

DISCIPLINARY SYSTEM

MEASURES AGAINST BOTH THE ADMINISTRATIVE BODY AND SHAREHOLDERS

The Company rigorously assesses breaches of this Model committed by those who represent its top management and manifest its image towards employees, shareholders, creditors and the public. The formation and consolidation of a corporate ethic sensitive to the values of fairness and transparency presuppose, first of all, that these values are acquired and respected by those who guide corporate decisions, so as to set an example and stimulate all those who, at any level, work for the Company.

In the event of violation of the Model by one of the members of the Board of Directors, the Supervisory Board will take the appropriate measures including, for example, convening the Shareholders' Meeting in order to adopt the most appropriate measures provided for by law and/or revoking any powers delegated to Directors.

The possible sanctions applicable to Directors may consist, in relation to the seriousness of the conduct, of:

- **written reprimand** (to be recorded in the minutes, subject to a resolution of the Board of Directors, with the abstention of the person concerned);
- **temporary suspension from office and from remuneration** (to be adopted following a resolution of the Board of Directors, with the abstention of the person concerned);
- **forfeiture of office** (to be adopted by resolution of the Board of Directors, with the abstention of the person concerned).

In any case, this is without prejudice to the Company's right to bring liability and compensation actions against the Shareholders and/or Directors responsible for the violation.

The same sanctions also apply when, due to inexperience or negligence, the Directors have:

- prevented or not facilitated the discovery of violations of the Model or, in the most serious cases, committed crimes relevant to the Decree;
- failed to supervise, in particular with reference to any delegated powers, the compliance of Company personnel with the provisions of law, this Model and the Code of Ethics;
- exercised acts of retaliation or discrimination, whether direct or indirect, against a company contact who has made a report to the Supervisory Board for reasons connected, directly or indirectly, to that report;
- violated the measures to protect the whistleblower, for example by disclosing personal details;
- made reports that turned out to be unfounded.

MEASURES AND SANCTIONS AGAINST EMPLOYEES

Workers who do not comply with the rules and procedures for the management, prevention and control of crimes set forth in the Code of Ethics and in the Organizational Model, damage the relationship of trust established with the organization because they violate, among other things, article 2104 of the Italian Civil Code (*Employee Diligence: employees shall use the diligence required by the nature of the work due and the interest of Maps by which they are employed. They shall also observe the instructions for the execution and discipline of work given by the employer and collaborators, to which they hierarchically report*).

Any conduct by workers that violates the individual rules of conduct set out in this Model is defined as a disciplinary offence.

Generally speaking, the correlation between the disciplinary sanction imposed on the employee and the seriousness of the infringement committed can be summarized in the following table:

Disciplinary measure	Disciplinary offence
<p>Verbal or written reprimand</p>	<p>This applies to an employee who commits minor violations, such as, for example:</p> <ul style="list-style-type: none"> ▪ non-compliance with prescribed procedures; ▪ unjustified failure to carry out the checks provided for in the areas identified as being at risk; ▪ failure to provide relevant information to the Supervisory Board; ▪ conduct that does not comply with the requirements of the 231 Model.
<p>Fine</p>	<p>This is the case if the worker is a repeat offender, in relation to the occurrence of one of the following circumstances:</p> <ul style="list-style-type: none"> ▪ in the previous two years, the worker has been repeatedly reprimanded, with verbal or written reprimand, for the same violations, albeit of a minor nature; ▪ the worker, in carrying out the activity in the areas considered to be at risk, has repeatedly behaved in a manner that does not comply with the requirements of the Model, even before the same behaviours have been ascertained and contested;
<p>Suspension from service and pay</p>	<p>This involves any worker who, in violating the internal procedures set forth in 231 Model or by adopting, in the performance of activities in areas at risk, conduct that does not comply with the prescriptions of 231 Model, or by performing acts contrary to the interests of Maps, causes damage to the same, or exposes it to an objective situation of danger to the integrity of its property.</p>
<p>Dismissal with indemnity in lieu of notice</p>	<p>This involves the worker who, operating in areas at risk, adopts conduct that is significantly different from as established in the protocols of 231 Model, or serious conduct that has already been censured previously or, also, actions unequivocally aimed at committing an offence covered by Legislative Decree 231/01.</p> <p>It also applies to workers who:</p> <ul style="list-style-type: none"> ▪ exercise acts of retaliation or discrimination, whether direct or indirect, against a company contact who has made a report to the Supervisory Board for reasons connected, directly or indirectly, to that report; ▪ violate the measures to protect whistleblowers, for example by disclosing personal details; ▪ make, with malice or gross negligence, reports that turn out to be unfounded.
<p>Dismissal without notice</p>	<p>This involves workers who adopt, in the performance of activities in areas at risk, conduct that is clearly in violation of the prescriptions of 231 Model or of the Law, such as to determine, potentially or in fact, application to Maps of the measures provided for by Legislative Decree 231/01, resulting in serious damage to the assets and image of Maps.</p>

The criteria set out above shall also be considered valid in the case of breaches and disciplinary offences committed by Company employees at managerial level, against whom the Company has the right to claim for any damages caused as a result of the irregular conduct assumed, including any damages caused by the application by the judge of the pecuniary and prohibitory sanctions provided for by Legislative Decree 231/2001.

The same sanctions shall also apply where, due to inexperience or negligence, the Manager has prevented or not facilitated the discovery of violations of the Model or, in the most serious cases, the committing of offences relevant to the Decree, as well as if the Manager has failed to supervise, by reason of the professional skills and hierarchical and functional powers corresponding to the nature of the office, compliance by collaborators with the law, this Model and the Code of Ethics.

MEASURES AND SANCTIONS AGAINST PERSONS HAVING CONTRACTUAL RELATIONS WITH THE COMPANY

Failure to comply with the rules indicated in the Code of Ethics adopted by the Company pursuant to Legislative Decree 231/2001 by suppliers, collaborators, external consultants, partners having contractual/commercial relations with Maps, may determine, in accordance with as regulated in the specific contractual relations, termination of the related contract, without prejudice to the right to claim compensation for damages incurred as a result of such conduct, including damages caused by application by the Judge of the measures provided for by Legislative Decree 231/2001.

To this end, Maps undertakes to provide in all contracts, with particular reference to supply, outsourcing, mandate, partnership and consulting contracts, the assumption of the obligation by the contractor to comply with the Model and its principles and specific express termination clauses.