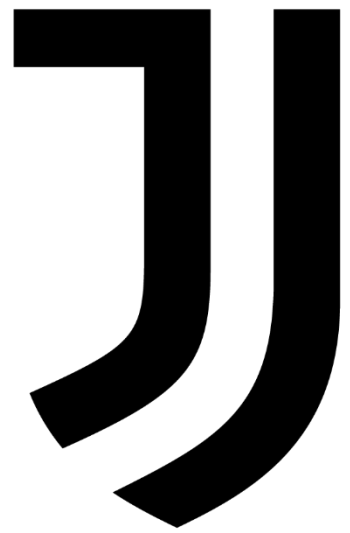


**ORGANISATION,
MANAGEMENT AND
CONTROL MODEL**

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



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Review	Approval	Nature of changes
Rev. 0	Board of Directors of 28/05/2020	Implementation
Rev. 1	Board of Directors of 18/07/2023	Approval

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.

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 are¹:

- (a) Legislative Decree 36/2021;
- (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).

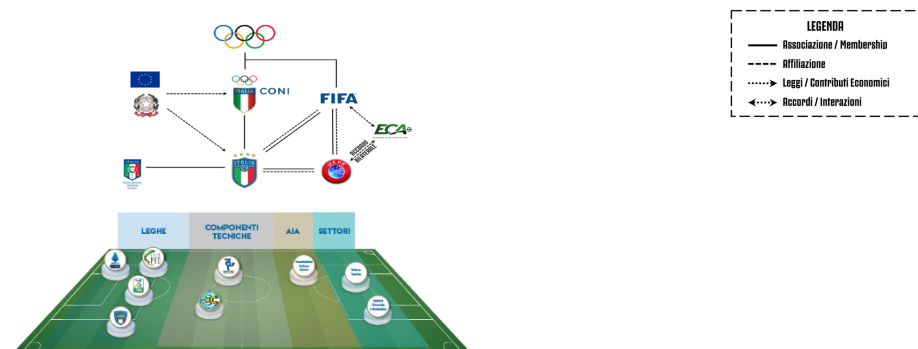


Figure 1 - reference framework of International / National / Sports Institutions

2. Code of Sport Justice Sanctions system

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. FIGC and Lega Serie A Guidelines

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.

The Prevention Model was drafted taking into account the indications expressed by the Guidelines referred to above and those defined in the issued Regulations, 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

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 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 and Serie A League's Guidelines.

The following Annexes are part of this Prevention Model:

- 1- Code of Ethics (already included in the 231 Model)
- 2- “Model 231: Special Part 11 - Fraud in sports competitions and the unlawful exercise of gambling or betting”
- 3- Guarantee Body Regulations.

5.3 Operational methods adopted to implement and update the 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 Model has been prepared by Juventus taking into account, as already mentioned, the Guidelines issued by the FIGC and the Regulations of the Serie A League. Indications have also been taken into account stemming from valid legal precedents on the matter.

From its very first adoption, the Prevention Model has been monitored by the *acting* Guarantee Body, as better set out in the subsequent Chapter 6.

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 given in this Prevention Model may not coincide perfectly with that of the procedures gradually in force and available on the Company's website or intranet. This circumstance is - obviously - referable to the fact that the procedures are subject to updates and revisions whose frequency is higher than that of the Prevention Model, but are in any case always unequivocally referable to a precise and univocal 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 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 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 the assignment of the mandate to the 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 is made for details, although a specific introduction is made in chapter 9 of this Prevention Model), which includes the applicable company regulations;
- promotes internal and external training and communication, adequate to the size and competitive level of the Company, 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 defined within the relevant procedure, available in SharePoint.

In order to comply with reporting requirements that are 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 Chief Risk, Compliance and Internal Audit Officer, Head of Compliance, the Financial Reporting Officer and the Head of Internal Audits.

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 functioning of the Internal Control and Risk Management System of Juventus is fully described in the specific section of the Corporate Governance Report (available on the Company's website) and is based on 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: the monitoring of 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 main control systems (Financial Reporting Officer, Compliance, Risk Management, 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 reporting management procedure, it must be communicated via the reporting management platform available on the website in the Club/Corporate Governance/Whistleblowing section.

If the anomaly constitutes an idea and or proposal for changes that may lead to improvements or prevent errors, it must be sent to the address organismodigaranzia@juventus.com.

Each anomaly detected during the Audits or assessed/reported from/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 may be 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. See below.

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

Tab. 1 - Outline of relevant area / process

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6. The Guarantee Body

6.1 Identification of the Guarantee Body. Appointment and revocation

Based upon 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 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 three years and they may, in any case, be re-elected.

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 Model and therefore the advisability of updating the same, whenever it identifies the need to adapt 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 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 Model (staff training, regulatory and organisational changes, etc.);
 - to ensure that the corrective actions required to ensure the 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 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 bases 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

Juventus makes the Whistleblowing portal available on the website to internal and external Stakeholders to make reports in order to encourage the reporting of behaviors contrary to the Code of Ethics and the principles of loyalty, correctness and probity, as well as violations of national and European Union regulatory provisions that harm the public interest or the integrity of the public administration or private entity, as referred to in the applicable legislation.

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

8. Training of resources and dissemination of the Prevention Model

8.1 Training and information of Employees

For the purpose of implementing this Model, Juventus aims to ensure a correct awareness of the rules of conduct contained therein, both for resources already present in the company and for those who join, with a different degree of understanding based upon the different level of involvement of said 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 Model itself, in collaboration with the Head of Compliance, the Chief People, Culture & Sustainability Officer and with the managers of the 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 the same 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 also manages the initial coaching of new resources so as to ensure they have correctly and completely read 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 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 Head of Compliance, the Chief People, Culture & Sustainability Officer and the Sport Area and in collaboration with the Managers of the 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 Model and the Code of Ethics and that JUVENTUS requires their conduct comply with the provisions the reference legislation.

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

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

9. Disciplinary system

9.1 Sanctions

The provision of an adequate sanctioning system is a fundamental aspect to guarantee the effective implementation of the Prevention Model.

The activation and application of the sanctioning system and related sanctions is independent of the conduct and outcome of any proceedings initiated before the justice bodies.

The provision of a sanctioning system makes the action of the Guarantee Body efficient and has the aim of guaranteeing the effective implementation of the Prevention Model.

With reference to employees, this sanctioning system must integrate the eligibility requirements pursuant to federal legislation with the labor law profiles defined by the current code legislation, special legislation and company regulations. It is therefore confirmed that the disciplinary rules contained in the articles. 32 and following. of the "Regulations for the regulation of subordinate employment relationships" in force from 1 July 2021 and applied to employees constitute, pursuant to and for the purposes of art. 7 of the law. n. 300/70, the disciplinary code which employees must mainly comply with in the daily performance of the tasks assigned to them.

The sanctioning system must also apply to collaborators and consultants whose contractual/negotiating relationships must include particular clauses from time to time in the event of violation of the envisaged system such as, for example, termination of the contract, compensation for damages, etc.

The sanctioning system applies to all subjects who collaborate in any capacity with the Company (including, for example, employees - managers and non-managers - administrators, collaborators, consultants, suppliers and partners) by virtue of a contractual relationship.

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 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

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