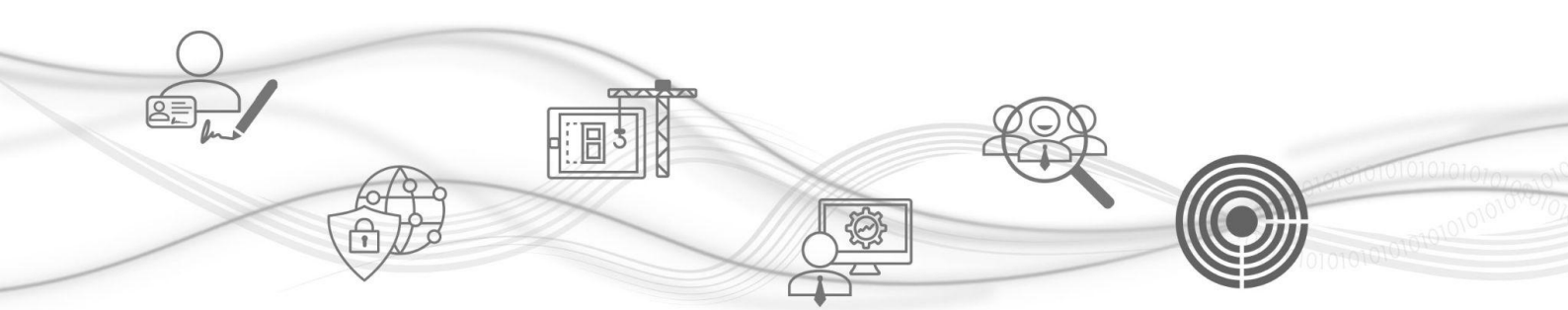




# ANTI-BRIBERY

## Group Policy



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## Change history

<b>VERSION</b>	<b>CHANGES</b>	<b>DESCRIPTION</b>	<b>DATE</b>
1.0	Original	First draft	26/10/2022
2.0	Update	Compliance with the ISO 37001 standard	20/11/2023

## Objectives

This document outlines the general principles and rules of conduct to be followed in carrying out activities, as well as the prohibited behaviors and the safeguards identified by the Namirial Group (hereinafter also "Namirial" or the "Group") to mitigate the risk of bribery.

The Anti-bribery policy is inspired by the principles of ethics, transparency, fairness and professionalism already referred to in the Group Code of Ethics and aims at continuously improving the awareness of the Group's companies' workers with regard to both the identification of bribery behaviors and any other type of fraud, and their responsiveness in becoming an active part in preventing, repressing and reporting possible violations of anti-bribery regulations.

In applying these principles, through this document, Namirial aims to achieve the following objectives:

- simplify and rationalize the current internal anti-bribery regulations in order to further facilitate their implementation in accordance with both national and international regulations and internationally recognized *best practices*, while complying with the requirements of the anti-bribery management system;
- respond to the requirements under the anti-bribery regulations, including those contained in Legislative Decree 231/2001 as amended and Law 190/2012 as amended, and to the requirements of the ISO 37001 standard, by enhancing the control measures aimed at preventing such conduct;
- increasingly promote a corporate culture oriented towards ethics, fairness and transparency of activities, also in order to eliminate the phenomenon of bribery, as well as raise awareness and train its employees on issues related to the prevention of bribery;
- identify, within the scope of the activities carried out by the company, potential risk areas and detect and implement appropriate actions to reduce/minimize such risks;
- raise the awareness, for all those who work on behalf of the companies in the context of "sensitive activities" in which the conditions, opportunities and/or means for committing bribery phenomena could potentially occur, that they may incur - in the event of violation of the provisions set forth herein - disciplinary and/or contractual consequences as well as criminal and administrative sanctions that may be imposed against them;
- reiterate that illicit behavior is strongly condemned, as it is contrary not only to the provisions of the law, but also to the ethical principles of the

Company, and prosecute any behavior that does not comply with this Policy by applying the company sanctioning system;

- enable companies, by means of continuous monitoring, to promptly intervene to prevent and/or combat illegal behavior contrary to the law, company rules and this Policy;
- commit to the continuous improvement of its anti-bribery management system, also through constant verification of its suitability, adequacy and effectiveness.

## 1. Scope of application

This Policy applies to the Group companies and to all Namirial *partners*, where compatible, and is also brought to the attention of the other investee companies in order to promote principles and behaviors consistent with those of the Group.

This Policy is shared with the directors of Namirial's subsidiaries for dissemination to their respective employees and third parties (e.g. suppliers, customers).

The Policy generally applies to all those who collaborate with Namirial, as well as to any other person who acts, in any capacity, in the name and/or on behalf of the Company, within the limits of their duties and responsibilities.

Recipients of this Policy are required to be familiar with the regulations referred to therein, to verify the current anti-bribery provisions of the country in which they operate and to comply with them.

## 2. Definitions

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

**Bribery:** the conduct of anyone who, while directly or indirectly carrying out activities on behalf of or in the interest of Group companies, offers, promises, gives (active bribery) or receives (passive bribery) undue benefits and/or compensation to/from third parties, directly or indirectly, including through an intermediary, for personal advantage, or that of Group companies or third parties. Such conduct, besides monetary compensation, may include, without being limited to: gifts, sponsorships, donations, hospitality expenses for third parties, meals, transportation, supplies, professional assignments, employment or investment opportunities.

For the purposes of this Policy, the distinction between bribery of a Public Official or Person in Charge of a Public Service, and bribery of a private individual is not relevant.

In addition, for the purposes of this Policy, the definitions of corruption adopted by *Transparency International* ("*the abuse of entrusted power for private gain*") and the *World Bank* ("*offering, giving, receiving, or soliciting, directly or indirectly, anything of value to improperly influence the actions of another party*") are also referred to as generally recognized international references.

**Recipients:** the Personnel of the Namirial Group worldwide, and all those who work in the name and/or on behalf and/or in the interest of the Group or who have professional or business relationships with it.

**Public official:** for the purposes of criminal law, this means anyone holding a public legislative, judicial or administrative office (art. 357 of the Criminal Code). This qualification, therefore, should be recognized to those who can, within the scope of a power regulated by public law, form and manifest the will of the Public Administration or exercise authoritative, deliberative or certifying powers. What defines the status of a public official is the actual performance of public activities, regardless of the nature of any employment relationship between the individual and the organization.

**Person in Charge of a Public Service:** for the purposes of criminal law, this means anyone who performs, in any capacity, a public service (art. 358 of the Criminal Code). Public service means an activity regulated in the same ways as a public function but characterized by the lack of the powers typical of the latter.

**Head of the anti-bribery compliance function (i.e., "Anti-bribery officer"):** the person responsible for the supervision and implementation of the anti-bribery management system, who operates with the necessary authority defined by the appropriate appointment provision and whose independence is guaranteed by not being involved in business activities identified as being at risk of Bribery.

**Group Code of Ethics:** set of principles and rules that define the behavioral norms and moral values that Namirial's internal employees, stakeholders and all those who come into contact with the Group must pursue and respect in the performance of their activities.

**Report:** the communication, written or oral, of information relating to Group Personnel and/or Third Parties of which the reporter has become aware within their working environment regarding violations of national or European Union regulatory provisions that harm the public interest or the integrity of the Namirial Group, as well as violations of the Group Code of Ethics, Model 231, and the system of rules and procedures in force.

**Third parties:** for the purposes of this Policy, this means commercial and financial *partners*, professionals, consultants, business promoters, collaborators in various capacities and suppliers.

### 3. Regulatory references

In order to combat bribery in all its forms, the Group has been inspired and guided by the principles and provisions of national and international regulations, conventions and standards, as well as *best practices* in the field. In this regard, the following list of main references/contributions is particularly relevant, without being exhaustive:

- Civil Code (Articles 2635 and 2635-bis);
- Criminal Code (Articles 318 to 322);
- Legislative Decree No. 231/2001;
- Law No. 190/2012;
- Legislative Decree No. 38/2017: private sector;
- Law No. 3/2019: public sector;
- Organization for Economic Cooperation and Development (OECD), "*Convention on Combating Bribery of Foreign Public Officials in International Business Transactions*", 1997;
- Council of Europe, "*Criminal Law Convention on Corruption*" and "*Civil Law Convention on Corruption*", 1999;
- United Nations, "*Convention against corruption*" adopted through Resolution 58/4, 2003;
- EU Council, "Council Framework Decision 2003/568/JHA of July 22, 2003, on combating corruption in the private sector," 2003;
- UNI ISO 37001, "Anti-bribery management system," 2016.

It should also be noted that the reported contents have been defined in accordance with the principles and provisions provided within the Group's Code of Ethics, and the Organization, Management and Control Model (hereinafter also "Model 231" or equivalent system) adopted by the companies pursuant to Legislative Decree 231/2001.

## 4. Head of the Anti-Bribery Compliance Function

Namirial S.p.A. has established in the current year a company position of Anti-Bribery Compliance Officer (hereinafter also "Head of the Anti-Bribery Compliance Function"), who is assigned responsibility and authority for the functioning of the Anti-Bribery Management System.

The Head of the Anti-Bribery Compliance Function is provided with adequate resources through spending budget allocated on the basis of the position's requests. The role is assigned to one or more individuals who have the appropriate skills, status, authority and independence. This role has direct and timely access to the Board of Directors in case any critical issue or suspicion needs to be addressed in relation to bribery acts or the Anti-Bribery Management System.

The Head of the Anti-Bribery Compliance Function is granted authority and powers in order to perform the various duties, which include but are not limited to:



- ensuring that the Anti-Bribery Management System is constantly compliant with the UNI ISO 37001:2016 standard;
- drawing up an annual plan of interventions aimed at carrying out every activity deemed appropriate for the Company to maintain full compliance with the UNI ISO 37001:2016 regulation, at supporting and verifying the constant achievement of this result;
- within the scope of the annual plan of interventions and in particular for the performance of the planned internal audit activities, the role may avail itself of the support of the Regulatory Compliance Function, delegating to it - where deemed appropriate - the execution and performance of such activities, and ensuring synergic coordination in order to optimize the analyses and the presentation of the related outcomes;
- making suggestions and participating in the definition of anti-bribery guidelines, by cooperating with the company functions in charge of this responsibility, and in the verification of full compliance with the regulations referred to in Legislative Decree 231/2001, while also carrying out a periodic review of the entire internal regulatory framework and of its state of application in relation to this objective.

In carrying out the aforementioned activities, the Anti-Bribery Officer will coordinate with Group Corporate Functions and report directly to the Chairman of the Board of Directors, whom they will constantly keep informed of their activities.

## 5. General principles (anti-bribery criteria and measures)

Namirial provides a set of guidelines, rules and interdictions aimed at preventing corrupt practices. These guidelines, contained in the procedural framework, in the Group Code of Ethics and in the companies' Model 231, are designed to guarantee ethical and transparent behavior within all company practices.

For compliance with the Policy, Namirial adopts and respects the following general criteria:

- ***segregation of responsibilities***: the person in charge of an operational activity must always be a different person from the one who controls the activity (and/or from the one who, where applicable, authorizes it), requiring to this end that operational activities and control functions be adequately separated;
- ***signatory powers***: signatory powers must be adequately formalized, clearly defined, and assigned in close connection with the requirements for the use of the company's signature specific to the organizational and managerial responsibilities of the authorized person. Their concrete exercise must comply

both with the limits defined by value or subject matter, and with the company directives and procedures, in addition to the applicable regulations. All corporate functions that, within the scope of their respective competencies, have prepared the signed deed and/or proposed the deed for signature to the authorized person are directly responsible for ensuring the legitimacy of the deed and that it complies with this Policy, in addition to any other applicable regulatory and procedural provisions. The related preliminary and signature procedure must be adequately traced and the relevant documentation must be properly preserved;

- ***impartiality and absence of conflicts of interest***: Recipients of the Policy must operate with professionalism, transparency, impartiality and in compliance with anti-bribery regulations, and must promptly report any situation from which a conflict of interest may, even theoretically, arise;

- ***traceability and archiving***: all the activities performed and the related controls carried out must be traced and verifiable a posteriori; therefore, the documentation produced must be orderly stored and easily accessible;

- ***knowledge of third parties***: each corporate function responsible for a specific process must implement, within the scope of its competence, appropriate methods - according to criteria of reasonableness and proportionality with respect to the type of relationship to be established - aimed at verifying the reliability, reputation and suitability of the third parties with whom Namirial and the group are considering establishing a professional or business relationship. Each corporate function must also include specific contractual clauses committing third parties to respect the principles contained in the Code of Ethics, in this Policy and in the procedures and protocols defined for compliance with anti-bribery regulations; violation of the aforementioned principles may result in the activation of the specifically provided termination clauses. The same function must also check the effectiveness of the services provided by third parties in execution of the contracts stipulated with the group company, as well as verify the appropriateness and congruity of the fees to be paid.

Another general principle is the prohibition to engage in conduct which, although not expressly prohibited by the Policy, has the same purpose as one or more of the conducts referred to under the specifically indicated prohibitions. IT is also prohibited to engage in any way of circumventing or evading the prohibitions referred to in the Policy (and therefore, but not limited to the following: a) a certain conduct referred to in the Policy is prohibited even if the perpetrator uses personal funds or means provided by a third party external to the Group; b) a donation of money or other benefit referred to in the Policy is prohibited even if the beneficiary is not the person directly involved in the company's activities - Public Official, supplier, *partner*, etc. - but a family member, figurehead, intermediary, creditor, debtor, etc.; c) the prohibition of making or receiving gifts

that are not of modest value also prohibits giving/accepting - to/from the same person - a significant number of gifts each of modest value, within a period of time reasonably appreciable for the purposes of the Policy).

## **6. Principles of conduct in the main sensitive areas**

With regard to the types of activities carried out by the Namirial Group, the following areas can be identified as most sensitive to the risk of Bribery:

- Relations with the Public Administration;
- Gifts, donations and sponsorships;
- Purchasing management;
- Personnel selection, recruitment and management;
- Relations with political and trade union organizations;
- Management of commercial activities;
- Management of extraordinary operations;
- Accounting and budgeting.

### **6.1. Relations with the Public Administration**

The Policy defines the principles of conduct and ethics that all Namirial personnel must observe in the relations with the Public Administration and public bodies in order to prevent bribery behavior.

Firstly, it is not permitted to promise and/or offer goods and/or advantages to Public Administration officials in order to influence their independent judgment or induce them to unjustifiably favor the Company's products.

The obligations towards the Public Administration and the preparation of the relevant documents must be supervised, with the utmost diligence and professionalism, so as to provide clear, accurate, complete, exact and truthful information, avoiding (or in any case appropriately reporting) situations of conflict of interest, even if only potential. Documentation aimed at the Public Administration must be verified and signed by the Company managers involved or other personnel with appropriate powers or proxies.

Furthermore, relations with Public Administration officials must be based on fairness, transparency, collaboration, helpfulness and complete respect for their institutional role, while fulfilling the related requests and obligations in a timely and prompt manner.

In all cases, Namirial complies with the laws and regulations in force in each country or area in which it operates, consistently with the principles, purposes and commitments set forth in this Policy.

## 6.2. Gifts, donations and sponsorships

Recipients are required to ensure that all donations, gifts or sponsorships are duly authorized, in accordance with the current system of company proxies and delegated powers and within the established value limits. They are also required to ensure that every transaction is properly tracked and verifiable.

Furthermore, it is essential that gifts offered to third parties be granted within the limits of business courtesy and/or of modest value. This implies that donations should not be overly generous but follow criteria of reasonableness and appropriateness.

Recipients are also required to ensure that the value, nature and purpose of the gifts, donations or sponsorships are lawful and ethically correct. In this sense, such practices should not compromise Namirial's image, nor appear to be an attempt to gain favoritism on its behalf.

All donations must be intended exclusively to support initiatives of entities duly established according to the law and that are in line with the Group's ethical principles. Particular attention must be paid when selecting the initiatives to support in order to avoid any possible situation of conflict of interest.

Finally, each donation is formalized through a written agreement with the beneficiary, in which all the information regarding the transaction is detailed.

Namirial also explicitly prohibits:

- promising or offering gifts, sponsorships or other donations to individuals belonging to the Public Administration or private counterparties with the implicit objective of promoting the interests of the Group;
- providing gifts or sponsorships that may be interpreted as excessive in relation to normal business or courtesy practices;
- using gifts, donations or sponsorships for purposes other than institutional ones;
- recording fictitious payments in the accounting records or tax returns for the sole purpose of indicating non-real liabilities;
- granting gifts or donations in situations where there is a well-founded suspicion that this may entail a risk of the Company's involvement in criminal acts.

### **6.3. Purchasing management**

Namirial establishes rules and guidelines for Recipients involved in the purchase of goods and services, focused on promoting ethics and transparency in company activities.

To this end, in addition to compliance with the provisions of the procedures and the Code of Ethics, Recipients must carry out a preliminary assessment of suppliers and collaborators to ensure that they are reliable, financially sound and have an ethical corporate culture comparable to that of Namirial.

The choice of suppliers must be based on criteria of quality, professionalism and cost-effectiveness and must be made by qualified parties only, ensuring transparency and non-discrimination.

In the case of suspiciously advantageous offers, specific checks must be carried out to verify the actual legitimacy and quality of the concerned supplies or services.

In all cases, it is mandatory to use written contracts for supplies, works, services and consultancy, guaranteeing transparency in the stipulated agreements, and including clauses that require compliance with the Group's ethical principles.

Namirial also explicitly prohibits:

- purchasing goods, services or consultancy not justified by specific needs, and assigning tasks to unqualified parties;
- establishing relationships with third parties that could expose the Group to legal or reputational risks;
- assigning supply assignments to individuals or companies that are "close" to or "appreciated" by public entities or to any private counterparties with which the Group interacts in the absence of the necessary requirements of quality and convenience of the operation;
- making, promising or offering improper or undue payments to representatives of suppliers, professionals or consultants to promote the interests of the Group;
- granting fees and expense reimbursements to suppliers, consultants or professionals which are not justified in relation to the type of assignment to be carried out and to the market prices.

### **6.4. Personnel selection, recruitment and management**

With regard to the selection, management and recruitment of personnel, Namirial is committed to principles that guarantee the fairness and traceability of the activities under consideration.

To this end, prior verification of available information on candidates is envisaged so as to establish relationships only with individuals who have a good reputation, who are engaged only in lawful activities and whose ethical culture is comparable to that of the Company. In fact, selection and recruitment activities take place exclusively on the basis of assessments of technical, ethical and attitudinal suitability, and are inspired by transparency criteria in the evaluation of the requirements of competence and professionalism, individual abilities and potential.

Each candidate is also required to fill in a standard form before the interview, in which they must provide personal information and declare whether they have held the position of Public Official or Person in Charge of a Public Service, whether they have had commercial relationships or whether they have family relationships with Public Officials or Persons in Charge of a Public Service.

Employment contracts include the obligation for the employee to declare the existence or supervening of family relationships with Public Officials or Persons in Charge of a Public Service, and they also contain a specific clause by virtue of which the employees declare that they are aware of and comply with the regulations set forth in Legislative Decree 231/2001 and that they undertake to comply with the Group Code of Ethics and the Model adopted by the companies.

The definition of the economic terms must be consistent with the position held in the company, and the responsibilities and tasks assigned.

Namirial guarantees the traceability of selection and recruitment procedures, approval flows and relevant documentation, as well as the proper archiving of the same.

Namirial also explicitly prohibits:

- operating according to a logic of favoritism;
- promising or making promises of employment in exchange for activities that do not comply with the laws and internal rules and regulations;
- selecting employees close to or suggested by Public Officials or any private third party, or paying them a higher remuneration than what is due or market value, in order to ensure an undue advantage for Namirial;
- inserting fictitious employees in the personnel registry for the purpose of creating extra-accounting funds that can be used for bribery purposes.

## **6.5. Relations with political and trade union organizations**

Relations with political and trade union organizations or other interest-bearing associations present in the countries in which Namirial operates are maintained in compliance with the principles of impartiality, fairness, respect for the law and

independence, as stated in the Group's Code of Ethics and in the companies' Model 231.

Namirial requires that any contributions paid to the aforementioned entities must be compliant and consistent with locally applicable laws and accurately recorded in the accounting records.

Any form of involvement in political activities undertaken by members of the Group must in all cases be in a personal capacity, at their own expense, and in accordance with applicable law.

## **6.6. Management of commercial activities**

In the management of commercial activities, Namirial is committed to ensuring that the choice of customers is made by the competent functions, so that transactions are carried out with contractual counterparties who can guarantee integrity, honesty and reliability in the management of commercial relationships, as well as financial and capital solidity.

Each sales transaction must be correctly authorized, verifiable, coherent and appropriate, ensuring that the definition and application of prices, as well as the management of discounts, is carried out according to principles of correctness, competitiveness and transparency.

Namirial also undertakes to use diligent and professional conduct in the context of formal and informal contacts with commercial counterparties in order to guarantee clear, accurate and truthful information and communications.

Finally, each Recipient of this Policy has the duty to communicate without delay to their hierarchical manager any behavior carried out by the counterparts aimed at obtaining favors, illicit donations of money or other benefits, including towards third parties, as well as any critical issues or conflicts of interest that arise in the context of the relationship with the customer or potential customer.

Namirial also explicitly prohibits:

- giving or receiving undue payments and similar transactions;
- paying, promising or offering, directly or indirectly, improper payments or other undue benefits to third parties (including Public Officials or Persons in Charge of a Public Service or people close to them), with the aim of promoting or favoring Namirial's interests or to the advantage of the latter;
- offering acts of business courtesy (for example gifts and discounts) to third parties that could make the other party or an external and impartial third party think that they are aimed at acquiring or granting undue advantages, or that in any case give the impression of illegality;

- engaging in conduct which, through donations, promises, collusion or other corruptive means, is aimed at preventing or disrupting public tenders, private tenders on behalf of public administrations and/or private counterparties, or at making tenderers lose their interest or give up their offers.

## 6.7. Management of extraordinary operations

With regard to the management of extraordinary operations, Namirial has put in place measures to ensure that every type of corporate operation is conducted in full compliance with the applicable laws and regulations.

To this end, it is envisaged that every extraordinary operation is not only registered in compliance with legal requirements, but also authorized and verifiable.

Specific obligations are also envisaged for prior verification of the information available on the (*target*) companies acting as contractual counterparties in the extraordinary operation - in order to establish relationships only with subjects whose identity is certain (including any subjects on whose behalf they act) - which must provide documentary evidence regarding the suitable powers of representation of the contractual counterparties and their commitment exclusively to lawful activities.

Another necessary step regards the evaluation and recording of economic and financial items relating to extraordinary operations in compliance with the principles of reasonableness and prudence, clearly illustrating, in the relevant documentation, the criteria that guided the determination of the value of the extraordinary operation.

Maintaining fair, transparent and collaborative behavior is also generally required in all the activities aimed at preparing statements and other corporate communications regarding a corporate operation, in order to provide shareholders and third parties with truthful and correct information on the economic, net worth and financial situation of the Company and of the operation itself.

Namirial also explicitly prohibits:

- establishing relationships or carrying out extraordinary operations with target companies if there is a well-founded suspicion that this could expose the Group to the risk of committing (even in complicity) criminal offenses;
- conducting activities relating to the management of extraordinary operations in an "anomalous" manner, using, replacing or transferring



financial resources deriving from crime, or which consist of corrupt transactions.

## 6.8. Accounting and budgeting

With regard to the general accounting management activities and the preparation of company accounting records, Namirial promotes compliance with the rules of accurate, complete and transparent accounting registration, according to the criteria indicated by the law and the accounting principles adopted, in order to provide stakeholders and the general public with truthful and correct information on the economic, net worth and financial situation of the Company and on the evolution of its activities.

To this end, timeliness, accuracy and compliance with the accrual principle in carrying out accounting records is guaranteed.

Furthermore, Recipients are required to ensure that each operation is not only correctly recorded, but also authorized, verifiable and consistent with the reference documentation.

Namirial follows the criteria of reasonableness and prudence in the evaluation and recording of accounting items - including valuation/estimates - keeping track of the evaluation parameters and criteria that guided the determination of the value.

Lastly, complete traceability of the decision-making and authorization process and of the control activities carried out is guaranteed and adequate supporting documentation is kept in the records.

Namirial also explicitly prohibits:

- recording operations in the accounting with incorrect values compared to the reference documentation, or related to transactions that do not exist in whole or in part, or without adequate supporting documentation able to guarantee the correct accounting recording and, subsequently, an accurate reconstruction;
- altering, concealing or destroying accounting documents whose conservation is mandatory so as to make it impossible to recreate the income or turnover;
- failing to communicate data and information required by law regarding the economic, net worth and financial situation of the Company;
- failing to report any records that are illegitimate, incorrect, false or that correspond to suspicious transactions or conflicts of interest;
- carrying out activities and/or operations aimed at creating extra-accounting funds, "slush funds" or "secret accounts";

- repaying contributions to shareholders or exempting them from the obligation of making such contributions, except in cases of legitimate reduction of the share capital provided for by law;
- distributing profits or advance payments of profits which have not actually been obtained or which are intended to be allocated to a reserve according to law;
- distributing reserves in cases where this is not permitted by law.

## 7. Bribery risk assessment

Namirial carries out, also for the purposes of designing its Anti-Bribery Management System, a periodic Bribery risk assessment (hereinafter also "*Risk Assessment*") aimed at:

- identifying the reasonably predictable Bribery risks to which the organization is exposed;
- analyzing and evaluating, on the basis of defined and formalized criteria, the identified risks;
- assessing the suitability and effectiveness of the existing controls aimed at mitigating the applicable Bribery risks;
- planning, where appropriate, the necessary actions to strengthen the internal control system.

The *Risk Assessment* activities are coordinated by the Anti-Bribery Officer, who liaises with the competent company functions and collaborates, where necessary/appropriate, with specialized external consultants.

## 8. Communication and dissemination

Namirial promotes the dissemination and communication of this Anti-Bribery Policy among its Recipients, who have the obligation to be aware of its contents, respect its provisions, and contribute to its implementation. In this regard, the adoption of the Policy, and its subsequent updates, are fully, timely and transparently communicated in order to strengthen Namirial's commitment to combating bribery.

In this context, the Policy is made available to all Recipients through the publication on the website of the Italian and English versions. Furthermore, the aforementioned Policy is communicated:

- internally within the Group and made available in a section of the company portal;

- to third parties, who are required to sign the declaration certifying that the Policy has been made available to them and that they undertake the commitment to respect it and to have it respected by their assignees.

## 9. Training of personnel

Namirial undertakes to promote awareness of this Policy and, more generally, of the current anti-bribery legislation, among all personnel.

The Group plans and manages training activities on the subject, with the aim of ensuring that the employees are aware of the following aspects, in relation to their own roles:

- bribery risks to which they and the organization to which they belong may be exposed;
- anti-bribery policy;
- anti-bribery control measures in place;
- preventive actions to undertake and reports to prepare in relation to the risk or suspicion of illicit practices.

Participation in the aforementioned training activities is mandatory: the competent company functions monitor the actual participation in the planned training course of all personnel, including temporary or external collaborators.

At organizational level, the Anti-Bribery Compliance Function provides constant awareness regarding the contents of this Policy during:

- training activities regarding corporate issues and management processes;
- training activities with regard to the Anti-Bribery Management System adopted pursuant to the ISO 37001 standard and to the Model 231.

## 10. Reports

Namirial encourages reporting in good faith, or on the basis of a reasonable belief of violation or suspected violation of this Policy, and the regulations referenced herein, in a confidential way and without fear of retaliation.

To this end, Namirial S.p.A. has adopted a Whistleblowing Policy (approved by the Board of Directors on 07.14.2023), which is intended to be fully referred to and applicable to this Policy.

The Legislative Decree 24/2023 regarding Whistleblowing provides for the establishment of channels that allow employees, consultants, collaborators and any other person who comes into contact with the Company to report any act or omission of which they may become aware in the exercise of their function, which

constitutes a violation of national or European Union regulatory provisions (in criminal, civil or administrative matters), which harms the public interest or the integrity of the Namirial Group, as well as violations of the Group Code of Ethics, Model 231 and the system of rules and procedures in force.

The same legislation provides that, with the exception of unfounded reports made with intent or gross negligence (which may lead to disciplinary sanctions), the reporting person is always protected from direct or indirect acts of retaliation or discrimination for reasons directly or indirectly related to the report. In fact, the disciplinary system provides for sanctions against those who violate the measures for the protection of the reporting person.

## **11. Consequences for violating the legislation and the Policy**

Violations of the anti-bribery legislation may result in civil and criminal sanctions, including particularly severe ones, for Namirial and its individual workers.

In any case, Namirial ensures its full collaboration with the competent authorities.

It should be noted that any violation of this Policy will be prosecuted with the application of adequate and proportionate disciplinary sanctions, in accordance with internal regulations, also taking into account the possible criminal relevance of the conduct carried out.

Violation by third parties of the principles or provisions of the Policy may result, based on specific assessments, in the failure to establish contractual relationships or in the termination of existing contractual relationships.

## **12. Monitoring and continuous improvement**

Namirial is committed to continuously improving the anti-bribery system outlined in this Policy.

Each process owner of each of the areas exposed to the risk of corruptive phenomena that resulted from the risk assessment is responsible for the application of the Policy.

The Anti-Bribery Officer is required to periodically review this document and make the necessary updates in accordance with regulatory changes. This role is also responsible for ensuring that the Policy complies with the *best practices*.

In any case, all the Recipients of this Policy are required, within the limits of their competences, to report to the Anti-Bribery Officer any anti-bribery related critical issues, so that this document is immediately reviewed.

Furthermore, Namirial's Supervisory Body periodically examines the Policy to ensure its maximum effectiveness. In the event of violations, the Supervisory Body may recommend revisions and changes to the Policy and internal regulations, in order to prevent the repetition of the violation.