

# Anti-Bribery Policy





# INDEX

<b>1. Purpose</b>	<b>3</b>
<b>2. Policy</b>	<b>4</b>
<b>Definitions</b>	<b>16</b>



# 1.Purpose

Sofidel S.p.A. and its subsidiaries (hereinafter, “the Group”) support and promote high standards of integrity, honesty and transparency, in full compliance with all applicable laws and regulations in the countries in which it operates. Fighting corruption and/or money laundering activities, and rejecting them in any circumstance, form and manner, is a concrete commitment to ensure the development and maintenance of a socially and economically sustainable business environment.

This Policy is inspired by the values and principles to which the Group adheres, described in the Code of Ethics, and its fight against corruption in order to prevent any critical situation or behavior. Indeed, the Sofidel Group believes that only an ethical approach effectively supports the success of its business.

This document aims to provide all Group Personnel and all those who work, in Italy and abroad, for or on behalf of the Group, with the principles and rules to be followed to ensure compliance with Anti-Corruption and Anti-Money Laundering Laws. Without prejudice to the general principle that all Group Personnel must conduct themselves in a manner consistent with the principles and rules defined in this Policy, management is personally committed to compliance with these laws, to the activity of raising awareness and dissemination of these rules and principles at its facilities aimed at preventing corrupt acts, in compliance with the principle of “zero tolerance” towards corruption.

If you have any concerns regarding the application or interpretation of this Policy, contact the Risk Management Function by writing to [fabiana.dasanmartino@sofidel.com](mailto:fabiana.dasanmartino@sofidel.com) or [martina.mori@sofidel.com](mailto:martina.mori@sofidel.com).





## 2. Policy

### 2.1 The Regulatory Context

The Sofidel Group is a multinational Group, which carries out its activities in multiple countries and jurisdictions, and therefore wishes to comply with Italian laws and, in particular, the provisions of the Italian Penal Code and Legislative Decree No. 231/01 regarding money laundering and other predicate offenses. It also intends to comply with the applicable national anti-money laundering and anti-corruption regulations of the individual countries in which it operates, including those ratifying international conventions, which prohibit bribery of Public Officials and corruption among private parties, such as:

- Strasbourg Criminal Convention of January 27, 1999 and Strasbourg Civil Convention of November 4, 1999 on Corruption in the Public and Private Sector.
- The Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.
- The United Nations Convention Against Corruption.
- The Foreign Corrupt Practices Act (FCPA) enacted in the United States.
- The UK Bribery Act enacted in the United Kingdom.

In recent years, the fight against corruption and money laundering has become progressively more important, as evidenced by the tightening of penalties for the individual and the legal person (criminal, administrative and disqualification penalties), as well as the reputational impacts. Governments, both locally and through international agreements, have promoted a regulatory framework aimed



at deterring such offenses. In this context, the Sofidel Group, starting from a cultural and value system that is already deeply rooted, in coordination with the adopted Code of Ethics and drawing inspiration from national and international regulations and best practices in the field of anti-corruption, as well as international standards including ISO 37001, in order to minimize the risk of engaging in active and passive corruption, has resolved to implement, maintain and continuously improve the management system for the prevention of corruption, integrated with the complex system of risk management and control to which it is subject, which includes the following components:

- The identification of individuals responsible for the management system for the prevention of Corruption in the figures of the Anti-Bribery Compliance Officer and the Focal Point.
- Mode of operation through the definition of roles and responsibilities, a reporting procedure and a disciplinary system related to possible violations.
- Anti-Bribery Policy approved by the Board of Directors.
- Principles, rules of conduct and procedures to guard areas sensitive to the commission of corrupt acts, as well as all those principles and rules of conduct found in the Group's Code of Ethics and Model 231/01.
- Analysis and assessment of the risks of commission of corrupt acts.
- Verification of processes affected by the Anti-Corruption Policy.
- Information and training activities (e.g., e-learning) towards recipients.
- Periodic monitoring of activities to reassess risks and assess the effectiveness and adequacy of the policy.

## 2.2 Recipients and Scope

This policy applies to all members of the Board, Supervisory and Control Bodies, Executives and Employees of any rank, qualification and level, Attorneys, suppliers and collaborators and/or business partners with whom the Group establishes working relationships or business relations, who in any capacity and regardless of the type of contractual relationship, operate with and/or on behalf of Group companies. Hereinafter also referred to as 'Recipients'.



### 2.3 Principles and Conduct Rules

The Recipients are involved and bound to comply with the current Policy, Code of Ethics, Anti-Corruption and Anti-Money Laundering laws. In particular, the Group, through the Code of Ethics, defines the general principles and commitments regarding the prevention of corruption and money laundering, stating that activities carried out in or on behalf of Sofidel Group must always ensure compliance with laws, rules and regulations for the prevention of corruption and money laundering applicable to the Group, in compliance with this Policy and the relevant Anti-Corruption and Anti-Money Laundering Regulatory Instruments.

Specifically:

- All forms of corruption and money laundering are prohibited and therefore all recipients, including Third Parties at Risk, must ensure ethical, transparent, correct and professional conduct.
- Any unlawful practice is not justified and/or tolerated even if it may be considered 'customary' in the manufacturing sector or in the countries in which the Group operates. Therefore, the Sofidel Group prohibits any agreement to unlawfully influence the will of others irrespective of whether such conduct is unlawful where it is carried out.
- Any performance must be refused if it can only be achieved by compromising the Group's ethical standards.
- Preventive checks must be carried out with respect to Third Parties at Risk and on economic transactions.
- The conduct of employees who violate the Code of Ethics and/or the Anti-Corruption and Anti-Money Laundering Laws will be interrupted and sanctioned, in line with the provisions of internal human resources regulations. To this end, the obligations set out in this Policy shall supplement the company disciplinary code and shall be adequately publicised.
- Contractual remedies will be taken against Risky Third Parties who violate Anti-Bribery and Anti-Money Laundering Laws, or otherwise violate the ethical and compliance commitments set out in the relevant contracts, including suspension of performance and up to and including termination of the contract,



prohibition from doing business with the Group and claims for damages.

- Reports of any activity that may constitute a possible violation of the this Policy and/or Anti-Bribery and Anti-Money Laundering Laws are encouraged. Such reports must be made in good faith, without fear of retaliation, ensuring that no whistleblower is discriminated against with any effects on working conditions related to the report.
- Any situation that may constitute/determine a conflict of interest between personal or family economic activities and the duties that Group Persons hold within the structure or body to which they belong, according to the reference regulatory instruments, must be avoided and in any case reported, in the manners provided for by the relevant internal documentation.
- The Group must play an important role in enforcing the policy at country level, with a strong commitment to preventing and combating corruption and making internal controls operational and effective. Employees and those who work with the Group are responsible for the implementation of these principles and compliance with the policy.

## 2.4 Identification of Risk Activities and Reference Principles

Consistent with the applicable Best Practices, the Group has defined and implemented a structured Risk Assessment process aimed at identifying, assessing and tracking corruption and money laundering risks within its business activities and at guiding the definition and updating of the control measures contained in this Policy and in the Anti-Corruption and Anti-Money Laundering regulatory tools.

Among the activities and risk aspects identified by the Group, the following should be highlighted:

- Management of conflicts of interest
- Contracts with third parties at risk of corruption and money laundering (such as, by way of example, business associates, brokers, commercial network operators, customers and suppliers)
- Relations with the Public Administration
- Gifts, Donations and Sponsorships
- Selection, Recruitment and Management of Human Resources.



For each of these risk activities, the Group adopts specific regulatory instruments and implements control measures that are periodically monitored and updated with a view to continuous improvement, compliance with which is mandatory for the Group and its people. Below are the general minimum controls, i.e., applicable to all the main activities at risk of Corruption and Money Laundering, and the specific minimum controls specifically identified for each of them.

### **2.4.1 General controls**

#### *2.4.1.1 Segregation of duties*

The principle of separation of responsibilities between authoriser, executor and supervisor is applied to each activity.

#### *2.4.1.2 Existence of procedures/regulations*

Each activity is governed by company regulations and formalised procedures that provide principles of conduct, operating procedures for carrying out the activity, and procedures for archiving relevant documentation.

#### *2.4.1.3 Powers of authorisation and signature*

Authorisation and signatory powers are: i) consistent with the organisational and managerial responsibilities assigned, including, where required, the indication of expenditure approval thresholds; ii) clearly defined and known within the Company.

#### *2.4.1.4 Traceability*

Every transaction relating to activities at risk of bribery and money laundering is properly recorded. The process of decision-making, authorisation and performance of the activity is verifiable ex post, also by means of appropriate documentary support.

#### *2.4.1.5 Intra-group transactions*

Intra-group services, which may involve activities at risk of Corruption and Money Laundering, are governed by regulations that provide for:

- roles, responsibilities and related timing, concerning the activity in question;
- the obligation on the part of the company receiving the service to ensure the completeness of the documentation or information



communicated to the company providing the service, for the purpose of performing the requested services.

## 2.4.2 Specific controls

### 2.4.2.1 *Management of conflicts of interest*

In the conduct of any activity, situations must always be avoided where the persons involved in transactions and/or decisions are in have a conflict of interest, with particular reference to personal or family interests that affect or could affect the independence of judgement or interfere with the ability to impartially make decisions in the best interests of the Company. Any situation that may constitute or lead to a conflict of interest must be promptly communicated in compliance with the Group's procedures. In the same way, the person involved must promptly refrain from intervening in the operational/decision-making process, while the Line Manager is required to identify operational solutions capable of safeguarding, in the specific case, transparency and correctness of conduct in the performance of activities.

### 2.4.2.2 *Contracts with third parties*

The sale/purchase activity is presided over by preventive controls and contractual controls on Customers/Suppliers or in any case with the respective counterparty in accordance with the applicable regulatory instruments. Specifically, specific Financial Controls and Accounting Procedures are adopted to mitigate the risk of Corruption and Money Laundering.

Above all:

- For FINANCIAL CONTROLS, the Group adopts financial transaction management processes and systems to ensure accuracy and timeliness. Each financial transaction involves the segregation of duties, the implementation of differentiated authorisation levels, beneficiary verification and restriction on the use of cash and checks on transactions presenting particular corruption risks.
- For ACCOUNTING PROCEDURES: it is ensured that the bookkeeping complies with the applicable accounting principles by fully and transparently reflecting the facts underlying each transaction. All costs and charges,



revenues and receipts, receipts, payments and expenditure commitments must, therefore, be entered in the financial information in a timely, complete and accurate manner and have adequate supporting documentation, issued in accordance with all applicable laws and the relevant provisions of the internal control system.

With regard to the management of sales, methods and/or parameters for determining the price and/or its appropriateness are defined. Furthermore, it is not permitted to give or promise money or other forms of benefit to customers with the intention of making a sale on particularly advantageous terms. Likewise, it is forbidden to request or accept money or other benefits in order to apply conditions, not justified by the contractual relationship, to the advantage of customers, or to facilitate irregularities or fraud in online sales. In order to prevent the above conduct, the Sofidel Group has identified a monitoring system to prevent corrupt acts. A formal Due Diligence is carried out on the customer (both prior to the establishment of the relationship and during the course thereof), aimed at verifying the customer's economic, financial, equity, legal, operational and accounting profile, as well as through the credit insurance companies, the customer's reputational requirements are verified. Similarly, with regard to Purchasing management, it is forbidden to give or promise money or other benefits to an employee or representative of a counterparty with whom the company has an interest in concluding a supply of goods or services, in order to obtain an undue advantage. Likewise, any request or acceptance of money or other benefits by an employee or representative of a counterparty in order to obtain an undue advantage is prohibited. The choice of suppliers and external collaborators for the purchase of goods and/or services must be based on assessments that allow suppliers of proven quality, integrity, reliability and cost-effectiveness. In particular, in order to prevent corruptive acts, the Sofidel Group organises a qualification process for suppliers belonging to the categories considered to be most at risk, as well as control activities during the creation of the master data in order to verify the technical, economic, financial, equity, legal, operational and accounting profile, as well as reputational requirements for suppliers considered strategic and relevant.



In addition, in order to ensure transparency, the Sofidel Group ensures a separation of duties between:

- those responsible for prior definition of evaluation parameters, both of a technical and economic nature, for the evaluation of offers and the selection of several suppliers in order to ensure competitive dynamics or of a single supplier in the case of specific identified cases.
- of the issue of the purchase request.
- of the negotiation of contracts.
- of their proper execution and of their registration in the system certifying the consistency between the good/service received and what is foreseen in the contract.
- of the registration of invoices.
- of the authorisation of related payments
- of the execution of payments.

Furthermore, it provides for the inclusion in contracts of specific express termination clauses in the event of violation by the supplier of the Code of Ethics and this policy. Defines, where possible, framework contracts that centrally establish prices and conditions, thus limiting discretion at the local level and/or of individual offices.

#### *2.4.2.3 Relations with the Public Administration*

In relations with the public administration (hereinafter 'PA'), the recipients or those acting on behalf of the Sofidel Group must refrain from any active, passive or omissive conduct that may represent even an attempt at corruption. Documentary evidence of economic relations to and from public officials, where they exist, must be maintained in order to ensure traceability and transparency in relations with the PA.

#### *2.4.2.4 Gifts, Donations and Sponsorships*

The Group identifies Gifts, Donations and Sponsorships as sensitive activities for the risk of corruption and money laundering. Specifically:

- Gifts: only employees with managerial status may offer gifts of modest amounts following an authorisation process and making an effort to keep gifts to a minimum.
- Gifts or other benefits may be made or received if they fall within



the context of acts of commercial courtesy and are such that they do not compromise the impartiality, integrity and/or reputation of either party and such that they cannot be interpreted by an impartial observer as being intended to create an obligation of gratitude or to acquire improper advantages.

- With regard to gifts received, each employee shall inform third parties that the Group does not accept such types of gifts. If, despite such communication, an employee receives a gift, he/she must declare it in a special section of the company intranet and return it if it is not of modest value. In addition, he/she must inform the third party in writing of the policy followed by the Group and request that no such gifts be made in the future.
- Donations and other acts of generosity: these are only permitted towards officially recognised organisations and that have a charitable purpose; they must, therefore, be aimed at implementing initiatives not strictly related to business, but consistent with the Company's values and mission. The Company does not make contributions to political organisations. Payments and benefits of any entity and nature, aimed at accelerating services already due from parties outside the company, are strictly forbidden. Each donation is subject to a specific authorisation process and checks are carried out on the recipients of the donation. The traceability and transparency of such contributions and recipients is guaranteed.
- Sponsorships and promotional activities: these must be undertaken with the sole objective of increasing the reputation and prestige of the Sofidel Group, subject to approval by the appropriate level of management. Where the sponsorship is of a significant amount, an a post evaluation may be carried out on the results of the initiative in relation to the initial objectives, and this evaluation must be documented. Traceability and transparency of sponsorship expenditure is guaranteed.

#### *2.4.2.5 Selection, Recruitment and Management of Human Resources*

Personnel Search and Selection must be carried out in compliance with the principles of impartiality, transparency and traceability, in line with the provisions of the procedures. For this reason, the Staff selection and recruitment process must be carried out in such a way as to ensure that the resources identified possess professional



requisites and technical and/or managerial skills consistent with the Company's needs, and in such a way as to avoid situations of incompatibility, favouritism and/or facilitations of any kind. The activity of selecting, hiring and managing human resources is managed by adopting regulatory instruments on Human Resources that regulate all activities in line with anti-corruption principles. The personnel selection process must therefore provide for checks on references and previous professional experience, including the verification of the possible presence of situations of incompatibility.

The Group, in managing its personnel, defines incentive plans based on objective, verifiable and transparently communicated evaluation criteria.

## **2.5 Implementation, Control and Monitoring**

### ***2.5.1 Communication and Diffusion***

The Group promotes the communication and dissemination of this Policy and the implementation of specific training programmes in order to ensure the effective knowledge of all recipients.

The Anti-Bribery Compliance Officer and the Anti-Bribery Focal Points shall ensure that all employees, including new recruits, are provided with adequate communication and training in order to make clear and evident the risks and harms associated with unlawful conduct, and how to behave if a corrupt act occurs. Training must be continuous, in relation to responsibilities and sectors. Employees must be aware of the type of conduct that is acceptable and the type of conduct that is unsuitable and punishable. The heads of the various company departments must be trained in order to correctly identify and manage any problematic situations, and are responsible for control within their area.

The Group guarantees communication to Third Parties by making this Policy available on the Group's website and by referring to it, as far as reasonable under the circumstances, in contractual clauses and/or Declarations.

### ***2.5.2 Anti-Bribery Contact Person***

The Anti-Bribery Compliance Officer is the body responsible for supervising the implementation and dissemination of this Policy. This role is assigned to the Risk Management & Compliance Department, a function with the necessary independence and com-



petence required for this role.

In particular, this body is responsible for:

- Supervising the adoption of the system of control and prevention of corruption
- Providing advice and guidance to recipients on the content of the Policy
- Monitoring that this Policy complies with local anti-corruption best practices and regulations
- Carrying out verification and control activities on the processes covered by this Policy
- Reporting to the top management of the organisation on any significant deficiencies in relation to the adoption, dissemination and adequacy of the management system for the prevention of corruption, in order to enable the necessary measures to be taken.

The Anti-Bribery Compliance Officer, in the above-mentioned tasks, will be assisted by a local contact person appointed for each company adopting the model (so-called Focal Point), who must report to the Anti-Bribery Compliance Officer, at least annually, on the activities carried out.

### *2.5.3 Risk Assessment*

The Group, through its Anti-Bribery Compliance Officer and Anti-Bribery Focal Points, is committed to carrying out risk assessments in order to accurately identify and prioritise bribery risks that may be encountered, both in relation to specific countries and in relation to specific business partners. Risk assessments and their conclusions must be properly documented and tracked.

### *2.5.4 Reports*

Any suspected or known violations of anti-bribery and corruption laws and this Policy must be reported immediately in the following ways: via the web platform accessible from the Group's website and/or by meeting in person, as specified in the Whistleblowing Policy to which we refer for further details.

### *2.5.5 Disciplinary System*

Compliance with the Policy is an integral part of the contractual obligations of directors, auditors, employees, collaborators and, more generally, of all recipients. Any violations render applicable measures by the Company, modulated in relation to the gravity and



within the limits of the regulatory framework in force and according to the reference corporate system, in addition to possible civil and criminal consequences. With regard to employees, non-compliance may give rise to disciplinary and sanctioning proceedings, which, depending on the seriousness, may also integrate the extremes of dismissal for just cause or justified subjective reason. To this end, the obligations set forth in this regulation, as provided for in point 2.3 above, shall supplement the disciplinary code and shall be adequately communicated and disseminated as specified in point 2.5.1 above.

For the Member of the Board of Directors and Control Body, non-compliance with this regulation may entail suspension or revocation of their office. Non-compliance by external parties may result in the termination of the contract, appointment or, in general, the existing relationship with the Company, as well as, where the conditions exist, compensation for damages.

## **2.6 Approval and updating of the Anti-Bribery Policy**

Sofidel Holding Board approves this policy and promotes its adoption to the subsidiaries, which will adopt the document by adjusting it, when necessary and under the supervision of the Parent Company, to the specific characteristics of each company in accordance with their organization. The policy is subject to periodic review if national and international anti-corruption regulations, referred to as best practices, undergo changes or judicial interpretations. The Board of Directors oversees the updating and possible revision of this Anti-Corruption Policy and evaluates any proposals for modifications or integrations from the Anti-Bribery Compliance Officer.



## DEFINITIONS

Bribery is defined as any agreement having as its object:

- The promise, offer or provision to a third party (public or private person) of an unlawful advantage in order that the latter perform or refrain from performing an act ('active corruption');
- The requesting the receipt or obtaining from a third party (public or private person) of an illegal advantage in order to perform or refrain from performing an act ('passive corruption').

The object of the unlawful agreement may be a sum of money but also the employment of a relative, a trip, a season ticket to the stadium, etc.

The Sofidel Group also considers so-called 'kickback', i.e. the return of part of the consideration for a transaction to the person who contributed to its conclusion through his or her decision-making power, to be a prohibited practice.

Money laundering refers to that conduct through which the proceeds of unlawful activities are reintroduced into the market also by means of multiple and fractioned legitimate transactions, aimed at obstructing the reconstruction of the real source of the proceeds and at concealing the unlawful origin of the money, goods or other benefits.







