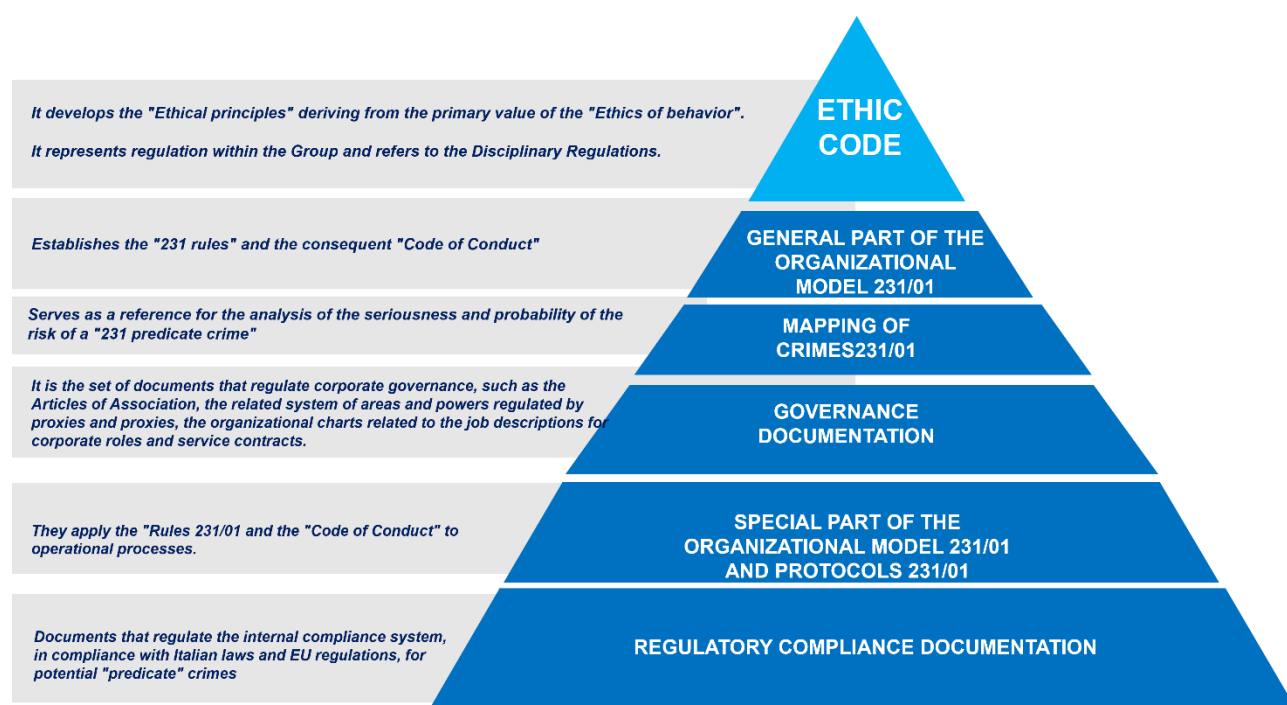
- involvement of top management (directors and middle managers/managers) both through adequate information and through a census of the sensitive activities for which they are responsible;
- analysis and in-depth analysis of the financial resources management system and possible adaptation in order to comply with the necessary levels of formalization and control;
- analysis and in-depth analysis of the existing disciplinary system and any adjustments to comply with the 231 Model;
- formal documentation of the project that guarantees the completeness and traceability of the activities carried out;
- definition of the methods of information and training of top management and coordinated staff in order to ensure adequate involvement of all potentially interested parties.

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The aim of these activities is the production of the document "Organisational, management and control model pursuant to Legislative Decree no. 231/2001", intended as the sum of the contents of the General Part and the Special Part, to be submitted to the Board of Directors for resolution, with subsequent notification of its adoption to the Shareholders.

### 3.5 Documentary structure of the Organisational Model 231/01

The structure of the "pyramid" document system of the Organisational Model is defined as follows:



### 3.6 Revision and updating of Model 231

The 231 Model must be reviewed, under the supervision of the Supervisory Board, periodically in order to verify its effectiveness, adequacy and maintenance over time of the requirements of effectiveness and functionality. In compliance with the relevant legislation, the Supervisory Board shall propose that the 231 Model be updated to any amended legislation. The updating of Model 231 is mandatory in the following cases:

- inclusion of new offences within the scope of application of the Decree;



- ascertainment of an offence 231/01 or news of an offence that could indicate that the Organisational Model is inadequate as a suitable prevention tool;
- outcome of the checks ordered by the Supervisory Board or carried out by the Company's control functions such as to deem the 231 Model to be "unsuitable" to prevent 231 offences;
- significant changes in the organisational structure or processes;
- indications on the matter coming from the Members.

The updating of the 231 Model must be submitted to the approval of the Board of Directors and then sent to the Shareholders for information.

Without prejudice to the above-mentioned updating obligations, in any case the "231 self assessment" on company processes and top management bodies must be carried out every two years. If, as a result of this assessment, the need to update the 231 Model emerges (organisational shortcomings, internal regulations, controls, incorrect/incomplete mapping of risks, etc.), the Company must be informed of the need to update the Model. ), the process illustrated above shall be carried out, with final approval by the Board of Directors. The operational model for the preparation and subsequent updating of the Model is shown in the figure below.

**Requirements development cycle 231/01**

