

ANTI-CORRUPTION POLICY

ANNEX 1

DECEMBER 2024



ISSUED BY	Anti-Corruption Compliance Function
APPROVED BY	The Board of Directors of Engineering Ingegneria Informatica SpA
EFFECTIVE DATE	18/12/2024
VERSION NO.	1.0
CODING	FCA_PY_Policy Anticorruzione_Allegato 1_EN.docx



CONTENTS

PURPOSE AND SCOPE3

INTRODUCTION3

1 MAIN SENSITIVE AREAS.....4

1.1 SELECTION, RECRUITMENT, AND MANAGEMENT OF HUMAN RESOURCES4

1.2 MANAGEMENT OF GIFTS, HOSPITALITY, AND ENTERTAINMENT EXPENSES.....5

1.3 MANAGEMENT OF DONATIONS, CHARITABLE CONTRIBUTIONS, AND SPONSORSHIPS6

1.4 MANAGEMENT OF PURCHASES OF GOODS AND SERVICES, INCLUDING CONTRACT MANAGEMENT7

1.5 MANAGEMENT OF JOINT VENTURES, ACQUISITIONS, AND DIVESTMENTS8

1.6 THE SALES/ACCOUNTS RECEIVABLE PROCESS8



PURPOSE AND SCOPE

The purpose of this document is to outline the control standards and behavioural principles adopted by the Engineering Group in managing key areas sensitive to the risk of corruption, in alignment with the Anti-Corruption Policy and in harmony with the controls established by the Internal Control and Risk Management System. These controls are supplemented by specific measures contained in the relative Regulatory Instruments governing the individual sensitive processes and activities, and any other aspects deemed to have an anti-corruption impact.

As with the Anti-Corruption Policy, this document, which serves as an Annex to that policy, applies to all Engineering Group companies, even if the sensitive areas it addresses are only applicable during certain phases, and not necessarily in their entirety.

INTRODUCTION

The Engineering Group aims to consolidate and integrate the rules for preventing and combating corruption, with the objective of fostering awareness among its Stakeholders regarding the rules and behaviours that must be upheld.

General control standards

The general control standards represent control measures universally applicable to all of Engineering's sensitive areas, and include the following:

- **Segregation of duties:** In order to guarantee independence and objectivity, Engineering ensures intervention by multiple individuals, and the segregation of duties among those tasked with making decisions/authorising activities, executing and carrying out the appropriate controls on the established operations, as required by the internal and external regulations and the relevant best practices. This safeguard generally serves to mitigate any managerial discretion concerning activities and individual processes in sensitive areas. No single individual may therefore oversee an entire sensitive process. Rather, the processes must ensure appropriate segregation, at least between those who execute and those who authorise;
- **Rules:** Engineering has adopted internal regulations that establish the responsibilities, the operating procedures, and the controls. This principle serves to ensure that all conduct is consistent with the guidelines and the management principles established by the Group for its processes;
- **Roles and Responsibilities:** Engineering has a system of internal organisational provisions and powers of attorney and proxies consistent with the organisational and management responsibilities assigned to the persons who are entitled to enter into commitments with Third Parties on the Group's behalf, specifically indicating the powers, limits, and exceptions, even with regard to the approval of expenses. This system establishes and delineates the powers of the persons acting on the Group's behalf, and allows corporate actions of external or internal relevance to be traced back to the natural persons who took them, thus making it useful for subsequently identifying the persons responsible for taking actions through which an offence was committed, whether directly or indirectly;
- **Traceability:** the main phases and activities of each decision-making and authorisation procedure for the performance of each sensitive process must be traceable and verifiable after the fact. More specifically, adequate evidence is kept and filed in documentary or computerised form for each operation and activity associated with each sensitive process.

If computer systems are used in the performance of process activities in sensitive areas, such systems must ensure:

- access to the system exclusively to authorised persons;
- the proper assignment of the operations to the persons responsible for them, in keeping with the existing system of powers;
- the traceability of the operations performed throughout all stages;
- the filing and retention of the records produced.



1 MAIN SENSITIVE AREAS

In accordance with the document's purpose, the relevant standards of conduct are laid out for each of the following main sensitive processes potentially linked to corrupt conduct:

- Selection, recruitment, and management of human resources;
- Management of gifts, hospitality, and entertainment expenses;
- Management of donations, charitable contributions, and sponsorships;
- Management of the procurement of goods and services, including proper contract execution;
- Management of joint ventures, acquisitions, and divestments;
- The Sales/accounts receivable process.

As a general rule, and to prevent the commission of corruption offences, Engineering requires adherence to specific **standards of conduct**, without prejudice to the need to comply with the provisions of the Corporate Regulatory System, or rather the specific procedures in place for each of the topics supplementing the principles set out below.

1.1 SELECTION, RECRUITMENT, AND MANAGEMENT OF HUMAN RESOURCES

The process of selecting, hiring, and managing human resources is identified as a potential area at risk of corruption. Risks may include hiring for the purpose of obtaining or maintaining an undue advantage, or, in the context of travel reimbursements and bonuses, to obtain provisions for corrupt purposes.

In particular, potential corrupt activities may occur during:

- Staff recruitment and hiring;
- Payroll and administrative staff management;
- Promotions and allocation of benefits, bonuses, and incentives;
- Management of industrial / trade union relations;
- Management of labour disputes;
- Management of the system of proxies and powers of attorney.

Standards of conduct

- activation of the selection process only when there is a real need for a new human resource;
- use of specific, objective, and predetermined criteria for candidate selection and evaluation, linked to the actual needs of the Group, in compliance with the principles of transparency, impartiality, and meritocracy;
- pre-recruitment checks aimed at preventing adverse situations, with particular regard to criminal convictions, the integrity of the candidate, and the presence of any conflicts of interest or membership in Public Bodies on the part of the candidate or their relatives;
- verification of possession of professional, technical, and/or managerial skills consistent with the company's needs, including during job changes, in order to prevent incompatibility, favouritism, or other undue advantages;
- compliance with the legal requirements, such as verifying minimum working age and residence permits in cases involving non-EU personnel;
- traceability of the selection and recruitment process (from searching to hiring), in accordance with existing authorisation processes and procedures, complete with the performance of formally documented and justified assessments;
- performance of ethical/reputational reliability checks on potential candidates (and on any intermediaries to be used in the selection process, e.g. Head Hunters), and verification of the absence of any situations that Engineering might deem relevant for the purposes of discontinuing the selection process;



- formal documentation of the employment relationship;
- verification of all necessary objective and subjective requirements to qualify for benefits when the hiring of the personnel is linked to public funding and/or tax incentives.

With respect to payroll and personnel administration, the following standards are observed:

- prohibition to reimburse expenses (e.g. travel, etc.) that are not adequately justified in relation to the type of activity carried out, or in the absence of appropriate supporting documentation;
- adequate documentation of personnel management and administration data, including those subject to processing for tax purposes, ensuring their accuracy, truthfulness, and completeness.

With regard to the management of the incentive and promotion system, the following standards have been established:

- use of objective and measurable criteria for the awarding of economic bonuses and benefits;
- establishment of procedures for assigning reasonable, objective, and measurable performance targets, to which the awarding of bonuses/incentives and/or promotions is linked;
- establishment of procedures for evaluating and reporting on employee performance.

With regard to the management of industrial/trade union relations, it is mandatory to ensure the accuracy, truthfulness, completeness, and adequacy of documentation in dealings with the trade union representatives.

With regard to the management of labour disputes, the preliminary sharing of guiding principles for determining the litigation management strategy is envisaged, taking into account the nature, subject, and value of the dispute.

In the event of settlement agreements, the following requirements are in place:

- verification that the existing circumstances and reasons make an amicable agreement or settlement advisable;
- prior approval to proceed with an amicable agreement or settlement at the appropriate hierarchical levels.

The process of managing powers of attorney and proxies must maintain continuous alignment to ensure consistency with the assigned organisational responsibilities and the authorisation profiles present in the information systems.

Furthermore, the process of assigning and managing powers includes:

- operating methods and criteria for defining and assigning powers;
- timely dissemination of information regarding possession of the powers granted and any subsequent changes.

1.2 MANAGEMENT OF GIFTS, HOSPITALITY, AND ENTERTAINMENT EXPENSES

The management of gifts, hospitality, and entertainment expenses is recognised as a potential area at risk of corruption, as these could improperly influence decisions or activities to secure undue advantages.

Standards of conduct

For this reason, any gifts or hospitality, whether offered or received, must:

- be reasonable and given in good faith, taking the specific circumstances into account;
- be tasteful and consistent with the generally accepted standards of professional courtesy;
- serve legitimate business purposes rather than merely personal interests;
- not be offered, given, or accepted to secure a benefit in return or to exert undue influence on any business, legal, or regulatory decision relevant to Engineering or any other party;
- not consist of payments in cash or cash equivalents (e.g., gift vouchers);



- comply with Engineering's internal rules, which require specific authorisation processes and information flows;
- be recorded accurately and transparently, including for accounting purposes, and be supported by appropriate documentation;

For each gift, there are also established limits¹ and specific types of gifts and other benefits.

For entertainment expenses:

- it is necessary to ensure that the hospitality/entertainment expenses (offered and received) fall within the scope of professional and business courtesy practices, are limited to normal business relations, and are consistent with the business activity, without prejudice to the prohibition to offer or accept sums of money or equivalent benefits (such as fuel coupons, meal vouchers, gift vouchers, etc.);
- it is prohibited to incur/receive hospitality/entertainment expenses for any third parties other than the primary beneficiary (e.g. family members);
- the types, relative purposes, and circumstances for which such expenses are permitted have been established;
- the request procedures and the specific authorisation levels required for the entertainment expenses have been established;
- the procedures for reporting and documenting the expenses have been established.

In addition to that which is stated above regarding gifts, hospitality and entertainment expenses, please also refer to the guidelines described in ENG_Anti-Corruption Policy_Annex 2.

1.3 MANAGEMENT OF DONATIONS, CHARITABLE CONTRIBUTIONS, AND SPONSORSHIPS

Donations, charitable contributions, and non-profit initiatives (such as social projects, community initiatives, or sponsorships) pose potential corruption risks, including the diversion of funds for personal use, or the provision of benefits to Public Officials or private individuals, or to obtain improper advantages.

Standards of conduct

- all initiatives linked to specific business purposes must align with the approved budget and be adequately justified;
- all initiatives must be governed by a written agreement or letter that (i) defines the subject matter and intended purposes of the contribution; (ii) specifies, where applicable, controls on the use of the contribution granted by Engineering to ensure alignment with the agreed purposes; (iii) includes commitments regarding anti-corruption compliance;
- all initiatives must be truthfully and transparently recorded in Engineering's systems;
- it is necessary to ensure that offerings and donations are selected and managed in accordance with the values and principles laid out in the Code of Ethics;
- the procedures for requesting, evaluating, and authorising the sponsorship initiative have been established;
- specific criteria are used for the identification of potential sponsorship initiatives;
- prior checks are carried out on the promoter to verify that the latter is well-known and recognised on the market as trustworthy;
- conclusion of the sponsorship contract containing at least the description of the sponsored event, the services to be rendered by the counterparty, the amount, and the terms/methods of payment.

¹ A maximum value limit of € 150, as indicated in the Group Code of Ethics



1.4 MANAGEMENT OF PURCHASES OF GOODS AND SERVICES, INCLUDING CONTRACT MANAGEMENT

The management of purchases of goods and services, including contract management, is considered a potential area at risk of corruption. In particular, potential corrupt activities may occur during:

- Qualification and evaluation of suppliers of goods and services;
- Selection, awarding, and conclusion of contracts (including consultancy, fiduciary appointments, and technical assignments);
- Contract management;
- Management of variances, extensions, renewals, and subcontracting;
- Conclusion and management of self-employment contracts;
- Management of expense reimbursements.

Standards of conduct

- verification that no potential counterparties are included in the Reference Lists or that they do not belong to organisations on the Reference Lists, and that no relations are entered into with such counterparties in the event of a positive outcome of the check;
- verification that the counterparties do not reside or have registered offices in "tax havens", as identified by recognised national and/or international bodies (e.g. the Italian Revenue Agency, OECD), providing for authorisation escalation mechanisms in the case of any exceptions;
- verification to prevent any adverse situations from arising within the context of the relations maintained with the counterparty, with particular regard to conflicts of interest, membership in public bodies, and economic/financial, legal/corporate and reputational reliability;
- use of predefined contractual standards containing explicit clauses to govern the relationship between the parties. Any requests for amendments require prior involvement of the competent functions;
- conclusion of the contract prior to the actual provision of the service, in compliance with the relevant standards, including specific clauses requiring the Third Party to read the 231 Model and the Code of Ethics, and to agree to comply with the provisions contained therein, among other things;
- establishment of transparent rules and criteria for the qualification of the supplier, in order to verify the counterparty's technical and managerial capacity, and ethical, economic, and financial reliability;
- establishment of procedures for registration in the Suppliers' Register following a thorough assessment of the counterparty;
- periodic updating of the Suppliers' Register, also following feedback, inspections, or systematic information collection aimed at verifying the maintenance of the relevant requirements over time;
- establishment of objective and non-discriminatory criteria for the evaluation and selection of suppliers;
- direct awarding of contracts only if appropriately justified and authorised by subjects vested with the necessary powers;
- establishment of procedures and criteria for the preparation, approval and authorisation of the Requests for Proposals, including the determination of the technical specifications and the technical/commercial conditions;
- presence of a contract manager responsible for monitoring and verifying that the products/services rendered effectively meet the contractual requirements;
- establishment of the procedures, terms, and authorisation flows for subcontracting;
- verification of the subcontractor's technical and managerial capacity, and ethical, economic, and financial reliability, prior to the subcontract's authorisation.

In relation to Third Parties, the following standards must be observed:



- preventive checks (Due Diligence) in accordance with the procedures laid out in the specific Regulatory Instruments before carrying out activities on Engineering's behalf;
- conclusion of contracts with reasonable fees commensurate with the services explicitly stated in the contract, and aligned with the current market practices;
- establishment of Engineering's right to conduct audits on the Third Party with regard to the activities covered by the contract;
- provisions for the monitoring of the Third Party and the implementation of any recommendations arising from Due Diligence in the case of Red Flags;
- if identified as a subcontractor, preventive checks must be conducted in the same manner as for suppliers.

1.5 MANAGEMENT OF JOINT VENTURES, ACQUISITIONS, AND DIVESTMENTS

In extraordinary transactions, the establishment of joint ventures, Engineering's entry into existing joint ventures, or other similar activities, various risks may arise, including the acquisition of concessions through illicit means (particularly bribery) or the transfer of concessions or sale of companies to high-risk counterparties using funds derived from unlawful activities.

Standards of conduct

- Due Diligence on both the target entity and potential counterparties;
- assessment of the potential buyers' financial capacity for sale transactions;
- strict compliance with the applicable regulations and the organisation's ethical principles for extraordinary transactions.

1.6 THE SALES/ACCOUNTS RECEIVABLE PROCESS

The sales/accounts receivable process is considered an area at risk of corruption because it involves sensitive activities where discretionary decisions, such as setting prices or granting discounts, could be exploited to secure undue benefits for counterparties. Corruption risks are particularly present during the phases of commercial negotiation, conclusion of contracts, and active contract management, where there may be opportunities to influence the economic value of the transactions or the contractual terms to secure a personal or third-party advantage. In particular, potential corrupt activities may occur during:

- Commercial negotiation (establishment of offer pricing and related discounting), conclusion, and management of active contracts;
- Establishment and management of RTIs/ATIs;
- Customer relationship management during the delivery, testing, and verification phases of the product or service marketed;
- Development and conclusion of business partnership agreements;
- Production, acquisition, development, and maintenance of computer equipment, devices, or programmes intended for the market, and provision of services related to their management for customers;
- Management of customer/potential customer qualification and assessment activities;
- Management of administrative activities preparatory to participation in and awarding of tenders called by financial institutes;
- Management of administrative activities preparatory to participation in and awarding of tenders called by the Public Administration.

Standards of conduct



- establishment of the expected output and service quality levels (SLA) within the framework of active contracts;
- prior verification/testing by the Customer, in order to ensure that the output offered and that which is envisaged in the contract coincide;
- establishment of minimum and maximum discounts applicable to the commercial offers. Any changes are authorised by subjects vested with appropriate powers;
- prohibition to do the following during the course of a business negotiation, request, or commercial interaction with the Public Administration or a private party:
 - examine or propose (directly or indirectly) employment and/or business opportunities that could benefit Public Administration employees in a personal capacity or private parties;
 - solicit or obtain (directly or indirectly) confidential information that could compromise the integrity or reputation of either party, or that would otherwise constitute a breach of the duties inherent to their office and/or obligations of loyalty;
- have the corporate figures in charge of authorising the supply contract sign a declaration certifying that, based on the information available to them, and up to the date upon which the declaration in question was signed, no episodes occurred, during the commercial negotiations or the formal conclusion of the contract, that could have been relevant or might otherwise have been attributable to acts relevant for the purposes of Legislative Decree no. 231 of 2001;
- prohibition on tacit economic compensation between the Partners in the case of supplies made through RTI/ATI structures in which Engineering participates. Any economic compensation, in any form whatsoever, must be explicit, justified, and formally documented;
- within the context of the relationships established between Engineering and the Public Administration, including those of a non-commercial nature, the parties involved are required to:
 - refrain from offering, promising, or giving (even through an intermediary) money or other benefits, even consisting of business or commercial opportunities, to the public official involved, to the private individual, to their respective family members, or to persons in any way connected to them;
 - refrain from accepting requests or solicitations (even through an intermediary) for money or other benefits, even consisting of business or commercial opportunities, from the public official involved, from the family members of the persons referred to above, or from persons in any way connected to them;
 - refrain from seeking or unlawfully establishing personal relationships of favour, influence, or interference capable of directly or indirectly influencing the outcome of the relationship;
 - refrain from using their positions or powers to compel or induce anyone to unduly give or promise money, gifts, or other benefits to themselves or to a third party, even on behalf of Engineering, from persons who have benefited or may benefit from activities or decisions pertaining to their office;
 - refrain from making "facilitation payments", or rather unofficial payments of modest value made for the purpose of expediting, favouring, or ensuring the performance of a routine activity or an activity that is otherwise envisaged within the scope of the duties of the public or private entities with which Engineering maintains relationships;
 - refrain from promising or following up on requests for employment for representatives of the Public Administration or persons indicated by them, in order to influence their independence of judgement, or induce them to secure any advantage for Engineering;
 - refrain from engaging in or encouraging others to engage in corrupt practices of any kind;
 - refrain from requesting, or inducing anyone to offer, money or other benefits for oneself or a third party in exchange for the commission of an unlawful act, during participation in a public tender or during the execution of a supply contract for a Public Body;
- during the phase preceding the issuance of a call for tenders, and during the phase of participation in the tender itself, the staff are required to ensure the traceability of any contacts they may have had with the Managers of the Entity, even of an informal nature;
- for the checks on the counterparties, and the use of contractual standards to regulate the relationships, please refer to the standards outlined in the process for the management of purchases of goods and services, including contract management (see sec. 1.4).

