



# *Anti-corruption Model*

*Approved by the Board of Directors on 26 September 2018*

**INDEX**

**INDEX ..... 2**

**1 SCOPE ..... 4**

**1.1 Introduction.....4**

**1.2 Area of application.....4**

**1.3 Definitions.....4**

**1.4 Objectives e content.....5**

**2 REFERENCES ..... 5**

**2.1 Legal references .....5**

**2.2 Anti-Corruption laws .....6**

**2.3 Role and responsibilities .....6**

*2.3.1 Compliance function for the prevention of corruption.....6*

**2.4 Sanction system.....6**

**3 GENERAL ANTI-CORRUPTION POLICY ..... 7**

**3.1 Public Administration .....7**

**3.2 Third Party .....8**

*3.2.1 Suppliers and Clients .....8*

**3.3 Significant Third Parties .....9**

*3.3.1 Partners .....9*

*3.3.2 Consultants, service providers and collaborators.....10*

*3.3.3 Extraordinary operations with Significant Third Parties.....10*

**3.4 Special payments.....10**

**3.5 Sponsorship .....10**

**3.6 Political contributions .....11**

**3.7 Donations.....11**

**3.8 Entertainment and hospitality expenses, gifts and other benefits.....11**

*3.8.1 Entertainment, travel and hospitality expenses.....11*

*3.8.2 Gifts and presents .....12*

**3.9 Accounting and bookkeeping .....12**

**4 HUMAN RESEARCH ..... 13**

**4.1 Personnel hiring and management.....13**

**4.2 Staff training.....13**

**5 INTERNAL CONTROL SYSTEM, MONITORING AND IMPROVEMENT ..... 13**

**6 WHISTLEBLOWING..... 14**

**DOCUMENT INFORMATION**

<i>Approved by the Board of Directors on 26 September 2018</i>

## 1 SCOPE

### 1.1 Introduction

The Board of Directors of SIRTI S.p.A. has adopted this Anti-corruption Model in accordance with its standards of ethics and fully pursuant to the international and national regulations intended to prevent corruption in all its forms, whether direct or indirect, and to guarantee the integrity, transparency and fairness of the Group operations.

The Model was approved by resolution of the Board of Directors of SIRTI S.p.A., which also identified the officers responsible for implementing this Model.

Wherever possible, SIRTI, promotes compliance with the provisions of this document, by all companies and entities linked to the Group (consortia, temporary associations and joint ventures etc.).

From the effective date of adoption of this Model, contracts with any third parties, who may represent SIRTI externally, must include specific clauses on compliance with the principles of conduct laid down in this Model.

### 1.2 Area of application

The present Anti-corruption Model is implemented to all operational/management activities conducted by the Company both in national and international territory.

The area of application in which SIRTI works is the following:

- design, construction, installation, supervision and maintenance of telecommunications network, data network and transport and diffusion system, technological and security systems, energy transport and distribution, design and realization of traditional and innovative line and station signaling systems for railways, subways and tramways;
- distributes health and safety service in building site;
- development and integration of informatics and technology solution;
- distributes contact center services, technical assistance services and professional consultation;
- design and realization of station signaling systems;
- marketing of hardware and software products.

### 1.3 Definitions

**Corruption:** offer, promise, provide, receive or request an economic or not economic advantage, directly and indirectly, regardless of the place, dishonest or illegal behavior, reward to a person to act or omit action in relation of his duties; Dishonest or fraudulent conduct, typically involving bribery. It is the abuse of entrusted power for private gain. It can be classified as grand, petty and political depending on the amounts of money involved and the sector where it occurs;

**Active corruption:** deliberate action of anyone directly or indirectly promising or giving a financial advantage or other benefit to a public official, civil servant or private individual for themselves or for a third party, in order that the official acts or refuses to act in accordance with their duties or violates their official obligations or the obligation of loyalty;

**Direct corruption:** the act of giving or promising a bribe in return for an undue advantage;

**Indirect corruption:** a bribe is paid by a third party working on the company's behalf. The company is liable for the behavior of its third parties;

**Passive corruption:** action decided by a public official, civil servant or private individual who directly or indirectly requests or receives benefits of any kind for himself or for a third party, or accepts promises or benefits in order that the official acts or refuses to act in accordance with their duties or violates their official obligations or the obligation of loyalty;

**Politic:** orientation and guidelines of an organization expressed formally by its *top management* or its *governing body*;

**Objective:** results to be achieved;

**Risk:** effect of uncertainty on the objective;

**Compliance:** to act in accordance or agreement with a requirement;

**Non-compliance:** failure to meet requirement;

**Public Official:** this usually refers to any public official, including but not limited to elected or appointed officials; any employee or other person acting on behalf or in the name of a public official, body, agency or company performing a government function; any employee or other person acting on behalf of an entity entirely or partially controlled by the government; any political party, official, employee or other individual acting on behalf or in the name of a political party or any candidate for public office; or any employee or person acting on behalf of a public international organization (such as the United Nations or World Bank). This definition includes all officials and employees of companies owned or controlled (even partially) by the government. Accordingly, it includes all employees of companies and agencies owned by the government even if those companies run as private enterprises;

**Third party:** individual or legal entity external to SIRTI (e.g. customers, suppliers etc.);

**Significant third party:** is any party acting on behalf of SIRTI who may have significant contact with a public official or private individual in connection with their duties. (for example Joint ventures, consortia, special-purpose companies, etc.).

#### 1.4 Objectives e content

In accordance with the contents of the Code of Ethics, SIRTI is committed to conduct its business in accordance with the Group principles of ethics and with the applicable laws, in all countries in which it operates.

As a significant part of SIRTI business is carried out outside of Italy, it is essential that the Company has an instrument that defines principles and policies to be adopted in its operations, in order to ensure that it acts in accordance with the main international anti-corruption legislations ("FCPA" Foreign Corrupt Practices Act and the "UKBA" UK Bribery Act), with the specific regulations applicable in the countries where it operates, and with the instructions given by Company management.

The Anti-corruption Model has also been adopted in accordance with the tenth principle of the Global Compact, according to which "*Businesses should work against corruption in all its forms, including extortion and bribery*" and which SIRTI adheres to.

The Global Compact is an international initiative started on July 2000 by United Nations to support the ten universal principle related to human rights, labour, environment and the battle against corruption that connect governments, company, United Nations Agency, organizations and civil society, with the purpose to contribute to realize a "*inclusive and sustainable global economy*" introducing within it the respect of the communal values.

This Model has thus been adopted with the aim of providing a systematic frame of reference for anti-corruption regulations and policies, which SIRTI intends to pursue in order to eliminate **active or passive corruption**, and in particular the offering or requesting of cash, benefits and/or other advantages, or the making or receiving of payments by anyone acting on the Company's behalf in relation to its business, thereby ensuring compliance with anti-corruption regulations.

The Model is thus intended to act as a guide in dealing with any risks of corruption that may arise during the course of business activities.

In cases where provisions of local laws in any of the countries of operation are more restrictive than those in this Model, SIRTI undertakes to act in accordance with those stricter provisions.

However, no Model is able to control all the potential situations that may arise. Personnel are therefore asked to refer to their superiors or to the Compliance, Quality, Environment, Health & Safety (EHS) Direction for information about specific facts or circumstances that may relate to these issues.

## 2 REFERENCES

### 2.1 Legal references

- D.Lgs. 231/2001 "Regulations of the administrative responsibility against a legal person, of societies and associations even not having legal personality" (see Organization model and code of ethics of the Company);
- Law 190/2012 "Regulations for the prevention and combating of corruption and illegality in public administration";
- Global Compact – is an international initiative launched in July 2000 by the United Nations to support 10 universal principles on human rights, labour, the environment and the fight against corruption. It brings together governments, businesses, UN agencies, labour organizations and civil society with the aim of helping to achieve a "more sustainable and inclusive global economy" by introducing respect and the application of shared values;
- US Foreign Corrupt Practices Act (FCPA) issued in 1977 from United States congress;
- UK Bribery Act which entered into force in Great Britain in July 2011.

## 2.2 Anti-corruption laws

There is extensive international legislation on corruption. Corruption of public officials is an offence in almost all countries, and furthermore in some countries is also considered an offence the corruption of other countries public officials. Many countries have also laws that prohibit private-to-private corruption. With the recent Law no. 190 of 6 November 2012, Italy adapted its national laws to reflect the provisions of the Strasbourg Convention of 27 January 1999.

In brief, the anti-corruption laws:

- prohibit payments made both directly or indirectly – including payments made to a third party in the knowledge that the cash will then be shared with a public official or with a private individual – and any offers or promises of payment or other benefits aimed at corrupting public officials or private individuals;
- require companies to keep and maintain records, books and accounts that show reasonable detail and provide an accurate reflection of all operations, expenses (even if not “significant” from an accounting perspective), purchases and sales of goods.

In the last years, problems linked to corruption have acquired greater significance internationally, and punishments associated with infringements of the principal regulations have gradually become harsher. Individuals, legal entities and partnerships violating the anti-corruption laws may incur fines, debarment measures or prison sentences depending on the parties involved. This seriously damages company reputation.

In order to maximize the effect of these penalties, the company is usually jointly liable with its personnel for any violations of anti-corruption laws.

## 2.3 Role and responsibilities

All recipients of this Model are required to read, understand and implement this Model. This Model is periodically reviewed whenever there are changes to national or international anti-corruption laws, to which reference is made as best practice, or when there are changes in case-law interpretations.

If any clarification is required in relation to the contents of this Model, including the application of its policies, the Italian anti-corruption laws or laws of the country in which the Group operates, or in relation to the application of the provisions of this Model compared to the anti-corruption laws in other countries or in relation to any other opinion, all recipients are asked to contact the Compliance, Quality, Environment and Health & Safety (EHS) Direction.

### 2.3.1 Compliance function for the prevention of corruption

Top Management has identify the compliance function for the prevention of corruption within the Compliance, Quality, Environment and Health & Safety (EHS) Direction of the Company, have the task of:

- supervise the design and the realization of the management system organization for the corruption prevention;
- provide consulance and staff training about the management system for the corruption prevention;
- ensure the compliance of the management system for the corruption prevention with the present document;
- report to the Top Management and other business functions about the performance of the management system.

In case of significant reporting concerning corruption act, the Compliance, Quality, Environment and Health & Safety (EHS) Direction have directly and timely access to inform the governing body and Top management.

## 2.4 Sanction system

Policies and procedures in the Anti-corruption Model and in Guidelines are a key part of SIRTI compliance system. Any employee or contract worker who does not act in accordance with the requirements of this Model, or who fails to report any known or suspected infringement by another person, will be subject to disciplinary action that reflects the seriousness of the infringement (measures provided for in the contract of employment may include dismissal, removal from duties and possibly the bringing of actions in the appropriate legal forums).

Managers of each company department and function must actively encourage their teams to observe the policies and procedures in this Model without ignoring evidence of possible infringements.

They will be subject to disciplinary action if they are aware, or have firm or reasonable suspicion that employees have acted in a way that is prohibited by company policies and procedures while under their supervision, without adequate dissuasion and without having taken the necessary corrective measures.

### 3 GENERAL ANTI-CORRUPTION POLICY

SIRTI prohibits:

- inducing a public official, civil servant or private individual to perform their duties or any other activity in an inappropriate manner, or to compensate them for acting in such a way;
- influencing an act or omission or any decision by a public official, civil servant or private individual in breach of a duty of office or obligation of loyalty;
- obtaining, assuring or unfairly maintaining a business or advantage related to company activities;
- obtaining, assuring or maintaining any undue benefit of any kind, not only in the interests and/or for the benefit of the Company, but also for personal interest or benefit or for the interest or benefit of family members or acquaintances – in violation of the obligation of loyalty;
- violating applicable laws in general.

Compliance with the Anti-corruption Model is mandatory for all SIRTI personnel and, within their scope of responsibility, for all Partners, Significant Third Parties and other third parties working on behalf of the Group, in particular:

- all SIRTI Personnel is responsible for complying with the Anti-corruption Model, within their scope of responsibility. Directors and managers are also responsible for ensuring compliance by their team members and for adopting measures necessary to prevent, identify and report any potential violations;
- no activity infringing this Model and/or the anti-corruption laws will be justified or tolerated in any event on the grounds that it is “customary” in the industry sector and/or country of operation. No services may be agreed or accepted in breach of this Model;  
Third Parties infringing this Model and/or anti-corruption laws will be subject to contractual measures (such as suspension or termination of the contract, claims for compensation, and a prohibition on undertaking commercial relations with SIRTI in the future);

#### 3.1 Public Administration

The many interactions occurring with public administrations may create potential situations of risk, as SIRTI may be held liable for actual or attempted acts of corruption towards public officials who may request undue benefits in order to act in breach of their duties or in violation of their official obligations.

Potential interactions with public entities or representatives of the public administration (“PA”) mainly include the following types of relations:

- *Relations in which the PA is the client on a project* – these relations may lead to the risk of corruption in the awarding of a contract, the management of the contract or in any other phase of the project, such as the obtaining of payment certificates from the works manager or the approval of modifications, extensions, variants, complaints, defective or non-existent works etc.;
- *The obtaining of administrative measures for which the PA is responsible* – these activities may lead to risks of corruption, mainly in the completion of important processes for SIRTI, including the obtaining of authorizations for which the PA is responsible (including licenses, permits, registrations, concessions and other approvals), the importing or exporting of goods, the management of health and safety inspections, etc.;
- *The fulfilment of obligations towards the PA* – the fulfilment of such obligations including the implementation of regulatory requirements, the execution of specific inspections and the submission of declarations etc. may lead to risks of corruption;
- *Inspections or checks by the PA* – the handling of these aspects including inspections, checks, verifications and investigations in which representatives of SIRTI are responsible for handling the applications may lead to risks for the Company;
- *Disputes with the PA* – disputes with public bodies and with private individuals can generate situations that involve a risk of corruption in relations with the legal authorities.

SIRTI prohibits any form of undue payment or benefit or other utility to a public official in violation of this Model and of the applicable anti-corruption laws even if it is expressly requested.

SIRTI also requires its personnel to notify the Compliance, Quality, Environment and Health & Safety (EHS) Direction immediately of any inappropriate request received from public officials or if doubts arise as to how to handle relations with public officials.

## 3.2 Third Party

SIRTI requires that all relations with third parties (contractors, consultants, suppliers and other individuals, corporations and partnerships) undertaken in connection with the business activities are completed in accordance with the utmost fairness, transparency and traceability of information, and in accordance with the anti-corruption laws and all other applicable laws.

### 3.2.1 Suppliers and Clients

Acts of corruption carried out by or in favour of suppliers (including subcontractors) or clients of SIRTI, are considered as sensitive with regard to the anti-corruption laws and may lead to liability for SIRTI.

This risk may also derive from an attempt by a client to require the Company to work with a particular supplier, with whom the client has relations, in order to obtain personal benefit.

The Third Parties must respect the principles laid down in this Model.

SIRTI prohibits any conduct by a third party that conflicts with the Model, and SIRTI accepts no responsibility whatsoever for such action.

In order to minimize the possibility of such conduct occurring, which may potentially harm the interests and rights of SIRTI, the Company has imposed an obligation for all suppliers and clients to comply with the Group ethical standards and applicable laws, including anti-corruption laws when conducting business with SIRTI. This obligation must be expressly accepted when the contract is signed, after having read and accepted the documents containing the Group principles of ethics (Code of Ethics and Anti-corruption Model).

If the counterparty has its own Organizational, Management & Control Model as per Italian Legislative Decree no. 231/2001 (Organizational Model), its own Anti-corruption Model or Code of Ethics, SIRTI must check that the principles contained in those documents reflect those adopted by SIRTI.

In particular, all contracts must include a clause of "Corporate Liability" in which the counterparty undertakes to act:

- in accordance with the Code of Ethics and principles of the Anti-corruption Model of SIRTI;
- or in accordance with the principles of its own Code of Ethics and Anti-corruption Model if they reflect the principles of SIRTI.

The corporate liability clause must give SIRTI the right to terminate the contract, interrupt payments or receive compensation for damages if the counterparty breaches its obligations and representations as described above, or in the event of any violation of the anti-corruption laws or anti-corruption undertakings contained in the contract.

With reference to **consulting and service agreements**, SIRTI has established specific controls to be used in their selection, stipulation and management, based on company procedures and intended to ensure that all relationships with third parties (contractors, consultants, suppliers and other individuals, corporations and partnerships) undertaken in connection with the business activities are completed in accordance with the utmost fairness, transparency and traceability of information, and in accordance with the anti-corruption laws and all other applicable laws.

In particular, SIRTI requires that the following principles are adhered to in accordance with the procedure for managing consulting and service agreements:

- service providers must be reliable individuals, companies or firms with an excellent reputation;
- the contract must be drafted in writing and must contain a description of the services to be provided by the counterparty, the consideration, the terms and the conditions of payment;
- SIRTI must have the right to carry out checks on the counterparty business if there may have been any violation of the contractual provisions and/or the contents of the documents setting out the principles of ethics and control signed by the counterparty;
- contracts must contain "*Corporate Liability*" clauses and must require the consultant or service provider to accept the principles of the Code of Ethics of SIRTI and of the Anti-corruption Model;
- no fees, commission or other payments must be made to consultants or freelance workers at a rate that does not reflect the services rendered to the company or does not conform with the mandate or conditions/practices currently used on the market or set by professional tariffs;
- the contract must contain a declaration in which the counterparty guarantees (i) that the consideration has only been received in return for the services defined in the contract; (ii) either that they are the final recipient of the payment or that they will give details of the final recipient, with the right for SIRTI to terminate the contract if investigations prove otherwise.

The procurement process and related activities are described in detail in company procedures and work instructions of SIRTI. These procedures and instructions identify the roles and responsibilities of the key players in the procurement process and set out the conditions for a fair, transparent selection and management of suppliers, as well as procedures for reporting and control, and the management of important procedural documentation.



### 3.3 Significant Third Parties

A Significant Third Party is any party acting on behalf of SIRTI who may have significant contact with a public official or private individual in connection with their duties. Significant third parties for SIRTI are:

- Partners (in Joint venture, consortia, special-purpose companies, etc.);
- Consultants, service providers and freelance workers, if they have significant contact with a member of the PA or with a private individual on behalf of SIRTI;
- Third parties involved in extraordinary operations.

Significant Third Parties must respect the principles laid down in this Model.

SIRTI prohibits any conduct by a Significant Third Party that conflicts with the Model, and SIRTI accepts no responsibility whatsoever for such action.

In order to minimize the possibility of such actions occurring, which may potentially harm the interests and rights of SIRTI, the Company requires all Significant Third Parties to comply with the applicable laws, including the anti-corruption laws, when carrying out business with SIRTI.

SIRTI carries out specific control and approval procedures, in order to assess the risk that the Significant Third Party is acting or is at risk of acting in breach of this Model, the Anti-corruption Guidelines and other Guidelines of SIRTI, or of its code of ethics and applicable laws.

In particular, SIRTI that the following assessment procedures are carried out before establishing a business relationship and during the term of the contract with the Significant Third Party:

- Appropriate due diligence, in accordance with the procedures set out in the Anti-corruption Guidelines before any relationship is established, or before any transaction is carried out with a Significant Third Party;
- During the due diligence phase, if any "red flags" come up, checks must be carried out to ensure that the issues have been adequately resolved or that suitable measures to safeguard SIRTI have been put in place;
- Monitoring during the course of the relationship or transaction with the Significant Third Party, during which checks will be carried out to ensure that the counterparty continues to meet the requirements of the Model.

These guidelines establish the necessary phases that allow the Company to effectively assess the risks represented by the Significant Third Party. In particular, employees of SIRTI must have documentary proof that:

- the Significant Third Party has a verified ethical reputation;
- there is a valid commercial reason that justifies a relationship with that Significant Third Party;
- terms of payment are commercially viable and proportionate to the level and type of services provided;
- after the due diligence has been carried out in accordance with the procedure envisaged in the Anti-corruption Guidelines with reference to any aspects of incompatibility or conflicts of interest, it has been established that there is no relationship that does not conform to the provisions of internal procedures, Code of Ethics and current regulations (independent counterparties) between the Significant Third Party, Government Officials or parties in conflict of interest with the Company, nor have any other issues emerged that would indicate potential irregularities;
- the relationship is structured and governed by specific documents containing appropriate contractual provisions to protect against inappropriate conduct by the Significant Third Parties;
- the relationship is effectively and properly monitored from the time of stipulation until conclusion, and care is taken to ensure that all the aspects assessed during the *due diligence* process will remain valid throughout the term of contract.

Before establishing relations with the new Significant Third Party, SIRTI employees must adopt all the measures envisaged in this Model and in the Anti-corruption Guidelines.

#### 3.3.1 Partners

If necessary, SIRTI collaborates with companies in order to award a contract or develop business, also in accordance with any requirements of the local laws in the countries where it operates.

Such type of collaboration can either take the form of special-purpose companies permitted under local laws, or "*joint ventures*" and other forms of association.

It is important for SIRTI to know its potential partners and to be able to assess any existing or potential risks deriving from activities that do not conform with the internal regulations or principles of ethics established by SIRTI. The Company asks all its employees, directors and managers to pay specific attention to selecting and assessing partners.

This Model and the Anti-corruption Guidelines (to be considered an integral part of the Model) set out the requirements for selection, negotiation and verification of these partners activities. These rules of conduct apply to all relationships between the Company and its partners.

### 3.3.2 Consultants, service providers and collaborators

SIRTI can make use of consultants, service providers and freelance workers in carrying out its business. In some cases these individuals will act on behalf of SIRTI. In that capacity, they may have important contact with a public official or private individual and must make sure that the contractual relationships with SIRTI meet the conditions imposed for Significant Third Parties. As a result, additional checks and verifications must be carried out, compared to the requirements of the procedures on relations with third parties.

Consultants, service providers and freelance workers must be assessed, and it must be possible to determine whether they have undertaken, or there is a reasonable possibility that they may undertake, activities that are prohibited by the Code of Ethics or the policies set out in this Anti-corruption Model.

The due diligence activities, which are described in detail in the Anti-corruption Guidelines, define the criteria and control measures used to effectively assess the risks of taking on relations with consultants, service providers and freelance workers.

### 3.3.3 Extraordinary operations with Significant Third Parties

SIRTI enquires that due diligence must be carried out on the target company, in case of an extraordinary operation such as a merger, acquisition or divestment. Specifically, this activity, which is also carried out through external advisers, must involve:

- a due diligence study on the integrity of the target company and its key personnel;
- the possibility of conducting a forensic review in order to identify and assess any potential shortcomings in the target company internal control system and/or any suspicious transactions (for example "Red Flags" may include irregular payment systems, suspicious interactions with public administrations, etc.).

## 3.4 Special payments

SIRTI prohibits the direct or indirect payment or promising of cash, benefits or other advantages to public officials in order to speed up, favour or secure services that would otherwise be a normal part of their duties, such as:

- obtaining non-discretionary business permits;
- non-discretionary procedures such as Customs practices or visas;
- the provision of public services.

These payments, known as "**special payments**" or "**facilitations**", are considered such if they relate to activities that would otherwise be carried out by a public official, i.e., routine, non-discretionary activities, and if all the legal requirements for obtaining the services have already been met.

## 3.5 Sponsorship

Sponsorship activities are considered sensitive with regard to anti-corruption legislation. SIRTI pays attention to any possible conflict of personal and/or business interests in relation to sponsorship activities that could represent a risk to the Company if they could be construed as an act of corruption.

SIRTI requires that sponsorships must relate to initiatives whose sole purpose is **to promote the brand, creating visibility and a positive reputation for SIRTI.**

To avoid being seen as a way of concealing a benefit for a third party in order to gain an advantage for the Company, all sponsorships must be formalized in a written contract.

SIRTI has established methods for authorizing, stipulating and managing sponsorship contracts, which must meet the following principles:

- sponsorships must be consistent with the approved budget;
- checks must be carried out on potential conflicts of interest in the initiative to be sponsored;
- partners of sponsorship agreements must only be well-known, reliable entities (or founders of new companies in the case of start-ups), with an excellent reputation;
- due diligence must be carried out on potential partners to the sponsorship contract, and lawfulness of the agreement must be verified on the basis of applicable laws;
- sponsorship agreements must be drafted in writing and must contain:
  - an adequate description of the nature and purpose of the single initiative, the consideration, the terms and the conditions of payment;
  - a declaration by the counterparty that the consideration paid will only be used for the sponsored initiative;
  - an obligation for the counterparty to comply with the anti-corruption laws and other applicable laws;
  - an obligation for the counterparty with regard to "Corporate Liability", in which the counterparty undertakes to comply with the Code of Ethics and principles of SIRTI Anti-corruption Model;

- the right of SIRTI to terminate the contract, interrupt a payment or receive compensation for damages if the counterparty breaches its obligations and representations as described above, or in the event of any violation of the anti-corruption laws or anti-corruption undertakings contained in the agreement;
- SIRTI must have the right to carry out checks on the counterparty if there is a reasonable suspicion that it may have violated the applicable laws and/or the agreement.

### 3.6 Political contributions

Political contributions are a risk for the Company, with regard to corruption. They can be used as an unfair way of obtaining or maintaining an advantage, such as the award of a contract, permit or license, or to influence political decisions etc.

SIRTI prohibits any direct or indirect form of pressure or influence on politicians and has imposed, in line with the provisions of the Code of Ethics, a prohibition on paying direct or indirect contributions to political parties, movements, committees or other political or trade union organizations or to their representatives.

### 3.7 Donations

Donations to a public official or a private individual are a risk to the Company if their aim is to obtain or maintain a business deal or secure an unfair advantage.

Donations must be connected to projects with aims related to social solidarity, humanitarian ends, socio-economic benefit, scientific research, education, the protection and development of natural or artistic heritage, or they must be intended to support events or bodies with significant social or environmental value.

In particular, such payments do not require any **services in return**.

SIRTI has established procedures for the authorization and payment of donations, which must meet the following principles:

- they must be consistent with the approved budget;
- potential conflicts of interest with the initiative to be carried out must be verified;
- the beneficiaries must be well known, reliable and have an excellent reputation;
- if possible (in the case of identified or identifiable beneficiaries), due diligence must be carried out, together with checks that the beneficiary has met all the requirements needed to operate in accordance with applicable laws;
- checks must be carried out to verify that the contribution complies with the anti-corruption laws and other applicable laws;
- all proposals must be reviewed, if necessary with the aid of the anti-corruption Legal Support Unit, and authorized by individuals with the necessary powers.

All contributions must be made through traceable, non-transferable payment methods and must be accompanied by an official letter from the Company confirming that it is aware that the purpose of the contribution is lawful. Contributions in kind (the supply of products and/or services) must not only meet the above requirements, but must also be recorded appropriately with the necessary accounting and administrative documentation. If appropriate, the beneficiary may be asked to provide representations and warranties relating to the use of the donations, or must be required, where necessary, to provide other reporting tools so that the donated funds can be monitored.

### 3.8 Entertainment and hospitality expenses, gifts and other benefits

#### 3.8.1 *Entertainment, travel and hospitality expenses*

Visits to the head office, out of office meetings and other transactions relating to marketing activities that may involve payments or reimbursements, by the Company, of travel and related expenses (transport, accommodation, meals and other costs) for officials or employees of a business partner may generate a risk of corruption.

Entertainment and hospitality expenses are costs incurred in buying goods or services for individuals, companies or third parties, which are justified by marketing activities or are aimed at promoting company's brand. No consideration is given for these expenses.

All entertainment expenses must be recorded accurately and transparently in Company's accounting records, with sufficient detail. They must be supported by adequate documentation identifying the name of the beneficiaries and the purpose of the payment.

All entertainment expenses must be reasonable and made in good faith. They must also:

- not be paid in cash;
- be paid in relation to legitimate business activities, in good faith;
- not be motivated by a desire to exercise undue influence or with the expectation of anything in return;

- conform to the generally accepted standards of business courtesy;
- be in line with anti-corruption laws, local laws and other applicable regulations;
- be justified by business purposes and their main purpose must not be to visit a tourist attraction or a visit for the personal interests of a foreign official.

In addition to the above, SIRTI requires employees to comply with the contents of the Anti-corruption Guidelines with particular regard to the authorization process and the traceability of all sources of information.

### *3.8.2 Gifts and presents*

Gifts, financial benefits and other utilities may be given or received within the context of usual business courtesy, where they do not compromise the integrity or reputation of either party and where they cannot be interpreted by an impartial observer as being intended to create an obligation of gratitude or to acquire an undue advantage. SIRTI has imposed a prohibition on making or receiving, either directly or indirectly, any type of gift aimed at obtaining an undue advantage, either personal or business-related, or any gift that could be interpreted as such.

Acts of business courtesy such as gifts or other types of hospitality are only permitted if they conform with company procedures established.

Gifts must not be given if they could violate SIRTI prohibition on corruption, or any applicable legislation.

The only permitted gifts, given for courtesy reasons, must:

- be of modest value, i.e., commensurate with the circumstances of the recipient;
- be given in good faith and according to proper practice;
- be consistent with generally accepted business courtesy standards (Christmas parcels for example) or have promotional/demonstration purposes;
- not be paid in cash;
- be in line with anti-corruption laws, local laws and other applicable regulations.

These principles may not be waived under any circumstances, and apply to employees of SIRTI and third parties even in countries in which it is usual to offer gifts or benefits that do not meet the above requirements.

In addition, where gifts or presents are offered or received, SIRTI requires that the transaction must be fully traceable, and also requires an estimate of the value and an indication of the person or company involved (or the beneficiary and donator).

### **3.9 Accounting and bookkeeping**

The principal anti-corruption laws impose specific requirements on bookkeeping, partly in order to discourage and reveal any payments or receipts made for the purpose of corruption.

SIRTI requires that accounts be kept in accordance with the applicable accounting standards, with a complete, transparent picture of the circumstances underlying each transaction. All costs, charges, receipts, revenues, payments and expenditure commitments must be promptly recorded in a complete and accurate manner, and must have adequate supporting documentation issued in accordance with all applicable laws and requirements of the internal control system.

SIRTI has issued an Accounting Manual and specific accounting procedures in line with applicable laws, and keeps the accounting ledgers and documents (made available to the external auditor) in a way that provides accurate justification of all receipts, payments and other transactions, with clear identification of their purpose.

In order to meet these requirements, all SIRTI personnel, without any exceptions, must comply with the rules of law, regulations and procedures on company accounting. SIRTI personnel must never agree to requests to issue invoices for services not rendered, misleading invoices, or the payment of expenses that are irregular, excessive, not adequately described, or insufficiently documented. Staff must always ask for assistance in line with these policies, procedures and guidelines on bookkeeping and accounting.

No accounting documentation or other papers relating to a transaction may be altered in any way that could make the true nature of the transaction unclear or false. No employee may take measures that would appear as inaccurate entries on the accounting ledgers or in the documentation of SIRTI. No payment may be approved or made in the name of SIRTI if there is an explicit or implicit agreement that part of the payment is to be used for a different purpose from the one described in the supporting documentation. Hidden or unregistered funds and accounts are prohibited. These requirements apply to all transactions regardless of their financial significance.

In addition, all employees must fully comply with all requirements relating to the preparation and submission of expense accounts (for example they must describe the financial objective of expenses for meals or entertainment of public officials,

listing the names of all persons involved and attaching all necessary receipts). The Compliance, Quality, Environment and Health & Safety (EHS) Direction can be contacted in the case of doubt.

The adequacy of accounting procedures is confirmed once every six months by the Chief Executive Officer and by the Manager in charge for the drafting of corporate accounting documents. Audits are carried out periodically by the company auditing bodies, and certified by the external auditing firm.

#### **4 HUMAN RESEARCH**

SIRTI may be held responsible for the conduct of its personnel if it does not comply with anti-corruption laws. SIRTI personnel are therefore required to observe this Model and anti-corruption laws, and no disciplinary or other measures will be applied if they refuse to act in a way that violates this Model and/or anti-corruption laws.

Conversely, in the case of any violation of the principles in the Model, SIRTI will apply the disciplinary measures provided for in the applicable legislation.

##### **4.1 Personnel hiring and management**

SIRTI has regulated the hiring and personnel management procedure in order to ensure observance of principles of professionalism, transparency and fairness in accordance with the applicable laws and regulations.

These activities are carried out in accordance with company procedures and the following principles:

- the need for new hiring has been demonstrated by specific requirements and authorized by persons with the necessary decision-making powers;
- the candidates have been assessed by several people and the results of the assessment process have been adequately recorded;
- the ethical suitability of the candidates, and the absence of conflicts of interest, has been verified;
- the remuneration and bonuses are consistent with the role, responsibilities and company policy.

##### **4.2 Staff training**

In order to spread adequate awareness and understanding of the contents of this Model, SIRTI, requires all employees with duties of management, administration, direction and control to attend a mandatory anti-corruption training programme.

The training levels are modulated according to different levels of study, depending on the position of the trainees and their involvement in sensitive activities.

Training activity is managed by the Human Resources and Organization and Facility Management Department, if necessary with the aid of external consultants and the involvement of members of the Compliance, Quality, Environment and Health & Safety (EHS) Direction.

New employees are provided with a copy of the Anti-corruption Model (and a copy of the 231 Model, including the Code of Ethics) and are asked to sign a declaration of compliance with its principles.

SIRTI also requires that, within the first six months of hiring, and whenever considered necessary (for example after significant changes to content), training courses are held on this Model and on the anti-corruption laws in order to raise awareness of the principles, commitments and their mode of implementation.

#### **5 INTERNAL CONTROL SYSTEM, MONITORING AND IMPROVEMENT**

All business activities, in addition to being subject to specific routine controls, must also be carried out in accordance with the following principles:

- recording and segregation of activities and processes, using organizational tools such as separation of tasks and responsibilities, and access to information and data, the availability of which depends on the responsibilities given to each member of staff;
- adoption and implementation of adequate internal rules to define the operational methods for key processes and activities;
- identification of individuals qualified to carry out certain control and authorization activities, and the allocation of appropriate powers and responsibilities in line with the allocated tasks;
- traceability of all operations and regular, accurate maintenance of accounting ledgers and books.

The Compliance, Quality, Environment and Health & Safety (EHS) Direction is responsible for reviewing and independently assessing the effectiveness of internal controls according to its action plan. The checks cover overall compliance with anti-corruption requirements, including compliance with the Anti-corruption Model and Guidelines.

Whenever appropriate, and using methods set out in company procedures, it informs the Board of Directors, of any significant events or urgent issues relating to the Model, which emerged during its audit.

The Compliance, Quality, Environment and Health & Safety (EHS) Direction is also responsible for preparing yearly reports to the Board of Directors. The report must contain at least the following information:

- a summary of the work carried out in the half-year;
- a description of any issues arising in relation to the operating procedures for implementation of the Model;
- a summary of complaints received from internal or external persons including the results of investigations into any suspected or verified violation of this Anti-corruption Model and/or of internal or external laws, ethical principles or any other anti-corruption law and the result of any subsequent checks;
- any disciplinary measures or sanctions imposed by the Company in relation to violations of this Model or of the anti-corruption laws, and the procedures for implementing such measures (guidelines etc.);
- an overall assessment of the functioning and effectiveness of the Model, including proposals for amendments or corrections;
- reports on any changes in the regulatory framework or significant changes to Company internal structure or business methods that would require an updating of the Model.

The Compliance, Quality, Environment and Health & Safety (EHS) Direction will periodically review this Model to ensure that it remains effective, also on the basis of any suggestions or recommendations received from the business units, the Integrity Board, the Internal Audit Department and external auditors based on their work, the analysis of "*best practices*", or if gaps or critical issues have been identified.

## **6 WHISTLEBLOWING**

SIRTI personnel must promptly report any presumed or known violation of the Anti-corruption Model and/or of the internal or external regulations, ethical principles or any other anti-corruption measure, by the Company, a colleague, a freelance worker or a third party, including any requests or offers of payment received from such persons.

Allegations must be sent to the Supervisory Body in accordance with the special part A of the 231 Organizational Model. Furthermore, no employee will suffer adverse consequences as a result of refusing to act in a way that violates this Model, even if this results in SIRTI losing business, or has a negative effect on its plans.

SIRTI will not tolerate any kind of retaliation against an employee who reports a suspected episode of misconduct.

Whistleblowers are protected against any form of retaliation, discrimination or penalization and in any case their confidentiality will be guaranteed, subject to legal requirements and the protection of Company rights or those of individuals accused wrongly and/or in bad faith.