

## Anti-Corruption Policy

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## 0 History of Changes

DATE	Version	REASON FOR THE CHANGE
05/17/2022	1.0	First draft
31/01/2024	1.1	Change of company name

## 1 Definitions

For the purposes of this Policy, the terms listed have the meaning specified below:

**Code of Ethics:** Code of Ethics adopted by Unimatica S.p.A.

**Subsidiaries** (or Subsidiary Companies or also Companies): the Companies, directly or indirectly, controlled by, or associated with, Unimatica S.p.A.

**Corruption:** the conduct of anyone who, directly or indirectly carrying out activities on behalf or in the interest of Unimatica S.p.A., offers, promises, receives or gives benefits and/or undue compensation to third parties, directly or indirectly (and therefore also through person), for a personal advantage, or of Unimatica S.p.A. or of third parties. For the purposes of the Policy, the distinction between "corruption against a public official or a person in charge of a public service" and "corruption against a private individual" is not relevant. Also for the purposes of this Policy, the definitions of corruption adopted respectively by Transparency International ("the abuse of entrusted power for private gain") and by the World Bank (" offering , giving, receiving or soliciting , directly or indirectly , anything of value to influence improperly the actions of another party").

**Recipients:** Unimatica S.p.A. Personnel and all those who operate in the name and/or on behalf and/or in the interest of Unimatica or who maintain professional or business relations with it.

**Group:** group to which Unimatica S.p.A. belongs

**Public Service Officer:** person who in any capacity performs a public service, including that for a national or international agency, as defined by the individual national legislations to which the public service pertains.

**Anti-corruption legislation:** the national regulations applicable in the individual countries where Unimatica, the best practices and guidelines developed by international private organizations (ICC International Chamber of Commerce, Transparency International, PACI – Partnering Against Corruption Initiative and the United Nations Global Compact, UNI ISO 37001), as well as the following Conventions of international law, listed by way of example and not exhaustively:

- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997);
- Criminal Law Convention on Corruption of the Council of Europe (1999);
- United Nations Convention against Corruption (2004).

**Unimatica personnel:** Unimatica employees (executives, managers, white collars).

**Policy:** this Anti-Corruption Policy adopted by Unimatica.

**Public Official:** person who exercises a legislative, administrative or judicial public function, regardless of whether the function derives from appointment, election or succession.

**Unimatica:** Unimatica S.p.A. or also the Company.

## 2 Premise

Unimatica is aware of the negative effects of corrupt practices on economic and social development. Therefore the Company, in pursuing its business, is committed to combating Corruption and preventing the risks of unlawful practices, at any working level and in any geographical area, both through the dissemination and promotion of ethical values and principles, and through the effective provision of rules of conduct and the effective implementation of control

processes, in line with the requirements established by the applicable regulations and with international best practices.

As a concrete implementation of its commitment in this area, the Company has adopted the Code of Ethics, which defines the values which inspire Unimatica to achieve its objectives and the relevant principles in conducting its activities, in close integration - where applicable - with the Models of organization, management and control envisaged by Legislative Decree 231/2001.

### 3 Purpose

Unimatica, in carrying out its activities, undertakes to fully comply with its own Corruption prevention principles and those of the Group as well as with its own organization and management model pursuant to Legislative Decree no. 231/2001. As further confirmation of its commitment against unlawful conduct, with the introduction of this Policy, the Company intends to adopt and integrate the rules for preventing and combating Corruption into an organic framework, with the aim of raising awareness of the rules and behaviors that need to be observed.

### 4 Scope and implementation

Compliance with the Anti-Corruption Legislation and the Policy is mandatory for all Recipients. A copy of this Policy is published on the Company's website.

### 5 Roles and responsibilities

The violation of the Anti-Corruption Regulations can seriously damage the reputation of Unimatica and lead to serious damage to the company's activities, such as fines, disqualification from contracting with public bodies, confiscation of the profit from the crime, requests for compensation for damages. Natural persons may also be sentenced to prison terms.

All Recipients of this Policy are responsible, each to the extent of their own competence, for compliance with the same, without prejudice to the validity and cogency of the overall procedural system adopted in the context of the fight against Corruption. Furthermore, the subjects with supervision and coordination responsibilities are responsible for supervising compliance with the Policy by their collaborators and for adopting measures to prevent, identify and report potential violations.

All Recipients are required to read, understand and fully observe this Policy, available on the Unimatica institutional website at [www.unimaticaspa.it](http://www.unimaticaspa.it) in the specific section.

### 6 General principles

In compliance with national and international regulations and in application of the provisions of the Code of Ethics and Conduct also of the Group, Unimatica does not tolerate Corruption in any form.

In particular, the Recipients of the Policy must not:

- offer, promise, give, pay, authorize a third party to give or pay, directly or indirectly, undue benefits, economic advantages of any value or other benefits, including non-economic ones, to a third party (whether a Public Official, a Public Service Officer or a private) as an incentive or reward for acting or omitting actions in relation to the duties of someone, regardless of the place where the gift is made or offered and from the place where the third parties or the Recipient operate;
- request or accept, or authorize a third party to request or accept, directly or indirectly, undue benefits, economic advantages of any value or other benefits, including non-economic ones, from a third party (a private individual or, in hypothesis, also a Public Official or Public Service Officer) as an incentive or reward for acting or omitting actions

in relation to one's duties, regardless of the place where the giving is made or offered and from the place where the third parties or the Recipient operate.

In application of the "zero tolerance" principle, the Company does not allow exceptions to the provisions and prohibitions referred to in this Policy. The conviction of acting for the benefit of the Company cannot in any way justify the adoption of behaviors in contrast with the aforementioned principles.

Unimatica encourages the Staff to raise any doubts promptly. Personnel who are not sure of the correctness of the conduct to adopt must first request assistance from their manager, the Human Resources function or the Compliance function, using the dedicated mailbox [compliance@unimaticaspa.it](mailto:compliance@unimaticaspa.it).

Cases of violation, even if only suspected, of the Anti-Corruption Policy or Regulations must be immediately reported as provided for in paragraph 9 below.

For compliance with the Policy, the Company adopts and complies with the following general criteria:

- segregation of duties: the performance of corporate activities must be based on the principle of separation of functions, whereby the authorization of a transaction must be under the responsibility of a person other than whoever executes it operationally and who controls it;
- signature powers: authorization and signature powers must be: (i) consistent with the organizational and management responsibilities assigned; (ii) clearly defined and known within the Company. The corporate roles to which the power to engage the Company in certain transactions must be defined, specifying the limits and nature of the same;
- impartiality and absence of conflicts of interest: the Recipients of the Policy must operate with professionalism, transparency, impartiality and in compliance with the Anti-Corruption Law, and must promptly report any situation from which a conflict of interest may arise;
- traceability and archiving: each activity must be verifiable, documented, coherent, congruous and correctly archived;
- training: specific personnel training plans must be envisaged regarding the anti-corruption measures adopted by the Company with particular reference to those who operate in the sensitive areas listed in paragraph 7.

Again as a general criterion, the following must be considered prohibited (like the conduct referred to in the prohibitions referred to in the same Policy):

- any other conduct, although not expressly prohibited by the Policy, which has the same purpose as one or more of the conducts referred to in the prohibitions referred to in the Policy;
- any way of circumventing or circumventing the prohibitions referred to in the Policy (and therefore, by way of example only: (i) a specific conduct referred to in the Policy is prohibited even if the author uses funds or personal means made available by a third party unrelated to the Company; (ii) a donation of money or other benefits referred to in the Policy is prohibited even if the beneficiary is not the person directly involved in company activities - Public Official, supplier, partner, etc. - but a family member, nominee, intermediary, creditor, debtor, etc.; (iii) the prohibition on making or receiving gifts that are not of modest value also <sup>1</sup>prohibits the same Recipient from giving/accepting - to/from the same subject - a significant plurality of gifts, each of modest value, over a reasonably

<sup>1</sup>It intends a modest asset, with a low value not exceeding the amount of € 150.00, in accordance with Presidential Decree April 16, 2013, n. 62 (Regulation containing the code of conduct for civil servants, in accordance with article 54 of legislative decree 30 March 2001, n. 165).

appreciable period of time, in order to avoid serial and routine gifts, which could be interpreted as constant favors for the purposes of the Policy).

The Company ensures knowledge of the Policy also by its business partners, professionals, consultants, collaborators in various capacities and suppliers. Each of these subjects is required to sign the declaration in which he certifies that the Policy has been made available and undertakes to respect it and to ensure that his assignees and contractors respect it.

## 7 Principles of behavior in the main sensitive areas

With regard to the types of activities of Unimatica, the following areas can be identified as more sensitive to the risk of Corruption:

- Gifts, hospitality and entertainment expenses;
- Non-profit initiatives and sponsorships;
- Relations with the Public Administration;
- Facilitation payments;
- Relations with political organizations and trade unions;
- Relationships with third parties;
  - Assignments of consultancy, specialist and professional assignments;
  - supply of goods and services;
- Staff selection and hiring;
- Accounting records.

Recipients must comply with the provisions of the Code of Ethics, in the procedures and protocols defined for compliance with the Anti-Corruption Legislation as well as with the following principles of conduct.

### 7.1 Gifts, hospitality and entertainment expenses

Gifts, presents and other entertainment expenses are permitted as a common practice of professional and commercial courtesy, without prejudice to the prohibition of offering or accepting sums of money as well as in compliance with any other Policy on the subject and/or procedure or corporate document that respects the principles of this Policy.

To this end, gifts, presents and any other benefit or benefit that the Recipients offer to (or accept from) public or private subjects must, in relation to the circumstances:

- be appropriate, reasonable and in good faith,
- be such as not to (i) compromise the integrity and reputation of any of the parties to the relationship, nor (ii) give the beneficiary or an impartial third party the impression that they are aimed at acquiring, maintaining or rewarding undue advantages or to exercise unlawful or improper influence on the activities or decisions of the beneficiary,
- be registered and in any case not offered or accepted in a hidden way,
- comply with the Anti-Corruption Law and company procedures and protocols.

Without prejudice to compliance with the above criteria:

- Recipients may offer or accept gifts, presents or any other benefits or utilities if of modest value, in accordance with the customs of the relevant country.
- hospitality treatments (transport, accommodation, meals, entertainment, etc.) are permitted for business purposes, for the promotion of Unimatica activities and for the development of commercial relations and partnerships.

Between employees of the Company in a reciprocal relationship of hierarchical superordination, no gifts or presents are allowed that are not customary and in any case that exceed a modest value.



## 7.2 Non-profit initiatives and sponsorships

Non-profit initiatives and sponsorships fall within the company's discretion according to common business practices. The aforementioned activities are carried out by the Company in compliance with the Anti-Corruption Legislation, as well as with the company procedures and protocols and with the authorization procedures in force.

Among the aspects to be considered in choosing the proposals to adhere to, the Company pays attention to any possible conflict of interest of a personal and corporate nature.

According to criteria of reasonableness and proportionality with respect to the entity of the economic commitment envisaged, it is necessary to ascertain in advance the nature and relevance of the initiative, the identity and the reputational profile of the recipients of the sponsorship or contribution (promoters, organizers, etc.), and that the concrete implementation of the initiative itself and in particular its consistency with the program proposed to the Company is verified.

Furthermore:

- the amount disbursed must be recorded in the books and registers in a correct and transparent manner;
- the documentation relating to each sponsorship carried out or contribution to non-profit initiatives supported must be archived, guaranteeing its traceability over time.

## 7.3 Relations with the Public Administration

The relations that the Company maintains with representatives of the Public Administration (PA), understood in all its possible articulations, must be inspired by the strict observance of the Anti-Corruption Regulations and cannot in any way compromise the integrity and reputation of Unimatica.

The assumption of commitments and the management of relations of any kind with representatives of the PA and/or entities of public importance are reserved exclusively to the company figures and functions assigned and authorized for this purpose.

In such relationships, the Company must not try to improperly influence the decisions or actions of the institution concerned, either directly or by availing itself of the mediation of third parties (real or false).

All Company personnel relations involving PA representatives must be conducted in compliance with the Code of Ethics and this Policy as well as the Group Code of Conduct, respecting the following principles and minimum standards:

- Personnel must operate in compliance with all relevant legislative and internal requirements;
- relations with the Public Administration must be based on maximum transparency and fairness;
- it is forbidden to offer, directly or through intermediaries, sums of money or other benefits, in order to influence the activity of the Public Official in the performance of his duties;
- appropriate written and properly filed reporting of relations with PA representatives must be ensured;
- where possible, at least two representatives of the Company or specially delegated subjects must be present at the meetings.

With particular reference to relations with the Independent Administrative Authorities, with the Supervisory and Control Bodies, the Company undertakes to strictly observe the rules dictated by them for compliance with the legislation in the sectors of its competence. The employees will comply with every request of these Bodies in their inspection functions, collaborating in the related activities.

## 7.4 Facilitation payment

The term "facilitation payment" refers to payments made in favor of Public Officials and/or officials of the Public or Supervisory Authorities or in favor of Public Service Officers for the purpose of expediting, facilitating or ensuring an activity envisaged within the scope of the duties own, such as, by way of example and not limited to:

- obtaining licenses, certifications, permits, other official documents or other types of authorizations necessary for operations;
- assignment of public contracts, assignment of disbursements and/or public funds, revocation of negative measures and sanctions.

Facilitation payments constitute a form of Corruption and therefore are prohibited, in any form, regardless of any laws or customs of the country in which the Company operates.

## 7.5 Relations with political organizations and trade unions

The Company does not make contributions of any kind, directly or indirectly, to political parties, movements, committees and political and trade union organizations, nor to their representatives or candidates, both in Italy and abroad, without prejudice to what is established and permitted by applicable regulations.

## 7.6 Relations with third parties

Relations with third parties maintained during the performance of business activities must be based on criteria of maximum correctness, transparency and traceability, as well as guaranteeing compliance with the Anti-Corruption Law and all other applicable regulations.

The selection of suppliers and external collaborators as well as the execution of the relative contracts are characterized by transparency, certainty and the written form. Suppliers and external collaborators are selected according to procedures that comply with applicable laws and are constantly based on criteria of transparency, competitiveness and efficiency.

Any suspected violation of the anti-corruption provisions by third parties must be immediately notified as indicated in paragraph 9 of this Policy.

### a) *Assignments of consultancy, specialist and professional assignments*

The Company may make use of the support of consultants and professional service providers in carrying out its business. It is important to carry out an assessment of the same and to be able to determine whether each of them has undertaken or if there is a reasonable possibility that they may undertake activities prohibited by the Code of Ethics, the Group Code of Conduct and the policies defined by this Policy, as well as by applicable local regulations.

The suppliers of these services must be reliable and of excellent reputation in terms of honesty and integrity, the selection and stipulation of the contract must be approved in compliance with the provisions of company procedures.

The contracts and/or agreements stipulated with the selected professionals must indicate exhaustively, clearly and in adequate detail the services requested and the accrual criteria for the agreed fees.

The process of selecting professionals, the contracts and agreements stipulated with them and the services rendered must be documented and justified.

### b) *Supply of goods and services*

In carrying out its business and in managing relations with suppliers, the Company scrupulously complies with the provisions of the law, the principles of the Code of Ethics, the Group's Code of Conduct and internal procedures, identifying the supplier with absolute impartiality, transparency and independence of judgment.



The choice of suppliers must be based on predetermined assessments which have the objective of identifying and selecting suppliers of proven quality, professionalism, integrity and reliability in possession of the necessary legal requirements. In particular:

- the selection process must be objective and transparent;
- the choices must be traced and the documents proving compliance with the internal procedures and the purpose of the purchase must be adequately archived;
- the stipulation or continuation of any relationship must be interrupted, through the insertion of appropriate clauses, in the event that there are suspicions of corrupt conduct - held directly and/or indirectly - by the supplier or belonging to or facilitated by criminal organizations or other criminally sanctioned conduct by the same.

## 7.7 Staff selection and hiring

The selection and hiring of Unimatica personnel are guided by the principles of fairness and impartiality.

The Company hires resources whose profiles effectively meet the company's needs, making choices exclusively based on criteria of professionalism and competence and banning all forms of favouritism.

Furthermore, already during the selection process, the candidates must declare, in compliance with the applicable legislation, the possible existence of situations and circumstances that the Company deems as relevant for the purposes of assessing the possible continuation of the selection process (eg, family relationships with subjects belonging to the Public Administration, incompatibility, conflicts of interest).

The Human Resources structure is responsible for ensuring that the selection and recruitment processes comply with the aforementioned principles and criteria without exception, even in the case of applications sent by Recipients.

## 7.8 Accounting records

Unimatica operation or transaction must be correctly recorded in the company accounting system according to the criteria indicated by the law and by the applicable accounting standards. Every operation or transaction must be authorised, verifiable, legitimate, consistent and congruous.

In order for the accounting to meet the requirements of truthfulness, completeness and transparency, adequate and complete supporting documentation of the activity carried out must be kept in the records for each operation.

Each Recipient, as far as it is responsible and in relation to the tasks assigned to it, is required to provide maximum collaboration so that management facts are represented correctly and promptly in the company accounts.

## 8 Training

The Company promotes awareness of the Policy, the Code of Ethics, the Group Code of Conduct and the Anti-Corruption Regulations by all Personnel.

The Company plans and manages training activities on the subject, with the aim of ensuring that the respective employees understand, in relation to and with respect to the role covered:

- the Corruption risks to which they and the organization to which they belong may be subject;
- the Corruption prevention policy;
- the aspects, relating to their role within the Company, of the management system for the prevention of Corruption;
- the preventive actions to be taken and the reports to be made in relation to the risk or suspicion of illegal practices.

Participation in the training activity is mandatory.

The Human Resources structure monitors that the planned training course is used by all Personnel.

The Policy is communicated to all Personnel and made available on the company intranet.

## 9 Entry into force, Reports and Disciplinary system

This Policy enters into force from the day of its publication on the company intranet and on the company website and integrates to all effects the obligations established by the employment contract of each employee of Unimatica.

Failure to comply with this Policy may expose the Company to serious civil and criminal penalties, both for the Company and for individual employees, officers and directors, as well as serious reputational damage for the Company itself.

Failure to comply with this Policy is a serious matter which may lead to disciplinary action, up to and including termination. Violations of the Anti-Corruption Law can also result in legal consequences for those involved, including severe civil and criminal penalties.

Recipients are required to report any suspected violation of this Policy. Personnel are required to report to their manager, the Human Resources function or the Internal Compliance Function or report to the reporting service which allows Recipients to report their concerns internally at the address: [anticorruzione.unimaticaspa@gmail.com](mailto:anticorruzione.unimaticaspa@gmail.com).

Any form of retaliation, discrimination or direct or indirect penalisation, against those who have made a report, for reasons directly or indirectly connected to the report is prohibited. Any violation of the aforementioned prohibition is subject to the application of sanctions. At the same time, the Company ensures that the confidentiality of the identity of the whistleblower and the person reported is protected, without prejudice to legal obligations and the protection of the rights of the Company or of persons accused erroneously and/or in bad faith.

Any reporting, with willful misconduct or gross negligence, that turns out to be unfounded is subject to the application, where possible, of sanctions.

The Recipients also undertake to keep the documentation and/or information necessary to prove the above reports. The Company also reserves the right to verify this documentation if it deems it necessary.

### 9.1 Disciplinary sanctions

Violation of the Policy by employees will result in the adoption by the Company of disciplinary measures. Unimatica will also ensure its full collaboration with the competent Authorities. Any violation will be prosecuted with the application of adequate and proportionate disciplinary sanctions, also taking into account the possible criminal relevance of the conduct implemented.

### 9.2 Contractual Remedies

The violation by third parties of the principles or provisions of the Policy may lead, on the basis of specific assessments by the Company, to the failure to establish or terminate contractual relationships.

## 10 Audits and Monitoring

The Company has an internal control system, which involves verifying that the provisions of the Policy are applied.

The Compliance Department of Unimatica periodically reviews the Policy to ensure maximum effectiveness. It will be able to recommend improvements to the Policy on the basis of emerging "best practices", as well as evaluate whether, in the event of violations, any revisions and

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amendments to the Policy and internal regulations could contribute to preventing the repetition of the violation.

The adoption of subsequent amendments and additions to the Policy is the responsibility of the Chief Executive Officer, as Top Management of Unimatica in relation to its Governance system. The Company guarantees the fulfillment of the general requirements of its management system for the prevention of Corruption risk, and is committed to the continuous improvement of the aforementioned system.

### Contacts

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