

ANTI-CORRUPTION POLICY

ANNEX 2

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PURPOSE AND SCOPE

This internal regulatory documentation serves as a fundamental tool for ensuring adherence to the values, core principles, regulations, and strategic directives that guide the Engineering Group toward achieving its objectives. It represents a cornerstone of the company's corporate governance, and plays a pivotal role in reinforcing the Internal Control and Risk Management System (ICRMS).

The purpose of this annex is to lay out the roles, responsibilities, and operational and control activities related to the management of incoming and outgoing gifts, as well as hospitality and entertainment expenses, incurred by Directors, Executives, and Employees (hereinafter referred to as the "Recipients") of the Companies belonging to the Engineering Group (hereinafter referred to as "ENG Group" or "ENG").

It should be noted that Third Parties acting on behalf of ENG Group Companies are also required to adhere to the general principles outlined in this document.

All Subsidiaries of ENG Group, both Italian and foreign, as well as their Recipients, must comply with the provisions of this document, guaranteeing compliance with the applicable legal requirements and adapting these provisions, where necessary, to the specific characteristics of their Companies. This should be done in line with their management autonomy and in accordance with the Group Policy entitled "Governance of the Engineering Group Internal Regulatory System," which details the procedures for the Subsidiaries' adoption of the regulatory documents.

Non-compliance with the principles outlined in this annex constitutes a disciplinary offence, and will result in the application of the sanctions contained in the corporate disciplinary system, as outlined in Legislative Decree no. 231 of 2001 (Administrative Liability of Legal Entities), as well as the Workers' Statute and the applicable National Collective Labour Agreement.

GUIDING PRINCIPLES

The following **general principles** must be observed when managing gifts, hospitality, and entertainment expenses.

- **Gifts** 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 ENG or any other party;
 - not consist of payments in cash or cash equivalents (e.g., gift vouchers).
- **Hospitality and entertainment expenses** must:
 - be consistent with the accepted practices of professional and business courtesy;
 - be limited to normal business relations and consistent with the business activities.

Gifts and forms of hospitality that are **inconsistent with these general principles** include, by way of example, cash, cash equivalents (e.g., meal vouchers), or easily monetised items (e.g. fuel vouchers, gift cards); benefits of an immoral and/or illegal nature, or falling outside the scope of normal business practices (e.g. adult entertainment, contributions/discounts for travel).

Regardless of the specific characteristics of each case, the following **control principles** apply universally:

- **Expenditure ceilings:** a maximum threshold of € 150 (excluding VAT) is set for gifts (both incoming and outgoing), hospitality (both incoming and outgoing), and entertainment expenses (per capita). This threshold reflects the concept of modest value¹.
- **Responsibilities:** the control system is structured to align with the organisational roles and the specific nature of their respective tasks. For instance, entertainment expenses may be permitted if consistent with the responsibilities of the role held within the company (e.g. for commercial purposes and/or the promotion of ENG's business).
- **Authorisation:** all expenditures must be properly approved at the relevant organisational level.
- **Transparency:** all transactions must be documented in a clear and transparent manner, supported by adequate justification.
- **Traceability:** all gifts (both incoming and outgoing) and hospitality (both incoming and outgoing) must be accurately and transparently recorded in the appropriate register, in accordance with the rules described below. This register is accessible for entries to be made by all the corporate Functions, while the consolidated register is available to the Group Marketing Function and the Anti-Corruption Compliance Function for monitoring, reporting, and control purposes.
- **Information flows:** adequate information flows must be established for monitoring (e.g. by the Group Marketing Function) and control purposes (e.g. by the Anti-Corruption Compliance Function, hereinafter also referred to as the "ACF").
- **Integrity and honesty:** any behaviour that could be perceived as having an improper purpose or that could compromise the impartiality and independent judgement of the recipient of the gift, hospitality, or entertainment expense, must be avoided.
- **Public Administration (PA):** gifts and hospitality directed toward members of the Public Administration are strictly prohibited.
- **Family members:** gifts and hospitality (both incoming and outgoing) must never include family members of the beneficiaries.
- **Deviations:** deviations may be permitted, by way of exception, provided that they are appropriately justified and approved by submitting a formal request for a preliminary opinion to the Anti-Corruption Compliance Function.
- **Regulatory compliance (external and internal):** compliance with all the applicable external laws and regulations, as well as with the internal Group policies and procedures, and the rules outlined in the 231 Model and the Group Code of Ethics, is essential.

¹ Expenses incurred must be of modest value, and should never compromise the integrity or reputation of either party, or be likely to be perceived by an impartial observer as an attempt to gain improper advantages.



- **Prompt Reporting:** any violations or suspected violations of the rules contained in this annex must be promptly reported via the communication channels specified by ENG Group, even using the anonymous whistleblowing mechanisms.

1 PROCESS DESCRIPTION

The regulated cases pertain to:

- **Gifts**, both incoming and outgoing.
- **Hospitality** (e.g. travel, accommodations, and tickets for sports or cultural events), both incoming and outgoing.
- **Events**, such as exclusive spaces for specific occasions (e.g. concerts, sporting events, exhibitions, etc.).
- **Entertainment expenses**, such as costs related to meals at restaurants, breakfasts, or refreshments organised within or outside the Company.

With regard to these cases, it is important to highlight the following:

- the provisions established by ENG Group do not override the internal regulations applicable to the individual beneficiaries, who must adhere to the rules of their respective organisations;
- there are currently no cumulative limits for individual persons with regard to outbound gifts, hospitality, or entertainment expenses. However, this aspect is subject to ongoing specific monitoring by the relevant Functions, including the Anti-Corruption Compliance Function, in order to analyse any concentration trends. In line with the continuous development of the Internal Control System, the introduction of specific limits may be evaluated in the future, based on historical analysis, in order to establish more effective and efficient rules.

The specific rules applicable to each regulated case are detailed below. For activities involving Senior Management (e.g. CEO and Chairman), considering the nature of their roles as senior representatives, specific exceptions may be evaluated in agreement with the Anti-Corruption Compliance Function, in order to ensure an appropriate Segregation of Duties (SoD) and compliance with the general principles established.

2 GIFTS

2.1 INCOMING GIFTS

For incoming gifts, three cases are envisaged:

1. **the recipient may only accept a gift having a value of up to € 150** (excluding VAT), provided that they inform their Hierarchical Manager and record the gift in the "Gifts and Hospitality" register. It should be noted that acceptance is discretionary, and recipients may refuse the gift. However, refusals must also be appropriately recorded in the register and communicated in a professional manner;
2. **If the incoming gift exceeds € 150** (excluding VAT), the recipient must:
 - **refuse the gift**
 - promptly inform their Hierarchical Superior
 - track and record the refused gift in the "Gifts and Hospitality" register
3. in the case of **gifts that do not comply with general principles**, in addition to refusing the gift, the recipient must also promptly notify their Hierarchical Superior and record the refusal in the "Gifts and Hospitality" register.

In all cases, the Group Marketing Function and the Anti-Corruption Compliance Function will manage the information flows based on the data recorded in the "Gifts and Hospitality" register. The CEO will be kept informed through the periodic flow of information.



All incoming gifts must be consistently tracked notifying one's hierarchical superior and recording them in the "Gifts and Hospitality" register, specifying: i) the type of item, ii) its quantity, iii) its value, and the subject or entity offering the gift.

Before accepting a gift, the Recipients must ensure that it is consistent with the established rules and general principles. If in doubt with regard to a gift's compliance with the criteria, Recipients must consult the Group Marketing Function and the Anti-Corruption Compliance Function for guidance.

No exceptions to these rules will be made for incoming gifts.

ID	Threshold value € 150	Obligation to refuse	Authoriser	Register traceability*	Anti-Corruption Compliance Function	Group Marketing Function	CEO
1	Below threshold value	Permitted, with discretionary refusal	Reporting to hierarchical superior	Mandatory	Information flow via gift register	Information flow via register	Periodic information flow
2	Above threshold value	Mandatory refusal	Reporting to hierarchical superior	Mandatory	Information flow via gift register	Information flow via register	Periodic information flow
3	Inconsistent with the general principles**	Mandatory refusal	Reporting to hierarchical superior	Mandatory	Information flow via gift register	Information flow via register	Periodic information flow

TABLE 1 - INCOMING GIFTS

*The gifts and hospitality register will be maintained in electronic format by the marketing function, and will be made accessible to all corporate functions for data entry. The recipient of the gift is required to register it by completing all the fields in the register (e.g. item received and offering entity). For monitoring and reporting purposes, the complete register will be made accessible to the Marketing and Anti-Corruption functions.

**By way of example: prohibited gifts include, cash, cash equivalents (meal vouchers), or easily monetized items (e.g. fuel vouchers, gift cards); benefits of an immoral and/or illegal nature, or those falling outside the scope of standard business practices (e.g. adult entertainment, contributions/discounts for travel).

2.2 OUTGOING GIFTS



Outgoing gifts must have a value of € 150 or less (excluding VAT) and should be selected from among the products available on the E-Shop portal, accessible via the Engage platform. It should be noted that outgoing gifts do not include gadgets distributed at company events.

In compliance with the principles of transparency, proper authorisation, and alignment with the company's commercial and promotional objectives, exceptions to these rules may be granted. Such exceptions may involve offering gifts not listed in the E-Shop or exceeding the € 150 threshold (excluding VAT), including, by way of example, wine and spirits, ties, smartphones, notebooks, etc. To request an exception, the initiating function must justify it (e.g. via e-mail) to the Authoriser (see the following table) by providing at least the following information: i) the recipient, ii) the purpose, and iii) the estimated expenditure². The Anti-Corruption Compliance Function will also review the request, ensuring that the reasons are clearly identified and justified, and that the request is consistent with the principles of commercial and promotional appropriateness. Compliance with the general control principles shall also be verified.

The Group Marketing Function and Anti-Corruption Compliance Function will compile various periodic information flows and provide updates to the CEO through the periodic flow of information. Any exceptions will be promptly communicated through periodic event-driven reports.

The following table summarises the rules described.

ID	Threshold value € 150	Permissibility	Authoriser	Register traceability*	Anti-Corruption Compliance Function	Group Marketing Function	CEO
1	Below threshold value	From catalogue Company E-Shop	Hierarchical superior, at most N-1	Mandatory	Information flow via gift register	Information flow via gift register	Periodic information flow
2	Above threshold value (not included in the e-Shop)	With adequate authorisation	Level N-1	Mandatory	Preliminary opinion and Information flow via gift register	Information flow via gift register	Prompt information flow (event-driven)
3	Inconsistent with the general principles**	Not permitted	-	-	-	-	-

TABLE 2 - OUTGOING GIFTS

*The gifts and hospitality register will be maintained in electronic format by the marketing function, and will be made accessible to all corporate functions for data entry. The entity offering the gift is required to register it by completing all the fields in the register (e.g. item offered and recipient). For monitoring and reporting purposes, the complete register will be made accessible to the Marketing and Anti-Corruption functions.

² The value of the gift must be determined based on open-market estimates (e.g. via web search). If in doubt, assistance may be requested from the Group Marketing Function and Anti-Corruption Compliance Function.



**By way of example: prohibited gifts include, cash, cash equivalents (meal vouchers), or easily monetized items (e.g. fuel vouchers, gift cards); benefits of an immoral and/or illegal nature, or those falling outside the scope of standard business practices (e.g. adult entertainment, contributions/discounts for travel).

3 HOSPITALITY

3.1 INCOMING HOSPITALITY

Any incoming hospitality, such as travel, accommodations, or tickets for sporting or cultural events offered by business partners, suppliers, or other external parties, must be managed according to the following threshold criteria, depending on whether its value is greater than or equal to or less than the amount of € 150 (excluding VAT).

1. If the value is less than or equal to € 150 (excluding VAT), the recipient may accept the hospitality, provided that they inform their Hierarchical Superior and enter the details of the hospitality into the "Gifts and Hospitality" register.
2. If the value is greater than € 150 (excluding VAT), the recipient must refuse the hospitality, and must nevertheless inform their Hierarchical Superior and enter the details of the hospitality refused into the "Gifts and Hospitality" register.
3. For forms of hospitality that are inconsistent with the general principles, the recipient must refuse, notify their Hierarchical Superior, and record the hospitality in the "Gifts and Hospitality" register.

In all three instances, the Group Marketing Function and Anti-Corruption Compliance Function coordinate the relevant information flows, ensuring that the CEO is kept informed through the periodic flow of information.

The following table summarises the rules described.

ID	Threshold value € 150	Obligation to refuse	Authoriser	Register traceability*	Anti-Corruption Compliance Function	Group Marketing Function	CEO
1	Below threshold value	Discretionary refusal	Reporting to hierarchical superior	Mandatory	Information flow via special register	Information flow via special register	Periodic information flow
2	Above threshold value	Mandatory refusal	Reporting to hierarchical superior	Mandatory	Information flow via special register	Information flow via special register	Periodic information flow
3	Inconsistent with the general principles**	Mandatory refusal	Reporting to hierarchical superior	Mandatory	Information flow via special register	Information flow via special register	Periodic information flow

TABLE 3 - INCOMING HOSPITALITY



*The special gifts and hospitality register will be maintained in electronic format by the marketing function, and will be made accessible to all corporate functions for data entry. The recipient of the hospitality is required to register it by completing all the fields in the register (e.g. item received and offering entity). For monitoring and reporting purposes, the complete register will be made accessible to the Marketing and Anti-Corruption functions.

** The hospitality must be reasonable, appropriate and consistent with the applicable regulations, the corporate values and policies, and the standard business practices in the relevant geographical area. It must never be used to influence decisions or gain undue advantages.

3.2 OUTGOING HOSPITALITY

Expenses related to outgoing hospitality, such as travel, accommodations, and tickets for sporting or cultural events, must be handled in accordance with the guidelines laid out below.

Subject to compliance with the set economic threshold of € 150 (excluding VAT), prior authorisation from the N-1 level of the area must be requested. In particular, the specific Function must provide the Authoriser with justification (e.g. via email) for at least the following elements:

- **recipient:** name and position of the beneficiary;
- **purpose:** description of the purpose of the journey or event, explaining how the activity contributes to the achievement of the corporate objectives;
- **amount:** a detailed estimate of the expected costs, covering travel, accommodations, tickets, and other related expenses;

The Group Marketing Function and Anti-Corruption Compliance Function coordinate the various information flows. The CEO will be kept informed through the periodic flow of information.

Exceptions are available if the value of hospitality per individual exceeds € 150 (excluding VAT). In such cases, the request must be jointly approved by the N-1 level of the area and the Company CEO, with a preliminary opinion from both the Group Marketing Function and the Anti-Corruption Compliance Function. The Group Marketing and Anti-Corruption Compliance Functions coordinate the relevant information flows in this case as well. The CEO will be kept informed through the periodic flow of information.

All outgoing hospitality is recorded in the "Gifts and Hospitality" register.

The following table summarises the rules described.



ID	Threshold value € 150	Permissibility	Authoriser	Register traceability*	Anti-Corruption Compliance Function	Group Marketing Function	CEO
1	Below threshold value	With adequate authorisation	Level N-1	Mandatory	Information flow via special register	Information flow via special register	Periodic information flow
2	Above threshold value	With adequate authorisation	N-1 level and CEO	Mandatory	Preliminary opinion and Information flow via special register	Preliminary opinion and Information flow via special register	Periodic information flow
3	Inconsistent with the general principles**	Not permitted	-	-	-	-	-

TABLE 4 - OUTGOING HOSPITALITY

*The special gifts and hospitality register will be maintained in electronic format by the marketing function, and will be made accessible to all corporate functions for data entry. The entity offering the hospitality is required to register it by completing all the fields in the register (e.g. item offered and recipient). For monitoring and reporting purposes, the complete register will be made accessible to the Marketing and Anti-Corruption functions.

** The hospitality must be reasonable, appropriate and consistent with the applicable regulations, the corporate values and policies, and the standard business practices in the relevant geographical area. It must never be used to influence decisions or gain undue advantages.

It should be noted that certain expenses (e.g. those incurred for the acquisition of exclusive spaces at events, such as concerts, sporting events, exhibitions, etc. to which third parties may also be invited), incurred cumulatively and not divisible individually, do not fall within the category of outgoing hospitality. These expenses fall into the category of events, for which the control system focuses on the profiles of the persons to be invited rather than on the cost per capita, so there are no economic value thresholds.

ID	Threshold value € 150	Permissibility	Authoriser	Anti-Corruption Compliance Function	Group Marketing Function	CEO
1	N.A. (no economic value)	With adequate authorisation	Marketing Function and CEO	Preliminary opinion and Information flow	Information flow	Periodic information flow
2	Inconsistent with the general principles*	Not permitted	-	-	-	-

TABLE 5

*The choice of the profiles of the subjects to be invited must be reasonable, appropriate and consistent with the applicable regulations, the corporate values and policies, and the standard business practices in the relevant geographical area. The invitation to the event must not be used to influence decisions or obtain undue advantages.

4 ENTERTAINMENT EXPENSES

Entertainment expenses are only allowed in the following cases:

- up to a maximum amount of € 150 (excluding VAT) per person;
- incurred for commercial purposes and/or the promotion of ENG's business, according to the type of role held within the function at the relevant ENG Group Company;
- adequate level of banding (D and above) according to Job Architecture.

It should be noted that they are not to be recorded in the travel expense statement, but rather through the dedicated cost centres, regardless of their value.

By way of example, entertainment expenses consist of expenses relating to the payment of lunches, dinners, breakfasts and/or refreshments organised within or outside the Company. Each entertainment expense:

1. must have a value less than or equal to € 150 (excluding VAT) per person, must be authorised by one's Hierarchical Superior, and must be appropriately tracked, accompanied by appropriate supporting documentation (e.g. receipts or invoices) indicating the names and the company name of the persons who benefited from the expense. Level 2 monitoring is carried out by the relevant functions, including the Anti-Corruption Compliance Function.
2. if the value exceeds € 150 (excluding VAT) per person, exceptions are available: in this case, the entertainment expenditure must be authorised by one's Hierarchical Superior and the N-1 Level, after obtaining the opinion of the Anti-Corruption Compliance Function.

The following table summarises the rules described.

ID	€ 150 threshold value per guest	Permissibility	Authoriser	Anti-Corruption Compliance Function	Competent Function	CEO
1	Below threshold value	With adequate authorisation	Hierarchical superior	Periodic information flow	Monitoring and periodic information flow	Periodic information flow
2	Above threshold value	With adequate authorisation	Hierarchical superior and N-1 Level	Timely ad hoc information flow	Monitoring and periodic information flow	Periodic information flow