



ALBATRANS SPA

ANTI-CORRUPTION GUIDELINES

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1. Introduction

These Anti-Corruption Guidelines are configured as a programmatic document issued by the top decision-making management of the company aimed at identifying and articulating corruption prevention strategies through a specific analysis of the corruption risks concretely identifiable in the business reality and the elaboration of the consequent protocols, understood as organizational tools designed to prevent corruption risks. Therefore, the Anti-Corruption Guidelines aim to identify specific ethical-behavioral norms in the field of anti-corruption that allow all activities undertaken by employees, consultants and collaborators in various capacities carried out for or on behalf of the company and that allow the company, either directly or indirectly, to gain an unfair interest and/or advantage to be qualified as illegal. The effectiveness and concrete implementation of the Anti-Corruption Guidelines is ensured not only by adequate information/training of personnel, but also by a system of ad hoc investigations and/or through the collection and analysis of information, reports, and investigation of violations. In order to ensure the effective enforcement relevance of the document, there is provision for the application of disciplinary measures in case of violations, and this is regardless of whether such violations have concretely led to corrupt behavior or exposed the Company to sanctions.

Albatrans does not condone any form of corruption and is committed to complying with the anti-corruption laws in force in all the countries in which it operates. The purpose of the Guidelines is to guarantee the principles of transparency, ensure clarity in the scope of permissible behavior and compliance with relevant anti-corruption regulations wherever Albatrans conducts business.

This document is to be considered in conjunction with the Albatrans Code of Ethics.

2. Definitions used in the Guidelines

Corporate officers

Directors, managers, members of the corporate bodies and employees of Albatrans S.p.A.

Employees

All individuals who perform work on behalf of Albatrans either under a contract of employment (fixed-term/indefinite) or in a collaborative capacity.

Suppliers

Any economic operator with the potential to meet a given procurement requirement for goods and/or services of the Company.

Business partner

Any representative of a company, not an employee, including correspondents, sales and marketing consultants, lobbyists, working for or on behalf of Albatrans in external relations, joint venture partners. Service providers who work with the company only internally and therefore have no meaningful contact with third parties on behalf of Albatrans do not constitute Business Partners for the purposes of these Guidelines.

Joint venture

Contracts aimed at establishing joint ventures, consortia, temporary business associations, associations, collaboration agreements with other entities with and without legal personality in which Albatrans or its Subsidiaries hold an interest.

Intermediary

An independent natural or legal person whom Albatrans keeps in its service in order to:

- Promote the business interests of Albatrans and/or a Subsidiary in relation to an individual transaction/project;
- facilitate the conclusion and/or execution of contracts with third parties;
- to put Albatrans and/or a Subsidiary in contact with one or more parties for the purpose of procuring or doing business.

Consultant

Any independent individual or company working on behalf of Albatrans S.p.A for the purpose of providing expert advice or services of an intellectual nature, used by the Company to support management decisions.

Direct Manager

Person in an executive managerial role, directly responsible for the management of one or more employees.

Corruption

Conduct consisting of offering, soliciting, promising, giving to, or receiving from, any natural or legal person, directly or through an intermediary, an undue benefit, whether of a monetary or non-monetary nature, for oneself or for a third party, in order for them to act or refrain from acting in accordance with their obligations, or as compensation for an activity already carried out, in order to win or retain business or to achieve any other advantage. For this purpose, it is immaterial whether the person who solicits or obtains the advantage is the same person who acts, or fails to act, in accordance with his or her function or activity, or who has, in the past, acted, or failed to act, in accordance with his or her function or activity.

Utilities

Anything that represents a benefit to the person, whether material or moral, pecuniary or non-pecuniary, objectively appreciable consisting as much in a giving as in a doing and deemed relevant by custom or common belief. Thus, the term "utility" should not be restricted to

utilities of a patrimonial nature, but includes all those social advantages whose patrimonial spillover effects are mediated or indirect to executives, officials or employees of the Public Administration or belonging to private business interlocutors, or their relatives, whether Italian or from other countries, unless they are of modest value and cannot be interpreted as seeking favors

Donations

Denotes any form of donations offered, solicited, promised, given to, or received from, any natural or legal person for the purpose of obtaining a benefit for oneself or a third party; by way of example only and not exhaustively, liberality means:

- Movable or immovable property;
- Money or money-equivalent assets, including loans, gifts or prizes;
- Any form of deferred payment of money or money-equivalent assets, including, but not limited to, derivatives and other financial instruments;
- Job offers or promises of future job recruitment;
- Favorable terms on the services offered, including discounts;
- Entertainment and hospitality expenses that are not among those allowed under the provisions of the specific paragraph of these Guidelines;
- Discounts or complimentary tickets for events.

Facilitation Payments

Payments made for the purpose of expediting or securing the performance of an activity in the exercise of a public function that is considered routine (e.g., granting of a residence permit, granting of a police protection service, organization of an inspection activity, granting of a business license, formalities related to loading and unloading of goods).

Public Official

- any public official of any level, federal, state, provincial, municipal, or other type of level provided for by the regulations of the relevant country;
- anyone who exercises a public function (e.g., legislative, administrative or judicial) or who acts, on behalf of any government agency, office or body;
- Any public official at any level of a commercial corporation participated in whole or in part by the State;
- each person acting as a public official on behalf of or for any government or international organization, such as the International Monetary Fund, the European Union, the World Bank and other similar organizations;
- political parties, representatives of political parties or candidates for public office;
- any person responsible for a public service (i.e., an activity that is regulated in the same way as a civil service but does not have the powers that are typically assigned to a civil service).

Family members

The Public Official's spouse; grandparents, parents, siblings, children, nieces, nephews, uncles and first cousins of the Public Official and his or her spouse; the spouse of any of these persons; and any other person who shares a dwelling with them.

Third Parties

Generic term for all those who carry out activities on behalf of or in the interest of Albatrans.

Supervisory Board

The Supervisory Board of Albatrans S.p.a., as defined in the Model of Organization Management and Control of Albatrans and appointed pursuant to legislative Decree no. 231/2001.

3. Objectives of the Guidelines

Albatrans's primary objective is to carry out its activities in compliance with current regulations and according to principles of fairness, correctness, transparency and integrity. The Anti-Corruption Laws prohibit the direct or indirect offer, payment or acceptance of money or other benefits for the purpose of securing an unfair advantage in the conduct of business activities. Thus, payments made to a third party with the knowledge that the sum of money will later be shared with a Public Official or private individual fall into this category, as do offers or promises of payment or other benefit for corrupt purposes to Public Officials or private individuals. These Laws also require Companies to have books, records, and accounting entries that accurately and fairly reflect transactions, expenditures (even if not "significant" from an accounting perspective), acquisitions, and provision of services.

4. Scope of the Guidelines application and how subsidiaries adopt them

the Company's Board of Directors has decided to adopt these Guidelines which are intended to apply to all Albatrans Personnel as well as to all Italian and/or foreign subsidiaries, their Employees and Third Parties located anywhere. The Guidelines are disseminated to all companies that are part of the Albatrans Group, which must promptly adopt and implement them through a resolution of the Board of Directors or the corresponding body/function/role in cases where the governance of the subsidiary company does not provide for such a body. As part of the specific resolution, the subsidiary may resolve to adopt and implement, in addition to Albatrans's anti-corruption regulatory tools, additional regulatory tools to address specific risks or govern particular processes inherent in the Company's business. The Subsidiary may designate, within its structure, a contact person for matters relating to anti-corruption issues who can also coordinate with the Headquarters of the Parent Company to share issues having certain significance

Personnel and Third Parties are expected to be familiar with the applicable regulations in each jurisdiction in which they conduct business on behalf of Albatrans.

These Guidelines are translated into English. Translation into other languages, if deemed necessary by the Management of Foreign Subsidiaries, shall be done by each subsidiary company.

5. Regulatory References

Italian regulations

- Anti-corruption provisions contained in the Criminal Code, Civil Code and related laws;
- Law No. 190 of November 6, 2012, on "provisions for the prevention and suppression of corruption and illegality in the Public Administration."
- Legislative Decree 231/2001

International Conventions

- 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" "Civil Law Convention on Corruption" (1999);
- UN "UN global compact" (2000);
- UN "UN Convention against Corruption" (UNCAC) (2003);
- Organization for Economic Cooperation and Development "OECD Guidelines for Multinational Enterprises" (2011)

6. Sensitive areas and preventive control checks

6.1 Relationships with Third Parties

6.1.1 Relationships with the Public Administration and Private Entities.

Albatrans applies its anti-corruption policy to all activities conducted and all transactions with both private and public contractors. In particular, Corporate Officers **are not allowed** to:

- Offering, promising, or giving any benefit of significant value to inappropriately influence a person in order to obtain a service for the Company nor even less requesting or accepting any benefit by way of compensation for an inappropriate action or inducement to act inappropriately in order to be awarded a position by the Company.
Instruments of bribery include money, gifts, acts of hospitality and entertainment, business trips, sponsorship agreements, funding for political parties, contributions to charitable organizations as well as any other direct or indirect benefit or consideration;

- Giving or promising money or other benefits to directors, general managers, managers in charge of drafting corporate accounting documents, auditors and liquidators, as well as to persons under their management or supervision, belonging to another company, in order to make them perform or omit acts in violation of the obligations inherent to their office. It is therefore forbidden to give, offer, request or accept for any reason, directly or indirectly, compensation, gifts or other benefits, related to the performance of one's duties or tasks entrusted, except for gifts of use, provided they are of modest value and within the limits of normal courteous relations. Expenses for hospitality and entertainment should be proportionate to the occasion and in accordance with applicable laws and regulations. However, such expenditures must be transparent, and the statements evidencing such expenditures and activities must refer to the people involved, a definite business purpose, and all details of the activity;
- Abusing one's position or powers in order to induce someone to give or promise unduly for oneself or others money or other benefit. In those countries where it is the custom to offer gifts to clients or others, it is possible to do so when these gifts are of an appropriate nature and of modest value, but always within the law. However, this must never be interpreted as seeking favors;
- Trying to improperly influence the decisions of the other party when any business negotiation, request or relationship with the Public Administration or private business interlocutors is underway.
In the specific case of conducting tenders with the public administration or private business interlocutors, one must operate in accordance with the law and proper business practice. If the Company uses a consultant or third party to be represented in dealings with the public administration or private business interlocutors, the same guidelines that apply to employees and contractors of the Company shall be applied to the consultant and its staff or to the third party. In addition, the Company shall not be represented by a consultant or third party when conflicts of interest may arise. In the course of any business negotiations, it is not permitted to propose or consider proposals for employment opportunities or other forms of cooperation, to offer or receive gifts, to offer or receive confidential information, and any other activity that may personally benefit the representative of the Public Administration or other private business interlocutor. All the aforementioned rules of conduct regarding relations with members of the Public Administration must also be observed with reference to members of the International Criminal Court or bodies of the European Community and officials of the European Community and foreign states;
- Enter into relationships or conduct negotiations with external public or private counterparties without complying with the principle of segregation of duties and the system of delegation of authority set forth in the Model adopted by Albatrans. Therefore, the subject cannot alone and freely:

- Enter into contracts with the above counterparts;
 - Access financial resources;
 - Enter into consultancy, professional services and brokerage contracts;
 - Grant utilities (gifts, benefits, etc.);
 - Hire staff.
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- Justifying or tolerating questionable or illegal practices (including Facilitation Payments) merely because the same may be considered "customary" in the industry or countries in which Albatrans may be operating;
 - Manage financial resources obtained in the course of business activities not in accordance with company regulations that incorporate the principles and contents of the Code of Ethics and the specific control standards set forth in the Model and Company Procedures, and in any case in such a way as to avert the possibility of creating undue or unanticipated economic availability;
 - To allocate for purposes other than those for which grants, subsidies or funding obtained from the state, other public entity or the European Community;
 - Using or submitting false statements or documents or attesting to untrue things or omitting information due and, in any case, arranging any artifice or deception in order to obtain the aforesaid disbursements or any unjust profit to the detriment of the State or other public entity. The facts represented and the documentation submitted for the purpose of obtaining financing, contributions, grants or facilities must be true, accurate and complete;
 - Alter in any way the operation of computer or telematic systems of the Public Administration by intervening without right and in any manner on data, information and programs;
 - Selecting suppliers without using objective and transparent criteria and without relying solely on parameters of quality of the good or service, price, service guarantees, fairness and equity, thus fueling doubts about the impartiality placed in the choice of suppliers;
 - Carrying out operations that do not have an adequate level of traceability. In particular, it must be possible to verify the process of deciding, authorizing, and conducting the operations themselves For each transaction there must be adequate documentary support to enable checks to be made at any time to attest to the characteristics and reasons for the transaction and to identify who authorized, performed, recorded and verified it;

- Making purchases without due diligence and outside the principles of lawfulness, cost-effectiveness, quality and fairness;
- Use, for business activities most exposed to the risk of mafia infiltration, as identified by Art. 1 par. 53 L. 190/12, suppliers who are not included in the special lists established at the individual Prefectures;
- Carrying out activities or being involved in transactions where there is a clear conflict of interest, meaning any situation or relationship that, even potentially, involves personal interests or those of other persons related to it that may influence and not ensure the ability to make decisions and manage objectively, transparently and impartially a business activity or interest. In such a case, the Company Representatives shall inform the Direct Manager, the Human Resources function (which assesses the existence, on a case-by-case basis, of any incompatibilities or prejudicial situations) as well as the Supervisory Board of the presence of conflicts of interest, even potential ones, and abstain from the process involved in the possible conflict of interest until indications are provided on how to handle the situation/report;
- Serving on committees for the selection of contractors for the awarding of services, the granting or disbursement of grants, contributions, subsidies, financial aids, as well as for the awarding of economic benefits of any kind if one has been convicted, even by a judgment that has not been final, of the offenses provided for in Chapter I of Title II of the Second Book of the Penal Code (offenses of public officials against public administration);
- Be assigned, including in a managerial capacity, to the offices in charge of managing financial resources, acquiring goods, services and supplies, as well as granting or disbursing grants, contributions, subsidies, financial aids or attribution of economic benefits to public and private entities if one has been convicted, even with a judgment that has not been final, of the offenses provided for in Chapter I of Title II of the Second Book of the Penal Code (offenses of public officials against public administration).

6.1.2 Facilitation Payments

Facilitation Payments constitute a form of bribery or corruption. Any kind of payment or bestowal of benefits to a Public Official in order to obtain or retain an office or any other commercial advantage in favor of Albatrans constitutes unlawful conduct. Although it is common practice in some countries for Public Officials to request Facilitation Payments, Albatrans prohibits Facilitation Payments anywhere in the world and, local customs notwithstanding, will consider the same as a violation of these Guidelines.

Should you be asked to make a payment on behalf of Albatrans, you should always be aware of the purpose of that payment and determine whether the amount requested is commensurate with the services provided. If a Facilitation Payment is requested and there is a

situation of danger to the personal safety of Albatrans's employees or others performing activities on behalf of the same Company or any situation that creates suspicion, concern or doubt regarding a payment, you must notify your Direct Supervisor immediately.

6.1.3 Funding for political parties

No form of funding and/or other payment to political parties or their representatives or candidates is allowed. The main risk is that such financing and/or payments may be used by the company as an improper means of bribery to maintain or gain an advantage, such as winning a contract, obtaining a license and/or permit, or more favorable legislation for business development.

6.1.4 Relationships with Third Parties (indirect payments)

Albatrans may be held liable for "**indirect**" payments made or offered to any entity or person by a Third Party on its behalf. In working with Third Parties, adequate verification with respect to their background and reputation and identification of any potential corruption risks are critical.

According to Albatrans, areas pertaining to entering into joint ventures, acquiring companies as well as establishing contractual relationships with Third Party Entities require the preparation of a risk analysis and assessment prior to entering into any collaboration. This analysis should include an assessment of the risk of fraud, bribery and corruption in relation to the country in which the activity will be conducted, an analysis of the potential business partners of the Third Party Entities, and an analysis of the proposed project or transaction in order to identify, to the extent possible, the risk of corruption or bribery. As part of this overall assessment, Albatrans believes that the warning signs to pay particular attention to in the area of anti-corruption are, by way of example but not limited to, the following:

- The recommendation to Albatrans by a Public Official to hire a specific Third Party;
- The request to Albatrans by a Third Party to hire someone while avoiding internal personnel selection procedures;
- A request to Albatrans by a Third Party to hire their friend or family member or secure an advantage for them;
- The proposal for a Third hired by Albatrans of an exaggeratedly high salary compared to market prices without reasonable justification;
- A request made to Albatrans by a Third Party engaged by the Company itself

- a) make payments to an account opened in a country or geographical area other than the place of its residence or place of business or in a tax haven;
 - b) on behalf of an unknown Third Party;
 - c) by dividing them over several accounts;
 - d) in ways that "ignore" potential violations of the law;
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- A Third Party that Albatrans seeks to hire does not possess sufficient qualifications, turns out not to have a good reputation, or relies heavily on its political or institutional contacts rather than on its technical expertise or time devoted to the assigned task;
 - A Third Party that Albatrans would like to engage does not intend to accept the terms and conditions regarding compliance with Anti-Corruption legislation;
 - A country in which Albatrans operates or is about to operate is known as a high corruption risk area;
 - The same Third Party is repeatedly hired without any reasonable justification for repeated assignments;
 - A Third Party asks to be paid in cash and/or refuses to sign a formal assignment or provide an invoice or receipt of payment;
 - A Third Party demands substantial gifts and entertainment before initiating or continuing contract negotiations or providing any services;
 - A Third Party insists on not formalizing what was agreed upon or using private writings on the side;
 - Charging a commission or fee on the invoice appears to be excessively high and in any case not in line with the stated service;
 - A request or claim by a Third Party to use an intermediary, consultant or supplier not customarily used by or unknown to the Company;
 - The offering by a Third Party of an improperly large gift or lavish form of hospitality.

Should any doubt arise as to the legitimacy of a potential Third Party, you should share your reservations in this regard with your Direct Manager before entering into any kind of agreement with that Third Party.

6.1.4.1 Contracts with Third Parties

The following is a summary, broken down by counterparty, of some of the requirements that should be provided within contracts entered into with Third Parties to avoid possible involvement and liability of the Company for corrupt activities committed by them.

6.1.4.1.1 Business Partners

Business Partners must be properly vetted, must enter into written contracts before performing any work for or on behalf of Albatrans, and must be paid only in accordance with the terms of the contractual agreements. All written contracts with Business Partners must provide for reasonable and appropriate consideration.

Albatrans requires that contracts with Business Partners include provisions that, among other things:

- Business Partner's commitment to comply with Anti-Corruption Laws;
- In case of subcontracting or subcontracting, the obligation to:
 - a) Conduct, prior to the conclusion of the relevant contract, checks on the subcontractor or subcontractor's compliance requirements in accordance with Albatrans's internal rules;
 - b) Obtain, where applicable, Albatrans's prior authorization for any subcontracting or sub-subcontracting in accordance with Albatrans's internal rules;
 - c) Ensure that any subcontractor or sub-subcontractor, who performs the services in reference to the contract, performs them exclusively on the basis of a written contract, which imposes conditions on the subcontractor or sub-subcontractor regarding compliance and Anti-Corruption Laws equivalent to those imposed on Business Partners;
- The Business Partner's commitment to promptly report to Albatrans any request or question regarding any undue payment of money or other benefit, received by the Business Partner in connection with the performance of the contract;
- Albatrans's right to conduct audits of the Business Partner in the event that Albatrans has reasonable suspicion that the Business Partner may have violated compliance provisions of the contract or Anti-Corruption Laws;
- Albatrans's right to terminate the contract, suspend its execution and obtain damages in case of breach of the above obligations, representations and warranties and/or violation of Anti-Corruption Laws.

If the Business Partner is a partner in a Joint Venture, the provisions of Section 6.1.4.1.2 apply, if it is an intermediary the provisions of Section 6.1.4.1.3 apply, and if it is a Consultant the provisions of Section 6.1.4.1.4 apply

6.1.4.1.2 Joint venture

Joint venture contracts must meet the following criteria:

- Joint venture partners should be only entities or individuals who are well-known, trustworthy and have an excellent reputation for honesty and sound business practices;
- Entering into a joint venture contract must be preceded by a proper analysis having as its objective also to verify the contractual stipulations;
- The joint venture must operate in accordance with the principles established within these Guidelines;
- They must be in writing and contain:
 - a) The commitment of each partner to ensure that the Joint Venture adopts an effective and adequate internal control system for the prevention of corruption;
 - b) A commitment by each partner that in all activities directly or indirectly related to the Joint Venture, the partners and the Joint Venture will never pay bribes to Public Officials or their Family Members or to directors or members of the corporate bodies of the counterparty with whom the Joint Venture intends to do business;
 - c) The right of each Partner to terminate the Joint Venture and the right to compensation in case of violation of the anti-corruption obligations of the Joint Venture contract or violation of the Anti-Corruption Laws;

6.1.4.1.3 Intermediaries

Contracts with Intermediaries may raise anti-corruption issues and must be negotiated and entered into in accordance with certain mandatory principles. In particular:

- The Intermediary should have an excellent reputation for honesty and fair business practices and high ethical standards;
- An appropriate analysis of the Intermediary must be carried out;
- The brokerage contract will be in writing and will also contain:
 - a) The description of the service due from the intermediary;

- b) The currency and amount of the fee, which should be commensurate with the subject matter of the contract, the experience of the Intermediary, and the country where the service will be performed;
- c) The declaration and obligation of the intermediary that the sum of money receivable under the intermediary contract will be used solely as consideration for his/her professional services and that no part of it will be paid to a Public Official or one of his/her Family Members for corrupt purposes;
- d) The prohibition for the intermediary to directly or indirectly transfer the consideration to directors, managers, members of corporate bodies or employees of the Company or their Family Members;
- e) The terms and conditions of payment. In this regard, it should be noted that such payments may not be made to a person other than the Intermediary or in a country other than that of either party or in which the contract will be executed, and never to numbered accounts or in cash;
- f) The stipulation that payment will be conditional on the performance of the service defined in the contract;
- g) The Company's right to conduct audits of the intermediary and to terminate the contract in the event of a change in the control structure of the intermediary;
- h) The presence of a clause stipulating the non-assignability of the contract;
- i) The statement and obligation of the intermediary that, at the time of signing the contract and throughout the term of the contract, neither it nor its Family Members nor, if the intermediary is a corporation, its owners, directors, employees, nor the corporation itself, are or will become Public Officials;
- j) The right of the Company to terminate the contract, suspend payment and receive damages in case of violation of the above obligations, representations and warranties and/or violation of Anti-Corruption Laws;
- k) Any provisions regarding the Company's ongoing monitoring of the activities carried out by the intermediary to ensure that the intermediary always acts in compliance with the Anti-Corruption Laws;
- l) The intermediary's commitment to record the amount paid correctly and transparently in its books and records;

6.1.4.1.4 Consultants

Particular attention should be paid to the processes of selection and appointment of Consultants, who should enjoy an excellent reputation for honesty, moral integrity, and professionalism. Without prejudice to the provisions of procedure PA 231/01/03 concerning the management of relations with professionals and/or external consulting firms, published on the Company Intranet and to be considered an integral part of the Company's Organizational Model, some elements that must be provided for within the consulting contract are recalled below. The consulting contract must be in writing and must contain:

- The detailed description of the service due from the Consultant;
- The Consultant's statement that the payment received is solely the consideration for the services defined in the contract and that such sums will never be used for corrupt purposes;
- The Consultant's declaration that, at the time of signing the contract and throughout the duration of the contract, neither the Consultant, nor his Family Members nor, if the Consultant is a corporation, its owners and directors, are Public Officials;
- The declaration of the absence of conflict of interest, even potential, at the time of signing the contract and the Consultant's commitment to promptly notify Albatrans in the event that such a conflict arises during the execution of the contract;
- The terms for billing and terms of payment, taking into account that such payments may be made only in favor of the Consultant and in the Consultant's country of residence, exclusively to the account in the Consultant's name as stated in the contract and never to numbered accounts or cash;
- The indication that advance payment of consideration may be allowed only in specific cases adequately justified in the contract and, in any case, only for part of the amount;
- The Consultant's commitment to comply with applicable laws, and in particular the Anti-Corruption Laws, and to properly and transparently record in its accounting records the amounts received;
- The Consultant's commitment to ensure that any of its employees or contractors engaged to perform services in connection with the contract have the same ethical standards required by Albatrans of the Consultant and comply with the same obligations, and that any person performing services in connection with the contract operates only on the basis of a written agreement that imposes conditions and compliance commitments equivalent to those made by the other party;
- Commitment to promptly report to Albatrans any request or question regarding any undue payment of money or other benefit, received by the Consultant in connection with the performance of the contract;
- The Consultant's commitment to inform the counterparty of any changes in its ownership structure and/or with respect to changes that may impact the counterparty's ability to conduct business in full compliance with the commitments made in the contract;

- Albatrans's right to suspend payment, terminate the contract, and obtain damages in case of breach of the above obligations, representations and warranties and/or violation of Anti-Corruption Laws.

6.1.5 Relations with public, regulatory and supervisory authorities

Roles and functions responsible for managing institutional relationships and authorized to exchange information with authorities are identified.

The reports are based on the principle of transparency, and traceability of the information requested and provided to the authorities should be maintained. For institutional meetings, records should be kept of the issues discussed and the participants.

6.1.6 Participation in trade associations

Before joining a trade association, the company shall first verify that the aims and purposes of the association are legitimate. It then provides for specific powers of attorney to enter into agreements and for membership and requires the attorney who signed the membership agreement to be authorized to attend meetings and working tables. Adequate tracking of meetings is kept with details of topics discussed and participants

7. Non-profit initiatives

7.1 Gifts, hospitality, entertainment and travel expenses

This section defines Albatrans's policy regarding the offer and receipt of gifts, hospitality and entertainment. The guidance below is intended to minimize the risk that a gift or act of hospitality could be construed as a form of bribery.

In principle, there is no misconduct in offering or receiving gifts and acts of hospitality with the simple intent of developing business relationships and fostering collaborative relationships between Albatrans and third parties. Albatrans acknowledges that the giving and acceptance of gifts, hospitality and entertainment may occur in the course of customary business practices and recognizes that said practice may vary significantly depending on the geographic area in which Albatrans operates. However, regardless of local laws and customs, certain gifts or acts of hospitality may be interpreted as actions performed or suffered by Albatrans for the purpose of exerting inappropriate influence or may indicate the presence of a conflict of interest. Under certain circumstances, the offering and/or receiving of gifts and entertainment may be considered an act of bribery and thus be illegal and detrimental to Albatrans's reputation, such that the individuals involved and the company could face criminal prosecution.

The logical approach that should guide the decision should be to understand whether such gifts/acts of hospitality are made or received only if they are within the context of acts of business courtesy, are of modest value and such that they do not compromise the integrity

and/or reputation of either party, and cannot be interpreted by an impartial observer as intended to create an obligation of gratitude or to acquire improper advantages.

Gifts, financial advantages or other benefits offered or received under any circumstances must be reasonable and in good faith. They are considered reasonable and bona fide when directly related:

- To the promotion, demonstration or illustration of services performed by Albatrans;
- To participation in training seminars or workshops;
- To the development and maintenance of cordial business relationships

The questions that the person offering/receiving gifts and/or acts of hospitality should ask themselves are as follows:

- Is the gift excessive? Is this an act of corruption or a gift?
- Is this an act of hospitality or rather an attempt at persuasion? Am I trying to influence someone to do something inappropriately or am I being influenced by someone?
- Would I be comfortable with making my manager aware of the free gift offered/received?

In the event that such acts cannot be justified, we are probably in the presence of wrongdoing and that could expose those involved and the company to criminal prosecution.

In any case, all gifts, economic advantages or other benefits offered or received must comply with the internal rules defined by Albatrans, supported by appropriate documentation and possess all the following characteristics:

- Do not consist of cash payment;
- Be done in good faith and in connection with legitimate business purposes;
- Not be motivated by a desire to influence the decision-making processes inherent in the outcome of transactions or negotiations that Albatrans may undertake or to win or secure new assignments;
- Not be such in amount and type as to impair objective judgment or create a sense of obligation, or where there is a risk that such acts may be misunderstood or misinterpreted by others;
- To conform to generally accepted standards of professional courtesy;
- Comply with local laws and regulations, applicable to the Public Official or private individual.

For the purposes of these Guidelines, "**gift**" means any item with monetary or economic value. The terms "**Hospitality and Entertainment**" refers to participation in an event at which the host is present. The Guidelines apply whether Albatrans is the host or the guest. In the event that the host is not present, attendance at an event will be considered a free gift.

With reference to the **significance of the gift offered/received**, it should be noted, by way of illustration and not limitation, that acceptable gifts include ballpoint pens, calendars, diaries, gadgets, bottles of wine or spirits during the Christmas period worth no more than EUR 150 per person or an equivalent amount in foreign currency while champagne crates, tablets, computers, high-fashion clothing or any other items delivered to one's private address do not fall into this category.

With reference to **acts of hospitality/entertainment**, it should be noted, by way of example and not limitation, that permitted forms of hospitality and entertainment include dinners at a restaurant or tickets to a sporting event, a theater performance or a concert worth no more than EUR 200 per person or an equivalent amount in foreign currency. As a general rule, the offer/acceptance of gifts/hospitality acts of non-negligible value i.e. exceeding the amount of EUR 150.00 (including tax) or EUR 200.00 (including tax) or the corresponding amount in local currency, respectively, is only possible if you have the prior written consent of your Direct Manager. Consent will only be granted if the Direct Manager believes that the gift/act of hospitality cannot be construed as an act of inducement.

Some behaviors, regardless of the value of the gift/act of hospitality, are strictly not allowed. In particular:

- Offering/accepting any gifts, hospitality and corporate entertainment towards Public Officials, useful for example to facilitate or expedite routine government procedures such as those for issuing visas, licenses, access to simplified procedures etc;
- Paying the expenses of a Public Official, including those for business trips;
- Trying to break down a gift/hospitality act into several parts with the aim of reducing its economic value (e.g., a case of wine) and thus bring it within the value limit;
- Repeatedly offering/accepting gifts/acts of hospitality to/from Third Parties;
- Accepting gifts/deeds of hospitality offered to one's family and friends by Third Parties;
- Offering gifts/acts of hospitality to friends and family members of any Third Party in the course of one's assignment or performance of activities on behalf of Albatrans as the same could be interpreted as inducement to win or secure an assignment;
- Offering third parties or accepting gifts or acts of hospitality from them if the company participates in tenders with both national and international public entities.

7.2 Sponsorship agreements

Contributions received or bestowed as a result of entering into sponsorship agreements must be recorded truthfully and transparently in the books and records of the Company.

All sponsorship activities, in order to ensure compliance with anti-corruption regulations, must be analyzed and validated by the functions and structures in charge, which assess their consistency with corporate strategies, the quality of the sponsee and the return of the initiative also in terms of visibility. The principles that should guide sponsorship activities are as follows:

- All sponsorship activities must be carried out consistent with the approved budget;
- Sponsorship agreements should be made only with entities or individuals who are well-known, trustworthy and have a good reputation;
- The grant approval process must include an adequate description about the nature and purpose of the individual initiative according to applicable laws;
- The sponsorship contract must be in writing and must contain:
 - a) The counterparty's declaration that the amount paid by Albatrans will be used exclusively as consideration for the counterparty's performance and that these sums will never be transmitted to a Public Official or private individual for corrupt purposes or transferred, directly or indirectly, to members of the corporate bodies, directors or employees of the Company;
 - b) The currency and amount paid under the sponsorship contract;
 - c) The terms for billing and terms of payment, taking into account that such payments may be made only to the counterparty and in the counterparty's country of incorporation, only to the counterparty's registered account as stated in the contract, and never to numbered accounts or cash;
 - d) The counterparty's commitment to comply with applicable laws, Anti-Corruption Laws and anti-corruption provisions set forth in the sponsorship contract, and to record in its books and records in a fair and transparent manner the amount received;
 - e) The express termination clause with the right to damages in case of breach by the counterparty of the obligations, representations and warranties as stated above, or in case of violation of the Anti-Corruption Laws or anti-corruption commitments under the contract;
 - f) Assurance that payments made by the Company are made only as outlined in the sponsorship contract, after verification that the service has actually been provided.

7.3 Donations

Donations are permitted provided they are not made for the purpose of obtaining personal, commercial, financial or political advantage for any Public Official or any Third Party Person (or their respective families). Donations must not be made for the purpose of inappropriately influencing the beneficiary and must meet the following principles:

- The process of approving them must include an adequate description about the nature and purpose of the individual donation and verification of the legality of the donation according to applicable laws;
- Beneficiaries may include only associations and nonprofit organizations that are incorporated and registered in the National Single Register, or that provide a certification that they are subject to the Law 79 or the Single Code and that carry out activities related to Art. 5 or the same Code. Individuals may not be beneficiaries of a donation in any way unless they are a natural or legal person with a charitable purpose;
- All donations must be traceable and carefully documented in writing;
- Payments to the beneficiary entity must be made only to the account registered in the name of the beneficiary entity. Payments may not be made to numbered accounts or in cash or to an entity other than the beneficiary institution or in a third country other than the country of the beneficiary institution;
- The beneficiary (entity/association/organization receiving the donation) must be a reputable charity with a good reputation;
- Where the donation consists of the provision of a service or the donation of goods of economic value or the provision of a service on a periodic basis, the limit or the maximum amount of the donation must be limited to the amount of the service or the provision of the goods.

Donations may only be authorized by the Chairman of Albatrans S.p.A. and/or the Executive Vice President of Albatrans S.p.A.

8. Purchases (goods and services)

Relations with suppliers are marked by the pursuit of legitimate competitive advantage for the Company, the granting of equal opportunities for each supplier, and fairness and impartiality. Objective and documentable selection criteria are adopted. The selection and determination of purchasing conditions are based on an objective assessment of quality, price, and ability to provide and guarantee services of an appropriate level.

In managing purchases of consulting services, where a relationship of trust prevails between the two contractual parties (*intuitu personae*) an analysis of references or other information obtainable from open sources is carried out and ascertained, when applicable, membership in professional registers, qualifications, technical-professional qualifications, skills and means necessary to carry out the assignment. The segregation of roles between those who express the procurement requirement and those who manage the contracting is applied, as well as a reference model that specifies the criteria for comparative evaluation of proposals from

multiple suppliers or the selection procedure through competitive bidding. The assignment of consulting assignments includes a clear definition of the rationale for the use of outside professionals and a defined time frame for the performance. The qualification of those included in the supplier register is repeated periodically, verifying economic-financial soundness and the possession of specific reputational and technical requirements. Internal Recipients verify the activity carried out by the supplier and compliance with the services stipulated in the contract, with acceptance of the good or service preparatory to approval for payment, and ensure that all services received are traceable and documentable.

9. Human Resources

9.1 Selection and recruitment of staff

The search and selection is carried out in accordance with the principles of non-discrimination, professionalism, transparency, impartiality, autonomy and independence of judgment, such as to ensure

that the final decision falls on the most suitable individuals and contains an offer consistent with the values of the target market, ensuring equal access to job opportunities.

The Albatrans shall assume, in compliance with the provisions of applicable laws, information about the personal experiences of those employees who may have relevant contact with Public Officials in the course of their work, who in turn supervise employees or Business Partners who may have such contacts or who are involved in the scope of controls and activities governed by the Anti-Corruption Laws. Hiring policies must be preceded by a real job need, and the selection process must provide for candidates to be evaluated by multiple people and the outcomes of the entire evaluation process properly tracked. Candidates selected at the time of recruitment commit to the provisions of the Code of Ethics, Model 231 and these Guidelines.

9.2 Staff training

Albatrans Staff should be informed and trained on the applicable Anti-Corruption Laws and the importance of compliance with them and these Guidelines in order to be aware of the various offenses, risks, personal and administrative responsibilities for the company and the actions to be taken to counter corruption as well as the sanctions applicable to both the individuals who may be involved and the Company. All Personnel will be distributed copies of these Guidelines and will be required to be endorsed for acknowledgement.

9.3 Business Travel

All business travel related to Employees and Third Parties must comply with the travel policy adopted by the Company and published on the Company's intranet. The travel policy outlines the procedures for regulating travel and how to submit and authorize expense reports and

travel requests, which are tracked on the Company's systems. Categories of reimbursable expenses, expenditure limits, and documentation showing the expenses incurred for which reimbursement is claimed are defined.

10. Mergers and acquisitions

If the Company merges with or acquires other companies, there is the possibility of taking over responsibilities related to anti-corruption violations committed by the acquired or merged company. In such a case, the Company could be subject to reputational damage as well as the application of sanctions if such violations are later found to have occurred. Therefore, it becomes essential in the establishment of acquisition, merger, joint venture agreements to provide for the following:

- a) Due diligence on the counterparty in order to verify its identity, reputation and trustworthiness profile;
- b) the possible existence of proceedings or convictions for corruption offenses (or other crimes likely to affect professional morality) against the counterparty;
- c) the assessment of new areas of corruption risk and the possible adoption of codes of conduct and *anti-corruption policies*;
- d) The counterparty's compliance with the Anti-Corruption Guidelines.

11. Accounting and treasury management

Transparency and correctness of accounting records are primary objectives that the Company guarantees with the commitment and attention of all Company Representatives; therefore, every operation and transaction must be properly authorized, verifiable, legitimate, consistent and congruous. The Company prepares financial statements and all corporate communications with the utmost fairness and full compliance with relevant regulations and accounting principles, including clear, accurate, true and complete information. Each corporate function responsible for preparing financial statements and other corporate documents has a duty to contribute to a fair representation of management activities by accurately recording every operation and transaction and ensuring that it is supported by adequate documentation. At all times it must be possible to verify the characteristics of the operation and the related decision-making and authorization process. In particular, all receipts and payments, even if not significant from an accounting point of view, are timely entered as financial transactions, in a complete and accurate manner and are reflected by appropriate supporting documents, issued in accordance with applicable laws. Expenditures must not be concealed or willfully misclassified in order to enable illegal payments.

In this regard, please refer to the document "Methods of Management of Financial Resources" attached to the Company's Organizational Model pursuant to Legislative Decree 231/2001 and published on the Company Intranet.

12. Obligation to report violations of anti-corruption laws

Albatrans will in no way tolerate involvement in corrupt acts of any magnitude by its Personnel or Third Parties. Personnel or Third Parties are required to report, using the tools made available to the Company (see in particular the "Whistleblowing Procedure" adopted pursuant to Legislative Decree No. 24/2023) any case that violates these Anti-Corruption Guidelines.

All reported cases of actual or suspected corruption will be promptly investigated and handled in the most appropriate manner. Each report will be treated confidentially through ways that preserve the legitimate personal interests of the person making the report. Some indications that could be representative of corrupt or unethical behavior on the part of third parties are given for illustrative and non-exhaustive purposes. Albatrans employees should be vigilant and at the same time aware that the indicators below could presuppose corrupt episodes or be symptomatic of illegal practices:

- Elevated cash payments;
- Excessive pressure from third parties for payments to be made urgently or otherwise before agreed deadlines;
- Payments made through the use of Third Parties. E.g. services provided in state "A" but payment is made to a shell company located in state "B";
- Excessively high commissions paid to agents, correspondents and/or brokers in any capacity that is not reflected in the counter-performance made;
- Payments to agents, correspondents and/or brokers made using accounts in the name of the same agent/correspondent and/or broker but opened in different jurisdictions;
- One-to-one meetings with public or private officials for the purpose of obtaining concessions or advantages in the awarding of tenders or the awarding of contracts;
- Entering into contracts that are not beneficial to the company or not in line with the Company's prevailing and strategic business;
- Carrying out assignments or performing activities stipulated in contracts by taking positions or making decisions that are not in line with the functional duties of carrying out the assignment or with established contractual provisions;
- Recruitment of personnel without adequate knowledge and professionalism to perform the role for which they were intended;
- Unjustified preference toward certain providers;
- Adaptation of internal procurement procedures and more generally failure to comply with all company procedures and guidelines;
- Abuse of decision-making powers or operation not in line with delegated authority;

Outside of cases of slander or defamation, Albatrans undertakes to protect its employees if they report unlawful conduct of which they have become aware by reason of the employment relationship by preventing them from being subjected to any kind of discriminatory measure. As part of any disciplinary proceedings that may have arisen as a result of the report, the identity of the whistleblower may not be disclosed, without the whistleblower's consent, provided that the allegation of the disciplinary charge is based on separate and additional investigations to the report. Where the dispute is based, in whole or in part, on the report, the identity may be disclosed where its knowledge is absolutely essential for the defense of the accused.

13. Consequences of violating anti-corruption laws

Albatrans treats acts of bribery extremely seriously and will investigate any allegations of bribery, taking disciplinary and/or legal action in any case where it is deemed appropriate. A violation of these Guidelines may result in disciplinary action in accordance with the provisions of the CCNL against an Employee where his/her actions have violated the Anti-Corruption Laws or these Guidelines or in cases where he/she has without justifiable reason failed to participate in training activities on the subject or even in cases where he/she has unreasonably failed to report violations or has made threats against others who have reported any violations.

If reports are made to the police or other appropriate authorities, Albatrans will endeavor to cooperate in any way possible with investigations that could lead to legal proceedings against Employees and Third Parties.

Business Partners/Intermediaries/Consultants/Joint Venture Partners who violate these Anti-Bribery Guidelines and/or the Anti-Bribery Laws will be subject to contractual remedies, including suspension of performance or immediate termination of the contract, with concomitant claims for damages.

Albatrans Staff will not be dismissed, demoted, suspended, threatened, harassed or discriminated against in any way in their employment treatment for refusing to make a prohibited payment or giving of gifts or other benefits, even if such refusal resulted in the loss of business or other detrimental business consequence e.g. financial penalties, damage to Albatrans's corporate brand and reputation, loss of ability to conduct business in certain jurisdictions, prohibition from participating in public procurement, legal action by competitors, litigation and large legal fees.

14. Roles and Responsibilities

With regard to compliance with and implementation of what is stated in the Guidelines, there are some specific responsibilities, as below:

- The Board of Directors, in the exercise of its management and control functions, provides an appropriate control system to ensure monitoring of the effective implementation of the provisions of the Guidelines;
- The Direct Managers have specific responsibilities for the purpose of applying the Guidelines, in that they must provide for the review of questions posed by employees regarding facilitation payments, analyses related to third parties, gifts, acts of hospitality, and entertainment to or from the Company in excess of the limits set forth in these Guidelines and, when deemed appropriate, authorize the giving or receiving of extraordinary gifts and/or acts of hospitality;
- The Supervisory Board may provide assistance to the Direct Managers and the employees themselves regarding the contents and mechanisms for applying the Guidelines;
- The Supervisory Board must examine any violations or suspected violations of these Anti-Corruption Guidelines of which it becomes directly or indirectly aware and report to the Board of Directors of Albatrans S.p.A. at least once a year. The Board is also responsible for reviewing the Guidelines as needed to ensure their compliance with current laws and practices within the anti-corruption system and referring it to the Board of Directors for approval of updates.

15. MONITORING AND UPDATING OF ANTI-CORRUPTION GUIDELINES

Each business unit, as well as the Supervisory Board established under Decree 231 and the legal department will have the authority to suggest any changes to these Guidelines based on *international best practices* or where any gaps in its provisions or implementation have been identified.

For acknowledgement

Date

Signature