Automobili Lamborghini S.p.A.

Legal Headquarter in Sant'Agata Bolognese (BO), 40019, Via Modena 12
Tax code and VAT number 03049840378

Organizational Model

Pursuant to Legislative Decree June 8, 2001, n. 231, bearing provisions governing administrative liability of legal entities, companies and associations including those that are not incorporated and subsequent modifications and integrations.

General Section

Organizational Model approved the first time by the
Board of Directors in 2010 and afterwards updated several times, most recently
with the deliberation dated May 6th, 2026

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Glossary

4-Eyes Principles	Essential principle of the Internal Control System for which no operation, transaction or business activity may be carried out without the authorization of at least two people belonging to different functions, according to the proxy and delegation system in place
Managing Director	Member of the Board of Directors of Automobili Lamborghini S.p.A.
Activities exposed to the risk of crime or sensitive activities	Indicate the processes, operations or acts or set of operations and acts in the performance of which, in relation to the types of crimes, it is abstractly possible, on the part of the people who carry out their activity for the Company, the commission of a crime included in these cases
Areas exposed to the risk of crime	Functions, offices and/or departments within which Predicate Offences may, in principle, be committed.
CCNL	National Collective Labour Agreement of "Industria metalmeccanica e della installazione di impianti", applied by Automobili Lamborghini S.p.A.
Ethic Code	The Ethic Code adopted by Automobili Lamborghini S.p.A. contains the general ethical principles of conduct, recommendations, obligations and prohibitions that the Company, its employees and collaborators are required to know and comply with. The Ethic Code constitutes an integral and complementary part of the Organizational Model and of any act, procedure or rule adopted to ensure its implementation
Board of Directors	The Board of Director of Automobili Lamborghini S.p.A.
Collaborators	It is meant any person who has a collaborative relationship in place, without being subject to subordination, agency, representation and/or other professional relationships that are not of a subordinate nature.
Sales Partner	It is meant subjects or organizations that sell Lamborghini brand products, spare parts, after-sales services, and financial services to final customers on the basis of licenses issued by Automobili Lamborghini S.p.A., involving individuals or legal entities as external business partners. These subjects have a contractual relationship with Automobili Lamborghini S.p.A. and act in the interest or at the request of the Company.
Decree o D.Lgs. 231/01 or Decree 231/01	Legislative Decree no. 231 of 8 June 2001, as successively revised and integrated
Recipients	Parties responsible for complying with the provisions of this Model pursuant to the Decree, such as, by example, but not limited to, Corporate Bodies, Managing Directors, Statutory Auditors, Employees, Consultants, Agents, Collaborators and Partners, as well as those who operate on behalf of the Company and all those who, directly or indirectly, permanently or temporarily, establish, for any reason whatsoever, including de facto, relations or negotiation/collaboration, relations in the interest of or on behalf of the Company itself.
Employees	All persons who have a subordinate or self-employed relationship with Automobili Lamborghini S.p.A. including managers and FSE, as defined in art. 2, paragraph 1, letter (a) of Legislative Decree 81/08.
Entity	Collective organization with a certain organizational autonomy, to which Legislative Decree 231/2001 applies and refers, which makes specific reference to legal identity, companies and associations even without legal identity (e.g. corporations, partnerships, associations, foundations,

	cooperatives and mutual insurance companies, consortia with external activity).
Suppliers	Suppliers of goods and services of Automobili Lamborghini S.p.A. that do not belong to the definition of Partner.
Audi Group or Group	It is meant the Group of Audi AG Ingolstadt - to which Automobili Lamborghini S.p.A. belongs - and which in turn is part of the VW Group, headed by Volkswagen AG.
Automobili Lamborghini, Lamborghini, AL, Company	Automobili Lamborghini S.p.A. – company with sole shareholder part of the Audi Group, based in Sant'Agata Bolognese (BO), via Modena 12, which adopts this Model
Guidelines	The "Guidelines for the construction of Organization, Management and Control Models pursuant to Legislative Decree 231/2001", prepared by Confindustria (Confederation of Italian Industry)
Model, Organizational Model or MOGC	Organizational, Management and Control Model adopted by Automobili Lamborghini S.p.A., pursuant to articles 6 and 7 of the Decree. The Model is constituted in its entirety by the General Section, the Special Sections and the Annexes.
Corporate bodies	Board of Directors and Shareholder's meeting of Automobili Lamborghini S.p.A.
Supervisory and control bodies	It is meant the Statutory Auditors, appointed in accordance with the Italian Civil Code and the Independent External Auditing Company in charge of the legal audit in accordance with Legislative Decree 39/2010.
Independent body or OdV	Indicates the body responsible for supervising the functioning of and compliance with the Model, appointed by the Board of Directors pursuant to Article 6 of Legislative Decree 231/2001.
General Section	The part of the Model containing, among other things, the description of the functions of the Model and the Independent Body, as well as a description of the organization and structure of Automobili Lamborghini S.p.A.
Special Section	The part of the Model dedicated to the analysis of the Company's activities/processes at risk of crime (so-called sensitive activities), with specific description of the individual activities, the Company areas/functions involved, the crimes at risk of being committed under the specific sensitive activity, as well as the procedures and/or controls adopted to prevent their commission.
Public Administration o P.A.	It is meant all public entities and parties (State, Ministries, Regions, Provinces, Municipalities, etc..) and public law bodies, concessionaires, contracting authorities, mixed limited liability companies, etc..) and all other entity who perform in some way the public function in the interest of the community and therefore in the public interest.
Crimes or Predicate Offences	The types of offences to which the provisions of Legislative Decree 231/2001 apply. The Organizational Model of Automobili Lamborghini S.p.A. includes the list of Predicate Offences in force at the date of its approval.
Internal control system	The set of procedures, processes, application practices and management and information systems adopted by Automobili Lamborghini S.p.A. and aimed at the governance and control of all company activities. The Internal Control System also includes the rules for the assignment of powers of signature.
Occupational Health and Safety Management System (SGSL)	Company organizational system aimed at ensuring the achievement of occupational health and safety objectives, in compliance with Article 30 of Legislative Decree 81/2008 and suitable to prevent the offences referred to in Articles 589 and 590(3) of the Italian Criminal Code

Disciplinary system	The disciplinary system adopted according to articles 6 and 7 of the Decree
Apical subjects/Top Management	Indicates individuals with autonomous decision-making powers acting in the name and on behalf of the Company within the limits of their delegated authority. Pursuant to Article 5, paragraph 1, letter A) of Legislative Decree 231/2001, these are persons who are representatives, directors or managers of the company or one of its organizational units with financial and functional autonomy as well as by people who exercise, even de facto, management and control thereof
Persons subject to others' direction or Subordinated	Indicates individuals subject to the direction or supervision of one of the Apical persons as indicated in art. 7 of the D.Lgs. n. 231/2001
TUS	Consolidated Law on Security, as per Legislative Decree n.81 of 9 April 2008 and subsequent revisions and integrations

PREAMBLE

Over time, the directors of Automobili Lamborghini S.p.A. (hereinafter also "AL" or the "Company") have equipped the Company with an organizational, administrative, and accounting structure consistent with the objectives of sound corporate governance set out in article 2086 of the Italian Civil Code.
Such a structure is functional not only to the achievement of the economic objectives pursued by the shareholders, but also to the timely detection of any factors of crisis or loss of business continuity that may arise.
This is intended to protect all stakeholders, including employees and the territories in which the business operates, in accordance with the principles of sustainable success, which represents the primary objective of the directors of Automobili Lamborghini.
In the belief that the commission of criminal offenses or, in any event, the violation of the rules governing the markets in which the company operates constitutes in itself a factor of crisis (even before the severe sanctions that may result therefrom), the organization and management model provided for by legislative decree no. 231/2001 (hereinafter also the "model"), which is designed to prevent such offenses, is considered an integral and essential part of al's overall organizational structure.
The document representing the model, which is set out below in an extended version, has been updated several times by the Board of Directors, and the latest version illustrated herein was approved at the meeting held on 6 May 2026. As a responsible organization aware of its ethical and legal duties, the company recognizes the fundamental importance of adopting and keeping the model up to date, as evidence of its ongoing commitment to promoting a corporate culture based on legality and integrity, with the aim not only of regulatory compliance but also of achieving a high standard of ethical conduct by all individuals involved in the company's activities. This document describes: i) the assessment carried out with regard to the risks of commission of the offenses expressly referred to in legislative decree no. 231/2001; ii) the identification of sensitive activities, in order to verify in which areas/sectors of activity and according to which methods the aforementioned offenses might theoretically be committed; iii) the mapping of the existing control system with reference to the applied "control principles." The following are also provided for: iv) the rules governing the identification, composition, and functioning of the supervisory body, as well as reporting flows to and from such body; v) the disciplinary system applicable in the event of violations of the rules set out in the model; vi) the system for managing financial flows; vii) the essential features of the company system for fulfilling all obligations relating to compliance with the standards set out in article 30 of legislative decree no. 81/2008 concerning the protection of health and safety in the workplace; viii) the procedures for updating the model itself. The provisions of the model are complemented by those of the Ethic Code (annex 2), which sets out the principles of conduct that guide all those who work within al and on its behalf.

1. LEGISLATIVE DECREE JUNE 8, 2001, NO. 231

1.1. Liability of legal entities, companies and associations

The Legislative Decree 8 June 2001, No. 231 (hereinafter also referred to as the "**Decree**") has introduced in the Italian Legal system the administrative liability related to crimes of legal entities (with the definition of Entity it refers to Companies, Association, consortium, hereinafter also referred to as "**Entities**") for types of crimes committed in its interest or for its benefit by (i) individuals who hold a representative, administrative or managerial position in the Entities or in one of their organizational units that enjoys financial and functional independence, or individuals that, represent, manage and control, also *de facto* the Entities, (ii) or individuals subordinate to the management or supervision of one of the subject referred above. This responsibility is added to the (criminal) liability of the natural person who has committed the offense.

The extension of liability aims to involve in the punishment those Entities that have benefited, directly or indirectly, from the commission of the offence. The sanctions laid down by the Decree could be pecuniary or disqualification as mentioned in the par.1.4 General Part of this Model.

Furthermore, it is worth mentioning that the Entity's liability is provided for attempted crimes and for crimes committed abroad, within Entity's operation that has its headquarters in the territory of the Italian State, unless the Judicial Authority of the State in which the crime has been committed decides to start the prosecution.

1.2. Types of crime

The types of offences that may give rise to the administrative liability of an Entity are only those expressly indicated by the Legislator within the Decree. The Special Section identifies the Company's activities/processes exposed to the risk of crime (so-called "sensitive activities"), indicating for each of them the types of offences provided for by Legislative Decree 231/2001 for which a potential risk of commission is deemed to exist.

With reference to Annex C for further details, these offences can be summarised as follows, grouped by category:

- **offences in relations with the Public Administration** (such as, for example, bribery, extortion, embezzlement to the detriment of the State, fraud to the detriment of the State, computer fraud to the detriment of the State and undue inducement to give or promise benefits, as referred to in Articles 24 and 25 of Legislative Decree 231/2001);
- **computer crimes and unlawful data processing** (such as, for example, unauthorised access to an IT or telematic system, installation of equipment designed to intercept, prevent or interrupt IT or telematic communications, damage to IT or telematic systems as referred to in Article 24-bis of Legislative Decree 231/2001);
- **organised crime offences** (e.g. mafia-type associations, including foreign ones, mafia-related electoral exchange, kidnapping for the purpose of extortion, as referred to in Article 24-ter of Legislative Decree 231/2001);
- **offences against public faith** (such as, for example, counterfeiting of currency, public credit instruments, revenue stamps and identification tools or marks, as referred to in Article 25-bis of Legislative Decree 231/2001);
- **offences against industry and commerce** (such as, for example, unlawful restraint of trade, fraud in the exercise of commerce, sale of industrial products with misleading signs, as referred to in Article 25-bis.1 of Legislative Decree 231/2001);
- **corporate offences** (such as, for example, false corporate communications, obstruction of controls, unlawful influence on the shareholders' meeting, private-to-private bribery, as referred to in Article 25-ter of Legislative Decree 231/2001, as amended by Law 262/2005 and more recently by Legislative Decree 39/2010, Law 190/2012, Legislative Decree 38/2017, Law 3/2019 and, lastly, Legislative Decree 19/2023);
- **offences relating to terrorism and subversion of the democratic order** (as referred to in Article 25-quater of Legislative Decree 231/2001);
- **offences against the individual** (such as, for example, trafficking in persons, slavery and servitude, as referred to in Article 25-quater.1 and Article 25-quinquies of Legislative Decree 231/2001);

- **market abuse offences** (insider trading and market manipulation, as referred to in Article 25-sexies of Legislative Decree 231/2001);
- **offences relating to health and safety at work** (manslaughter and serious or very serious negligent bodily injury, as referred to in Article 25-septies of Legislative Decree 231/2001);
- **offences of receiving stolen goods, money laundering and use of money, goods or benefits of illicit origin, as well as self-laundering** (as referred to in Article 25-octies of Legislative Decree 231/2001);
- **offences relating to non-cash payment instruments and fraudulent transfer of values** (as referred to in Article 25-octies.1 and Article 25-octies.1, paragraph 2, of Legislative Decree 231/2001);
- **offences relating to violation of European Union restrictive measures** (Article 25-octies.2 of Legislative Decree 231/2001);
- **offences relating to infringement of copyright law** (Article 25-novies of Legislative Decree 231/2001);
- **offence of inducing a person not to make statements or to make false statements to the Judicial Authority** (Article 25-decies of Legislative Decree 231/2001);
- **environmental offences** (Article 25-undecies of Legislative Decree 231/2001);
- **offence of employing third-country nationals whose stay is irregular** (Article 25-duodecies of Legislative Decree 231/2001);
- **offence of racism and xenophobia** (Article 25-terdecies of Legislative Decree 231/2001);
- **offences relating to fraud in sports competitions, unlawful gambling or betting and games of chance played using prohibited devices** (Article 25-quaterdecies of Legislative Decree 231/2001);
- **tax offences** (Article 25-quinquiesdecies of Legislative Decree 231/2001);
- **smuggling offences** (Article 25-sexiesdecies of Legislative Decree 231/2001);
- **offences against cultural heritage** (Article 25-septiesdecies) **and offences relating to laundering of cultural property and destruction and looting of cultural and landscape assets** (Article 25-duodevicies of Legislative Decree 231/2001);
- **offences against animals** (Article 25-undevicies of Legislative Decree 231/2001);
- **transnational offences** (such as, for example, criminal association and offences relating to obstruction of justice, provided that such offences meet the requirement of "transnationality").

In addition to the above, there is also the offence provided for by Article 23 of the Decree, which establishes that anyone who, in carrying out the activities of an entity to which a sanction or an interim disqualification measure has been applied, breaches the obligations and prohibitions inherent to such sanctions or measures, as referred to in the following paragraph, shall be punished.

1.3. Requirements for liability and authors of crimes

For the administrative liability of Entities to arise, it is necessary that the Predicate Offences are committed, in the interest or to the advantage of the Entity, by the following categories of individuals:

- persons who perform representation, administration or management functions within the Entity itself or within one of its organisational units with financial and functional autonomy, as well as natural persons who, even de facto, exercise management and control over the Entity (so-called "**Apical subjects/Top Management**"); or
- persons subject to the direction or supervision of one of the individuals mentioned above (so-called "**Subordinates**").

Furthermore, the liability of the Entity presupposes that:

- the unlawful act was committed in the interest of the Entity, i.e. with the aim of benefiting the Entity, regardless of whether such objective was actually achieved; or
- the unlawful act resulted in an advantage for the Entity, irrespective of the intention of the person who committed it.

Therefore, the Entity shall not be held liable if the persons who committed the offence acted exclusively in their own interest or in the interest of third parties.

The liability provided for by the Decree is in addition to and does not exclude that of the natural person who materially committed the offence and is entirely autonomous from it; indeed, pursuant to Article 8 of the Decree, the Entity may be held liable even if the material perpetrator of the offence is not criminally liable or has not been identified, and even if the offence is extinguished for reasons other than amnesty.

1.4. Crimes committed abroad

According to art. 4 of D.Lgs. 231/2001, the entity may be called to answer in Italy in relation to Offences - envisaged by the D.Lgs. 231/2001 - committed abroad[1].

The Descriptive Report to the D.Lgs. 231/2001 underlines the necessity of not leaving unpunished a criminal situation that can actually occur in practice, also in order to avoid any circumvention in the regulatory system in question.
The assumptions, on which the Company's liability for crimes committed abroad is based, are as following:

I. the Offence must be committed by a person functionally linked to the entity, pursuant to Article 5, paragraph 1, of Legislative Decree no. 231/2001;

II. the entity must have its head office (HQ) in the territory of the Italian State;

III. the Company may respond only in the cases and under the conditions set out in Articles 7, 8, 9, 10 of the Criminal Code (in cases where the law provides that the guilty party - a natural person - is punished at the request of the Minister of Justice, proceedings are taken against the Company only if the request is also made against the company itself[2]) and, also in compliance with the principle of legality set out in Article 2 of Legislative Decree no. 231/2001, only in relation to offences for which its liability is provided for an ad hoc legislative provision;

IV. if the cases and conditions referred to the aforementioned Criminal Code articles are present, against the entity shall not proceed the State at the place where the offence was committed.

1.5. Sanctions provided in the Decree

Article 9 of the Decree provides that the following sanctions may be imposed on the Entity:

a) pecuniary sanctions;
b) interdictive sanctions;
c) confiscation;
d) publication of the judgment.

Pecuniary sanctions are determined by the Judge through a system based on “quotas”, in a number not less than one hundred and not exceeding one thousand, and with an amount ranging from a minimum of EUR 258 to a maximum of EUR 1,549.

In determining the pecuniary sanction, the Judge shall establish:
- the number of quotas, taking into account the seriousness of the offence, the degree of liability of the Entity, as well as the activity carried out to eliminate or mitigate the consequences of the offence and to prevent the commission of further offences;
- the amount of each quota, on the basis of the economic and financial conditions of the Entity.

The sanction to be imposed in practice is determined by the Judge on the basis of the criteria set out in Article 11 of the Decree, namely the seriousness of the offence, the degree of liability of the Entity, the activity carried out by the Entity to limit or mitigate the consequences of the offence and to prevent the commission of further offences, and the economic and financial conditions of the Entity.

[1] Article 4 of D.Lgs. 231/2001 provides as follows : "1. In the cases and under the conditions provided for by articles 7, 8, 9 and 10 of the criminal code, the entities having their headquarters in the territory of the State are also liable in relation to crimes committed abroad, provided that the local State does not proceed against them in which the fact was committed .
[2] In cases where the law provides that the guilty party is punished at the request of the Minister of Justice, proceedings are taken against the entity only if the request is also formulated against the latter".

It should also be noted that in the case of crimes of manslaughter and negligent personal injury committed in violation of health and safety regulations, the legislator provides that the pecuniary sanction may not be less than 1,000 quotas.

In addition, in certain cases the pecuniary sanction may be increased.

With reference to specific categories of offences (offences relating to the violation of European Union restrictive measures), a different method for calculating the pecuniary sanction has been introduced, defined as a percentage of the Entity's global turnover. Such sanctions may be determined as a percentage, ranging from a minimum of 0.5% to a maximum of 5% of the global turnover, depending on the seriousness of the breach and the nature of the obligations violated. Where it is not possible to determine the global turnover, pecuniary sanctions ranging from EUR 3 to 40 million are provided for the most serious cases and from EUR 1 to 8 million for breaches of reporting obligations.

The interdictive sanctions, which are applied in addition to pecuniary sanctions, only in relation to the administrative offences for which they are expressly provided and only where certain conditions are met, are:

- interdiction from carrying on business;
- suspension or revocation of authorisations, licences or concessions functional to the commission of the offence;
- prohibition to contract with the Public Administration, except for the purpose of obtaining the provision of a public service;
- exclusion from benefits, financing, contributions or subsidies and the possible revocation of those already granted;
- prohibition to advertise goods or services.

The interdictive sanctions last from 3 months to 2 years but, in exceptional and particularly serious cases, they may also be applied permanently.

Interdictive sanctions apply only to those offences for which they are expressly provided, provided that at least one of the following conditions is met:

a) the Entity has gained a significant profit from the commission of the offence and the offence was committed by persons in a top management position, or by persons subject to the direction of others, where, in the latter case, the commission of the offence was determined or facilitated by serious organisational deficiencies;
b) in the case of repeated offences.

Conversely, the application of interdictive sanctions is excluded where the Entity has implemented the remedial measures provided for by Article 17 of Legislative Decree No. 231/2001 and, more specifically, where the following conditions are met:

a) the Entity has fully compensated the damage and has eliminated the harmful or dangerous consequences of the offence, or has in any case acted effectively to that end;
b) the Entity has eliminated the organisational deficiencies that led to the offence through the adoption and implementation of organisational models suitable for preventing offences of the type that occurred;
c) the Entity has made the profit obtained available for the purposes of confiscation.

In determining which interdictive sanctions to apply, the Judge must follow the same criteria already indicated above for pecuniary sanctions. In particular, it is required that the disqualification sanction be specific, i.e. that it relates to the specific activity in respect of which the offence committed by the Entity occurred.

Among the various interdictive measures, suspension from carrying out the activity may only be applied where the imposition of any other sanction would be inadequate[3].

[3] In cases where the conditions are met for the application of a disqualifying sanction entailing the interruption of the Entity's activities, if the Entity provides a public service or a service of public necessity whose interruption could cause serious harm to the community, or if the interruption of the activity, due to the size of the Entity and the economic conditions of the territory in which it operates, could have significant repercussions on employment, the Judge may, instead of imposing the disqualifying sanction, order that the Entity's activities continue under the supervision of a court-appointed administrator for a period equal to the duration of the sanction that would otherwise have been applied.

It is also possible for multiple disqualification sanctions to be applied jointly.

Furthermore, prohibitory sanctions may also be applied as interim measures where there are serious indications of the Entity's liability and there are well-founded and specific elements suggesting a real risk that offences of the same nature as the one under investigation may be committed. Interim measures may not exceed the duration of one year.

Confiscation of the price or profit of the offence is always ordered with the conviction against the Entity; where it is not possible to carry out confiscation directly on the price or profit of the offence, confiscation may concern sums of money, assets or other benefits of equivalent value (so-called confiscation by equivalent).

Publication of the conviction judgment consists in the publication of the judgment, either in extract or in full, at the expense of the Entity, in one or more newspapers indicated by the Judge in the judgment, as well as by posting it in the municipality where the Entity has its registered office.

1.6. Elements that exempt the Entity from liability

The Decree expressly provides, in artt. 6 and 7, the exemption from the administrative liability of the Entity for crimes committed for its advantages and/or interest when the Entity has adopted effective organizational, management and control Model (hereinafter the "Model"), capable of preventing the commission of the crimes listed in the law.

In particular, in case in which the crime has been committed by the Apical Subjects, the Entity is not responsible if proves that:

- The management body of the Entity has adopted and effectively implemented, prior to the commission of the crime, organizational, management and control models capable of preventing the commission of crimes of the same nature of the one committed;
- The task of supervising on the functioning and on the effective compliance of the Model has been entrusted to an Independent Body provided with independent decision making and control powers;
- The individuals that have committed the crimes have fraudulently circumvented said organizational and management models;
- There is no evidence of omitted or insufficient control by the Independent Body on the functioning and compliance of the organizational and management models

In the case of an Offence committed by Apical Subjects/Top Management there is, therefore, a presumption of responsibility of the Entity due to the fact that these subjects express and represent politics and, therefore, the will of the Entity itself.
In order to be exempt from liability, the Entity must, therefore, demonstrate its extraneousness to the facts alleged against the Apical Subject/Top Management by proving the existence of the above-mentioned competing requirements and, consequently, the circumstance that the commission of the crime does not derive from its own "organizational fault".

For the predicate offences committed by the Subordinated, the Entity can be held liable when it has been proved that the commission of the crimes was made possible by the failure to comply with the obligations of managing and supervision. In this case, the Decree has recognized the Entity's liability for violation of the control and supervising powers, that are, typically, the tasks of the top management of a Company (or of the subjects delegated by them).

There is no failure to comply with the obligations of managing and surveillance, if the entity, prior to the commission of the crime, has adopted and effectively implemented an organizational, management and control model capable of preventing the commission of crimes of the same nature of the one committed.
The burden of proof of demonstrating that the organizational model has not been adopted, however, unlike in the case of a crime committed by the Apical Subjects, lies with the prosecution.

The simple adoption of the Model by the management body is not sufficient for the exemption of the responsibility of the entity, being necessary that the Model would be suitable, efficient and effective. On this regard, the Decree lists the main requirements that the organization, management and control model has to meet.

In particular, to prevent crimes, the Model shall (Art. 6 c. 2 of Decree):

- Identify and define the activities of the companies where the crimes listed in the Decree can be committed;
- Provide for specific protocols with the aim of planning the making and implementation of the decision within the Entity in relation to the crimes to be prevented;
- Establish the procedure of finding and management of economic resources capable of preventing the commission of such crimes;
- Provide for duties of information towards the Independent Body entrusted of supervising and of compliance of the organizational, management and control model, in order to allow the concrete operational capability;
- Introduce an internal disciplinary system capable of sanctioning the failure to comply with the measures indicated in the organizational, management and control model, in order to guarantee its effectiveness.

Moreover, with reference to the effective implementation of the Model, it is provided for (Art. 7 c.4):

- Regularly check and eventual modification of the Model when some violation of the prescriptions have been discovered or when change in the organization or in the activity of the company has been carried out;
- Introduction of an internal disciplinary system in order to sanction the failure to comply with the measures indicated in the Model.

At these requirements, it shall be added, with reference of the crimes committed for violation of the prescriptions of health and safety at workplace, those specifically listed in Art. 30, c. 1, of D.Lgs. 9 April 2008, No. 81 ("D.Lgs. 81/08"), according to which the organizational Model shall be construed in a manner that allows the company's system to fulfil all the obligations contained herein.
Moreover, the Model shall provide for suitable registration system of all the fulfilment of all the activities described above and an articulation of functions able to ensure all the technical competence and all the required powers necessary for the check, evaluation, management and control of the risk.

1.7. The Holding's liability for the crime committed in the Subsidiary

As also highlighted by the Confindustria Guidelines in their latest updated version, the holding/controlling company may be held liable for the offence committed in the subsidiary's activity if:

- a crime has been committed in the immediate and direct interest or advantage not only of the subsidiary but also of the holding;
- natural persons functionally linked to the holding have participated in the commission of the crime by making a causally significant contribution (Cassation, Fifth Penal Section, sentence no. 24583 of 2011), proven in a concrete and specific manner.

1.8. The Organisation, Management and Control Model in the context of the Company's organisational structure

The Organizational, Management and Control Model is an integral part of the organizational, administrative, and accounting structure that the entrepreneur has the duty to establish pursuant to art. 2086 of the Italian Civil Code.

In fact, in its being oriented towards preventing the commission of the Offences provided by Legislative Decree 231/2001, it is an element that minimizes the risk of sanctions that could potentially have a negative impact on the business continuity and, at the same time, offers a valid tool for the timely detection of critical situations.

In this sense, the Board of Directors provides for the continuous updating and cares for the constant implementation of the Organizational Model.

2. AUTOMOBILI LAMBORGHINI ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL

2.1. The Company and its organizational structure

Automobili Lamborghini S.p.A. is a sole shareholder company subject to the direction and coordination of AUDI AG, which in turn forms part of the Volkswagen Group. The Company, headquartered in Sant'Agata Bolognese (BO), Via Modena 12, primarily carries out the activities of research, design, development, manufacturing/production, marketing, repair and leasing of vehicles, their prototypes and related engines, accessories and spare parts, both on its own behalf and on behalf of third parties. It also engages in the research, design, production and marketing—on its own behalf and/or for third parties—of clothing items, merchandising and licensing products. Research and development activities in the field of composite and innovative materials, as well as the assignment and licensing of patents, trademarks and industrial designs, together with the organization of automotive events and racing activities, complete the description of the Company's business purpose.

Automobili Lamborghini S.p.A. is wholly owned (100%) by Volkswagen Finance Luxembourg and is subject to the direction and coordination of AUDI AG; Lamborghini in turn holds participations in other companies and/or entities operating in the automotive sector.

In particular, the Company directly holds 100% of the following entities:

- Volkswagen Group Italia S.p.A.
- Italdesign Giugiaro S.p.A.
- Ducati Motor Holding S.p.A.

The Company has a traditional system of administration and control, consisting of the following corporate bodies:

i. Board of Directors, entrusted with the management of the Company in accordance with Article 2380-bis of the Italian Civil Code;
ii. Board of Statutory Auditors, responsible for statutory oversight functions ("statutory oversight functions") pursuant to Article 2403 of the Italian Civil Code;
iii. External Auditors, in charge of the statutory audit of accounts in accordance with the Italian Civil Code.

The Company has also established an internal committee, namely the BOM, Comitato di Direzione, governed by specific Standing Orders.
This committee is composed of the direct reports of the Chief Executive Officer and meets on a regular basis to discuss and approve the Company's main activities, including policies, procedures and compliance projects initiated also at Group level, in accordance with the competencies of the Board of Directors.

The organizational structure of Automobili Lamborghini S.p.A. is headed by the Chief Executive Officer (CEO) and is described in the Company's organizational chart.

The following functions support the business areas:

- Legal: manages the Company's active and passive litigation. It provides support in the preparation of legal opinions and agreements with counterparties, as well as in the drafting and review of contracts and legal transactions in general. It is also responsible for corporate compliance obligations.
- Data Protection & Information Security: oversees information security and ensures the implementation of requirements defined by policies, guidelines and regulations. It also defines appropriate security measures to ensure the confidentiality, integrity and availability of information, as well as the proper and compliant management of personal data within corporate IT systems and services. This function includes the Data Protection Officer (DPO), who monitors compliance with the GDPR, provides advice on privacy matters and acts as a point of contact for the supervisory authority and data subjects.
- Compliance & Risk Management: is responsible for the implementation and monitoring of the Company's Compliance Management System (CMS), under the responsibility of the Compliance & Risk Officer—who also acts as the Whistleblower Local Contact Person and Human Rights Coordinator—in accordance with Italian legal requirements, international Group standards, and Group procedures and directives.

With reference to the above areas, it should be noted that the Legal function is positioned within the Finance Department, while the Compliance & Risk Management (GRC) function reports hierarchically to the General Secretary & Chief Strategy Officer and functionally to the Head of Compliance & Risk Management of Audi AG.
This organizational set-up has also been implemented at the request of Audi AG, in order to ensure full segregation and independence between legal and compliance activities, and vice versa.

The departments reporting directly to the CEO are:

- People, Culture & Organization
- Procurement
- Finance
- Marketing & Sales
- Research & Development
- General Secretary & Strategy
- Production
- Communication
- Quality
- Design Strategy
- Product Line Revuelto
- Product Line Lanzador & Urus
- Product Line Temerario

2.2. Purposes of the Company

Among the purposes that the Company is pursuing, there is the need to ensure the legality, correctness, and transparency in the management of its business and its activities, in order to safeguard either its position and image in the market either the expectation of its shareholders, clients and employees thus the community.

To reach aforementioned purpose, the Company has adopted, since time, a business governance system construed in accordance with and responding to the best international practice.

In consideration of the foregoing, the Company has deemed consistent with its business policy and objectives the adaptation of its governance system to the provisions set forth in the Decree and proceed to the preparation, adoption, and progressive updating of an organizational, management and control model.

With the adoption and constant updating of this Model, Automobili Lamborghini intends to pursue the following main purposes:

- to determine in all those who operate in the name and on behalf of and in any case in the interest or to the advantage of the Company and, in the "231 risk areas", or in the areas where the relevant crimes under the Decree can be carried out, the awareness of the duty to comply with the provisions contained therein and more generally with the company regulations;

- inform the Recipients that the commission, even attempted, of a crime and administrative offence relevant under Legislative Decree 231/01 - even if carried out for the benefit or in the interest of the Company - represents a violation of the Organizational Model and/or the Ethic Code and constitutes an offence punishable by criminal and administrative sanctions, not only against the perpetrator of the Offence, but also against the Company, with the consequent application to the same of the relevant sanctions;

- allow the Company, thanks to a close control and monitoring of the areas with respect to the potential commission of Offences relevant for the purposes of the Decree and the implementation of ad hoc instruments, to intervene promptly to prevent or contrast the commission of the Offences themselves.

2.3. Preparatory activities prior to the adoption and updating of the Model

- Provision of the Decree and Guidelines of Confindustria

The preparation and subsequent updates of the Model have been preceded by several preliminary activities in line with the provision of the Decree:

a) "Identification of risks", i.e. analysis of the company's context in order to recognize in which area/sector of the business and according to which modalities, hypothetically a crime indicated in the Decree could occur;

b) "Construction of the control system" (c.d. protocols regarding the scheduling of training and implementation of the entity's decision scheduling), i.e. evaluation of the entity's existing system and its eventual adaptation in order to render it suitable to effectively struggle the identified risks, namely to reduce risks to an "acceptable level" taking into account: i) the probability of occurrence of the event; ii) impact of the event.

With the compliance of these requirements, the organization and management models can be adopted on the basis of code of practice drawn up by the trade union associations considered as suitable by the Ministry of Justice.

Automobili Lamborghini in this regard, has construed its organizational Model according to the methodology and criteria indicated in the "Guidelines of Confindustria for the construction of organizational, management and control Models pursuant to D.Lgs. 231/2001" ("**Confindustria Guidelines**") issued on March 7th, 2002, and subsequent, repeatedly and amended lastly in June 2021.
It should be noted, however, that the possible deviation from specific topics of the Guidelines used as reference does not affect, itself, the validity of the Model[4].
The single Model, due to the fact that has to be developed with reference to the concrete Entity' peculiarity, may differ from the Guidelines (which, by their nature, are of a general standard) for a better respond to the prevention requirements as mentioned in the Decree.

- **Operational steps and applied methodology**

Since the Model is a "document issued by the Company's Management", in accordance with the provision of Article 6, paragraph 1, letter a) of the Decree, the adoption, the following amendments and integrations are in the responsibility of the Company's Board of Director or of the Managing Directors.

The following phases of activities have been carried out for the preparation and any subsequent updates of the Model, with a further preliminary phase related to the sharing with the management with the aim of an effective involvement in the activities necessary to the adoption of the Model.

The above-mentioned preliminary activities have been carried out through a *self-assessment* activity (with the support of external consultants) related to the examination of the Company's documentation (charts, *policy*, procedures, proxies etc.) of the processes, Company's practice, and interviews with the personnel. All the documentations with the evidence of the work carried out are stored in the Company's headquarter and are integral part of the Automobili Lamborghini's Model.

The same activities, as applicable, will be implemented for any future Model's updates.

- **Mapping of "area at risk of crime" and analysis of potential risks**

[4] However, given the wide range of entities within the Confindustria system and the variety of organisational structures adopted from time to time depending on their size and the different geographical or economic markets in which they operate, it is not possible to provide specific references regarding organisational and operational models, except at a methodological level. The Guidelines therefore aim to guide companies in the development of such models, as it would not be appropriate to construct abstract case scenarios to be directly applied to individual operational realities. Accordingly, while acknowledging the key role of the Guidelines in assessing the Model's theoretical adequacy where it complies with them, the evaluation of the Model's actual implementation and effective application in the day-to-day activities of the company is left to the independent assessment of the judge.

The first phase of activity was related to the identification within the Company's areas whereby theoretically is possible to assume the probable commission of the offenses referred to the Decree.

Afterwards, for every "area", specific activities at risk of crime (sensitive activities) pursuant to the Decree have been identified and for each of said area, have been acknowledged the possible forms of offenses committed.

In the identification of the sensitive activities have been considered either the activities that are directly linked at crime risk, either those "instrumental", namely those activities that – even not directly relevant pursuant to the Decree – might be, in principle, as conditions, occasions or means for the commission of crimes.

- Risk assessment

After the mapping of the area at risk of crime, an evaluation of the internal control system has been carried out through:

I. Check, within the risk area and with reference to the activities above described, of the preventive control (i.e. formalized procedures, operative practice, segregation of duties, system of financial resources management etc.) that potentially exists within the Company and their suitability to guarantee that the risk of commission of crimes are reduced to an "acceptable level" *("as is analysis");*
II. Identification, within the existing control system, of possible lack or criticality and the subsequent corrective actions necessary to improve said system ("*gap analysis*").

Within this phase, the adequacy of the Company's financial resources management system is assessed, with the aim of ensuring the verifiability, traceability and transparency of financial transactions.

The risk assessment pursuant to Legislative Decree 231/2001 is carried out in coordination with the Company's Risk Management System (RMS) and Internal Control System (ICS), whose methodology is governed by Policy 0014 "Risk Management".

The controls identified in the Model are integrated with the general controls of the Internal Control System, avoiding duplication and ensuring consistent coverage of corporate risks.

Testing activities and assessments are performed in direct coordination with the relevant Departments and Organizational Units, in order to identify risks, propose and implement agreed corrective actions, and ensure that controls remain effective and appropriate to the operational context.

- Construction of the other sections of the Model

In this phase the further sections of the Model have been construed through:

a) the update of the Ethic Code of the Company in order to adjust its contents with the aims contained in the Decree and the Guidelines;

b) the provision of a standard contractual clause to be inserted in the main contracts concluded by the Company with its supplies, clients, distributors, brokers and with all the third parties with whom it has relationship in activities considered at risks pursuant to the Decree;

c) the definition of the disciplinary and sanctioning system (in addition to the provision foreseen in the applicable CCNL) as consequences to the possible violation of the Ethic Code and the Model;

d) the appointment of an Independent Body with the provision of powers, prerogative, and faculties necessary to fulfil the needs of control on the functioning, effectiveness and compliance with the Model.

2.4. Adoption of the Model

Automobili Lamborghini has since 2010 officially adopted its own Organizational, Management and Control Model based on Decree 231/01 requirements.
Afterwards to the date of the first adoption, the Company has initiated the subsequent updates of the Model, in correspondence with the progressive introduction of new crimes in the D. Lgs. 231/2001 and organizational changes that have affected the Company over years.
In particular, since the date of the last update, organizational changes, as well as relevant regulatory developments pursuant to Legislative Decree 231/2001 (including the introduction of new offence categories capable of triggering liability under the Decree), have led to the launch, during 2025, of a new Model update project and, consequently, to the approval of the current version.
The purposes that the Company intended to pursue with the adoption of the Model are, in addition to what has already been indicated in paragraph 2.2, the following:

- Create in every subject that act in the name, behalf and interest of the Company, the culture of lawfulness and the awareness of the possibility of being sanctioned, both on the administrative and criminal side, in case of violation of the provisions contained therein, not only for them individually but also toward the Company;

- Condemn any form of illicit behaviour carried out by every subject that act in the name, behalf and interest of the Company, for being contrary both to the provision of the law and to the ethical principles adopted and followed by the Company;

- Guarantee to the Company, due to a controlling and monitoring action of the business activities in the areas at risk, the concrete and effective possibility to promptly intervene to prevent the commission of the crimes.

Moreover, the Model proposes to:

- Raise awareness and disseminate to all levels of the company the rules of conduct and protocols for planning the training and implementation of the Company's decisions to manage and, consequently, avoid the risk of commission of crimes;

- Entrust the Independent Body of specific duties and adequate powers to proper monitor the effective implementation and the continuous functioning and update of the Model, as well as evaluate that over time the Model remains valid and functional;

- Enable the check on decisional processes, authorization, and their development within the Company, to ensure the preventive characterization and traceability of them in every relevant field;

- Show the training responsibilities and in the Company's decisions implementation;

- Define the methods for conferring authorization powers consistent with organizational and management responsibilities, making known the delegations of power, responsibilities, and tasks within the Company, ensuring that the acts with which powers, delegations and autonomy are conferred are consistent with the principles of preventive control;

- Evaluate the activities of all the subjects that interact with the Company, within the area at risk crime as well as the functioning of the Model, ensuring the necessary periodical update in a dynamic sense, in the case in which analysis and evaluation carried out show the need to undertake correction and update.

2.5. The Model and the governance of the Company

With the adoption of the Model, the Company wanted to complete and improve its governance system represented by a structured and organic set of rules, policies, codes of conducts, procedures, and control systems to prevent the commission of the different type of crimes provided in the Decree and considered as relevant for the Company.

In particular, the adoption of the Organizational Model, has entailed the integration of the policy system, procedures, directives, and controls – where deemed appropriate – with the aim to adjust it for the fulfilment of the following fundamental principles:

i) Verifiability, accountability, coherence, and adequacy of every operation;
ii) Separation of functions involved in the management of each process;
iii) Clear definition and formalization of the responsibilities and of the powers granted by the Company to single subject;
iv) Need that each important operation has an adequate internal authorization;
v) Provision of limits in the exercise of powers in the name and on behalf of the Company;
vi) Consistency between the powers formally granted and those concretely exercised within the organization of the Company;
vii) Consistency between the control systems (*included the policies, the procedures, the organizational structure, the processes, and the IT system*) and the Ethic Code adopted by the Company;
viii) Documentation of the performed controls.

Consistently with the above mentioned principles, the governance system of Automobili Lamborghini is composed of the following elements, synthetically considered:

- Ethic Code

An essential element of the preventive control system is represented by the adoption and the implementation of ethical principles relevant for the prevention of the Crimes provided in the Decree, explained in the Ethic Code which, although distinct and independent from the Model, is an integral part of the latter, by virtue of the purpose pursued by Lamborghini to operate both internally and externally in full compliance with the principles of legality and fairness.

The Ethic Code of Lamborghini incorporates locally the principles of the Ethic Code of the Volkswagen Group and contains the set of values that the Company recognizes, respects and shares and which it requires compliance with all those who work with (or for) the Company.

The Model and the Ethic Code are closely related and should be understood as an expression of a single body of rules adopted by the Company to promote the high moral principles of fairness, honesty, legality and transparency in which Lamborghini believes and to which it unifies its activities.

The Model responds to the need to prevent, through the implementation of specific rules, processes and procedures, the commission of the Offences provided for by the Decree and in general by law.

The Ethic Code is an instrument of more general scope that establishes the behaviours that the Company intends to respect and enforce in carrying out its business activities to protect its reputation and image in the market.

The Ethic Code therefore illustrates the fundamental ethical principles for the Company and the related rules of conduct, which guarantee its implementation, regulating in concrete terms the behavioural principles to be observed in carrying out the Company's activities to guarantee the proper functioning, reliability and good reputation of the Company and the Group. The Ethic Code constitutes an effective tool for preventing unlawful conduct by all those who are acting in the name and on behalf of the Company and/or the Group or in any case to operate with them.

- Organizational Structure

The company organization charts - made available through the company intranet - show the Departments that report directly to the Chief Executive Officer of the Company and the Organizational Units that report to the individual Departments.

The structure of roles and of the tasks and responsibilities assigned, is made in accordance with the principle of powers and with the consistency between the responsibility formally granted and those concretely undertaken by every individual within the organization.

In case of organizational changes, the company's chart is duly and periodically updated in accordance with the governance principles of the Company.

- Proxies and internal signatures

The Company has adopted a formalized system of power of attorney and internal proxies consistent with the powers concretely exercised by the individual's belongings to the Company's organizational structure. The system of powers of attorney and delegations adopted by Lamborghini, in compliance with the principle of segregation of duties, clearly and precisely assigns powers to be exercised with single signatures, providing specific limits beyond which, in application of the dual signature criterion, any operation, action or transaction may be carried out in the name and on behalf of the Company only with the joint signature of two attorneys.
Moreover, the system of joint signature representation is generally based on the principle of hierarchical independence between those who hold the power of joint representation.

- Paper communication and computer procedures

The Company's activity is regulated by several policies, procedures, directives, paper, and IT communication that show the operational instruction of the working activities and the related control systems. Specifically, said procedures regulate the way of development of the company's processes, with the provision of control to be carried out to guarantee the correctness, transparency, and traceability of the company's activities.
These procedures are contained, inter alia, in the Quality Manual ("QMS") and are available for all the employees through the company's *intranet.*

The *policies* and the directives with the aim of ensuring that the tasks assigned within the organization are consistent with the overall Company's objectives and that responsibilities and competences are transparent, are also published on the Company's intranet page and approved at the level of the Comitato di Direzione, except delegation given to the *Policy Team*.[5]

Specific training activities are organized within each O.U. or at overall Company's level.

- System of management and control of financial resources

The Company has a management system on the financial resources able to ensure the separation and the hierarchical independence of the individuals that oversee the related decisions, those in charge of the implementation of said decisions and those that are in charge of the controls of the use of such financial resources.
Limits to the decision powers for the use of the financial resources are established, through quantitative threshold consistent with the management competence and the organizational responsibility assigned within the Company.

The management control system provides for procedures suitable to check the use of the financial resources; moreover, said procedures are aimed to guarantee a complete traceability of the expenses also to maintain an adequate efficiency and economy of the company's activities.
The management and control system of the resources is divided in two phases:

- The first phase of the planning of the company's activities and definition of the *budget* is aimed to systematize and to show and render transparent the assignment of the financial resources, with the definition of the field of activities among which said resources could be used. The financial resources allocation at budget level is made according to the main cost centers. The resources planning provides the financial shelter for possible expenses surplus in case it is deemed necessary, for example in case of not foreseen need related to *health and safety on the workplace* on the basis which cannot be extended. In fact, the Company, recognizing the leading and essential character that a correct management of *the security* has within the exercise of the company's activities, ensures the shelter for possible costs and expenses "extra-budget" according to the authorized levels required by the company's procedures and subject to the necessary accountability of the expenses made.

[5] Team composed by referents of HR, Compliance Governance & Risk Management and Quality.

- The second phase of reporting and analysis of the results, notices possible delta between the planning and the report allowing the competent hierarchical levels to investigate the causes of said gaps.

The activities of management control ensure that the actual behaviours correspond to those planned and shared at the beginning of each financial year, through the budget approval procedures.

- Certification Systems

The Company has adopted a Quality Management System compliant with UNI EN ISO 9001:2015, an Environmental and Energy Management System compliant with ISO 14001:2015 and ISO 50001:2018 respectively, and, most recently, has obtained certification of its Occupational Health and Safety Management System in accordance with UNI ISO 45001:2023.
Additional management systems adopted and maintained by the Company include ISO/IEC 27001 (Information Security Management Systems), ISO 27701 (Privacy Information Management Systems), UNI/PdR 125:2022 (Gender Equality Management Systems), and EMAS (Eco-Management and Audit Scheme).

These certified systems contribute to providing clear evidence of the relevant corporate processes and, also through audits and controls carried out at regular intervals, ensure increased attention to compliance with procedures and related instructions.
Moreover, certification enables the continuous assessment of the implementation status and effectiveness of such systems, also through third-party verifications and audits, thereby integrating into the broader framework of controls under Legislative Decree 231/2001.

In addition, the Company has published its **Sustainability Report**, available on its official website.

- System of communication and training for personnel

The Company has a communication and training system for the personnel having as object the Ethic Code, the Model, the system of notification of illicit facts (the so-called *Whistleblower System*), the policies, procedures, and rules of conduct to be adopted with particular reference to the individuals that act in the area considered as at risk of commission of crimes pursuant to the Decree. Detailed description of said communication and training activities is contained in the following paragraph 5.

- Disciplinary and sanctioning System

To ensure the effective and concrete application of the Model, the Company has adopted a sanctioning system with the aim of punishing the violation of the Ethic Code and the other provisions of the Model – as well as the procedures, directives, policies and all the rules that are part of it - of all its Recipients. In fact, this system provides:

i) Disciplinary measures aimed at sanctioning possible violation carried out by employees and by the management of the Company pursuant to the provisions set forth in the laws and in the collective labour agreement for the protection of the workers;

ii) Sanction measures of contractual nature and other measures against the different individual that, for different reasons (e.g. suppliers, commercial partner, Statutory and external Auditors etc.) have significant relationship with the Company and to which compliance to the Model (for the applicable parts) and with the Code of Conduct for Business Partner is required.

- Compliance Governance & Risk Management

The activities of Governance, Risk, Integrity & Compliance involve the entire company, its processes, its culture and the surrounding environment, whose constituent elements interact and address every issue in respect of the interrelationships that accompany the complex world of business.
To guide and manage business activities, limiting errors and identifying and containing potential risks, Lamborghini has therefore equipped itself with structures and professional skills to support decision-making processes, conforming to the principles and projects of the Group, international

best practices of compliance and to a system of risk management and related controls aimed at increasing awareness towards a suitable business management.

- Controlling and Monitoring Activities

The above mentioned governance Model is subject to continuous inspecting and monitoring activities carried out by special control body, either internal either external to the Company, each for the part of competence. In particular:

- an Independent Body appointed by the Board of Directors with the task of supervising the functioning and the compliance of the Model and its updating and implementation;

- an External Auditors Company and the Statutory Auditors that carry out all the checks in the field of account control as foreseen by the law and the legality control foreseen within the civil code;

- the internal "Quality" function within the periodical check foreseen in the related management system;

- The external certification companies of management system through periodical *audit* carried out for the certification renewal.

- Internal Audit of the Group which, as a third line of defence, periodically carries out process audits within the Group companies.

2.6. The contents of the Model

The Model is construed by all the "components" listed in the last paragraph and by all the procedures, directives, and group's policies and all the management control systems there cited and/or mentioned in this document.

The Model consists of one "*General Section*" and related annexes, including the "*Special Sections*".

The General Section contains:

i) A concise description of the Decree and its content;
ii) The general rules and principles of the Model;
iii) The tasks and the functioning of the Independent Body;
iv) The disciplinary system;
v) The definition of a communication, information, and training system on the Model;
vi) The definition of the system of notification of illicit facts (*whistleblowing system*)
vii) The provision of periodical check and update of the Model.

The "Special Section" identifies the Company's activities within which, based on the risk assessment updated from time to time, Predicate Offences under the Decree may potentially be committed, and sets out the related control protocols.

The structure of the Special Section is therefore designed to support the analysis of business activities/processes exposed to the risk of offences (so-called "sensitive activities"), providing a specific description of each activity, the business areas/functions involved in such sensitive activities, the offences that may potentially be committed in relation to each activity, as well as the procedures and/or controls adopted to prevent their occurrence.

In particular, the analysis of each sensitive activity has led to the identification of:

a) the Organizational Units and business functions involved;
b) the categories of Predicate Offences for which a risk of occurrence is deemed to exist;
c) the regulation of the offence risk prevention process, through specific protocols and requirements set out in the Internal Control System aimed at preventing the relevant risk;
d) controls ensuring traceability and ex-post verifiability of activities through appropriate documentary and/or IT systems;

e) the existence of an adequate segregation of duties, as well as a system of delegations consistent with the assigned organizational responsibilities.

It should be noted that this document has been structured in this way in order to ensure more effective and streamlined updating and possible implementation. Indeed, corporate developments or organizational changes within the Company, as well as legislative developments—such as, for example, a potential extension of the categories of offences falling within the scope of the Decree as a result of regulatory amendments—may require the integration of the Model.

2.7. Adoption of the Model by the subsidiary companies

Considering the relevance that participation in a group of companies may have under the Decree, and given the priority value that the Group companies assign to the principles of legality, fairness and transparency in the management of their business and activities, the companies Volkswagen Group Italia S.p.A., Italdesign Giugiaro S.p.A. and Ducati Motor Holding S.p.A., wholly owned by Automobili Lamborghini S.p.A., have also adopted—by resolution of their respective administrative bodies—an organizational, management and control model pursuant to the Decree.

In order to ensure maximum coordination among the three companies and, thereby, enhance the effectiveness of the Model's implementation, the Supervisory Bodies appointed by each company may share one or more members, exchange information and participate in each other's meetings.

2.8. Modifications of the Model

Since the Model is an "act issued by the Executive Body", in compliance with the provision set forth in article 6, paragraph 1, letter a) of the Decree, the adoption, subsequent amendments and additions are left to the competence of the Board of Directors of the Company or, to the CEO, unless subsequently ratified by the same Board as depositary of the original power to dispose in relation to the Model.
In the event of modifications or updates made by the CEO, the same shall promptly inform the Independent Body and Statutory Auditors.

In any case, the Independent Body may evaluate and express an opinion on proposals to update and/or revise the Model before they are adopted.

By way of example, the Company evaluates the updating of the Model and its adjustment in relation to any changes and/or additions that may be necessary because of:
- changes to the Company's internal structure and/or the way in which business activities are carried out;
- changes in business areas;
- news of attempts or the commission of offences considered by the Model;
- news of new possible ways of committing the offences considered by the Model;
- regulatory changes;
- results of controls;
- significant violations of the provisions of the Model.

In order to ensure that changes to the Model are made with the necessary timeliness and effectiveness, in the event of organizational changes that involve changes in the name of the company's Organizational Units or in the documents that describe and regulate individual activities, and in any case of changes of a descriptive[6] nature, the updating is carried out by the Policy Team, which informs the Independent Body and deals with communication activities.

The review activities performed are formal and the respective records are kept.

2.9. Recipients of the Model and areas at risk of crime

[6] The expression "changes of a descriptive nature" refers to elements and information that derive from acts deliberated by the CEO (e.g. the redefinition of the organization chart) or from company functions with specific delegation (e.g. new company procedures), which only need to be implemented for the purposes of a more up-to-date representation of the processes, but which do not impact on the construction of the control system.

The compliance with the provisions contained in the Model and in the Ethic Code is mandatory for all its Recipients, i.e.:

- The members of the corporate bodies;
- Employees and management;
- Collaborators, suppliers, and every person that is in relation with the Company and that somehow represent it in front of third parties.

The Company refuses every derogation from the application of the provisions contained in the Model by its recipients.
Possible violation of the Model shall be sanctioned in the term and way provided in the Disciplinary and Sanctioning System (*see* paragraph 5 below).

3. INDEPENDENT BODY

3.1. Independent Body's composition and its appointment

According to the provisions of the D.Lgs. 231/2001 - art. 6, paragraph 1, lett. a) and b) - the Entity may be acquitted from liability arising from the commission of crimes by the subjects qualified ex. art 5 of D.Lgs. 231/2001, if the Governing Body has, among other things, entrusted to monitor the implementation and compliance with the Model, as well as to promote its upgrade, to a Body with autonomous powers of initiative and control.

In accordance with this requirement and following the instructions provided by the Confindustria Guide Lines, Automobili Lamborghini has therefore identified its own Independent Body (hereinafter OdV) in order to ensure, in relation to its organizational structure and the degree of risk of commission of offenses under the Decree, the effectiveness of controls and activities of which the same Body is in charge of.

In particular, Automobili Lamborghini has chosen to appoint a collective Body, placed in a staff position with respect to the Governing Body, composed by three members, namely:

- an internal member of the Company with the tasks of independence, professionalism, and integrity;
- two external members, characterized by independence, integrity, autonomy, and professional skills as well as legal experts in criminal and corporate sector.

This solution can provide, in relation to the Company's size and to its organizational complexity, the effectiveness of controls in charge of the Independent Body.

The Independent Body is appointed by the Board of Directors and remains in charge for a period of 2/3 accounting periods or for the less period of time established at the time of the appointment but in any case, not less than one accounting period, with renewal option.

To operate autonomously and to have the most appropriate tools to ensure the effective performance of its tasks, assigned by this Model in accordance with the provisions of the Decree, the Independent Body must have adequate financial resources at its disposal.
The allocation of the financial resources of the Independent Body is approved by the Board of Directors when defining and assigning the annual budget to the different departments, and the OdV may dispose of said disposition when is necessary to proper perform the tasks assigned.
The remuneration due to the external members of the Independent Body is established by the Board of Directors at the time of appointment.

In addition, considering the peculiarity of the Independent Body's responsibilities and the related professional content in the performance of supervisory and control tasks, it can be supported by dedicated personnel. Finally, where necessary, the Independent Body may avail itself of the help of individual internal functions, as well as external consulting functions, if this allows it to carry out its tasks with greater effectiveness and autonomy.

3.2. Regulation of the Independent Body

The Independent Body has the task to draft an own internal document (i.e. hereinafter Regulation) in order to govern the aspects and the detailed arrangements of its actions which is made known to the Board of Directors.
The Independent Body is free to determine the provisions of its Regulations, within which must, in any case, be disciplined the following activities, which constitute the minimum content:

- Type of checking and surveillance activities by the OdV;
- Type of activities related to the update of the Model (such as, by way of example, the promotion of the verification activity of the Areas at risk of Crime in case of the introduction of new cases of predicate crimes, or specific cases occurred during the mandate of the OdV);
- Type of activities carried out to fulfil the task of information and training of the Recipients of the Model;
- The management of the information flow from and to the OdV;
- The functioning and the internal organization of the OdV (e.g. summons and decisions of the Body, management of conflict of interest situations, minutes of meetings, etc.).

3.3. Termination of the office

The members of the Company's Independent Body, appointed by resolution of the Board of Directors, shall remain in office for the term established at the time of their appointment, subject to an explicit verification of the continued fulfilment of the eligibility requirements set out in paragraph 3.4 below. The office may be renewed.
Upon expiry of the term, the Independent Body shall remain in office until its reappointment or renewal by the subsequent Board of Directors.
Termination of office may also occur in the event of resignation, disqualification, removal, or death.

Members of the Independent Body who resign are required to provide written notice to the Board of Directors, the Board of Statutory Auditors, and the Independent Body itself, so that their timely replacement may be ensured.
Members of the Independent Body may be removed solely for just cause by the Board of Directors, after consultation with the Board of Statutory Auditors. By way of example, just cause shall include: failure to comply with the supervisory obligations assigned to each member of the Independent Body; unjustified absence from three or more meetings of the Independent Body within a calendar year; the existence of a conflict of interest; inability to perform the duties as a member of the Independent Body; the assignment of operational responsibilities incompatible with the functions of the Independent Body, etc.

The removal of a member of the Independent Body may also be proposed to the Board of Directors by the Independent Body itself, with adequate justification.

Furthermore, the termination of the employment relationship between an internal member of the Independent Body and the Company shall result in the termination of such member's office. The same shall apply in the event of termination of another role (e.g. Compliance Officer), where such role constituted the explicit basis for the appointment to the Independent Body.
Disqualification shall occur in the event that, following appointment, the requirements set out in the following paragraph are no longer met, and shall take immediate effect.
In the event of resignation, disqualification, removal, or death, the Board of Directors shall proceed with the replacement of the member of the Independent Body who has ceased to hold office, after consultation with the Board of Statutory Auditors.
Members appointed in this way shall remain in office for the residual term of the Independent Body.
In any case of disqualification, removal, resignation, or other termination of office, the entire Independent Body shall also be deemed to have lapsed where this results in the loss of the majority of its members. In such event, the Board of Directors shall promptly proceed with its reconstitution.

3.4. Requirements of the Independent Body

According to the provisions set forth in Art. 6, par. 1, of the Decree, the Independent Body has the task of supervising the functioning and compliance to the Organizational, Management and Control Model, taking care of the updating and is provided with initiative and control powers.

In particular, the Company's OdV fulfils, in its collegial composition, pursuant to the provisions set forth in the Decree and Confindustria Guidelines, to the following requirements:

- Autonomy and Independence, because:
  - The control activities carried out by the OdV are not subject to any form of interference and/or conditioning by internal individuals of the Company;
  - Reports directly to the company's top management, namely the Board of Directors with the possibility of reporting directly to the shareholder and the Statutory Auditors;
  - It has not been granted any operational tasks nor it is involved in the decisions and operative tasks for guaranteeing the impartiality of its judgment;
  - It has been granted to adequate financial resources to allow the correct development of its activities;
  - The OdV's internal rules of functioning are established and adopted by the OdV itself.

- Professionality: as the Independent Body includes within its members the necessary expertise in control activities, as well as in the analysis and assessment of legal risks. In addition, the Independent Body is entitled to rely on Organizational Units and internal resources, as well as on external consultants;

- Continuity of action: s the Independent Body, also by virtue of the presence of an internal member, is systematically dedicated to the supervisory activities required under the Decree and continuously receives information relevant to ensuring the completeness and timeliness of monitoring;

- Integrity and absence of convictions: to be understood in the same terms as those provided by law with reference to directors and members of the Board of Statutory Auditors.

The Board of Directors assesses the existence and continued fulfilment of the above-mentioned requirements and operating conditions of the Independent Body, as well as whether its members meet the subjective requirements of professionalism, integrity, and competence, in order to further ensure the autonomy and independence of the Independent Body.
In particular, any individual designated for appointment as a member of the Independent Body must issue a declaration confirming that they meet the eligibility requirements and is required to promptly inform the Board of Directors of any subsequent event that may affect the continued fulfilment of such requirements.

3.5. Functions, Activities and Powers of the Independent Body

Pursuant to the provisions set forth in art, 6, par. 1 of the Decree, to the OdV is entrusted the supervising, the functioning and compliance of the Model and taking care of its update.
In general, the OdV has the following duties:

- *Check and Surveillance* of the Model:
  - Check the adequacy of the Model, to prevent the commission of illicit behaviours, and underline the possible commission;
  - Check the effectiveness of the Model, namely the consistency between the concrete behaviour and those formally listed in the Model;
  - Carry out analysis on the maintaining during the times of the requirements of soundness and functionality of the Model.

- *Update* of the Model:
  - To be active in order to have the Company's Model update, proposing, whether necessary, to the Board of Directors or CEO, proposals for any updates and adjustments to be made through modifications and/or additions that may become necessary as a result of: i) significant violations of the provisions of the Model; ii) significant changes to the Company's internal structure and/or the way in which business activities are carried out; iii) regulatory changes;

- *Information and training* of the Model:
  - Promote and monitor initiatives aimed to spread the knowledge of the Model among all the individuals that are obliged to comply with its provisions and of employees and managers of the company;
  - Promote and monitor all the initiatives, including courses and communications, aimed to foster the knowledge of the Model by the Recipients;

- Evaluate all the requests of clarification and/or consultancy coming from the O.U. or company's resources or the administrative and controlling bodies where linked or referred to the Model.

- *Management of the information flow* from and toward the OdV:
  - Ensure the exact fulfilment, by all the involved subjects, of all the reporting activities related to the compliance of the Model;
  - Examine and evaluate all the information and/or warnings received and related to the compliance to the Model, included possible violation to it, in compliance with the *whistleblowing system* described in section 3.7.;
  - Inform all the concerned bodies, below specified, about the activities executed, the related results and the scheduled activities;
  - Report to the competent bodies, for the necessary measures, the possible violations of the Model and the responsible individuals, making sure that the relevant investigations are carried out by the bodies in charge;
  - promote the implementation of an effective internal communication channel to allow the sending of relevant information for the purposes of Legislative Decree 231/2001, guaranteeing the protection and confidentiality of the reporting party;
  - In case of controls from institutional subjects, included the Public Authority, supply all the necessary information to the inspecting bodies;
  - follow-up activities, namely check the implementation and the functionality of the proposed solution.

On the organizational level, the OdV, in addition to the adoption of its own Regulations, provides to:

- develop and implement a periodic Activity Plan (normally annual) aimed at monitoring the effective application of company procedures and controls in areas at risk and their effectiveness;
- carry out targeted checks on specific operations or specific acts carried out within the areas of activity at risk;
- coordinating with the various Organizational Units to improve the monitoring of activities in areas at risk, collecting, processing and storing relevant information regarding compliance with the Model;
- conduct internal investigations to ascertain any violations of the provisions of the Model, in compliance with the policies and procedures defined also in coordination with the Group.

In order to carry out its duties, the OdV has been entrusted with all the necessary powers to ensure a proper and efficient surveillance on the functioning and compliance of the Model.
The OdV, also through its own resource, has the power, by way of example:

- carry out, even without notice, all the checks and inspections deemed necessary for the proper performance of its duties;
- in respect with the actual regulations, have free access, in all the functions and Organizational Units, to all the records and documents of the Company, without any kind of prior consent or need of authorization, to obtain any information, data or document deemed necessary;
- interviews, where necessary, the individuals that can supply useful indication or information on the execution of the company's activities or malfunction or violation of the Model;
- uses, under its own surveillance and responsibility, the help of all the Company's structure or external consultants;
- having, for every need related to the correct development of its duties, the financial resources allocated by the Board of Directors.

The meetings of the OdV are recorded in minutes and a copy of the minutes is kept by the OdV in a special archive in paper and electronic format. The minutes may be entrusted to an external person chosen by the OdV, who remains bound by the obligation of secrecy on what is recorded.
The OdV should report the results of its activity to the Board of Directors of Automobili Lamborghini S.p.A. or to the Managing Directors delegated for that purpose, if appointed, according to Art. 2381 of the Civil Code.

In particular, the OdV should report the detected violation of the Model to adopt the appropriate sanction and in case of occurrence of cases that underline serious criticalities of the Model; it shall propose modifications or integrations.

The independent Body prepares, on at least an annual basis, an information report for the Board of Directors on the supervisory activities carried out, the outcomes of such activities, and the implementation of the Organisation, Management and Control Model, ensuring that any expenses incurred are duly reported against the allocated budget; such report is also submitted to the Board of Statutory Auditors for information.

The OdV's activities are unquestionable by every company's bodies, structure and function, with the exception of the surveillance duty of the Board of Directors on the adequacy of the composition of the OdV and on its activity, being the Board of Directors responsible on the functioning and efficacy of the Model.

3.6. Information flow towards Independent Body

The information deemed useful to enable the Supervisory Body to perform its supervisory duties shall be mandatorily and promptly submitted in writing, including by email. Such information includes, by way of example and without limitation:

- any critical issues that may be significant for the proper implementation of the Model, identified during first- and/or second-level control activities;
- measures and/or information received from Judicial Police authorities or any other authority indicating that investigations are being carried out, including against unknown persons, in relation to the offences set out in the Decree;
- measures and/or information received from Judicial Police authorities or any other authority indicating that investigations are being carried out against employees or representatives of the Company for acts performed in the course of their duties;
- internal and external communications concerning any circumstances that may be linked to offences under the Decree (e.g. disciplinary actions initiated or imposed on employees);
- communications from the Board of Statutory Auditors and the External Auditors regarding any issue identified, even if subsequently resolved;
- requests for legal assistance submitted by employees against whom proceedings have been initiated by the judicial authorities in relation to offences under the Decree;
- information concerning the effective implementation of the Model at all corporate levels, including, within disciplinary proceedings, details of any sanctions imposed or decisions to dismiss such proceedings, together with the relevant grounds, where related to offences under the Decree or to the Disciplinary System;
- cases, whether suspected or confirmed, of violations or improper application of policies, procedures, or operating rules, indicating the corrective measures adopted to prevent further violations and/or to prevent the individual concerned from committing an offence (for example, temporary removal from duties involving interaction with third parties on behalf of the Company);
- information regarding significant organisational changes;
- updates on powers of attorney and the allocation of internal roles and responsibilities;
- significant or unusual transactions in which a potential risk relating to offences under the Decree may be identified;
- decisions concerning the application for, granting, or use of public funding;
- changes in risk situations, or potentially risky situations, relating to any of the offences under the Decree;
- significant breaches of regulations concerning workplace health and safety, as well as environmental protection;
- workplace accidents, near misses, or unsafe behaviours involving employees of the Company and/or contractors within the framework of supply, contract, or service relationships with the Company;
- periodic reporting on occupational health and safety, in particular the minutes of the periodic meeting referred to in Article 35 of Legislative Decree No. 81/2008;
- inspections, audits, or investigations conducted by competent authorities (by way of example: Local Health Authorities, INPS, INAIL, Guardia di Finanza, Labour Inspectorate, etc.), and, upon their completion, any findings and penalties imposed;

- copies of any communications submitted to supervisory authorities (e.g. the Italian Competition Authority, the Data Protection Authority, etc.);
- results of internal audit activities.

In addition, with respect to each sensitive activity, the Independent Body has agreed with the heads of the relevant corporate functions/organizational units on further, specific and detailed information flows, requiring the periodic transmission of information and documents. The review of such documentation enables the Independent Body to verify, on an ongoing basis, the proper application of procedures and compliance with the internal control measures as defined in the Model.

3.7. The Notification system with the Independent Body

Company employees and all those acting in the name and on behalf of the Company, as well as anyone wishing to contact the Supervisory Body, may do so by writing to the following email address:

odv@lamborghini.com

This email channel, which is accessible to all members of the Independent Body, may also be used to submit reports by individuals who become aware of facts relating to the commission of offences or practices not in line with the rules of conduct and the principles set out in the Ethic Code and/or this Model, where such reports do not fall within the scope of Legislative Decree No. 24/2023.
Although such reports are not subject to the provisions of Legislative Decree No. 24/2023 (in particular with regard to the technical requirements of reporting systems and the timelines for handling and feedback to the reporting party), the Independent Body shall in any case act in a manner that safeguards reporting individuals against any form of retaliation, discrimination, penalisation or any adverse consequence arising from the report, ensuring the confidentiality of their identity, without prejudice to legal obligations and the protection of the rights of the Company or of persons who may be wrongly and/or maliciously accused.
The information provided to the Independent Body is intended to facilitate and improve its control planning activities and does not entail any obligation for the Supervisory Body to carry out a systematic and detailed verification of all information received. It is therefore the responsibility of the Independent Body to determine, on a case-by-case basis, whether and how to proceed with any checks or further investigations.

3.8. Archiving of Information

Meetings of the Independent Body (including meetings with other corporate bodies, such as the Board of Statutory Auditors and the External Auditors) are duly minuted, and the relevant minutes are retained, for a period of 10 years, in a dedicated archive maintained by the internal member, to which only the members of the Independent Body and expressly authorised persons have access.
The same retention and access rules apply to any information, reports, notifications, or documentation relating to the activities of the Independent Body.

4. THE REPORTING CHANNELS ACCORDING TO THE WHISTLEBLOWER LEGISLATION

The Company, a sole shareholder company subject to the direction and coordination of AUDI AG, has long adopted a specific Policy implementing, at local level, the Group Whistleblowing System (U_003 and KRL 3). This Policy has been subject to periodic updates and has most recently been revised in light of the provisions of Legislative Decree No. 24/2023, the ANAC Guidelines adopted by Resolution No. 311 of 12 July 2023, as well as the more recent ANAC Guidelines No. 1/2025 on internal reporting channels, adopted by Resolution No. 478 of 26 November 2025, and any subsequent supplementary and coordinating measures issued by the Authority.
Furthermore, with regard to the establishment and management of reporting channels pursuant to Legislative Decree No. 24/2023, the Company has taken into account the guidance provided by ANAC and relevant industry best practices, including those set out in the document “New Whistleblowing Framework – Operational Guide for Private Entities” published by Confindustria in October 2023 and subsequently updated in May 2026, also in order to incorporate the clarifications introduced by the latest ANAC Guidelines on internal reporting channels.
These documents provide operational and interpretative guidance for the correct implementation of the whistleblowing system, with particular reference to organisational aspects, the requirements of internal reporting channels, the procedures for handling reports, and the protection measures for the individuals involved, taking due account of the specific characteristics of private sector entities.

The Policy governs the submission and subsequent handling of reports within the scope defined therein, covering breaches of national and European Union provisions that harm the public interest or the integrity of the private entity, of which reporting persons have become aware in a public or private work-related context, in accordance with the scope of Legislative Decree No. 24/2023, which is hereby fully incorporated by reference insofar as applicable to private entities.
In particular, the internal reporting channels, consisting of a hotline and an IT platform for submitting reports in written or oral form, are available on the dedicated webpage:
https://www.lamborghini.com/en-en/company/whistleblower

These internal reporting channels, whether written or oral, are managed by specifically appointed individuals, authorised to process personal data in accordance with applicable data protection laws and meeting the required standards of competence, training and independence.
Specifically, the Company has entrusted the role of External Whistleblowing Manager pursuant to Legislative Decree No. 24/2023 (the "Whistleblowing Manager") to qualified personnel within the Audi Investigation Office. This arrangement is governed by a dedicated Service Level Agreement, which also establishes specific performance indicators to ensure compliance with legal deadlines for the handling of reports and feedback to reporting persons.

In order to allow for proper handling and assessment, reports must be based on precise and consistent factual elements and, where available, supported by appropriate documentation.
The Whistleblowing Manager may in any case request additional information or clarifications from the reporting person and is required to hear the reporting person, where requested.
Reports shall be deemed inadmissible where they are manifestly generic and do not allow an understanding of the facts, or where they concern alleged misconduct supported by inappropriate or irrelevant documentation such as to prevent a proper assessment of the report's content. The Whistleblower System is managed in a manner that does not prejudice the proper performance of the Independent Body's functions or conflict with the provisions of the Model.
The Independent Body is, in any event, involved in the process for handling reports submitted through the aforementioned channels, albeit to an extent that varies depending on the seriousness of the reported facts and their classification under the Whistleblower System Policy.
The Policy distinguishes between reports of serious violations ("serious regulatory violations"), reports of other violations ("other regulatory violations"), and unsubstantiated or unfounded reports.
The handling of reports submitted through internal channels is based on the principles of legality, confidentiality[7], and protection of reporting persons, as well as other individuals identified under Legislative Decree No. 24/2023, against retaliation or discrimination, and is implemented accordingly.
To this end, the reporting person must expressly indicate whether they wish to keep their identity confidential and benefit from the protections provided in the event of retaliation. Failing such indication, the report will be treated as an ordinary report.
Without prejudice to Article 17, paragraphs 2 and 3, of Legislative Decree No. 24/2023, protection measures shall also apply to:

a) facilitators;
b) persons within the same work environment as the reporting person, the person who has filed a complaint with judicial or accounting authorities, or the person who has made a public disclosure, who are linked to them by a stable emotional relationship or kinship up to the fourth degree;
c) colleagues of the reporting person or of the person who has filed a complaint with judicial or accounting authorities or made a public disclosure, who work in the same work environment and maintain a regular and ongoing relationship with such persons;
d) entities owned by the reporting person or by the person who has filed a complaint or made a public disclosure, as well as entities for which such persons work, and entities operating in the same work environment as the aforementioned persons.

7 The concept of confidentiality of the reporting person's identity must be clearly distinguished from anonymity. Anonymous reports do not qualify as whistleblowing reports.
In the event that anonymous reports are received, also in light of the guidance provided by ANAC, it is specified that such reports, where they are sufficiently detailed, substantiated and supported by appropriate documentation, shall be treated as ordinary reports.
Similarly, where the reporting person cannot be subsequently contacted (for instance, because no valid contact details have been provided), it may not be possible to provide the feedback required under Legislative Decree No. 24/2023.

Any retaliatory or discriminatory conduct, or any conduct aimed at breaching the protection measures afforded to reporting persons, carried out by corporate bodies or individuals acting on behalf of the Company, shall be sanctioned in accordance with the provisions set out in Chapter 6 of the General Section.
Additional reporting channels, as indicated on the Company's website, remain available. While these channels are also managed in accordance with principles of confidentiality, protection of involved people, and prevention of retaliation, it should be noted that they do not offer the same technical safeguards (e.g. encryption) as the web platform and hotline.

4.1. Additional Reporting Channels Available

The following additional reporting channels remain available:

- E-mail: whistleblower-office@audi.de
- Mail: Audi Investigation Office – AUDI AG, _/FG-H, D-85045 Ingolstadt, Germany
- Ombudspersons: http://www.ombudsmen-of-volkswagen.com/

These channels are managed in accordance with the principles of protection of the reporting person's identity, protection of the individuals involved, and protection against any form of retaliation, as ensured by the commitments undertaken by the respective recipients. However, it should be noted that such channels do not provide the same technical safeguards (e.g. encryption) as the web-based platform and the hotline.

In addition, the Company's Compliance Officer/local compliance function is available for any matter relating to the Whistleblowing System and may be contacted at: compliance@lamborghini.com.

Without prejudice to the preference for the use of internal reporting channels, in the cases and under the conditions set out in Legislative Decree No. 24/2023, it is possible to submit an external report to ANAC (see https://www.anticorruzione.it/-/whistleblowing). Where the relevant conditions are met, public disclosure is also permitted. The possibility of referring the matter to the judicial authorities remains unaffected, where applicable.

5. DISCIPLINARY SYSTEM

Art. 6, paragraph 2, letter e) and Art. 7, paragraph 4, letter b) of D.Lgs. 231/2001 indicate, as a condition for the effective implementation of the Model, the application of a disciplinary system suitable to sanction non-compliance with the measures indicated in the Model itself.
The definition of an effective disciplinary system is, therefore, an essential prerequisite of the Model's overriding value with respect to the administrative liability of entities.

In compliance with the regulatory provisions, therefore, the Company has established a specific disciplinary system aimed at sanctioning the failure to comply with the measures indicated in the Model and in the Ethic Code, which is an integral part of the former.

Subject to the disciplinary system set forth in this Model are all Employees, - blue collars, white collars and Managers related to Automobili Lamborghini S.p.A. with working relationship of a subordinated type. In the exercise of disciplinary power may incur, among others, those who are guilty of violating the provisions of Legislative Decree 24/2023. The latter include, by way of example, those who have:

- violated the protection measures provided for workers who have sent hints, according to Article 16 of Legislative Decree 24/2023;
- initiated retaliation because of the hint submitted, public disclosure or complaint to the judicial or accounting Authority, pursuant to Article 17 of Legislative Decree 24/2023;
- disregarded the support or the protection measures set forth respectively in Articles 18 and 19 of Legislative Decree 24/2023;
- incurred one of the sanctions referred to in Article 21 of Legislative Decree 24/2023;
- in any case, violated the Policy on Whistleblowing.

Among the legal sources governing and limiting the exercise of the Company's disciplinary authority are Law No. 300/1970 (the so-called Workers' Statute), the applicable National Collective Labour Agreement (CBA), as well as any current collective bargaining agreements.

In light of the current interpretative framework, the application of the disciplinary system may be independent of the actual commission of a criminal offence or of the initiation and outcome of any related criminal proceedings against the individual responsible for the violation, as the rules of conduct set out in the Model and in the Ethic Code are voluntarily adopted by the Company in full autonomy, and the imposition of sanctions is solely linked to their breach.

In any event, the principles of promptness and timeliness make it inappropriate to delay the imposition of disciplinary sanctions pending the outcome of any proceedings before the Judicial Authorities (see Confindustria Guidelines).
Where disciplinary proceedings are initiated following a report submitted through the whistleblowing channel, the identity of the reporting person may not be disclosed within the context of such proceedings.

Where the subject matter of the disciplinary charge makes it strictly necessary, for the purposes of ensuring the right of defence of the alleged offender, to disclose the identity of the reporting person, such information may be provided, inter alia, subject to the reporting person's explicit consent.

5.1. Measures for the employees and Management

General Principles and Sanctionable Conduct

Compliance by the Company's employees and managers with the provisions set out, inter alia, in the Model, the Ethic Code, and the internal protocols, procedures and policies provided therein (or otherwise referenced by it), constitutes a fundamental part of the obligations arising from the employment relationship pursuant to and for the purposes of Article 2104 of the Italian Civil Code.

Any breach of such provisions shall therefore constitute a failure to fulfil such obligations and may result in the application of disciplinary measures, in accordance with applicable laws and procedures, with all related consequences, including those concerning the continuation or termination of the employment relationship, as well as the obligation to compensate any damages caused.

The disciplinary system may apply in the event of non-compliance with internal procedures, instructions, principles and Company policies (including instructions issued by the Company both in written and oral form) provided for or referred to in this Model and in the Ethic Code, and, in particular, in the event of the following sanctionable conduct (typical breaches):

- failure to comply with the Ethic Code and with the Company's procedures, instructions and policies referred to in the Model;
- failure to carry out required controls by Heads of Function or by designated personnel;
- failure to properly record, or provision of inaccurate evidence of, activities performed with regard to documentation, retention and control of activities in areas exposed to the risk of offences, thereby reducing transparency and hindering traceability;
- violation and/or circumvention of the internal control system, including through the removal, destruction, alteration or omission of documentation required by applicable procedures, or by preventing the persons in charge or the Independent Body from carrying out controls or accessing requested information and documentation;
- failure to comply with rules governing signatory powers and the system of delegated authorities;
- failure by line managers to adequately supervise subordinates with regard to the proper and effective implementation of the Model, the Ethic Code and company procedures;
- failure to comply with reporting obligations towards the Independent Body;
- submission to the Independent Body, to a line manager, or to any other person required to report to the Independent Body, of a report concerning any of the above violations which the reporting person knows to be false or malicious;
- failure to inform the Independent Body and/or the direct line manager of any violations of the Model of which the individual has direct and certain knowledge;
- failure to ensure adequate communication, training and updating of internal and external personnel operating in areas potentially exposed to the risk of offences.

Disciplinary measures applicable to employees

The disciplinary sanctions that could be inflicted to the employees – in compliance with the procedure set forth in Art. 7 of Worker Statute and possible applicable special law - are those provided in the sanctioning system of the CCNL of Industry Sector and precisely:

- Oral warning;
- Written warning;
- Fine of an amount not more than three hours of salary calculated on the minimum tariff;
- Suspension from work and suspension from salary for a maximum of three days;
- Dismissal with notice
- Dismissal without notice.

Measures towards management

In case of violation, by the Company's management of the provisions and procedures established in the Model or in the Ethic Code or the adoption, in relation to relevant activities for the areas at crimes risk, of a conduct not in compliance with the provisions of the Model or of the Ethic Code, towards the responsible people will be adopted the following measures, in compliance with Art. 7 of the Worker Statute:

- in the event of a non-serious violation of one or more procedural or behavioural rules provided for in the Model or in the Ethic Code, the Manager may already be made the subject, after an initial verbal warning, of a written reminder to comply with the Model and the Ethic Code, which is a necessary condition for maintaining the fiduciary relationship with the Company, particularly taking into account the responsibilities entrusted to the Manager;
- in case of serious violation of one or more provision of the Model or of the Ethic Code or reiteration of one or more of the violations above described, that are – after the necessary assessment carried out by the Company – a serious breach for thoughtful fault or with intent of the Manager, the Company could dismiss the Manager with the recognition of compensation in substitution of the notice period.
- where the violations of one or more provisions of the Model or of the Ethic Code are so serious that a prosecution of the trust relationship, even temporal, is not possible any longer, the Company should proceed with the dismissal, without notice and without the recognition of compensation in substitution of the notice period, pursuant to Art. 2119 of Civil Code and relevant provision of the applicable CCNL.
- among the sanctions, the suspension of any powers of attorney granted to the executive may also be ordered and the exclusion from the incentive program that may be applicable in the year in which the violation was found.

Verification of violation and imposing sanctions activity. Disciplinary system

The assessment of the infringement, eventually on the basis of the warning of the Independent Body, having sought the opinion of the superior of the author of the warned conduct, the management of the disciplinary proceedings and the imposition of sanctions are of competence of the company's functions concerned.

In any case, the imposition of sanctions against employees and Managers will be carried out, among other things, based on criteria of proportionality between the violation committed and the sanction imposed, also in view of the following list of cases, which, by way of example as only general and abstract, is offered in order of increasing relevance and gravity:

- Violation of internal procedures/directives/policy provided for or cited in the Model or in the Ethic Code, failure to comply with oral or written commitments coming from the Company, or adoption, in relation to activities relevant for the areas at risk of crime, of conducts not in compliance with the provisions set forth in the Model, in the Ethic Code or in the procedures there cited;
- Violation of internal procedures/directives/policy provided or cited in the Model or in the Ethic Code or adoption, in relation to activities relevant for the areas at crime risks, of conducts not in compliance with the provisions set forth in the Model, in the Ethic Code or in the procedures there cited that could expose the Company to an objective risk of commission of one of the crimes;

- Adoption, in relation to activities relevant for the areas at risk of commission of crimes, of conducts evidently not in compliance with the provisions set forth in the Model, in the Ethic Code or in the procedures/policy there cited and aimed in an unambiguous way to the commission of one or more crimes;
- Adoption, in relation to activities relevant for the areas at risk of commission of crimes, of conducts evidently not in compliance with the provisions set forth in the Model, in the Ethic Code or in the procedures/policy there cited, such as determining the concrete imposition of sanctions provided in the Decree to the Company.

The disciplinary sanction (in the case of employees) and the contractual remedies (in the case of management) shall be proportioned with the degree of responsibility and autonomy of the employee and Manager, to the possible existence of previous situations of infringement, to the intent of the conduct as well as its gravity, by which is meant the level of risk to which the Company can reasonably be expected to be exposed– pursuant to and for the purposes of the Model –from the conduct censured.

The OdV must likewise be given notice of any decision to dismiss inherent in disciplinary proceedings.

This is without prejudice to the provisions of Art. 7 of the L.300/1970 and the CCNL applicable in the subject of sanctioning proceeding, that must be deemed integrally recall. In particular:

- No disciplinary decision shall be adopted without the prior information of the charge to the employees and having heard him in his defence;
- the disciplinary measures more serious that the oral warning shall not be imposed before five days from the information in writing of the fact that has caused the charge and during which the employee could file its justification, eventually with the advice of a union's representative;

- if a decision is not taken in the six days after the file of said justifications, those shall be deemed to be accepted;
- the sanction shall be executed through a written and reasoned measure;
- in the case in which the infringement charged could lead to the dismissal, the employee could be suspended as a precautionary measure until the moment in which the dismissal shall be imposed, provided however the right to the salary;
- for the recidivism the disciplinary measures older than two years shall not be considered.

5.2. Measures for Managing Directors

In the event of violation of the provisions contained in the Model and/or in the Ethic Code by one or more members of the Board of Directors, the violation shall always be considered a Serious Regulatory Violation pursuant to Policy 0025 and is handled in accordance with that Policy, with the adoption of the measures permitted by current regulations depending on the concrete seriousness of the violation, convening the Shareholders' Meeting if needed.
The other Managing Directors, the Statutory Auditors and the Independent Body shall be informed without delay. In any case, this is without prejudice to the Company's right to exercise liability and compensation actions.

5.3. Measures for the members of Statutory Auditors

In case of infringement of the provisions contained in the Model and in the Ethic Code by one or more members of the Statutory Auditors, the Board of Directors and/or the Independent Body shall inform without delay, in writing the entire Statutory Auditors and the Board of Directors for undertaking the appropriate measures allowed by the law in force, included the revocation of the office.
In the most serious cases, the Board of Directors, having sought the opinion of the Statutory Auditors, shall call the Shareholder Meeting in order to undertake the appropriate measures.
In any case, this is without prejudice to the faculty of the Company to undertake legal actions and to ask for damages.

5.4. Measures for collaborators and commercial partners

Any conduct by collaborators, consultants or other third parties linked to the Company by a contractual relationship not of employment (e.g. dealers and importers), in violation of the provisions of the Decree, and/or of the Code of Conduct for Business Partners, may result in the application of

penalties or termination of the contractual relationship, without prejudice to any claim for compensation if such conduct results in damage to Lamborghini.
To this end, the agreements of consultancy or collaboration with parties outside the Company make express reference, among the contractual obligations, to the respect of the law, and the principles contained in the Code of Conduct for Business Partners available in the Automobili Lamborghini's internet site.

If the non-compliance results in a serious breach or the application by the Company of one of the administrative sanctions provided for in the Decree or in any case in the event that the relationship of trust between the Company and the counterparty is no longer valid, in application of art. 1456 Civil Code. Lamborghini has the right to terminate the existing contract.
For less serious violations, which do not irreparably determine the disappearance of the relationship of trust, in compliance with the contractual clauses, adequate and proportionate penalties will be applied.
The OdV is informed of the violation ascertained and the actions taken against the third party.

6. INFORMATION AND TRAINING

6.1. Information and training of Recipients

For the purposes of ensuring the effectiveness of the Model, the Company guarantees adequate awareness and dissemination of the rules of conduct contained therein to the members of Corporate Bodies, all employees (including seconded staff), external collaborators, and third parties who, in any capacity, maintain relationships with the Company.
This objective applies to all individuals falling within the above-mentioned categories, whether already employed by the Company or to be engaged in the future.
The level of training and information is implemented through specific and appropriate measures, tailored to the role and responsibilities of the relevant recipients.
In this context:

1. The adoption and updating of the Model are communicated to employees, Heads of Function and managers through publication on the Company intranet and are subject to targeted information and training activities concerning the relevant sections. The General Section of the Model is published on the Company's website, while the Special Section is available for consultation at the Compliance Office.

2. The Ethic Code, together with a reference to the adoption of the Model, is communicated during the onboarding process by the People, Culture & Organization function, along with the documentation provided upon hiring.

3. The Code of Conduct for Business Partners is available on the Company's website.

All acknowledgements of receipt and commitments to comply with the Ethic Code and/or the Model are duly archived by the People, Culture & Organization function.

In addition, adequate training of the Company's personnel on the contents of the Decree and the Model and/or the Ethic Code is provided for.
In particular, it is envisaged that the principles of the Model, and in particular those of the Ethic Code which is part of it, are illustrated to company resources through specific training activities (e.g., courses and seminars, also on-line, questionnaires, etc.), in which participation is compulsory and whose implementation methods are monitored by the OdV which verifies the preparation of specific training plans.

The courses and other training initiatives on Legislative Decree 231/2001 and on the principles of the Model are differentiated according to the role and responsibility of the resources involved, i.e. through the provision of more intense training characterized by a higher degree of in-depth study for those who qualify as "Apical subjects/Top Management" in the same way as the Decree, as well as for those operating in sensitive activities that present a higher risk. In brief:

i. Activity of general training: an activity of general training aimed to inform the Recipients of the provisions of the Decree and the content of the Model and the Ethic Code adopted by the Company and addressed to all the employers and Managers;

ii. Activity of specific training: an activity of specific training to those acting in areas at risk of crime, aimed to inform the Recipients, in particular on **a)** the specific risks to which the area concerned is exposed and **b)** the principles of conducts and the company's procedures and directives that they have to be compliant with, during their activities.

The definition of the training courses, their timing and the methodology of implementation are determined by the Compliance Officer jointly with Head of People, Culture & Organization, taking care of the definition of the control of the attendance to the courses and of the quality of the contents of the training's program.
The participation to the training course is mandatory; failure to participate shall be considered as a Model's infringement and could lead to the application of disciplinary sanctions as defined in the chapter n. 5.
The Heads of the O.U. will have the duty to inform the collaborators under their controls about the Model as well as guarantee the participation to the training courses.

The information and training activities carried out, is proper recorded and the related documentation shall be retained by the People, Culture & Organization Department.

6.2. External Collaborators and Partners

The activity of communicating the contents and principles of the Model is also addressed to third parties who have contractually regulated collaborative relationships with the Company or who represent the Company without dependence.
The Company's external collaborators and partners (e.g. dealers, importers, suppliers, business partners) are informed of the adoption of the Ethic Code and the Model by the Company and of the Company's requirement that the behaviour of its Partners conform to the principles of conduct and sustainability set forth in the Code of Conduct for Business Partners.
To this end, the Company assesses the methods (e.g. suitable diffusion on the Internet site according to the different types of external collaborators and partners), with which to inform third parties about the principles and procedures followed by the Company in compliance with D.Lgs. 231/2001 and to ensure that these subjects comply with the regulations and principles expressed by the Code of Conduct for Business Partners, also providing for the possible inclusion of appropriate contractual clauses.

The adoption by the Company of the Model pursuant to D.Lgs. 231/01 and the Ethic Code is, in fact, highlighted in the contractual clauses included in the contracts, which refer to the website www.lamborghini.com where the General Part of the Model and the Ethic Code and the Code of Conduct for Business Partners can be consulted.

The supplier or third party, by signing the contract/engagement letter, declares to accept, as an integral part of the same agreement, adherence to the Code of Conduct for Business Partners (and, where applicable, to the Model) of Automobili Lamborghini S.p.A.

The Company shall neither initiate nor continue any relationship with parties that are unwilling to commit to complying with the principles set out in the Code of Conduct for Business Partners and in the Organisation and Management Model (the latter limited to the provisions applicable on a case-by-case basis), without prejudice to cases where third parties are not equipped with their own code equivalent to that adopted by the Volkswagen Group.