

# Anticorruption Guidelines





## **ANTICORRUPTION GUIDELINES**

Bologna, 13 February 2025

[Version submitted to the Board of Directors]

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## 1. Introduction

### 1.1. Foreword

Unipol Assicurazioni S.p.A. ("**Unipol**") is aware that corruption fuels illegal markets, distorts competition, costs the community a high price in economic and social terms, and distorts:

- the economy,
- the mechanisms of competition between companies and between individuals, favouring some to the detriment of others regardless of their actual entrepreneurial and professional qualities,
- cultural and social growth,
- citizens' trust in institutions and businesses,

undermining ethical values.

Therefore, Unipol is committed to acting in accordance with its Charter of Values, its Code of Ethics and the Principles of the United Nations Global Compact, to which it adheres.

In compliance with Principle X of the United Nations Global Compact, according to which "companies undertake to fight corruption in all its forms, including extortion and bribery", Unipol has adopted these Guidelines (the 'Guidelines'), aimed at preventing, detecting and responding to corruption-related phenomena and complying with anti-corruption laws.

### 1.2. Document Objectives

The purpose of the Guidelines is to provide, in an organic manner, the anti-corruption reference principles for the Companies of the Unipol Group (also the '**Group**') as identified in the following section. 2.2 ('**Scope of Application**').

The Guidelines, in particular, contain:

- the general principles underlying the system of organisation of the Group Companies and the specific principles of conduct governing the performance of activities most exposed to the risk of corruption (also '**Sensitive Activities**');;
- guidelines on the system for monitoring and controlling the risk of corruption;
- a reminder of how to report potentially unlawful conduct;
- the reference to the system of sanctions for potentially unlawful conduct;
- guidelines for anti-corruption training.

### 1.3. Approval and revision of Guidelines

These Guidelines, for the drafting/revision of which the corporate structures concerned are involved in order to ensure that the objectives, principles and monitoring and control systems are clearly defined and shared, are approved by the Board of Directors of Unipol parent company (the "**Parent Company**"), also in the exercise of its management and coordination activities vis-à-vis the Subsidiaries and in line with the Group's corporate process for the preparation and validation of corporate policies.

Subsequently, the companies within the Scope of Application, as part of their responsibilities for governance, internal control system and risk management, evaluate and approve the Guidelines, as far as applicable, in accordance with the specific industry regulations and business model.

The Guidelines will be reviewed and-if necessary-modified, whenever regulatory update requirements, interventions by the Supervisory Authority, business strategies or changes in the context (major changes in business processes, significant structural reorganizations, major changes to the IT platforms used) require it and, in any case, at least annually.

The Guidelines are communicated and made available by the Perimeter Companies to all relevant personnel through appropriate communication channels.

## **2. Reference Context**

### **2.1. Normative references**

#### External references

These Guidelines have been drafted in accordance with the national regulations in force below:

- articles 318 - 322, 346-*bis*, 353, 353-*bis* and 377-*bis* of the Criminal Code;
- articles 2635 – 2635-*bis* of the Civil Code;
- Legislative Decree No. 231 of 8 June 2001, containing 'Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000' and subsequent amendments and additions.

These Guidelines are also inspired by the following national and international standards:

- US Foreign Corrupt Practices Act of 1977;
- Convention on Combating Bribery of Foreign Public Officials in International Business Transactions of the Organisation for Economic Cooperation and Development of 23 May 1997;
- European Council Criminal Law Convention on Corruption (ETS 173) of 1 July 2002;
- United Nations Convention against Corruption of 31 October 2003 (so-called Merida Convention);
- UK Bribery Act of 2010;
- Law No. 190 of 6 November 2012 on 'Provisions for the prevention and suppression of corruption and illegality in public administration'.

#### Internal references

- Unipol Charter of Values and Code of Ethics;
- Organisational, Management and Control Model of Unipol and the Perimeter Companies that are provided with it;
- Procedure for reporting violations (so-called "*Whistleblowing*");
- Code of Conduct for Suppliers.

In general, all the internal regulations of the Perimeter Companies that are relevant to the fight against corruption.

## 2.2. Scope of Application

The Guidelines apply to Unipol and its Group companies with registered offices in Italy (the "**Perimeter Companies**").

## 3. Definitions and terminology

<b>Agents</b>	Subjects, both natural persons and legal persons, as defined by Legislative Decree No. 209 of 7 September 2005 (Private Insurance Code) and IVASS Regulation No. 40 of 2 August 2018 as amended and supplemented.
<b>Top Management</b>	The Chief Executive Officer and/or the General Manager (where appointed) and, with reference to Unipol and the companies belonging to the Insurance Group based in Italy, the senior management responsible at a high level for decision-making and implementation of the strategies.
<b>Sensitive Activities</b>	The corporate activities most exposed to the risk of corruptive conduct, such as - purely by way of example - processes involving relations with the Public Administration, public officials or persons in charge of a public service, including participation in tenders, the liquidation process, the personnel selection and recruitment process, Gifts, Liberal Donations, sponsorships, the selection and management of Agents and relations with suppliers and collaborators.
<b>Audit</b>	The core Audit department of Unipol, as well as the similar structures of the other Perimeter Companies, even if outsourced.
<b>Charter of Values and Code of Ethics</b>	The Charter of Values and the Code of Ethics adopted by Unipol Board of Directors and implemented by the Boards of Directors of the Perimeter Companies.
<b>Contributors</b>	Individuals who have collaborative relationships with the Perimeter Companies in various

	capacities (consultants, lawyers, professionals in general).
<b>Corruption</b>	Behaviour consisting in giving, offering, promising, requesting, soliciting, inducing, instigating (so-called active bribery) or accepting or receiving (so-called passive bribery) - directly or indirectly and irrespective of the place - monetary or non-monetary, tangible or intangible, undue benefits, in order to obtain or maintain an undue advantage in the performance of the company's business, in breach of the laws in force. For the purposes of the Guidelines, the above definition refers to the conduct referred to in Articles 318, 319, 319-ter, 319 quater, 320, 322, 346-bis, 353, 353-bis and 377-bis of the Criminal Code, as well as Articles 2635 and 2635-bis of the Civil Code. For the purposes of the Guidelines, the distinction between bribery against the Public Administration and bribery between private individuals is not relevant.
<b>Compliance and Group Anti-Money Laundering</b>	For the scope of Compliance activities, the Group core Compliance department, as well as the similar structures of the other Perimeter Companies, even if outsourced.
<b>Recipients</b>	The persons to whom the Guidelines apply, i.e. directors, employees, contractors, suppliers and agents of the Perimeter Companies.
<b>Liberal Donations</b>	Contributions in cash and/or goods/services made by the Perimeter Companies as donations, intended to support the beneficiary's charitable or socially useful purposes.
<b>Ethics Officer</b>	It constitutes the Group's reference figure for aspects concerning the implementation of the Code of Ethics, with the task of creating cohesion and sharing on the importance of the principles of conduct, promoting the culture and respect for business ethics.
<b>Unipol Group or Group</b>	Unipol and its Subsidiaries.



<b>Person in Charge of a Public Service</b>	One who, under Article 358 of the Penal Code, in any capacity, performs a public service, to be understood as an activity regulated in the same forms as public office, but characterized by the lack of the powers typical of the latter and excluding the performance of simple orderly tasks and the performance of merely material work. In the Italian legal system, the status of person entrusted with a public service may also be extended to private persons and, therefore, this status may be attributed to exponents of private companies entrusted with the performance of public services or public functions, within the limits of and in relation to the business activities attributable to the performance of such duties.
<b>Organisation, Management and Control Model</b>	Organisational model adopted pursuant to Article 6 of Legislative Decree 231/01.
<b>Supervisory Board</b>	Independent body provided for in Article 6(1)(b) of Legislative Decree 231/01, which is entrusted with the task of supervising the effectiveness, adequacy and observance of the Model and ensuring that it is updated.
<b>Public Official</b>	A person who, pursuant to Article 357, Paragraph 1 of the Criminal Code, exercises a public legislative, judicial or administrative function; in particular, an administrative function governed by rules of public law and authoritative acts and characterized by the formation and manifestation of the will of the public administration or by its being carried out by means of authoritative or certifying powers is public. In the Italian legal system, the status of public official may also be extended to private persons and, therefore, this status may be attributed to exponents of private companies entrusted with the performance of public services or public functions, within the limits of and in relation to the business activities attributable to the performance of such duties.
<b>Regalia</b>	Any gift, gratuity, gratuitous benefit, donation, invitation, entertainment, advantage, or benefit of

	any kind, whether tangible or intangible (including but not limited to: objects, sums of money, trips/stays, financial products, services of all kinds, discounts not falling within the ordinary terms or donations) promised, paid, expected, or accepted to/from customers, suppliers, as well as other individuals/entities with whom one has relations, directly or through intermediaries and in any case regardless of the place of receipt or giving.
<b>United Nations Global Compact (UNGC or Global Compact)</b>	UN initiative which aims to promote the culture of corporate social responsibility through the sharing, implementation and dissemination of common principles and values. This initiative gave rise to the 10 universal principles structured into 4 areas: Human Rights, Labour, Environment, Fight against Corruption.

#### 4. General Principles

This is the Group's intention to promote a culture of legality, with no tolerance for any phenomenon or behaviour of a corruptive nature, drawing inspiration from principles of fairness, transparency and responsibility towards its stakeholders, also in order to protect its reputation. Top Management is responsible for ensuring compliance with the principles and standards of conduct also described in the Guidelines, as well as the adequacy of controls on corporate conduct.

The general principles underlying the system of organisation of the Perimeter Companies, aimed at Sensitive Activities and therefore aimed at preventing corrupt behaviour, are set out below.

##### Proceduralisation and internal regulations:

- Sensitive Activities must be regulated, in a consistent and congruous manner, by means of corporate regulatory instruments, so that the operating methods for carrying out the activities and related controls can be identified at any time;
- the principle of *accountability* must be observed when defining processes and procedures, ensuring traceability and responsibility for each of the Sensitive Activities.

##### Segregation of duties:

- within each Sensitive Activity, the functions or persons in charge of the decision and its implementation must be separated from those who record it and those who check it;
- there must be no subjective identity between those who take on or implement decisions, those who prepare accounting evidence of the operations decided upon, and those who are required to carry out the checks on the same as required by law and by internal procedures.

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#### Authorisation and signatory powers

- a system of delegated powers must be defined within which there is a clear identification and a specific assignment of powers and limits to the persons who operate by involving the Company and manifesting its wishes;
- organisational and signatory powers (delegations, powers of attorney and related expenditure limits) must be consistent with the organisational responsibilities assigned.

#### Control and traceability activities

- operational controls and their characteristics (responsibilities, evidence, periodicity) must be formalised in procedures or other internal regulations;
- the documents relevant to the performance of Sensitive Activities must be suitably formalised and bear the date of completion, acknowledgement of the document and the recognisable signature of the compiler; they must be filed in suitable places for preservation, in order to protect the confidentiality of the data they contain and to avoid damage, deterioration and loss;
- the formation of acts and their authorisation levels, the development of operations, both material and recording, with evidence of their motivation and causation, must be reconstructible to guarantee the transparency of the choices made;
- the documents concerning Sensitive Activities must be filed and stored, by the competent department, in such a way that they cannot be subsequently modified, except with appropriate evidence;
- outsourced processes, especially if they concern Sensitive Activities, must be carefully monitored.

### **5. Principles of Conduct**

In general, in the context of Sensitive Activities, the Addressees must comply with the following principles of conduct:

- ensure compliance with the principles of loyalty, diligence, fairness, integrity and transparency;
- preserve the impartiality and autonomy underlying professional integrity and respect for the primacy of the interests of the Group and its customers;
- avoid the risk of engaging in conduct liable to be assessed as *contra legem*;
- To refrain from determining situations attributable to personal benefits or benefits of persons referable to them, related to the performance of individual functions and activities;
- refrain from promising or granting sums of money, gifts, free services or advantages of any kind, even indirectly, to Public Officials or Persons in Charge of a Public Service in order to favour their own interests or those of others or of the company/entity they represent;
- refrain from promising or granting sums of money, gifts, free services or advantages of any kind, even indirectly, to Directors, General Managers, Managers in charge of drafting corporate accounting documents, Statutory Auditors and Liquidators of private companies or to persons

subject to their direction or supervision, for the purpose of influencing the commission by such persons of acts in breach of the obligations inherent to their office;

- avoid being indebted to customers and suppliers - unless the nature of the relationship consists (also) of a formalised credit/debit relationship - or being in situations of potential conflict of interest;
- avoid the risk of jeopardising the proper performance of work.

With reference to the operations of the Perimeter Companies, a number of Sensitive Activities have been identified for which the principles of conduct of a specific nature set out below have been established.

#### **5.1. Relations with the Public Administration, Public Officials or Persons in Charge of a Public Service**

In the management of relations, whatever their nature, entertained with the Public Administration, Public Officials or Persons in Charge of a Public Service, correct, transparent conduct must be adopted, which is useful to prevent and combat all forms of offence.

In any case, the Addressees must not behave in such a way as to unlawfully direct acts of the Public Administration in their own favour or in favour of the Perimeter Companies.

The signing of deeds that contractually bind the Perimeter Companies vis-à-vis the Public Administration must be reserved for clearly identified and specifically appointed persons with appropriate powers according to the existing system of powers and delegations.

In the event of visits, inspections or on-site surveys at the offices of the Perimeter Companies, the management of relations with Public Officials or Persons in Charge of a Public Service must be inspired by an attitude of positive and collaborative interlocution and attributed to the Area/Management/Function identified on the basis of Group provisions and, where present, of the Perimeter Companies.

As a result of an inspection, the area initially identified as the Coordination Manager prepares a closure report of the inspection activities in which the subject of the Inspection must be reported, the names of the public officials and the heads of the Areas/Departments/Functions of the company concerned by the Inspection (in addition to those of any consultants who have assisted the Company) who participated in the inspection activities, indicating the method and place of storage of the documentation, as well as the formal results of the inspection possibly produced by public entities.

Recipients who are also members of elective bodies of a Public Administration, or who collaborate with it, must refrain from performing acts in which they have potentially conflicting interests.

Appointments of external parties to represent the Perimeter Companies vis-à-vis the Public Administration must be assigned in a formal manner.

In participating in public tenders, i.e. the procedures through which the Public Administration identifies the subjects with whom to contract, the Addressees must not behave in such a way as to prevent or disrupt their performance or to drive away other bidders, with gifts or promises, in order to guarantee the transparency of the procedure and substantive legality, which is embodied in the protection of the interests of the Public Administration and in compliance with the rules protecting competition; in the same perspective, the Recipients must also refrain from adopting behaviours that, taking into account

the conduct described above, are aimed at disturbing the administrative procedure aimed at establishing the content of the tender notice or other equivalent act.

The Perimeter Companies pay particular attention to compliance with the principle of traceability of payments related to the execution of contracts concluded with public bodies.

## **5.2. Gifts and facilitation payments**

The Addressees must not promise, pay, demand or accept, directly or through an intermediary, to or from a public or private entity, or an entity represented by the latter:

- gifts in cash or equivalent payment instruments, including negotiable securities of any category;
- facilitation payments, i.e. payments of modest value, made for the purpose of expediting, facilitating or securing the performance of a routine or otherwise expected activity within the scope of institutional or service duties.

Recipients are likewise prohibited from promising, paying, demanding, or accepting, either directly or through an intermediary, to or from a public or private entity, or an entity represented by it, any Regalia that:

- exceeds the modest value and the limits of reasonable courtesy;

or

- is likely to be interpreted as aimed at unlawfully influencing the relations between the Perimeter Companies and the aforementioned public or private entity and/or the entity directly or indirectly represented by the latter, regardless of the purpose of pursuing, even exclusively, the interest or advantage of the Company.

A regalia is to be considered within the bounds of reasonable courtesy if its value does not risk compromising the recipient's independence or judgment, is not likely to cast doubts on the recipient's integrity, and does not appear disproportionate to the ongoing business relationship.

Any regalia, from whomever received, that proves to be ineligible in the light of the above criteria, must be immediately returned, or, if this is not possible, handed over to the competent departments identified by the relevant internal regulations, which will see to its devolution to non-profit organisations. In any case, the Addressees are required to inform their hierarchical manager and the competent Group department, as identified by the relevant internal regulations, and have the right to request an opinion from the Group Ethics Officer.

## **5.3. Sponsorships and Donations - Institutional Relations**

Under no circumstances may initiatives related to sponsorships, charitable disbursements, donations and the like have as their purpose, concealed or overt, that of obtaining an illicit advantage or otherwise inappropriate utilities from the beneficiaries, whether entities or individuals, of the initiatives themselves. Under no circumstances may such initiatives be used to conceal acts of corruption.

The Unipol Group recognises and supports the importance of the debate that takes place in all the articulations of society and its intermediate bodies (such as: political parties and movements, trade unions and business organisations, study centres, think tanks, non-governmental organisations, the

Third Sector, sports organisations, etc.), on the assumption that the quality and plurality of public debate and the widespread representation of interests are fundamental for the formation of democratic processes and the production of legislation.

As an expression of its citizenship and responsibility, the Unipol Group transparently participates in the public debate with its know-how, its representatives and its support for initiatives - both its own and others', including in the form of sponsorships, charities, donations - in line with the values expressed above. Such initiatives, by their nature, may have the purpose or effect of producing an economic or intangible advantage in favour of Group Companies, provided that it is done in a transparent and legitimate manner.

The Unipol Group does not finance political parties or movements.

#### **5.4. Staff selection and recruitment**

The Group ensures that personnel selection activities are carried out in compliance with the principles of impartiality, publicity, transparency, non-discrimination in employment, labour and remuneration, assessing applications solely on the basis of the skills possessed, work skills and other objective requirements.

As part of the personnel selection and recruitment process, candidates may be required to report any family ties and/or cohabitation with members of the Public Administration.

The Perimeter Companies define, as a corporate practice in selection, not to favour the hiring of family members and/or relatives up to the second degree and/or cohabitants of employees or Agents of the Companies themselves.

With regard to the transparency of the selection process and to ensure the traceability of the assessments, the external selection staff tracks the assessments made during interviews with candidates.

#### **5.5. Relations with Agents**

The Group is committed to and actively works to avoid situations of conflict of interest. Agents are called upon to refrain from determining situations attributable to personal benefits or benefits of persons referable to them, related to the performance of individual functions and activities.

Agents are asked to adhere to the values by which the Group is inspired, by means of a formal declaration that they have read the Charter of Values and the Code of Ethics, the Guidelines and the Organisation, Management and Control Models of the Perimeter Companies that have them.

The companies in the Perimeter adopt conduct aimed at excluding personal advantages to the family members of agents in relation to the roles they play in the company's operations.

Agents are chosen from among the names selected on the basis of criteria identified in the framework of internal regulations, marked by principles of transparency and aimed at ensuring the selection of professional profiles suited to the required standards and the reference market.

Applicants for the position of agent are asked to report any family ties and/or cohabitation with members of the public administration.

In order to guarantee the traceability of the selection process, the documentation relating to the assessment of the candidate and further documentation acquired during the selection process is kept by the relevant facilities.

#### **5.6. Supplies and collaborations**

The Group promotes transparent and fair professional relationships with its suppliers and collaborators. The selection process is carried out on the basis of objective and documentable procedures, giving them equal opportunities. Contract management is based on fairness and the prevention of any form of abuse, and is careful to prevent and combat any possible conflict of interest. The Perimeter Companies undertake to avoid clientelism and privileges and to respect agreements made in a spirit of reciprocity and common interest.

The choice of suppliers and collaborators not only meets cost-efficiency requirements, but also requires a focus on service quality and compliance with verification criteria aimed at promoting social and environmental responsibility along the entire supply chain. Under no circumstances may the choice of suppliers and collaborators and the subsequent establishment of business relations be dictated by the purpose, whether concealed or manifest, of directly or indirectly exerting undue influence on a private individual, a Public Official or a Person in Charge of a Public Service.

Suppliers and collaborators are chosen from among those selected on the basis of criteria identified within the framework of internal regulations, except for occasional needs/supplies that must be adequately justified.

Suppliers and collaborators are required, for the purposes of their inclusion in specific registers established within the Group, to adhere to the values by which the Group is inspired, by means of a formal declaration of acknowledgement of the Charter of Values and Code of Ethics, the Code of Conduct for Suppliers, the Guidelines and the Organisation, Management and Control Models of the Perimeter Companies that have them.

The process of purchasing goods and services provides that the approval of the purchase request, the selection of suppliers, the finalisation of the contract, the issuance of the order and the authorisation of the payment are the exclusive responsibility of the persons with the appropriate powers according to the system of powers and delegations in place.

The Group is committed to and actively works to avoid situations of conflict of interest. Contributors are called upon to refrain from determining situations attributable to personal benefits or benefits of persons referable to them, related to the performance of individual functions and activities.

The companies in the Perimeter adopt conduct aimed at excluding personal advantages to the family members of their collaborators relation to the roles they play in the company's operations.

#### **5.7. Claims settlement**

Within the Unipol Group, which is characterised as an insurance group, the claims settlement business is particularly important. This activity constitutes a decisive moment in the relationship with the insured party, in the context of which the insurer, after having received the premium, takes action to provide, within the agreed limits, the benefit due in the event of a claim. Under no circumstances may such

performance have as its purpose, concealed or manifest, that of obtaining an unlawful advantage for oneself or others, going beyond the contractual reciprocal relationship established between insured and insurer.

The Perimeter Companies must ensure that the activities of the settlement structures are carried out in accordance with the principles of fairness, transparency and good faith. To this end, the claims settlement activity is based on a system of autonomies, authorisation levels and checks, both automatic and manual, governed by the internal regulations adopted by the Perimeter Companies.

## 6. Monitoring and control

In order to mitigate corruption risks, a multi-layered control system is in place:

- line controls (so-called "first-level controls"), aimed at ensuring the proper conduct of operations. They are carried out by the operational facilities themselves (e.g. hierarchical, systematic and spot checks), also through different units reporting to the heads of the facilities themselves, or performed as part of back office activities; as far as possible, they are incorporated into IT procedures. The operational facilities are primarily responsible for the risk management process and must ensure compliance with the procedures adopted to implement the process and adherence to the established risk tolerance level. When Sensitive Activities are outsourced, line controls are performed by the outsourcers and are aimed at ensuring the proper conduct of operations on the basis of what is set out in the outsourcing contracts. The Contact Person for the control of the outsourced activities, also making use of the control reports provided for and the assessments of the service levels expressed by the various Technical Contacts, monitors, among other things, the compliance of the activities themselves with laws and regulations, as well as with company directives and procedures;
- risks and compliance controls (so-called "second-level controls"), which aim to ensure, inter alia:
  - the proper implementation of the risk management process;
  - the implementation of the activities entrusted to them by the risk management process;
  - compliance with the operational limits assigned to the various functions;
  - compliance with the provisions, including those of self-regulation, on the management of conflicts of interest;
  - compliance with standards, including self-regulation, of company operations;
- internal audit (so-called "third level controls"), activities to verify the completeness, functionality, adequacy and reliability of the Internal Control and Risk Management System (including first and second level controls) as well as the consistency of the company's operations with it.

In particular, the Audit and Compliance and Group Anti-Money Laundering departments also consider corruption risks, where applicable, in their respective audit activities. The documentation representing the activities carried out is sent, as far as it is competent, to the subjects identified in the corporate policies in force, which include the Supervisory Bodies of the Perimeter Companies that have them, in light of the fact that phenomena of a corrupt nature are relevant from the point of view of Legislative Decree 231/01.



## 7. Reporting Violations

With reference to the Perimeter Companies that are supervised and/or have an Organisation, Management and Control Model, the Group has set up an internal system for reporting violations, which allows the communication, to protect the public interest and the integrity of the institution, of information, including well-founded suspicions, concerning, among other things, a violation of the rules governing the activities carried out by the Companies themselves, which include unlawful conduct within the meaning of the Guidelines.

The internal system for reporting violations is formalised in a specific Group procedure (the **"Whistleblowing Procedure"**).

The Procedure identifies (i) the person or autonomous function and with specifically trained personnel responsible for the reception, examination and evaluation of reports (the "Main/ Alternative Supervisory Structure<sup>1</sup>") and (ii) the means by which they can be transmitted, in writing, orally or by direct meeting.

### 7.1. Protection of the reporter

The above-mentioned reporting channels ensure the confidentiality of the identity of the reporter, the person involved or referred to, as well as the content of the report and the related documentation in the handling of reports.

The Perimeter Companies undertake to protect whistleblowers - with the exclusion of unfounded reports made with wilful misconduct or gross negligence - from any conduct, act or omission, even if only attempted or threatened, that is carried out as a result of the report and that causes or may cause the whistleblower, directly or indirectly, unjust damage.

Dismissal as well as change of job, within the meaning of Article 2103 of the Civil Code, as well as any other retaliatory or discriminatory measure taken against the whistleblower shall be null and void. It is the employer's responsibility, in the event of judicial or administrative proceedings or in any case of extrajudicial disputes concerning the ascertainment of prohibited conduct, acts or omissions, to demonstrate that these measures are based on reasons unrelated to the reporting itself.

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<sup>1</sup> The report may be addressed to the Company's Alternative Responsible Structure if the members of the Main Responsible Structure are hierarchically or functionally subordinate to any reported subject, or are themselves the alleged perpetrators of the violation or have a potential interest related to the report, such as to compromise its impartiality and independence of judgment.

## **8. Penalty system**

### **8.1. Disciplinary sanctions**

Failure to comply with the provisions of the Guidelines entails, as a consequence, the application of disciplinary sanctions against the Addressees, regardless of the possible prosecution by the judicial authorities, to which the Perimeter Companies ensure their full cooperation.

The type and extent of sanctions applied in each case of infringement detected, in accordance with the legislation applicable to the specific case, will be proportionate to the seriousness of the infringements.

Any imposition of the disciplinary sanction, regardless of the institution of proceedings and/or the outcome of the criminal trial, shall be, as far as possible, inspired by the principles of timeliness, immediacy and fairness.

### **8.2. Contractual Sanctions**

Any conduct by the collaborators and suppliers of the Perimeter Companies that is in contrast with the provisions of the Guidelines may result, in accordance with the provisions of specific contractual clauses included in the letters of appointment or in the contractual agreements, in the termination of the contractual relationship, without prejudice to any claim for compensation if such conduct results in concrete damage to the Company.

Agents who are responsible for violations of the provisions of the Guidelines shall, depending on the seriousness of their conduct, be subject to written reprimand, with a reminder to strictly comply with the provisions of the Guidelines, or be terminated from the agency contract for justified reason or just cause.

## **9. Communication and Training**

The Group promotes awareness of the Guidelines and related rules, through communication to all Addressees and publication of the Guidelines on the Group's intranet and on the websites of the Perimeter Companies.

Each Company evaluates and plans training activities on the subject, in line with the regulations contained in the corporate provisions on training processes and operating any synergies with programmes concerning compulsory training on the administrative liability of legal persons pursuant to Legislative Decree 231/01.

The heads of the corporate departments operating in the area of Sensitive Activities carry out training and awareness-raising activities for their collaborators in relation to the conduct to be observed and the modalities of conduct to be adopted in particular in formal and informal contacts with Public Officials and persons in charge of public services, as well as the consequences of non-compliance with them and, in general, with the Guidelines.

Participation in the training activity is mandatory and is monitored by the relevant company facilities.

