ANTI CORRUPTION POLICY

The principles and rules through which Phaenomena S.p.A. prevents all forms of corruption, concerning both public officials and private parties. Part of the Organizational Model pursuant to Legislative Decree 231/2001.

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Courtesy translation. This document is a translation of the Italian original. In case of any discrepancy or inconsistency between the two versions, the Italian version shall prevail

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The Policy at a glance

- All forms of corruption, towards public and private parties, are prohibited without exception.
- *Facilitation payments* are not permitted, even if "customary" in the sector or country.
- Gifts and hospitality only for genuine business purposes: reasonable, authorised, documented and never in cash.
- Consultants, intermediaries, business partners and suppliers are selected through adequate *due diligence*.
- No one is penalised for refusing to engage in corruption, even if this results in the loss of business.

01 Introduction

The Company conducts its business in accordance with the values and principles set out in the Code of Ethics and Conduct, in the belief that business cannot be conducted without ethics.

In this regard, the Company in particular rejects and condemns any recourse to unlawful or otherwise improper conduct – including corrupt practices in any form, also between private parties – to achieve its economic objectives.

02 Purpose and scope

This document (the "Policy") aims to provide the Company with a systematic framework of reference on the prohibition of corrupt practices. For the purposes of the Policy:

Term	Definition
Public parties	The representatives of the entities defined in the 231 Organisational Model, possibly listed there by way of example, and their foreign counterparts, where not already included in that list, as defined by applicable laws.
Private parties	Any other party.
Family members of a party	The spouse who is not legally separated or the cohabiting partner, the parents, children, brothers and sisters of the party and of the spouse who is not legally separated or of the cohabiting partner.

03 Recipients

The recipients of the Policy are the members of top management and of the corporate bodies, all employees of the Company and the collaborators and third parties with whom it has business relationships.

04 References

Ref.	Document
[1]	Code of Ethics and Conduct
[2]	Organisation, Management and Control Model pursuant to Legislative Decree no. 231 of 8 June 2001

05 General principles

In line with the Code of Ethics, all corrupt practices are prohibited, without exception.

Without prejudice to strict compliance with the Organisational Model adopted pursuant to Legislative Decree no. 231 of 8 June 2001, it is in particular prohibited to receive, demand, pay or offer, directly or indirectly, any form of compensation, gifts, economic advantages or other benefits from or to a public or private party and/or the entity directly or indirectly represented by that party which: *(a)* exceed a modest value and the limits of reasonable courtesy practices and, in any case, *(b)* could be interpreted as intended to unduly influence relations between the Company and that party and/or the entity directly or indirectly represented by it, regardless of whether the aim is to pursue, even exclusively, the interest or advantage of the Company.

Facilitation payments are not permitted either, i.e. unofficial payments of modest value made to speed up, facilitate or ensure the performance of a routine activity or of an activity that otherwise falls within the duties of the public or private parties with whom the Company deals.

Every activity carried out in the sensitive areas referred to in section 6 below must be correctly and accurately reflected in the accounting records. The Company is responsible for preparing accounting records that reflect all transactions accurately, correctly and in reasonable detail, and for establishing and carrying out controls adequate to provide reasonable assurance that:

- transactions are genuine and are carried out only with the authorisation of management holding the corresponding powers and delegations;
- transactions are recorded so as to permit the preparation of financial statements in accordance with the applicable accounting standards;
- the value of assets recorded in the financial statements is checked at reasonable intervals and appropriate action is taken in respect of any differences found.

The use of personal funds or resources to circumvent the application of this Policy is prohibited.

06 Sensitive areas

The obligations and limits set out in this Policy apply to public and private parties and/or to the entities directly or indirectly represented by them with which the Company has or may have business relationships.

Where economic advantages or other benefits are intended for family members of such parties, or of top management or employees of the Company, such gifts are considered potential indicators of corrupt activity and are therefore prohibited, except as may be governed by, and in compliance with, internal procedures.

Specific monitoring of the prohibition of corrupt practices is required in particular in the following sensitive areas:

- gifts and hospitality;
- events and sponsorships;
- donations, membership fees and non-profit organisations;
- consultancy, intermediation, relations with business partners and suppliers;
- joint ventures, acquisitions and disposals.

a) Gifts and hospitality offered to public or private parties

Without prejudice to the general prohibition on unduly influencing relations with third parties in connection with the Company's business, gifts and hospitality expenses (including meals, travel or other entertainment) offered to public or private parties:

- must in all circumstances: *(a)* be made for genuine business purposes, *(b)* be reasonable and in good faith, *(c)* comply with applicable rules and procedures, including the specific authorisation process, *(d)* be recorded and supported by appropriate documentation;
- may never consist of sums of money.

The use of non-scheduled aircraft for the benefit of public parties is prohibited, and specific prior authorisation is required for their use for the benefit of private parties.

For the financial and type limits on gifts and hospitality and for the related arrangements and reporting, reference is made to internal procedures.

The Company's products are offered, without exception, on the same terms and conditions applied to customers with the same characteristics in the normal course of business. If significantly different conditions were to be applied which, in the eyes of a reasonable person, could not be considered part of normal practice or of a possible commercial strategy, such special conditions must be recorded in specific minutes.

b) Gifts and hospitality offered to employees and top management

Gifts and hospitality expenses (including meals, travel or other entertainment) offered to the Company's employees and/or top management:

- must in all circumstances: *(a)* be made for genuine business purposes, *(b)* be reasonable and in good faith, *(c)* be recorded in appropriate documentation;
- may never consist of sums of money.

For the financial and type limits on gifts and such expenses, and for the related reporting, reference is made to internal procedures, which must govern – in the event of non-compliance with the above and/or if the financial limits are exceeded (and in any case in doubtful cases) – how the gift is to be returned or donated to charity.

c) Events and sponsorships

Since the organisation of events and the granting of sponsorships may be used to commit acts of corruption or tax offences, in compliance with the relevant procedures a genuine link to business purposes must in any case be ensured, according to criteria of reasonableness and good faith, together with compliance with the specific authorisation process, recording and documentation obligations and specific financial limits.

d) Donations, membership fees and non-profit organisations

Donations, contributions and/or participation in charities, foundations and non-profit organisations ("contributions") carry the risk that funds or assets of value may be diverted for personal use or for the benefit of public or private parties.

All contributions must therefore be made in accordance with internal procedures, in any case complying with the following minimum standards:

- they may only be made to organisations of proven reliability and recognised reputation for honesty and fair practices;
- the prior authorisation process includes an adequate description of the nature and purpose of the contribution, *due diligence* on the beneficiary and verification of the lawfulness of the contribution under applicable laws;
- contributions may be made within a budget drawn up according to criteria of cost-effectiveness and reasonableness and approved in accordance with the authorisation process established by internal procedures.

e) Consultancy, intermediation, relations with business partners and suppliers

The selection process for consultants (including agents, intermediaries, business partners and suppliers) must include adequate *due diligence*, aimed at least at:

- stating the actual usefulness of the service or consultancy for the company;
- verifying that the same service cannot be performed by the company's employees or, where this would be possible, that they are unable to perform it owing to excessive workloads;
- establishing the identity, experience, qualifications and reputation of the consultant;
- verifying that the consultant has the actual technical, professional and organisational requirements and the capacity to deliver the service;
- verifying that the fees are appropriate;
- ascertaining whether the consultant has been subject to judgments, even if not final, or to investigations relating to bribery, corruption or other unlawful activities, or otherwise presents risk indicators (so-called *red flags*).

Contracts with consultants must be drawn up in accordance with the indications in internal procedures and must give the Company the right to terminate the relationship in the event of a breach, among other things, of applicable anti-corruption laws. The management responsible for the relationship with consultants must verify that the service has actually been provided and that the fee is appropriate.

f) Joint ventures, acquisitions and disposals

Joint ventures, acquisitions and disposals must be carried out in accordance with internal procedures. In any case, appropriate *due diligence* must be carried out to identify the main corruption risk factors and so-called *red flags*. Whenever an acquisition is made, a plan for compliance with this Policy must be activated as an essential part of the post-acquisition integration plan.

07 Final provisions

No practice that may be qualified as corrupt, including *facilitation payments*, may be justified or tolerated on the grounds that it is "customary" in the business sector or in the country in which the activity is carried out.

It is not permitted to impose or accept any service if it can only be performed by compromising the values and principles of the Code of Ethics or by breaching applicable laws and procedures.

No consequences for refusing

No recipient of this Policy is discriminated against or penalised in any way for refusing to perform an act of corruption or a potentially corrupt act, even if such refusal results in the loss of business or other adverse consequences for the business.

In the event of a breach of this Policy, of the internal procedures referred to in it and/or of applicable laws, sanctions are imposed on those responsible in accordance with the law, collective agreements and contracts.

Any amendments to this Policy are subject to the approval of the Company's Governing Body. The adoption, updating and amendment of the procedures referred to in this Policy are subject to the approval of top management.

21 October 2024

The Sole Director