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**ANTI-CORRUPTION POLICY**

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## 1. REGULATORY REFERENCES

**Legislative Decree No. 231 of 8 June 2001 (or Legislative Decree 231/01):** introduces the administrative liability of companies, associations and foundations, including those without legal personality.

**Legislative Decree No. 24 of 10 March 2023 (or Legislative Decree 24/2023):** Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and on provisions for the protection of persons who report breaches of national law.

**Foreign Corrupt Practices Act (FCPA):** is a US federal law that prohibits US citizens and entities from bribing foreign government officials to further their business interests, making it unlawful for anyone to offer anything of value to a foreign official (including an employee of a government entity) for the purpose of obtaining an unfair advantage (e.g. obtaining or retaining business). It also that it is unlawful to maintain records that reflect payments or forms of hospitality in an inaccurate manner.


**UK Bribery Act (UKBA):** introduced in 2010 and entered into force in 2011, reformed the regulation of bribery offences in the UK; this legislation criminalises the offer or acceptance of bribes, directly or indirectly, by individuals who are UK citizens or residents of the UK. This legislation applies to transactions within the UK or internationally, covering both the public and private sectors.

## 2. DEFINITIONS

**BUSINESS PARTNERS:** external parties with whom SPIG has, or intends to establish, any form of business relationship such as, but not limited to: customers, *joint venture partners*, consortium *partners*, external suppliers, contractors and subcontractors, consultants, agents, distributors, intermediaries and investors.

**CORRUPTION (crime of corruption):** the crime of corruption does not concern only the actual commission of a corrupt act, but also its attempt, incitement, participation, and aiding and abetting. These behaviors may lead to criminal proceedings against the individuals involved, as well as criminal proceedings or proceedings by Supervisory Authorities against their hierarchical superiors if they have breached their supervisory duties, or against the Company's managers or the Company itself.

**DUE DILIGENCE:** due diligence, i.e. documented verification activities aimed at determining in a reasonable manner whether a third party is acting properly and can reasonably be expected to refrain from corrupt acts.

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**GOVERNMENT OFFICIAL:** Government officials are persons working, in whatever form or capacity, for an entity owned or controlled by a government at any level.

**GROUP:** SPIG S.P.A. and all its affiliated, associated and subsidiary companies.

**INTERESTED PARTIES:** individuals or organisations that may influence or be influenced by a decision or activity of SPIG

**PERSONNEL:** all workers (employees, managers, middle managers and office staff) employed under an open-ended, fixed-term, coordinated and continuous contract of employment, including temporary workers under a special contract of employment unless otherwise agreed between the parties.

**POLICY:** this policy.

**PUBLIC OFFICIAL:** persons holding a legislative, administrative or judicial public office.

**RED FLAGS:** Circumstance or event that represents a warning sign and indicates an increased risk of corruption.


**COMPANY or SPIG:** SPIG S.p.A. and its subsidiaries, associates and affiliates individually considered.

**THIRD PARTIES INTERMEDIARIES, INTERMEDIARIES or TPI:** an individual, company or other legal entity that acts as a mediator, broker or otherwise between the Company and (i) another party to effect an agreement or business transaction or (ii) a government agency or government official.

**THIRD PARTY:** *Joint venture, consortium partner, agent, consultant, contractor, supplier, vendor, intermediary, service provider, and any other Third Party performing similar tasks or functions.* For the purposes of this Policy, the scope of relationships with Third Parties relevant to bribery risks is that (i) the Third Party is paid a fee and (ii) as a result of the relationship, the Company retains or obtains business relationships, or any other advantage or opportunity. The risk includes the case where a Third Party makes payments for corrupt purposes, or offers personal benefits to a Company Employee in exchange for work for the Third Party's business. For the purposes of this Policy, relationships with Employees and end-customers who have a relationship with the Company do not fall within the scope of the Third Party risk management procedures.

### 3. INTRODUCTION

This Anti-Bribery Policy prohibits all conduct aimed at engaging in corrupt acts towards domestic and foreign Government Officials and Public Officials, as well as towards private sector entities (so-called bribery between private parties). Included in the notion of corruptive acts are all those

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behaviours whereby an offer, promise, authorisation or supply of anything of value is made to any customer, business partner, supplier or other third party for the purpose of inducing or unduly rewarding them in the performance of their functions or duties that directly or indirectly concern the Company's business.

This Policy refers to all applicable anti-bribery and corruption laws, including the US *Foreign Corrupt Practices Act* ("FCPA") and the UK *Bribery Act* ("UKBA"), and is intended to inform all recipients of prohibited conduct so that all may recognise potential problems and address them appropriately.

A violation of anti-corruption laws can lead to severe civil and criminal penalties, as well as damage to the company's reputation.

The Company's Personnel, TPIs and Third Parties must comply with all anti-corruption laws applicable to it, including the FCPA, the UKBA and the local laws of each country in which SPIG and the Group operate, collectively referred to as the "Anti-Corruption Law".

Legislation in all the countries in which SPIG operates prohibits the bribery of Government Officials and Public Officials and often also prohibits the bribery of foreign Government Officials and Public Officials (such as the Italian Criminal Code, the FCPA and the UKBA).

In addition to national or federal legislation, the laws of individual states - including the state laws of the United States and the United Kingdom - specifically prohibit bribery in the private sector, including the offer, promise, authorisation or provision of anything of value to any customer, business partner, supplier or other third party with whom the Company does business for the purpose of inducing or unduly rewarding them in the performance of their duties or tasks that directly or indirectly relate to the Company's business.


In addition to the prohibition of corruption, the FCPA requires companies to establish and maintain accurate books and records and sufficient internal controls.

It is the individual responsibility of all Group Personnel, through action and supervision, as well as ongoing review, to ensure strict compliance with this Policy and to seek advice from the Group Ethics & Compliance Manager on any matters relating to the applicability of anti-corruption law to the Company's activities. Any violation of this Policy may result in disciplinary action, up to and including dismissal.

#### 4. GENERAL PROHIBITIONS

Personnel, TPIs and Third Parties of the Company are prohibited from promising, offering or providing anything of value (including, but not limited to, money) directly or indirectly to a Government Official, Public Official or their family members, for the purpose of

- influence any act or decision by the Government Official or Public Official;

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- inducing the Government Official or Public Official to commit or omit any act that may cause the Government Official or Public Official to act contrary to the obligations of his position; or
- inducing that Government Official or Public Official to act in such a way as to assist the Company or the Group in obtaining or retaining business or securing a commercial advantage, including the maintenance of existing business operations, when it is in fact or could be construed as a bribe.

In addition to cash payments, other examples of prohibited payments to a Government Official or Public Official, or their family members or agents, made in order to bribe them include, but are not limited to, the following:

- gifts, travel or entertainment expenses, paid in violation of the provisions of the Policy 'Management of donations, gifts, sponsorships and gratuities' adopted by the Group;
- contributions to any political party, campaign or campaign official;
- internships, vocational training, education or teaching;
- loans, consultancy fees, labour; and
- charitable contributions and sponsorships made under the direct or indirect direction of a Government Official.

In addition to the prohibited conduct of bribing Government Officials and Public Officials, the UKBA and the laws of most countries in which SPIG and the Group operate also specifically prohibit the offer or acceptance of payments and other benefits between private (non-governmental) persons or entities.


Furthermore, Personnel, TPI and Third Parties of the Company are prohibited from accepting money or anything else of value, directly or indirectly, from any Government Official, Public Official or person or entity where it is in fact, or could be interpreted as, a bribe.

## 5. FACILITATING PAYMENTS

The making of facilitating payments by the Company, its Employees, Representatives or Third Party Intermediaries on behalf of the Company is expressly prohibited.

The term 'facilitating payments' refers to the payment of small and moderate sums of money for the purpose of obtaining or expediting the performance of non-discretionary tasks or activities by Public Officials or Government Officials, such as obtaining an ordinary licence or business permit, processing government documents such as visas, clearing customs, providing telephone, electricity or water services or loading or unloading goods

Although the FCPA provides an exception to the general prohibition on bribery by allowing the

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making of 'facilitating payments', such payments are prohibited by the UKBA and the laws of most countries in which the Group operates. Therefore, in order to ensure compliance with all applicable anti-corruption laws, facilitating payments by the Company, its employees, representatives or third party intermediaries on behalf of the Company are expressly prohibited.

Anyone who believes they are faced with a request for a facilitating payment must immediately report it to the Ethics & Compliance Manager. The Ethics & Compliance Manager, after evaluating the reported situation, will indicate the most appropriate course of action.

## 6. PERMITTED EXPENDITURE

The expenses incurred must comply with the Policy on 'Management of donations, gifts, sponsorships and gratuities' adopted by the Group.

## 7. LIABILITY FOR THE ACTIONS OF REPRESENTATIVES AND THIRD PARTIES

Local regulations in the countries where the Group operates make it clear that the Company may be held liable for violations of anti-corruption laws as a result of actions taken on its behalf by its Representatives or TPIs.

The Anti-Corruption Law prohibits any payment to representatives or TPIs with the knowledge, or reasonable expectation, that they could be used to make illegal payments to a Government Official or Public Official.


Therefore, every employee and collaborator of the Company must ensure that Company Representatives and all ICCs comply with anti-corruption regulations.

In the event that it emerges that a Representative or an TPI may have violated any anti-corruption law, the *Ethics & Compliance Manager* must be informed without delay.

Before entering into any business relationship with a Representative or Intermediary, it is necessary to perform *due diligence* as defined in the *TPI policy*, which is hereby referred to in full.

Furthermore, any agreement with such a representative or intermediary must include appropriate contractual provisions and provide for constant monitoring to ensure compliance with the Anti-Corruption Law and company policy.

All persons wishing to engage a TPI to act on behalf of the Company must, in advance, consult their manager and the *Ethics & Compliance Manager* or the Legal Department regarding the required *due diligence* process, contractual provisions and monitoring procedures as set out in the Third Party Due Diligence Procedure.

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## 8. CONTRIBUTIONS AND DONATIONS

All contributions, donations or other forms of charitable disbursements must be made in accordance with the “Management of Acts of liberality, Donations, Gifts & Sponsorships” policy adopted by the Group and in compliance with all applicable laws.

Employees must ensure that the contribution is not an indirect way of conferring an improper benefit to a Government Official or Public Official or a related party and that the contribution is not in exchange for purchases or other decisions affecting the interests of the Company or the Group.

All Personnel are strictly prohibited from making payments, in cash or in kind, to political candidates, political officials or political parties for the purpose of obtaining, retaining or directing business to the Company or the Group. Contributions in kind may include participation in political campaigns during paid working hours and the use of administrative support, company facilities, equipment and supplies.

## 9. RECRUITMENT PROCESS

In some cases, an actual or potential business *partner*, supplier, customer, Government Official or Public Official may attempt to influence the recruitment process by asking an employee to facilitate a job search for a relative or friend or suggest that a relative or friend be offered a position within the Company or the Group.

Although there is no absolute prohibition against hiring persons recommended by others, such hiring decisions should not influence the Company's or the Group's business transaction decisions. Offers of employment must not be given in exchange for any benefit received by the Company or the Group, and employees must not offer employment to obtain advantages in a business negotiation.

## 10. RED FLAGS


*Red flags* represent suspicious circumstances that may indicate a violation of the Anti-Corruption Law or this policy.

*Red flags* can take many different forms and must be examined in connection with the decision to start or continue doing business with any TPI.

All *red flags* must be reported immediately to the *Ethics and Compliance Manager*.

The following is a non-exhaustive list of examples of *red flags*:

- expenses, accounting entries, invoices and similar documentation of third parties are

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vague and not properly documented and recorded;

- the TPI or the Third Party (e.g. supplier, business partner) has an apparent lack of personnel, experience or qualifications to perform the tasks it should perform under the transaction;
- a Third Party or a TPI indicates that extra money is needed to "get the deal" or "make the necessary arrangements";
- a Third Party or a TPI seeks compensation that exceeds the reasonable value of its services, with particular regard to contingent or success fee arrangements or disproportionate and large advance payments;
- a Third Party or a TPI is closely related to or is a close business associate of a Government Official, Public Official or member of a royal family (e.g. a family relative or close friend); o is recommended or requested by a Government Official or Public Official or refuses to provide assurances that they will not make improper payments and/or refuses to comply with this policy or make unusual requests, such as an unusual method or terms of payment, requests to backdate or amend invoices, overbilling for services rendered, requests to pay into *offshore* accounts, requests for payments to bearer or cash, etc.; or

## 11. SANCTIONS

Violations of anti-corruption regulations by Personnel, TPIs or Third Parties may result in severe sanctions for both the Company and the individual.


In addition to potential fines and imprisonment, violations of the Anti-Corruption Law or this policy by any employee, representative or intermediary will result in disciplinary action, including possible termination of employment or contract.

Furthermore, it is the intention of the Company and the Group to cooperate fully with law enforcement authorities in the investigation and prosecution by those authorities of any alleged violation of the Anti-Corruption law by any employee, representative or intermediary of the Company.

## 12. ACCOUNTING PROVISIONS

In order to ensure the transparency and accuracy of its accounting records, the Company is required to establish and maintain books, records and accounts that, in reasonable detail, accurately and fairly reflect the Company's transactions, including the transfer or disposal of assets.

Each Employee is obliged to keep accurate and correct records of all transactions involving any expenditure by the Company or any other transaction involving the disposal or transfer of assets of the Company.

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### 13. ASSISTANCE IN REPORTING VIOLATIONS

If you need assistance and further guidance on anti-corruption law, or if you have concerns about anti-corruption law compliance, you should refer to the *Ethics & Compliance Manager*.

In all cases, SPIG employees and contractors must promptly report any violation of this policy. If a SPIG employee and/or contractor does not wish to report concerns directly to the Ethics & Compliance Manager, he or she may choose to report concerns anonymously by referring to the appropriate reporting procedure and using the communication channel provided therein.

The Company will promptly and thoroughly investigate any reported compliance with the Anti-Corruption Law or this policy.

Those who report in good faith will not be subject to retaliation for doing so.

Failure to report known or suspected misconduct in connection with the Company's business of which an Employee, Representative or Intermediary has knowledge may, in itself, subject that individual or entity to disciplinary action by the Company.

### 14. CERTIFICATION BY EMPLOYEES AND REPRESENTATIVES

From time to time, Employees, representatives, intermediaries and third parties in general with whom the Company has business dealings may be required to sign a certification confirming their understanding of this Policy.

### 15. TRAINING

All SPIG staff involved in activities involving Third parties are required to complete anti-corruption compliance training in the form determined by the *Ethics & Compliance Manager* on an annual basis.

Training for Company representatives TPI and Third Parties will be conducted in accordance with Company and Group policies. Any variation from this policy requires the prior written approval of the *Ethics & Compliance Manager*.