

ANTI-CORRUPTION POLICY

1. SCOPE AND PURPOSE OF THE POLICY

According to the Global Competitiveness Report by the World Economic Forum, corruption is the main obstacle in the conduct of business and a significant threat to sustainable growth, stability, and free competition in markets.

Aware of the negative effects that corrupt practices have on the economic and social development of companies, Pasubio Spa has decided to make the fight against corruption one of the main objectives of its social action as well as one of the key principles on which to base the conduct of all aspects of its business and, to this end, it has equipped itself with adequate tools to implement its commitment in this area, first of all the Ethical Code and the Model of organization, management and control.

As proof of its commitment to preventing and repressing the occurrence of corrupt phenomena, Pasubio Spa has decided to adopt, in addition to and to complete the above mentioned safeguards, a further instrument, this Anti-Corruption Policy (hereinafter, the "Policy"), aimed at defining principles and policies of conduct to be followed in the conduct of company operations, so that they are carried out in compliance with the provisions of national and international legislation on corruption.

With the adoption of the Policy, the Company has therefore intended to expand and strengthen, where and to the extent necessary, the principles and controls already provided for in the Code of Ethics and the Model, with specific reference to the prevention of corruption phenomena, pursuing the objective of providing an organic reference framework in the fight against corrupt phenomena and to spread them even more widely, in the Recipients, awareness of the principles and rules to be observed in order to prevent and counter corrupt conduct of any kind, direct and indirect, active and passive, including in the form of incitement, and, more generally, to ensure compliance with the provisions of the Code of Ethics and applicable anti-corruption regulations.

2. SCOPE AND RECIPIENTS

This Policy applies to the personnel of Pasubio Spa and to all those who work for or on behalf of Pasubio Spa, within the scope of the activities carried out and within the limits of their responsibilities, including the members of the Supervisory Body and the Corporate Bodies (hereinafter the "Recipients").

Pasubio Spa also requires compliance with the principles defined in this Policy and the observance of the regulations on corruption also by its business and financial partners, consultants, suppliers and in general by all those who collaborate in various ways with the Company. To this end, contracts with third parties are required to include specific contractual clauses that commit third parties to comply with the principles contained in this Policy.

Finally, if certain applicable provisions of the anti-corruption legislation are stricter than those set out in the Policy, the same regulatory provisions must in any case be complied with, and in any case their violation will also constitute a violation of this Policy.

3. ANTI-CORRUPTION LAWS AND CORRUPTIVE CONDUCT

All Recipients of this Policy are required to comply strictly with the anti-corruption laws and regulations in force in all countries in which they conduct, even in part, their activities.

Pasubio Spa, in fact, operates in different countries and jurisdictions or entertains relationships with entities and companies that have their registered office outside the Italian territory, thus potentially subject, together with its staff, not only to compliance with Italian legislation but also to that of third countries where it carries out or could carry out its business activities in the future (hereinafter also referred to as "Anti-Corruption Laws"), including best practices and guidelines developed by private international organizations, as well as laws ratifying international conventions.

By way of example and not exhaustively, the Anti-Corruption Laws include:

- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997)
- United Nations Convention against Corruption (2004)
- Council of Europe Penal Convention on Corruption (1999)
- Italian Criminal Code, with particular reference to Articles 317 ff.
- Italian Civil Code, with particular reference to Articles 2635 and 2635-bis
- Legislative Decree 8 June 2001 no. 231 (Administrative Responsibility of Entities)
- Law no. 146 of 16 March 2006 - Ratification and implementation of the United Nations Convention and Protocols against Transnational Organized Crime, adopted by the General Assembly on 15 November 2000 and 31 May 2001
- Law no. 69 of 27 May 2015 on crimes against the public administration, mafia-type associations, and false financial statements

In light of the Anti-Corruption Laws, the following are considered corruptive conduct, and as such prohibited and sanctioned:

- those behaviours that consist of paying (or even just promising) money or other benefits (e.g. gifts, hospitality), directly or through an intermediary, to a third party (be it a private individual or a Public Official or a Person in Charge of a Public Service) in order to influence an act or a decision, inducing them to do or not to do anything in accordance with or in violation of their legal duty or in any case to secure an unfair advantage, or in order to induce the public or private individual to use their influence with the entity for which they work so that they adopt or not adopt an act or a decision (so-called active corruption)
- those behaviours that consist in requesting or accepting (or even just accepting the promise), directly or through an intermediary, economic advantages of any value or other benefits (e.g. gifts, hospitality) from a third party (whether a private individual or a Public Official or a Public Service Officer) as an incentive or reward to act or omit actions in relation to their duties (so-called passive corruption).

4. ROLES AND RESPONSIBILITIES

In compliance with national and international regulations, Pasubio Spa does not tolerate corruption in any form and pursues any corruptive practice with the utmost rigour.

For this reason Pasubio Spa does not allow exceptions to the requirements and prohibitions of this Policy, and may take disciplinary action against those who have committed such violations in the manner provided for by current laws and regulations, collective labour agreements and other applicable agreements.

All Recipients are therefore required to read, understand, and fully observe this Policy and are responsible, each in relation to their own competencies, for compliance with the same.

In addition to constituting a disciplinary offence, violation of the rules of the Policy, may also involve the application, against the Company, of sanctions, pecuniary or disqualification characterized by particular afflictivity. Pursuant to Legislative Decree no. 231/2001, in fact, legal persons are also called to answer for the offences provided for in the Decree itself (which include the hypotheses of corruption, both public and private) committed in their interest or to their advantage by persons in leading positions within the company organisation or by persons subordinated to them.

Therefore, all Recipients who become aware, in the performance of their duties, of cases of violation, even if only suspected, of the Policy or of the Anti-Bribery Laws, are required to immediately report such episodes to their Manager or to the SB in accordance with the procedures indicated for reporting in the General Part of the Model as well as in the Whistleblowing Policy.

5. GENERAL PRINCIPLES

In order to prevent and suppress the commission of corruption offences and to ensure effective management of the risks associated with them, the following general principles must be observed:

- Segregation of responsibilities: the performance of company activities must be based, compatibly with the organisational structure of the Company, on the principle of separation of functions, by virtue of which the person carrying out an operational activity must always be a different person from the person who controls or authorises such activity
- Assignment of powers: powers of authorisation and signature must be adequately formalised, clearly defined and assigned consistently with the organisational and management responsibilities assigned; the company roles to which the power to engage the Company in certain transactions is conferred must also be defined with an indication of the limits in terms of value and subject matter
- Transparency and traceability of processes: each operation performed must be documented and verifiable retrospectively. Therefore, the availability of relevant data and information must be guaranteed at all times, through their orderly storage and storage in computer and/or paper media
- Adequacy of internal controls: the set of company rules, regulations and procedures must be consistent with the operations and the level of organisational complexity of the Company and such as to ensure the controls necessary to prevent the commission of corruption offences
- Personnel training: specific personnel training plans must be provided regarding the anti-corruption measures adopted by the Company with particular reference to those operating in the sensitive areas listed below
- Impartiality and absence of conflicts of interest: Recipients of the Policy must operate with professionalism, transparency, impartiality and in compliance with Anti-Corruption Laws and must promptly report any situation from which a conflict of interest may arise

In addition, each Corporate Function responsible for a particular process, within the process for which it is responsible, must:

- Verify the reliability, reputational profile, and suitability of third parties with whom the Company is considering establishing a professional or business relationship
- provide for specific contractual clauses that commit third parties to comply with the principles contained in the Ethical Code, in the Policy and more generally in the Model
- check the effectiveness of the services rendered by third parties in execution of the contracts

6. PRINCIPLES OF BEHAVIOUR IN THE MAIN SENSITIVE AREAS

With regard to the activity of Pasubio Spa, the following areas/processes have been identified that, even if only in the abstract, were more exposed to the risk of corruption:

- Relations with the Public Administration
- Gifts, representation, and sponsorship expenses
- Procurement of goods and services and assignments for consultancy
- Selection, hiring and management of human resources
- Cash flow management (payments-treasury)

In relation to the areas identified and in any case for each area of activity of interest to the Company, the Recipients must comply, in addition to the provisions of the individual Protocols of the Special Part of the Model, the Code of Ethics and company procedures, with the following principles and rules of conduct:

■ Relations with the Public Administration

For the purposes of the Policy, relations with the Public Administration include, but are not limited to, those relating to:

- The development and management of relations with the Public Administration, Italian and foreign, national, regional, and local
- The obtaining and management of administrative measures (authorizations, licenses, concessions, etc.) functional to the exercise of the business activity.
- The management of audits and inspections
- The obtaining and management of public funding or contributions
- The management of legal disputes

All relations/relationships that the Company has with representatives of the Public Administration (including Supervisory Authorities and Judicial Authorities) or with public subjects, including those from countries other than the one where the Company is based, must be based on strict compliance with the Anti-Corruption Laws and cannot in any way compromise the reputation and integrity of Pasubio Spa.

In addition, the following principles/rules of conduct must be observed:

- The management of relations with representatives of the Public Administration must be reserved to parties formally authorised on the basis of the system of proxies and powers of attorney in force in the Company or to the corporate figures and functions appointed for this purpose.
- Where possible, the presence of at least two persons must be guaranteed in meetings with representatives of the Public Administration
- The truthfulness, clarity, correctness and completeness of all information, data and documents transmitted to the Public Administration or the Authority must be guaranteed
- The transmission of any information, data, document must take place in compliance with the terms and in the manner established by the Public Administration or the Authority
- Prior to transmission/delivery to the Public Administration or to the Authority, the documentation prepared must be subject to verification and approval by the internal party with appropriate powers on the basis of the system of powers of attorney and delegation in place, as established in the Model and internal procedures

- (if it was not an inspection visit at the outcome of which the report was delivered) A copy of this documentation must then be sent to the Managing Director as well as to the SB.

In the context of the above, it is prohibited, in particular, to:

- Make or promise, even through a third party, donations of money.
- Offer or promise, even through an intermediary, gifts, or other benefits of any nature beyond the provisions of company practice (i.e. any form of gift exceeding normal business practices or courtesy). In particular, it is forbidden to give any form of donation to Italian and foreign public officials, their family members or persons designated by them, which is aimed at influencing their independence of judgment or inducing them to ensure any advantage for the Company. In any case, this type of expenditure must be authorised by a person with the appropriate powers and documented in an appropriate manner
- Solicit or obtain confidential information that could compromise the integrity or reputation of the Company, the Public Administration, and the Authority
- Be represented by collaborators, suppliers, or consultants in a position of conflict of interest
- Influence or attempt to influence by any means the decisions of the representatives of the Public Administration and the Authority that deal with or make decisions on behalf of the same.

Gifts, representation, and sponsorship expenses

For the purposes of the Policy terms are defined as:

- **Gifts:** goods or other benefits granted for the purpose of consolidating or otherwise promoting a relationship or corporate image
- **Entertainment expenses:** expenses incurred for hospitality and courtesy treatment towards a third party at work meetings that fall within the scope of their duties/activities and for promotional or public relations purposes
- **Sponsorships:** contributions to an activity or event (including the organization of events) put in place in order to promote and publicize the image of the Company

Gifts and representation expenses:

The homages, gifts and other entertainment expenses are permitted as long as they fall within the common practice of commercial and professional courtesy.

To this end, any gifts, gratuities, entertainment expenses or other benefits or utilities that the Recipients offer to or accept from public or private entities, directly or through third parties, must have the following characteristics:

- Do not consist of a sum of money
- Comply with the provisions of the Anti-Corruption Laws and company procedures
- To be paid within a predefined budget by the Company or in any case with the prior authorization of the parties entitled to it
- Be properly documented/registered
- Do not compromise the reputation of any of the parties to the relationship or create, in the recipient, the impression that they are aimed at acquiring, maintaining, or rewarding undue advantages or

unlawfully or improperly influence the beneficiary's activities or decisions

- Be appropriate, reasonable according to the circumstances and in any case conducted in good faith, as well as supported by appropriate motivation
- Not to be offered or accepted in a hidden way
- Be of modest value, meaning a value not exceeding euro 150.00.

Sponsorships:

In order to prevent and avoid the risk that sponsorships may be considered a disguised form of conferring a benefit to a third party to obtain an advantage, compliance with the following principles/rules of conduct is required:

- Sponsorships must be paid within a *budget* predefined by the Company or, in any case, subject to the authorisation of the persons entitled to do so and in compliance with the *procedure* defined by internal procedures
- Sponsorships must be conducted in favour of known and reliable entities/manifestations, after thorough analysis of the potential *partners* of the sponsorship contract and verification of the legitimacy of the initiative under the applicable laws
- The sponsorship contract must be drawn up in writing and must contain:
 - the commitment of the counterparty to use the agreed amount exclusively for the purposes of the initiative
 - an adequate description of the nature and purpose of the individual initiative, the compensation, terms, and conditions of payment
 - a clause for the other party to comply with the Anti-Corruption Laws and applicable regulations
- Payments must only be made as indicated in the sponsorship contract, after verification that the service has actually been provided
- The documentation relating to each sponsorship activity conducted must be archived in order to guarantee the traceability of the operation at all times.

▪ Procurement of goods and services and assignments for consultancy

The selection and management of the relationship with third parties to whom the Company has assigned consultancy or professional services or to whom it has turned to for the procurement of goods and services represent potential risk situations as in these areas acts of corruption, both public and private, could be committed.

Therefore, in the management of these activities, the Recipients are required to strictly comply with the following principles and rules of conduct:

- Relations with third parties must be based on the criteria of maximum loyalty, correctness, transparency, traceability
- The procurement and consulting processes and the related activities must be regulated in detail by company procedures that identify the roles and responsibilities of the main players involved in the process in order to correctly and transparently select suppliers and manage the relevant process documentation
- The selection of suppliers, consultants and external collaborators must be made on the basis of objective evaluation criteria linked to the competitiveness and quality of products and services

and in compliance with the principles of free competition, equal treatment, non-discrimination

- The choice of the supplier or consultant must be made through the competitive comparison between several candidates
- Suppliers and consultants must be used who have been ascertained to meet the requirements of professionalism, reliability, integrity, competence, and organisation
- Suppliers and consultants verified on the basis of technical, economic, legal, and ethical criteria must be used
- The correctness of the invoices received and their correspondence to what is contractually agreed and to the service actually received must be verified
- The selection *process* of suppliers, consultants and external collaborators, the contracts and agreements stipulated with them and the services rendered must be carefully documented and archived

In addition, it is prohibited to:

- arbitrarily exclude from tenders or bid requests potential suppliers and consultants who meet the required requirements
- to use suppliers and consultants with whom the authorised persons have relations of kinship or affinity or in relation to whom there may be situations of conflict of interest

■ Selection, hiring and management of human resources

Personnel selection, recruitment and management activities must be conducted in accordance with the principles of fairness, transparency, and impartiality and in compliance with applicable laws and regulations, including the Anti-Bribery Laws.

The process of selection, recruitment and management of personnel must be regulated by a special internal procedure that identifies in detail roles and responsibilities and *authorization process*.

In addition, the parties involved in the various phases of the process are required to act in accordance with the following principles/rules of conduct:

- The need for recruitment must be proven by specific needs (planned or contingent) that must be adequately justified
- In the selection, as well as in the management of human resources, choices based exclusively on criteria of professionalism and competence must be made and any form of favouritism is prohibited
- Candidates must be evaluated by several separate persons and the results of the entire evaluation process must be adequately documented and archived in order to allow the traceability at all times of the choices made
- Candidates must declare, in compliance with applicable legislation, the existence of personal or economic relationships with representatives of the institutions that will then be subject to weighted assessments, if present
- All employees must be trained and informed, both at the time of recruitment and through refresher courses, so that they are aware of the risks and responsibilities involved in performing their work
- New hires must be given a copy of the Model, the Ethical Code as well as this *Policy* and a declaration of commitment to the principles contained therein must also be signed.

■ Cash flow management (payments-treasury)

Each transaction or financial transaction must be correctly recorded in the company's accounting system according to the criteria indicated by law and applicable accounting principles.

Each transaction must be conducted in compliance with the principles of transparency, verifiability, traceability, and inherence of the company's activity.

Adequate and complete documentation supporting the activity performed must be kept for each operation, so that it is always possible to verify the authorization process, identify the various levels of responsibility, the temporal-chronological reconstruction of the operation and the determination of the characteristics and motivations behind it.

In addition, with particular reference to cash inflows and outflows, the following general rules must be observed:

- Payments must be made in compliance with the limits of an established *budget* and prior authorizations by the subjects in possession of appropriate powers according to the system of proxies and powers of attorney be
- Payments must be made only by authorised operators who certify that they are equipped with manual and computerised and/or telematic devices to prevent illegal corruption and money laundering
- Checks must be carried out on the counterparties to whom the payments are directed in order to verify that the name of the supplier/customer corresponds fully to the name of the account to which the payment is to be sent/accepted
- Adequate supporting documentation must support each operation or transaction

It is also prohibited to:

- Accept incoming payments in respect of which adequate supporting documentation has not been found (e.g. no sales invoice) or by non-identifiable persons (e.g. name/denomination, address, and bank account number)
- Adopt payment methods that are anomalous with respect to the nature of the transactions or split payments in a manner that is not in line with what is contractually agreed
- Making payments in countries other than the country where the supplier has established its registered office or operational and commercial branch
- Make payments to third parties that do not find adequate justification in the context of the contractual relationship established with them
- Use cash money to a greater extent than permitted by applicable law or other bearer financial instruments as well as anonymous or fictitiously headed current accounts or savings accounts.

7. DISSEMINATION, COMMUNICATION AND TRAINING

This *Policy* must be adequately disseminated through internal and external corporate communication channels (e.g. corporate intranet site, website) so that not only all personnel, but also suppliers, customers and consultants and all persons who have relations with the Company are aware of the content of the requirements contained therein and the importance of compliance with the same and the Anti-Corruption Laws.

The Company also carries out, for its employees, appropriate training and information activities on these issues through the performance of anti-corruption training programs that pursue the main purpose of making them aware of their responsibilities and the risks to which they could be exposed in the performance of their duties. Such training will cover, among other things, the contents of the *Policy* and how to report actual, attempted or even suspected acts of corruption and violations (or reasonable suspicion of violations) of the *Policy* and/or of the Anti-Corruption Laws.

The planning and management of training interventions will be defined by the CFO in collaboration with the HR Department, which will also be responsible for the continuous monitoring of the training process.

The training sessions must be carried out by class and in different ways depending on the level of risk to which the personnel involved are subject from time to time and must also be periodically repeated in order to keep the Recipients updated on the contents of the safeguards adopted by the Company and on any legislative updates in this regard.