

ORGANIZATIONAL MODEL

EX LEGISLATIVE DECREE NO. 231/2001


This ORGANIZATIONAL MODEL for Gbm Srl is a set of rules, procedures and operating models that aim to prevent or stop the likelihood of crimes provided for by Legislative Decree 231/2001 by defining the Company's management and control system.

APPROVED BY THE BOARD OF DIRECTORS

ON 7 JANUARY 2019



Rev.	Date	Description of Revision
00	07/01/2019	First Issuance

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BOARD MEETING MINUTES, 7 JANUARY 2019

Today, January 7, 2019, at 8:30 am, the Company's Board of Directors Mr. Maurizio Ercego and Mr. Claudio Griffani met in GBM Srl headquarters to discuss and deliberate on the following agenda:

- Approval of the Organization Model pursuant to Legislative Decree 231/2001: Code of Ethics
- Identification of the Supervisory Board to propose to the Board for appointment
- Drafting of the anti-corruption program in the form of a declaration by the Board.

The President, Mr. Ercego Maurizio, calls Mr. Griffani Claudio to act as secretary.

Having noted that the quorum was present at this Board meeting, the Chairman reports on the convenience of the Company establishing a Management and Control Organization Model pursuant to Legislative Decree 231/2001 - Code of Ethics, highlighting its purposes and requirements.

After reading the proposed text and commenting on the various chapters, the President indicates which member of the Supervisory Board to propose to the shareholders' meeting in the person of Dr. Baldisserotto Margherita, who is enrolled in the ODCEC of Vicenza (Registry of Qualified Accountants and Bookkeepers of Vicenza) which guarantees the requirements of professionalism, integrity, competence, independence and functional autonomy required for this function.

Having heard the thorough report, the Board

UNANIMOUSLY

- approves the Organizational Model pursuant to Legislative Decree 231/2001, the Code of Ethics of the Company and the document is filed with the Company records so that it is given maximum publicity;
- identifies Dr. Baldisserotto Margherita, who is registered with the ODCEC of Vicenza (Registry of Qualified Accountants and Bookkeepers of Vicenza), as the most suitable expert, on the basis of the compulsory requisites to be indicated to the Shareholders' Meeting as sole member of the Supervisory Board;
- draws up the Board's anti-corruption program in the form of a declaration, filing this document with other Company documents so that, together with the Organizational Model, it will be made public.

There being no further business, these minutes were read, confirmed, and undersigned by the Board of Directors and the meeting was adjourned at 11:00 a.m.


Altavilla Vicentina, 7 January 2019

the Secretary
GRIFFANI CLAUDIO

(signature on the original)

the President
ERCEGO MAURIZIO

(signature on the original)

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Anti-corruption Program

Board of Directors declaration

On 7 January 2019

Gbm Srl (hereinafter called the “Company”) confers the utmost importance to ethics in the course of its business activities. In this regard, Gbm Srl has recently established an Organizational Model pursuant to the Legislative Decree no. 231/2001 that is on the website (www.gbmcablaggi.it) and explains Gbm Srl’s position against various aspects of corruption including:

- the ban on giving and/or accepting favors, gifts and bribes,
- the promotion of fair and free competition,
- Gbm Srl’s exclusion from any anti-social forces.

A declaration that Gbm srl will continue to strive to maintain the following positions:

- a) It is the duty of all Gbm Srl employees and collaborators follow the laws and ordinances in this matter as well as the anti-corruption programs, including all Gbm Srl internal regulations and to promote fair, faithful and transparent business activities;
- b) If any Gbm Srl employee or collaborator commits an act in violation of the Laws, Ordinances or Gbm Srl internal regulations, the Company, under its rules, will impose a strict and impartial punishment for the employee or collaborator who has committed the violation.

Furthermore, Gbm Srl is determined:

to adopt a strict attitude towards those business partners whose anti-corruption measures are considered unsatisfactory by, for example, suspending the Company's operations with this business partner.

The Board of Directors will take the initiative to put into place anti-corruption programs and lead by example and show a strong leadership in ensuring that anti-corruption programs are known by actively transmitting messages to people both inside and outside the Company.

If any kind of corruption is caused within the Gbm Srl, the Board, on its own initiative, will face these problems by inquiring about the cause to avoid its recurrence.


In carrying out fair and transparent commercial activities, Gbm Srl recognizes that the trust and confidence that has been earned by its collaborators, customers, business partners and other parties with whom Gbm Srl does business is essential.

The Company will aim to truthfully and fully prevent corruption by providing regular internal training sessions, reviewing regulations and the status of compliance with anti-corruption programs.

The Board of Directors
(signature on the original)

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Organizational Model

Gbm Srl

Introduction

The Legislative Decree no. 231 dated 8 June 2001 and subsequent amendments (Law n. 123 dated 3 August 2007) introduces and regulates the liability, among other entities, of the Company for administrative offenses dependent on a crime. This legislation provides for the direct responsibility of the Company when crimes are committed by senior managers or those who exercise management and control or by persons who are subject to the direction or supervision of these senior managers. It also establishes the application of administrative penalties that can interfere, even gravely, with the Company's activities.

The legislation that affects the Company can be summarized as follows:

- **Nature of administrative liabilities of the Company**

The Company's administrative liability deriving from Legislative Decree no. 231 dated 8 June 2001 is added, but doesn't replace, the personal liability of the individual who committed the crime.

- **The alleged crimes and offenses**

The Company can only respond for the crimes and administrative offenses expressly provided for by Legislative Decree no. 231/2001.

- **Objective criteria for the indictment of administrative liability**

To be applicable, the rules laid down by Legislative Decree no. 231/2001 requires that the offense:

- a) be expressly indicated by the Legislative Decree no. 231/2001 and subsequent integrations;
- b) be committed in the interest or for the benefit of the Company;
- c) be committed by one or more qualified individuals, meaning those ***individuals in a senior position**, that is to say those people who hold a position of representation, administration or management of the Company or be committed by individuals in a subordinate position, that is to say those ***individuals subject to direction or supervision** of one of the top managers;
- d) The Company is not liable if the crime or the offense has been committed by the above persons in their own exclusive interest or in the interest of third-parties.

- **Subjective criteria for the indictment of administrative liability**


The Legislative Decree no. 231/2001 excludes the Company from any liability if – prior to the offense - it has adopted and implemented an organizational model appropriate to prevent the offense.

The Company's liability, therefore, is created by the non-adoption or non-compliance by the due levels of organization. However, the adoption of an organizational model is not mandatory.

- **Crimes committed by top managers**

For senior managers, Legislative Decree no. 231/2001 establishes a relative presumption of responsibility of the Company. This presumption of responsibility is excluded only if the Company demonstrates:

- 1) that the Company, before the offense, had adopted and implemented the organizational model suitable to prevent it;
- 2) that the task of supervising the functioning and observance and updating of the model has been entrusted to a body with autonomous power of initiative and control;

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3) that the individual or individuals have committed the crime by fraudulently evading the model of organization and management;

4) that there has not been omitted or insufficient supervision by the body in charge.

These conditions must all be verified to exclude the responsibility of the Company.

- **Crimes committed by individuals in a subordinate position**

For the crimes committed by subordinates, the Company can only be held accountable if it is established that the crime has been committed due to non-compliance with the obligations of management or supervision.

- **Penalties**

The sanctions provided for by Legislative Decree 231/2001 are both of a monetary and disqualifying nature. The monetary penalty is determined by a judge. When the judge considers the Company responsible, a pecuniary penalty is always applied.

The disqualifying penalties are applied in addition to monetary penalties and provide for:

- * the temporary or permanent ban from the activity
- * suspension or withdrawal of authorizations, licenses, etc.
- * a ban of contracting with the public administration
- * exclusion from assistance, loans, grants or subsidies and the possible revocation of those already granted
- * the temporary or definitive ban on advertising goods or services.

There are also two other penalties

- * confiscation
- * publication of a criminal conviction

Our Organizational Model

This Organizational Model (OM) represents the regulation applied to the Company Gbm Srl and is binding for the Company.

This OM follows the guidelines drawn up by Confindustria (updated in March 2014) and the National Foundation of Accountants – June 2016 (CNDCEC- National Council of Chartered Accountants and Accounting Experts) Edition with the necessary amendments that take the Company's size into account.

This OM has been approved by the Board of Directors of the Company through the resolution dated 7 January 2019.

The attached Code of Ethics is an integral part of the OM and its intended purposes and the resolutions (principles) set out in the Code of Ethics also apply to this OM.

Analysis of Activities

In order to assess the elements of risk of the Company, it is necessary to take into account both:

A) – *the product sector*

and

B) – *the dimensional thresholds of the Company.*

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A) Gbm Srl essentially manufactures custom wire and cable assemblies, a business area that is to be considered, pursuant to Legislative Decree no. 231/2001, a sector that is not very sensitive and poorly suitable to expose its employees and collaborators to serious risks.

Furthermore, the Company does not use its own employees in areas outside the Company's productive boundary. Additionally, pursuant to Legislative Decree. 231/2001, Gbm Srl does not enter into commercial relations with the Public Administration by not participating in public tenders, by not executing works under contract or subcontract. Gbm Srl is not a holder of concessions or authorizations of the Public Administration, nor are they present, within the corporate structure of entities or companies related to the public area.

B) for dimensional purposes, referring to the parameters referred to in the Ministry of Productive Activities Decree dated 18.04.2005, the Company can be positioned among small businesses.

Gbm Srl, considering its economic productive dimension, is equipped with an efficient and updated corporate organizational level and has activated procedures, protocols, job descriptions, such as to place the Company in a very low risk category pursuant to Legislative Decree no. 231/2001, below the acceptability threshold.

The Company is a rather complex entity, characterized by a short vertical managerial base with unfragmented administrative powers and with a single decision-making center represented by the Board of Directors, which in turn is made up of only two directors.

The Existing Internal Control System

The existing internal control system consists of the following certified processes:

- British Standard OHSAS 18001 Occupational Health and Safety Assessment Series n. IT 101549.
- System Quality ISO 9001:2015 n. IT-1643.
- System of Environmental Management ISO 14001:2015 n. 84565.
- Voluntary subscription to the Italian Responsible Payments Code (ASSOLOMBARDA).

These systems and their procedures formalized in documents and considered as a functional organic set have been acquired as a starting point for the Organizational Model.


The Organizational Model therefore takes into account this baseline reality.

Elements of Risk

Initial Mapping

In this context, the risk analysis (Risk Assessment) carried out within Gbm Srl tested the following aspects:

1. The existence of a clear and defined delegation system.
2. The existence of formal and concretely applied procedures.
3. The existence of cash movements not executed as per procedures that regulate these activities.
4. The establishment or existence of a code of ethics or behavior.
5. The existence of an adequate protection of Company assets.

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6. The existence of expense reimbursement procedures.
7. The existence of a delegation of power to make purchases, if not centralized in a single function (Board of Directors).
8. The existence of contractual records that regulate business relations with agents and consultants.
9. The existence of a dedicated role of management control system.
10. The existence of a supervisory body.
11. The existence of a Workplace Safety Manager.

Assessment of existing preventive Control System

The Company has voluntarily adopted all the aforementioned management and internal control systems such as implementing formal procedures, an adequate protection of Company assets, a regulation of contractual relations, Management Control Systems, and a Workplace Safety Manager. It is, thus, reasonable to believe no risks that exceed the acceptable risk are identified.

Assessment of residual risks

From the analysis of the initial mapping, the assets or sectors of activity in which risk elements can be identified are in the following areas:

1) Proxy procedures

In relations to point 1) delegation procedures, granted by the administrative body to the various functions according to business needs in addition to those already in place relating to the administrative and accounting management within the same administrative body, are identified in:

- a) Proxy to Human Resources management
- b) Proxy to Sales and Purchasing Directors
- c) Proxy to Technical Management

already dealt with in the Company management system, they identify for points a) and c), the required human resources available among those already employed within the Company or, if necessary, new hires.

2) Administrative procedures

In relation to point 2) Administrative procedures, the analysis that was carried out to identify any deficiencies and displacements, and highlighted the following points:

- a) Formalization of procedures for the movement of cash
- b) Identification of expense reimbursement procedures


The related procedures will then be established, with the support of accounting software programs, and then compared with the procedures indicated in quality manuals.

4) Code of Ethics

This document, in its complex entirety, is aimed at establishing the Corporate Business Code for Gbm Srl.

10) Supervisory bodies

Even if the regulations in force today exonerate from the related obligation, the opportunity of appointing an internal statutory auditor or external auditor must be evaluated.

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Code of Ethics (Ex Legislative Decree no. 231/2001)

Premises

This Code of Ethics

- is an integral and inseparable part of the Company Organizational Model which includes, as other essential parts, the Company management system, the environmental management system, the responsible payments code, privacy protection policy and quality management systems.
- gathers the principles and rules that must be observed to improve Gbm Srl's operations and reliability by revealing the ethical and social responsibilities of the same towards internal and external stakeholders (employees, partners, suppliers, customers, collaborators, public bodies etc.) in an attempt to balance different interests and the legitimate expectations of various parties.

The purpose of this code is to promote a high level of ethical professionalism and to prevent behaviors that are in contrast with laws and Company values.

Recipients

Our Code of Ethics is aimed at all those who in some way maintain relationships with our Company and that we can indicatively list, even if not exhaustively, in

- directors and all those who exercise, de facto, the management and control of the Company;
- all those who have a subordinate or occasional employment relationship with the Company;
- all those who collaborate with the Company by virtue of a para-subordinate work relationship (e.g. temporary workers, interns, etc.)
- all those who, although not part of the Company, operate or have relationships with us (e.g. customers, suppliers, partners, etc.)

They will later be referred to as "Recipients".

All recipients are required to know our Code of Ethics and to respect it, collaborating in its development.


Recipients who violate the principles and rules set out in this Code of Ethics undermine the relationship of trust established with Gbm Srl.

The Company will distribute this Code of Ethics as extensively as possible. It will be distributed to all employees and collaborators to publicize its rules and objectives.

Principles

This Code of Ethics is based on the following principles:

- ethically correct behavior and respect for the laws both for the Company and for its interlocutors;
- mutual respect, fairness and courtesy in the relationships between employees, colleagues and collaborators;
- loyalty of employees and collaborators towards the Company;
- professionalism, competence and professional diligence;
- respect for the environment and the health and safety of employees and collaborators.

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Our Company does not commence or continue any relationship with those who do not align with these principles.

The Company undertakes to:

- to promote and develop a business culture based on ethical values;
- disclose the procedures, rules and practices to be followed;
- obtain the maximum consent to the fundamental principles of its Code.

The objectives to be pursued are:

- Equity and equality in the treatment and recognition of the value of human resources;
- Diligence, transparency, honesty, confidentiality and impartiality in carrying out business activities;
- Protection of the person and the environment.

Guidelines


- Every employee of the Company must commit to compliance with applicable laws and regulations;
- Every operation and transaction of the Company must be correctly registered, authorized, verifiable, legitimate, coherent and congruous.

All actions and operations of the Company must be properly registered and it must be possible to verify the decision-making, authorization and execution process. For each operation there must be a suitable documentary support to allow, at any time, checks that certify the characteristics and motivations of the operation and identify who authorized, carried out, registered, verified the operation itself. The transparency, accuracy and completeness of the information on the financial statements are of distinctive importance.

Relations with the interlocutors of the Company: Public Administration, public employees.

Both illicit payments and/or donations made directly to Italian institutions or their employees and those made through persons acting on behalf of such entities are considered acts of corruption. It is not permitted to offer money or gifts to managers, officials or employees of the Public Administration or to their relatives unless they are gifts of modest value identified in a maximum of €100.00 (one hundred). It is forbidden to offer or accept any object, service, value provision to obtain a more favorable treatment in relation to any relationship with the Public Administration. Any actual or potential violation committed by parties within the Company or by third parties must be promptly reported to the internal supervisory bodies. Any gratuities that the Company freely and publicly distributes to public entities in the interest of the community are excluded from these prohibitions.

- The following criteria apply to health and safety at work:
 - 1) Eliminate the risks and, where this is not possible, reduce them to the minimum in relation to the knowledge acquired on the basis of technological advancements.
 - 2) Evaluate all risks that cannot be eliminated.
 - 3) Reduce risks at the source.
 - 4) Respect the ergonomic and health principles in the workplace, in the organization of work, in the design of jobs and the choice of work equipment, in the definition of working methods and production, specifically to reduce the effects on the health of monotonous and repetitive work.

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- 5) Replace what is dangerous with something not dangerous or less dangerous.
- 6) Plan the measures deemed appropriate to ensure the improvement of safety levels over time, including the adoption of codes of conduct and good practices.
- 7) Prioritize collective protection measures in relation to individual protection measures.
- 8) Give adequate instructions to the workers.

These criteria are used by the Company to take the necessary measures to protect the safety and health of workers, including activities to prevent occupational risks and to establish an organization and the necessary resources.

- Work environment

Ensuring that no sexual harassment, initiatives, or adopted behavior create a work environment that is intimidating, hostile, or isolating towards individuals or groups of workers in internal and external work relationships so as to negatively interfere with performance at work or impede career prospects for mere reasons of personal competitiveness.

- In relation to workers and collaborators

The Company, through its directors, is committed to:

- 1) Offering equal employment opportunities to all employees and collaborators on the basis of professional qualifications and performance without discrimination based on ethnicity, religion, opinions, nationality, gender, age, physical and social conditions.
- 2) Develop the skills and competences of each employee and collaborator with training and updating activities.
- 3) Ensure fair treatment based on merit and criteria of competence.
- 4) Protect the information relating to employees and collaborators generated or acquired by the Company and to activate any useful precaution to avoid misuse of such information (privacy protection).
- 5) Ensure freedom of trade union association.

- Activities with a possible environmental impact:

The Company's directors are committed to respecting environmental legislation and implementing preventive measures to avoid or at least minimize the environmental impact by applying the following criteria:

- 1) Adopt measures to limit and, if possible, avoid the negative impact on the environment of business activities. This shall be done not only when the risk of harmful or dangerous events is demonstrated but also when it is not certain whether and to what extent the activity of a Company exposes the environment to risks.
- 2) Privilege the adoption of measures aimed at preventing possible damage to the environment, rather than waiting to repair the damage once it has already occurred.
- 3) Program a constant and scrupulous monitoring of scientific progress and of the normative evolution in environmental matters.
- 4) Promote the values of training and sharing of the principles of this Code among all the subjects operating in the Company and to the other subjects unrelated to the Company structure but connected to the Company through negotiation relationships or specific contractual clauses.

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The commitments of the Recipients

The recipients are committed to

- 1) Provide the contracted performance consistent with the assigned tasks or objectives without delegating to third-parties those tasks that are assigned to the Recipients.
- 2) Respect the working hours and limit absences to those strictly necessary.
- 3) Adopt a respectful and civil behavior with respect to others and avoid using or offering third parties alcohol, drugs and similar substances during work hours and in the workplace.
- 4) Effectively contribute to achieving Company objectives.
- 5) Employ the goods and resources made available in compliance with their business use, conserve them and their functionality while not using them for personal needs. Any personal use of business assets must have express permission from the administrative bodies.
- 6) Use the utmost caution and care in the use of non-public information regarding the Company as a whole of relationships and interests. Any information or other material obtained in the performance of work are the property of the Company.
- 7) Employees and collaborators who become aware of any falsifications in accounting or accounting documentation must report the information to the manager or the contact person, who can in turn involve the Supervisory and Control Body.

Third-party Relations

Relations with customers must be correct but also obtain the customers' maximum satisfaction.

Relationships with suppliers must also be correct but also take into account the quality of the goods or services provided that must correspond to Gbm Srl product quality policies and the price that must be appropriate to the economic-productive needs of the Company.

The relations with the Tax Authorities must be correct and respectful of the laws and take into account the social obligations that are incumbent with companies in a Democratic State.


Even though our Company doesn't have any relations with public administrations, relations with the Public Administration are reserved to the administrative body and limited to institutional obligations. Any possible donations that the Company should offer to public entities must be made publicly, in the interest of the community, traceable and documentable.

Relations with workers' unions and political organizations must be limited to institutional activities. No contribution, in any form, can be granted to them. Gbm Srl is committed to respecting and enforcing agreements, at local and national level, that professional organizations (CONFINDUSTRIA) have in place or will stipulate with workers' unions.

Disciplinary System

Violations of this Code of Ethics or Organizational Model will be penalized.

The penalties provided for in this paragraph are applicable both to those in top positions and to all recipients.

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This disciplinary system has an essentially preventive function and must be tiered to the seriousness of the ascertained violations taking into account:

- The proportionality of the violation as the penalty must be commensurate with the extent of the act
- The adversarial process, assuring that the interested subject has the opportunity to justify his or her behavior.

The verification of the violation of the disciplinary rules lies with the Supervisory and Control Board (SB), which will inform the Board of Directors, if necessary.

The application of penalties lies with the SB and the Board of Directors.

If the violation concerns the work of a Director or the entire board of directors, the SB will convene the Shareholders' Meeting to adopt the most appropriate measures permitted by the law and by the Articles of Association, always subject to the actions that the Company provides for directors (such as revocation or liability action). Respecting the proportionality and the principles of adversarial process, the disciplinary actions can consist of:

- formal complaints;
- suspensions from office for a specified period;
- removal from office (revocation).

If the violations concern third parties: any external collaborator behavior that violates the rules of conduct indicated here will be formally notified with a description of the violation committed and the consequences foreseen by the contractual agreements which may consist of fines, penalties and resolutions of the contractual constraints. For this reason, there are specific clauses referring to the behaviors that generate these types of violations in the contracts stipulated by our Company.

If the violations concern employees, in compliance with the principle pursuant to art. 2106 of the Italian Civil Code of the proportionality of a fine to the gravity of the infringement, the penalty that can be imposed are those provided for by art. 7 of Law 300/1970 (Workers' Statute) supplemented by the specific provisions of the National Collective Labor Contract applied by our Company. The penalties will be applied regardless of the progress and outcome of a parallel criminal proceeding initiated by the judicial authority in the event that the contract behavior represents a crime (e.g., theft, fights, stalking, bullying, etc.).


Supervisory Board (SB)

Premises

The task of supervising the functioning and observance of the models and their updating is entrusted to the Supervisory Board (SB) which, in its professionalism, is endowed with autonomous powers of initiative and control.

Composition, Appointment, Removal, and Requirements

The Supervisory Board, from now on called the SB, is composed of a person who enrolled in the Register of Chartered Accountants and Accounting Experts. He or she will remain in office for three-year terms that can be renewed. For this activity, the SB members are paid a compensation determined by a Board of Directors mandate at the time of appointment and this compensation will continue for the

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duration of their three-year mandate. The appointment of a member to the SB is the responsibility of the Board of Directors who will choose this person exclusively on the basis professionalism, integrity, competence, independence and functional autonomy.

The removal of the component of the Supervisory Board is the exclusive competence of the Board of Directors. Simultaneously with the removal, the Board will appoint a replacement for the removed one. In the event of resignation, physical impediment or death of the member of the SB, the Board of Directors shall promptly mandate a replacement.

Supervisory Board Activities

The Supervisory Board is called to carry out the following activities:

- Monitoring the effectiveness of the model, i.e. on the coherence between actual behavior and the model
- Assessment of the adequacy of the model and its tangible ability to prevent prohibited behavior
- Analysis and conservation of the model's soundness and functionality over time
- Maintaining the necessary updating of the Model by making corrections and/or adjustments and providing amendment suggestions and proposals to the Board of Directors.
- verify the implementation and effective functionality of the changes made
- report significant violations of the provisions of the Model to the administrative body.

The Supervisory Board performs semi-annual checks and may, if invited or deemed appropriate, participate in the Board of Directors meetings.

Supervisory Board Duties

The Supervisory Board issues audits reports to the Board of Directors in writing at least once a year, and exceptionally in cases of necessity and urgency, together with the Corporate Financial Statements communicating on the activities carried out and putting forward any OM integration or amendment proposals.


These reports must be prepared for possible updates and allow the Board to make the appropriate assessments and amendments to the OM.

In the report, if necessary, the following should be described:

- Possible problems related to the implementation modalities of the OM;
- A summary of any reports received from the recipients or from external parties regarding the OM and the Code;
- The disciplinary procedures and penalties eventually applied by the Company exclusively referring to the activities at risk;
- An overall assessment of the functioning of the OM and of the Code.

Obligations towards the Supervisory Board

The corporate bodies and the Recipients must promptly communicate news relating to any crime and behavior that does not comply with the principles and requirements of the OM and the Code to the SB.

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Crimes and/or violations of the OM and the Code of any type and severity must be communicated to the SB by means of a dedicated e-mail.

The dedicated e-mail address will be brought to the attention of all interested parties through appropriate methods to make it easy to find and distribute (e.g. Company site, disclosed in the organizational model, referenced in Company printouts, etc.).

The confidentiality of the reporting party's identity must be guaranteed, without prejudice to legal obligations.

Powers

The activities established by the SB cannot be syndicated by any other corporate body or structure.

The SB has free access to all the functions of the Company to obtain any information or data deemed necessary for the performance of the tasks assigned to it without the need for any prior consent.

The Supervisory Board, with the prior authorization of the Chairman of the Board of Directors, may use, under his or her direct supervision and responsibility, the help of all the structures of the Company.

The SB may request information or the presentation of documents relevant to the activities at risk, to employees, collaborators, agents and representatives external to the Company. The obligation of the aforementioned subjects to comply with the request of the SB must be included in the individual contracts.

The SB self-regulates its activities.

Powers of management, decision-making, organizational or disciplinary intervention cannot be assigned to the SB, even as a temporary replacement.

In case of urgency or need, the SB can ask the Board of Directors President to call a Board of Directors meeting.

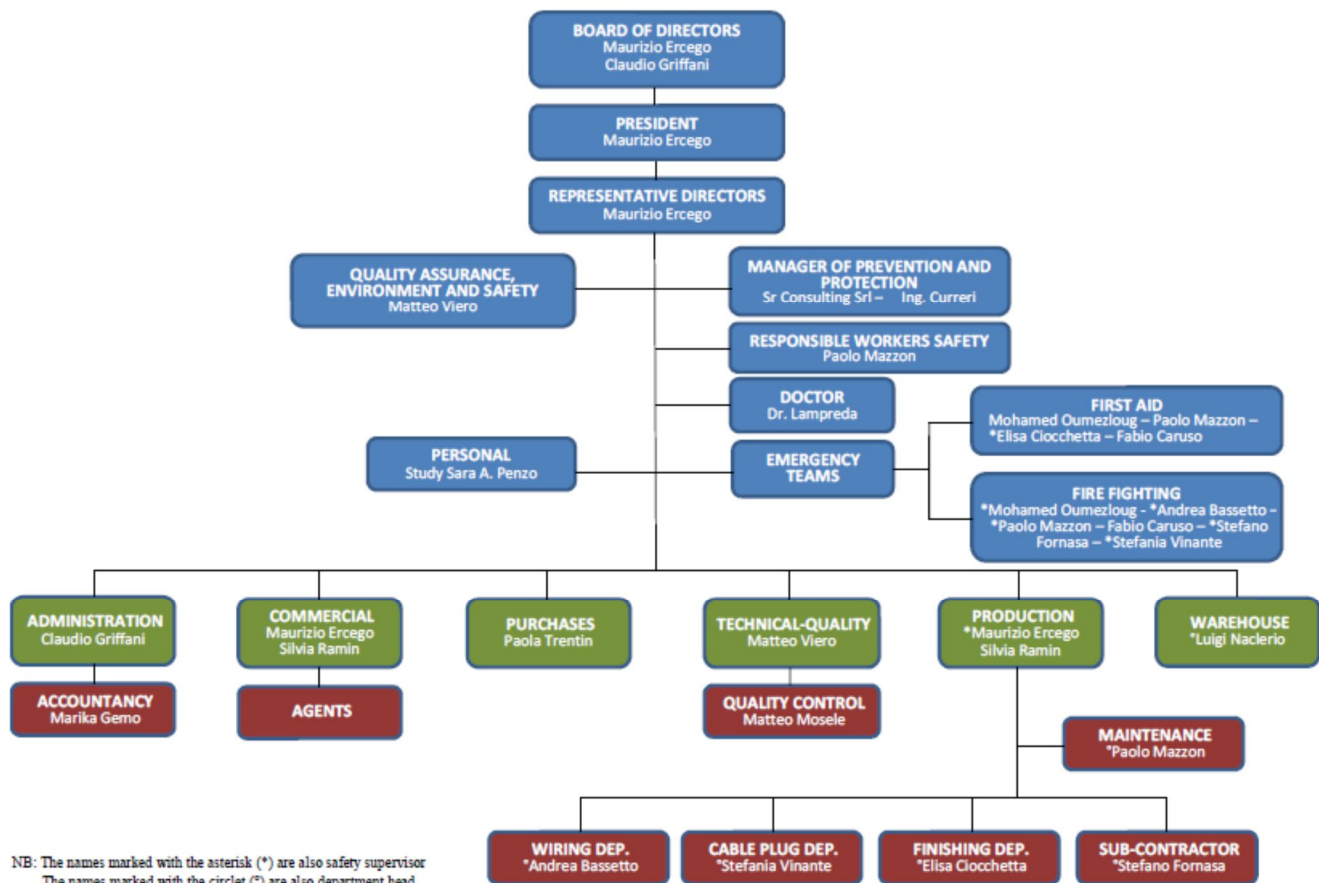
Adoption, Amendments and Updates of the O.M. and Code

The exclusive competence for the adoption, amendments and updating of the OM and the Code is the Board of Directors which will promptly modify the OM and the Code autonomously or according to a SB proposal regarding significant deficiencies, violations or elusions of the provisions contained therein that highlight the incapacity to guarantee the effective prevention of crimes or adaptation to legislative changes.

Altavilla Vicentina, 7 January 2019

Organizational Model

Corporate Organization Chart




Company Job descriptions

BOARD OF DIRECTORS

- The Board of Directors is the maximum authority within the Company.
- It defines the Quality, Environmental and Safety Policy and the strategies regarding the establishment, the drafting, the application, and the updating of the Organizational Model.
- Defines the responsibility and the authority of each Company function.
- Defines corporate financial strategies.
- Defines the general corporate spending budget.

PRESIDENT

- Reports directly to the Board of Directors.
- Defines the Quality, Environmental and Safety Policy, disseminating and establishing the objectives and goals of the management system.
- Defines and assigns the tasks and responsibilities regarding the Quality and Environmental management systems.
- Defines and assigns the tasks and responsibilities related to Occupational Health and Safety management systems.

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- Approves the Quality and Environmental management systems manual, the procedures and instructions referred to in it.
- Approves the Occupational Health and Safety management manual, the procedures and instructions referred to in it.
- Provides the resources (human, financial, organizational and technological infrastructures) necessary to maintain and improve the management system to achieve the established objectives
- Provides the resources (human, financial, organizational and technological infrastructures) necessary to maintain and improve the Occupational Health & Safety management systems to achieve the established objectives

MANAGEMENT REPRESENTATIVE FOR SAFETY

- Ensures that the Occupational Health & Safety management systems requirements set out in the manual are maintained and applied.
- On the occasion of the Occupational Health & Safety management systems review, he or she reports to Management on the progress of the same and formulates the recommendations for improvement.
- Assigns responsibility for carrying out occupational safety audits.


MANAGEMENT SYSTEMS MANAGER

Requirements:

- Education: Secondary School Diploma.
- Skills: A good knowledge of Information Technology.
Knowledge of English as a foreign language.
Knowledge of UNI EN ISO 9001:2015 regulations.
Knowledge of UNI EN ISO 14001:2015 regulations

Responsibility:

- Reports directly to the President and is independent of the other Company functions.
- Has the task of ensuring management and customers that the activities related to quality are carried out, verified, and updated.
- Is responsible for drafting, managing, and updating manuals and procedures, as well as their dissemination throughout the Company.
- Verifies and optimizes the functioning of the Management System, carrying out or making systematic internal audits and promoting awareness, education and training of personnel in the issues concerning quality and environment.
- Collects and manages external regulations on quality, environment and technical matters.
- Manages the supervision and calibration of instruments as an Instrumentation Supervisor.
- Manages the relations with the sales department regarding complaints and consequent corrective actions.
- On the indication of the President, he or she is responsible for issuing the directives necessary for the effective application of the management system to all personnel.

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OCCUPATIONAL HEALTH AND SAFETY MANAGEMENT SYSTEMS MANAGER

Requirements:

- Education: Secondary School Diploma.
- Skills: A good knowledge of Information Technology.
Knowledge of English as a foreign language.
Knowledge of OHSAS 18001:2007 regulations.

Responsibilities:

- Unless otherwise arranged by Management representatives, he or she performs audits on the Occupational Health & Safety management systems.
- He or she manages the Occupational Health and Safety management system and provides for the revision and dissemination of this document within the Company.
- Upon indication of Management representatives, he or she is responsible for issuing the Directives necessary for an effective application of the Occupational Health and Safety management system to all staff.

PROTECTION AND PREVENTION SERVICE MANAGER

Requirements:

- Education: Appropriate to perform the task according to law.
- Skills: A good knowledge of Information Technology.

Responsibilities:

- Conducts risk assessment and proposes prevention and protection measures.
- Proposes Occupational Health and Safety management system objectives and programs.
- Proposes and creates training programs regarding the Occupational Health and Safety management system.
- Prepares emergencies within the Occupational Health and Safety management system.
- Carries out investigations on dangerous events and coordinates corrective and preventive actions concerning the Occupational Health and Safety management system.


PROTECTION AND PREVENTION SYSTEM OFFICER

Requirements:

- Education: Secondary School Diploma.
- Skills: A good knowledge of Information Technology.
Knowledge of OHSAS 18001:2007 regulation.

Responsibilities:

- He supports the RSPP (protection and prevention service manager) in carrying out his or her duties.

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WORKERS REPRESENTATIVE FOR SAFETY

Responsibilities:

- Supervises and oversees compliance with legal obligations as well as all the provisions of the Company Occupational Safety and Health management system by each individual worker.
- Reports to the Employer any deficiencies and/or worker needs in regards to health and safety in the workplace.
- Participates in the periodic meeting with the Employer, Competent Doctor and RSPP (protection and prevention service manager) for the evaluation of the Risk Assessment Document.

ADMINISTRATION / ACCOUNTING

Requirements:

- Education: Secondary School Diploma in Accounting.
- Skills: A basic knowledge of Information Technology.

Responsibilities:

- He or she is responsible for the activities of General accounting, VAT accounting, accounting of Suppliers and Clients and the fulfillment of tax obligations, in accordance with current regulations.
- maintains relationships with banks, financial organizations.
- Provides management of the customer from an accounting and administrative point of view; performs billing and checks on commissions.
- manages the collection and analysis of data for the preparation of the budget and controls, through financial and economic reporting, the assets of the company.


SALES MANAGER

Requirements:

- Education: Secondary School Diploma and a few years' experience in the sector.
- Skills: A basic knowledge of Information Technology.
A good knowledge of English.

Responsibilities:

- Develops marketing policies, product and price strategies as well as the commercial policy defined by the Board of Directors.
- On the basis of the objectives established by the Board of Directors, he or she assigns the sales budget and decides the actions necessary to achieve it.
- Defines the appropriate payment terms with the Administration.
- Structures and manages an organization of sales agents, which ensures the necessary quantitative and qualitative pressure on customers.
- Controls the achievement of budget objectives by Sales Agents.
- collects information on the market and on the competition and distributes it within the company.
- Promotes the Company, organizes the Company's participation in trade fairs, and visits to customers.

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- Ensures compliance with the requirements established by the Quality, Environment and Occupational Health and Safety management systems.

SALES SUPPORT

Requirements:

- Education: Secondary School Diploma.
- Skills: A basic knowledge of Information Technology.
A good knowledge of English.

Responsibilities:

- Coordinates the activity of defining catalogs, price lists and modeling.
- Issues Offers and Order confirmations.
- Reviews the Offer and the Order.
- Prepares and reviews the daily Shipping Plan for order processing and transmits it to the Warehouse
- Manages relations with the Customer regarding the order, the complaints and the consequent corrective actions.
- Ensures compliance with the requirements established by the Quality, Environment and Occupational Health and Safety management systems.

FOREIGN SALES

Requirements:

- Education: Secondary School Diploma and a few years' experience in the sector.
- Skills: A basic knowledge of Information Technology.
A good knowledge of English.

Responsibilities:

- Coordinates the Sales Agents abroad.

AGENT MANAGER

Requirements:

- Education: Secondary School Diploma and a few years' experience in the sector.
- Skills: A basic knowledge of Information Technology.
A good knowledge of English.


Responsibilities:

- Assigns the sales budget divided by product category to the individual agents.

PURCHASING OFFICE

Requirements:

- Education: Secondary School Diploma and a few years' experience in the sector.
- Skills: A basic knowledge of Information Technology.
A good knowledge of English.

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Responsibilities:

- He or she is responsible for the continuous monitoring of the quality level of suppliers and any corrective and preventive actions against them, using the methodological and technical support of Quality Assurance and related non-conformity data detected during the acceptance phases.
- Manages activities and documentation related to supplier offers and orders to suppliers.
- Checks price changes.
- Manages the technical documentation and any samples related to the products to be purchased.
- Ensures the availability of materials and products by agreeing inventory levels with the management.
- Organize inventories for inventory verification.
- Manages the paper and/or IT (Sistri) documentation necessary for the management of Company waste.
- Coordinates and manages company waste disposal with suppliers.
- Provides the documentation and data necessary for the compilation of the Mud (Single Environmental Declaration Form) and ensures that it is sent to the appropriate body.
- Manages the Material Safety Data Sheets purchased.
- Ensures compliance with the requirements established by the Quality, Environment and Occupational Health and Safety management systems.

QUALITY CONTROL

Requirements:

- Education: Secondary School Diploma.
- Skills: A basic knowledge of Information Technology.
A good knowledge of English.

Responsibilities:

- He is responsible for the continuous monitoring of the quality of the Gbm Srl products and the incoming controls on the raw materials purchased.
- Manages product samples to be sent to the customer to obtain approval for production.
- Manages laboratory tests on cables with plugs, terminal blocks and fixed cables.

PRODUCTION

Requirements:

- Education: Secondary School Diploma.
- Skills: Good knowledge of Information Technology.
Possibly, two years of experience in the sector.

Responsibilities:

- Plans production activities with the aim of optimizing the use of resources.
- Issues documentation for internal production.
- Collaborates to the definition of the main productive and logistic choices of the company.

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- Collaborates with the procurement function and coordinates the control activities in reception and the product in production to guarantee the quality of the products and a regular flow of raw materials and semi-finished products.
- Ensures a proper storage and handling compatible with the characteristics of the products to ensure the maintenance of essential quality requirements.
- Provides for the technical training of operating personnel.
- Ensures compliance with the requirements established by the Quality, Environment and Occupational Health and Safety management systems.

EXTERNAL PROCESSING

Requirements:

- Education: A few years' experience in the sector.
- Skills: A basic knowledge of Information Technology.

Responsibilities:

- Receives production orders that involve external processing.
- Prepares the semi-finished products to be sent to external processing.
- Picks the raw material to send to external processing.
- Agrees processing times with external laboratories.
- Dispatches the materials necessary for external processing.
- Manages the accounting return of processed products.
- Ensures compliance with the requirements established by the Quality, Environment and Occupational Health and Safety management systems.

TECHNICAL OFFICE

Requirements:

- Education: Secondary School Diploma.
- Skills: A good knowledge of Information Technology.
A good knowledge of English.

Responsibilities:

- Plans the Manufacturing and Control activities of the Products.
- Defines the production cycles.
- Defines the control cycles in the various production phases from the entry of the goods to the completion of the finished product.
- Defines the bill of material.
- Designs product/process technical drawings and specifications.
- Proposes technological innovations to Management.
- Ensures compliance with the requirements established by the Quality, Environment and Occupational Health and Safety management systems.

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MAINTENANCE

Requirements:

- Education: Secondary School Diploma in Electronics.

Responsibilities:

- Defines and implements the maintenance of company machinery.
- Ensures compliance with the requirements established by the Quality, Environment and Occupational Health and Safety management systems.

WAREHOUSE

Requirements:

- Education: Secondary School Diploma and a few years' experience in the sector.
- Skills: A basic knowledge of Information Technology.

Responsibilities:

- Receives incoming products, checks, and stores the products in the pre-established places.
- Supplies the production departments with the required materials.
- Collaborates with customer support for the preparation of deliveries.
- Provides for the evasion of orders.
- Ensures compliance with the requirements established by the Quality, Environment and Occupational Health and Safety management systems.

SUPERVISOR

Requirements:

- Education: Middle School Diploma.
- Skills: Use of operating machines, a basic knowledge of Information Technology.

Responsibilities:

- Supervises and oversees the compliance by individual workers with the legal obligations, as well as all the provisions on Safety and Health at work provided by the Company.
- In the event of an emergency, he or she supervises the application of the measures to be taken by workers under his or her control.
- Informs workers of serious and immediate unforeseen situations.
- Informs the employer of the inefficiency of equipment and PPE (Personal Protective Equipment) and any other situation that puts workers' safety at risk.

PRODUCTION OPERATORS

Requirements:

- Education: Middle School Diploma.
- Skills Use of operating machines, a basic knowledge of Information Technology, knowledge of product quality control.

Responsibilities:

- Uses and equips operating machines.

- Performs and records the controls in production.
- Inserts data related to production progress.
- Configures and identifies products.
- Meets the requirements established by the Quality, Environment and Occupational Health and Safety management systems.

Company Functions


Role	Name
Management Systems Manager (Quality, Environment, Safety)	Matteo Viero
Sales	Silvia Ramin
Purchasing	Paola Trentin

Sales

Operation	Office	Name	Management	Control
Receipt of an offer request	Sales	Silvia Ramin / Ercego Maurizio		Maurizio Ercego
Analysis	Technical	Matteo Viero / Ercego Maurizio		Maurizio Ercego
Provisional BOM creation by price	Technical	Matteo Viero		Maurizio Ercego
Price creation	Commercial	Silvia Ramin		Maurizio Ercego
Sending of Offer	Sales	Silvia Ramin		Maurizio Ercego
Receipt of Orders	Sales	Silvia Ramin		Maurizio Ercego
Order control, entry and shipping confirmation	Sales	Silvia Ramin		Maurizio Ercego
Creation of Production Orders	Sales	Silvia Ramin / Ercego Maurizio		Maurizio Ercego
Production	Production Manager	Ercego Maurizio / Silvia Ramin		Maurizio Ercego
Quality control	Quality	Matteo Mosele		Maurizio Ercego
Shipping and issuing of Transport documents (DDT)	Warehouse	Luigi Naclerio		Maurizio Ercego

Purchasing

Operation	Office	Name	Management	Control
Contracting annual agreements	Management / Purchasing	Ercego Maurizio / Paola Trentin		Maurizio Ercego
MRP (Material Requirements Planning)	Purchasing	Paola Trentin		Maurizio Ercego
Issue of orders	Purchasing	Paola Trentin		Maurizio Ercego
Receipt Material check documents / goods correspondence	Warehouse	Luigi Naclerio		Maurizio Ercego
Quality control	Quality	Matteo Mosele		Matteo Viero
Material storage	Warehouse	Luigi Naclerio		Maurizio Ercego
Warehouse loading registration	Purchasing	Paola Trentin		Maurizio Ercego

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Administration

Operation	Office	Name	Management	Control
Accounting	Administration	Nicole Paggin / Marika Gemo	Griffani Claudio	AUDITOR
Taxation	Administration	Nicole Paggin / Marika Gemo	Griffani Claudio	AUDITOR
Cash-relations with banks / collections, payments of bills	Administration	Nicole Paggin / Marika Gemo	Ercego/Griffani	AUDITOR
Staff	Administration	Nicole Paggin / Marika Gemo	Maurizio Ercego	AUDITOR

Minutes of the Board Meeting, 10 January 2019

Today, January 10th, 2019 at 10:30 am at the registered offices of Gbm Srl, the Board of Directors of the Company, Mr. Ercego Maurizio and Mr. Griffani Claudio, met to discuss and deliberate the following agenda:

- Identification of the Supervisory Board email for the purposes of the Organizational Model.

The President, Mr. Ercego Maurizio calls Mr. Griffani Claudio to act as Secretary.

Having noted that the quorum was present at this Board meeting, the President reports on the need to complete the instruments that the Company must provide to implement its Organizational Model pursuant to Legislative Decree no. 231/2001, and to identify an email address to be used by third parties, pursuant to Legislative Decree no. 231/2001, to communicate with the Supervisory Board. This email address will be dedicated exclusively to this purpose, be strictly confidential, and the exclusive management of the Supervisory Board itself.

The Supervisory Board has communicated the following email address margherita.baldiss@gmail.com and the President points out that it is the duty of the Board of Directors to give maximum publicity to this email address.

After hearing the presentation, the Board identifies margherita.baldiss@gmail.com as the email address finalized to its Organizational Model and delegates its management to the Supervisory Board, Dr. Baldisserotto Margherita.

There being no further business, these minutes were read, confirmed, and undersigned and the meeting was adjourned at 11:05.

Altavilla Vicentina, 10 January 2019

the Secretary
GRIFFANI CLAUDIO
 (signature on the original)

the President
ERCEGO MAURIZIO
 (signature on the original)