



**Organisation and Management Model  
pursuant to Legislative Decree 231/01**

## INFORMATION ABOUT THE DOCUMENT

**THIS DOCUMENT IS AN EXTRACT FROM THE ORGANISATION AND MANAGEMENT MODEL APPROVED BY THE BOARD OF DIRECTORS OF OGILVY & MATHER ON 15 JANUARY 2024**

## MODIFICATION HISTORY

Version	Modification description
1.00	First issue
2.00	Updating of the model to the offences of 'corruption between private individuals' (Art. 25-ter) and 'employment of third-country nationals whose stay is irregular' (Art. 25-duodecies)
3.00	Updating the model to the offence of self money laundering (Article 648-ter-1)
4.00	Updating of the model to the offences of: <ul style="list-style-type: none"><li>- Art. 24: Misappropriation of funds, fraud to the detriment of the state, a public body or the European Union or to obtain public funds, computer fraud to the detriment of the state or a public body and fraud in public supplies</li><li>- Art. 25: Embezzlement, extortion, undue induction to give or promise benefits, bribery and abuse of office</li><li>- Art. 24-bis: Computer offences</li><li>- Art. 25-octies 1: Offences related to non-cash means of payment</li><li>- Art. 25 quinquiesdecies: Tax offences</li><li>- Art. 25-septiesdecies: Crimes against cultural heritage</li><li>- Art. 25-duodevicies: Laundering of cultural goods and devastation and looting of cultural and landscape heritage</li></ul>

## PURPOSE OF THE DOCUMENT

**THE PURPOSE OF THIS DOCUMENT IS TO INFORM THIRD PARTIES HAVING BUSINESS WITH THE COMPANY OF THE NATURE AND STRUCTURE OF ITS ORGANISATION AND MANAGEMENT MODEL.**

**FAILURE TO COMPLY WITH THE CODE OF ETHICS ADOPTED BY THE COMPANY AND THE PRESCRIPTIONS SET OUT IN THE MODEL AND ITS ANNEXES ENTAILS, THE SANCTIONS PROVIDED FOR BY THE INTERNAL DISCIPLINARY SYSTEM.**

**TABLE OF CONTENTS**

<b>1. Legislative decree No. 231 of June 2001 .....</b>	<b>4</b>
1.1 Main contents .....	5
1.2 The applicability of administrative liability and the persons concerned .....	6
1.3 Organisation and management model and related activities .....	7
1.4 Penalties under the Decree .....	8
1.5 Definitions.....	10
<b>2. The company.....</b>	<b>11</b>
2.1 Field of operation.....	12
<b>3. The principles of the internal control system.....</b>	<b>13</b>
3.1 Regulatory principles .....	14
<b>4. The organisation and management model of Ogilvy &amp; Mather .....</b>	<b>16</b>
4.1 Model objectives .....	17
4.2 Documentary architecture.....	18
<b>5. Risk exposure .....</b>	<b>20</b>
5.1 Methodological premise.....	21
5.2 Sensitive activities for Ogilvy&Mather .....	21
<b>6. Supervisory Board .....</b>	<b>24</b>
6.1 Generality .....	25
6.2 Reports and communications to the Supervisory Board.....	25
<b>7. Penalty system .....</b>	<b>27</b>
7.1 General criteria for the imposition of penalties .....	28
7.2 Penalties.....	29
<b>8. Staff information and training.....</b>	<b>31</b>
8.1 Employees information and training .....	32
8.2 Selection and information of consultants and partners.....	32

## 1. Legislative decree No. 231 of June 2001

# Ogilvy

- Main contents
- The applicability of administrative liability and the persons concerned
- Organisation and management model and related activities
- Penalties under the Decree
- Definitions

## 1.1 Main contents

Legislative Decree No. 231 of 8 June 2001, enacted in execution of the delegation referred to in Article 11 of Law No. 300 of 29 September 2000, introduced into the Italian legal system the 'administrative liability of legal persons, companies and associations, including those without legal personality' following the commission of a criminal offence.

This regulatory intervention represented a turning point in our criminal justice system: the legislator in fact introduced the principle that also the company (legal person or not) may be called to answer directly for the criminal offence committed (or even only attempted) by a person in some way connected to the organisation, when the organisation has derived undue interest or advantage from the offence committed, and not only for its consequences in civil law terms.

The offences for which the decree is applicable (described in detail in the appendix to this document) are:

- art. 24: undue receipt of funds, fraud to the detriment of the state, a public body or the European Union or for the purpose of obtaining public funds, computer fraud to the detriment of the state or a public body and fraud in public procurement;
- art. 24-bis: computer crimes and unlawful processing of data;
- art. 24-ter: organised crime offences;
- art. 25: embezzlement, extortion, undue induction to give or promise benefits, bribery and abuse of office;
- art. 25-bis: counterfeiting of money, public credit cards, revenue stamps and identification instruments or signs;
- art. 25-bis 1: offences against industry and trade;
- art. 25-ter: corporate offences;
- art. 25-quater: offences with the purpose of terrorism or subversion of the democratic order;
- art. 25-quater-1: female genital mutilation practices;
- art. 25 quinquies: offences against the individual;

- art. 25 sexies: offences of market abuse;
- art. 25-septies: offences of manslaughter and grievous or very grievous bodily harm, committed in violation of the rules on accident prevention and the protection of hygiene and health at work;
- art. 25-octies: handling of stolen goods, money laundering and use of money, goods or benefits of unlawful origin, as well as selflaundering;
- art. 25-novies: offences relating to violation of copyright;
- art. 25-decies: inducement not to make statements or to make false statements to the judicial authorities;
- art. 25-undecies: environmental offences;
- art. 25-duodecies: employment of third-country nationals whose stay is irregular;
- art. 25-terdecies: xenophobia and racism;
- art. 25-quaterdecies: fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices;
- art. 25-quinquiesdecies: tax offences;
- art. 25-sexiesdecies: smuggling;
- Transnational offences.

For a more complete and detailed examination of the so-called predicate offences, please refer to the regulatory appendix, which is to be considered an integral part of this organisation, management and control model.

## **1.2 The applicability of administrative liability and the persons concerned**

Pursuant to Article 5 of Legislative Decree 231/01, in order for the company to be held administratively liable, when an offence is committed by a natural person functionally connected to the company itself, the offence must have been committed 'in its interest or to its advantage', since the company is not liable if its perpetrator has 'acted exclusively in its interest or in the interest of third parties'.

Furthermore, in parallel to the criminal liability of the perpetrator of the offence (natural person), the administrative liability of the entity may arise if the offence is committed by persons in a senior position within the entity or by persons in a subordinate position. More precisely, again pursuant to Article 5, 'the body is liable for offences committed in its interest or to its advantage:

- a) by persons who hold positions of representation, administration or management of the entity or of one of its organisational units with financial and functional autonomy, as well as by persons who exercise, also de facto, the management and control thereof (so-called senior persons);
- b) persons subject to the management or supervision of one of the persons referred to in subparagraph a) (so-called subordinates)'.

The administrative liability of the entity also arises in cases where one of the offences provided for in the Decree is committed, in the form of an attempt.

According to well-established case law, administrative liability arising from offences is also applicable in the presence of a Group, albeit with certain significant limitations and conditions, when, for example, one of the subsidiaries commits an offence for which it is responsible (so-called ascending liability).

### **1.3 Organisation and management model and related activities**

Where the offence has been committed by persons in an apical position, the legislative decree establishes that the entity is not administratively liable if it provides proof that (Art. 6):

- a) the management body has adopted and effectively implemented, before the offence was committed, organisational and management models capable of preventing offences of the kind committed;
- b) the task of supervising the functioning of and compliance with the models and ensuring that they are updated has been entrusted to a body of the entity endowed with autonomous powers of initiative and control;
- c) the persons have committed the offence by fraudulently circumventing the organisation and management models;
- d) there has been no omission or insufficient supervision by the body referred to in point (b).

Pursuant to Article 6(II), the Organisation and Management Model must meet the need to:

1. identify the activities within the scope of which offences may be committed;
2. provide for specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the offences to be prevented;
3. identify the methods of managing financial resources suitable to prevent the commission of offences;
4. provide for information obligations vis-à-vis the body in charge of supervising the functioning of and compliance with the models;
5. introduce an appropriate disciplinary system to punish non-compliance with the measures indicated in the Model.

If, on the other hand, the offence was committed by 'persons subject to the direction of others', Article 7 of the legislative decree provides that the entity is liable 'if the commission of the offence was made possible by non-compliance with the obligations of direction and supervision', which is excluded 'if the entity, before the offence was committed, adopted and effectively implemented an organisational, management and control Model capable of preventing offences of the kind committed'.

The same provision then states that the Model must provide for appropriate measures to ensure that the activity is carried out in compliance with the law and that risk situations are promptly discovered and eliminated. The same article also establishes that the effective implementation of the Model requires both the 'periodic verification' and the 'possible amendment' of the Model in cases where 'significant violations of the prescriptions are discovered' or where 'changes occur in the organisation or activity', and a disciplinary system capable of sanctioning non-compliance with the measures indicated in the Model.

#### **1.4 Penalties under the Decree**

Article 9(1) of Legislative Decree 231/01 lists the sanctions, distinguishing them into: pecuniary sanctions, prohibitory sanctions, confiscation and publication of the judgment.

The prohibitory sanctions are: disqualification from exercising the activity; suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;



prohibition from contracting with the P.A., except to obtain the performance of a public service; exclusion from facilitations, financing, contributions or subsidies and the possible revocation of those already granted; prohibition from advertising goods or services.

Unlike the pecuniary sanction, which always applies, disqualification sanctions are applied insofar as expressly provided for by law and provided that at least one of the above-mentioned conditions is met: the entity must have derived a significant profit from the offence and the offence must have been committed by persons in a top management position or by persons subject to the direction of others when the commission of the offence was determined or facilitated by serious organisational deficiencies; or in the event of repetition of the offence.

Disqualification sanctions have a duration of no less than three months and no more than two years.

## 1.5 Definitions

Company	Ogilvy & Mather S.r.l.
Ogilvy Group	Ogilvy Italia consists of the companies: Ogilvy&Mather, Ogilvy One Worldwide, Ogilvy Interactive
Model	Organisation and Management Model pursuant to Legislative Decree No. 231 of 8 June 2001
Sensitive Activities	Activities within the scope of which there is a risk of offences being committed
Predicate offences	Offences named in the Decree and subject to administrative liability pursuant to Legislative Decree 231/01
Supervisory Board	Responsible body for supervising the functioning of and compliance with the Model as well as its updating
Senior persons	Persons holding representative, administrative or management positions in the Company or in one of its units with financial and functional autonomy, as well as persons exercising management or control, also de facto, over the Company
Subordinates	Subject to the direction or supervision of one of the persons referred to in the preceding paragraph
Consultants	Persons acting in the name and/or on behalf of the Company by virtue of a contractual relationship of collaboration or specific mandate
Employees	Persons having an employment relationship with the Company, including managers
Partner	Contractual counterparties of the Company, whether natural or legal persons, with whom the Company enters into any form of contractually regulated collaboration

## 2. The company

The logo for Ogilvy, featuring the word "Ogilvy" in a red, serif font. The letter 'O' is significantly larger than the other letters, and the 'i' has a distinctive dot.

- Field of operation

## **2.1 Field of operation**

The Ogilvy Group consists of: Ogilvy&Mather, Ogilvy One Worldwide, Ogilvy Interactive.

The Group operates in the advertising and communication sector, offering services ranging from 'above the line' advertising to the production of 'below the line' material, interactive communication and new media. The Group also offers consultancy services in CRM, retail advertising and social media.

Ogilvy, a company operating in 93 countries with 193 offices/locations employing around 15,000 people, belongs to the WPP Group, one of the world's largest communications networks, listed on the London and New York stock exchanges.

The WPP Group is home to more than 60 companies in around 100 countries with around 2,400 office locations, employing approximately 115,000 people and offering a range of services in the fields of advertising, public relations, marketing, promotion, branding, media and consultancy.

Thanks to the WPP Group, Ogilvy has access to the highest expertise in all areas of communication: design, corporate identity, public relations, retail marketing, promotions, research, media. This makes it possible to develop projects by combining local know-how with the capabilities of a global network, with campaigns that respond to local needs while reinforcing the same universal brand identity.

### 3. The principles of the internal control system

Ogilvy

- Regulatory principles

### 3.1 Regulatory principles

The internal control system qualifies as the set of tools aimed at providing a reasonable guarantee of achieving the objectives of operational efficiency and effectiveness, reliability of information, compliance with laws and regulations, as well as safeguarding assets also against possible fraud or malfeasance.

In the definition, construction and application of its internal control system, the Company observes the following regulatory principles:

- formalisation of the control system in specific documentation aimed at defining and regulating the methods and timing of the activities relating to the controls themselves, as well as the performance of controls useful for mitigating risks;
- traceability in order to make it possible to document and verify the performance of controls attesting to the characteristics of and the reasons for individual operations and to ensure that each operation, transaction and/or action is verifiable, documented, consistent and appropriate;
- segregation in order to guarantee the separation of functions, i.e. avoiding that the management of the entire process is carried out independently by a single person;
- attribution of authorisation powers (proxies and powers of attorney), where it is possible and appropriate to distribute them consistently with the company organisation in order to avoid the attribution of unlimited powers and, above all, the clear traceability within and outside the organisation of powers and responsibilities.

The control system consists of the following levels:

- Level I controls, represented by the so-called 'line controls' and carried out by the function managers or through recourse to external professional figures; these include the verification and control moments defined by the applicable regulatory documentation;
- Level II controls, normally aimed at monitoring the risk management and control process; these include, for example, performance indicators (KPIs);

- Level III controls, aimed at providing assurance and performing independent assessments on the design and functioning of the internal control system as a whole. These typically include the audit activities of the Supervisory Board or other parties (e.g. SOX).

#### 4. The organisation and management model of Ogilvy & Mather

The logo for Ogilvy, featuring the word "Ogilvy" in a red, serif font. The letter 'O' is significantly larger than the other letters, and the 'v' has a distinctive shape with a sharp point.

- Model objectives
- Documentary architecture



#### 4.1 Model objectives

The Company wants to ensure conditions of correctness and transparency in the conduct of business and corporate activities, to protect its position and image, the work of its employees and the market in which it operates.

On the basis of these reasons, the Company has adopted the Organisation and Management Model envisaged by Legislative Decree 231/01 in the belief that its adoption can be a valid tool to raise awareness in all those who operate in the name and on behalf of the Company, so that they follow, in the performance of their activities, correct and straightforward behaviour.

The purpose of the Model is, therefore, the construction of a structured and organic system of procedures, protocols, codes of conduct, as well as control activities, to be carried out also in a preventive manner (so-called ex ante control), aimed at preventing the commission of the different types of offences contemplated by the Decree.

In particular, through the identification of 'areas of activity at risk' and the consequent definition of specific procedures, the Model aims to:

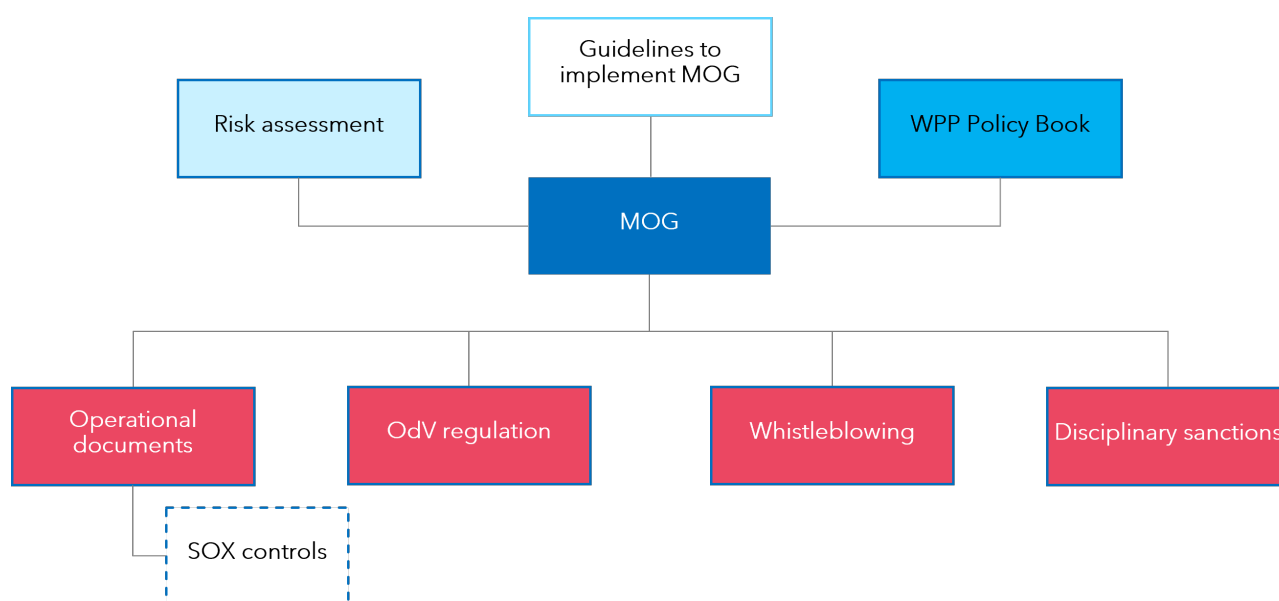
- sensitise all those who work in the name and on behalf of the Company to a corporate culture based on legality and make them aware that in the event of violation of the provisions herein they may incur in the commission of offences punishable by criminal sanctions that may be imposed on them and administrative sanctions that may be imposed on the Company;
- reiterate that such forms of unlawful conduct are strongly condemned by the Company, since the same (even if the Company were apparently in a position to take advantage of them) are in any case contrary not only to the provisions of the law, but also to the ethical principles to which the Company intends to adhere in the implementation of its mission;
- enable the Company to intervene promptly to prevent or oppose the commission of such offences through the dissemination of a control culture aimed at governing all the decision-making and operational phases of the Company's activities and the provision of monitoring action on the areas of activity at risk.

The Model is intended for the members of the corporate bodies and employees, meaning all those who are linked to the Company by a subordinate working relationship, as well as in general all

those who perform, in the name of or on behalf of the Company, one or more of the activities identified as being at risk.

#### 4.2 Documentary architecture

The organisational model of Ogilvy&Mather S.r.l. consists of the following documentation, the architecture of which is shown in the figure below:



- **Guidelines of Confindustria and other trade associations**, a document used as a methodological guideline, as well as a reference for some specific aspects referring to operational elements related to the decree;
- **Organisation and Management Model**, a document describing the regulatory principles, general aspects and some specific aspects referring to operational elements related to the decree (e.g. Supervisory and Control Body, sanctions system);
- **WPP Policy Book**, a document illustrating the Company's (and the Group's) guiding values in the course of its activities, recommending, promoting or prohibiting certain behaviours;
- **Risk Analysis**, a document describing the activities within each process, the exposure to risk (broken down by specific type of offence) and the controls suggested following the assessment;

- **the set of company-specific documentation** including: operational documents (including the controls required by SOX regulations), the regulation of the Supervisory Board, information flows to verify the effective implementation of the model, and the disciplinary system adopted.

## 5. Risk exposure

# Ogilvy

- Methodological premise
- Sensitive activities for Ogilvy&Mather

## 5.1 Methodological premise

When assessing risks with respect to company areas, three ways in which the individual area may be exposed to risk offences are taken into account:

- ***direct exposure***, if the execution of activities within the process are in themselves exposed to the risk of commission of offences. For example: the application for funding from the European Community or the relationship with the Supervisory Authorities, involving direct contact with the Public Administration, directly exposes the staff in charge to the offences of fraud, corruption or misappropriation of funds;
- ***instrumental exposure***, if the process itself is not exposed to the risk of offence, but its result is. For example: the hiring of employees linked to figures in the Public Administration may constitute the 'donation' through which the offence of bribery is perfected for an act that is due or contrary to official duties; or the signing of consultancy contracts, if carried out without special care or caution, may constitute the means by which funds are constituted to be used for purposes of an unlawful nature;
- ***insignificant exposure***, if the risk of offence is only abstractly conceivable for a given area or process.

Depending on the type and degree of risk exposure, each process/activity is regulated by specific internal documentation: the principles of conduct contained in the WPP Policy Book also apply to all company areas.

In this section, the results of the risk analysis and the relevant controls implemented to reduce the risk profile, if any, are briefly presented, broken down according to the offences envisaged by the decree.

The Group operates as a divisional structure with centralised functions, in which the individual companies oversee specific processes to which they dedicate resources with the necessary attitudes and skills.

## 5.2 Sensitive activities for Ogilvy&Mather

In the light of the risk analysis of the organisation, carried out for the purpose of preparing this Model, the following offences are considered to be concretely relevant for the Company, due to the objective possibility that they may be committed in the relevant processes.

Offences under Legislative Decree 231/2001	Referring processes
<b>Offences against the Public Administration (Articles 24 and 25)</b>	Commercial management Procurement Human Resources Tender management Administration and finance
<b>Computer crimes and unlawful data processing (Article 24-bis)</b>	IT infrastructure management
<b>Organised crime offences (Article 24-ter)</b>	Human Resources Administration and finance
<b>Corporate offences (Article 25-ter)</b>	Administration and finance Commercial management Procurement
<b>Crimes relating to terrorism and subversion of the democratic order (Art. 25-quater)</b>	Human Resources
<b>Offences relating to OSH (Article 25-septies)</b>	All processes
<b>Offences of receiving, laundering and using money, goods or benefits of unlawful origin, selflaundering (Article 25-octies)</b>	Administration and finance Investment and merger/acquisition activities Procurement
<b>Copyright infringement offences (Article 25-novies)</b>	Creative development ATL press production Film-TV-Radio production IT infrastructure management
<b>Inducement not to make statements or to make false statements to the judicial authorities (Article 25-decies)</b>	Management of the organisational structure, powers and corporate delegations
<b>Tax offences (Art. 25-quinquiesdecies)</b>	Administration and finance

Offences under Legislative Decree 231/2001	Referring processes
Art. 25-septiesdecies - Crimes against cultural heritage	Event management
Art. 25-duodevicies - Laundering of cultural goods and devastation and looting of cultural and landscape heritage	
<ul style="list-style-type: none"> <li>▪ Female genital mutilation (Article 25-quater 1)</li> <li>▪ Counterfeiting money, public credit cards, revenue stamps and identification instruments or signs (Article 25-bis)</li> <li>▪ Crimes against industry and trade (Article 25-bis 1)</li> <li>▪ Crimes against the individual (Article 25-quinquies)</li> <li>▪ Market abuse offences (Article 25-sexies)</li> <li>▪ Environmental offences (Article 25-undecies)</li> <li>▪ Employment of illegally staying third-country nationals (Art. 25-duodecies)</li> <li>▪ Xenophobia and racism (Article 25-terdecies)</li> <li>▪ Fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited devices (Art. 25-quaterdecies)</li> <li>▪ Smuggling (Article 25-sexiesdecies)</li> <li>▪ Transnational offences introduced into Italian law by Law no. 146 of 16.3.2006</li> </ul>	Ogilvy & Mather is not significantly exposed to these categories of offences.

## 6. Supervisory Board

# Ogilvy

- Generality
- Reports and communications to the Supervisory Board



## 6.1 Generality

Article 6(1)(b) of Legislative Decree 231/01 provides, inter alia, that the entity is not liable for any offences committed internally if the task of supervising the operation of and compliance with the Organisation and Management Model, as well as ensuring that it is updated, has been entrusted to a Body (OdV) of the entity itself, endowed with autonomous powers of initiative and control.

The full performance of its duties by the SB constitutes an essential element for the exemption provided for by the Decree.

## 6.2 Reports and communications to the Supervisory Board

In accordance with the Whistleblowing legislation and Article 6, paragraph 2 bis of Legislative Decree 231/2001, the Company recognises and protects the right of senior management and, likewise, subordinates to submit reports of alleged unlawful conduct or violations of this organisation, management and control model, of which they have become aware as a result of their duties.

The Company makes available to all employees, members of corporate bodies or third parties (customers, suppliers, consultants, collaborators) having business relations with Ogilvy channels reserved for reporting alleged violations of rules of professional conduct and/or ethical principles referred to by current internal and external regulations and/or unlawful or fraudulent conduct attributable to employees, members of corporate bodies, group companies and third parties (customers, suppliers, consultants, collaborators) and which may directly or indirectly result in economic and financial damage and/or damage to the Company's image. These channels are:

- The 'right to speak' tool defined at Group level, available at <https://www.wpp.com/about/right-to-speak>;
- The Supervisory Board's mailbox, [odv.ogilvymather@probitas.it](mailto:odv.ogilvymather@probitas.it).

The Company ensures the confidentiality and anonymity of the whistleblower in order to exclude the hypothetical risk of retaliation and/or discrimination against the whistleblower.

No form of retaliation or discrimination affecting working conditions for reasons connected with the whistleblowing is allowed against the whistleblower, by which is meant any unjustified disciplinary action, harassment in the workplace and any other form of retaliation leading to intolerable working conditions.

---

Any form of abuse of the report, such as, by way of example, intentional defamation or slander, improper use or intentional instrumentalisation of the report, is likewise prohibited. In this regard, the Company reserves the right to prosecute the misuse of the instrument (abuse of right) by imposing a disciplinary sanction proportionate to the seriousness of the case.

The Supervisory Board examines all the reports received to its attention, assesses them and, if it deems it necessary, takes action by initiating all the necessary investigations, such as:

- the summoning of the person responsible for the violation (or alleged violation);
- the involvement of the functions concerned by the report;
- access to any source of information of the Company, document or data considered relevant for the purposes of the analysis.

The SB also cooperates with the Group's Business Integrity function to share reports and all useful information to monitor the suitability and effective implementation of its internal control system.

## 7. Penalty system

# Ogilvy

- General criteria for the imposition of penalties
- Penalties

The Company condemns any conduct that does not comply with the provisions of this Model, even if such conduct is carried out in the interest or to the advantage of the Company.

The sanctions system of this Model is exclusively aimed at reinforcing its effectiveness and compliance by all personnel.

The sanctioning measures established do not replace any other sanctions of another nature that may arise as a consequence of the same offence (criminal, administrative, civil sanctions).

The sanctioning measures, laid down by this Model, are applied by the Personnel Management upon the exclusive and reasoned report of the Supervisory Board.

The adequacy of the disciplinary system to the requirements of the Decree must be constantly monitored by the SB.

### **7.1 General criteria for the imposition of penalties**

The type and extent of the sanction to be applied, once the breach has been established, is defined on the basis of the following criteria:

- assessment of the conduct on the basis of intent, fault, negligence or malpractice;
- relevance of the obligations violated;
- level of responsibility of the person involved based on hierarchical criteria;
- presence of aggravating or mitigating circumstances.

The following conduct shall constitute disciplinary offences for which the sanctions provided for in the following paragraphs may be applied:

- breach of the duty of supervision and control by persons having such responsibility over their subordinates;
- the violation, by commission or omission, of the procedures envisaged and/or established for the implementation of the Model;
- the non-cooperation or reticence of personnel in providing information to the Supervisory Board;
- violation (with wilful misconduct or gross negligence) of the obligation to communicate with the SB, in accordance with the provisions of this Model on communication flows;

- the drafting, as well as the facilitation of the drafting, of incomplete and untruthful documentation;
- failure to draw up the documentation required by this Model or by the procedures laid down for its implementation;
- violation or circumvention of the control system provided for by the Model.

## **7.2 Penalties**

### ***Sanctions for employees***

With regard to employees, the Decree provides that the disciplinary system must respect the limits connected to the power to impose sanctions imposed by Article 7 of Law no. 300/1970 (the so-called 'Workers' Statute') and by sector and company collective bargaining, both with regard to the sanctions that can be imposed and with regard to the form of exercise of such power. Violation of the provisions of the Model may constitute breach of contractual obligations. The sanction system provides for: reprimand (verbal/written), temporary suspension from service and salary and dismissal. When imposing disciplinary sanctions, the principle of proportionality between offence and sanction must necessarily be observed.

### ***Sanctions for managers***

In the event of violation by managers of the general principles of the Model, the rules of conduct imposed by the WPP Policy Book and the company procedures, the Company will take the measures deemed appropriate in relation to the violations committed against those responsible. The sanctions envisaged are: a written warning, with the possibility of revocation of any powers of attorney entrusted to the person concerned, and termination of the relationship.

### ***Measures against directors***

In the event of violation of the regulations in force or of the Model by the Administrative Bodies of the Company, the Supervisory Board will inform, in the absence of another Body to which to report for reasons of expediency, the Shareholders' Meeting. The sanctions identified are: a written warning, a fine, revocation (partial or total) of any powers of attorney and removal from office.

---

### ***Measures against members of the Supervisory Board***

In the event of a breach of the rules of this Model or of the legislation in force, such as to delineate a serious breach of the duties defined in this Model or a significant negligence in the performance of the tasks pertaining to the office, the sanctions envisaged are revocation from the office with the possible addition of a fine and, in the most serious cases, termination of the employment relationship.

### ***Measures against mayors***

In the event of a breach by a member of the Board of Statutory Auditors, the Supervisory Board shall immediately inform the Board of Directors by means of a written report. In the event of serious violations constituting just cause, the Board of Directors shall propose to the Shareholders' Meeting that the member of the Board of Statutory Auditors or the entire Board of Statutory Auditors be dismissed.

### ***Measures towards consultants, partners and suppliers***

Any breach of the regulations in force, of the Model or of the behavioural principles expressed in the WPP Policy Book by consultants, professionals, partners and suppliers in general (as well as any other subject with which the Company comes into contact in the performance of business relations) shall be sanctioned, in accordance with the provisions of the specific contractual clauses inserted in the relevant contracts, on the basis of the applicable provisions of law, by acts of termination for just cause, with any possible consequences also in terms of compensation.

This is without prejudice to any claim for compensation if such conduct results in concrete damage to the Company, such as in cases where the measures provided for by the Decree are applied to it by the judge.

These actions are motivated by the fact that the Company has an interest in extending as far as possible the culture of corporate legality also to those who have contacts, albeit occasional, with the structure; therefore, special clauses are included in the contractual agreements in which such persons are asked to formally adhere to compliance with all the behavioural procedures existing in the company.

## 8. Staff information and training

# Ogilvy

- Employees information and training
- Selection and information of consultants and partners

### **8.1 Employees information and training**

Employees are informed of the adoption of this Model at the time of its adoption. In order to make the current Model effective, the Company undertakes to disseminate a correct knowledge of the rules of conduct within the organisation. The entire company staff is informed through appropriate dissemination tools and training is modulated according to the level of risk and the type of functions performed. The information and training system is supervised and supplemented by the activity of the Supervisory Board. In order to verify the effectiveness and efficacy of training, the Company schedules training in a timely manner and monitors the results.

### **8.2 Selection and information of consultants and partners**

Ogilvy & Mather S.r.l. carries out the selection of suppliers, including consultants and partners, based on a due diligence process aimed at verifying competence, operational capacity and financial soundness of the counterparty in order to guarantee a contractual relationship based on transparency and reliability. The Company defines specific contractual clauses with the aim of informing the parties of the necessary compliance with Legislative Decree 231/01 and protecting its position.