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**ORGANISATION, MANAGEMENT AND CONTROL MODEL  
IN ACCORDANCE WITH LEGISLATIVE DECREE 231/2001  
OF NTT DATA ITALIA S.P.A.**

**GENERAL PART**

Approved by the Board of Directors on December 5, 2025

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## DEFINITIONS

<b>Risk-Sensitive Activities</b>	These are the corporate activities within which the risk may arise of committing the offences contemplated by Legislative Decree 231/2001.
<b>National Collective Labour Agreement</b>	National Collective Labour Agreement applicable to the non-management employees of NTT Data Italia S.p.A.
<b>National Collective Labour Agreement Executives</b>	National Collective Labour Agreement applicable to the Executives of NTT Data Italia S.p.A.
<b>NTT DATA Code of Ethics or Code of Ethics</b>	A set of principles, rights, duties and responsibilities that must guide the conduct of all those who, through their work, contribute to carrying out the Company's activities.
<b>Independent Contractors</b>	Those who act in the name and/or on behalf of NTT Data Italia S.p.A. on the basis of a specific mandate or other contractual arrangement.
<b>Decree</b>	Legislative Decree no. 231 of 8 June 2001, as amended and supplemented.
<b>Recipients</b>	Members of corporate bodies (e.g.: shareholders' meeting, board of directors) and internal corporate governance bodies (e.g.: Committees), employees, independent contractors of any kind, including occasional ones, and all those who maintain commercial and/or financial relationships of any nature with NTT DATA Italia S.p.A., or act on its behalf on the basis of specific mandates (for example: consultants, suppliers, partners, customers)
<b>Employees</b>	All employees of NTT DATA Italia S.p.A. (including managers)
<b>Relatives</b>	Relatives by blood and by marriage in the direct line up to the second degree (children, parents, grandchildren and grandparents, parents-in-law, son- or daughter-in-law, and the spouse's brothers or sisters), relatives by blood and by marriage in the collateral line up to the third degree, and also cousins (siblings, nephew/niece and uncle/aunt, as well as cousins); spouse and/or cohabiting partner
<b>Functions or Function</b>	Organisational structure of NTT DATA Italia S.p.A.
<b>Guidelines</b>	The Guidelines for the development of organisation, management and control models pursuant to Legislative Decree 231/2001, approved by Confindustria, as amended.
<b>231 Model</b>	Organisation, Management and Control Model pursuant to Legislative Decree 231/2001
<b>Model or Organisation Model or OGM</b>	This Organisation, Management and Control Model under Legislative Decree no. 231/2001 adopted by NTT DATA Italia S.p.A.

<b>NTT DATA Inc.</b>	NTT DATA Inc. (Japan), company that is 100% the parent of NTT DATA EMEAL
<b>NTT DATA EMEAL</b>	NTT DATA Europe & Latam S.L.U.
<b>NTT DATA EMEA Ltd.</b>	NTT DATA EMEA Ltd. (London), the company that performs direction and coordination activities over NTT DATA ITALIA S.P.A.
<b>NTT DATA Group</b>	NTT DATA Group Corporation and its subsidiaries
<b>NTT DATA Italia or Company</b>	NTT DATA Italia S.p.A.
<b>Corporate Bodies</b>	The Board of Directors (BoD) and the Board of Statutory Auditors of NTT DATA Italia S.p.A.
<b>SB or Body</b>	Supervisory Body pursuant to Article 6, paragraph 1, lett. b), of Legislative Decree 231/2001
<b>P.A.</b>	Any Public Administration, including its representatives in their capacity as public officials or persons entrusted with a public service, including de facto.
<b>Offences or Offence or 231 Offences</b>	Offences pursuant to Legislative Decree 231/2001
<b>Top Management</b>	The Chairperson and Chief Executive Officer of NTT DATA Italian S.p.A.

## 1 REGULATORY FRAMEWORK

### 1.1 Legislative Decree No. 231/2001

Legislative Decree No. 231 of 8 June 2001 (*Rules on the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of 29/09/2000*) introduced into the Italian legal system – as is now well known – a specific regime of administrative liability applicable to entities, which arises where such entities commit – in the course of their activities – the offences listed therein (**Annex 3**).

According to the provisions of the Decree, entities may be held “liable” for certain offences committed or attempted in their interest or to their advantage by members of senior management (the so-called persons “in a top management position” or “top managers”) and by those who are “subject to their direction or supervision” (Article 5, paragraph 1 of Legislative Decree 231/2001)<sup>1</sup>.

The administrative liability of entities is independent of the criminal liability of the natural person who committed the offence and, under certain conditions, is applied alongside it.

The extension of liability introduced with the enactment of Legislative Decree 231/2001 is essentially intended to involve, in the punishment of certain offences, the assets of companies and, ultimately, the economic interests of shareholders who, prior to the entry into force of Legislative Decree 231/2001, did not suffer direct consequences from offences committed in the interest or to the advantage of their company.

However, administrative liability is excluded if the entity has, among other things, adopted and effectively implemented, before the commission of the offences, an organisation, management and control model capable of preventing offences of the same kind as the one that occurred.

### 1.2 Sanctioning system

Articles 9 - 23 of Legislative Decree 231/2001 provide, for the entity, as a consequence of the commission or attempted commission of the Offences, the following sanctions:

- fines (and conservatory seizure as a precautionary measure);
- disqualification sanctions (also applicable as precautionary measures) lasting not less than three months and not more than two years (with the clarification that, pursuant to Article 14, paragraph 1, of Legislative Decree 231/2001, “*The disqualification sanctions relate to the specific activity to which the entity’s offence refers*”), which, in turn, may consist of:
  - disqualification from the exercise of business activity;
  - suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;

<sup>1</sup> Art. 5, paragraph 1, of Legislative Decree No. 231/2001: "Liability of the entity - The entity 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, including de facto, the management and control of the entity; b) by persons subject to the management or supervision of one of the persons referred to in point a)".

- prohibition on contracting with the Public Administration, except to obtain the performance of a public service;
- exclusion from incentives, loans, grants or subsidies and the possible revocation of those granted;
- prohibition of advertising goods or services;
- confiscation of the profit of the crime (and preventive seizure as a precautionary measure);
- publication of the sentence (in case of application of a disqualification sanction).

The fine is determined by the Judge through a system based on “units”, in a number not less than one hundred and not more than one thousand, and with an amount ranging from a minimum of EUR 258.22 to a maximum of EUR 1,549.37 per unit. In establishing the appropriate fine the Judge determines:

- the number of quotas, taking into account the severity of the act, the degree of liability of the entity, as well as the activity carried out to eliminate or mitigate the consequences of the act and to prevent the commission of further offences;
- the amount of the single quota, based on the entity's economic and financial conditions.

Disqualification sanctions apply only in relation to those administrative offences for which they are expressly provided and only where at least one of the following conditions is met:

- a) the entity has derived a significant profit from the commission of the offence and the offence was committed by persons in a senior position or by persons subject to the management of others when, in the latter case, the commission of the offence was influenced or facilitated by serious organisational deficiencies;
- b) in the event of repeated offences.

The Judge determines the type and duration of the disqualification sanction, taking into account the suitability of the individual sanctions to prevent offences of the nature of that which was committed and, if necessary, he may apply them jointly (Article 14, par. 1 and 3 of Legislative Decree 231/2001).

In the most serious cases the sanctions of disqualification from exercising the activity, prohibition of entering into contracts with the public administration and advertising goods or services may be applied definitively<sup>2</sup>.

Furthermore, under the terms and conditions set out in Article 15 of Legislative Decree 231/20013, the continuation of the entity's activity (in place of the imposition of the

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<sup>2</sup> See, in this regard, Article 16 of Legislative Decree 231/2001, according to which: “1. A definitive disqualification from exercising the activity may be ordered if the entity has derived a significant profit from the offence and has already been sentenced, at least three times in the last seven years, to temporary disqualification from exercising the activity. 2. The judge may definitively impose on the entity the sanction of a prohibition on contracting with the public administration or a prohibition on advertising goods or services when it has already been sentenced to the same sanction at least three times in the last seven years. 3. If the entity or one of its organisational units is permanently used for the sole or predominant purpose of permitting or facilitating the commission of offences for which it is held liable, the legal person shall always be permanently disqualified from exercising its activity and the provisions of Article 17 shall not apply”.

<sup>3</sup> “Judicial Commissioner - If the prerequisites exist for the application of a disqualification sanction that results in the interruption of the entity's activity, the judge, instead of applying the sanction, orders the continuation of the legal person's activity by a commissioner for a period equal to the duration of the disqualification sanction that would have been applied, when at least one of the following conditions is met: a) the entity performs a public service or a service of public necessity, the interruption of which may cause serious harm to the community; b) the interruption of the entity's activity may cause, taking into account its size and the economic conditions of the territory in which it is located, significant repercussions on employment. In the judgement ordering the continuation of the

sanction) is possible through the appointment of a commissioner by the Judge, under the terms and conditions set out in Article 15 of Legislative Decree 231/2001.

In cases where the offences punishable under Legislative Decree 231/2001 are committed in attempted form, financial penalties (in terms of amount) and disqualification sanctions (in terms of duration) are reduced by one third to one half (Articles 12 and 26 of Legislative Decree 231/2001).

No liability arises for the entity if it voluntarily prevents the performance of the act or the realisation of the event (Article 26 of Legislative Decree 231/2001). In this case, the exclusion of sanctions is justified by virtue of the interruption of any relationship of affiliation between the entity and subjects assuming to act in its name and on its behalf.

### **1.3 Offences committed abroad**

Pursuant to Article 4 of Legislative Decree 231/2001, the entity may be held liable in Italy in relation to offences – covered by the Decree – committed abroad<sup>4</sup>.

The requirements on which the liability of the entity for offences committed abroad is based are:

- i. the offence must be committed by a person functionally connected to the entity, pursuant to Article 5, paragraph 1, of Legislative Decree 231/2001;
- ii. the entity has its main office in the territory of the Italian State;
- iii. the entity can only be held liable in the cases and under the conditions laid down in Articles 7, 8, 9 and 10 of the Italian Criminal Code (in cases where the law provides that the offender - a natural person - is punished at the request of the Justice Minister, proceedings are brought against the entity only if the request is also made against the Entity itself) and, also in accordance with the principle of legality laid down in Article 2 of the Legislative Decree 231/2001, only in respect of offences for which its liability is established by an ad hoc legislative provision;
- iv. the cases and conditions referred to in the aforementioned articles of the criminal code exist, and the State of the place where the crime was committed does not proceed against the entity.

### **1.4 Liability for offences in groups of companies**

The Decree does not expressly address aspects related to the liability of the entity belonging to a group of companies, despite the fact that this phenomenon is widespread.

As also highlighted by the Confindustria Guidelines in their latest updated version, the

*activity, the judge indicates the duties and powers of the commissioner, taking into account the specific activity in which the offence was committed by the entity. Within the scope of the tasks and powers indicated by the judge, the commissioner shall ensure the adoption and effective implementation of organisation and control models suitable for preventing offence of the nature of that which occurred. He/she may not perform acts of extraordinary administration without authorisation from the judge. The profit from the continuation of the activity is confiscated. The continuation of the activity by the commissioner may not be ordered when the interruption of the activity follows the definitive application of a disqualification sanction".*

<sup>4</sup> Article 4 of Legislative Decree 231/2001 provides as follows: "1. In the cases and under the conditions envisaged by Articles 7, 8, 9 and 10 of the Italian Criminal Code, the entities having their main place of business in the State territory are liable also in relation to offences committed abroad, provided that the State of the place where the act was committed does not prosecute them. 2. In cases where the law provides that the offender is punished at the request of the Minister of Justice, proceedings are brought against the entity only if the request is also made against the latter."

holding/parent company may be held liable for the offence committed in the subsidiary's business if:

- a predicate offence has been committed in the immediate and direct interest or advantage not only of the subsidiary but also of the parent company;
- natural persons functionally connected to the parent company have participated in the commission of the predicate offence by making a causally relevant contribution (Italian Supreme Court, Fifth Criminal Division, Judgement No. 24583/2011), proven in a concrete and specific manner.

It is therefore necessary not only for each Italian company within a group to have an effective and efficient organisation, management and control model, but also for it to be consistent with the holding company's compliance protocols system and for an adequate exchange of information to be ensured between the respective supervisory bodies.

## **1.5 Organisation, Management and Control Models**

As mentioned above (see Par. 1.1), a characteristic feature of the regulatory framework established by Legislative Decree 231/2001 is the attribution of an exempting value to the organisation, management and control model adopted by the entity.

If an offence is committed by a person in a top management position, the company is not liable if it proves that (Article 6, paragraph 1, of Legislative Decree 231/2001):

- the managing body adopted and effectively implemented, before the commission of the offence, organisation and management models capable of preventing offences of the type that occurred;
- the task of supervising the functioning of and compliance with the models and ensuring their updating was entrusted to a body of the company endowed with autonomous powers of initiative and control;
- the persons committed the offence while fraudulently circumventing the organisation and management models;
- the Supervisory Body did not fail to or did not inadequately carry out its duty of supervision.

Where an offence is committed by top managers, the entity is presumed liable because such persons express and represent the policy and therefore the will of the entity itself.

To be exempt from liability, the entity must therefore demonstrate its lack of involvement in the facts attributed to the top manager by proving the existence of the above concurrent requirements and, as a consequence, that the commission of the offence did not arise from its own "organisational fault."

Where, instead, an offence is committed by persons subject to the direction or supervision of a top manager, the company is liable if the commission of the offence was made possible by a breach of the management or supervisory obligations that the company is required to fulfil.

In such cases, the burden of proof is reversed. The prosecution must therefore prove the failure to adopt and effectively implement an organisation, management and control model capable of preventing offences of the kind that occurred.

Article 7, paragraph 4, of Legislative Decree 231/2001 also defines the requirements for the effective implementation of the organisation, management and control models:

- the periodic review and possible amendment of the organisation, management and control model when significant breaches of its requirements are discovered or when changes occur in the organisation or in its activities;
- an appropriate disciplinary system to sanction non-compliance with the measures indicated in the organisation, management and control model.

The organisation, management and control models adopted pursuant to Legislative Decree 231/2001, in relation to the scope of delegated powers and the risk of committing offences, must:

- identify the activities within which offences may be committed (see the Special Part of this organisation, management and control model, hereinafter the "Model");
- provide specific protocols designed to plan the formation and implementation of the company's decisions in relation to the offences to be prevented (set out for each risk-sensitive activity in the Special Part of this Model);
- identify methods for managing financial resources capable of preventing the commission of offences (see the risk-sensitive activity "Management of financial flows (payments and receipts)" in the Special Part of this Model);
- impose obligations to inform the body charged with overseeing the functioning of and compliance with the models;
- introduce an appropriate disciplinary system to sanction non-compliance with the measures indicated in the organisation, management and control model.

With reference to offences relating to health and safety at work, Article 30 of Legislative Decree 81/2008 (the so-called Consolidated Law on Safety) provides that the organisation, management and control model must be adopted by implementing a corporate system for fulfilling all legal obligations relating to:

- compliance with the technical and structural legal standards concerning equipment, installations, workplaces, and chemical, physical and biological agents;
- risk assessment activities and the preparation of the consequent prevention and protection measures;
- activities of an organisational nature, such as emergencies, first aid, contract management, periodic safety meetings, consultations with workers' safety representatives;
- health surveillance activities;
- information and training activities for workers;
- supervisory activities with reference to workers' compliance with procedures and instructions for safe work;
- the acquisition of documents and certifications required by law;
- periodic checks on the application and effectiveness of the adopted procedures.

## **1.6 Guidelines for the preparation of Organisation, Management and Control Models**

Article 6(3) of Legislative Decree 231/2001 provides that “*organisation and management models may be adopted, guaranteeing the requirements set out in paragraph 2, on the basis of codes of conduct drawn up by the associations representing the entities, communicated to the Ministry of Justice which, in agreement with the competent Ministries, may, within thirty days, formulate comments on the suitability of the models to prevent offences*”.

In preparing and updating this Model, NTT DATA Italia S.p.A. has been guided by the Confindustria Guidelines issued on 7 March 2002, partly amended on 31 March 2008, updated on 23 July 2014 and most recently in June 2021, approved by the Ministry of Justice.

In particular, the latest version of the Guidelines prepared by Confindustria recommends using risk assessment and risk management activities in the construction of Organisation, Management and Control Models and provides for the following phases:

- identification of the so-called risk-sensitive activities, meaning those within which offences may be committed, and the related risks;
- analysis of the existing control system prior to the adoption/update of the organisation, management and control model;
- assessment of the residual risks not covered by the previous control measures;
- provision of specific protocols aimed at preventing offences, in order to adapt the preventive control system.

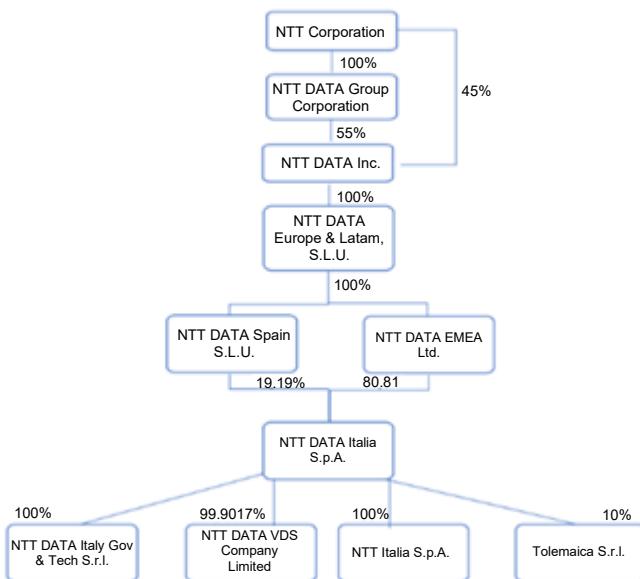
Any deviation from specific points of the Guidelines used as a reference does not, in itself, affect the validity of the organisation, management and control model adopted by the entity.

Each organisation, management and control model, in fact, since it must be drafted with reference to the specific reality of the entity to which it relates, may depart from the Guidelines (which, by their nature, have a general character) in order to better meet the preventive needs of the Decree.

## 2 THE GOVERNANCE MODEL, INSTITUTIONAL AND ORGANISATIONAL STRUCTURE OF NTT DATA ITALIA S.p.A.

### 2.1 NTT DATA Italia S.p.A.

#### Control chain of NTT DATA Italia S.p.A.



NTT DATA Italia is part - since 2011 - of NTT DATA Group Corporation, based in Tokyo, an international player providing innovative, high-quality IT services, products and solutions to customers worldwide, operating in various sectors (telecommunications, banking and financial services, insurance, public administration, industry and retail, utilities, publishing and media).

NTT DATA Italia is subject to the direction and coordination of NTT DATA EMEA Ltd., with its registered office in London.

NTT DATA Italia also carries out, in turn, management and coordination activities with regard to NTT Italia S.p.A. and NTT DATA Italia Gov & Tech S.r.l., both wholly owned subsidiaries. In particular, NTT Italia S.p.A. provides IT products, services and technological consulting for various sectors, including telecommunications and energy, and NTT DATA Italia Gov & Tech deals with digitisation for the public and private sector, with a focus on PNRR and innovation.

### 2.2 The Governance Model

In conjunction with the request for listing on regulated markets (first half of 2006), the Company had initiated a process of adapting its Corporate Governance Model to the requirements of the Corporate Governance Code of Listed Companies with the aim of guaranteeing its shareholders an effective and transparent governance and management system.

The Corporate Governance Model was subsequently adapted and simplified - while

maintaining its effectiveness and transparency characteristics - following the decision to postpone listing on the stock exchange.

In any case, the governance system adopted by the Company complies with current legislation and is in line with the most authoritative guidelines and best practices currently existing on the subject. It is designed to ensure the highest and most balanced level of cooperation between its components through a harmonious alignment of the different roles of direction, management and control.

This system is aimed at ensuring responsible and transparent management of the company vis-à-vis the public and the market, with a view to creating value and pursuing sustainable development objectives in favour of the communities and the environment in which NTT DATA Italia operates.

The members of the corporate bodies conduct their activities in accordance with principles of fairness and integrity, refraining from acting in situations of conflict of interest in the course of their activities within the Company. The relevant members are also required to behave in accordance with the principles of autonomy, independence and respect for the guidelines that the Company provides in their relations with public institutions and any private individual.

#### **2.2.1 Code of Ethics**

NTT DATA has gathered and set out in its Code of Ethics, approved and updated over time by the competent management body, the values shared by all those who operate within the NTT DATA Group, as well as by all customers, suppliers, partners, third parties and stakeholders in general who cooperate with the Company.

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

The document is available on the NTT DATA Italia website and on the corporate intranet, and is distributed in Italian and English (editions in other languages may also be available).

#### **2.2.2 Policies, procedures and instructions**

Policies, procedures and instructions have been developed and disseminated describing sensitive processes and standard behaviours in order to provide employees and independent contractors of NTT DATA Italia with guidance on the conduct the Company considers aligned with the values expressed in the Code of Ethics and in this Model.

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

#### **2.2.3 Certified management system**

NTT DATA Italia has adopted various certification systems (including ISO 9001, ISO 14001, ISO 45001, ISO 27001, ISO 37001, SA 8000, UNI PdR/125) in order to regulate corporate processes in compliance with the relevant Standards.

These certifications ensure that the organisation operates in full compliance with applicable provisions, delivering maximum effectiveness and efficiency in processes, activities and resources.

In particular, NTT DATA Italia has implemented and maintains an Integrated Management System for Quality, Anti-Corruption and Environment (Integrated Management System).

The Integrated Management System represents a strategic tool for the company's business, capable of generating real added value for the organisation both in economic terms and in terms of reputation and reliability externally.

#### **2.2.4 Procedures for the management of financial resources**

The Company's financial transactions are documented and recorded within processes that clearly and transparently define the activities, identifying the responsible individuals in accordance with the corporate organisation.

The monetary accounting records are carried out in accordance with the applicable accounting standards, and NTT DATA Italia ensures the use of consistent methodologies and practices across the various units responsible for preparing its own administrative-accounting reporting and that of its subsidiaries.

#### **2.2.5 Sustainability and sustainable development**

The Model recalls ethical and behavioural principles that also stem from the social responsibility policies that characterise the actions of NTT DATA Italia.

In this perspective, compliance tools are aligned with corporate strategies, promoting different levels of responsibility and a shared commitment to sustainable development, in compliance with the values protected by the Italian Constitution and European constitutional charters.

As confirmation of this commitment, NTT DATA Italia has obtained ISO 14001 certification, attesting to the adoption of an environmental management system aimed at monitoring and systematically, consistently and effectively improving the organisation's environmental impacts. In addition, the WELL certification reflects the Company's focus on the well-being and health of building occupants, through parameters that promote healthy, comfortable and sustainable environments.

Adherence to the "NTT Net Zero Vision 2040" decarbonisation plan, promoted by the NTT DATA Group, represents a further step towards sustainability. The plan addresses the environmental impact of digital technologies — hardware, software, cloud services and data centre infrastructure — and is based on targets validated by the Science-Based Targets initiative (SBTi), in line with NetZero standards and the principles of the Paris Agreement, aimed at limiting global temperature rise to 1.5°C. In this context, NTT DATA Italia is committed to reducing its greenhouse gas emissions by 90% by 2040, through short-, medium- and long-term targets.

Until 2024, the Company prepared an annual Sustainability Report, in accordance with the Global Reporting Sustainability Standards, reporting performance for the relevant financial year. As of April 2024, reporting has been incorporated into the Group Sustainability Report, which also covers the NTT DATA Italia perimeter, further strengthening the integrated approach to sustainability.

## 2.3 Corporate organisation

The Company adopts a “traditional” governance structure characterised by the presence of:

- the Shareholders’ Meeting, which resolves on matters as provided for by law and by the Articles of Association;
- the Board of Directors (currently composed of three members: a Chairperson of the Board of Directors, a Chief Executive Officer, and a Managing Director), entrusted with managing the business with the broadest powers for ordinary and extraordinary administration, except for those reserved by law or by the Articles of Association to the Shareholders’ Meeting;
- the Board of Statutory Auditors (composed of three standing members plus alternates, appointed and operating in accordance with the law), responsible for supervising:
  - pursuant to the Italian Civil Code, compliance with the law and the Articles of Association and adherence to the principles of proper administration, and in particular the adequacy of the organisational, administrative and accounting structure adopted by the company and its effective functioning;
  - pursuant to Legislative Decree 39/2010, the effectiveness of the internal control systems, internal audit and risk management, and the independence of the Independent Auditors, particularly in relation to the provision of non-audit services;
- the Independent Auditors registered in the special register maintained by Consob, entrusted with the statutory audit of the accounts and the assessment of the financial statements, pursuant to law and the Articles of Association.

The powers assigned to the Corporate Bodies are defined within the Articles of Association.

Without prejudice to all powers granted by law and by the Articles of Association, including the legal representation of the Company, the Chair and the Chief Executive Officer are attributed powers and hierarchical relationships with corporate departments/functions, as set out in the Company’s documentation (in particular, the power of attorney system and the organisational chart).

Corporate and Group Committees have been established. Specifically, the following are active:

- an Executive Committee that addresses strategic matters for the Company’s development in the context of Business Review, defining commercial priorities and preparing the annual budget, as well as reviewing economic performance in light of the targets;
- the Country Leadership Team composed of the Chief Executive Officer and all direct reports, through which first-line managers are provided with all relevant updates concerning the Company and any critical issues in the management of specific projects or activities are gathered;
- the committee for the management of workplace violence and harassment (Compliance, H&S, Diversity & Inclusion Functions), whose main task is to propose training initiatives aimed at prevention and awareness-raising on issues of violence and harassment in the workplace, monitor the effectiveness of measures adopted by the Company in this area, and provide support in handling received reports;

- ad hoc committees for individual commercial opportunities, established to oversee and approve specific strategic initiatives or commercial opportunities;
- ad hoc committees for the management of critical situations, established with the aim of promptly coordinating response activities in the event of incidents or critical events, assessing the impact of the event and supporting the identification of corrective and preventive measures to be adopted.

## 2.4 Organisational structure

Within the company organisation of NTT DATA Italia, the main Functions responsible for the management of internal control systems were identified, each with specific expertise.

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

Operational governance is entrusted to the Chief Executive Officer (CEO), who can consult the members of the Country Leadership Team.

The first-line functions include:

- General Counsel, responsible for the legal supervision of the Company, guarantees regulatory compliance and coordinates legal activities in support of the various corporate functions;
- Head of Corporate Services, responsible for the Company's organisational and management support activities;
- Head of People & Culture, with the task of defining and implementing human resources management policies, promoting human capital development, corporate culture and organisational well-being;
- Head of Marketing & Communications, responsible for defining and implementing internal and external communication strategies, as well as marketing and branding activities;
- Chief Financial Officer (CFO), head of the Administration, Finance and Control Function (a function that manages and controls the Company's financial resources), which defines the organisational structure of the units for which they are responsible, articulates the planning and control processes, according to methods and timescales aligned with the rules and requirements of direction and supervision expressed by Top Management and the Corporate Bodies;
- Chief Risk Officer (CRO), who is responsible for managing the company's risk, i.e., the set of strategies, processes and tools aimed at identifying, assessing and mitigating risks; the various heads of the markets in which the Company operates are directly accountable to the CRO, namely: Energy & Utilities, Financial Services Institutions, Industry, Public & Health, Telco & Media;
- Chief Operating Officer (COO), responsible for coordinating the various business areas to ensure they operate efficiently and in a coordinated manner; reporting directly to

the COO are: CISO, Data Protection, Delivery Assurance, Quality & Methods, Resource Planning and Technical Training and the different areas of Delivery.

## **Segregation of duties**

The Company adopts, as a fundamental principle of its internal control and organisational system, the principle of segregation of duties, which translates into the clear attribution, separation and traceability of responsibilities, decision-making powers and operational functions. In particular, the segregation of duties is such as to ensure that activities are never managed independently by a single person. Indeed, these functions are separated between those that authorise activities, those that carry them out, and those that monitor them.

The powers, delegated powers and authorisations (see below “*System of delegated powers and authorisations*”) are formalised and attributed in line with the company organisational chart, operational functions and authorisation levels, so as to ensure that each function operates within clear, defined and documented limits. The system is structured to ensure that those who propose or request a given transaction are distinct from those who authorise it, that performance is separate from control, and that audits are able to ascertain the compliance of the transaction, the correctness of the decisions taken and the documentary traceability of the entire process.

Traceability of decisions, deeds and information flows is also ensured, in order to allow an ex post reconstruction of responsibilities, motivations and operating methods, including in situations potentially at risk of offence. In cases where, for organisational reasons, it is not possible to ensure a complete segregation of functions, the Company shall adopt alternative mitigation measures (such as double signature, supervision by an independent function or rotation of tasks) in order to ensure the effectiveness of the control model in any case.

## **System of delegated powers and authorisations**

The system of delegated powers and authorisations ensures the functioning of the Company by assigning the necessary powers to the Board of Directors, the Chief Executive Officer and the various delegates and/or authorised signatories.

“Delegation” refers to the internal act of assigning tasks and functions through organisational communications and corporate procedures; “power of attorney” refers to the unilateral legal act by which the Company grants external representation powers towards third parties. Holders of a function requiring powers of representation are granted a power of attorney that is appropriate and consistent with the tasks assigned.

The main features of the system of delegated powers are:

- the delegated power reflects the organisational position of the person receiving it, combining managerial power with corresponding responsibility;
- each delegated power clearly and unambiguously specifies the powers and the delegate.

The distinguishing features of the system of powers of attorney are:

- for the management of commercial opportunities, the signing of contracts is entrusted to authorised signatories with increasing spending powers, determined on the basis of their role within the Company;
- a clear segregation of powers is provided for between active and passive powers, with

passive powers assigned exclusively to the Procurement function;

- the “four eyes” principle applies, requiring a separation between the person who approves and the person who executes the action;
- special authorisations are issued only in exceptional circumstances, following a specific assessment;
- the power of attorney is granted exclusively to individuals who hold a delegation, through specific deeds describing the powers of representation and, where necessary, the spending powers to be exercised in compliance with the Company’s Organisation Model and Code of Ethics, as well as its authorisation matrices or those of the relevant Group;
- purchases above certain thresholds (as specified in the delegation deeds) must be authorised by the Chief Executive Officer.

## 2.5 NTT DATA Italia Model

The Model adopted by the Company constitutes an act issued by the “managing body” pursuant to Article 6, paragraph 1, letter a), of Legislative Decree 231/2001, which, in the case of NTT DATA Italia, is identified as the Board of Directors; the Board is therefore the body competent to make any subsequent amendments and additions to the OGM.

The basic principles described in the General Part of the Model apply to NTT DATA Italia and are shared by the subsidiaries; they must be observed in all corporate activities carried out both in Italy and abroad. The organisation, management and control models of the subsidiaries are in fact inspired by the same values and general principles described below.

The adoption of the Model is not only necessary to ensure the Company’s full compliance with Legislative Decree 231/2001, but is also fundamental in raising awareness among all those who work for the Company of the need for transparent conduct based on full adherence to the law, as already highlighted in the introductory section above. The aim is to build and maintain an active, structured and coherent system of procedures and control activities designed to prevent the commission of the various types of offences covered by Legislative Decree 231/2001.

This document is addressed to all those who work towards achieving NTT DATA Italia’s purpose and objectives, in particular those specified in the “Definitions” section above.

The Model has been prepared in this perspective in compliance not only with the requirements of the Decree, but also with the guidelines issued by the relevant trade associations, in particular the indications provided by Confindustria in the document *“Guidelines for the development of organisation, management and control models”*, issued in 2002 and most recently updated in 2021.

This document has been drafted with the aim of supporting the understanding of the Company’s organisational, management and control system through a reference framework that also highlights where the most up-to-date information on the decisions and tools in place can be found. For this reason, it often contains references to other corporate documents (for example: **Annex 2**, which contains the list of policies, procedures, guidelines and operating instructions adopted by the Company, which may be supplemented and amended over time).

NTT DATA Italia is indirectly controlled by the parent company NTT Corporation, it is required to comply with J-SOX legislation (Japan's Financial Instruments and Exchange Law), which requires all companies listed on the Japanese stock exchange and their subsidiaries to strengthen their internal governance in order to ensure accurate and complete disclosure of financial information. Within the NTT DATA Group, specific internal auditing activities are therefore carried out in accordance with this legislation.

### 3 RISK MAPPING

The methodology chosen by the Company for updating the Model, in terms of organisation, definition of operating methods and structuring into phases, was developed in order to comply with the existing best practices in the field and, in any event, taking into account the applicable guidelines.

The Project was structured into the following phases:

#### ***Phase 1) – Document analysis and interviews***

Collection and analysis of relevant documentation; identification of risk-sensitive activities; conduct of interviews with the designated representatives.

#### ***Phase 2) – Gap analysis and Action plan***

Analysis of the identified risk-sensitive activities and of the control environment with reference to a “target” organisation, management and control model compliant with Legislative Decree 231/2001; preparation of a summary of the differences between the existing compliance protocols and the “target” organisation, management and control model (the so-called Gap analysis); identification of proposals for alignment and improvement actions; sharing of the document with the designated representatives and the Chief Executive Officer.

In particular, the Gap analysis document is intended to identify the control standards that must necessarily be met in order for the Company to establish an organisation capable of preventing the commission of offences. The control standards are based on the following general principles, which must be respected within each risk-sensitive activity identified:

- Existence of formalised procedures/guidelines: existence of formal rules or established practices capable of providing behavioural principles and operating methods for carrying out risk-sensitive activities;
- Traceability and ex post verifiability of transactions through adequate documentary/information support: the ability to verify ex post the decision-making, authorisation and performance process for the risk-sensitive activity, including through appropriate archived evidence;
- Segregation of duties and roles: allocation of activities among the various functions between those who execute, those who authorise and those who monitor, in such a way that no one can independently manage an entire process;
- Existence of a delegated powers system consistent with the organisational responsibilities assigned: formalisation of signature and representation powers consistent with organisational responsibilities and clearly defined and known within the Company.

In addition, specific control principles were defined, meaning rules of conduct (possibly also in the form of prohibitions) that all those involved in the Company's activities must follow.

The Gap Analysis document also includes an Action Plan, setting out the measures to be implemented in order to adapt the control systems in light of the data collected and the gaps identified.

### **Phase 3: Risk Assessment**

On the basis of the information gathered, an assessment is carried out regarding the potential risk of commission of the offences referred to in Legislative Decree 231/2001, associated with each risk-sensitive activity identified (the so-called inherent risk).

The assessment of the level of exposure to the so-called inherent risk was carried out according to the table below, taking into account jointly:

- activity incidence: an assessment of the frequency and/or economic significance of the activity;
- abstract risk of offence: an assessment of the theoretical possibility of unlawful conduct being carried out in the interest of, or to the advantage of, the entity.

Assessment of Inherent Risk Relating to the Activity			
		Abstract Risk of Offence	
Activity Incidence		High	Medium
Low		Medium	Low
Medium		Medium	Medium
High		High	Medium

In light of the general and specific control principles in place at the date of the interviews within the Company, a reassessment has been carried out of the risk of offences potentially associated with the risk-sensitive activity in question (the so-called residual risk), according to the following table:

Assessment of Residual Risk Relating to the Activity			
Level of Compliance at the Date of the Gap Analysis, Action Plan and Risk Assessment			
Inherent Risk Relating to the Activity	High	Medium	Low
Low	Low	Low	Medium
Medium	Low	Medium	High
High	Medium	High	High

## **Phase 4: Definition of the Model and subsequent activities**

Preparation of the draft Model; sharing of the draft prepared with the Chief Executive Officer; approval of the Model by the Board of Directors.

The same project phases, as applicable, will be implemented on the occasion of subsequent updates to the Model.

## **4 (SUB) FACTORS RELEVANT FOR UPDATING THE MODEL.**

The Board of Directors, after consulting the Supervisory Body, determines the updates to the Model and its adaptation as a consequence of:

- changes to the Company's internal structure and/or the way in which the activities are carried out;
- changes to the business areas;
- reports of attempted or actual commission of offences covered by the Model;
- information of possible new ways of committing the offences considered by the Model;
- regulatory changes;
- audit findings;
- significant violations of the Model's requirements.

The Model is, in any case, subject to a process of periodic review and, in any event, whenever legislative and/or organisational changes occur that require prompt modification.

The Supervisory Body is informed without delay of any modification to the Model.

## **5 SUPERVISORY BODY**

As noted above, in compliance with Article 6, paragraph 1, letters a) and b) of Legislative Decree 231/2001, the entity may be exempted from liability resulting from the commission of offences by persons qualified under Article 5 of Legislative Decree 231/2001 if the managing body has, among other things:

- adopted and effectively implemented Organisation, Management and Control Models that can help prevent the offences considered;
- entrusted a body of the entity with the task of (i) overseeing the operation of and compliance with the Model referred to in the previous point and (ii) ensuring that it is updated, such body being vested with independent powers of action and control.

The entrusting of the aforementioned tasks to a body endowed with autonomous powers of initiative and control, together with the correct and effective performance thereof, thus represent indispensable prerequisites for exemption from liability under the Legislative Decree 231/2001.

As set out in the Guidelines for the preparation of organisational, management and control models issued by Confindustria, the principal requirements of the Supervisory Body may be identified as follows:

- **autonomy and independence:** the Supervisory Body is established as a staff unit at the highest hierarchical level, reporting directly to the top management of the entity, and is devoid of decision-making or operational powers in relation to corporate activities;
- **professionalism:** the SB must possess specific expertise in the legal and economic fields, as well as in techniques of risk analysis and evaluation;
- **continuity of action:** continuity of action is intended to ensure constant monitoring of the effective, efficient and ongoing implementation of the Model adopted by the Company pursuant to Legislative Decree 231/2001.

## **5.1 Appointment, composition and term of office of the Supervisory Body of NTT DATA Italia**

The Supervisory Body is appointed by resolution of the Board of Directors, which also allocates an annual budget to enable the SB to carry out the activities prescribed by Legislative Decree 231/2001, including, by way of example but not limitation: analyses and audits, risk assessments, and specialist consultancy.

The budget allows the Supervisory Body to operate with autonomy and independence, and with the necessary tools for the effective performance of the tasks assigned to it under this Model, in accordance with Legislative Decree 231/2001. Where necessary, the SB may request additional funds.

The Company's Board of Directors has appointed a collegiate Supervisory Body, composed of three members, one of whom serves as Chair. The collegiate body is composed as follows:

- two external professionals with expertise in the legal field, as well as in risk analysis and assessment techniques;
- one internal member belonging to the NTT DATA Group, not involved in production or management activities.

The Company's Supervisory Body remains in office for three years from appointment, unless otherwise decided by the Board of Directors, and may be re-elected. The same ceases upon expiry of the term established at the time of appointment, but continues to perform its functions on an interim basis until a new Supervisory Body is appointed.

If, during its term, the SB ceases to hold office, the Board of Directors shall arrange for its replacement.

The remuneration for serving as a member of the Supervisory Body is determined by the Board of Directors for the entire duration of the mandate.

## **5.2 Subjective requirements of the members**

Each member of the Supervisory Body must possess the requirements of integrity<sup>5</sup>, absence of conflicts of interest, and absence of family and/or business relationships, etc.

<sup>5</sup> Natural persons are deemed to possess the requirements of integrity if they jointly satisfy the following conditions: a) they are not subject to temporary disqualification or suspension from executive offices of legal persons or undertakings; b) they have not been subjected to preventive measures ordered by the judicial authority pursuant to Law No. 1423 of 27 December 1956, or Law No. 575 of 31 May 1965, and subsequent amendments and additions, save where rehabilitation has taken effect; c) they have not been convicted by final judgment, save where rehabilitation has taken effect, to any of the following penalties: imprisonment for a period exceeding six months for any offence

In particular, members of the Supervisory Body must not:

- have marital, family or kinship relationships up to the fourth degree with Directors;
- hold, directly or indirectly, shares in the Company or its subsidiaries of such magnitude as to enable them to exercise significant influence over the same;
- have been convicted by judgment, even at first instance, of the offences referred to in the Decree or of other offences impacting professional integrity, except in cases where the offence or penalty has been extinguished or where the requirements for rehabilitation have been met.

Furthermore, the office of member of the SB may not be held by persons who:

- fall within the grounds of ineligibility or disqualification provided for by Article 2382 of the Italian Civil Code;
- hold positions within or on behalf of the Company of such nature or extent as to limit their full independence of judgment.

### **5.3 Termination and revocation of office**

The occurrence - after the appointment - of any of the above conditions relating to independence, autonomy or integrity which prevent appointment, results in incompatibility with continued office and consequent automatic termination. The occurrence of any cause of termination must be promptly notified to the Board of Directors by the person concerned.

However, grounds for revocation for just cause from the office of member of the Supervisory Body include:

- unjustified failure to attend two duly convened meetings of the SB in a single year, or four meetings over the entire term of office;
- failure to perform delegated tasks;
- gross negligence in the performance of duties associated with the office, including, by way of example: failure to prepare the periodic information report; failure to report established breaches of the Model, with presumed commission of offences;
- the Supervisory Body's "failure to discharge supervisory duties or provide adequate supervision" — as required under Article 6(1)(d) of Legislative Decree 231/2001 — as established by a (i) judgment of conviction, whether final or otherwise, issued against the Company pursuant to Legislative Decree 231/2001 or (ii) by any measure that in any case established its liability.

### **5.4 Functions and powers**

The activities carried out by the Supervisory Body may not be challenged by any other body or structure of the Company, it being understood that the Board of Directors is required to

provided for by the rules governing banking, financial, securities or insurance activities, and by the rules on markets, securities and payment instruments, as well as for offences provided for by Legislative Decree No. 39 of 27 January 2010; imprisonment for a period exceeding six months for any of the offences set out in Title XI of Book V of the Italian Civil Code; imprisonment for a period exceeding one year for any offence against the Public Administration, against public faith, against property, against public order, against the public economy, or for any offence relating to taxation; imprisonment for a period exceeding two years for any non-negligent offence; d) they have not incurred criminal convictions or other sanctioning measures in foreign States for facts and duration corresponding to those which, under Italian law, would entail loss of the requirements of integrity.

monitor the adequacy of its work, as the Board bears ultimate responsibility for the functioning and effectiveness of the Model.

For the performance of its activities, the Supervisory Body shall adopt internal operating regulations setting out its own procedures.

The SB is vested with the powers of initiative and control necessary to ensure effective and efficient supervision of the functioning of, and compliance with, the Model, in accordance with Article 6 of Legislative Decree 231/2001.

In particular, the Supervisory Body verifies:

- the functioning of the Model and compliance with its provisions by all recipients;
- the actual effectiveness and capacity of the Model to prevent the commission of the offences referred to in Legislative Decree 231/2001;
- the appropriateness of updating the Model, where the need for adaptation arises in relation to organisational changes or new legislative developments.

To this end, the Supervisory Body may carry out, directly or through its delegates, checks on any act, information, data (including accounting data), or Company procedures considered useful.

To ensure the most effective possible supervision of the functioning and observance of the Model, the tasks of the SB include, by way of example but not limitation:

- implementing a verification plan aimed at ascertaining the concrete application of the Model by all Recipients;
- monitoring the need to update the risk mapping and the Model, in the event of significant organisational changes or extension of the categories of offences considered under Legislative Decree 231/2001, and informing the Board of Directors accordingly;
- periodically carrying out targeted checks on specific transactions or deeds undertaken within risk areas;
- monitoring information and training initiatives aimed at disseminating knowledge and understanding of the Model within the Company;
- analysing relevant information (including any reports) concerning compliance with the Model;
- convening corporate functions for improved monitoring of risk areas;
- conducting internal investigations to ascertain alleged breaches of the provisions of the Model;
- promptly reporting any critical issues relating to the existence of unusual cash flows characterised by greater margins of discretion than ordinarily envisaged, proposing appropriate operational solutions;
- reporting to the Board of Directors any breaches of the rules contained in the Model or deficiencies identified during checks carried out, so that the Board may adopt the necessary corrective measures;
- ensuring that the sanctions laid down by the internal regulations for failure to comply with the Model are applied consistently, without prejudice to the jurisdiction of the authorised Officers for the application of sanctions;

- detecting any behavioural deviations that may emerge from the analysis of information flows and from the reports to which the persons in charge of the various functions are bound.

## 5.5 Rules of conduct

The activity of the SB must be guided by the principles of integrity, objectivity and confidentiality. These rules of conduct are expressed as follows:

- integrity: the SB must act with honesty, diligence and a sense of responsibility;
- objectivity: the SB must not participate in any activity that could prejudice the impartiality of its assessment. It must report all significant facts of which it becomes aware, the omission of which could give a distorted and/or incomplete picture of the activities analysed;
- confidentiality: members of the SB must exercise all appropriate safeguards in the use and protection of information acquired. The SB must not use information obtained either for personal advantage or in ways contrary to law. All data held by the Company must be processed in full compliance with Legislative Decree 196/2003, as amended, and with European Regulation No. 2016/679 (the “GDPR”), as well as in line with the appointment act wherein the Company designates each member of the SB as an authorised data processor, in accordance with the opinion of the Italian Data Protection Authority in its *“Opinion on the subjective qualification for privacy purposes of Supervisory Bodies under Article 6, Legislative Decree 8 June 2001, No. 231”* of 21 May 2020.

## 5.6 Reporting obligations towards the Supervisory Body

The transmission of information to the Supervisory Body is an additional tool to facilitate its monitoring of the effectiveness of the Model.

The SB may be contacted at the following e-mail address: **odv@emeal.nttdata.com**.

In any case, the Supervisory Body approves a scheme of information flows, which must be completed and transmitted by the Company functions responsible for risk-sensitive activities, and which must take into account: **a)** the periodic results of the control activities carried out (summary reports of the activities carried out, monitoring activities, final indices, etc.); **b)** the anomalies or inconsistencies found in the available information (an event which is not relevant if considered individually, could be assessed differently if it is repetitive or if the area of occurrence is extensive).

The above information must be addressed to the SB on a six-monthly basis (**ordinary information flows, see Annex 5**) or on an event-driven basis (**extraordinary information flows**).

In particular, extraordinary information flows must be mandatorily and promptly transmitted to the SB, irrespective of the scheduled periodicity, upon the occurrence of specific situations and/or events that may be relevant for the effective implementation of the Organisation Model and the preventive measures provided therein.

Any omission or delay in communicating information flows to the SB shall be considered a breach of the Organisation Model and may be sanctioned in accordance with the Disciplinary System referred to in section 9.2 below.

The information provided to the SB allows it to improve its control planning activities, but does not impose upon it an obligation to carry out punctual and systematic verification of all the phenomena described. In other words, the SB is not obliged to act every time there is a report, it being left to its discretion and responsibility to determine in which cases to act.

## 5.7 Reporting of offences, breaches or irregularities (Whistleblowing)

The Company, in line with what is provided by Legislative Decree 24/2023, providing for the *“Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions regarding the protection of persons who report breaches of national laws”*, has implemented a system enabling the reporting of acts or facts that may constitute breaches of Legislative Decree 231/2001 and of the Model, not falling within the breaches of Union law defined in Article 2, paragraph 1, letter a), numbers 3–6 of the aforementioned Decree<sup>6</sup>.

This system guarantees the confidentiality and protection of the identity of the reporting person, of any facilitators,<sup>7</sup> and of the person potentially reported.

It further ensures that reports are received, examined and assessed through specific, autonomous and independent reporting channels, distinct from ordinary reporting lines<sup>8</sup>.

In general, the rules on reporting breaches are extensively regulated by Legislative Decree 24/2023 – to which reference is made – which provides, for the purposes relevant here:

- the possibility of reporting breaches – namely conduct, acts or omissions that harm the interests of the entity – believed to have been committed, including: (i) administrative, accounting, civil and criminal offences; and (ii) unlawful conduct relevant under Legislative Decree 231, or breaches of the organisational and management models provided therein;

<sup>6</sup> Article 2, paragraph 1, letter a) Nos. 2-6:

“1. For the purposes of this Decree, the following definitions apply:

a) “breaches”: conduct, acts or omissions that harm the public interest or the integrity of the public administration or of the private entity, consisting of:

1) (omitted);

2) unlawful conduct relevant under Legislative Decree No. 231 of 8 June 2001, or breaches of the organisational and management models provided therein, which do not fall within numbers 3), 4), 5) and 6);

3) unlawful acts falling within the scope of application of European Union or national measures listed in the Annex to this Decree, or of national measures implementing the European Union acts listed in the Annex to Directive (EU) 2019/1937, even if not listed in the Annex to this Decree, relating to the following sectors: public procurement; financial services, products and markets and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; protection of privacy and personal data and security of networks and information systems;

4) acts or omissions harming the financial interests of the Union referred to in Article 325 of the Treaty on the Functioning of the European Union, as specified in the relevant secondary legislation of the Union;

5) acts or omissions concerning the internal market, referred to in Article 26(2) of the Treaty on the Functioning of the European Union, including breaches of Union rules on competition and State aid, as well as breaches relating to the internal market connected with acts infringing rules on corporate taxation or mechanisms designed to obtain a tax advantage that defeats the object or purpose of the applicable corporate tax legislation;

6) acts or conduct that defeat the object or purpose of the provisions of Union acts in the sectors referred to in numbers 3), 4) and 5)”.

<sup>7</sup> Pursuant to Article 2, paragraph 1, letter h), “facilitator” is defined as follows: “a natural person who assists a reporting person in the reporting process within the same working context, and whose assistance should be kept confidential”.

<sup>8</sup> In particular, paragraph 2-bis of Article 6 of Legislative Decree 231/2001 provides that companies are required to adopt internal systems for the reporting of breaches, i.e., specific procedures enabling company personnel to give notice of acts or facts that may constitute potential or actual breaches, while ensuring all protections provided under Legislative Decree 24/2023. Specifically: “2-bis. The models referred to in paragraph 1, letter a), shall provide, pursuant to the Legislative Decree implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019, for internal reporting channels, the prohibition of retaliation, and the disciplinary system adopted pursuant to paragraph 2, letter e)”.

- the identification of a person, an autonomous internal office, or an external and independent body for the management of the reporting channel;
- the identification of specific channels, including electronic, for internal reporting of breaches, in written and/or oral form;
- the confidentiality of the information received and the protection of the personal data of both the reporting person and the reported person;
- precise timeframes for the commencement, conduct and conclusion of the investigation activity carried out by the body managing the report;
- the prohibition of retaliation against the reporting person, meaning any conduct, act or omission, even if only attempted or threatened, occurring by reason of the whistleblowing complaint, which causes or is likely to cause the reporting person, directly or indirectly, unjust harm;
- the nullity of any retaliatory acts carried out against the reporting person;
- the provision of disciplinary sanctions: (i) against those who breach the confidentiality of the reporting person; (ii) against those who, with intent or gross negligence, submit unfounded reports; (iii) in the event of retaliation against the reporting person; and (iv) in the event that reporting has been obstructed or an attempt has been made to obstruct it.

The Company has implemented a **specific procedure for whistleblower reports pursuant to Legislative Decree 24/2023**, published on the corporate intranet and available to all employees, to which full reference is made. This procedure forms an integral part of the 231 Model.

The Procedure governs the methods and channels for the transmission of reports, which must be submitted through the dedicated channel represented by the **SpeakUp Platform**, a tool that guarantees anonymity and confidentiality and enables reports to be made either in written or oral form.

The application ensures, including through the use of encryption tools, the confidentiality of the identity of the whistleblower, the person involved and the person mentioned in the whistleblowing report, as well as the content of the whistleblowing report and of the relevant documentation.

The body responsible for receiving and managing reports is an autonomous committee (the “Reporting Committee”), whose members are identified in the Procedure and which is entrusted with the following functions:

- issue the whistleblower with an acknowledgement of receipt of the internal report, within 7 days from the date of receipt;
- maintain a dialogue with the reporting person and, where necessary, request additional information;
- diligently follow up on reports received;
- provide feedback on the report within 3 months from the date of the acknowledgement of receipt or, in the absence of such acknowledgement, within 3 months of the expiry of the 7-day period following submission of the report;

- provide information regarding the reporting channel, the methods and conditions for making reports, ensuring that such information is made easily visible: i) in the workplace and accessible to persons who, although not frequenting the workplace, have a legal relationship with the Company; ii) in a section of the Company's website.

The Company, in order to encourage the use of internal reporting systems and to promote a culture of legality, explains to its employees and independent contractors, in a clear, precise and comprehensive manner, the internal reporting procedure adopted.

The Company ensures that all employees and independent contractors are duly informed not only of the reporting methods adopted, but also of the objectives and spirit with which reporting must be carried out, so as to foster understanding and dissemination.

At least once a year, the Supervisory Body receives a report from the Committee.

## **5.8 Periodic checks and reports of the SB**

The Supervisory Body reports on the effectiveness and observance of the Model, on the emergence of any critical issues, and on the need for corrective measures. To this end, the Supervisory Body prepares:

- annually, an information report on the activities carried out, to be presented to the Board of Directors;
- immediately, upon the occurrence of established breaches of the Model with presumed commission of offences, a communication to be presented to the Board of Directors.

As part of the annual reporting, the following matters are addressed, among others:

- the checks and verifications carried out by the Supervisory Body and their outcome;
- any legislative innovations or organisational changes requiring updates;
- any disciplinary sanctions imposed as a result of breaches of the Model;
- other information considered significant;
- a summary assessment of the adequacy of the Model in relation to the provisions of Legislative Decree 231/2001.

Meetings with the Company's governing bodies to which the Supervisory Body reports are documented. The SB ensures the archiving of the related documentation.

## **5.9 Collection and retention of information**

All information in the possession of the SB is processed in compliance with Legislative Decree 196/2003, as amended, and with the GDPR.

In this regard, in compliance with the opinion issued by the Italian Data Protection Authority on 12 May 2020 concerning the privacy qualification of members of the Supervisory Body, and in view of the processing of personal data entailed by the performance of the tasks and functions entrusted to the SB, the Company – as Data Controller (Article 24 GDPR) – designates each member of the SB as a person authorised to process personal data (Articles 29 GDPR and Article 2-quaterdecies of Legislative Decree 196/2003).

All information and documentation, including the reporting required by the Model and the reports collected by the Supervisory Body in the performance of its institutional duties, are stored by the Legal Function in a dedicated electronic database, in compliance with the principles set out in Article 5 GDPR, for the period necessary in relation to the purposes for which the processing was carried out and, in any case, for no longer than ten years.

## **5.10 Relations with the supervisory bodies of subsidiaries**

In order to examine and share significant experiences gained in the course of its supervisory activity, the Company's Supervisory Body promotes periodic meetings with the supervisory bodies of other Group companies.

On such occasions, the Bodies exchange information that may be useful in relation to events or circumstances relevant to the performance of their respective duties.

## **6 DISSEMINATION OF THE MODEL. TRAINING AND INFORMATION**

### **6.1 Operating procedures**

#### **6.1.1 Communication to members of the Corporate Bodies**

The Model is brought to the attention of each member of the corporate bodies who – by reason of subsequent appointment – has not already participated in the approval of the Model.

#### **6.1.2 Communication and training of personnel**

Even though Legislative Decree 231/2001 does not expressly provide for this, the Guidelines on the preparation of organisational, management and control models specify that communication to personnel and their training are two fundamental requirements of the Model for its proper functioning.

Accordingly, in order to attribute the maximum effectiveness of the Model, the Company ensures proper dissemination of its contents and principles both within and outside its organisation.

Personnel are required to: i) acquire awareness of Legislative Decree 231/2001 and of the contents of the Model made available to them; ii) understand the operating procedures by means of which their activities must be carried out.

Communication and training activities are differentiated according to the recipients to whom they are addressed, but are in any case guided by principles of timeliness, efficiency (completeness, clarity, accessibility) and continuity, so as to enable recipients to have full awareness of the provisions they are required to comply with and of the ethical standards that must inspire their conduct.

The possibility of accessing and consulting the documentation constituting the Model, the compliance protocols and the procedures relating to it is guaranteed to all employees, as all the above-mentioned documents are published on the company intranet.

Furthermore, in order to facilitate understanding and knowledge of the Model, personnel – with methods differentiated according to their degree of involvement in risk-sensitive activities under Legislative Decree 231/2001 – are required to participate in specific training activities promoted by the Company.

The Company adopts appropriate communication tools to update personnel on any amendments to the Model, as well as on any significant procedural, legislative or organisational changes.

Participation in training programmes is mandatory for personnel and is managed by the People & Culture Function in close cooperation with the Compliance Function and in coordination with the Supervisory Body.

### **6.2 Communication to third parties/independent contractors**

The commitment to comply with the principles underpinning the 231 Model by third parties having contractual relations with NTT DATA Italia is provided for by a specific contractual

clause, which requires compliance with the provisions of Legislative Decree 231/2001, as well as the principles indicated in the General Part of the Model and in the Code of Ethics (see both documents are published on the Company's website).

Independent contractors, whom NTT DATA Italia may involve in the development and management of projects for reasons of know-how or unavailability of internal resources, must be familiar with the provisions of Legislative Decree 231/2001 and, where required, declare that they have adopted a 231 Model or, at the very least, procedures suitable to prevent in any way the involvement of NTT DATA Italia in the event of the commission of offences under the said legislation.

## 7 DISCIPLINARY AND SANCTIONING SYSTEM

### 7.1 General principles and criteria for the imposition of sanctions

Article 6(2)(e) and Article 7(4)(b) of Legislative Decree 231/2001 provide, as a condition for the effective implementation of the Organisation, Management and Control Model, the establishment of a system capable of sanctioning non-compliance with the measures set out in the model itself.

Accordingly, the definition of an adequate disciplinary and sanctioning system, with sanctions proportionate to the seriousness of the violation of the rules contained in this Model by the Recipients, constitutes an essential prerequisite for the effectiveness of the organisation, management and control model under Legislative Decree 231/2001.

This disciplinary and sanctioning system applies both to personnel and to third parties acting on behalf of the Company, providing for appropriate disciplinary sanctions in the former case and contractual/negotiated sanctions (*e.g.*, termination of contract, removal from the suppliers' list, etc.) in the latter case.

With particular regard to employees, the disciplinary system complies with the limits on sanctioning powers imposed by Article 7 of Law No. 300 of 1970 (the so-called "Workers' Statute"), by the "National Collective Labour Agreement for Metalworkers" and by the "National Collective Labour Agreement for the Tertiary, Distribution and Services Sector" (in general, the "applicable National Collective Labour Agreement"), both as regards the sanctions that may be imposed and the manner in which sanctioning powers may be exercised.

In any case, the application of sanctions is independent of the initiation or outcome of any criminal proceedings, since organisation models and internal procedures constitute binding rules for the Recipients, the violation of which must, in order to comply with the requirements of the Decree, be sanctioned regardless of whether any offence has actually been committed or whether it is punishable at all.

### 7.2 Breaches of the whistleblowing system

Failure to comply with the "*SpeakUp & Whistleblowing Policy*" and the related "*Whistleblowing Addendum for Italian Companies*" entails the application of this disciplinary and sanctioning system.

More specifically, the Company will take all appropriate disciplinary or sanctioning action against:

- all persons who obstruct or attempt to obstruct whistleblowing reports;
- persons responsible for examining reports: i) where the activity of verification and analysis of reports received has not been carried out; ii) where the obligation of confidentiality regarding the identity of the reporting person and any other information contained in the reports is breached.
- all reporting persons, where it is established – even by a first-instance judgment – that the reporting person bears criminal liability for defamation committed through the report, or for the offences of slander or defamation committed through a complaint to the judicial or accounting authority, or where civil liability is established for conduct attributable to the above offences in cases of intent or gross negligence.

To promote the effectiveness of the whistleblowing channels referred to in section 5.7 of the Model, the Company prohibits acts of retaliation or discrimination, direct or indirect, against the reporting person and other individuals to whom the same protection extends (e.g., facilitators), for reasons directly or indirectly connected to the report, and provides for sanctions against those who violate such measures.

By way of example and without limitation, retaliation includes acts occurring on the occasion of or as a consequence of the report, such as:

- a. dismissal, suspension or equivalent measures;
- b. relegation in grade or non-promotion;
- c. change of duties, change of workplace, demotion, reduction of salary, change of working hours;
- d. suspension of training or any restriction of access thereto;
- e. negative comments or negative references;
- f. the adoption of disciplinary measures or other sanctions, including fines;
- g. coercion, intimidation, harassment or ostracism;
- h. discrimination or otherwise unfavourable treatment;
- i. the failure to convert a fixed-term employment contract into an employment contract of indefinite duration, where the employee has a legitimate expectation of such conversion;
- j. non-renewal or early termination of a fixed-term employment contract;
- k. damage, including to a person's reputation, particularly on social media, or economic or financial harm, including loss of economic opportunities and loss of income;
- l. inclusion on improper lists on the basis of a formal or informal sectoral or industry agreement, which may result in the person being unable to find employment in the sector or industry in the future;
- m. early cessation or cancellation of the contract for the supply of goods or services;
- n. cancellation of a permit;

## 7.3 Disciplinary procedure

The imposition of a disciplinary sanction represents the final phase of a procedure whose timing and methods are established by applicable legislation and by the relevant National Collective Labour Agreement (CCNL). This disciplinary procedure, initiated by the employer or another duly authorised representative, against an employee who has violated the measures set out in the Model, is structured as follows:

1. disciplinary charge with which the employer or authorised Officer promptly charges the employee with the conduct considered to constitute an infraction. The charge must indicate, among other things, the deadline granted to the employee within which to submit their justifications (a period not less than that prescribed by the applicable National Collective Labour Agreement);
2. possible formulation of justifications by the employee in written form or through oral hearing;
3. assessment by the employer or other authorised Officer of any justifications submitted by the employee;
4. the disciplinary sanction may then be imposed.

The People & Culture Function communicates the imposition of the sanction to the Supervisory Body. The disciplinary system is constantly monitored by the SB and the People & Culture Function.

## 7.4 Sanctions

### 7.4.1 Measures against Non-Executive Employees (Supervisors – Staff)

Pursuant to Articles 5(b) and 7 of Legislative Decree 231/2001, subject to prior charging and the procedure prescribed by Article 7 of Law No. 300 of 20 May 1970 (the “Workers’ Statute”), for non-executive employees the disciplinary system applied is governed by the National Collective Labour Agreement for Metalworkers (CCNL Metalmeccanici).

Failure to comply with and/or violation of the individual provisions and behavioural rules set out in the Model, the Code of Ethics and the practices existing within the Company by employees constitutes a disciplinary offence and a breach of the obligations arising from the employment relationship. Accordingly, sanctions may be imposed – calibrated according to the seriousness of the violation and taking into account any recurrence – as provided by applicable legislation and the above National Collective Labour Agreement.

In accordance with Article 7 of the Workers’ Statute and the provisions of the National Collective Labour Agreement, the provisions on disciplinary sanctions must be made known to employees by posting them in a place accessible to all.

The determination of such infractions – possibly on the basis of a report from the Supervisory Body – the management of disciplinary proceedings and the imposition of sanctions remain the responsibility of the employer or another duly authorised Officer.

The Company, in determining incentive plans, may set objectives linked to compliance with this Model and the rules referred to herein.

#### **7.4.2 Measures against Executives**

Executives are subject to the National Collective Labour Agreement for Metalworkers (CCNL Metalmeccanici) and the National Collective Labour Agreement for the Tertiary, Distribution and Services Sector (CCNL Terziario, Distribuzione e Servizi).

Given the particular fiduciary relationship with the Company, in the event of violation of the general principles of the Model adopted (specifically including the provisions relating to the whistleblowing system set out in section 5.7 and in the "*SpeakUp & Whistleblowing Policy*" and the related *Whistleblowing Addendum for Italian Companies*) and of the behavioural rules imposed by the Code of Ethics, the Board of Directors, in addition to the measures provided for by the applicable National Collective Labour Agreement, shall adopt against those responsible such measures as are considered appropriate in relation to the violations committed, such as the revocation of powers of attorney and delegated powers, the denial of payments under incentive plans, and dismissal, it being understood that such conduct constitutes a breach of the obligations arising from the employment relationship.

Dismissal is applicable to any manager who engages in acts of retaliation or discrimination, direct or indirect, against those who have reported violations of the Model or the commission of offences under Legislative Decree 231/2001, for reasons directly or indirectly connected to the report itself.

An analogous sanction is provided for any manager who, with intent or gross negligence, submits reports of breaches of the Model or of the commission of offences under Legislative Decree 231/2001 which subsequently prove to be unfounded.

The Company, in determining incentive plans, may set objectives linked to compliance with this Model and the rules referred to herein.

#### **7.4.3 Measures against members of the Board of Directors**

The Company assesses with particular rigour any infringements of the Model and the Code of Ethics committed by members of the Board of Directors, as they represent the Company's highest authority and thus its image to third parties.

In the event of violation of applicable legislation, of the Model (specifically including the provisions relating to the whistleblowing system), or of the Code of Ethics by a Director, the Board of Directors, having consulted the Board of Statutory Auditors, shall adopt the most appropriate measures, including the assumption of operations falling within delegated powers, the modification or revocation of such delegated powers, and the convening of the Shareholders' Meeting for the possible adoption, in the most serious cases, of the measures provided for by Articles 2383 and 2393 of the Italian Civil Code.

Where the violation reported is committed by two or more members of the Board of Directors, the Board of Statutory Auditors, if it considers the report received from the Supervisory Body to be well-founded and the Board of Directors has not acted upon it, shall convene the Shareholders' Meeting pursuant to Article 2406 of the Italian Civil Code, which, once the violation has been established, shall adopt the most appropriate measures, including, in the most serious cases, those provided for by Articles 2383 and 2393 of the Italian Civil Code.

Without prejudice to any other action to protect the Company, a Director who engages in acts of retaliation or discrimination, direct or indirect, against those who have reported

violations of the Model or the commission of offences under Legislative Decree 231/2001, for reasons directly or indirectly connected to the report itself, is liable to removal from office.

An analogous sanction is provided for any Director who, with intent or gross negligence, submits reports of breaches of the Model or of the commission of offences under Legislative Decree 231/2001 which subsequently prove to be unfounded.

#### **7.4.4 Measures against Statutory Auditors**

In the event of violation by one or more Statutory Auditors, the SB informs the Board of Directors and the Board of Statutory Auditors, so that they may, without delay and in accordance with the powers provided by law and/or the Articles of Association, convene the Shareholders' Meeting to adopt the necessary resolutions, which may include removal from office for just cause.

#### **7.4.5 Measures against independent contractors, consultants and third parties**

Relations with independent contractors, consultants and suppliers of NTT DATA Italia are governed by a specific contractual clause 231 inserted in orders to third-party suppliers, in contracts and in internal agreements for the establishment of Temporary Business Groupings (temporary consortium / temporary association of enterprises).

This clause requires compliance with all legal provisions, including those of Legislative Decree 231/2001, as well as all applicable provisions of the Organisation Model, the Code of Ethics, the Anti-Corruption Policy and the Integrated ISO Policy for Quality, Anti-Corruption and Environment.

For such parties, subject to the obligations of Legislative Decree 231/2001, who commit serious violations of the rules of the Code of Ethics and of the procedures and requirements contained in the Organisation Model, the contractual relationship may be terminated by operation of law pursuant to Article 1456 of the Italian Civil Code.

In any case, the Company reserves the right to claim compensation for damages suffered.