

HWG Group Holdco S.p.A.

Anti-Corruption Policy

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1 Introduction

HWG Group Holco S.p.A. (hereinafter referred to as “HWG Group” or ‘Company’ or “Holding Company”) is an Italian holding company founded in 2022 and based in Verona.

HWG Group controls Italian and international companies operating in the field of cybersecurity, whose main objective is to support companies in proactively preventing, managing, and reducing the impact of cyber threats in an increasingly connected and digital world. To date, companies protect against attacks and monitor the systems of large and medium-sized customers operating in various sectors, including finance, fashion, automotive, telecommunications, and manufacturing.

2 Purpose and scope

This Anti-Corruption Policy has been adopted by HWG Group in accordance with UNI ISO 37001:2016, Legislative Decree 231/2001, and national and international best practices in the field of corruption prevention.

One of the key factors of Group (HWG Group and its Subsidiaries) is its ability to conduct its business with loyalty, fairness, transparency, honesty and integrity, operating in compliance with laws, regulations, similar mandatory regulations, international standards and guidelines, both domestic and foreign, that are applicable to the context in which Group operates.

This Policy is adopted for the purpose of providing a systematic framework of anti-corruption regulatory tools that HWG Group has designed and implemented over time.

The Anti-Corruption Laws qualify as illegal the offer, payment or acceptance, directly or indirectly, of money or other benefits for the purpose of obtaining or retaining business or securing an unfair advantage in connection with business activities.

Bid-rigging, that is, any action aimed at illegally manipulating, distorting or influencing the outcome of an auction or bidding process, also falls within the concept of bribery.

This Policy is inspired by the principles of conduct set forth in HWG Group 's Code of Ethics and aims to provide all Personnel, as well as all those who work, in Italy and abroad, for or on behalf of Group, with the principles and rules to be followed to ensure compliance with the Anti-Corruption Laws.

This Policy defines the general principles that shall serve as guidelines for the preparation, by the Subsidiaries, of the operating instructions necessary to ensure its full application and compliance.

Without prejudice to the general principle that all Recipients of this Policy must conduct themselves in a manner consistent with the principles and rules defined below, the management of the Group is actively engaged in compliance with the Anti-Corruption Laws, as well as in the activity of raising

awareness and dissemination of such rules and principles aimed at preventing corrupt acts, in compliance with of the principle of “zero tolerance” toward corruption.

3 Principles of references

HWG Group is committed, also because of the principles set forth in its Code of Ethics and the Organization, Management and Control Models pursuant to Legislative Decree 231/01, to conduct its activities, in all respects, in compliance with the regulations and the most stringent ethical principles, requiring the same commitment from all employees and persons acting on behalf of HWG Group. In line with this commitment, HWG Group has adopted this Anti-Corruption Policy (hereinafter, the “Policy”).

HWG Group has never tolerated or condones any act of bribery, as well as undue payments of any kind, whether committed directly or through third parties, in Italy or abroad.

Recipients are prohibited from giving, offering or promising any object or other benefit or performance of value (including but not limited to gifts, hospitality, event tickets, travel, goods in kind, employment opportunities, business opportunities, personal favors) to Public Officials and/or anyone for the purpose of improperly obtaining or retaining a personal business advantage and/or for the benefit of third parties. Similarly, Recipients are prohibited from requesting or accepting such improper rewards.

In addition, since HWG Group could be held liable in some cases for the corrupt conduct of third parties such as agents, intermediaries, consultants and business partners, the Group works only with reputable counterparties.

If a Recipient has knowledge or belief that an improper payment has been/will be made or that any other benefit of value has been or will be offered, the Recipient must report this to his or her manager and to the Legal & Compliance department.

The HWG Sababa S.r.l. Whistleblowing Policy provides that no retaliatory action may be taken against any Recipient for a good faith report of a violation or suspected violation of anti-bribery laws and/or this Policy.

Recipient shall adhere to the following general principles of conduct in the performance of their activities:

- a) linearity and clarity in the identification of responsible parties: the identification of tasks and responsibilities related to the performance of a specific activity must be carried out in a clear, comprehensible and immediately recognizable manner;
- b) formalization of powers: the allocation of powers of signature and operational delegations must be documented in writing and must correspond to the type and extent of organizational

responsibilities assigned and the scope of spending powers granted

- c) segregation of powers: responsibility for operational choices is always attributed to a person other than the person who authorized their execution and the person exercising the relevant powers of control. By way of example, the power to fully manage the stipulation of supply contracts, the management of related payments and the control of performance cannot be attributed to a single person.
- d) traceability of operations: the activities and controls carried out must be easily reconstructed ex post by means of suitable documentation, also in computerized form, which must be adequately preserved to allow the correctness of the operations carried out to be verified at any time operations carried out.
- e) protection of the whistleblower: HWG Group Holdco S.p.A. prohibits any retaliatory and discriminatory conduct, which takes the form of threats, bullying, demotion, transfer, suspension or dismissal to the detriment of any person who has reported a violation of this Policy to the appropriate bodies. Any changes in the reporting party's contractual position must be reported to the Legal & Compliance Department and to the Supervisory Board

This Policy and HWG Group Holdco S.p.A.'s internal controls are designed and continually updated to prevent such violations from occurring and to enable HWG Group Holdco S.p.A. and its Subsidiaries to respond promptly and effectively to any investigation of such conduct.

Recipients, especially if they are employees of HWG Group Holdco S.p.A., who violate this Policy or the related operating procedures coordinated with it, may be subject to disciplinary action, including dismissal, in accordance with applicable labor laws and national collective bargaining agreements and the Disciplinary System.

4 References

- a) Civil Code, Art. 2497 et Seq.
- b) Criminal Code, Art. 317 et Seq.
- c) Legislative Decree No. 24 of 10 March 2023 implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions concerning the protection of persons who report breaches of national laws, the so-called 'Whistleblowing Decree'.
- d) Determinations of the National Anti-Corruption Authority (A.N.A.C.)
- e) Organization, Management and Control Model pursuant to Legislative Decree 231/01
- f) UNI ISO 37001:2016

This policy is proportionate to the corruption risks to which the organization is exposed, as identified in the context analysis and anti-corruption risk assessment. It takes into account the size, nature of the activities, and geographical areas in which the organization operates.

5 Definitions and abbreviations

Active corruption: offer of money or other benefits

Agent and business procurer: an individual or legal entity, which the Company intends to use for the purpose of: (i) promoting the Company's business interests; (ii) facilitating the conclusion and/or execution of contracts with third parties; and/or (iii) connecting/presenting the Company to one or more other parties for the purpose of procuring an investment opportunity.

Anti-corruption laws: the provisions of the Italian Criminal Code, of Law No. 190 of 6 November 2012, as amended and supplemented, of Legislative Decree No. 231 of 8 June 2001, of the other laws against corruption in force in the Italian legal system and in the foreign legal systems in which the Company operates, the relevant International Treaties and Conventions.

Conflict of interests means a situation in which the personal or family or financial interests of a Recipient conflict or may interfere with the interests of the Company.

Corruption: Any act, carried out by anyone carrying out, directly or indirectly, activities on behalf of or in the interest of the Group, whereby any undue benefit or remuneration is promised, received or given to a third party or is solicited, promised, offered or given, in the personal interest of the Company or its Subsidiaries, any undue benefit or remuneration, without any significance whatsoever to the public or private status of the offeror or recipient.

D.lgs. 231/2001: Legislative Decree No. 231 of 8 June 2001 and subsequent amendments and additions;

Facilitation payments: payments not due but made, even indirectly, in favor of a Public Official or private individual to favor in any way or ensure the performance of any service, even if due, falling within their sphere of competence.

Family member: the spouse, party to the civil partnership or cohabiting partner of the Public Official, the Person in Charge of a Public Service or the private individual and their respective grandparents, parents, siblings, children, nieces, nephews, aunts, uncles and first cousins, as well as the spouse, party to the civil partnership or cohabiting partner of each of these persons;

Group: consisting of the Holding Company and Subsidiaries

Holding Company: HWG Group Holco S.p.A.

Organizational, Management and Control Model pursuant to Legislative Decree 231/01 (hereinafter also referred to as the 'Model'): an organizational model constructed for the specific purpose of preventing the commission of certain offences (so-called alleged offences) contemplated by Legislative Decree 231/01 and formalized in a specific company document. The adoption of such an organizational model - if it is adequate and effective - may exempt the entity from administrative liability resulting from the commission of the alleged offences

Passive corruption: acceptance of money or other benefits

Personnel: directors, partners, employees of Group.

Public Administration (or P.A.): the Public Administration, as defined in Article 1, paragraph 2 of Legislative Decree no. 165 of 30 March 2001 and in the other relevant regulatory provisions.

Public entity: means any state, government, region, province or any other administrative subdivision, anybody, authority or organ exercising executive, legislative, judicial, regulatory or administrative functions, or related to any governmental authority, court, tribunal or arbitration board, any stock exchange, body or authority controlling such markets financial.

Public official: the term also includes the so-called Persons in Charge of a Public Service and all employees and/or collaborators and/or officials of a government body, agency or public body, control or guarantee authority, customs officials, candidates for public office, officials of public international organizations (e.g. the European Union or the Red Cross), private individuals performing a public function by proxy. The term also includes employees and/or employees and/or officials of commercial enterprises owned or controlled by the state, such as public universities, national airlines, national oil companies, healthcare facilities.

Public service appointee: person exercising a public service in any capacity whatsoever, including for a national or international agency, as defined by the individual national laws to which national legislation to which the public service relates.

Recipients: directors, employees, external and internal collaborators in general, whatever the form of collaboration, distributors, business partners and any other person acting on behalf of the Group (collectively, Recipients).

Sponsorship: advertising initiatives and contracts related to a specific event, project or activity, entered by HWG Group Holdco S.p.A. and its Subsidiaries to enhance and spread the company name, image and brand or to promote company activities, products and services.

Subsidiary: company in which HWG Group Holdco S.p.A. owns at least 50% of the share capital (majority shareholder)

Supervisory Board (or SB): a body of the entity endowed with autonomous powers of initiative and control. It has the task of supervising the operation of and compliance with the Models and of ensuring that they are updated.

Third parties: any economic operator, whether natural or legal person, with whom the Group interfaces to meet its needs. The term must be understood in the broadest possible sense and, as such, includes, but is not limited to, consultants, suppliers, sub-suppliers, agents or any other person or entity operating on behalf of the Group.

Valuable: a term that needs to be interpreted as broadly as possible, including, but not limited to, money, goods in kind, gifts, gratuities, donations, remission or discounting of debts, personal favors, tickets to events, meals, travel, accommodation, hospitality and related expenses, contributions to political parties or charities on behalf of third parties, business opportunities (such as, inter alia, offers or promises of contracts under certain conditions), employment opportunities (such as, inter alia, assignments, consultancies or recruitment), unconditional discounts, health care, documents and/or privileged information acquired in the course of employment.

Whistleblowing: this refers to the Policy regarding the reporting of irregularities ('Whistleblowing') adopted by HWG Sababa S.r.l. and applicable to all of its Subsidiaries.

6 Anti - Corruption Policy

6.1 The corruption

In summary, bribery is defined as the giving, promising or offering of money or other benefits to a person, public or private, to obtain an undue advantage. Corruption is subject to sanctions under laws and regulations ('Anti-Corruption Laws').

Depending on the role of the individuals involved, a distinction is made between:

- active corruption (in relation to the conduct of the person giving, promising or offering money or other benefits)
- passive corruption (in relation to the conduct of a person who receives money or other benefits or accepts a promise thereof).

Depending on the nature of the 'corrupt' party, a distinction is made between:

- corruption in the strict sense, when the gift, promise or offer is made to a Public Official or a Person in Charge of a Public Service in order to omit or delay or to have omitted or delayed an official act, or to perform or to have performed an act contrary to his official duties, or in any case for the exercise of his functions or powers;

- corruption between private individuals, when the gift, promise or offer is addressed to senior representatives of companies or private entities (e.g. a director or general manager) or to persons subject under the direction or supervision of the latter, in order that they perform or omit an act in violation of violation of the obligations inherent in their office.

6.2 Statements of principles

HWG Group prohibits bribery without exception, with respect to any public or private entity. In detail, HWG Group prohibits:

- offering, promising, giving, paying, authorizing someone to give or pay, directly or indirectly, a financial advantage or other benefit to a Public Official or a private party (Active Corruption).
- accepting a request from, or solicitation by, or authorizing someone to accept or solicit, directly or indirectly, an economic advantage or other benefit from anyone (Passive Corruption).

When the intention is:

- inducing a Public Official or a private individual to improperly perform any function of a public nature, or carry out any activity associated with a business, or reward him/her for doing so.
- influence an official act (or omission) by a Public Official or any decision in breach of official duty.
- influencing or compensating a Public Official or a private individual for an act of his/her office.
- obtaining, securing or retaining business or an unfair advantage in relation to the business activities; or - in any case, violating applicable laws.

Prohibited conduct includes offering to, or receiving from, Group personnel (direct corruption) or from anyone acting on behalf of the Group (indirect corruption) of a financial advantage or other benefit in connection with business activities.

This prohibition is not limited to cash payments, and also includes, for corrupt purposes, gifts; attention expenses to third parties, meals and transport; contributions in kind (such as sponsorships and charitable donations); business, job or investment opportunities; confidential information that could be used to trade in securities and products regulated products; personal discounts or credits; Facilitation Payments; family assistance or support; other advantages or other benefits.

6.3 Zero tolerance for corruption

HWG Group declares zero tolerance for acts of bribery and prohibits them from being committed in any form, whether direct or indirect.

HWG Group does not allow the Recipients of this Group Policy to be involved in either active or passive acts of Corruption.

By committing to zero tolerance towards Bribery, HWG Group ensures that any violation of the principles of this Group Policy and any conduct that represents a suspected act of Bribery will be assessed, where appropriate, through a specific internal investigation, also with a view to taking disciplinary action, without prejudice to any sanctions provided for by the applicable regulations.

HWG Group promotes the principles of integrity and transparency among all its stakeholders, implementing the best Anti-Corruption standards and practices.

HWG Group reserves the right to refrain from doing business with a Third Party when there is any doubt that acts of Bribery may have been or may be committed.

All Group personnel are actively involved in the efforts to combat bribery and corruption and are required to ensure strict compliance with the contents of this Policy, in accordance with the provisions of the HWG Group's Code of Ethics.

6.4 Principles of behaviour in key sensitive areas

Regarding to the types of activities of the Group, the following can be identified as most sensitive to risk Corruption the following areas:

- Relations with the Public Administration (understood in all its possible articulations)
- Gifts
- Donations
- Entertainment expenses
- Sponsorships
- Facilitation payments
- Relations with political and trade union organizations
- Staff selection, recruitment and management
- Selection and management of suppliers and consultants
- Mergers, acquisitions and significant investments
- Accounting records and internal controls
- Relations with third parties
- Relations with public service representatives
- Relations with private customers
- Relations with external collaborators
- Relations with other parties
- Tenders and private tenders with PA

- **Passive corruption**

In relation to the current or potential business of the Group and in any case for each area of activity of interest to the Group, the Recipients must comply with the provisions of the Code of Ethics and the following principles of conduct.

The organization is committed to complying with applicable laws on corruption prevention, international standards, and contractual requirements with customers, suppliers, and partners.

6.5 Relations with the public administration

Relations with subjects representing the Public Administration must be based on principles of fairness, loyalty and transparency as well as compliance with the applicable legal provisions.

All Recipients must conduct their activities in compliance with this Policy and the anti-corruption rules.

In the first instance, relations with subjects representing the Public Administration must be managed only by the people appointed and authorized for that purpose and within the limits of the powers attributed to them. Moreover, the traceability of all relations must be ensured by the drafting of minutes/reports/explanatory documents and their proper filing and preservation.

These must contain information that provides a complete and comprehensive representation of the event, such as, by way of example and not limited to date and place of the meeting/contact; subject and reason for the meeting; names and roles of all participants in the meeting; positions expressed on the topic discussed and conclusions.

Finally, pursuant to this Policy, the Recipients are prohibited from:

- carrying out any type or form of corrupt practice (also in reference to international legislation and/or that of other States) and, in particular, from giving or offering cash donations and/or concessions of goods in kind and in any case anything of value, directly or indirectly (among other things, through intermediaries, subcontractors and/or third parties in general), to any Public Official and/or to any private commercial counterpart in order to improperly obtain or retain a personal commercial advantage and/or for the benefit of third parties or to promote the activity of the Group or to defend its own market positions or, in any case, to acquire preferential treatment;
- giving money and/or granting goods in kind and/or any other benefit to friends and family members of Public Officials or private commercial counterparts. Similarly, the Recipients are prohibited from offering, requesting or accepting any payment and/or other benefit.

- pay or offer, directly or indirectly, payments and benefits of any kind for the purpose of accelerating performances that are already due (“Facilitation Payments”) by entities with which HWG Group and its Subsidiaries interface.

In the presence of a request for improper payment or other valuable benefit in violation of this Policy, the request must be immediately rejected by Recipients and reported to their manager and to the Legal & Compliance Department.

6.6 Free gifts

In general, HWG Group prohibits the granting of gifts. HWG Group also prohibits the request for gifts or entertainment by Recipients, who must refuse gifts and hospitality, if offered, where possible.

However, if business practice requires it, Recipients may give gifts of modest value, in compliance with the limits imposed by the individual operating instructions developed by the Subsidiaries.

6.7 Donations

The Group may accept requests for liberal contributions (e.g. donations) limited to proposals from entities, associations and non-profit organizations that are of interest for their cultural, charitable, scientific and artistic value. In any case, when choosing the proposals to accept, particular attention must be paid to any possible conflict of interest and each financial and economic operation for this purpose must be perfectly traceable.

In managing the process of providing donations, the absolute prohibition of donations to political parties or similar organizations must be taken into consideration.

In any case, all donations from which a possible conflict of interest may emerge in relation to the possibility of obtaining or retaining business opportunities or to obtain an undue commercial advantage are always prohibited.

Political donations are prohibited in all forms, both material and immaterial.

6.8 Entertainment expenses

HWG Group allows expenses to be incurred for participation in events and hospitality involving customers/suppliers/business partners and other parties, in compliance with the limits imposed by the individual operating instructions developed by the Subsidiaries.

6.9 Sponsorships

Sponsorship activities must be carried out in accordance with the operating instructions developed by the Subsidiaries. The Group may carry out event sponsorship activities exclusively for the

purpose of promoting the image of the Group., its services and/or its brand. Sponsorships are remunerated in the form of money or other forms of transparent, predetermined and economically quantifiable support, associated with an event, an activity or an initiative in which the image or brand of the Group is promoted.

The process of providing a sponsorship requires the accurate, transparent and detailed formalization of the request and approval, always in writing and motivated, by the applicant, by specifying the reason, purpose and corporate motivations connected to the provision, as well as verifying the absence of conflicts of interest, in particular with respect to public entities that can, directly or indirectly, favor the activities of the Group.

6.10 Facilitation payments

HWG Group expressly prohibits, both in Italy and abroad, all so-called facilitation payments (i.e. facilitation payments), or any type of payment or giving of other benefits made directly or indirectly to Public Officials or Public Service Representatives, or private individuals, whether natural persons or economic entities, Italian or foreign, for the purpose of speeding up, facilitating or simply ensuring the performance of a routine activity or an activity that is in any case lawful and legitimate within the scope of the duties of such subjects.

6.11 Relations with political and labor organizations

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

6.12 Personnel selection, recruitment and management

6.12.1 HR guidelines

Human Resources (HR) activities such as job or internship offers are considered valuable, and therefore giving, offering or promising such activities to unduly obtain or maintain an economic advantage constitutes Corruption.

HWG Group condemns any type of HR activity that is contrary to professional ethics, violates the principles of objectivity, competence, professionalism and equal opportunities, regardless of whether it falls within the definition of Corruption.

An HR activity towards a specific person that is directly or indirectly proposed by a customer, business partner, or any other Third Party known to have a formal or informal relationship with the

Group, or by a Public Official or Person in Charge of a Public Service or by a person connected to them, must be carried out through the usual competitive process applicable according to the internal regulations of the Group, and must include the formalization in the HR documentation of all decisions useful for being able to demonstrate ex post that the choices are based on the principles set out above and not influenced by the request of the third party in question.

All HR practices, including, by way of example, offers of full-time or non-full-time employment, offers of internships, whether paid or unpaid, training or professional growth activities, promotions or changes in job description, and salary increases, are carried out exclusively based on merit.

6.12.2 Management of conflicts of interest during recruitment and throughout the employment relationship

The selection and placement of personnel are also based on compliance with the principles of fairness and impartiality. The personnel in charge of personnel selection activities are required to comply with the following control measures:

- search for and hire resources whose profiles meet the real needs of the company, basing choices on criteria of professionalism, competence and merit, banning any form of discrimination.
- ask candidates to declare, in compliance with applicable legislation, the possible existence of situations that HWG Group deems relevant for the purposes of the evaluation regarding the continuation of the selection process in reference to issues relating to conflict of interest.

Finally, all Group employees, at the beginning of their employment relationship, must disclose any potential Conflict of Interest and must inform their manager and the corporate bodies responsible for compliance of any conflict of interest or alleged conflict of interest that may arise during the employee's employment with Group and its Subsidiaries. The corporate bodies responsible for compliance (Legal & Compliance Department) may carry out any more extensive assessment to determine the existence of a Conflict of Interest and any actions to be taken.

6.13 Selection and management of suppliers and consultants

The purchase of goods and services, consultancy and professional services by the Group and the management of relationships with the parties entrusted with the same (suppliers and consultants) may represent potential situations of risk of Corruption both in the initial selection phase and in the phase of assignment and management of the relationship.

The processes for the purchase of goods and services by the Group, appropriately formalized, must be based on:

- I. compliance with applicable legislation
- II. search for maximum economic advantage, consistently with the objective of pursuing the creation of economic, environmental and social value,
- III. protection of the reputation of HWG Group

In this context, the roles and responsibilities of the main actors involved in the procurement process and the general rules for the main activities, such as the management of suppliers, the reporting and control of supplies and the management of documentation, are clearly defined.

The fees paid by the Group to any supplier and consultant must exclusively constitute fair remuneration for legitimate goods/services, rendered based on the contract stipulated between the parties. The funds paid may never have a corrupt purpose nor be directed, even though other subjects, to corrupt purposes.

Furthermore, the Group guarantees constant and punctual compliance with the following rules:

- the Group shall use suppliers and consultants who have been verified based on technical, economic, social, environmental, legal and ethical criteria and for whom the presence of professional, competence and organizational requirements has been ascertained.
- the subjects authorized to issue and approve purchase requests must be formally identified in internal procedures or through the system of powers of attorney and delegation of powers adopted internally.
- the accuracy of the invoices received and their compliance with what was contractually agreed and with the service received in compliance with market conditions must be verified.
- it is forbidden to i) arbitrarily exclude from requests for quotations potential suppliers and consultants who possess the necessary requirements; ii) use suppliers and consultants with whom the subjects authorized to issue and approve purchase requests have kinship or affinity relationships or in relation to whom there may be situations of conflict of interest.

6.14 Mergers, acquisitions and major investments

Mergers, acquisitions or investments in another company (Reference Company), or any other reorganization activity, including debt restructuring, which may result in the acquisition of control or a significant level of influence over another company (e.g. through the power to appoint members of the supervisory and executive bodies, the exercise of veto rights, etc.) in which HWG Group participates, pose a risk that:

- the other entity participating in the merger and therefore merged into the merged entity, has been or is still involved in corrupt acts.

- the reference entity of a significant strategic acquisition or investment has been or is still involved in corrupt acts.

In several jurisdictions, the company resulting from the merger, acquisition, significant strategic investment or reorganization assumes the responsibilities of the previous entities, including civil and criminal liabilities for any crimes relating to Corruption. The risks associated with such transactions also include, but are not limited to, reputational risks and the risk of losing orders previously obtained through corrupt means, with the resulting costs that may arise.

To manage these risks, HWG Group carries out the following three main mitigation activities:

- Anti-Corruption due diligence prior to the completion of the transaction to verify that all risks of possible previous corrupt actions have been identified and are adequately mitigated.
- decision-making process that includes all necessary Anti-Corruption assessments.
- integration of the reference entity upon completion of the transaction, including, if necessary, remediation actions.

The purpose of the Anti-Corruption Due Diligence process is to understand or determine the likelihood of current or past corruption incidents in relation to the Reference Company or other parties involved in the transaction.

The final decision on whether to proceed with the transaction must include an examination of the results of the Anti-Corruption Due Diligence. If the Anti-Corruption Due Diligence identifies serious risks of Corruption, this decision must also include whether post-transaction corrective actions are necessary. Such corrective actions may include:

- the use of specific legal advice.
- the renegotiation or a new tender procedure for all contracts that show evidence of Corruption.
- the removal of members of the Corporate Bodies or of the Personnel of the Reference Company who may have been involved in corrupt acts.
- reporting to the competent Authorities.

Once the transaction has been concluded, if, also in consideration of the control acquired over the Reference Company, HWG Group intends to exercise management and coordination activities, the acquired company will be required to implement all the safeguards provided for by this Policy, as well as by the HWG Group Code of Ethics, and to adopt Model 231.

6.15 Accounting records and internal controls

This Policy requires that all expenditures made by the Group be reflected in their respective accounting records, and that all payments made with or on behalf of the Group funds have been duly authorized.

Personnel are required to follow all applicable standards, accounting principles, regulations, accounting practices and financial reporting guidelines. Personnel (employees) must prepare expense reports and records in a timely and complete manner upon request from their managers.

Personnel must ensure that no payment is made for a purpose other than that accurately described in their respective corporate books and records.

Personnel shall use their best efforts to ensure that transactions, dispositions and payments involving the Group funds or assets are adequately and accurately recorded in their respective accounting records. Anonymous entries or unrecorded expenditures or false or artificial accounting entries in any corporate accounting records are prohibited. Finally, they are prohibited from using personal funds to do anything this Policy prohibits.

6.16 Relations with third parties

Anti-corruption legislation prohibits indirect payments made through Third Parties, including the transfer of any property or other asset to a third party knowing that such property will be transferred to a Public Official or private commercial counterparty for improper use. Personnel should avoid situations involving Third Parties that may lead to a violation of this Policy.

Group's Personnel who interact with Third Parties are responsible for taking reasonable precautions to ensure that they conduct business ethically and in accordance with this Policy. Such precautions, governed by operational procedures, may include subjecting third parties to risk-based due diligence, including appropriate contractual provisions in contracts with Third Parties, requiring Third Parties to certify that they have not violated and will not violate this Policy, the HWG Group's Code of Ethics and any applicable anti-corruption legislation during the course of the business relationship with the Group, and monitoring the reasonableness and lawfulness of the services provided and the consideration paid to Third Parties during the relationship.

It is also important to consider that Third Parties may themselves be the recipients of corrupt actions aimed at obtaining undue advantages or influencing business decisions.

Personnel are encouraged to pay particular attention and monitor more rigorously Third Parties at greater risk, whose involvement may involve interactions with Public Officials, for example to obtain permits, clearances, authorizations or similar consents, or inspections by public authorities or agencies.

6.17 Relations with public service officers

Relations with persons representing the Public Administration or Supervisory Authorities, with Public Officials (such as, but not limited to: officials belonging to the legislative, executive, administrative, judicial or other public functions) or persons in charge of public services must be based on principles of correctness, transparency, impartiality and collaboration, as well as compliance with the applicable provisions of law and regulations. In the context of relations with persons in charge of public services, it is not permitted to seek or establish relationships of favor, influence, interference with the aim of influencing, directly or indirectly, their activities.

It is forbidden to:

- promise, pay or offer, directly or indirectly, even in different forms of aid or contributions, payments or material benefits or other utilities and ensure advantages to persons in charge of public services to influence their behavior;
- induce a third party to exert influence or pressure on a person in charge of a public service for the purposes indicated above or in any case remunerate him for his mediation activity;
- give in to requests or solicitations for benefits or advantages, recommendations or pressure from persons in charge of a public service or representatives of Supervisory Authorities

6.18 Relationships with private customers

The Group maintains relationships with customers during the product selling phase. In relation to the risk areas to combat possible corrupt behavior:

- identifies the roles and responsibilities of the main actors involved in the commercial activity regarding relationships with Customers;
- prohibits the offer of money, gifts and freebies that exceed normal commercial practice;
- prohibits the acceptance of money, any form of gift or freebie that exceed normal commercial practice;
- administrative and accounting management is based on the criteria of transparency and completeness so that each individual operation is represented in the accounting in a faithful and exhaustive manner.

6.19 Relations with external collaborators

The Group may avail itself of the collaboration of commercial agents (in the promotion and sale of services); it also uses external consultants in relation to activities connected to the business.

In such relationships, the risk of corruption or attempted corruption may occur in the performance of the assigned tasks. This activity may generate the risk of corruption where the Collaborator, acting in the name and on behalf of the Group, in carrying out the assigned task, engages in corrupt behavior by promising, giving, requesting, receiving payments of money or other benefits to obtain an undue advantage.

Without prejudice to the principles/elements above, with reference to professional assignments/consultancy/agency contracts/intermediaries/business brokers-managers, it is specified that:

- the choice of the Collaborator must be based on the criteria of quality, costs and reliability;
- the economic compensation contractually determined must be consistent with the assigned task and documentable in the accounts;
- the assignments should, as far as possible, also include a fixed base;
- the “success fee” (and in general the compensation) must be: i) proportionate to the importance and difficulty of the requested performance/services covered by the contract (in terms of nature and duration of the assignment) and appropriately detailed; 2) in line with the applicable legislation and the reference practices of the geographical area/territory, the reference market and the specific business of HWG Group (always in compliance with the principles of this document); 3) adequate to the “level of emoluments” generally paid for the performance of services in similar transactions; 4) paid only following the successful outcome of the operation and within a reasonable period with respect to the expiry of the assignment.

6.20 Relations with other parties

The Group's relations with other entities (e.g. certification bodies, public bodies, etc.) that carry out inspections, for example in the area of accident prevention, may expose HWG Group to the risk of committing corrupt activities.

In fact, the hypothesis could arise in which a representative of the Group, in order to obtain the renewal of a certification in the absence of the requirements set out in the legislation (e.g.: ISO), or in order to avoid the damage of a sanction by a ULSS, offers an undue advantage to a Public Official (Police Forces, INPS, etc.).

To this end, the actions of the Recipients of the Group must comply with the following minimum standards:

- operate in compliance with all the provisions, both legislative and internal, in this area

- base relationships with Auditors, Public Officials and Public Service Officers on the principle of correctness, transparency, collaboration, availability and full respect for their institutional role;
- prohibition to pay or offer, directly or indirectly, money or gifts or any benefit to Public Officials and Public Service Officers to compensate for an act of their office;
- the preparation of the relevant documentation must be carried out with the utmost diligence and professionalism in order to provide clear, accurate, complete, faithful and truthful information, reporting, in the appropriate form and manner, situations of conflict of interest;
- the documentation must be drawn up in a timely manner and in clear, objective and exhaustive language and be verified and signed by managers with suitable powers of delegation.

6.21 Tenders and private bids with public administrations

The activity of participating in tenders (public or private) must take place in compliance with the regulatory requirements, procedures and the current authorization process.

Like any selection process, tenders (public or private) may attract behaviors that constitute corruption and/or illicit interference. HWG Group prohibits the adoption of such behaviors as:

- paying a sum of money or providing an advantage to the customer representative or someone from his circle of family and friends;
- unduly influencing – in exchange for an advantage – the buyer's assessment of his needs for products/services or the drafting of his specifications to favor a particular supplier;
- revealing confidential information about the ongoing tender in exchange for money.

6.22 Passive corruption

HWG Group prohibits bribery without exception, against any public or private person. It is in fact prohibited to accept, or authorize someone to accept, directly or indirectly, material benefits, economic advantages or other benefits.

7 Roles and responsibilities

Top management of each company is responsible for implementing and disseminating this policy. The Anti-Corruption Compliance Function is responsible for overseeing the implementation, effectiveness, and improvement of the Anti-Corruption Management System, as well as receiving and handling reports of violations.

8 Control Measures for Gifts, Hospitality, and Other Benefits

The offering, promising or granting of gifts, entertainment expenses, hospitality or other benefits to public or private parties must be consistent with the principles of integrity, proportionality, transparency, traceability and prevention of conflicts of interest, as well as compliant with this Policy, the Code of Ethics and applicable anti-corruption laws and regulations.

Such initiatives must never be capable, even potentially or in appearance only, of influencing the independence, impartiality or decision-making of the recipient, nor of creating expectations of reciprocity or undue advantage.

In any case, the offering or granting of gifts, benefits or other advantages is prohibited during or in close temporal proximity to tenders, selection procedures, negotiations, contract renewals, audits, inspections, decision-making processes or investigative activities, or in any other context that may present corruption risk profiles.

In compliance with the above principles, Subsidiaries shall adopt and maintain appropriate control measures, procedures and tools to govern the management of the initiatives referred to in this paragraph, in line with their risk profile, operational context and applicable regulations, while ensuring adequate levels of authorization, documentation and ex post verifiability.

Such control measures shall be periodically reviewed and updated by the Subsidiaries, also on the basis of guidance provided by the Parent Company, developments in the regulatory environment, and the results of monitoring and internal control activities.

9 Corruption risk assessment

HWG Group also carries out, for the purposes of designing its own management system for the prevention of Corruption, a periodic assessment of the Corruption risk (hereinafter also “Risk Assessment”) aimed at

- identifying the reasonably foreseeable Corruption risks to which the organization is exposed;
- analyzing and evaluating, on the basis of defined and formalized criteria, the identified risks;
- evaluating the suitability and effectiveness of existing controls aimed at mitigating the applicable Corruption risks;
- planning, where appropriate, the necessary actions to strengthen the internal control system
- Risk Assessment activities are coordinated by the Legal & Compliance Function.

10 Monitoring and policy update

The application and compliance with the provisions of the Policy is periodically verified through control activities conducted by the corporate bodies entrusted with compliance duties through verification activities (audits).

In particular, the Legal & Compliance function carries out random checks in the main risk areas, acting independently and evaluating the concrete effectiveness of the measures provided. The results of these assessments are subsequently transmitted to the Chairman of the Board of Directors and the Chief Executive Officer and the Supervisory Body.

The Legal & Compliance of HWG Sababa S.r.l. function monitors the effective and efficient adoption of this Policy and is responsible for coordinating and supervising training activities, collecting written evidence of its assessments. Finally, on a periodic basis, the Legal & Compliance function reports, in the most appropriate forms, to the Supervisory Body, reporting any gaps or critical issues in the control system, the violations identified, and the preventive tools adopted or whose adoption is suggested, to avoid new violations of the Policy.

11 Communication and dissemination

This policy is communicated to all employees and collaborators and made available to interested parties, including through publication on the company website and dissemination to business partners. The organization provides training and awareness programs to ensure widespread awareness.

12 Training

As part of HWG Group's ongoing commitment to anti-corruption compliance, all Personnel have access to this Policy on the company intranet and are required to carefully examine it to understand the crimes that may arise in the exercise of their business, and the personal and administrative risks and responsibilities for the Company.

13 Reporting obligations and protection of whistleblowers

HWG Group requires that Personnel who become aware of or have reason to suspect any violation of this Policy report it in accordance with the Whistleblowing Policy. Please remember that if the reporting of actual or suspected violations is made in good faith, no retaliatory action will be taken in relation to the employment/personal relationship with the reporter.

14 Disciplinary and sanctions consequences

Violations of the principles and standards contained in this Group Policy, in addition to being a source of possible criminal liability for individuals and administrative liability pursuant to Legislative Decree 231/01 and subsequent amendments for HWG Group, entail the application of the disciplinary system provided for in the Model 231 adopted by HWG Group.

In this context, it is recalled that:

- Personnel are subject to the sanctions provided for by the applicable National Collective Labor Agreement (or equivalent document); these will be applied by the competent HR organizational unit;
- members of the Corporate Bodies and the Supervisory Body are subject to the sanctions of suspension and, in the most serious cases, revocation from office; these will be determined by the relevant Shareholders' Meeting/Administrative Body;
- Third Parties are subject to the sanctions provided for in the contracts stipulated with them, which may lead to suspension and, in the most serious cases and depending on the case, revocation of the appointment or termination of the business relationship.

In all cases, the sanction is commensurate with the level of responsibility of the person involved, the intentionality and the seriousness of the behavior and, without prejudice to the guarantee of adversarial proceedings, can be applied independently of the initiation of proceedings by the Judicial Authority.