

ORGANIZATIONAL MODEL PURSUANT TO LEGISLATIVE DECREE NO. 231/2001 ADOPTED BY ZEGNA BARUFFA LANE BORGOSERIA S.P.A.

REV. 04 – MARCH THE 31st 2025

The Legislative Decree No. 231 of June 8th 2001 introduced the administrative liability of companies and other entities (such as associations, consortia, etc.) into Italian law. This can occur in connection with certain “Predicate Offences” (hereinafter “Offences” or “Offence”), the commission of which might be of an advantage to the entity and which should be committed by:

1. legal representatives, board or managing directors de jure or de facto;
2. employees subject to the management or oversight of the above-mentioned persons.

The administrative liability is intended in connection with and added to the criminal responsibility of the person who actually carried-out the Offence, by also involving in the eventual conviction the Entity that have benefited, directly or indirectly, from the Offence thereby.

According to Legislative Decree 231/2001 the liability against the Entity should be triggered whereby the criminal Offence:

- a) is, for typology, included in the specific list of “Predicate Offences”;
- b) has been committed also or exclusively in the interest or to the advantage of the Entity, unless it is demonstrated the Offence was committed in the exclusive interest of the offender or third parties;
- c) has been committed by one of the persons at point 1 or 2 above.

When the Decree was firstly issued, the list of Offences was in a number of approximately seventy, relating to crimes against the Public Administration, public faith, individuals (by particularly paying attention to workers' health and safety), corporations and companies, terrorism, crime-associations/racketeering, fencing of stolen goods, money laundering, illegal environmental wasting, unlawful data processing and others. Progressively, the list has been implemented with further crimes over the years.

According to Article 6 of the Legislative Decree 231/2001, the Entity, which effectively implemented an Organisational Model suitable for preventing the alleged offences, cannot be sanctioned by way of a special exemption, whereby it proves:

- a) to have adopted and effectively implemented an appropriate Organizational Model through its top-management (Board of Directors) before a specific Offence may occur;
- b) to have set-up an independent Supervisory Body endowed with autonomous powers of initiative and control in order to survey the Entity's (and its employees and management) abiding-by the law and Model as well as to take care of their updating;
- c) that the offender acted by fraudulently circumventing the Organisational Model;
- d) that there was no omission or inadequate overseeing by the Supervisory Body referred-to in point b) above.

Zegna Baruffa Lane Borgosesia S.p.A. therefore adopted an internal control suitable to prevent the commission of possible Offences by Employees, Directors and Partners, in the full awareness that such Model and the effective implementation will not only allow the Company to benefit from the liability-exemption provided for by the Decree, but also improves Corporate Governance by limiting the risk offences ought be committed.

Purpose of the Model is therefore to set-up a structured framework of procedures and precautionary controls aimed at reducing risks thereby on sensitive areas of the business.

In the occasion of the meeting held on Dec. 12th 2010, Zegna Baruffa Lane Borgosesia's Board of Directors thus adopted an Organisational Model as well as appointed the Supervisory Body.

The Model consists of the General Section, Code of Ethics, Special Section, Supervisory Body's by-laws, Sanctionary Provisions and procedures adopted to monitor areas, in which the potential risk of Offences might be more envisageable.

The General Section, the List of Offences, Code of Ethics and the Sanctionary Provisions have been disclosed; therefore they are accessible to all and posted on the company's web-site Italian pages. You also may find available the English version of our Code of Ethics hereto attached.

The Supervisory Board, as guarantor of the Model compliance, consists of three independent outsourcing professionals and, in case circumstances relevant to the Model are detected, it may be contacted:

- by means of a written and CONFIDENTIAL communication, which should be readied in a sealed envelope and addressed to '**Organismo di Vigilanza ai sensi del Decreto Legislativo 231/2001 c/o Zegna Baruffa Lane Borgosesia S.p.A., Via Milano n. 160 - 13856 Vigliano Biellese (BI)**', by availing of the appropriate form hereto attached;
- to the following e-mail address: OdV231@baruffa.com

Please note that communications above are restricted to Supervisory Board members and are not technically foreclosed to the Company.

Considering that communications addressed to the Supervisory Board may concern confidential information, it also is possible to anyone filing those in anonymity, by quering this on the hard-copy or e-mail forwarded to above-mentioned address.

PLEASE FIND HERETO ATTACHED:

[Code of Ethics](#)
[Reporting Model](#)