

ANNEX 2
TO THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL
PURSUANT TO LEGISLATIVE DECREE NO. 231/2001

OPENJOBMETIS S.P.A.
- EMPLOYMENT AGENCY -

DISCIPLINARY SYSTEM

VERS.	DATE	PREPARED	APPROVED	NOTES
1.0	28/05/2012	Openjobmetis S.p.A.	Board of Directors	
2.0	23/09/2014	Openjobmetis S.p.A.	Board of Directors	Update
3.0	09/03/2018	Openjobmetis S.p.A.	Board of Directors	Update
4.0	12/12/2019	Openjobmetis S.p.A.	Board of Directors	Update
5.0	14/12/2022	Openjobmetis S.p.A.	Board of Directors	Update
6.0	29/06/2023	Openjobmetis S.p.A.	Board of Directors	Update

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1. Function of the disciplinary system

Art. 6, Paragraph 2, Letter e) and Art. 7, Paragraph 4, Letter b) (Legislative Decree no. 231/2001), the effective implementation of the Organization, Management and Control Model requires that an adequate disciplinary system is in place for sanctioning any non-compliance with the measures specified in the model.

Therefore, defining an adequate disciplinary system is an essential prerequisite for ensuring the organization, management and control model validly exempts an Entity from liability pursuant to Legislative Decree no. 231/2001. For the purposes of assessing the effectiveness and suitability of the Model to prevent the offences indicated by Legislative Decree no. 231/2001, it is necessary for the Model to identify the punishable behaviours as capable of constituting offences, as well as the related penalties.

The Company has therefore adopted this disciplinary system providing for adequate sanctions that apply, in full compliance with the current legislation and with the corporate regulations adopted, to the violations of the provisions, internal controls of the Model adopted by the Company pursuant to Legislative Decree no. 231/2001, as well of the behaviour regulations of the Code of Ethics.

In accordance with Article 2106 of the Italian Civil Code, with reference to employment agreements, the present penalty system supplements the provisions of the National Collective Labour Agreement for Employees of Companies in the Tertiary, Distribution and Services Sector (hereinafter "**CCNL for the Trade Sector**"), applied to non-executive employees, of the National Collective Labour Agreement of Executives of Companies in the Tertiary, Distribution and Services Sector (hereinafter "**CCNL for Executives in the Trade Sector**") applied to executive employees, and of the Corporate Regulations applied to all employees. Equally, the present penalty system supplements the provisions of the National Collective Labour Agreement for Leased Staff (hereinafter "**CCNL for Leased Staff**") applied to the staff leased by the Company.

Violation of the rules of conduct, of the measures prescribed by the Model and by the related internal control safeguards, by employees - including Executives - of the Company as well as by leased staff, constitutes a breach of the obligations deriving from the employment, in accordance with current regulations and with contractual provisions. More specifically, failure to comply with the rules and provisions contained in the Model and in the related internal controls is capable of harming, in and of itself, the trust and confidence of the Company and entails disciplinary actions. This also in compliance with the principles of timeliness and immediacy of the charging and imposing of the penalties, in accordance with the applicable laws currently in force.

Moreover, if any person with whom the Company is contractually in contact (regardless of the formal or informal nature of the relationship) violates the rules and provisions of the Model and of the related internal control safeguards, the contractual penalties provided by the present penalty system shall apply, and their general principles shall be deemed for all intents and purposes an integral part of the contractual agreements in force with the involved parties.

Lastly, the application of the sanctions provided for by the disciplinary system is independent from any criminal proceedings that may have been brought by the judicial authority and from the outcome thereof. The rules of conduct adopted by the Company through the Model are, indeed, independent from any offence committed and from any charges against the Company for administrative liability pursuant to Legislative Decree no. 231/2001.

Penalties for violations of the Model are commensurate to the type of violation and to its consequences for the Company and shall be adopted in compliance with applicable regulations, in compliance with the principle of proportionality between the behaviour and the penalty imposed.

In particular, the disciplinary power shall be exercised, with respect to employees, by virtue of Art. 2106 of the Italian Civil Code and in compliance with current labour laws and regulations and/or of the collective, corporate and individual contractual clauses, and, with respect to third parties, by virtue of specific clauses contained in the agreements stipulated with them.

2. Definition of "Violation" for the purposes of the operation of this Disciplinary System

Merely in general and exemplifying terms, the following conducts constitute "**Violations**" of the present Model and of the related internal control safeguards:

- actions or behaviours, not compliant with the laws and prescriptions contained in the Model and in the related internal control safeguards, which entail a situation even just of mere risk of commission of one of the offences contemplated by Legislative Decree no. 231/2001;
- the omission of actions or behaviours prescribed in the Model and in the related internal control safeguards that entail a situation even just of mere risk of commission of one of the offences contemplated by Legislative Decree no. 231/2001;
- actions or behaviours that violate the protective measure of the parties who, to safeguard the integrity of the Company, submit detailed reports of unlawful conducts or of violations of the Model, of relevance for the purposes of Legislative Decree no. 231/2001 through the channels provided by Art. 6 of Legislative Decree no. 231/2001;
- submission of detailed reports of unlawful conducts or of violations of the Model, of relevance in accordance with Legislative Decree no. 231/2001, carried out intentionally or as a result

of gross negligence by the reporting party and found to be groundless as a result of the prescribed verifications and checks;

- the omission of the verifications and checks prescribed by Legislative Decree no. 231/2001 in the cases in which the parties identified as recipients of the report receive a detailed report of unlawful conducts or of violations of the Model, of relevance in accordance with Legislative Decree no. 231/2001.

With reference to the legislation in force in the area of Whistleblowing, that specifically provided for by art. 2 of Legislative Decree 10 March 2023, n. 24 constitutes a violation.

3. Criteria for applying the penalties

The type and severity of the specific penalties shall be applied in proportion to the severity of the Violation and, otherwise, on the basis of the following general criteria:

- subjective element of the behaviour (wilful misconduct, negligence);
- relevance of the violated obligations;
- potential of the damage deriving to Openjobmetis;
- level of responsibility in hierarchical terms or connected with compliance with laws, regulations, orders or instructions associated with the work position occupied by the involved party;
- presence of aggravating or attenuating circumstances, with particular regard to any precedents attributed to the offending party;
- any shared responsibility with other employees or third parties in general who contributed in determining the Violation.

If multiple violations, punished with different penalties, are committed with a single action, only the most severe penalty shall be applied.

4. Measures against employees

Failure to comply with the provisions, internal control safeguards and rules of conduct set forth in the Model constitutes a breach by Openjobmetis employees of the obligations set forth in art. 2104, paragraph 2 of the Italian Civil Code, the Model constituting an integral and substantial part of such obligations.

Any violation by Openjobmetis employees of the individual provisions, internal control safeguards and rules of conduct set forth in the Model provides legitimate grounds for the activation of disciplinary proceedings by the Company and, hence, the application of the related penalties.

The disciplinary measures are applicable to Openjobmetis' employees in accordance with the provisions of Art. 7 of Law no. 300 of 20th May 1970 (**Workers' Charter**), with the provisions of the applicable National Collective Labour Agreements, and according to the terms and procedures prescribed by the corporate Regulation for direct workers or, for leased staff, according to the terms and conditions prescribed by any regulations adopted by the user companies within the limits applicable to leased staff.

For non-executive employees, such measures are in particular:

- Verbal warning;
- Written warning;
- Fine not exceeding 4 hours of hourly wage;
- Suspension from work and salary for up to a maximum of 5 days for leased staff and 10 days for direct workers;
- Dismissal with notice or without notice.

The listed sanctions shall also apply to direct personnel with executive qualifications, by virtue of the reference contained in the CCNL for Executives in the Trade Sector.

Type and intensity of the disciplinary penalties shall be decided by the Company in relation to:

- intentionality of the behaviour or the degree of negligence, imprudence, lack of skill with regard to the foreseeability of the event;
- overall behaviour of the employee with regard to whether there are any disciplinary precedents against him or her;
- duties of the employee;
- other particular circumstances that accompany the Violation.

Whenever a violation of the Model is reported, a disciplinary action shall be started, in accordance with Art. 7 of the Workers' Charter, to ascertain the Violation, by first filing the charge with the specific indication of the alleged facts and the concurrent invitation to the employee to provide his/her justification.

The Company cannot take any disciplinary measures against workers unless the charge has been previously notified and the worker has first presented his/her defence arguments.

The charge must be notified in writing, with specific indication of the circumstances constituting the infraction.

The disciplinary measure cannot be issued unless 5 days have lapsed since notification of the charge, during which the worker can present his/her justifications in writing. If the measure is not issued within the following 5 days for the lease staff (unless a longer period is specified by the collective agreement and by the regulations of user companies) and 15 days for direct workers, the justifications shall be deemed accepted. Therefore, the measure must be issued within the above-mentioned periods, including if the worker has not presented any justification.

With regard to leased staff, any disciplinary measure adopted by the Company must be notified in writing to the worker and to the user company within the above deadline.

If the infraction of which a worker is accused is of such severity that it could lead to dismissal, the worker may be precautionarily suspended from work until the disciplinary measure is imposed, without prejudice to the worker's right to remuneration for the period in question.

When disciplinary measures are imposed, the reasons for such decision must be given and the measure must be notified in writing.

Any disciplinary measures adopted by the Company may be challenged by the employees, the leased staff and the Executives in accordance with the applicable laws and the applicable CCNL.

The powers already granted to Openjobmetis managers, to the extent of their respective delegated powers and responsibilities, shall apply with regard to ascertaining the violations of the Model, the disciplinary proceedings and the imposition of sanctions.

In any case, as of the notification of the charge, the Supervisory Board must receive timely information about any action concerning the disciplinary procedure against a worker for Breach of the Model. In any case, the Supervisory Board is tasked, in collaboration with the HR Department, with verifying and assessing the adequacy of the disciplinary system pursuant to and in accordance with Legislative Decree no. 231/2001.

The disciplinary system is displayed on the Company's bulletin boards at the Company's headquarters and at its branches and is published on the Company's Intranet; adoption of the disciplinary system is disclosed to the public using the most appropriate tools for this purpose.

5. Breach of the Model and related penalties

In compliance with current laws and regulations and with the principles of specificity of the offences and specificity of the sanctions, Openjobmetis intends to inform its employees of the provisions and rules of conduct contained in the Model, the Violation of which is a disciplinary offence, and of the sanctions that may apply according to the severity of the violation.

Specifically, the following sanctions may apply:

5.1 Verbal warning

This measure is applied to employees who infringe the rules of conduct set forth in the Code of Ethics in the performance of activities that do not fall within Processes at Risk of Offence as identified in the Risk Assessment carried out pursuant to Legislative Decree no. 231/2001.

5.2 Written warning

This measure is applied to employees who in the calendar year repeat the conduct sanctioned by verbal warning.

This measure is also applied to employees whose conduct falls in the cases referred to in paragraph 5.3 if the conduct is not such as to lead to potential significant criminal risks pursuant to Legislative Decree no. 231/2001.

5.3 Fine not exceeding 4 hours of normal salary

This measure applies to employees who:

- 1) violate the provisions of the Model;
- 2) violate the rules of conduct set forth in the Code of Ethics in relation to activities falling within Processes at Risk of Offence;
- 3) do not inform the Supervisory Board about any conduct by other Recipients of the Model that is punishable under this disciplinary system;
- 4) do not inform the Supervisory Board about the commission of management irregularities by other Recipients of the Model;

if such conduct leads to potential significant criminal risks pursuant to Legislative Decree no. 231/2001.

5.4 Suspension from work and suspension of salary

This measure is applied to employees who in the calendar year repeat the conduct sanctioned by a fine.

This measure also applies to workers who, with malice or gross negligence, submit reports that prove groundless and to those who violate the protection measures in favour of whistle blowers, unless such conduct can be sanctioned by dismissal given the way in which it has been committed.

5.5 Dismissal with notice

This measure applies to employees who, in carrying out activities in the Processes at Risk of Offence, behave in a manner that violates the Model's procedures and/or the rules of conduct of the Code of Ethics with the unequivocal intention of committing any of the offences sanctioned by Legislative Decree no. 231/2001, such conduct constituting a serious Breach of the employee's contractual obligations.

5.6 Dismissal without notice

This measure applies to employees who, in carrying out activities in the Processes at Risk of Offence, manifestly and deliberately behave in Violation of the Provisions of the Model and rules of conduct of the Code of Ethics, such as to lead to the application against the Company of the measures envisaged by Legislative Decree no. 231/2001; this measure also applies to workers who relapse more than three times in the calendar year into the infractions that are sanctioned with a fine. These conducts radically and irremediably undermine the trust of the Company towards the employee.

5.7 Other provisions

Openjobmetis has in any case the right to claim compensation for the damage suffered as a result of the Breach of the Model by an employee. The compensation requested shall also be commensurate with:

- 1) the level of responsibility and autonomy of the offending employee;
- 2) whether there are any disciplinary precedents against the employee;
- 3) the degree of intentionality of his/her behaviour;
- 4) the seriousness of the effects of the violation, i.e. to what extent the Company reasonably believes it has been exposed - pursuant to Legislative Decree no. 231/2001 - as a result of the sanctioned conduct.

6. Measures against executives. Referral clause

In case of Breach, by executives, of the provisions and internal control safeguards established by the Model and by the Code of Ethics, or in case of conduct in the performance of activities in the Processes at Risk of Offence, that is not compliant with the provisions of the Model, Openjobmetis, once ascertained the responsibility of the offender in accordance with the laws and regulations in force, shall apply against such executives the sanctions described above, by virtue of the reference made by the CCNL for Executives in the Trade Sector.

For direct personnel serving in an executive capacity, too, the procedure for the application of the disciplinary penalties per Article 7 of the Workers' Charter shall be followed.

The reason for the greater severity of the penalties that may be imposed on workers serving in a managerial capacity with respect to the rest of the personnel, for the same Breach, is the higher degree of diligence and professionalism required by the position they hold. In assessing the severity of the Breach committed by personnel qualified as "Executives", the Company shall take into account the powers vested, the technical and professional competencies of the involved party, with reference to the operating area in which the Breach took place, and any involvement in the Breach, even if just in terms of the mere knowledge of the facts charged, of personnel with lower qualifications.

If the Breach of the Model determines the Company's loss of confidence in the Executive, the penalty shall consist of termination for just cause.

7. Measures against the directors

Upon notification of a Violation of the provisions and rules of conduct of the Model and by the Code of Ethics, by one or more members of the Board of Directors, the Supervisory Board must promptly inform the Board of Statutory Auditors and the entire Board of Directors which shall be responsible for carrying out the appropriate checks and for taking the most appropriate actions in relation to the seriousness of the Violation committed, in compliance with the applicable laws and the Articles of Association.

If the director is also an employee of Openjobmetis, the Board of Directors shall adopt the above-mentioned sanctioning measures for employees in compliance with the procedure set forth in Art. 7 of the Workers' Chapter, with the applicable CCNL, and with the Corporate Regulation, and, for the most severe or reiterated violations, it shall revoke any powers of attorneys conferred.

If the director is not an employee of Openjobmetis, the Board of Directors may take appropriate measures including a written objection recorded in the minutes, suspension of any right to the attendance fee or office allowance up to a maximum corresponding to three meetings of the body, as regards entitlement to the attendance fee, or to three months of office, as regards the annual office allowance, and, for the most serious or repeated violations, the revocation of any powers of attorney granted to the director.

In both cases, for violations unequivocally intended to facilitate or commit any of the offences falling within the scope of application of Legislative Decree no. 231/2001 or in the case of concrete application of the measures prescribed by Legislative Decree no. 231/2001 against the Company, the Board of Statutory Auditors and/or the Board of Directors must also convene the Shareholders' Meeting for the purpose of undertaking the most suitable measures (removal, liability action, etc.).

The Company shall in any case be entitled to seek compensation for any greater damage suffered due to the director's actions.

8. Measures against the Board of Statutory Auditors

Upon notification of a violation of the provisions and rules of conduct of the Model and by the Code of Ethics, by one or more statutory auditors, the Supervisory Board must promptly inform the entire Board of Statutory Auditors and the Board of Directors. The recipients of the Supervisory Board' disclosure may convene the Shareholders' Meeting in order to adopt the most suitable measures, including removal from office of the Board of Statutory Auditors, in compliance with the applicable regulations.

The Company shall in any case be entitled to seek compensation for any greater damage suffered due to the statutory auditor's actions.

9. Measures against commercial partners, consultants, intermediaries, contractors who perform similar roles

The Violation, by commercial partners, consultants, intermediaries and external collaborators or other parties having contractual relations with the Company, of the provisions and rules of conduct envisaged by the Model and by the Code of Ethics, applicable to them or any commission of the offences provided by Legislative Decree no. 231/2001, shall be sanctioned according to the specific contractual clauses contained in the respective contracts.

These clauses, explicitly referring to compliance with the provisions and rules of conduct envisaged by the Model, may include, for example, the obligation on the part of these entities to refrain from

acts or conduct that may lead to a Breach of the Model by Openjobmetis. In the event of Breach of this obligation, Openjobmetis may terminate the contract and possibly apply penalties.

Openjobmetis shall in any case be entitled to claim compensation for any damage suffered as a result of the Violation by the aforementioned parties of the provisions and rules of conduct established by the Model.

The Supervisory Board shall be responsible for monitoring the constant adequacy of the contractual clauses prepared for the purposes of this paragraph, and for assessing the adequacy of the initiatives taken by the corporate functions in charge of relations with the aforementioned parties.

10. Measures against the Supervisory Board

In the event of Violation of the Model by the Supervisory Board, any one of the Statutory Auditors or the Directors, if during their control activities or if reported by a party who has detected the violation in question, shall immediately inform the Board of Statutory Auditors and the Board of Directors of the Company: these bodies, after notifying the Violation and granting the appropriate defence instruments, shall take the appropriate measures including, for example, revocation of the appointment to the entire Supervisory Board and consequent appointment of a new Supervisory Board.

11. Damages

If the commission of the offence by a Recipient of the Model, whether an employee, a director, an auditor, a consultant or a partner of the Company, is ascertained, in addition to the sanctions listed in the Model, the Company reserves the right to seek compensation for any damage thus caused to the Company.

12. Application of sanctions

If the party appointed to impose disciplinary sanctions detects a potential Violation of the Model, of the Code of Ethics, of the internal control safeguards referred to therein and, in general, of Legislative Decree no. 231/2001, such party shall promptly report this event to the Supervisory Board.

In this case, or if the Supervisory Board autonomously detects a potential Violation of the Model, of the Code of Ethics, of Legislative Decree no. 231/2001 and, in general, of the internal control safeguards, once inspection and control activities have been completed, and having ascertained a non-compliance with the internal control safeguards that is not however deemed relevant under

Legislative Decree no. 231/2001, it shall notify the Personnel Directors for the purposes of assessing whether the conduct is relevant with respect to the other applicable laws or regulations.

If, conversely, the Supervisory Board considers that the aforementioned potential Breach of the Model is relevant under Legislative Decree no. 231/2001, the Supervisory Board shall send a report to the competent body (Board of Directors and Board of Statutory Auditors for cases concerning the directors, the statutory auditors of the Company or employees of the firm in charge of the statutory audit the accounts; the Head of HR for cases concerning employees; the CEO for cases concerning third parties); the report shall contain, where possible:

- a description of the conduct in question;
- specification of the provisions of the Model and/or of the internal control safeguards that have been violated;
- details of the person who is considered responsible for the Breach;
- any documents proving the Breach and/or other supporting documents;
- an opinion, if any, regarding the severity of the Violation and the sanction that is deemed adequate, given the system of sanctions in place.

Upon receipt of the report by the competent body as above identified, said body shall assess the case and the possible imposition of sanctions as deemed appropriate, informing the Supervisory Board in writing for its own assessments.

13. Penalties in accordance with Article 6, Par. 2-*bis*, Letter d), Italian Legislative Decree no. 231/01 as amended.

In accordance with Article 6, Par. 2-*bis*, Legislative Decree no. 231/2001 as amended, in case of:

- (i) Direct or indirect acts of retaliation against the whistleblower for reasons directly or indirectly connected with the report;
- (ii) Violation, by the body tasked with receiving and/or managing the report, of the obligations to maintain the confidentiality of the whistleblower's identity;
- (iii) Missed activation, by the body tasked with receiving and/or managing the report, of the necessary verifications to assess the veracity of the reported facts;
- (iv) Submission of groundless report as a result of wilful misconduct or gross negligence;

the party who committed even a single one of the aforesaid behaviours shall be subjected to the disciplinary measures per the above paragraphs (see Par. 4 to 10), according to the corporate position (s)he holds.

14. Sanctions pursuant to Legislative Decree 24/2023

In compliance with Legislative Decree of 10th March 2023, no. 24, containing specific provisions in the area of Whistleblowing, if it is ascertained that the intention of the reporting party is motivated by defamatory or slanderous intent against the person reported or by spurious motivations not based on real facts against the person who made the report, one or more disciplinary sanctions will be imposed. The sanctions are similar to those provided for in paragraphs 4 to 10 above.

Finally, if the responsibility of those who commit any of the offences indicated in art. 21, paragraph 1 of the aforementioned Decree ¹ is ascertained, the Company will impose specific disciplinary sanctions on the persons responsible similar to the provisions in paragraphs 4 to 10 above.

¹ By way of example and not exhaustively, the art. 21, paragraph 1, Legislative Decree 24/2023 mentions, among the punishable offenses, retaliation against the reporting party due to the report made, the obstacle or attempt to hinder the report and the failure to set up specific channels for receiving and managing them.