

CORPORATE ANTI-CORRUPTION POLICY

FOREWORD

BOFFETTI S.p.A., fully aware of the negative effects of corrupt practices on economic and social development in the fields where it operates, is committed to preventing and combating any illicit acts in the conduct of its business activities. For the Company, preventing corrupt practices represents not only a legal obligation, but also one of the cardinal principles guiding corporate action, considering the strategic importance of the sectors in which it operates and the significance of the social contexts where its business is rooted.

As a concrete implementation of its commitment, BOFFETTI S.p.A. has adopted and integrates into a single, coherent framework:

- The Code of Ethics, which defines the core values and fundamental principles of corporate conduct;
- The Organization, Management and Control Model pursuant to Legislative Decree No. 231 of June 8, 2001 (MOG 231), aimed at preventing offenses against the Public Administration and private-to-private corruption;
- The Anti-Bribery Management System compliant with the international standard UNI EN ISO 37001, ensuring its ongoing update and continuous improvement.

1 PURPOSE

In further confirmation of its commitment against any unlawful conduct, this Policy aims to summarize and integrate the rules for preventing and combating Corruption into an organic and unified framework, with the objective of further raising awareness among Addressees regarding the rules, procedures, and standards of conduct to be observed.

This Policy applies across the entire Company, in Italy and in all foreign countries where it operates, providing the reference framework for identifying, reviewing, and achieving the anti-corruption objectives established by the Corporate Bodies.

2 POLICY STATEMENT

In compliance with applicable national and international regulations, the provisions of Legislative Decree 231/2001, and the Code of Ethics, BOFFETTI S.p.A. adopts a **"Zero Tolerance"** policy toward Corruption in any form (public or private, direct or indirect, active or passive).

In relation to actual or potential business, and across all areas of activity, the Addressees of this Policy are expressly prohibited from:

- Offering, promising, giving, paying, or authorizing third parties to give or pay, directly or indirectly, undue benefits, economic advantages of any value, or other non-economic utilities to third parties — Public Officials, Public Service Incharges, or private individuals — as an incentive or reward to perform or omit official acts or acts contrary to official/loyalty duties.
- Requesting, accepting, or authorizing third parties to request or accept, directly or indirectly, undue benefits, economic advantages, or other utilities from third parties as an incentive or reward to perform or omit acts related to their duties.

Under the Zero Tolerance principle, the belief that one is acting to the advantage or in the interest of the Company can in no way justify or mitigate conduct that violates this Policy, MOG 231, or the law.

BOFFETTI S.p.A. encourages Personnel to promptly clarify any operational doubts by contacting the Anti-Corruption Manager or the Supervisory Body (*Organismo di Vigilanza - OdV*). The Company expressly guarantees that no employee will suffer retaliation, sanctions, demotion, termination, or discrimination for refusing to engage in a corrupt act (even if such refusal results in the loss of business) or for filing a report in good faith.

3 SCOPE OF APPLICATION

This Policy is issued by BOFFETTI S.p.A. and its adoption and compliance are mandatory for all Addressees.

Should local or sector-specific anti-corruption laws in force in the countries where the Company operates be stricter than the provisions set forth in this Policy, the more stringent regulations shall prevail; non-compliance with such regulations shall automatically constitute a violation of the Company's internal control system.

4 DEFINITIONS

For the purposes of this Policy, the following terms shall have the meaning specified below:

- **AZIENDA:** BOFFETTI S.p.A.
- **Code of Ethics:** The Code of Ethics adopted by the Company.
- **Corruption:** The conduct of anyone who, carrying out activities for or on behalf of the Company, offers, promises, gives, requests, or receives undue utilities and/or compensation to/from third parties, directly or through an intermediary, for personal, corporate, or third-party gain (including definitions formulated by Transparency International and the World Bank).
- **Addressees:** BOFFETTI S.p.A. Personnel worldwide, members of Corporate Bodies, and all third parties operating in the name, on behalf of, or in the interest of the Company (suppliers, consultants, partners, agents).
- **Public Service Incharge:** Anyone exercising a public service in any capacity, as defined by Art. 358 of the Italian Criminal Code or corresponding foreign legislation.
- **Organization, Management and Control Model (MOG 231):** The organizational framework adopted pursuant to Legislative Decree 231/2001 aimed at preventing corporate administrative liability arising from crime.
- **Anti-Corruption Legislation:** The set of Italian provisions (Legislative Decree 231/01, Arts. 318–322-bis and 2635 of the Italian Criminal Code), international laws (FCPA, UK Bribery Act), international conventions (OECD, UN, Council of Europe), UNI ISO 37001 standards, and sector guidelines.
- **Supervisory Body (OdV - Organismo di Vigilanza):** The autonomous and independent body established pursuant to Legislative Decree 231/2001, tasked with monitoring the operation of and compliance with MOG 231.
- **BOFFETTI Personnel:** All employees of BOFFETTI S.p.A. (executives, managers, white-collar employees, blue-collar workers) as well as temporary or agency workers.
- **Policy:** This Anti-Corruption Policy.
- **Public Official:** Anyone exercising a public legislative, judicial, or administrative function (Art. 357 of the Italian Criminal Code and corresponding foreign laws).
- **Anti-Corruption Manager:** The designated professional within the Compliance & Security Department, endowed with adequate authority and independence, responsible for managing the Anti-Bribery Management System.

5 ROLES AND RESPONSIBILITIES

5.1 Anti-Corruption Manager

The Anti-Corruption Manager ensures compliance oversight for the Anti-Bribery Management System (ISO 37001). Specifically, they:

- Oversee the continuous implementation and monitoring of the Policy and corruption risks;
- Provide specialized guidance and interpretation to Personnel;
- Report periodically on their activities to the Administrative Body and liaise constantly with the Supervisory Body (OdV);
- Promote procedural updates as well as the planning of audit and training activities.

5.2 Supervisory Body (OdV - Legislative Decree 231/2001)

The Supervisory Body, established under Legislative Decree 231/01, operates with full autonomy and independence, with the following duties:

- Monitor the effectiveness, adequacy, and concrete application of anti-corruption rules embedded within MOG 231;
- Receive and examine periodic information flows submitted by the Anti-Corruption Manager and corporate departments;
- Oversee the investigation of misconduct reports (*Whistleblowing*) received through official channels;
- Report semi-annually/annually to the Administrative Body on the status of anti-corruption controls under Legislative Decree 231/01.

6 GENERAL PREVENTION PRINCIPLES

To ensure the effectiveness of this Policy and compliance with MOG 231, BOFFETTI S.p.A. applies the following general principles:

- Segregation of Duties: Managing a high-risk process requires the separation of roles among those who authorize, execute, record, and control the operation. No single individual may autonomously manage an entire operational cycle.
- Formalization and Limits of Signatory Powers: Powers of representation and expenditure are granted through transparent powers of attorney and delegations of authority, formally defining spending limits by value and scope in alignment with organizational responsibilities.
- Impartiality and Absence of Conflicts of Interest: Addressees must operate avoiding any real or potential conflict between personal/family interests and corporate duties, immediately reporting any critical situation to the Anti-Corruption Manager and the OdV.
- Traceability and Documentation: Every transaction, decision, financial commitment, or fund movement must be accurately recorded, justified, and verifiable ex-post through orderly retention of supporting records.
- Qualification of Business Partners (Know Your Partner): Prior to entering into business relations with third parties (suppliers, consultants, partners, agents), process owners must perform rigorous *Due Diligence* on the counterpart's reputation and reliability, requiring binding acceptance of the Code of Ethics, Anti-Corruption Policy, and termination clauses pursuant to Legislative Decree 231/01.
- Absolute Prohibition of Evasion and Equivalent Conduct: Any indirect circumvention of the prohibitions set forth in this Policy is strictly forbidden, such as using personal or third-party funds, granting benefits

to relatives/intermediaries of target individuals, or splitting gifts into smaller amounts over time to stay beneath the modest value threshold.

7 CONDUCT PRINCIPLES IN SENSITIVE AREAS

7.1 Relations with Public Administration

Relations with the Public Administration (domestic and foreign), Public Bodies, Regulatory Authorities, and Control Bodies must be handled exclusively by expressly delegated and authorized personnel. Such interactions must be transparent, traceable, and free of any improper influence attempts. Full cooperation during inspections by Control Bodies is mandatory.

7.2 Gifts, Hospitality, and Entertainment Expenses

Gifts, presents, and corporate hospitality are permitted only if they fall within normal commercial courtesy and are not intended to gain undue advantages. They must be:

- Reasonable, appropriate, and offered/received in good faith;
- Attributable to modest value (corporate reference threshold capped at a maximum of 50 Euros);
- Pre-authorized and recorded in accounting records. For uncertain amounts or values exceeding the threshold, seeking prior advice from the Anti-Corruption Manager is mandatory. Gifts exceeding modest value between superior and subordinate personnel are prohibited.

7.3 Facilitation Payments

Facilitation payments — defined as unofficial minor payments made to public officials or private individuals to expedite or secure routine administrative actions already due — are expressly and unconditionally prohibited, both in Italy and abroad.

7.4 Relations with Political and Trade Union Organizations

BOFFETTI S.p.A. does not grant direct or indirect contributions to political parties, movements, committees, trade unions, or their representatives or candidates, whether in Italy or abroad, except as expressly required or permitted by mandatory statutory laws.

7.5 Engagement of Consultants and Professionals

The engagement of consultants and independent professionals must comply with transparency and competition standards:

- Personal Trust (*Intuitu Personae*) Engagements: Allowed only with detailed justification regarding the expert's proven and exceptional technical qualifications;
- Comparative Procedure: In all other cases, selection occurs through competitive evaluation among multiple suitable candidates, rotating vendors;
- In all cases, verifications are conducted regarding reputation, integrity, absence of conflicts of interest, traceability of services performed, and tax residence in non-privileged tax regimes.

7.6 Awarding of Works, Procurement of Goods and Services

Supplier selection is based on objective, impartial, and documented criteria regarding quality, price, reliability, and compliance with labour, health, safety, and environmental protection regulations. All tender and contracting phases must be traceable and compliant with MOG 231 procedures.

7.7 Corporate Acquisitions, M&A, and Joint Ventures

In extraordinary transactions (M&A, equity investments, Joint Ventures), the process owner and the Legal Department must conduct prior, thorough *Anti-Corruption Due Diligence* to verify the integrity of shareholders, directors, and targets, identifying any corruption risks or "inherited" liabilities from past actions.

7.8 Recruitment and Hiring of Personnel

Recruitment is guided solely by professional merit, skills, and alignment with required profiles, avoiding any form of favouritism. During selection, candidates must provide transparent declarations regarding criminal convictions, conflicts of interest, or family ties with Public Administration officials or Company clients/suppliers.

7.9 Non-Profit Initiatives, Donations, and Sponsorships

Donations to non-profit entities and sponsorship contracts must follow a formal authorization process. It is mandatory to verify the recipient's reputation, the absence of conflicts of interest, and the actual execution of the funded promotional or social initiative.

7.10 Accounting Records

Every transaction must be authorized, lawful, verifiable, and reasonable. The creation of off-the-books funds, unrecorded reserves, or invoices for non-existent operations is strictly prohibited. All accounting entries must be backed by adequate supporting documentation allowing the chronological reconstruction of decision-making and approval levels.

8 TRAINING AND DISSEMINATION

The Company guarantees widespread dissemination of this Policy and MOG 231 by publishing them on the corporate intranet and external website.

A mandatory periodic training program is established for all Personnel, tailored according to the risk level of the role performed. The Human Resources Department monitors course completion.

9 REPORTING (WHISTLEBLOWING)

In accordance with Legislative Decree 24/2023, BOFFETTI S.p.A. provides dedicated reporting channels (including an encrypted IT platform accessible via the corporate website) enabling the submission of reports regarding actual or suspected violations of this Policy, MOG 231, or applicable laws.

- Reports are handled confidentially and promptly by the Supervisory Body (OdV) and the Anti-Corruption Manager.
- Full confidentiality of the whistleblower's identity is guaranteed, alongside protection against any form of retaliation, discrimination, or corporate penalty.

10 DISCIPLINARY AND SANCTION SYSTEM

10.1 Disciplinary Sanctions

Non-compliance with this Policy, corporate regulations, and connected procedures by Personnel constitutes a breach of contract and a violation of the duty of loyalty. Unlawful conduct will be promptly sanctioned through the MOG 231 Disciplinary System, in line with applicable National Collective Bargaining Agreements (CCNL), proportionate to the severity of the offense and regardless of any criminal proceedings.

10.2 Contractual Remedies

Violations of the principles set forth in this Policy by third parties (suppliers, consultants, partners) grant BOFFETTI S.p.A. the right to impose penalties or terminate the contract for breach as of right, without prejudice to claims for damages incurred.

11 MONITORING AND CONTINUOUS IMPROVEMENT

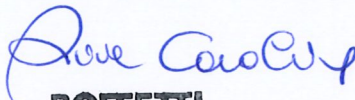
Based on the annual Audit Plan approved by the Administrative Body (Sole Director), the anti-corruption control system is subject to periodic reviews and inspections.

The Anti-Corruption Manager prepares and submits a Semi-Annual Report to the Administrative Body and the Supervisory Body (OdV) detailing the effectiveness of implemented measures, proposing necessary updates to keep the Policy aligned with evolving laws, organizational changes, and international best practices.

Calusco D'Adda, 12/08/2026

Sole Director of BOFFETTI S.p.A.

Carolina Riva



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