

# CEG Elettronica Industriale S.p.A. Anti-Corruption Policy



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# Anti-Corruption Policy

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## 1 FOREWORD BY THE CHIEF EXECUTIVE MANAGER

Bribery is a criminal offence. It carries severe penalties for companies, severe penalties, and disciplinary issues for any Managers and employees who are involved in any offence. CEG Elettronica Industriale S.p.A. (hereinafter "CEG") position on the issues of bribery and corruption is clear. The offer, payment, authorizing, soliciting and acceptance of bribes are practices unacceptable to CEG. CEG's success is founded on a reputation built over many years as being an honest and reliable business partner. Many of our investments and business relationships outlast individuals, governments and even political systems. Any profit, which may result from a business venture improperly obtained, will be more than outweighed by the damage done to the long-term business objectives and reputation of CEG.

Please read this Policy carefully. It is essential that you observe the spirit as well as the letter of the principles and procedures set out in this document when acting on behalf of CEG in all jurisdictions. Any guidance as to what this Policy requires or any suspicions that breaches of this Policy or anti-corruption laws are occurring or may occur must be raised or reported as set out below.

Uberto Canaccini

President and CEO



## 2 OBJECTIVE – A “COMPLIANCE CULTURE”

This Policy is designed to help you, as a CEG employee, managers, consultants and agents to play your part in securing CEG’s long-term objectives.

One goal of this Policy is to ensure that all of our staff and, where necessary, parties with whom we do business have an awareness of and comply with the applicable laws and regulations which relate to bribes and other forms of corruption.

We also have a wider and more fundamental goal. We want each of you to understand and subscribe to the “CEG culture”. Put at its simplest, that culture requires you – irrespective of subtleties of legal interpretation in different countries – to abide at all times by the highest ethical standards. Our aim is to establish not just a set of rules, which ensure compliance with laws and regulations, but also to maintain and develop a culture of compliance and ethical behavior within CEG.

### 2.1 INDIVIDUAL RESPONSIBILITY

We have a philosophy of giving responsibility within CEG to build business relationships and to develop business. With that responsibility comes the obligation to recognize that the conduct of CEG’s Employees will affect CEG and its reputation and that you must, in all of your business dealings, comply with the principles contained in this Policy.

### 2.2 THE BUSINESS ETHICS COMMITTEE

Laws differ from country to country. Employees, consultants and agents may on occasions be faced by situations where what is acceptable and what is unacceptable will not be clear. Recognizing the difficulties employees, consultant and agents may face, they have to escalate any issue or doubt about bribery to the CEG’s top Management that will help them. The CEG’s top management has the following duties: to develop and to keep under constant review CEG’s policies and principles with regard to business ethics and other compliance relevant issues, to determine and review the procedures, reports, agreements, confirmations and forms necessary to realize such policies and principles.

### 2.3 HOW TO RAISE CONCERNS

If you ever have a concern that any conduct or proposed course of action might be improper and/or in breach of any applicable laws or regulations relating to bribes or other corrupt payments, then you must refer that concern to your supervisor or manager.



## 3 INTRODUCTION

This Policy sets out the rules and guidelines for companies in the CEG on the prevention of bribery. It applies to CEG's marketing activities and industrial operations controlled by CEG. It applies to all permanent and temporary employees, directors and Managers as well as contractors (where they are under a relevant contractual obligation), and, to the extent provided for in this Policy, all "associated persons" of CEG and their employees. "Associated persons" means, for the purposes of this Policy, any individual or company that acts on behalf of CEG or otherwise performs any services for or on behalf of CEG in any capacity whatsoever. A typical example is a sales agent, as well as advisers, consultants, brokers and joint venture partners, for example, may also be associated persons. CEG employees must take all appropriate steps to ensure as far as possible that associated persons comply with this Policy and it is important that our interaction with these groups is documented and accounted for appropriately and transparently.

Further specific requirements, such as due diligence processes and requiring appropriate contractual undertakings to comply with these principles, are set out in this Policy.

### 3.1 WHAT IS BRIBERY?

Bribery is a form of corruption. Simply defining, corruption is the misuse of entrusted power for private benefit.

A bribe is any financial, other advantage, which is offered, provided, authorized, requested or received as an inducement or reward for the improper performance of a person's relevant function, or the receipt of which in itself would constitute improper conduct. In some jurisdictions, it can include simply conferring any value or advantage on an employee or individual employed as an agent if there is a risk that its acceptance will be concealed from the employer.

A bribe can include money, or any offer, promise or gift of something of value or advantage. It need not necessarily be of large value at all. It might include entertainment, travel, incentive programs, signing bonuses, an offer of employment, overpaying government suppliers, or rebates or "kickbacks" in relation to services provided to CEG. It might also include intangible benefits such as the provision of information or advice or assistance in arranging a business transaction or in obtaining any other benefit or advantage.

For these purposes, a 'relevant function' can include any function of a public nature, any activity connected with a business, any activity performed in the course of a person's employment and any activity performed by or on behalf of a body of persons (e.g. a company). Any such function is performed 'improperly' by a person if they perform it in breach of what would be expected of them by a



reasonable person by reference to any applicable requirements of good faith, impartiality or any position of trust which that person may hold.

Importantly, specific rules apply to dealing with public officials. A bribe in this context can also include offering or providing (or even having the intention to) to public officials any financial or other advantage in order to (or even having the intention to) influence them in any way in their official capacity for the purpose of obtaining an advantage. It could include influencing a public official to do something which is within the scope of their public duties or which they may otherwise have done in any event. For these purposes, “public officials” can include the following not exhaustive list:

- Any Manager, employee or representative of, or any person otherwise acting in an official capacity for or on behalf of, a “government authority”;
- “Government authorities” for this purpose include national or local governmental institutions; associations, enterprises or companies owned or controlled by governments; and supra-national organizations;
- Legislative, administrative or judicial officials;
- An Manager of, or individual holding a position in, a political party or a political candidate; or
- A person who otherwise exercises a public function for or on behalf of any country.

The next section of this Policy sets out an overview of example in which applicable laws should be applied to your day-to-day business dealings on CEG’s behalf. If you have doubts or any other questions, you should consult your supervisor, manager or human resource manager.



## 4 APPLYING THE LAW ON BRIBERY IN PRACTICE

Managers, employees, consultants and agents and associated persons of CEG must never solicit, accept, offer, provide or authorize bribes of any kind or anything which may be construed as a bribe either directly or indirectly or otherwise through any third party. No Manager, employee, consultant or agent or associated person of CEG may perform their functions improperly in anticipation or in consequence of any bribe. All Managers, employees, consultants, agents and associated persons of CEG take responsibility for knowing what the law permits in any relevant country of operation regarding any benefits given or received by them or on their behalf. This includes whether any particular person with whom they are dealing is a public official.

If you have any doubts about the details of any potentially applicable anti-corruption law you should seek further guidance from your supervisor, manager or human resource manager.

### 4.1 FACILITATION PAYMENTS

A public official may, in return for a small payment, offer to enable or speed up a process that is his or her duty to perform such as issuing permits, licenses, or other official documents, processing governmental papers, such as visas and work orders, providing police protection, mail pick-up and delivery, providing utility services and handling cargo.

Such payments are often called facilitation payments. Facilitation payments should not be made. If you are, in any doubt as to whether a requested or proposed payment may constitute a facilitation payment or if you have other questions in connection with facilitation payments, you should first contact your supervisor, manager or human resource manager.

### 4.2 EXTORTION

CEG and its managers, employees, consultants, agents and associated persons shall reject any direct or indirect request by any third party (including but not necessarily limited to a public official) for a bribe, even if CEG is extorted with adverse actions.

CEG recognizes that, in rare situations, an employee, consultants, agent's own welfare and safety could be at risk if he or she fails to comply with such a request. If you find yourself in this situation, you should never put yourself in danger and should take reasonable actions to remove yourself from danger. You should promptly report any such situation to your supervisor, manager or human resource manager.



## 4.3 GIFTS AND ENTERTAINMENT

Exchanging gifts and entertainment can create goodwill and establish trust in relationships with counterparties and business partners. It is important, however, that the guidelines set out below are followed in all cases.

### 4.3.1 GENERAL REQUIREMENTS

CEG's managers, employees, consultants, agents and associated persons may give and receive appropriate, lawful business gifts and entertainment in connection with their work for CEG, provided that all such gifts and entertainment satisfy the general principles set out in this Policy and are not given or received with the intent or prospect of influencing the recipient's decision-making or other conduct.

Whenever you are considering offering, accepting or providing gifts or entertainment (which include, for example, meals, charitable and sporting events, parties and concerts), you must ensure that such gifts or entertainment shall:

- Be in good faith, occasional, appropriate and reasonable;
- Comply with any applicable laws, including those which may apply to any relevant public officials or government authorities;
- Constitute a normal business courtesy (such as paying for a meal or shared taxi);
- Not reasonably be capable of being regarded in any way as a bribe (e.g. that it was offered, provided, authorized, requested or received as an inducement or reward for the improper performance of a relevant function of the recipient or its offer, provision, request or receipt was otherwise improper);
- Where gifts or entertainment are provided, be approved and personally reclaimed in accordance with the appropriate business expense policies and procedures of the relevant CEG Group company; and
- Never consist in payment by cash.

### 4.3.2 OBTAINING FURTHER GUIDANCE

If you are in any doubt as to the appropriateness of a gift or offer of entertainment you should invest to the matter your supervisor, manager or human resource manager who will determine what course of action should be taken. Depending on the circumstances and after discussion with your superior or human resource manager a received gift may be:

- Retained by you;



- Donated to a charity of your choice;
- Retained by CEG; or
- Returned to the giver.

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### 4.3.3 INTERMEDIARIES

An “intermediary” means, for the purposes of this Policy, any third party engaged by or on behalf of CEG to assist in obtaining and/or maintaining business. They include, for example, specialist agents, consultants and advisers. The use of intermediaries does not absolve you or CEG from responsibility since actions undertaken by them in support of CEG’s business may be legally attributable to CEG.

They also make clear that intermediaries should be made aware of CEG’s rules and guidance on corruption. Their services must not be engaged if they are not willing to conform to these standards. If you have

any doubt as to whether this Policy apply to the engagement of any particular third party you should seek further guidance from the appropriate manager or human resource manager.

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### 4.3.4 JOINT VENTURES AND BUSINESS PARTNERS

A “joint venture” means, for the purposes of this Policy, any commercial arrangement entered into by CEG with one or more other entities (or “joint venture partners”) through which there is an agreement to jointly undertake a specific business enterprise or share in the profit of a business venture under a profit share agreement.

Joint venture and other business partners are expected to operate with integrity and will be required to refrain from paying or receiving bribes on behalf of CEG.

Joint venture and other business partners should give assurances to CEG that they will conform to all applicable anti-corruption laws. Failure by them to observe such applicable laws could create an exposure for CEG, as the acts of the joint venture partners could be legally attributable to CEG.

In some instances, CEG is requested by business partners to contribute to major public or other projects in the relevant local jurisdiction. This can include, for example, the development of local capacity or infrastructure (such as the construction of a local school). Such practices are often referred to as community investment projects. CEG’s relationship with any such joint venture or business partners or, in relation to any community investment project arrangement, any other third parties, should be subject in advance to appropriate due diligence and should be recorded in writing in suitable detail.

Depending on the extent of corruption risk which any particular joint venture, business partnership or community investment project arrangement may raise and the identity and nature of the operations of



any relevant partners, further specific due diligence and anti-corruption certifications may be required before CEG engages in such joint ventures, with such business partners or in such community investment project arrangements. If you have any doubt as to degree of due diligence and the form and substance of the anti-corruption certifications that may be required, you should seek further guidance from the appropriate Legal and human resource manager.

## 4.4 PROCUREMENT

Contractors, suppliers and business partners must be engaged through a fair, formal process that includes, where appropriate, written anti-corruption requirements. You must ensure that all activities and transactions are properly authorized, accurately recorded and undertaken in a manner consistent with CEG policies and applicable anti-corruption laws. You should base any procurement and contracting decisions on the best value expected to be received, taking into account the merits of price, quality, performance, competency, compliance and suitability (including sustainability criteria). No managers or employees, consultants, agents may solicit or accept any financial or other advantage which is offered, provided, authorized, requested or received as an inducement or reward for the improper performance of their duties related to procurement or contracting decisions. Managers, employees, consultants, agents, must be vigilant in considering the risks presented by any potential procurement or contracting partners. If you have any concerns as to whether engaging any third party may violate the principles set out in this Policy, particularly by reference to the “being alert” incidents set out at section 5.2 below, you must refer those concerns to your supervisor, manager or human resource manager.

## 4.5 POLITICAL CONTRIBUTIONS

### 4.5.1 POLITICAL CONTRIBUTIONS BY OR ON BEHALF OF, OR IN THE NAME OF, CEG

Any political donations made on behalf of CEG must be in full compliance with any relevant laws (including public disclosure requirements).

### 4.5.2 PERSONAL POLITICAL CONTRIBUTIONS BY EMPLOYEES AND OTHER INDIVIDUALS

CEG Managers and employees, consultants, agents, may make personal political contributions and be involved in political activity in their own time. However, since they are also employees of CEG and their activities may sometimes be mistaken for the activities of CEG, they must:

- Not use company labor time, property or equipment to carry out or support their personal political activities;
- Always make clear that their views and actions are their own and not those of CEG; and
- Never seek reimbursement in any manner from CEG for such contribution.



## 4.6 CHARITABLE CONTRIBUTIONS AND SPONSORSHIP

CEG and its Managers, employees, consultants, agents and associated persons may make charitable contributions or sponsorships on behalf of or in the name of CEG only for bona fide charitable purposes (i.e. given to a charitable or other no-profit organization for which no tangible benefit is received, or expected to be received, by CEG).

However, this must be in accordance with all applicable laws and regulations. Charitable contributions or sponsorships should never be used as a substitute for political contributions.

## 4.7 RECORD KEEPING

CEG shall maintain a record of the following:

All due diligence undertaken in relation to, and all approvals of, the engagement of intermediaries, business partners and other contracting and procurement partners, the engagement in joint ventures and the participation in community investment project arrangements which are given pursuant to this Policy.

A record of any refusal of approval for the engagement of intermediaries, business partners and other contracting and procurement partners, the engagement in joint ventures or the participation in community investment project arrangements together with a summary of the reasons for such refusal.

All transactions must appear accurately and properly in CEG's books and records. They must be carried out pursuant to current CEG internal control requirements. CEG managers, employees, consultants and agents must keep accurate records and evidence of any permitted travel, hospitality, entertainment, gifts and any other expenses incurred or receipts taken on behalf of CEG submitting such records and evidence to the relevant accounting department on a timely basis.

Strict adherence to established CEG procedures for opening and closing bank accounts is also necessary to ensure proper control over disbursements of funds.



## 5 ALERTING CEG TO BRIBES AND OTHER CORRUPT PRACTICES

If you have any concern that the making or receipt of a payment or the taking of a particular course of action might violate anticorruption laws or the principles contained in this policy, or if you suspect that violations of corruption laws or this policy may be occurring or are about to occur, you must refer that concern to your supervisor, manager or human resource manager.

### 5.1 NO PENALTY

No employee will suffer demotion, penalty or other disciplinary action for reporting a suspected violation of this Policy, or for refusing to pay a bribe even when CEG may lose business as a result of the employee's refusal to do so.

### 5.2 BEING ALERT

Managers, employees, consultants, agents and associated persons of CEG should always be alert in relation to potential occurrence of corruption, such as:

- A customer, agent or other associated person who has a close personal or professional relationship (whether as employee, contractor, associate, family member or close acquaintance) with or, in the case of a company, which is beneficially owned by, a government, public official or other relevant third party (such as a potential customer);
- A customer, agent or other associated person who was recommended by a public official or other relevant third party (such as a customer);
- Unusual or suspicious requests such as for payments that are in cash, urgent, unusual or unexplained and for the use of shell companies or blind trusts for any proposed transaction;
- Large payments for lavish entertainment or travel expenses for third parties;
- Lack of transparency in expenses and accounting records of an agent or other associated person;
- Lack of facilities one would usually expect of an associated person carrying out services on behalf of CEG;
- Reference checks against a customer, agent or other associated person revealing a flawed background or track record and/or raises concern as to the third party's integrity;
- A refusal to agree to non-corruption provisions in agreements or to provide full details of what services a third party will carry out or has carried out on behalf of CEG;
- Requests to prepare or execute false or inaccurate documents and any indication that information has been deliberately omitted from CEG's records;



- Statements that should put one on notice (such as an associated person boasting about their connections or suggesting that no questions be asked about how they are able to get things accomplished); and
- Business operations in a country or region with a history of corruption.

The presence of one or more of these incidents does not necessarily prevent CEG or any associated persons from progressing with any particular business opportunity. However, further guidance from the manager or human resource manager will be necessary as well as further enquiries or due diligence before any further action is taken in relation to any suspicious transactions, requests or other courses of action.



## 6 BREACH OF ANTI-CORRUPTION LAWS OR THESE RULES AND GUIDELINES

CEG regards any breach of applicable anti-corruption law or the rules and guidelines contained in this Policy as a very serious matter. If reasonable grounds exist for demonstrating deliberate or grossly negligent conduct then personnel disciplinary measures may follow. However, it will ensure that breaches are objectively investigated and that staff involved will have the right to state their case.

CEG employees in breach of applicable anti-corruption laws may also be subject to civil and/or criminal prosecution. The business relationship with non-employees of CEG who violate this Policy will be terminated.

