



POLICY

PP-041 v.04

ANTI-BRIBERY & CORRUPTION POLICY

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TITLE PAGE

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UPDATES

Version	Date	Code	Updates
1	15-03-2021	PP-041	First Issue
2	01-07-2021	PP-041	Group review
3	22-12-2021	PP-041	Document updated in order to better specify that: (i) The Group Companies act in compliance with current regulations provisions set out in countries where the Group Companies are located, whether these are more restrictive, (ii) all Recipients, in case of need for clarification, can refer to the Group Compliance Function that is responsible for the implementation of the policy.
4	21-12-2023	PP-041	Integration in order to incorporate the improvement actions emerged during the Anti-Bribery Assessment and the provisions of ISO 37001.

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1 GENERAL INFORMATION

1.1 SCOPE AND APPLICATION

This document outlines Nexi Group's framework for Anti-Bribery and Corruption. Pursuant to the rules set forth in the Code of Ethics, Nexi Group is committed to preventing bribery and corruption in all forms and has no tolerance towards bribery and corruption.

The purpose of this policy is to:

- define a set of principles intended to identify and deter potential acts of bribery and corruption amongst all interested parties, both inside and outside the Group, in order to protect the Group's integrity and reputation;
- delineate roles and responsibilities within the Group for the prevention of bribery and corruption; and
- identify the main areas in which instances of bribery and corruption might arise, expected mitigating actions, and related roles and responsibilities.

This document is a "Group Policy" which all companies of the Group (hereinafter also the "Legal Entities"), including members of the governing bodies, employees, associates, suppliers, and any other business partners operating in the name of, or on behalf of, the Group are expected to comply with.

This policy is applicable to all jurisdictions in which the Group operates. If local regulatory requirements are stricter than this policy, the local regulation is to be followed.

1.2 DEFINITIONS

Top Management	The General Manager and those who perform equivalent functions. For Nexi Group it includes the Chief Executive Officer, the Executive Management
Bribery	Giving, offering, promising, receiving, accepting, requesting or soliciting, whether directly or indirectly, money or in-kind benefits, be they tangible or intangible, in order to secure or maintain an undue advantage in company operations, regardless of whether the recipient of the bribe is situated within the public or private sector
Corruption	Offering, promising, giving, authorising, soliciting, inducing, instigating (active corruption) or accepting the promise or receiving (passive corruption) - directly or indirectly and irrespective of the place - money, things of value, or other favours in order to obtain an undue advantage of any value (which may also be of a non-economic nature), as an inducement or reward for a person to perform, or to have performed, or to have omitted, to delay or to have delayed an activity in connection with the performance of that person's duties.
Recipients	<p>Group personnel and all those acting in the name of and/or on behalf of and/or in the interest of the Group or who have professional or business relations with it, i.e.:</p> <ul style="list-style-type: none"> • members of all corporate bodies, executives, agents, employees, and associates; • parties whose services are made available to, and controlled by, Group Companies, and who take part in delivering those services offered by Group Companies for any reason, including but not limited to: retained professionals, suppliers, trade partners, etc.; • any third party engaged as an outsourcer; • parties who represent the Group within any company, entity, or association, including, but not limited to, trade and industry associations, etc.; and • third parties with whom the Group interacts, as permitted by law, or pursuant to agreements executed with the individual companies, and to the extent permitted

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	by this Policy
Employees	All employees of Nexi Group
Group or Nexi Group	Nexi S.p.A. and its subsidiaries referred to as Legal Entities
Supervisory Body	Body provided for in Article 6 of Legislative Decree 231/2001 relevant to the Italian entities of the Group, with the task of supervising the operation of and compliance with the Model 231, as well as its updating.
Public Administration	The totality of all public functions of the State or other public bodies. The concept of Public Administration is understood in a broad sense, encompassing the entire activity of the state and other public bodies
Civil Servant	<p>Generally, any elected or appointed public official, manager, or employee at any level of service, or any other person acting in an official capacity within an entity in which the State holds a controlling interest, government office or agency, local or regional government unit, college of judges, royal family, political party, or international public organisation.</p> <p>These might include the below (non-exhaustive list)</p> <ul style="list-style-type: none"> • a holder of public office at national, state, provincial or municipal level, including members of legislative bodies, those holding executive and judiciary powers; • officials of political parties; • candidates for public office; • public employees, including employees of ministries, government agencies, administrative courts and public bodies; • officials of public international organisations; and • employees of publicly controlled enterprises, unless the enterprise operates on a normal commercial basis in the relevant market, <i>i.e.</i>, on a basis substantially equivalent to that of a private enterprise, without preferential subsidies or other privileges. <p>In some cases, relatives and close associates of public officials are also considered to be public officials for the purposes of bribery prevention laws</p>
Sponsorship	<p>Transaction involving the payment of a consideration in order to develop business opportunities related to the agreed consideration. The sponsorship consideration may be paid in cash or in a corresponding form.</p> <p>Unlike charitable giving, sponsorship is a commercial transaction, with the expectation of making a profit in return for the agreed counter-performance</p>
Third Parties	<p>Providers of goods and services, within the scope of their interactions with Group Companies, including external consultants and professionals, as well as any associate, regardless of their title or position, who is acting in the name of, or on behalf of, any Group Company. Specifically, the following are considered as relevant Third Parties for the purposes of this document</p> <ul style="list-style-type: none"> • suppliers; • intermediaries; • agents; • joint ventures or partners in a consortium; • contractors and direct subcontractors and • other third parties performing similar tasks or functions.
Management	Set of policies, processes and procedures regarding the prevention of bribery and

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System	corruption used by the organisation to ensure that it can perform the tasks required to achieve its objectives regarding Anti-Bribery & Corruption.
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1.3 APPLICABLE LAWS AND STATUTES

Please find below the legal standards, providing the external framework for this Policy.

Context of reference

The international legal frameworks regarding anti-bribery and corruption are characterized by constant intensification of sanctioning procedures for corrupt activities. This policy is based on international conventions and treaties (listed below).

International laws guidelines

- Organization for Economic Cooperation and Development (OECD), “Convention on Combating Bribery of Foreign Public Officials in International Business Transactions”, 1997;
- United Nations, “Convention Against Corruption”, passed by Resolution no. 58/4 of 31 October 2003;
- Council of Europe, “Criminal Law Convention on Corruption” and “Civil Law Convention on Corruption”, 1999;
- Council of the European Union, “Framework decision no. 2003/568/GAI of the Council dated 22 July 2003 regarding combating bribery in the private sector”, 2003;
- UK Bribery Act promulgated in the United Kingdom in 2010;
- The Wolfsberg Group, “Wolfsberg-Anti Corruption Guidance”, 2011;
- International Chamber of Commerce, “ICC Rules on Combating Corruption”, 2011;
- Transparency International, “Business Principles for Countering Bribery, a Multi-Stakeholder Initiative led by Transparency International”, 2013;
- G-20, “2015-16 G20 Anti-Corruption Implementation Plan”, 2014;
- ISO 37001 “Management systems for the prevention of bribery”.

Internal rules

- Group Code of Ethics (CC-07);
- Model 231, where adopted by the Group Italian Companies, pursuant to Legislative Decree 231/2001;
- Group Whistleblowing Policy (PP-056);
- Group Procurement Policy (PP-026);
- Group Conflict of Interest Policy (PP-028);
- Group Compliance Management Guidelines (GL-010);
- Local Policies and Procedures adopted by the Group Legal Entities on procurement, administrative and financial governance, conflict of interest and whistleblowing.

1.4 AUTHORISATION PROCESS AND IMPLEMENTATION

This Policy is approved by the Group Board of Directors and adopted by individual Group Companies in line with the requirements outlined in the Group Regulatory System Guidelines (GL-001).

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Where local requirements are more stringent than these Policy requirements, each Legal Entity should follow the local requirements. may deviate from this Policy as deemed appropriate at a local level.

Group Compliance, having the ownership of these Guidelines, represents the contact point for all the Legal Entities in case of need for clarifications regarding this Policy and is responsible of the maintenance and update of the document, which is reviewed periodically or in case of any regulatory modification and/or organizational changes.

Any deviation from this Policy should be raise to Group Compliance and supported by a clear rationale.

2 GUIDING PRINCIPLES

Zero tolerance for bribery and corruption

The Group has zero tolerance towards any form of bribery or corruption. This principle applies to all Recipients and Third Parties connected to the Group.

Committing to zero tolerance towards bribery and corruption, the Group ensures that any conduct in breach of the principles of this Policy and any suspicion of a possible act of bribery or other corruptive activity is assessed and, where appropriate, investigated, providing for disciplinary action in addition to the sanctions already provided for by the applicable regulations.

It is specified that no Recipient shall be demoted, sanctioned or otherwise harmed for refusing to commit acts of bribery or for reporting attempted or actual acts of bribery or corruption, even if such refusal results in the loss of business for the Group.

Commitment to fight bribery

The Group is committed to fighting bribery in the context in which it operates, promoting integrity and bribery-free ways of doing business among all its stakeholders.

The Group shall make every effort to prevent bribery by Third Parties related to it. The Group reserves the right to refrain from doing business with a Third Party when there is a suspicion that acts of bribery may have been committed.

Ethics, integrity, impartiality, and independence

The Group's relationships with external persons and entities must be carried out with the utmost ethics, integrity, impartiality, and independence. Care must be taken to avoid giving the impression of wishing to unduly influence a counterparty's decision-making, or to curry favour with the same. Recipients shall therefore neither solicit nor accept, whether for themselves or for others, preferential treatment, nepotism, gifts, or other benefits from those with whom they come into contact. They shall moreover avoid receiving benefits of any kind which might influence the other person's independent judgement and impartiality, or give the appearance of doing so, in a manner that might tarnish the Group's image. Likewise prohibited are currying favour, exercising undue influence, officious intermeddling, apposite to compromise, whether directly or indirectly, and in an unlawful manner, the outcome of the interaction in question.

In any interactions with authorities, the Group is committed to providing lawful and ethical cooperation with any investigations implicating the Group.

Conflicts of interest

In the performance of their duties, Recipients shall avoid conflict-of-interest scenarios or situations which are contrary to, or conflict with, the interests of the Group, or which run counter to the duties of one's position or give the appearance of any such impropriety.

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The Nexi Group Conflicts of Interest Policy (PP-028) outlines the control framework implemented for the management of such risks.

The right to speak up

No member of staff shall suffer retaliation, discrimination or disciplinary proceedings for reports on anti-bribery & corruption related matters made in good faith or on the basis of a reasonable belief. Same applies for staff refusing to take part in acts of bribery or corruption. For more information, refer to "Group Whistleblowing Policy (PP-056)".

3 ROLES AND RESPONSIBILITIES

The following paragraphs describe the roles and responsibilities of the main actors involved in the processes related to Anti Bribery and Corruptions compliance within the Group.

3.1 GROUP COMPLIANCE

The Group Compliance function is responsible for:

- adopting the Policy with respect to specific regulatory areas to the aim of establishing a common framework (such as this document)
- being the contact point for this Policy in case of need for clarification on interpretation and implementation of requirements
- providing contents for Group wide training and awareness campaigns as necessary
- formalizing information flows for the Group in dedicated Compliance Reports and gathering information from the Legal Entities Compliance functions.

3.2 LOCAL COMPLIANCE

If required by local law, the Local Entity may appoint a Local Anti-Bribery & Corruption Officer who is responsible for the implementation of the Anti-Bribery and Corruption framework in each Legal Entity. If no local Anti-Bribery & Corruption Officer is appointed, the responsibilities are assigned to local Compliance function in each Legal Entity. The ABC Officer or Local Compliance is responsible for:

- Overseeing the adoption and implementation of this Policy in the Legal Entity and any other local regulatory requirements;
- Providing advice and support on Anti-Bribery and Corruption activities and definition of the applicable requirements;
- Performing periodic risk assessment and monitoring of related action plans;
- Guiding and advising Recipients on prevention of bribery and corruption and related matters;
- Performing Compliance controls / activities, as applicable, related to anti bribery and corruption;
- Overseeing investigations following any reports of incidents any suspected or actual cases, and where necessary bring such cases to the attention of the Board of Directors/Top Management and of competent authorities; and
- supporting local training and awareness activities, as required.

3.3 GROUP EMPLOYEES

All employees are required to comply with this Policy, the corresponding service orders and internal procedures and all applicable laws. Employees should be aware of potential signs of bribery and corruption, and if they detect any, are required to report to immediate manager, the Anti-Bribery & Corruption Officer, local compliance function, or Whistleblowing Officer.

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4 ANTI-BRIBERY & CORRUPTION FRAMEWORK

In addition to policies and procedures, the below activities are considered the main pillars of the Group Anti-Bribery & Corruption Framework.

- Tone from the top and commitment to fight bribery;
- Employee training;
- Risk assessment of bribery and corruption;
- Controls and evaluation of control framework;
- Sanction system; and
- Information flows and periodic reporting.

4.1 TONE FROM THE TOP & COMMITMENT TO FIGHT BRIBERY & CORRUPTION

In order to ensure adequate consideration on anti-bribery and corruption activities by the Recipients, and to maintain a sound compliance culture, the Board of Directors of both the Group and those of the Local Entities shall demonstrate its commitment to the prevention of bribery and corruption by:

- Setting the direction of the entity by approving the bribery and corruption prevention policies; ensuring that adequate and appropriate resources necessary for the effective functioning of the management system are allocated and assigned; and
- exercising reasonable oversight over the implementation of the management system for the prevention of bribery and corruption by regularly reviewing information concerning the content and functioning of the management system and its effectiveness.

Top Management of Local Entities shall demonstrate its commitment to the prevention of bribery and corruption by:

- promoting an appropriate culture within the Group, which reinforces and support the prevention of bribery and corruption;
- demonstrating their leadership in preventing and detecting bribery and corruption and encouraging the reporting alleged and certain acts of bribery and corruption;
- oversee the management system for the prevention of bribery and corruption, including its implementation, adequacy and effectiveness to appropriately address bribery and corruption risks.

4.2 EMPLOYEE TRAINING

The Group recognises that personnel training and information are crucial elements to implementing this Policy.

This Policy shall be made known to all Recipients through suitable communication efforts. Each employee shall be responsible for asking their direct Supervisor for any clarification in interpreting or applying the rules of behaviour set forth herein.

In order to ensure a minimum level of knowledge in the field of anti-bribery and corruption, the Group should provide mandatory training program for all Employees covering, as minimum, the Group anti-bribery and corruption principles and the details regarding the available channels for escalation of bribery and corruptions concerns.

Each Group Legal Entity must ensure *ad hoc* training for the different business areas, as identified in terms of increased exposure to the dangers of bribery and corruption, or as involved in the management of the main controls.

4.3 GROUP BRIBERY & CORRUPTION ASSESSMENT

In order to identify the risks of bribery and corruption to which Group companies are exposed to, a risk assessment of bribery and corruption shall be performed in accordance with the Group Compliance Management Guideline (GL-010), to determine the extent to which Legal Entities' control frameworks manage these risks and to measure the

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level of residual risk. This assessment shall be regularly (semi-annual) updated to provide a comprehensive picture of the most vulnerable activities to bribery and corruption, as well as an analysis of the controls in place, in order to verify that they are adequate to mitigate the inherent risks.

The results of the risk assessment shall be reported to the local Board of Directors and the Group Compliance function.

4.4 CONTROLS

In order to mitigate the risk of bribery and corruption, the Legal Entities shall define, implement and perform regular controls in both the 1st and 2nd lines of defence (“LoD”). Section 4 below outlines the high-level expectations on controls to be implemented. Local Entities should consider defining local procedures outlining the process, roles and responsibilities for control performance related to bribery and corruption main risk areas.

If, as part of a control exercise a situation of non-compliance is detected, Legal Entities should:

- react promptly to the non-conformity and, as far as applicable, take action to bring it under control and correct it;
- assess the need for action to eliminate the cause(s) of the non-conformity so that it does not recur or occur elsewhere: reviewing the non-conformity, determining the causes of the non-conformity, determining whether similar non-conformities exist or could occur; and
- Report it in line with the defined Information Flows.

Evaluation of the internal control system

The Internal Audit function, based on its proportionate and risk based approach and annual programme requirements, may decide to examine and evaluate the internal control system, to verify that the management system for the prevention of bribery and corruption complies:

- with the Group’s own requirements for its management system;
- with the requirements of the legislation, *i.e.*, that it is effectively implemented and maintained.

If an internal audit function is not established, the audit activities may be entrusted to persons outside the organisation with the necessary professional skills and requirements.

The status and results of the audit activities conducted are reported in line with the Internal Audit reports distribution requirements..

In the event of violations, the relevant corporate functions shall assess whether any revisions and amendments to the internal regulations could support in preventing the recurrence of the violation.

4.5 INFORMATION FLOWS AND REGULAR REPORTING

As part of the Compliance updates to governance forums, the local Anti-Bribery Officer, where appointed, or local Compliance functions shall include a dedicated update on the status of compliance with Anti-bribery and corruption requirements to the Board of Directors of their Legal Entity, as outlined in the Group Compliance Management Guidelines.

The Group Compliance functions collects information flows from Legal Entities and provide a view of the status of compliance across the Group to the Group’s Board of Directors on at least a semi-annual basis.

Details on the escalation of significant events/incidents from Local Compliance to local Board and Group Compliance are outlined in the Group Compliance Management Guidelines

4.6 SANCTION SYSTEM

Any Group staff member who is implicated in bribery, whether as a principal or as an accessory or accomplice, or who behaves in a manner which violates the law and/or this Policy, shall be subject to disciplinary sanctions as established by law or by contract, consistent with the terms of their employment. The type and scope of the sanctions

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are set by applicable law or contract but shall vary depending on the severity of the dereliction of duty, recklessness, negligence, fault, or intent of the act or omission in question. Other factors include recidivism, the role or position of the implicated person within the Group and chain of command, along with other facts and circumstances specific to the incident.

4.7 REPORTING OF CONCERNS

Any violation, whether known or suspected, which conflicts or which might present a conflict with the provisions of this Policy shall be reported to the local Compliance function of each Legal Entity, the Local Anti-Bribery & Corruption Officer, where appointed, direct manager, or to the Supervisory Body (if one has been established). Further, it is possible to report any such violation in accordance with the Whistleblowing Policy (PP-056).

5 MAIN AREAS AT RISK FOR BRIBERY AND CORRUPTION

In determining the main risk areas of the Group, the following aspects have been considered:

- the size, structure and delegated decision-making authority of the Group;
- the locations and sectors in which the Companies operate or plan to operate;
- the Group's business model, incl. the nature, scale and complexity of its activities and operations;
- the entities over which the Group Companies exercise control;
- the business partners of the Group Companies.

The exposure to bribery and corruption risk, in relation to the aspects set out below, must be periodically reassessed to predict and prioritise risks, as well as assess the suitability and effectiveness of the Group's existing controls to contain the estimated bribery risks.

5.1 THIRD-PARTY ENGAGEMENTS

General: In carrying on its business operations, the Group interacts with several different Third Parties. The Group shall vet its trade partners, suppliers, outsourcers, and professional advisors in order to verify their good standing in their respective fields prior to entering any business relationship with the same.

Customers/end users of the Group's products/services do not fall within the scope of this Policy.

Relationships with any type of Third Party must be marked by principles of fairness such as not to induce them to take actions in violation of regulations and company procedures; for this reason, before entering into a business relationship with a Third Party, due diligence, in order to detect with reasonable certainty that the latter does not make payments for corrupt purposes, and that the relationship is regular and legitimate shall be performed.

In addition to assessing their professionalism and integrity, in terms of the counterparty being exposed to any corruption or bribery-related crimes, any potential trade partners of the third party are likewise examined for purposes of assessing the repercussions of any given collaboration, transaction, or project.

Due diligence is normally carried out by the structure/management that interfaces with the Third Party and approved by the function manager or, when required, by the Compliance function, and in any case is always transmitted to the Compliance function.

Interactions with suppliers are aimed at the pursuit of ethics, professionalism, efficiency, diligence, and reliability, as a basis for establishing a legitimate relationship with all suppliers and outsourcers, the selection of which is predicated on objective criteria. The selection of suppliers and the setting of all terms and conditions of purchase is made based on an objective assessment of the quality, utility, and price of the requested good or service, as well as upon the counterparty's ability to ensure timely delivery of goods and services which conform to the needs expressed by the Group.

The Group's demands in terms of compliance with anti-bribery and corruption rules shall appear in a designated "anti-bribery & corruption" provision which must be included in all written contracts with third parties. That provision shall include the Group's option to suspend or terminate the relationship should it discover, or reasonably suspect, that the Third Party is implicated in any bribery scheme. The Group pro-actively requires that Third Parties abide by

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ethical standards and applicable law, including anti-bribery legislation. That duty shall be expressly assumed as part of contract negotiations, following a review of those documents setting forth the Group's key ethical standards.

Furthermore, all compensation and/or any amounts paid for whatever reason to those engaged in a professional capacity shall be sufficiently documented, and proportional to the services provided, which proportionality shall be based in part on the fair market value of those types of services. Such compensation shall never be intended directly as a bribe, nor routed through third parties for bribery-related purposes.

Control Standard:

- Due diligence on Third Parties engagements including assessment of potential Conflicts of Interest
- Periodic verification of the effectiveness of the service provided by the Third Party in line with contractual agreement
- Inclusion of a "anti-bribery & corruption" clause as part of contracts with Third Parties
- Third Parties engagements should be recorded, ensuring traceability
- 2LOD approval concerning the due diligence process, where required

5.2 INTERACTIONS WITH CIVIL SERVANTS AND PUBLIC ADMINISTRATION

General: Relations with the Public Administration and Civil Servants must follow principles of fairness, professionalism, loyal and full cooperation, ethics, integrity, transparency and compliance with the applicable laws and must be entertained by the Company's functions formally delegated to do so and/or by formally authorised persons¹.

The Group forbids any tender or offer, whether directly or indirectly, of any gift, payment, tangible benefit, or other advantages or benefits to Public Administration or Civil Servants to influence or compensate an act within the scope of their office. Similarly, it is forbidden to offer any payments or benefits to obtain preferential treatment from any civil servants, public administration or other entities with whom the Group or any of its subsidiaries has a trade relationship. Offer and acceptance of payments or benefits to/from Public Administration or Civil Servants is allowed when below the de minimis value as long as it is not perceived to obtain any preferential treatment.

The Group forbids the payment of expenses, including business-travel expenses, for any representatives of the Public Administration or Civil Servant.

The Group does not allow payments deemed as "speed money". Payments shall be considered as such when they involve operations that would have otherwise been carried out by the public official, or which were part of their ordinary routine, and that all legal prerequisites for securing such performance have already been met. "Speed money" includes giving money to accelerate or facilitate operations including but not limited to:

- securing permits which are non-discretionary to conduct business operations;
- procedures which are non-discretionary, such as administrative procedures;
- the rendering of a public service.

Connections to a Civil Servants is considered a major risk factor in dealings with Third Parties. Therefore, an enhanced review is required, when a Third Party is owned, controlled or managed by a Civil Servant.

Control Standard:

- Enhanced due diligence applied on Third Parties, when they are owned, controlled or managed by a Civil Servant.
- Dedicated training and awareness for employees being exposed to engagements with Civil Servants to be conducted.
- Retain adequate information on Public Administration and Civil Servant engagement and interactions.

¹ This responsibility usually sits with the Procurement Function.

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- Requests addressed to the Public Administration to obtain measures relating to the activities of the Legal entities (e.g., authorisations, licences, etc.) must be signed by a person with powers of representation of the Legal Entity by virtue of a suitable power of attorney.
- Provision of a *de minimis value* for donations/gift/offers to/from Public Administration and Civil Servants.
- Formalised process for requests/acceptance of donations/gift/offers to/from Public Administration and Civil Servants including minimum information required to perform adequate review and approval
- 2LOD review and approval of donations/gift/offers to/from Public Administration or Civil Servant.

5.3 DONATIONS AND SPONSORSHIPS

General: The Group forbids the offer or promise of any donations/sponsorship above a *de minimis* value as set by each Local Entities' policy.

The Group may support and sponsor, through corporate grants, sponsorships, and donations, programming relating to humanitarian efforts and solidarity, arts, culture, and sport, for the purpose of supporting and developing the community in which it operates.

Such donations shall, without exception:

- fall within the scope of an annual budget;
- be directed to charitable organisations and non-profits;
- be traceable and documented in writing;
- be directed to respectable beneficiaries with good reputations.

The disbursement and receipt of donations shall accord with the tenets of ethics and legality and shall comply with any applicable rules within Group Code of Ethics, or specific legislation. In addition, any charitable donation or sponsorship must be subject to anti-bribery due diligence to ascertain its suitability prior to disbursement.

The disbursement and receipt of donations may be made to Companies, Associations, Beneficiary Entities, and Foundations, and shall be permitted solely to recipients which are not political parties or movements, union entities, or the representatives and/or candidates thereof. Campaign contributions, for the Group, represent an area at risk for bribery and corruption. Consequently, the Group does not fund political parties, movements, committees, foundations, or their representatives or candidates and shall not sponsor events, conferences, or performances which constitute, whether directly or indirectly, propaganda. The Group likewise eschews any direct or indirect pressure of any political entity or candidate.

Control Standards:

- Maintain a register of Donations & Sponsorship to allow recording and traceability
- Formalised process for requests of donations and sponsorship including minimum information required to perform adequate review and approval
- 2LOD review and approval of donations and sponsorship requests

5.4 GIFTS AND HOSPITALITY

General: Recipients shall always, including during any holiday season, refrain from accepting gifts, gratuities, or other benefits, whether for themselves or any other person, above a *de minimis* value set out by the Local Entity's policies.

Promising or disbursing any favour, money, or in-kind benefit for the purpose of securing an undue advantage shall be strictly prohibited, as this practice is conceived as corruptive. Within the ordinary course of business, offers of gifts, or expressions of hospitality shall be aimed solely at promoting Group business, and shall not under any circumstances exceed the bounds of common courtesy or business practice.

Hospitality services provided as part of events produced by Group Companies (e.g., conventions) consist mainly in providing food and dining services to event attendees (buffets, lunches, and dinners), as well as performances or other entertainment provided as a complement to the same or handing out trinkets or small corporate gifts during

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the event. Guidelines are provided for such services and appear under the Gift Protocols in the Local Entities. Rules on gifts and hospitality are also applicable where the gifts are made to Third Parties who are directly traceable to the Employee (e.g. family member or domestic partner).

Without prejudice to compliance with the above-mentioned criteria, Recipients may offer or accept gifts or any other benefits or utilities if they are of modest value, meaning a value, whether actual or commonly perceived, and not exceeding the *de minimis* value set by the specific policies of Local Entities. For any doubts on the matter, including possible cases where the threshold of modest value for gifts is exceeded (regarding cases where the economic value is not immediately quantifiable), the opinion of the local Compliance function shall be consulted.

All expenses relating to gifts or corporate hospitality should be recorded and accounted for. Undeclared or unrecorded accounts, funds, assets or transactions are prohibited.

Control Standards:

- Provision of a specific *de minimis* value for gifts and hospitality
- Maintain a recording and accounting register of Gifts & Hospitality expenses to ensure traceability
- Formalised process for request/acceptance of gifts and hospitality including minimum information required to perform adequate review and approval
- 2LOD is to review and approval of Gifts and Hospitality requests/acceptance above the *de minimis* value.

5.5 MERGERS, ACQUISITIONS, AND SIGNIFICANT INVESTMENTS

General: Group involvement in any merger, acquisition, or major strategic investment leading to control over another entity triggers the following hazards:

- the other entity participating in the merger and therefore incorporated into the surviving entity has been, or is presently, involved in bribery or corruption;
- the target entity for any acquisition or major investment has been, or is presently, involved in bribery or corruption.

Reputational risks may also arise as a result of such transactions, as well as the risk of losing orders previously obtained by corrupt means and the consequent costs, etc.

To manage these types of hazards, the Group shall carry out the following key mitigation efforts:

- Due diligence prior to consummating the transaction to ensure that all risks of instances of prior bribery or corruption have been identified and aimed at intercepting in advance any potential issues and concerns related to: *i)* the target being acquired, in the case of transactions involving the acquisition of shares in companies, as well as the transfer of companies or business units; *ii)* third parties (natural and legal persons) involved in the transaction (e.g. counterparties - buyers, sellers, joint venture partners, any consultants/business promoters)²;
- A decision-making procedure that encompasses all necessary anti-bribery/corruption assessments;
- Integration of the target entity, once the transaction has been completed, including if necessary, restructuring operations, and a strict implementation of this policy in order to reduce any future instances of bribery and corruption to the absolute minimum.

² These controls, carried out in compliance with applicable regulations, provide, *inter alia*, for the reconstruction of the corporate composition and chain of control of the counterparties for the purposes of analyzing the reputational, integrity and honorableness requirements of the counterparty and its relevant persons (e.g. shareholders, directors, management, etc.) as well as the existence of internal control structures for any areas of corruption risk of the company involved in the transaction.

Integrity due diligence activities are carried out with levels of depth/extent graduated in consideration of the type of transaction, the country risk and the nature of the counterparty, as well as in function of the findings emerged during the analysis.

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Upon completion of the due diligence activities, the competent structures shall document the results of the anti-bribery and corruption due diligence activities. If the risk of bribery and corruption is considered high after the due diligence process, mitigating actions shall be identified and documented as part of the due diligence report. Such actions could be e.g., the use of specific legal advice, renegotiation or a new tender procedure for all contracts that present indications of bribery, removal of employees or associates of the reference company who may have been involved in corrupt acts, reporting to the competent Authorities, etc.

These rules shall apply to all mergers, acquisitions, or investments in other companies ("target companies") or to any other restructuring plan which might result in acquiring a controlling interest in, or significant influence over, any other company (e.g., the authority to appoint members to governing and executive bodies, veto power, etc.), in which any Group Company takes part.

Control Standards:

- Execution of due diligence on the M&A transaction party including assessment of potential Conflicts of Interest, and verification on open corrupt acts related to the involved entities.
- Ensure adequate documentation and record keeping of M&A transactions related information, ensuring traceability.

In contracts concerning M&A transactions a clause on "anti-bribery & corruption" is to be included 2LOD approval concerning the due diligence process, where required.

5.6 PERSONNEL SELECTION AND PROFESSIONAL DEVELOPMENT

General: Offers of employment or apprenticeships, promotions and training may be assessed as elements having value, and therefore giving, offering or promising such activities in order to unduly obtain or retain an economic advantage constitutes bribery.

For this reason, in selecting and managing human resources, the Group applies criteria based on merit, competence, impartiality and an assessment of a person's skill level and future potential, hiring resources whose profiles meet the Company's needs, making choices exclusively based on criteria of professionalism and competence, consistent with the professional profiles required.

The Group is committed to reviewing applications objectively, and to ensure hiring is predicated on matching company needs with the professional qualifications sought in individual applicants guaranteeing professionalism, transparency and fairness and condemning any activity contrary to professional ethics that violates these principles.

Each Group Company is responsible for ensuring that the aforementioned principles and requirements are respected in the selection and recruitment processes, even when the application is submitted by the Recipients, in order to avoid favouritism, nepotism, or other types of cronyism in personnel searches, hiring, and development.

In particular:

- it is forbidden to favour the recruitment of persons linked to a Civil Servant – especially following a request by the same - or to exponents of private companies/their subordinates, in order to influence the independence of judgement or induce the granting of any advantage to the Group;
- foreign (non-EU) workers must be guaranteed compliance with national legislation (referring to each State in which the Group Company concerned is based) and the verification of possession, for the duration of the employment relationship, of residence permits if necessary.

Control Standards:

- Provision of a specific background screening on candidates is to be conducted
- The need for recruitment has to be substantiated by specific planning or contingent needs authorised in accordance with local policies and procedures

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- Verification that the outcomes of the entire evaluation process is properly tracked (interview reports, tests, etc.). Includes self-declaration by candidate to cover key requirements on job assignment such as absence of potential Conflicts of Interest or holding residence permits for foreign workers.
- Verification of the proper and regular conduct of anti-bribery and corruption training courses

5.7 ACCOUNTING RECORDS

General: The Group is committed to ensuring that accounting records are accurate and reliable, and that they do not bear false or misleading information. All accounting shall abide strictly by the tenets of truthfulness, accuracy, completeness, straight-forwardness, and transparency, in respect of any entry made. Company affairs shall be represented in an ethical, complete, and timely manner, whether on a company's books or in any company database.

Each accounting transaction shall be traceable, and sufficiently documented, complying in both form and substance with applicable law, and any company procedures in effect from time to time, in order to ensure that all transactions might be duly reconstructed, at any time. All costs and charges, revenues and deposits, income, payments, and commitments shall be timely entered into the company books in a complete, and accurate manner, and include proper supporting documentation.

The Group's Financial Statements shall strictly abide by the general tenet of the truthful and accurate depiction of the Group's equity, economic, and financial positions, in accordance with any applicable legislation, whether general or specific. Assessment criteria shall refer to international standards of practice, as well as any guidelines promulgated by the competent Supervisory Authority of each Group Company.

The Group has established retention and inspection rules for accounting records to be made available to the external auditor or auditing firm, along with all supporting documentation, to ensure that all deposits, payments, and transactions might be duly justified. No accounting documentation, or transaction-related document, shall be forged or falsified in any way. "Off-book" or concealed funds or accounts shall be strictly prohibited.

To meet these standards, all Group employees shall comply with all company accounting rules and shall never consent to any request for a false or misleading invoice, or to any payment of expenses which are unusual, excessive, insufficiently described, or inadequately documented. In such cases, employees shall request assistance based on applicable rules-violation reporting procedures.

Control Standards:

- Verification that accounting transactions are carried out and recorded truthfully and correctly.
- Implementation of appropriate hierarchical levels of authority for the approval of a payment (so that larger transactions require the approval of a higher level of management)
- Appropriate documentation of amounts paid to third parties and/or other parties working for or on behalf of the Group.

6 THIRD-PARTY SOLICITATIONS OF INFORMATION

Requests for information from external parties (e.g., customers, shareholders) to provide information on the means through which the Group has decided to manage anti-bribery and corruption efforts shall be processed promptly and scrupulously by the Group.

Upon receipt of any such request, the Group Compliance Function, together with the Compliance and Legal Functions of the relevant legal entity(ies), may be involved to provide assistance in completing such requests. Where needed, other functions shall be consulted.

Completion of these requests, and more generally, in response to any information request on anti-bribery and corruption issues, responses and clarifications shall be provided in a completely transparent manner, and in accordance with the tenets set forth in the Code of Ethics as well as with this Policy.

7 FILE RETENTION

All Group Companies shall retain detailed and exhaustive information on all transactions and shall insure the

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accurate and complete recording thereof.

Undeclared or unregistered accounts, funds, assets or transactions are prohibited.

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