

**ORGANISATION,  
MANAGEMENT AND  
CONTROL MODEL**

**pursuant to art. 7, paragraph 5, FIGC  
Articles of Association**





## CONTENTS

1.	Introduction .....	4
2.	Sanction system of the Sports Justice Code .....	5
3.	Breaches of the Sports Justice Code .....	5
4.	The FIGC Guidelines and regulations of the Serie A League .....	6
5.	The Prevention Model adopted by Juventus .....	7
5.1	The Model as part of the broader system of governance .....	7
5.2	Structure of the Prevention Model.....	7
5.3	Operational methods adopted to implement and update the Prevention Model .....	7
5.4	Goals and purpose of the Prevention Model.....	8
5.5	Subjects.....	9
5.6	Code of Ethics and procedural system .....	9
5.7	Leadership and management commitment.....	9
5.8	Risk Assessment .....	10
5.9	Internal and third party controls.....	10
5.10	Audits and continuous improvement .....	11
5.11	Relevant areas and control system .....	12
5.11.1	General principles of conduct and ethics .....	13
5.11.2	Management of matches and public safety .....	14
5.11.3	Sporting offence and football betting.....	19
5.11.4	Management of relations with the press and communication bodies.....	20
5.11.5	Health protection and drug administration .....	20
5.11.6	Transfers, memberships, economic agreements .....	21
5.11.7	Administrative, economic and federal obligations .....	22
5.11.8	Management of safeguarding issues.....	23
6.	The Guarantee Body.....	24
6.1	Identification of the Guarantee Body. Appointment and revocation .....	24
6.2	Functions and powers of the Guarantee Body.....	25
6.3	Guarantee Body reports to the company's senior management .....	26
7.	Internal reporting system.....	27
8.	Training of resources and disclosure of the Prevention Model .....	27
8.1	Training and information of Employees .....	27
8.2	Information to collaborators and partners.....	28
9.	Disciplinary system .....	28
9.1	Sanctions.....	28
10.	Annexes .....	29



<b>Review</b>	<b>Approval</b>	<b>Nature of changes</b>
Rev. 0	Board of Directors of 28/05/2020	Implementation
Rev. 1	Board of Directors 18/07/2023	Approval
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## 1. Introduction

Art. 7, paragraph 5 of the federal Articles of Association states: "The federal board, having consulted all the Associations involved, issues the required regulations and guidelines and ensures that the companies that take part in national championships adopt appropriate organisation, management and control models to prevent conduct contrary to the principles of loyalty, fairness and probity in every relationship (...omissis...)".

On 1 October 2019, in abeyance to the indications of the Sports Justice Code, within the overall framework of art. 7 of the Articles of Association, the Federal Council has approved the Guidelines for the adoption of the Organisation, Management and Control Models, (henceforth "Prevention Models"), suitable to prevent acts contrary to the principles of loyalty, fairness and probity.

These models, once compliance with Guideline standards has been assured, will entitle clubs to exemptions and mitigations of so-called strict liability by the sports justice pursuant to Art. 7 of the Sports Justice Code.

This Model, following Official Notice no. 87 / A (hereinafter also "*FIGC Guidelines on Safeguarding*") issued by the FIGC on the basis of Italian Legislative Decree 39/2021 and decision no. 255 of 25 June of the National Council of CONI, the Italian Olympic Committee, was integrated and amended in line with the provisions of the FIGC Guidelines on Safeguarding.

As clarified in the introduction to the Italian Football Federation (henceforth FIGC) guidelines, the prevention Models, adopted on a voluntary basis, pursue different purposes from those of the organisational models drafted pursuant to Italian Legislative Decree 231/2001 (hereinafter "231 Models"). The former are, in fact, aimed at preventing companies from committing acts contrary to the principles of loyalty, fairness and probity envisaged by national and sports laws, while the 231 Models are aimed at preventing actions that constitute predicate offences being committed that are considered indicative of corporate liability pursuant to Italian Legislative Decree 231/2001. Nevertheless, where the company has adopted Model 231, the guidelines indicate the possibility of coordinating the latter Model with the prevention model.

The national and international regulations that regulate professional football activities have a fairly extensive, strict and relevant regulatory framework. The reference regulatory framework is divided into state laws and special sector regulations that are constantly being updated. Given this situation, the summary of the regulations set out below cannot be considered an exhaustive discussion of all the rules applicable to the companies operating in the professional football sector; the main rules of domestic law envisaged at the time of issue of the Guidelines are:

- (a) Italian Legislative Decree 36/2021 and Italian Legislative Decree 39/2021
- (b) the Melandri-Gentiloni Law;
- (c) the articles of association of the FIGC and the NOIFs (Internal Federal Organisation Regulations);
- (d) the articles of association of the Serie A League;
- (e) the UEFA Licensing Manual;
- (f) determinations and circulars ONMS (National Observatory for Sporting Events).

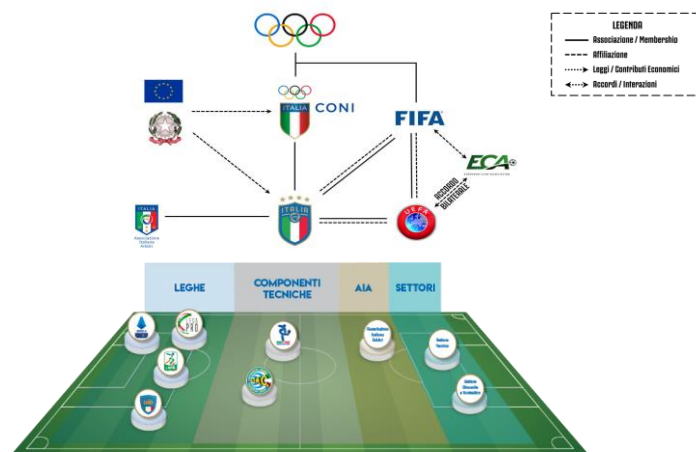


Figure 1 - reference framework of International / National / Sports Institutions



## 2. Sanction system of the Sports Justice Code

With specific reference to the sports regulations, the sanctions for which the companies may be entitled to exemptions and mitigating circumstances of so-called strict liability by the sports justice system thanks to the adoption of the aforementioned prevention model are those listed in art. 8 and 10 of the new Code of Sports Justice:

### Art. 8 Sanctions against companies

- a) reprimand;
- b) fine;
- c) fine with warning;
- d) obligation to play one or more matches behind closed doors;
- e) obligation to play one or more matches with one or more sectors without spectators;
- f) disqualification of the pitch for one or more days of competition or for a fixed period of time, up to two years;
- g) penalty of one or more points in the standings; a penalty on the match score, which is found to be ineffective during the current sporting season, may be applied, in whole or in part, during the following sporting season;
- h) relegation to the last place in the standings for the relevant championship or any other mandatory competitive competition; based on the principle of the afflictive nature of the sanction, relegation to the last place always involves a drop to the lower category;
- i) exclusion from the relevant championship or from any other mandatory competitive competition, with assignment by the Federal Council to one of the lower category championships;
- l) non-assignment or revocation of the title of Italian champion or winner of the championship, of the relevant round or official competition;
- m) non-admission or exclusion from participation in certain events;
- n) prohibition of the registration of players up to a maximum of two transfer periods.

Clubs may be sanctioned by the sports authorities by the loss of a match in the instances foreseen by art. 10.

### Art. 11 - Sanctions related to matches:

1. The sanctions entail a warning or a fine against the company, the temporary ban of the official accompanying manager and the disqualification of the player:

- a) breaches of the prohibition to take part in more than one official competition on the same day;
- b) breaches of the rules on the use of assistants on the side of the referee, without prejudice to the provisions of art. 10, paragraphs 6 and 7 and provided that they are players or persons whose registration has been considered valid for the user company;
- c) breaches of obligations that involve only formal obligations.

## 3. Breaches of the Sports Justice Code

The offences foreseen by the Sports Justice Code are recalled in Chapter IV and the mitigating circumstance referred to in Art. 7 (Exemption from or mitigation of the company's liability) approved by the National Council of CONI (Italian National Olympic Committee) with resolution no. 258 of 11 June 2019. This article states that "in order to exclude or mitigate the liability of the company pursuant to art. 6, as also envisaged and referred to in the Code, the judge shall assess the adoption, suitability, effectiveness and actual operation of the organisation, management and control model pursuant to art. 7, paragraph 5 of the FIGC Articles of Association.

The articles of Chapter IV in force at the time of issue of the Guidelines are the following:

Art. 22 - General duties of conduct and confidentiality

Art. 23 - Adverse declarations



- Art. 24 - Prohibition of betting and reporting obligation
- Art. 25 - Prevention of violent events
- Art. 26 - Violent acts of supporters
- Art. 27 - Regulations on the transfer of tickets for football matches
- Art. 28 - Discriminatory behaviour
- Art. 29 - Exemptions and mitigating circumstances for the conduct of supporters
- Art. 30 - Sports fraud and reporting obligation
- Art. 31 - Management and economic violations
- Art. 32 - Duties and prohibitions on membership, transfers and corporate transfers and controls
- Art. 33 - Infringements relating to fees, withholdings, contributions and termination of service allowance
- Art. 34 - Violation of legal constraints
- Art. 35 - Violent conduct towards match officials
- Art. 36 - Other conduct towards match officials
- Art. 37 - Use of profanities
- Art. 38 - Violent conduct of footballers
- Art. 39 - Serious unsportsmanlike conduct

#### **4. The FIGC Guidelines and regulations of the Serie A League**

The Federal Council of 1 October 2019 approved the Guidelines for the adoption of the Organisation, Management and Control Models, referred to in art. 7, paragraph 5 of the FIGC By-Laws, suitable to prevent sports offences or acts contrary to the principles of loyalty, fairness and probity in all relations that are in any way related to the sporting activities.

These FIGC Guidelines allow individual Leagues - in compliance with the specific organisational nature of the clubs that belong to the various categories - to adopt special regulations to define the common requirements of prevention models even for one or more specific areas.

This Prevention Model was drafted taking into account the indications expressed by the Guidelines referred to above and those defined in the Regulations issued to date by the individual Leagues.

In particular, the Prevention Model is divided into chapters that develop the principles enshrined in the Guidelines, in the following order:

- Code of Ethics and procedural system
- Leadership and commitment
- Risk assessment
- Internal controls and controls on third parties
- Audits, review and monitoring
- Continuous improvement and management of non-compliance
- Guarantee Body
- Communications and training
- Internal reporting system
- Disciplinary system



On 10 August 2023, the Federal Chairman also adopted the FIGC Guidelines on Safeguarding, in order to ensure - through their adoption by sports clubs - the effectiveness of Member rights and related protections, with particular regard to the protection of minors.

## 5. The Prevention Model adopted by Juventus

### 5.1 The Model as part of the broader system of governance

Juventus Football Club S.p.A. (hereinafter, also, "Juventus" or the "Company") is dedicated to maintaining and developing a relationship of trust with its *stakeholders*, namely with those categories of individuals, groups or institutions whose interests are influenced by the direct and indirect effects of Juventus' activities.

It is the policy of Juventus to disseminate a culture based upon respect of the rules and internal controls at all levels, as defined in the Code of Ethics. The adoption and continuous updating of this Organisation, Management and Control Model (the "Prevention Model") fulfils the need to direct the Company's work down this path, more specifically with reference to the relevant areas connected with compliance with the Articles of Association, the Code of Sporting Justice, the FIGC Internal Organizational Rules (NOIF) as well as other federal regulations and the observance of the principles of loyalty, fairness and probity in all relationships that are in any way connected to sporting activities.

The corporate governance system of Juventus, as a set of structures and rules of management and control required by the Company operations, is defined by the Board of Directors in compliance with the regulations that apply to the Company, also as a listed issuer and its compliance with the Corporate Governance Code of Borsa Italia and the national and international *best practices* the Company takes on board.

A few of the elements on which the Company's corporate governance system is based are:

- the set of values set out in the Code of Ethics;
- role of the Board of Directors;
- the painstaking distribution of responsibilities regarding the management, monitoring and evaluation of the Internal Control and Risk Management System by establishing the appropriate procedures and Models;
- the risk management system.

### 5.2 Structure of the Prevention Model

This Prevention Model is an integral part of the more general internal control and risk management system of Juventus and, in particular, is coordinated with Model 231, following the indications of the Federation's Guidelines and the Regulations of the Serie A League.

The following Annexes are part of this Prevention Model:

1. Code of Ethics (already included in the 231 Model)
2. Model 231 - General Part
3. Model 231: Special Part 11 - Fraud in sports competitions and abuse of gaming and betting activities
4. Guarantee Body Regulations
5. Safeguarding Policy

### 5.3 Operational methods adopted to implement and update the Prevention Model

The Prevention Model is adopted by the Board of Directors of Juventus and its updating is entrusted to the Guarantee Body as better specified in the paragraphs relating to the function and responsibilities of the Guarantee Body.

The Prevention Model has been prepared by Juventus taking into account, as already mentioned, the Guidelines issued by the Federal Council and the Regulations of the Serie A League. Indications have also been



taken into account stemming from valid legal precedents on the matter.

Since it was first adopted, the Prevention Model has been monitored by the acting Guarantee Body, as better set out in Chapter 6 below.

The operational methods followed to implement and subsequently update the Prevention Model were the following:

- mapping of the principles sanctioned by the Guidelines, detection of their level of implementation in the Company and *Gap Analysis*, through meetings with the personnel concerned. The results of this activity were formalised in an excel file, which provides a description of:
  - the level of implementation of the principles set out in the Guidelines, clarifying whether they are already implemented, partially implemented or yet to be implemented;
  - any suggestions as to ways to supplement or strengthen the principles;
- mapping of the applicable national and sports legislation, identification of potential risk profiles, identification of the existing internal control system and *Gap Analysis*, through meetings with the relevant personnel. The results of this activity were formalised in “Memorandums” and an excel file, which provide a description of:
  - the reference regulations, the relevant area identified (see paragraph 5.11) and the control mechanisms implemented by the Company to address the main risks;
  - any suggestions as to how to supplement or strengthen the control mechanisms;
- verification and possible revision, where appropriate, of the system of delegations and powers of attorney;
- identification and possible integration of the corporate procedural body;
- adjustment of the previous sanction system in order to make it applicable and effective also with reference to unlawful conduct or conduct contrary to the principles of loyalty, correctness and probity in every relationship, enshrined in the Prevention Model and more specifically in the regulations/procedures identified in paragraph 5.11 “Relevant areas and control system”.

With specific reference to the Procedures, it should be noted that the name shown in this Prevention Model may not perfectly match that of the procedures gradually put into effect and available on the Company's website or intranet. This circumstance is obviously due to the fact that the procedures are subject to updates and revisions, the frequency of which is higher than that of the Prevention Model, but in any case always refer unequivocally to a specific underlying process.

#### 5.4 Goals and purpose of the Prevention Model

The adoption of the Prevention Model aims to integrate the internal control and risk management system with specific reference to the prevention of unlawful conduct or conduct contrary to the principles of loyalty, fairness and probity, as well as contrary to inclusiveness and equity, and is focused on promoting:

- the identification of the activities carried out by the individual company functions which, due to their particular nature, can be considered relevant areas for the commission of the offences specified above;
- the analysis of potential risks related to the relevant areas and potential breaches related to the internal and external operating context in which the Company operates and the assessment of the system of controls implemented to ensure that the risks are reduced to an acceptable level;
- the definition of a system of rules that establishes general standards of conduct (Code of Ethics) and specific standards of conduct (models, management systems, guidelines, policies, organisational procedures, etc.) aimed at regulating the business activities within the relevant areas as specified herein (see paragraph 5.11);
- the definition of a system of authorisation and signing powers that guarantee a precise and transparent representation of the company process adopted to form and implement decisions;





- the definition of a system of control able to detect promptly the existence and onset of general and/or special critical situations;
- the definition of a staff communication and training system that promotes a broad understanding of the Code of Ethics, powers of authorisation, hierarchical relationships, procedures, information flows and everything else that contributes to the transparency of the business activities;
- the attribution to a Guarantee Body of specific responsibilities regarding oversight of the effective operation, adequacy and updating of the Prevention Model;
- the definition of a sanction system relating to the violation of the principles referred to in the Code of Ethics, in the regulations and in the procedures envisaged or explicitly recalled by the Prevention Model, coinciding with the sanction system defined in the 231 Model, to which reference should be made.

### 5.5 Subjects

The provisions of this Prevention Model are binding for the parties clearly identified in Article 2 “Subjective scope of application” of the Sports Justice Code, which at the date of definition of this Prevention Model states:

*“1. The Code applies to clubs, companies, managers, athletes, trainers and team managers, match officials and any other person who carries out activities of a competitive, training, organisational or decision-making nature or in any case relevant to the federal system.*

*2. The Code also applies to shareholders and non-shareholders who directly or indirectly control the companies, the persons in charge of services for the companies and those who carry out any activity within or in the interest of a company or in any case relevant to the federal system”.*

### 5.6 Code of Ethics and procedural system

Juventus undertakes to promote and maintain an appropriate Internal Control and Risk Management System, to be understood as a set of rules, procedures and organisational structures designed to adequately enable identification, measurement, management and monitoring processes related to primary risks in order to ensure the credibility, accuracy, reliability and timeliness of information provided to the corporate bodies and the market, the protection of company assets, the efficiency and effectiveness of company processes and compliance with laws and regulations as well as the company Articles of Association and internal procedures. An effective Internal Control and Risk Management System contributes to business operations that are consistent with established objectives, and promotes informed decision-making.

The values set out in the Code of Ethics constitute one of the founding elements of this system.

### 5.7 Leadership and management commitment

A key point, in addition to the above, aimed at promoting compliance with the principles of loyalty, fairness and probity in any relationship relating to Juventus' sporting activities is the adoption of the Prevention Model based on the principles set out in the Guidelines.

The administrative body and the top management of the Company are committed to preventing conduct contrary to the ethical principles of loyalty, correctness and probity and the implementation of the related prevention model.

The Board of Directors' commitment is also apparent given the adoption of the Prevention Model and assignment of the mandate to members of the Guarantee Body, as described later in the document in the paragraph entitled “Identification of the Guarantee Body. Appointment and revocation”.

In addition, the Board of Directors:

- approves the allocation of adequate organisational and economic resources for the implementation of the prevention models, in compliance with the planning and budgeting management procedure, evaluating the suggestions of the Guarantee Body and taking into consideration the results of the risk



assessment and reporting process;

- appoints the Guarantee Body envisaged by art. 7, paragraph 5, of the FIGC Statute;
- adopts the disciplinary system, already formally outlined when defining the Model 231 (to which reference should be made for details, and specifically introduced in chapter 9 of this Prevention Model), which includes applicable company regulations;
- promotes internal and external training and communication, entrusting a specific task to the Guarantee Body (see Chapter 6) in order to raise the awareness of the parties concerned in relation to specific risk situations identified on the basis of the risk assessment and reporting process;
- verifies the alignment between the strategy of the Company and the provisions of the Code of Ethics and the Organisational Models through the reports provided by management and the other control bodies, including the Guarantee Body, which has the task of monitoring the adequacy and the effectiveness of the Prevention Model;
- encourages the reporting of any acts contrary to the principles of loyalty, correctness and probity as well as violations of the Code of Ethics and the Prevention Model, by approving the reporting management procedure in force;
- promotes the continuous improvement of the Prevention Model by applying the methods set out in the following paragraphs.

## 5.8 Risk Assessment

Within the framework of the Governance System outlined in paragraph 5.1, Juventus has defined a process for risk identification and management, an ongoing process carried out during normal company operations, also taking into account the development of the business, the reference legislation and company strategies.

The Risk Management process is formalised as part of the procedure available on SharePoint.

In order to comply with the reporting requirements required to manage the System within the context of the Risk Management process, adequate document update and reporting flows among Entities and Bodies involved in the Internal Control and Risk Management System are defined and implemented: these are the Board of Directors, the Control and Risk Committee, the Financial Reporting Officer, the Risk, Compliance and Internal Audit Director, the Risk & Compliance Manager and the Head of Internal Audit.

## 5.9 Internal and third party controls

The Internal Control and Risk Management System is integrated into the more general organisational and corporate governance structure adopted by Juventus. The structure of controls was defined based on the COSO Report model, which represents the international best practice to assess the adequacy of the internal control system, the principles of the Code of Conduct and other national and international best practices. The System was developed taking into consideration applicable effective laws, reference regulations and guidelines provided by trade associations.

The characteristics and operations of the Juventus Internal Control and Risk Management System are extensively described in the specific section of the Report on Corporate Governance (available on the Company's website) and is divided into three levels of internal control:

- Level one: the identification, assessment and monitoring of risks within areas of responsibility, within the context of individual processes; departments responsible for single risks, for their identification, measurement and management, as well as carrying out the necessary controls, operate on this level.
- Level two: monitoring of the main risks in order to ensure the effective and efficient management and processing of the risks, and the adequacy and effectiveness of controls that monitor said main risks; support for level one in defining and implementing adequate systems to manage main risks and relative controls; entities that coordinate and manage the main control systems (Financial Reporting Officer, Risk & Compliance, etc.) operate on this level;
- Level three: independent, objective assurance of the adequacy and actual effectiveness of control levels one and two and in general of overall risk management procedures, performed by the Internal



Audit function.

The Audit activity is defined and regulated in the Audit Mandate approved by the Board of Directors of Juventus.

#### 5.10 Audits and continuous improvement

The Juventus Prevention Model is aimed at identifying problems and solving them, in order to pursue continuous improvement objectives, also by identifying and resolving anomalies, and is divided into the following phases:

##### 1. Identification of the anomaly

An anomaly can be found both during the normal course of activities and during internal and external audits.

If the anomaly constitutes a violation, as defined in the Juventus report management procedure, it must be communicated through the reporting management platform available on the website in the Club / Corporate Governance / Whistleblowing section.

If the anomaly constitutes an idea or proposal for change that could lead to improvements or prevent errors, it must be sent to [organismodigaranzia@juventus.com](mailto:organismodigaranzia@juventus.com).

Each anomaly detected during the Audits or noted by/reported to the Guarantee Body is drawn up in a specific worksheet, together with its description, significance classification and corrective action (where necessary) by Internal Audit, if member of the Guarantee Body, or by another person designated by the Body itself.

##### 2. Assessment of the anomaly and response

The Guarantee Body assesses the anomalies found in order to identify the most effective response method, by involving the managers of the processes where the anomaly was detected by means of appropriate meetings. This activity is aimed at achieving the following objectives:

- identifying the causes of the anomaly;
- suggesting the necessary action required to manage it in a timely manner, in order to remove the real / potential cause;
- formalise the responsibilities and implementation times of the action.

The improvement actions that, during the assessment, were considered particularly relevant (e.g. in terms of economic, human, technical, financial resources) must be shared with the head of the function, before they are undertaken.

##### 3. Verification of the progress of the response and its effectiveness

The Guarantee Body verifies the progress of the response and formalises the date of actual implementation in the aforementioned worksheet.

If the Body assesses that the response action has not been carried out within the time frame and in the manner defined or has not been effective, it records this assessment on the form, reporting the need to define a new procedure to the department manager.

##### 4. Periodic review of anomalies and monitoring

Every six months the Guarantee Body analyses the anomalies recorded in order to highlight the persistence of any conditions with a negative influence (repetitive causes of non-compliance).

The results of the analysis are formalised in the half-yearly report prepared by the Guarantee Body (as defined in the Regulation).



## 5.11 Relevant areas and control system

Given the specific operations in which Juventus is involved, seven relevant areas have been identified, explained in Table 1 below, within which a sporting offence or an act contrary to the principles of loyalty, correctness and probity in any relationship could theoretically be committed, with reference to sports activities.

It was therefore decided to define for each relevant area: the underlying processes, the responsibilities and the internal control system to monitor the aforementioned infringements, specifying the reference regulations.<sup>1</sup> See below.

#	Relevant area	Process / Sub-process
1	General principles of conduct and ethics	<ul style="list-style-type: none"><li>- Relations with minors</li><li>- Relations with supporters</li><li>- Relations with human resources (registered and non-registered)</li><li>- Relations with members</li></ul>
2	Management of matches and public safety	<ul style="list-style-type: none"><li>- Accessibility</li><li>- Stewarding</li><li>- Security</li><li>- Disclosure of information to the public</li><li>- Ticketing</li><li>- Relations with fans:<ul style="list-style-type: none"><li>o Acceptance procedure</li><li>o SLO</li><li>o Affiliate agreement</li></ul></li></ul>
3	Sporting offence and football betting	<ul style="list-style-type: none"><li>- Relations with human resources (registered and non-registered)</li><li>- Relations with agents and brokers</li><li>- Relations with other sports clubs (Italian and foreign)</li><li>- Relations with the Public Administration</li></ul>
4	Management of relations with the press and communication bodies	<ul style="list-style-type: none"><li>- Communications</li><li>- Litigation management</li></ul>
5	Health protection and drug administration	N/A
6	Transfers, registrations, economic agreements	<ul style="list-style-type: none"><li>- Relations with registered members</li><li>- Relations with agents and brokers</li><li>- Relations with other companies</li></ul>
7	Administrative, economic and federal obligations	<ul style="list-style-type: none"><li>- Tax and welfare obligations</li><li>- Remuneration obligations</li><li>- Licences and enrolment in championships</li></ul>
8	Management of Safeguarding issues	<ul style="list-style-type: none"><li>- Relations with Registered Members</li><li>- Relations with minors</li><li>- Relations with sports and technical managers</li></ul>

**Tab. 1 - Outline of relevant area / process**



### 5.11.1 General principles of conduct and ethics

The Code of Ethics and the Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/2001 define various general principles of conduct aimed at ensuring compliance with the principles of loyalty, correctness and probity in every relationship with particular reference to the conduct expected of the recipients of the same. The Code of Ethics states that the Company is opposed to any form of discrimination and violence and expects its Human Resources and its footballers to behave in an ethically impeccable manner, besides acting professionally and in compliance with the law. Within this area, particular mention goes to the following topics: Sustainability and protection of minors.

#### SUSTAINABILITY AND SOCIAL IMPACT

Juventus was among the first football clubs to discuss sustainability with definition of the zero balance sheet for the start of the sustainability process in the 2013/2014 season, updated annually and to which reference should be made for full details (now the Non-financial Statement or NFS).

Relevant process	Area of responsibility involved	Regulation
General principles of conduct and ethics: - Relations with minors	N/A	Code of Ethics Safeguarding Policy
- Relations with supporters	N/A	- Regulations governing stadium use - Banners request form - Video surveillance - Framework agreement for affiliation to the Juventus Official Fan Club project
- Relations with human resources (registered and non-registered)	N/A	- Code of Ethics - Model 231 - Safeguarding Policy - Video surveillance - Guidelines - External communication - Procedure for the use of IT equipment, email, internet and social media - Regulations governing stadium use - Banners request form - Sustainability report
- Relations with registered members	N/A	- Code of Ethics - Arbitration clause - Regulation governing conduct of registered members

**Tab. 1 - General principles of conduct and ethics: responsibility and regulation**

#### Focus on training activities

Company employees and collaborators, including registered members, are provided with specific training on Italian Legislative Decree 231/2001, on the principles promoted by the Code of Ethics and on the Organisational Models of Juventus, also with a view to preventing unlawful conduct.

With reference to registered members of the Serie A League and Lega Pro, the leagues provide training sessions aimed at preventing the occurrence of sporting offences.



Lastly, the Training and Work Area of the AIC (Italian Football Association) as part of the 'Facciamo la Formazione' project develops meetings and training days for male players and for women's first team players.

For male and female members of the youth sector and members not enrolled in the Seria A League, these issues are addressed with the support of the psychological sector managed directly by Juventus, which focuses in particular on the issues of match-fixing, integrity and fair play in the JCollege classes, making explicit reference to the Code of Ethics of Juventus.

### 5.11.2 Management of matches and public safety

Since the 2011-2012 season, the Company has competed in home games at its own facility.

The environmental management system implemented at the Allianz Stadium was certified in September 2019 in accordance with the UNI EN ISO 14001: 2015 standard. The same certification was successfully extended to the Juventus Training Center in Continassa in September 2022.

In addition, following the indications of Serie A League regulations, the Company obtained ISO 20121 certification for the sustainable match day management system in February 2022.

#### Accessibility

The head of the Operations function was appointed as a Delegate to manage the event and as such prepares the **event management plan** and the **steward operations plan** in time for the meeting of the Operational Safety Group (GOS).

Permission to enter or station for any reason within the stadium during football matches is governed by the "**Usage regulations**"; by purchasing a valid ticket, the spectator accepts the rules and regulations set out in these regulations and accepts any rules and regulations issued by public safety and sports authorities, such as FIFA, UEFA and the Italian Football Association. Failure to comply with these regulations entails the immediate termination of the service contract.

Spaces and premises are envisaged, such as the GOS meeting room, to accommodate the law enforcement agencies envisaged therein, the CCTV control room and health care facilities in accordance with the regulations in force and the decisions of the National Observatory for Sporting Events (ONMS).

Access to the Stadium takes place only after the name on the ticket has been matched with the identity of the person presenting the ticket thanks to pre-filtering and filtering activities.

For the introduction of the banners, as determined by the ONMS, a prior request must be presented, which is forwarded to the Police Department for approval. The information is posted on the website in the "Banner Regulations" section. When introducing sound instruments, the rules set out in the stadium usage regulations must be respected.

It should be noted that the different areas of the stadium, and in particular the security areas, can only be accessed by showing a valid pass for that particular area. The pass is issued exclusively for service reasons and only allows access to specific areas. Both 'season' passes, valid for the entire season, and daily passes, i.e. valid only for a single match, are issued by the Operations Function upon receipt of a written request via e-mail to the appropriate address.

Relevant process	Area of responsibility involved	Regulation
Accessibility	Stadium and Facilities Operations	Stadium Rules and Regulations Banners request form Match "safety" communications Parking regulations

**Tab. 2.1 - Accessibility: responsibilities and regulation**



## Stewarding

Juventus directly recruits, trains, certifies and manages the stewards, in accordance with the indications of the reference regulations. This makes it possible to have more direct control of the activities carried out by the stewards and a more efficient implementation of the Guidelines issued by the National Observatory on Sporting Events (ONMS).

As required by the regulations, all stewards are provided with an appropriate certificate issued by a training centre authorised by ONMS and on 20 November 2014, Juventus obtained the qualification as a training structure authorised to provide training courses for personnel to be assigned to stewarding activities.

The Steward Operational Plan (POS) is agreed with the Gruppo Operativo Sicurezza (Operational Safety Team) (GOS)

The stewards collaborate with the operators of the Voluntary Association to facilitate access to the facility for people with disabilities. The stadium has specific seats that are suited to allow the circulation of wheelchairs and people with reduced mobility. To this end, an online accreditation service has been set up that allows disabled fans to request free accreditation (subject to availability) for the desired match.

The head of the Operations function has been identified as the Disability Access Officer.

Relevant process	Area of responsibility involved	Regulation
Stewarding	Stadium and Facilities Operations Human Resources	Steward Operating Plan (SOP) Stadium Rules and Regulations Regulations governing the sale of tickets for football matches Steward book

**Tab. 2.2 - Stewarding: responsibilities and regulation**

## Security

Before the start of the season, an update of the PMCS (Safety Conditions Maintenance Plan) is carried out by the Delegate appointed to manage the event, prepared in accordance with the provisions of the reference legislation.

Furthermore, Juventus has defined and implemented a Health and Safety Management System that meets the requirements of the OHSAS 18001 standard. This system is defined and detailed in the relative Manual and in the procedures and operating instructions.

In particular, operating procedure 01 establishes the methods for verifying and maintaining the safety conditions of the structures / facilities used by Juventus. The operating procedure 03 describes the operating procedures and defines the responsibilities for the organisation of the matches of the first team at the Allianz Stadium. Lastly, the management of and responsibility for dangerous and emergency situations as well as the implementation of prevention measures, in order to prevent and reduce the possible consequences in terms of injuries or illnesses that may ensue, are defined as part of the operating procedure 04.

There are also "safety" notices that remind viewers of the main prohibitions and rules of conduct.

Relevant process	Area of responsibility involved	Regulation
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Security	Stadium and Facilities Delegate appointed to manage the event Prevention and Protection Service Manager (RSPP)	Safety Conditions Maintenance Plan (PMCS) Event management plan Health and Safety Management System Manual and related operating instructions: PO 01 "Verification and maintenance of the safety conditions of the Juventus sites"; PO 03 "Management of emergency situations" PO 04 "Management of matches at Allianz Stadium and Third Party locations"; SP 01 "Criteria and methods for risk assessment" Model 231
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**Tab. 2.3 - Safety: responsibilities and regulation**

Disclosure of information to the public

Juventus adopts an operating procedure (known as "anti-racism") that provides for preventive and ongoing activities to raise public awareness of the expected rules of conduct, through the dissemination of videos and press releases.

In particular, this procedure provides for targeted messages in the event that one or more banners displayed by fans, chants, cheers or any other form of discriminatory conduct deemed a serious event are detected.

The measures envisaged in the event of instances of discrimination are examined one hour before the start of the match in the presence of the match officials, representatives of the federal prosecutor's office, the officer in charge of the public order service, the police officer who will be stationed near the "4th official", the Delegate appointed to manage the Juventus event and the Juventus sports secretary and, lastly, the representative of the visiting team.

Within the context of this procedure, the analysis activities, responsibilities and communications to be made to the public if the above events occur are regulated, which may lead to a delayed start, a temporary interruption, right up to the final suspension of the entire match.

Relevant process	Area of responsibility involved	Regulation
Disclosure of information to the public	Stadium and Facilities	Anti-racism operating procedure

**Tab. 2.4 - Disclosure of information to the public: liability and regulation**

Ticketing

Juventus uses the ticketing system by complying with the provisions regarding named tickets, the number of tickets that can be purchased by each purchaser, territorial restrictions for ticket holders not possessing a loyalty card (for the region of the hosted team), verification in real time through connection with the Electronic Centre of the Department of Public Security that highlights any reason why the match ticket cannot be issued.

Simplification procedures are also envisaged for the sale of tickets such as: online sales also in Home Ticketing mode, tickets that can be loaded on smartphones, possibility of making the single game accessible by unused season tickets, advance ticket purchase rights reserved for loyal fans.





The sale of tickets in the guest sector takes place in accordance with the provisions of the National Observatory on Sporting Events (ONMS) with on-line verification on the centralised system of the Ministry of the Interior.

The process for the sale, issue and payment of tickets and season tickets with an indication of the relative responsibilities and control rules is set out in the procedure for stadium revenues and in the operating instructions for revenues from standard seats and revenues from Juventus Premium Club (JPC).

Relevant process	Area of responsibility involved	Regulation
Ticketing	Stadium Revenue Ticketing Stadium Revenue Development	Code of Ethics Model 231 Regulations governing the sale of tickets for football matches Terms and conditions of use of season tickets Conditions of sale of tickets for individual matches Stadium Rules and Regulations Stadium revenues procedure Standard Seats revenues operating instructions E-commerce revenues operating instruction

**Tab. 2.5 - Ticketing: responsibilities and regulation**

Relations with fans:

Acceptance procedure

Juventus has adopted a regulatory code for the sale of tickets to football matches which envisages the Acceptance Procedure i.e. the right to remove from the stadium, not to sell the ticket or suspend its effectiveness temporarily or permanently.

Any conduct that conflicts with sporting and public decorum values, as well as any act that amounts to racial, territorial, ethnic or religious discrimination against the fans of the opposing team, public institutions or civil society, or any conduct that offends the principles of loyalty, integrity and fairness by inciting violence in any form shall entail the application of said procedure.

This procedure also sanctions any actions intended to denigrate, offend or publicly challenge any persons, authorities or public or private institutions, or the Club, its employees and/or representatives, security personnel or stewards inside the stadium at which the event is taking place, which may entail fines for the Club, or which may harm the Club's interests and image (including but not limited to any infringement of the Stadium Regulations, the unauthorised broadcasting of images considered to infringe radio or television rights or of data for betting purposes, ticket touting and the sale or purchase of tickets through unofficial channels or websites that promote the secondary ticketing market, entering the stadium without a ticket or with a ticket that does not match the bearer's identity, invading the pitch, entering or attempting to enter prohibited areas, conducting commercial or promotional activities inside and/or close to the stadium without the Club's authorisation).

With reference to the disclosure to the visiting team, before each match a communication is sent to the hosted team containing information to be disclosed to its fans and in particular:

- Capacity of the guest sector
- Ticket price
- Sales channels



- Dates and methods of sale
- How to apply for banners and attachments
- Stadium Rules and Regulations
- Application form for banner display
- External map of the stadium with indication of the car park and the entrance to the guest sector
- Link relating to the points of sale activated for the purchase of tickets for the guest sector.

For the introduction of the banners, as determined by the ONMS, a prior request is required, which is forwarded to the Turin Police Department for approval.

The disclosure is posted on the Juventus website in the “Banner Regulations” ticket office section.

The list of authorised banners is made available to the Steward Unit Head of the sector as identified in the Steward Operating Plan in the sectors involved in entrance verification and for the Public Safety operators.

### SLO

The Company has appointed the Support Liaison Officer (SLO) who participates in all GOS meetings.

The appointments are made taking into consideration the provisions of the FIGC National Licensing System, Title III): sporting and organisational criteria and Annex no. 2 to the FIGC Official Statement no. 326 / A of 30 June 2015 - SLO - Guidelines.

### Concession agreements

As part of the rules of conduct in the performance of sporting activities, the Juventus Code of Ethics establishes that, where relations with fans are concerned, the Company “promotes loyal and responsible support. Juventus abstains in any case from contributing, through financial contributions or other illicit benefits, to the establishment or maintenance of groups, whether organised or not, of its own fans”.

The Juventus Official Fan Clubs (JOFCs) are the only Juventus Clubs officially recognised by the company Juventus, and framework agreements are entered into for each sporting season with these Clubs, set up with a view to:

- improving and, in some cases, initiating a constructive dialogue between fans and the company;
- fostering virtuous behaviour, which encourages fans to pursue the best forms of involvement and featuring ongoing interaction programmes;
- improving the quality of the services offered to fans by promoting, organising and developing services for fan clubs set up to involve the greatest number possible of supporters in complying with the rules of civic education and sport ethics, in compliance with national laws and the conduct codes for supporting fans such as mutual respect, peaceful coexistence and the rejection of all forms of violence;
- improving the organisation and management of football matches by making fans accountable for their behaviour;

Relevant process	Area of responsibility involved	Regulation
Relations with fans: - Acceptance Procedure - SLO	Stadium Revenue Stadium and Facilities Operations	Code of Ethics Model 231 Appoint SLOs Regulations governing the sale of tickets for football matches Terms and conditions of use of season tickets Conditions of sale of tickets for individual matches Stadium Rules and Regulations



Relevant process	Area of responsibility involved	Regulation
Relations with fans: - Concession agreements	Stadium Revenue Ticketing Fan Affiliation & Service	Framework agreement for affiliation to the Juventus Official Fan Club project (JOFC) Procedures on Stadium revenues Operating instructions Revenues from Fan Affiliation & Service

**Tab. 2.6 - Relations with supporters: responsibility and regulation**

Focus on training activities

Please note that La casa di Jay in East 1st tier, behind the Family sector, welcomes adults and children for every home match-day, starting from the opening of the gates.

In the two hours before the game and during the interval, entertainment and educational activities are held free of charge, such as the supporters' school for all children who wish to learn the values of healthy fair play and cheering in favour of their own team: together with qualified entertainers, the children create banners to take with them to the stands and learn the rules of cheering.

**5.11.3 Sporting offence and football betting**

The Company's Code of Ethics and the Organization, Management and Control Model pursuant to Italian Legislative Decree 231/2001 call upon the recipients to respect the principles of loyalty, fairness and honesty in any relationship related to sports activities, with specific and explicit reference to:

- the alteration of the result of sports competitions;
- match - fixing.

In particular, as part of the 231 Model, a special ad hoc part was defined for the assessment of the risks and controls related to "Fraud in sports competitions and illegal gaming and gambling" which is reported in "Annex 3" for the sake of convenience.

The Code of Ethics is transmitted, among others, to all registered members of the company, who undertake to abide by the principles outlined by it.

In order to prevent the occurrence of episodes of fraud and sporting offences, Juventus has also defined specific training programs, both on Legislative Decree 231/01 issues and with reference to sports regulations for Company employees, and registered members in particular.

Relevant process	Area of responsibility involved	Regulation
Sporting offence and football betting: - relations with human resources (registered and non-registered) - relations with agents and brokers - relations with other sports clubs (Italian and foreign) - relations with the Public Administration	N/A	- Code of Ethics - Model 231 (Special Part 11 attached) - Guidelines governing relationships and fulfilments with the public administration (including sports bodies) - Procedure for the management of gifts and donations

**Tab. 3 - Sporting offence and football betting: liability and regulation**



Focus on training activities

For the training in question, please refer to the relevant area "General principles of conduct and ethics".

**5.11.4 Management of relations with the press and communication bodies**

The current Code of Ethics and the Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/2001 define various general principles of conduct aimed at ensuring compliance with the principles of loyalty, correctness and integrity in every relationship with particular reference to issues of confidentiality and detrimental statements.

With specific reference to the relationship with the press and the communication process, the Juventus Code of Ethics requires that communication, within and outside the Company, be clear, precise and truthful, in order to avoid the disclosure of incorrect news and information or information detrimental to the image of Juventus or the dignity of any other external party in any way associated or that may be associated with Juventus or the emergence of situations involving liability of any nature and content for the Company.

According to the provisions of the Guidelines for the management of external communication, the communication of information to the public is managed by the Communication and External Relations Department given that it is the only organisational structure entitled to engage in these activities and reports directly to the Chairman.

Relevant process	Area of responsibility involved	Regulation
Management of relations with the press and communication bodies Communications	Communication and External Relations	- Code of Ethics - Model 231 - Guidelines - External communication - Policy for the use of email, internet, digital and social media
Management of relations with the press and communication bodies Litigation management;	Communication and External Relations Legal/Human Resources	- Code of Ethics - Model 231 - Delegations and powers of attorney

**Tab. 4 - Management of relations with the press and communication bodies: responsibilities and regulations**

Focus on training activities

In order to prevent the occurrence of sporting offences, Juventus has defined specific training programs on the principles established in the Code of Ethics, on Italian Legislative Decree 231/2001 and on its Organisational Models.

**5.11.5 Health protection and drug administration**

The Company's Code of Ethics and the Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/2001 call upon the recipients to respect the principles of loyalty, fairness and honesty in any relationship related to sports activities, with specific and explicit reference to doping: in fact, each recipient must scrupulously comply with the rules governing the fight against doping procedures and for the protection of the physical and mental health of the football players as well as the fairness of sports competitions.



In addition, the Medical Sector is equipped with a Quality Management System, certified in accordance with the UNI EN ISO 19001: 2018 standard, consisting of a Policy that defines the purposes and strategic guidelines of the Medical Sector, including:

- Ensuring the athlete's recovery from an injury on schedule and without relapses.
- Preventing injuries.
- Providing all staff with comprehensive information.
- Ensuring compliance with current regulations.
- Promoting healthy lifestyles and safeguarding well-being.

The standard individual contract and the rules of conduct for registered Juventus members reaffirm the obligation for registered members, and especially for footballers, to comply with the provisions of the regulations.

The doctors of the Medical Sector of Juventus are specialised in sports medicine.

Relevant process	Area of responsibility involved	Regulation
Health protection and drug administration	Medical sector	- Code of Ethics - Model 231 - Medical Sector Quality Management System: Policy, System Manual and reference procedures - Regulation of conduct for registered members

**Tab. 5 - Health protection and drug administration: liability and regulation**

*Focus on training activities*

In order to prevent the occurrence of sporting offences, Juventus has defined specific training programs on the principles established in the Code of Ethics, on Italian Legislative Decree 231/2001 and on its Organisational Models.

Specific training is provided to players on health and doping issues: training sessions are planned on the topic of "inadvertent doping" related to the inadvertent consumption of drugs included on the list of prohibited substances both for the first team and the youth sector; the intake of drugs / supplements, all duly prescribed, is monitored on a daily basis by the company doctors.

Training meetings are planned for the prevention of injuries / illnesses for both the first team and the youth sector.

**5.11.6 Transfers, memberships, economic agreements**

The current Code of Ethics and the Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/2001 define various general principles of conduct aimed at ensuring compliance with the principles of loyalty, fairness and probity in every relationship with particular reference to the management of the transfer campaign.

In addition, the roles and responsibilities, the operating and control activities as well as the principles of conduct to be followed in the planning and operational management of the investment / divestment process in players, are defined as part of the relative general procedure that aims to ensure the pursuit of the following objectives:

- compliance with the Medium-Term Plan and the annual budget approved by the Board of Directors and the guidelines on investments in the sports sector, defined on each occasion by the corporate governance bodies;



- optimisation of squads according to pre-established sporting objectives;
- enhancement of the Youth Sector;
- compliance with criteria of cost-effectiveness, financial balance and optimisation of investments;
- adequate separation of responsibilities within the context of the investment process;
- adequate authorization of transactions, and traceability of the decision-making process.
- adequate administrative accounting management, in terms of completeness, timeliness and correctness of investment and divestment records;
- transparency and ethics in negotiations and in the definition of fees with contractual counterparties (qualified professionals, footballers, sports clubs);
- completeness and timeliness of internal (and external) information flows in compliance with the principle of confidentiality essential to the sports investment process and in order to correctly account for all the commitments undertaken by the Company;
- absolute compliance with national (Internal Organisational Rules - NOIF - of the FIGC) and international sporting regulations (FIFA Regulations), regarding transfers and club membership.

Relevant process	Area of responsibility involved	Regulation
Transfers, registrations, economic agreements - relations with registered members - relations with agents and brokers - relations with other Clubs	- Sport Area - Service Area	- Code of Ethics - Model 231 - Transfer market procedure

**Tab. 6 - Transfers, registered memberships, contracts and renewals: responsibilities and regulations**

### Focus on training activities

In order to prevent the occurrence of sporting offences, Juventus has defined specific training programs on the principles established in the Code of Ethics, on Italian Legislative Decree 231/2001 and on its Organisational Models.

### **5.11.7 Administrative, economic and federal obligations**

The Code of Ethics of Juventus dedicates an entire section to accounting transparency and internal controls. Specific procedures have been established and it is the policy of Juventus to disseminate a culture based upon respect for the rules and internal controls at all company levels.

The application process for the UEFA and National licenses is regulated by the reference sports bodies, through the dissemination of documentation to the parties involved via email and, where possible, publication on a dedicated portal, *Public Bodies Relations and UEFA Licenses*, to which it has access.

The activities for the drafting of the reference documentation are handled by the male and female Sports Secretariat, as well as by the Corporate Affairs office.

Relevant process	Area of responsibility involved	Regulation
Administrative, economic and federal obligations - Tax and welfare fulfilments - Remuneration fulfilments - Licenses and enrolment in leagues	- Sport Area (General Secretary) - Service Area (Legal / HR / Administration / Finance)	- Code of Ethics Guidelines governing Relationships and fulfilments with the public administration - Model 231 - Accounting control model - Accounting control procedure - Investment procedure in the sporting area



Relevant process	Area of responsibility involved	Regulation
		- Closing & reporting procedure - Timing of the issuing processes for UEFA and National Serie A and Serie C License issue

Tab. 7 - Administrative, economic and federal obligations: responsibilities and regulations

### Focus on training activities

In order to prevent the occurrence of sporting offences, Juventus has defined specific training programs on the principles established in the Code of Ethics, on Italian Legislative Decree 231/2001 and on its Organisational Models.

on annual issue of the manual for the registration of UEFA and National licences, the sport secretariats are invited to a presentation day for the main FIGC changes.

### **5.11.8 Management of safeguarding issues**

The Juventus Code of Ethics and Safeguarding Policy, with particular reference to its Code of Conduct, define the principles of conduct to be adopted when carrying out work and sports activities.

In particular, the Company aims to introduce and implement suitable measures to prevent and combat abuse, violence and discrimination of any kind against members and minors. These measures are dealt with in the Code of Ethics (Chapter 15 - Rules of conduct for the performance of sports activities), as regards the performance of sports activities by Juventus members in general, and in the Safeguarding Policy, with a primary focus on the protection of minors.

The aforementioned Safeguarding Policy is the evolution, also following issue of the FIGC Guidelines on Safeguarding (through Official Communication 87/A of 31 August 2023, in accordance with Italian Legislative Decree 39/2021 and CONI Resolution no. 255 of 25 July 2023), of the project that Juventus launched in the 2017-2018 season. In particular, this project, carried out in partnership with Save the Children, aimed to rationalise and improve the rules and practices regarding relations with minors. To this end, the Board of Directors defined and approved the Safeguarding System in line with industry best practices, and the related policies, one for each area of application. These documents were summarised and combined into a single Safeguarding Policy. From this perspective, for the Company the Policy represents the *Organisation and Control Model for sports activities in compliance with the aforementioned "FIGC Guidelines"*

To oversee the Safeguarding area, the Company has appointed the Manager for safeguarding against abuse, violence and discrimination. This figure, in line with the provisions of the FIGC Guidelines on Safeguarding, is the main contact for internal and external stakeholders on these issues and is the main contact for the management of reports on this topic. This figure must meet the requirements of professionalism, integrity, absence of criminal convictions, autonomy and independence, in that they must be able to guarantee the enforcement of and full compliance with the Safeguarding rules. In this regard, the Manager is guaranteed full access to information and sports facilities, including through unannounced hearings and inspections. The procedure for appointment of the Manager is through a specific letter of appointment, after assessment of the above requirements, which is signed by the CEO of the Company and, for acceptance, by the person identified as role holder.

In addition, in the Enterprise Risk Management model, Juventus also identifies and assesses Safeguarding risks, mapping their control measures in order to guarantee correct assessment and management on an ongoing basis. In this regard, the Company establishes the methods for prevention and management of Safeguarding risks in the specific policy.



Relevant process	Area of responsibility involved	Regulation
Management of safeguarding issues: - relations with Registered Members; - management of relations with minors; management of relations with sports managers and technicians.	- Sport Area (Sport Secretary) - Service Area (People, Culture & Sustainability)	- Code of Ethics - Model 231 - Safeguarding Policy

**Table 8 - Management of safeguarding issues**

Focus on training activities

Juventus has a specific corporate function, responsible for training activities for Sports Area registered personnel, managers and technical staff, also on Safeguarding issues, the protection of minors, inclusiveness and more in general *fair play*.

Furthermore, Juventus promotes and encourages the participation of its Members in info/training initiatives promoted by the FIGC.

**6. The Guarantee Body**

6.1 Identification of the Guarantee Body. Appointment and revocation

Based on the provisions of the Guidelines, the Clubs must appoint a Guarantee Body, which must be provided with autonomous powers of initiative and control, to which it must assign the task of overseeing the operation and observance of the Prevention Model, and handle its updating.

The Guidelines also suggest that this Body be characterised by autonomy, independence and professionalism. In particular:

- autonomy and independence: the requirements of autonomy and independence require: the inclusion of the Guarantee Body “as a staff unit in the highest possible hierarchical position”, the provision of a “reporting system” by the Body to the highest operational management level, the absence, for the Body, of operational duties which - by including it in operational decisions and activities - would jeopardise its objective judgement;
- professionalism: the connotation of professionalism must refer to the “wealth of instruments and techniques” required to carry out effectively the Guarantee Body’s activities;

In applying those principles to the situation of JUVENTUS, it has been deemed appropriate to grant this assignment to a multi-person body, whose members, who may be appointed from persons internal or external to Juventus, must have the necessary capacities to carry out their duties, guaranteeing professionalism, autonomy and independence.

The members of the Guarantee Body remain in office for at most three years and may in any case be re-elected. If, at the expiry of the three-year mandate, the Board of Directors has not yet proceeded to appoint new members, the outgoing Body remains in office, *ad interim* until the new members are appointed by the Board itself.

The members of the Body are chosen from persons possessing an ethical and professional profile of unquestionable prestige and they must not be in spousal or kinship relationships with the Board Directors.

Anyone who has been disqualified, incapacitated, bankrupted or convicted of a crime, even if the proceedings have not reached a final sentence, or has been inflicted a penalty that involves disqualification, even of a temporary nature, from public office or been banned from exercise management roles may not be appointed as member of the Guarantee Body, and, if appointed, must relinquish the position.

Members who have a subordinate employment relationship with the Company automatically forfeit the





position if said relationship ends, regardless of the reasons given for its termination.

The Board of Directors may revoke the members of the Body at any time but only for just cause, by board resolution and having heard the opinion of the Board of Statutory Auditors. The favourable vote of a majority of 2/3 of the members of the Board is required in order to approve a resolution to revoke for just cause one or all members of the Guarantee Body.

The following circumstances exclusively constitute just cause for revocation of the body's members:

- ascertainment of a serious breach by the Guarantee Body in the performance of its duties;
- failure to inform the Board of Directors of a conflict of interest that prevents the individual from retaining his/her position as member of the Body itself;
- a conviction against the Company, once final, or a plea bargain, in which the circumstances of the case indicate that the Guarantee body failed to provide appropriate or adequate supervision;
- violation of the confidentiality obligations related to news and information acquired while exercising the functions of the Guarantee Body;
- for the member linked to the Company by a subordinate employment relationship, the initiation of disciplinary proceedings for acts that may lead to the sanction of dismissal.

If the withdrawal occurs without just cause, the revoked member shall be immediately reinstated to the position by the Board, at his/her request.

Each member may withdraw at any time from the assignment with prior written notice of at least 30 days, to be communicated to the Board Directors by registered mail with proof of receipt or certified e-mail, if available. The Board of Directors appoints the new member during the next meeting of the Board, and in any case within 60 days from the termination date of the withdrawing member.

The Supervisory Body lays down autonomously the rules for its operation in a specific Operating Regulation (annexed hereto), defining, in particular, the operating methods used to perform the functions assigned to it.

Considering the peculiar nature of the responsibilities and specific professional contents required of them, Juventus' Guarantee Organism, in carrying out its supervision and control duties, may make use of other internal and/or external functions whenever it is deemed necessary.

The remuneration, causes of (in)eligibility, forfeiture and suspension of the members of the Guarantee Body are detailed in Annex 5 to this Model 231 as they coincide with those of the Supervisory Body.

## 6.2 Functions and powers of the Guarantee Body

The Guarantee Body has autonomous powers of initiative and control. It is assigned the duty of supervising:

- the operation and compliance with the Prevention Model;
- the effectiveness and adequacy of the Prevention Model in relation to the company structure and its actual suitability to prevent illicit sporting activities or acts that defy the principles of loyalty, correctness and integrity being committed;
- the analysis regarding the retention over time of the solidity and operational requirements of the Prevention Model and therefore the advisability of its updating, whenever amendment needs are identified as a result of changes to the company and/or regulatory conditions.

To this end, the Guarantee Body is also assigned the duties to:

- verify the effectiveness of the Prevention Model in relation to the company structure and the actual ability to prevent sporting offences or acts contrary to the principles of loyalty, correctness and probity being committed;
- monitor the updates of the Prevention Model, with particular reference to the evolution of the regulations in force, on the basis of the information received from the department managers who are required to keep the Guarantee Body constantly informed of any new regulatory and organisational aspects by using the appropriate e-mail address;



- carry out periodic verifications, based upon an annual programme communicated to the Board of Directors, aimed at ascertaining what is foreseen by the Prevention Model; in particular, it must check that the control procedures are implemented and documented in a compliant manner and that the ethical principles are respected. To this end, the Guarantee Body has a general power of inspection and has free access to all company documentation without the need for any prior consent, except in cases where such consent is required by law or regulations, as well as the possibility of acquiring relevant data and information from the persons responsible;
- prepare a report to be submitted to the Board of Directors on a half-yearly basis, through the Control and Risks Committee, highlighting the problems identified and specifying the corrective actions that need to be taken;
- liaise with the company departments:
  - on the various aspects related to the implementation of the Prevention Model (staff training, regulatory and organisational changes, etc.);
  - to ensure that the corrective actions required to ensure the Prevention Model is adequate and effective are promptly implemented;
- collect, process and store all relevant information received regarding compliance with the Prevention Model;
- prepare and update on a regular basis, in collaboration with the Risk & Compliance and Internal Audit functions, the special area of the Company intranet website containing all information on the Prevention Model.

If it emerges that the implementation status of the operating procedures is deficient, the Guarantee Body must adopt all necessary initiatives to correct this structural condition. To this end, it must:

- solicit the department managers to respect company procedures;
- suggest any corrections and amendments that need to be made to company procedures;
- report the most serious instances of failures to implement the Prevention Model to the individual department managers.

The autonomy and independence, which must necessarily mark the activity of the Guarantee Body, make it necessary to institute some forms of protection to be implemented in its favour in order to guarantee the effectiveness of the Prevention Model and to avoid its control activity engendering forms of retaliation against it. To this end, the Board of Directors provides the Guarantee Body with economic and other means that allow it to operate without hindrances.

If the Guarantee Body has any requirement of a financial nature, in order to carry out its mandate, it may request the necessary resources from the Chairperson and/or the Board of Directors.

### 6.3 Guarantee Body reports to the company's senior management

The Guarantee Body, in its dealings with the Board of Directors, is responsible for:

- communicating, at the start of each financial year, the activities schedule that it intends to follow in order to fulfil its duties;
- reporting on a regular basis on the state of progress of the established programme and any changes made to the schedule, providing reasons for such changes;
- immediately report any significant problems arising from the activities as well as any information and reports received;
- report, at least annually, on the implementation of the Prevention Model, indicating any need for improvements and corrections of the same.

The Guarantee Body informs and reports to the Board of Directors, also via the Control and Risks Committee.

The Guarantee Body may also be invited to report periodically on its activities to the Board of Statutory Auditors, as well as to the Board of Directors.



If the assessments carried out by the Guarantee Body reveal information inferring that offences or attempted offences have been committed linked to one or more directors, the Guarantee Body must promptly report to the Control and Risks Committee and, via the same, to the Board of Directors, and to the Board of Statutory Auditors.

The Guarantee Body may ask to be convened by the aforementioned bodies to report on the operation of the Prevention Model or on specific situations.

The Guarantee Body may also, when assessing the individual circumstances:

- communicate the results of its assessments to the department managers whenever the activities implemented by said managers give rise to aspects that call for improvements. In this circumstance, the Guarantee Body must obtain an action plan from the department managers, along with a respective timeline, covering the activities that need improving, as well as specifications on the operational changes required to achieve its implementation;
- report, whenever appropriate, to the Control and Risks Committee and, via the latter, to the Board of Directors, and to the Board of Statutory Auditors, any conduct/actions not in line with the Prevention Model and the Code of Ethics in order to:
  - acquire all evidence needed to make any communications to the structures in charge of the assessment and the application of disciplinary sanctions;
  - provide instructions for the removal of the failings with a view to avoiding any repetition of the event.

Those circumstances must be communicated by the Guarantee Body to the Control and Risks Committee and, via the latter, to the Board of Directors, and to the Board of Statutory Auditors as soon as possible, also requesting the support of the company departments which may collaborate in the assessment activity and in identifying the actions suitable to prevent the repetition of these circumstances.

## **7. Internal reporting system**

Through the Whistleblowing portal available on the Company's website in the Corporate Governance section, Juventus FC S.p.A. allows internal and external Stakeholders to submit reports in order to encourage the disclosure of conduct contrary to the Code of Ethics and the principles of loyalty, correctness and probity, as well as violations of national and European Union regulations that harm the public interest or the integrity of the public administration or private body, as referred to in the applicable regulations.

For further details, please refer to the whistleblowing procedure available on the portal and SharePoint and in the specific section of the Code of Ethics.

## **8. Training of resources and disclosure of the Prevention Model**

### **8.1 Training and information of Employees**

For the purposes of implementing this Prevention Model, Juventus aims to ensure a correct awareness of the rules of conduct contained therein: both for human resources already present in the company and for those who join, and with a different degree of understanding based upon the different level of involvement of said human resources in the sensitive processes.

The information and training system is supervised and integrated by the Guarantee Body, given its role of promoting knowledge and dissemination of the Prevention Model itself, in collaboration with the Risk & Compliance Manager, the Chief People, Culture & Sustainability Officer and the managers of other departments involved on each occasion in applying the Model.

#### Initial information

The adoption of this Prevention Model is communicated to all resources present in the company when it is adopted and uploaded on the company intranet portal. All changes made subsequently and information concerning the Model are communicated via the same information channels.

New recruits are sent an email containing a link to the company intranet providing access to the



documentation considered to be of primary importance (e.g. Code of Ethics, Model 231, FIGC prevention model, etc.).

The HR Business Partnering Department also manages the initial coaching of new resources so as to ensure they have correctly read all the documentation.

### Training

The training activity aimed at disseminating knowledge of the prevention Model is differentiated, in terms of content and method of provision, based upon the position held by the recipients, the risk levels pertaining to the area in which they operate, and whether or not they hold positions for which they are entitled to represent the Company.

With reference to staff training related to this Prevention Model, actions have been planned in order to broadly disseminate the essential tenets it contains and consequently raise the awareness of all staff with regard to its actual implementation.

The Guarantee Body is responsible - in agreement and coordination with the Risk & Compliance Manager, the Chief People, Culture & Sustainability Officer and the Sport Area and in collaboration with the Managers of Departments involved in each instance - for arranging the content of the courses, its diversification, the methods of provision and reiteration, performing controls on mandatory attendance and establishing the measures to be adopted against those who fail to attend without justified reason.

## 8.2 Information to collaborators and partners

Consultants and partners (sponsors and suppliers) must be informed of the content of the Prevention Model and the Code of Ethics and that Juventus requires that their conduct complies with the provisions of reference legislation.

In order to formalise the commitment to respect the principles of the Prevention Model by third parties having contractual relationships with the Company, a specific clause will be inserted into the relevant contracts.

Where necessary, these clauses and covenants also envisage specific sanctions of a contractual nature for any violation of the Prevention Model.

## **9. Disciplinary system**

### 9.1 Sanctions

Envisaging an adequate sanction system is fundamental to ensuring effective enforcement of the Prevention Model.

The activation and application of the sanction system and its sanctions is independent of the conduct and outcome of any proceedings initiated with judicial bodies.

The establishment of a sanction system ensures that the Guarantee Body's action is effective and is aimed at guaranteeing the actual implementation of the Prevention Model.

With reference to employees, including sports workers, this sanction system must integrate the prerequisites of suitability pursuant to federal regulations with the employment law aspects defined by the current Italian legislation, special legislation and national and company regulations. It is therefore confirmed that the rules of a disciplinary nature contained in Article 32 et seq. of the "Employment Relationship Regulations" in force from 1 July 2021 and applied to employees constitute, pursuant to Art. 7 of Italian Law no. 300/70, the disciplinary code with which employees must principally comply in the performance of their assigned duties on a daily basis.

The sanction system must also be applied to collaborators and consultants whose contractual relationships must include special clauses concerning any violation of the system such as, for example, termination of contract, compensation for damages, etc.

The sanction system applies to all parties collaborating in any capacity with the Company (including, for example, employees - managers and other, directors, collaborators, consultants, suppliers and partners)



through a contractual relationship.

This sanction system, investigation of violations and disciplinary proceedings are outlined in detail in the general part of the 231 Model published on the Company's website (sections 8.2 and 8.3, to which reference should be made for further information) and in the following paragraphs.

The only exceptions to the measures referred to in the 231 Model are those indicated in the following paragraph:

#### Measures against the Guarantee Body

In cases where the Guarantee Body, due to negligence or incompetence, has been unable to identify and, consequently, to take steps to eliminate violations of the Prevention Model and, in the most serious cases, the perpetration of offences, the Board of Directors must promptly inform the Board of Statutory Auditors.

The Board of Directors will carry out the necessary assessments and may, in accordance with the law and the articles of association and in agreement with the Board of Statutory Auditors, apply the appropriate measures - including the withdrawal of the assignment for just cause - obtaining, in the case of an employee, support from Senior Management. The favourable vote of a 2/3 majority of the members of the Board is required for the approval of a resolution to withdraw one or even all of the members of the Guarantee Body for just cause.

This is without prejudice in any case to the Company's right to take action for compensation of any greater damages incurred as a result of the Guarantee Body's conduct.

## **10. Annexes**

- ANNEX 1 - Code of Ethics (already included in the Model 231)
- ANNEX 2 – Model 231 – General Part
- ANNEX 3 - Model 231: Special Part 11 – Fraud in sports competitions and abuse of gaming and betting activities
- ANNEX 4 - Guarantee Body Regulations
- ANNEX 5 - Safeguarding policy

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