



ANTICORRUPTION POLICY

EURICOM S.p.A.

Sommario

DEFINITIONS	3
INTRODUCTION	4
FIELD OF APPLICATION.....	4
REGULATORY FRAMEWORK.....	4
PRINCIPLES AND RULES OF CONDUCT	5
RELATIONSHIPS WITH THIRD PARTIES	5
RELATIONSHIPS WITH PUBLIC AUTHORITIES.....	6
GIFTS AND HOSPITALITY	7
SPONSORSHIPS AND DONATIONS	7
KEEPING RECORDS AND ACCOUNTING TRANSPARENCY	7
HUMAN RESOURCES.....	8
DIFFUSION AND TRAINING	8
REPORTS.....	8
DISCIPLINARY SYSTEM.....	9
APPROVAL OF THIS DOCUMENT AND SUBSEQUENT UPDATES.....	9

DEFINITIONS

In this document the following terms have the meanings shown below:

- **“Corruption”**: practices that consist of offering, promising, providing an advantage or other benefit to a person belonging to the public or private sector to unduly achieve one's objectives and influence the same subject to commit acts contrary to their official duties. Corruption is also mentioned in cases of attempting or incitement to commit the same. In addition to *active corruption*, *passive corruption* or being corrupt, is also considered as corruption. The benefit that derives from a corrupt act in addition to money, includes presents, gifts, donations, sponsorships and contributions, provision of services, work assignments, awarding of public contracts, etc.
- **“Recipients”**: all subjects who work in the name and on behalf of the Euricom Group. All the following fall under the definition of Recipients: Employees, Board Members, Supervisory Bodies, Consultants, Professionals, Partners.
- **“Conflict of interest”**: any hypothesis in which the representative has a conflicting and incompatible interest with the interests of the represented party.
- **“Euricom S.p.A.”** or **“Group Leader”**: parent company of the Euricom Group.
- **“Group”** or **“Euricom Group”**: the corporate group Euricom Group S.p.A. is the parent company of.
- **“Gifts”**: the term gifts means company products or other goods.
- **“Hospitality”**: the term hospitality means meals, trips, hotel stays, invitations to sporting or cultural events and other forms of benefits granted to Third Parties and Employees for promotional and commercial reasons or in the context of employment or business relationships. The term “hospitality” includes “entertainment expenses” and “expense reimbursements” granted to Employees or Third Parties.
- **“Third Parties”**: natural or legal persons, other than Employees who have *business* relationships with the Company. Third Parties means Suppliers, Consultants, Professionals, Mediators, Partners, Trading Partners, Customers, etc.

INTRODUCTION

Euricom Group undertakes to counteract and prevent any type of corruption (direct or indirect) committed in the markets it does business in, as well as to avoid pecuniary, disqualification and custodial sanctions associated with natural persons and legal persons, also to preserve the good reputation its *brand* has had on international markets for years. To this end, Euricom has adopted a Group Code of Ethics, shared with all its *subsidiaries*, even abroad who approved it at local *board* level, and with this Policy intends to formally regulate and align its activities to comply with anticorruption regulations.

The Group aims to create a culture that rejects and counteracts corruption, in any form, considered unacceptable as it violates some of the organisation's fundamental values.

This *Anticorruption Policy* (hereafter “Policy”) aims to illustrate principles and rules of conduct that comply with anticorruption regulations. In particular, it intends to integrate all the rules to prevent and combat corruption into an organic framework, to build a useful tool to combat any type of corruption required by various local laws, as required by *best practices* in the countries Euricom Group does business in and where Companies of the same Group are present.

FIELD OF APPLICATION

This Policy applies to all subjects that operate in the name and on behalf of Euricom Group. The following are among these: Employees, Board Members, Supervisory Bodies, Consultants, Professionals, Partners. Hereafter also “Recipients”.

REGULATORY FRAMEWORK

Euricom Group does business in different countries and is therefore subject not only to Italian laws but also to the laws of the countries it does business in, including those of ratifying international conventions that prohibit corruption of Public Officials and corruption between private individuals, as shown below:

- Convention on Combating Bribery of Foreign Public Officials in International Business Transactions 1997 (also known as the “OECD Convention”) and all national and international laws enacted to implement the OECD Convention;
- *Foreign Corrupt Practices Act of 1977* (FCPA) issued in the United States of America, as amended by the Foreign Corrupt Practices Act Amendments of 1988 and 1998, and as may be further amended and supplemented from time to time;
- *UK Bribery Act* issued in the United Kingdom;
- Italian Legislative Decree No. 231 of 2001;
- Any other applicable legislation.

In this context the Euricom Group deemed it appropriate to implement a corruption prevention system that includes the following actions:

- drawing up this *Policy*, with principles and rules of conduct overseeing the commission of acts of corruption, approved by the Euricom S.p.A. Board of Directors;
- risk analysis and assessment of the possibility of acts of corruption carried out by individual Companies in the Group according to local regulatory requirements;
- providing information and training activities for employees, aimed at spreading the Euricom Group culture as well as internal and external regulations to be complied with on matters relating to correctly managing corruption risks;
- implanting reporting procedures and tools (whistleblowing) that are easy to access and comply with local regulations;

- periodic monitoring of corruption risks, as well as verification of the effectiveness and adequacy of this document.

PRINCIPLES AND RULES OF CONDUCT

The Group and its Recipients undertake to avoid any form of active and passive corruption in business relationships and to always act with transparency. Recipients are prohibited from:

- asking, soliciting, incentivising, accepting or receiving (also through third parties), directly or indirectly, sums of money or any other benefit from Public Officials or private individuals;
- offering, promising, giving or paying (also through third parties) directly or indirectly, sums of money or any other benefit to Public Officials or private individuals;

with the aim of influencing and/or rewarding the counterparty (Public Officials or private individuals) to induce them to pursue the interests and benefits of the applicant and fail to fulfil their function, i.e. the obligations and duties of their office.

In general, Recipients are required to comply with the policy supported by the Group in the field of *anticorruption* which establishes the obligation to:

- operate with professionalism, impartiality, diligence and transparency, by immediately reporting any situation that could generate a risk of corruption, even only hypothetically;
- respect the principle of the segregation of duties and responsibilities. Operational activities and control functions must be segregated;
- conduct an appropriate verification and assessment of the reputation and reliability of the Third Party the power of representation is attributed to;
- respect the rules for the exercise of signature and internal authorisation powers. Powers must be formalised and clearly defined;
- avoid any situation which could lead to a conflict of interest, even only potential with a Third Party or a Company in the Group. Recipients must avoid situations where personal and/or family interests could influence their ability to make decisions, and even prevail over the Company's interests.
- track and archive all activities and checks performed to make them verifiable later;
- report any acts of corruption and/or conflict of interest, certain or suspected as soon as possible using the special reporting channel implemented at local level, and where not present using Euricom Group channels that can be accessed on the website in the whistleblowing section.

The different Companies in Euricom Group are required to carry out careful mapping and analysis of potential sensitive areas with reference to the risk of committing crimes of corruption. In general, this *Policy* in the following sections establishes the principles of behaviour to be complied with in reference to the main areas potentially at risk of corruption. These principles, however, must be implemented by the different *subsidiaries* around the world, also by formalising local procedures with the aim of ensuring compliance with local anticorruption laws.

RELATIONSHIPS WITH THIRD PARTIES

It is strictly forbidden to give, grant or promise money or other forms of benefits to an Employee or representative of a Third Party with whom Euricom Group has an interest in concluding a supply of goods or services contract, to obtain an unfair advantage through, for example, a rather advantageous price for the Company. At the same time, it is forbidden to ask, accept and solicit money or other benefits from an employee or representative of a counterpart to obtain an unfair advantage in the conclusion of a supply contract. Establishing favourable personal, influence, interference relationships capable of directly or indirectly influencing the outcome of relationships

between the Group and any Counterparties are therefore prohibited.

The process of procuring goods and services and managing professional assignments must be described in the procedures which must be formalised by the different companies in Euricom Group also on the basis of the indications provided in this *Policy*.

Using Suppliers, external Collaborators etc. for the purchase of goods and services or for the assignment of consultancy assignments must be based on assessments that make it possible to rely on counterparties with proven reliability, quality, integrity and cost-effectiveness. Selection of Suppliers, Collaborators, etc. must be transparent and involve competitive negotiation between multiple counterparties where possible. Choices must be tracked and the documents proving compliance with internal procedures and the purposes of the purchase adequately archived. Purchasing/assignment of tasks must be formalised through the stipulation of a specific contract/letter of appointment or an equivalent agreement. Procurement of goods and services must be carried out by authorised parties by virtue of the spending powers defined by the proxy system and the specific amount limits provided therein.

For every purchase it is necessary to check and keep track with adequate documentation:

- that the goods/service provided by the Third Party correspond to that requested and agreed upon;
- that the price paid to the Third Party is consistent with market prices and/or in any case justifiable in light of the service provided and the specific expertise required. It is prohibited to make payments to Third Parties that are not justified by the same contractual relationship established with them.

It is strictly prohibited to give, grant and promise money or other benefits to Customers, albeit potential, with the intention of making a sale under particularly advantageous conditions in terms of quantity or selling price. At the same time, it is prohibited to ask, accept and solicit money or other benefits from Customers in exchange for the application of advantageous conditions for their business, that are not justified by the contractual relationship, and facilitate irregularities or fraud on the market. Applying prices and discounts to Customers must comply with the internal definition and approval process.

RELATIONSHIPS WITH PUBLIC AUTHORITIES

Any form of gifts Public Officials is prohibited (even in those countries where the giving of gifts is a widespread practice), or to their relatives that could influence independence of judgment or induce behaviour to secure any advantage for the Group. Permitted gifts are always characterised by the smallness of their value or because they are aimed at promoting charitable or cultural initiatives or the *brand image* of the Euricom Group.

For example, promises and gifts that have the following purposes are prohibited:

- to obtain/renew licenses and authorisations;
- to speed up administrative procedures;
- to avoid checks and inspections or influence their outcome by inducing the Public Authorities not to report any sanctions or to reduce the sanction due for the irregularity committed;
- to obtain public contributions/incentives/funding that are not due or to a greater extent than what is due;
- to obtain undue tax relief.

Relationships with subjects who represent the Supervisory Authority, the Public Administration, Public Officials or subjects in charge of public services, must be inspired by rigorous compliance with

anticorruption legislation and must not compromise the integrity and reputation of the Company in any way. These relationships must be based on principles of correctness, loyalty and maximum transparency and are reserved exclusively for the company functions responsible and authorised for this purpose.

In the context of relationships with the Supervisory Authority, the Public Administration, Public Officials or subjects in charge of public services, Recipients in the Euricom Group must not seek to improperly influence the decisions or actions of the institution concerned, neither directly nor through the mediation of third parties. In the event of requests or inspections, assessments by the Public Authorities, Employees of the Parent Company and individual local companies will comply with every request by collaborating in the relevant activities. To regulate the relationships in question, the different Companies in the Euricom Group must formalise specific local procedures that govern relationships with the Public Administration in compliance with applicable regulations.

GIFTS AND HOSPITALITY

Presents, gifts and other forms of benefits are permitted if, and only if, they represent common commercial practice or courtesy in compliance with local procedures or laws. Such acts are permitted if they are of modest and reasonable value or in any case strictly related to the employment relationship or business and commercial development activities, provided that they are not aimed at constituting a corrupt practice if they are given with the aim of influencing decision-making autonomy or acquiring advantages in an improper way.

Gifts and hospitality must be authorised, consistent with the system of powers and delegations in place in each Company in the Group.

Hospitality and gifts made by Employees of the Group must be summarised in an *expense report* form, or in any case summarised in specific forms, approved by the manager of the competent function and reimbursed after verifying the relevance of the expense, of its effectiveness by checking the supporting documents, and compliance with spending limits recognised within the specific local procedures different Companies in the Group are required to formalise.

SPONSORSHIPS AND DONATIONS

Sponsorships and donations, in money or with gifts made to non-profit associations, can be carried out by avoiding any pressure on the counterparties with the aim of obtaining favouritism or other concessions from the beneficiary.

All sponsorships and donations must be authorised, consistent with the system of powers and delegations in place in the different Companies in the Group. The counterparty must be clearly identified and the contribution made must be traceable. In addition, the concrete use of the sponsorship or contribution must be verified and its consistency with what is contractually required, through the collection of suitable documentation.

Based on the number of initiatives in question and their relative value, individual Companies in the Group will evaluate the possible need to formalise specific organisational procedures at local level.

KEEPING RECORDS AND ACCOUNTING TRANSPARENCY

All transactions must be correctly and promptly recorded in the company accounting system according to the criteria indicated by the law and the applicable accounting principles. All supporting documentation must be properly archived, to allow it to be easily consulted.

All operations or transactions must be verifiable, legitimate, coherent and appropriate. Recipients who become aware of omissions, falsifications or negligence in accounting or the documentation the

accounting records are based on, are required to report incidents through the appropriate reporting channels.

Access to information and data contained in computer processing systems and electronic archives is prohibited to unauthorised subjects. In this regard, computer authentication must be guaranteed during access and a profiling mechanism established which guarantees access to operations in relation to the tasks and functions of each user.

HUMAN RESOURCES

It is strictly prohibited to hire Employees based on reports by Third Parties in exchange for favouritism for the same or for Euricom Group.

Selection, hiring and management of employee personnel are guided by principles of ethics, correctness and transparency. The principle of relevance of the assigned job with the activity of the different Companies in the Group must always be guaranteed, or, in any case, with the scope of their business, as well as the principle of effective usefulness of the function sought for the development of their *business*. The choice of candidate must be based solely on criteria of professionalism and competence banishing kinship relationships with subjects belonging to the Public Administration, those with criminal convictions and obvious conflicts of interest, etc.

The selection process to hire personnel must be formalised. Formalisation of the hiring must be done by the new employee signing a specific letter of appointment; this agreement must be signed by company representatives in possession of a specific power of attorney. Determination of the salary and classification for the role held must be carried out based on the principle of fairness to the professional qualification of the selected/hired individual.

The selection and hiring process must be formalised by defining organisational procedures approved by the individual companies in Euricom Group.

Any premiums paid must be awarded following the achievement of pre-established objectives; the personnel evaluation process must be based on objective and transparent criteria.

DIFFUSION AND TRAINING

The Euricom Group promotes the diffusion of this Policy, making it accessible and understandable to all Recipients as well as all Companies that are part of the Group. This Policy is published on the official Euricom S.p.A. website and shared with all Companies in the Group.

Furthermore, specific training and communications activities must be provided for the Employees in the Companies in the Group with the aim of ensuring effective knowledge of the contents of this Policy, of Policies implemented at local level as well as applicable regulations.

REPORTS

Failure to comply with this Policy, presumed or actual must be reported by the Recipients, if they became aware of any, using the *whistleblowing* reporting channel implemented by each Company in the Euricom Group in compliance with applicable legislation. Where not present, it is possible to use the reporting channel implemented by the Parent Company which can be accessed via the following link <https://euricom.it/IT/WHISTLEBLOWING/>.

Investigations will be carried out guaranteeing the maximum confidentiality of whistleblowers, without prejudice to legal obligations. Euricom Group guarantees that no retaliatory action will be carried out against whistleblowers.

DISCIPLINARY SYSTEM

All Recipients are contractually obliged to comply with the principles of this Policy. This compliance is an integral part of contractual agreements.

Failure of Employees to comply will involve the application of disciplinary and sanctioning measures, up to termination of the contractual relationship, depending on the gravity of the act committed.

Infringements by Third Parties may lead to termination of the contractual relationship, as well as possible compensation for damages.

Failure to comply by directors and Supervisory Bodies will entail suspension or removal from office.

APPROVAL OF THIS DOCUMENT AND SUBSEQUENT UPDATES

This *Policy* was approved by a resolution of Euricom S.p.A Board of Directors, which provides for the obligation to adopt the same by all Companies in the Group so that they can implement the content through a resolution of the Administrative Bodies, adapting it if necessary to company needs and the regulations of the country of reference.

Any updates to this document connected to national or international regulatory changes to matters relating to anticorruption will have to be submitted again for approval to the Board of Directors.