

Anti-corruption Model



Contents

1. Introduction 3

 1.1 Objectives 3

 1.2 Anti-corruption Laws and regulatory references 4

 1.3 Recipients 4

 1.3.1 Roles and Responsibilities 5

2. GENERAL ANTI-CORRUPTION PRINCIPLES 5

 A. Relationships at risk of corruption 6

 A.1 Relationships with Public Administration 6

 A.2 Relationships with Private subjects 7

 B. Significant Third Parties 9

 C. Instrumental activities at risk of corruption 12

 C.1 Sponsorship 12

 C.2 Charitable donations - Donations 13

 C.3 Entertainment and hospitality expenses, gifts and other benefits 14

 C.4 Political contributions 16

 C.5 Bookkeeping and accounting 16

 C.6 Recruitment and HR management 17

3. MONITORING, IMPROVEMENT AND REPORTING SYSTEM 17

 3.1 Reports 18

4. SANCTION SYSTEM 19

5. COMMUNICATION AND TRAINING 20

Attachment: GLOSSARY 22

1. Introduction

The Anti-corruption Model defines the principles, rules of conduct and controls that those working for and with Fisia Italmimpianti S.p.A. (hereinafter, "Fisia" or the "Company") must adopt to prevent corruption, in all its forms, towards Public Officials or private subjects.

The Fisia Board of Directors has adopted this Anti-corruption Model pursuant to the principles expressed in the Code of Ethics and the ISO 37001:2016 "*Anti-bribery management systems*" standard, in line with the Anti-corruption Policy, the Organisation, Management and Control Model pursuant to Legislative Decree 231/01 and applicable legislation aimed at preventing corruption.

Furthermore, the Anti-corruption Model complies with the tenth principle of the Global Compact¹ according to which "*businesses should work against corruption in all its forms, including extortion and bribery*".

Fisia promotes the adoption and compliance with the standards defined by the Anti-corruption Model at its subsidiaries, competent bodies of the Consortia, Consortium Companies and any special-purpose companies established to create projects and ventures in which Fisia takes part.

The Anti-corruption Model is regularly reviewed by the Company and the latest version is available on the Fisia website.

Refer to the Glossary for explanations of the terms and definitions used in the Anti-corruption Model.

1.1 OBJECTIVES

Fisia, a company engaged in the design, construction, maintenance and management of desalination, water treatment and renewable energy systems operating at national and international level and part of the Webuild Group, recognises the primary importance of conducting its business in line with the law and with integrity, transparency and fairness in all countries in which it operates.

The Company's business activities take place mainly within Italy, with public and private customers and *partners*. Therefore, this document aims to provide a systematic framework of reference of the instruments that Fisia adopts to prevent active and passive corruption, towards Public Officials or private subjects, in accordance with the strictest provisions on anti-corruption and international best practices.

¹ The Global Compact is an international initiative launched in July 2000 by the United Nations to support ten universal principles relating to human rights, labour, the environment and the fight against corruption. It brings together governments, businesses, agencies of the United Nations, labour and civil society organisations, with the aim of contributing to creating "*a more inclusive and sustainable global economy*" by introducing respect and the application of shared values.

1.2 ANTI-CORRUPTION LAWS AND REGULATORY REFERENCES

National and international legislation on corruption is extensive and continuously expanding. Since Fisia has its headquarters in Italy, it is subject to Italian law which, with Legislative Decree 231/01, provides for administrative liability of the Company in cases of corruption - even attempted - of Public Officials and private subjects in Italy and abroad, in the interest of or to the advantage of the Company².

When Fisia operates internationally, the Company is also subject to compliance with the laws in force in the countries in which it operates, including those ratifying international conventions, e.g. the *OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions* (1997), the *United Nations Convention against Corruption* (2003), or the *Council of Europe Convention on Corruption* (1999). In addition, many countries have established Authorities dedicated to the fight against corruption - with independent sanctioning powers - which can issue regulations or guidelines applicable to public procurement (e.g., the *Agence française anticorruption*, the *Anti-Corruption Office* in Argentina, etc.).

Despite the varied applicable regulatory framework, in general, a corruption offence occurs when there is an event that:

- a. involves a Public Official - even from a country other than the one in which it operates - or a private subject;
- b. concerns the offer, promise (*active corruption*) or receipt of undue requests (*passive corruption*) of money, benefits, gifts or other advantages to carry out activities contrary to official duties or to facilitate services due in any case.

Some legislation also includes among the practices subject to sanction conduct that can facilitate or mask the carrying out of corrupt activities including, by way of example, collusive practices - for example in the tender phase - or fraudulent practices - such as the incorrect and truthful representation of important facts or situations. This Anti-corruption Model aims to counteract the risks of unlawful practices in doing business and company activities by providing rules and principles of prevention that can be applicable wherever Fisia is present. Note: should the Company operate abroad, if the provisions envisaged by local law are stricter than those set forth herein, Fisia undertakes to respect them.

1.3 RECIPIENTS

The Recipients are the directors, statutory auditors, managers and employees of the Company as well as all those who, directly or indirectly, permanently or temporarily, establish relationships with Fisia, each within the scope of their functions and responsibilities.

² For further information on the procedures relating to the prevention of corruption offences in Italian law, reference is also made to the Fisia Organisation, Management and Control Model, available on the Fisia website.

Anti-corruption Model

1.3.1 Roles and Responsibilities

The Fisia Board of Directors is responsible for adopting and subsequently amending the Anti-corruption Model.

Along with approving the Anti-corruption Model, the Board of Directors has identified the Compliance Department of Webuild S.p.A. as that responsible for implementing and monitoring the Anti-corruption Model itself within the company organisation and, more generally, for the compliance of the Anti-corruption System with requirements of the ISO 37001:2016 standard. The Compliance Department supports the Fisia Board of Directors in identifying and assessing the need to update the Anti-corruption System. The Compliance Department also provides assistance and advice, upon request, to subsidiaries, consortia, consortium companies and special-purpose companies set up to carry out projects and ventures in which Fisia takes part.

The Compliance Department provides indications on the application of the Anti-corruption System, on Anti-corruption Laws and any other provision regarding the prevention of corruption. The Compliance Department is also responsible, together with the Supervisory Body pursuant to Legislative Decree 231/01, for receiving reports of potential breaches of the Model, coordinating any investigations (see Par 3.1), and providing support in carrying out due diligence (see Par 2.B.1).

All Recipients are required to know, respect and apply the provisions of the Anti-corruption System in line with their role and level of responsibility.

2. GENERAL ANTI-CORRUPTION PRINCIPLES

Some areas of activities carried out by Fisia have been identified as posing a greater risk of active or passive corruption. General principles of conduct have been established for each risk area which Recipients are required to follow. The areas at risk are divided into the following categories:

- A. Relationships at risk of corruption**
- B. Significant Third Parties**
- C. Instrumental activities at risk of corruption**

With the aim of complying with this Anti-corruption Model, both managing relationships at risk of corruption and carrying out instrumental activities at risk of corruption, in addition to providing for the specific controls described in the following paragraphs, Fisia requires compliance with the following principles:

- segregation of activities/processes, utilising both organisational tools, such as the division of tasks and responsibilities, and tools for accessing information and data, the availability of which must depend on the responsibilities assigned to the staff;

Anti-corruption Model

- adoption and implementation of adequate internal rules and regulations so as to define the operating methods of key processes and activities;
- identification of individuals qualified to carry out control and authorisation activities and conferring of suitable powers and responsibilities in line with the assigned tasks;
- traceability of all operations performed and regular, accurate maintenance of accounting ledgers and books.

A. RELATIONSHIPS AT RISK OF CORRUPTION

Company relationships at risk of potential corruption are listed below, divided by type of counterparty.

A.1 Relationships with Public Administration

The numerous dealings that take place between the Company and Public Administration (hereinafter also "PA") may pose potential risks, as Fisia could be held liable for acts of corruption undertaken or attempted towards Public Officials that may request undue benefits to act in a way not in line with their duties or in breach of their official obligations.

Dealings with Public Administration mainly concern the following categories:

- dealings where PA is the customer of a project - these relations may pose corruption risks in contract awarding, in its management and in any other project phase, such as, for example, the process of obtaining certificates of payment by works managers or the approval of changes, extensions, variations, complaints, defective or non-existent works, tests, etc.;
- obtaining administrative measures within the competence of the PA - these activities may pose corruption risks in the course of activities for obtaining documents/authorisations the PA is responsible for (including licences, permits, registrations, concessions and other authorisations necessary for doing business), importing or exporting goods etc.;
- fulfilment of obligations towards the PA - the need to meet these obligations, including the implementation of regulatory requirements, the carrying out of specific checks, the submission of declarations, etc., could pose risks of corruption;
- checks and/or inspections by the PA - the management of requests in the context of inspections, audits, checks, investigations, etc. in which the Recipients are involved could lead to risks for the Company;
- legal disputes - disputes with Public Administration Bodies and disputes with private subjects pose potential situations at risk of corruption in relations with Judicial Authorities.

Anti-corruption Model

In relation to the aforementioned risk areas, Fisia:

- i. prohibits any form of undue payment, benefit or other advantage to Public Officials in breach of the Anti-corruption Model and the applicable Anti-corruption Laws, even if these were explicitly requested, or even if it were customary in a given context, and this creates any kind of disadvantage for Fisia or its staff;
- ii. prohibits favours, collusive behaviour, requests direct and/or through third parties aimed at improperly influencing the decisions of the Public Official;
- iii. verifies, during the recruitment phase, the relationships that the candidate has or has had with the Public Administration, intended both as positions held in the PA or family relationships with officials of the PA;
- iv. identifies the subjects authorised to deal with the PA, both in cases where the PA is commissioning any works, and in the case of inspections;
- v. adopts specific procedures to manage processes that include contacts with the PA, in order to ensure compliance with the principles highlighted above and, in particular, the segregation of activities/processes and the traceability of the operations carried out;
- vi. implements a training programme tailored to different study levels according to the position of the recipients and the different levels of involvement in activities at risk of corruption.

A.2 Relationships with private subjects

In carrying out its business activities, Fisia deals with various types of third parties, such as customers, suppliers, business partners, etc., for different purposes. The main categories of subjects, the potential risks when dealing with them and the control principles are shown below.

A.3.1 Customers

Alongside public customers who commission infrastructural works, other categories of Fisia customers are represented by private subjects who request civil engineering projects or who purchase the Company's raw materials, systems and machinery. In such relationships, the risks of corruption may be represented by the possibility that Fisia is deemed liable for acts of corruption undertaken or attempted towards the Customer or its employees or, vice versa, that the Customer may require the Company to work with a specific supplier with whom the Customer itself has established relationships in order to obtain personal benefits, or that the transaction or sale represents the payment of the price for a corrupt act.

In relation to the aforementioned risk areas, Fisia:

Anti-corruption Model

- i. carries out checks on the potential customer;
- ii. identifies the subjects authorised to have relationships with customers, both in the preparation phase of the offer proposal and in the submission phase, in order to ensure compliance with the principle of segregation of activities/processes;
- iii. prohibits favours, collusive behaviour, requests direct and/or through third parties aimed at improperly influencing the decisions of the counterparty;
- iv. guarantees the transmission to the Customer of the requested documentation, ensuring its completeness, accuracy and truthfulness;
- v. implements a training programme for personnel who have relationships with customers adapted according to the level of involvement of the personnel in activities at risk of corruption.

The business project selection process is regulated in detail by Fisia's company procedures, which identify the roles and responsibilities of the key individuals involved in the aforementioned process and define the methods for a correct selection of such projects.

A.3.2 Suppliers

The activities put in place by or in favour of suppliers (including subcontractors, consultants and professional service providers) can be considered at risk of corruption as, by way of example, the price of the service/activity provided could hide funds for the payment of a bribe or the supplier could bribe Fisia employees to obtain benefits.

In relation to the aforementioned risk areas, Fisia:

- i. prohibits any behaviour in conflict with the principles of the Anti-corruption Model, ensuring that all suppliers sign a specific contractual clause of "*Compliance*" with which they undertake to act in compliance with the Code of Ethics, the principles provided for by the Anti-corruption Model and the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001, under penalty of termination of the contract;
- ii. selects, through a structured qualification process, reliable suppliers with a proven reputation;
- iii. ensures that contracts with suppliers are drawn up in writing;
- iv. checks that no fees, commission or other payments are paid at an amount not in line with the services rendered to the Company or that do not comply with the assignment given and the market conditions/practices or set by professional rates;
- v. asks suppliers to ensure (i) that the amount due is exclusively received for the services defined in the contract; (ii) that it is the final recipient of the payment of the amount or shall indicate the final recipient. Fisia shall have the right to terminate the contract in the event that the checks on the aforementioned subject prove otherwise; and

Anti-corruption Model

- vi. ensures taking part in a tailored anti-corruption training programme, in relation to the position of the recipients and their different level of involvement in activities at risk of corruption.

The procurement process and the related checks are regulated in detail by Fisia's company procedures, which identify the roles and responsibilities of the key individuals/departments involved in the aforementioned process and define the methods for a correct and transparent selection and management of suppliers, the methods of reporting and control of the same, as well as management of relevant documentation and monitoring of payments.

B. SIGNIFICANT THIRD PARTIES

Third parties that Fisia deals with include some specific categories for which the risk of corruption can be considered higher in relation to the characteristics of the subject or the activity carried out. These subjects are called **Significant Third Parties**, that is *any legal or natural person, not employee, acting in the name and/or on behalf of the Company and who could have contact with a Public Official or a private subject in carrying out their duties in the name and/or on behalf of the Company. Legal persons identified as potential targets for carrying out an extraordinary merger or acquisition operation are also Significant Third Parties.*

The term contact refers to any activity of negotiation, agreement, meeting, inspection, investigation, management of administrative, contractual or regulatory duties or other type of similar operation in which the Significant Third Party relates to Public Officials or private subjects in name and/or on behalf of Fisia.

Depending on the type of dealings that Fisia has with third parties, the Significant Third Parties are the following categories:

1. Partners (in joint ventures, consortia, special-purpose companies, etc.)

Fisia can collaborate with legal persons in order to win, develop or manage orders, sharing the risks associated with the investment. These forms of collaboration can be carried out both through the establishment of specific corporate structures, provided for by local legislation, and through "joint venture" agreements or other partnership agreements.

It is important for Fisia to know its potential partners and to be able to assess the risks, existing or potential, deriving from a counterparty that does not operate in line with the ethical principles established by Fisia.

2. Consultants, professional service providers, external associates who, due to the activity carried out, have contact with a Public Official or a private subject in the name and/or on behalf of Fisia

Fisia may make use of consultants, professional service providers and external associates (e.g. intermediaries) in carrying out its business activities. When these subjects act in the name and/or on behalf of Fisia and have contacts with a Public Official or private subject when performing their duties, they fall into the category of Significant Third Parties, therefore further checks and inspections are needed. It is vital to assess the consultants, professional service providers and associates to acquire information if any of them has undertaken activities prohibited by the Anti-corruption System or if there is a reasonable possibility that they may do so.

3. Third parties involved in extraordinary transactions

These are companies identified as potential targets for carrying out extraordinary transactions such as mergers or acquisitions. During these operations, it is important to assess the corruption risk deriving from the acquisition of a company, or a company branch, which has its own exposure to the risk of corruption, also in relation to the type of business conducted and the country in which operates. This category also includes subjects that support the transaction, consultants and advisors. For extraordinary transactions, an appropriate due diligence process is essential to avoid potential repercussions for Fisia, such as damage to image, reduction of the Company's value and/or damage to the transaction.

B.1 Due Diligence on Significant Third Parties

In order to minimise the risks, Fisia requires further assessments to be carried out, with respect to those already stated in company procedures, before establishing a business relationship and during the contract with a Significant Third Party. The verification and approval procedures are aimed at determining whether a Significant Third Party breaches the Code of Ethics and the Anti-corruption System or whether there is a genuine risk that it could do so.

In managing relationships with a Significant Third Party, Fisia ensures that the following activities are carried out:

- an in-depth assessment (so-called due diligence) of the Significant Third Party, to be carried out as indicated in the company procedures and before establishing a contractual relationship or carrying out any operation with such Significant Third Party;
- during the due diligence phase, should any red flags be raised, checks must be made to ensure they have been adequately resolved or that appropriate safeguards for Fisia have been put in place;
- monitoring during the relationship or a transaction with the Significant Third Party, during which there will be checks to ensure the counterparty complies with the principles contained in the Model.

Anti-corruption Model

The procedures for carrying out due diligence are illustrated in the corresponding company procedures, which stipulate the control criteria and methods as well as the roles and responsibilities for carrying out the checks due to the different nature of the Significant Third Party, in order to ensure compliance with the principles highlighted above and in particular the segregation of activities/processes and the traceability of the operations performed.

Due diligence is generally focused on monitoring the following:

- there are no Impediments with regard the Significant Third Party;
- if the Significant Third Party is a legal person, its beneficial owner, the ultimate owner, can be identified;
- there is a valid business reason justifying a relationship with such Significant Third Party;
- there is no conflict of interest between the Significant Third Party and the Public Officials or private subjects with which the Third Party will have to interact;
- for extraordinary transactions, in the company involved in the transaction, there are no potential shortcomings of the internal control system and/or potential suspicious transactions (for example, Red Flag irregular payment schemes, suspicious interactions with public administrations, etc.).

Once due diligence checks have been made, Fisia ensures that the relationship with the Significant Third Party is governed in writing by documents that contain the appropriate "*Compliance*" clause and, in particular, the commitment to operate in compliance with this Anti-corruption Model as well as applicable laws. Fisia also ensures that the services have actually been provided and that the payment methods are traceable as well as the fees are paid to the provider, commercially reasonable and proportionate to the level and type of services provided. From the moment the agreement with the Significant Third Party is signed, until the conclusion of the relationship, the party will be monitored to ensure that the aspects assessed during due diligence remain unaltered throughout the whole term of contract.

If Fisia discovers in the negotiation, offer or due diligence phase that an existing or potential subcontractor or partner or third party is currently indicted or investigated for potential breaches of legislation prohibiting bribery, fraud or money laundering, Fisia will take reasonable and appropriate measures to ensure that the partner, subcontractor or third party has resolved any misconduct and has introduced and implemented an adequate compliance programme to prevent such misconduct from occurring in relation to any contract or project involving Fisia. Measures that Fisia may take include:

Anti-corruption Model

- Requesting a presentation from the third party explaining the nature and circumstances of any previous unlawful conduct as well as any actions taken by the third party to resolve the issues;
- Reviewing the third party's compliance programme to assess whether it has been designed and implemented in such a way as to provide Fisia with sufficient assurance that the third party will not engage in unlawful conduct in the contract or project in question; and
- Examining other ongoing and past Fisia contracts, transactions or projects with the third party to ascertain whether compliance issues occurred.

The measures adopted by Fisia will be established on a case-by-case basis, taking into account the nature of past misconduct (i.e. isolated or widespread, involving management or junior members of staff, involving the compliance department), the time elapsed from misconduct and the extent to which the misconduct could potentially occur under the circumstances envisaged in the proposed Fisia contract or project. Fisia always aims to ensure that its current and potential partners have appropriate compliance programmes to adequately mitigate compliance risks in their projects.

C. INSTRUMENTAL ACTIVITIES AT RISK OF CORRUPTION

Instrumental activities at risk of corruption refer to those operations or processes in which financial instruments are managed and/or from which advantages or means can derive with which to support the occurrence of the corruption crime. Fisia has adopted specific company procedures for the management and monitoring of the activities listed below that govern the roles and responsibilities of the personnel involved, in accordance with the principles described in this Model.

C.1 Sponsorship

Sponsorships can only be given if they come under the projects with the sole purpose of brand promotion, creating visibility and a positive reputation for Fisia. The Company has adopted specific procedures so that sponsorship cannot carry out a disguised form of conferring a benefit to a third party in order to obtain an undue advantage for the Company. To this end, Fisia focuses on potential conflicts of interest of a personal nature for any sponsorships.

Fisia draws up the methods of authorisation, stipulation and management of sponsorship contracts, which must comply with the following principles:

- sponsorships must be carried out in accordance with the approved budget;
- departments in charge of approving the project carry out a check on potential conflicts of interest of that to be sponsored;
- partners in sponsorship contracts must only be well known, reliable and reputable organisations;

Anti-corruption Model

- dedicated personnel carry out due diligence on potential partners of the sponsorship contract and verify the legitimacy of the contract based on applicable laws in accordance with the principle of segregation of activities/processes;
- sponsorship contracts must be drawn up in writing and include:
 - ✓ an adequate description of the nature and purpose of the individual initiative, the amount, the terms and conditions of payment;
 - ✓ a declaration by the counterparty that the amount paid is exclusively used for the purposes of the initiative;
 - ✓ the "*Compliance*" clause with which the counterparty undertakes to act in compliance with the Code of Ethics and the principles set out in the Anti-corruption Model and the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001;
 - ✓ Fisia's right to carry out checks on the counterparty, in the event that it has a reasonable suspicion that the counterparty may have violated the provisions of the applicable regulations, the Code of Ethics and/or the Anti-corruption Model.

C.2 Charitable donations - Donations

Charitable donations to public bodies or private subjects are allowed if they come under projects related to social solidarity, of a humanitarian nature, of social and economic promotion, scientific research, education, protection and development of the natural and artistic heritage, or support for events/bodies with significant social/environmental value and are approved according to company procedures. Such donations do not provide for any consideration. The Company has adopted specific procedures so that the donation is made in compliance with the principles set out in this Model.

Fisia establishes operating procedures relating to the authorisation and making of donations, which comply with the following principles:

- appointed departments check consistency with the approved budget and procedures;
- appointed departments shall be responsible for approving the action and verify potential conflicts of interest in the action to be carried out;
- beneficiaries must be well known, reliable and have an excellent reputation. Individual contributions made directly to a Public Official or a private subject are prohibited;
- specific personnel carry out due diligence on the potential beneficiary and check that it has satisfied all the requirements to operate according to the applicable laws in compliance with the principle of segregation of activities/processes;
- appointed departments check the legitimacy of the donation with respect to Anti-corruption Laws and applicable laws;

Anti-corruption Model

- all proposals must be viewed and authorised by those with suitable powers in compliance with the procedures governing the activity;
- cash contributions must be made through traceable and non-transferable means of payment and accompanied by an official letter from the Company confirming that it is aware that the purpose of the contribution is lawful;
- donations in kind (i.e. supply of products and/or services), in addition to complying with the principles and requirements described above, must be adequately reported by producing the necessary supporting administrative-accounting documentation;
- where appropriate, the recipient may be asked for declarations and guarantees regarding the use of donated funds/assets or, where necessary, to provide other reporting tools in order to monitor the donated funds.

C.3 Entertainment and hospitality expenses, gifts and other benefits

Fisia has adopted specific procedures so that entertainment and hospitality expenses, gifts and other benefits are carried out in compliance with the principles set out in this Model.

C.3.1 Entertainment and hospitality expenses

Entertainment and hospitality expenses are seen as costs incurred by Fisia when buying a good or service for third-party individuals, entities or companies, which are justified by business activities or aimed at promoting the company's brand. Company site visits, off-site meetings and related expenses (for example, transportation, accommodation, meals and additional expenses) incurred by Public Officials or employees or directors of a customer, business partner and/or a supplier may pose corruption risks.

Only reasonable entertainment expenses made in good faith with the following characteristics are allowed:

- they must not be paid in cash;
- there must be no consideration;
- they are carried out for legitimate business purposes and their main aim is not visiting tourist attractions or visits for personal reasons of the recipients of the money;
- they are not motivated by the desire to exercise improper influence or to expect anything in return;
- they comply with generally accepted standards of business courtesy;
- they are in line with company procedures, Anti-corruption Laws and applicable regulations.

All entertainment expenses must be recorded accurately and transparently in the Company's books in sufficient detail. They must be supported by adequate

Anti-corruption Model

documentation that identifies the name of the beneficiaries, as well as the purpose of the payment.

C.3.2 Gifts and presents

Gifts or other benefits may be given or received if they fall within the context of acts of business courtesy and are such as not to compromise the integrity and/or reputation of one of the parties and such that they cannot be interpreted by an impartial observer as aimed at creating an obligation of gratitude or to acquire advantages improperly. Fisia prohibits giving and accepting, either directly or indirectly, any form of gift aimed at obtaining an improper advantage, either personal or business-related, or which could be interpreted as such.

The only forms of gifts allowed, as a form of business courtesy, must be in line with the procedures adopted by the Company and, in particular they:

- must not exceed the actual or estimated value of €150 or equivalent in local currency;
- be granted in good faith and according to proper practice;
- comply with generally accepted business courtesy standards (e.g. Christmas gift hampers) or with promotional/demonstrational purposes;
- are not paid in cash (or any other equivalent means of payment);
- are duly authorised, registered and traceable in line with company procedures, Anti-corruption Laws and applicable regulations.

Presents, gifts or other benefits must not be given to a Public Official.

These principles must strictly be adhered to and also apply to countries where it is customary to offer gifts and presents or benefits not in line with the above principles.

C.5.1 Facilitation payments

Fisia prohibits the payment and the promise, directly or indirectly, of payments, advantages or other benefits to Public Officials in order to speed up, favour or ensure routine and non-discretionary services that form part of their official duties, such as:

- obtaining non-discretionary permits for carrying out activities;
- non-discretionary procedures, such as customs procedures or visas;
- the provision of a public service.

These so-called "*facilitation payments*" or "*grease payments*", are in any case not allowed even if they may be allowed by the legislation in force in some countries or by local customs.

Anti-corruption Model

C.4 Political contributions

Fisia prohibits any direct or indirect form of pressure and/or influence on politicians and has imposed, in accordance with the provisions of the Code of Ethics, a prohibition on making direct or indirect contributions to political parties, movements, committees and political and trade union organisations, or to their representatives.

Political contributions may actually be used as an improper way of obtaining or maintaining an advantage, such as awarding a contract, a permit or a licence, or influencing political decisions etc.

C.5 Bookkeeping and accounting

Anti-corruption laws impose specific obligations on bookkeeping, aimed, among other things, at discouraging and revealing payments and receipts made for corrupt purposes.

Fisia adopts procedures and controls so that the accounting records fully and accurately reflect the facts underlying each operation, each transaction is traceable and reasonably supported from a documentary point of view, in compliance with the accounting principles adopted by the Company.

All costs and charges, receipts and collections, revenues, payments and spending commitments must be promptly entered in the financial information, in a complete and accurate manner and have adequate supporting documents, issued in compliance with all the applicable laws and the related provisions of the internal control system. Funds and accounts not properly recorded in accounting are prohibited.

To meet these requirements, all Recipients must, without exception, comply with the legal, regulatory and procedural provisions on company accounting. In particular, the Recipients must not:

- ever consent to requests for registering an invoice for a service not rendered or different to that in the contract;
- pay unusual, excessive, poorly described and insufficiently documented expenses;
- alter any accounting documentation or change other related documents, in any way that may make the true nature of the transaction unclear or falsify it;
- take or follow up on measures that would result in making inaccurate entries in Fisia's accounting ledgers and documentation;
- approve and/or proceed with the payment of services if there is an explicit or implicit agreement that a part of the payment must be used for a purpose other than that described in the documentation supporting the payment itself;
- make payments in cash (or any other equivalent means of payment).

These requirements apply to all transactions, regardless of financial significance.

Adequacy of administrative and accounting procedures is certified by audits from the Board of Statutory Auditors and Independent Auditors.

C.6 Recruitment and HR management

Fisia regulates the staff recruitment, selection and management process in such a way as to ensure that the human resources are professional and have the technical and/or managerial skills in line with the needs and requirements of the company, avoiding favouritism and facilitations of any kind and basing choices purely on merit. These processes are carried out according to Fisia procedures, following the aforementioned criteria and the principles below:

- recruitment must be justified by genuine and tangible business requirements and/or those proven by specific needs authorised by those with decision-making powers;
- candidates must be assessed by several people fulfilling different roles, and the results of the whole assessment process are adequately recorded;
- specific departments check the candidates' ethical reliability and that there are no potential or current conflicts of interest, with reference both to relations with Public Administration and to relations between the individual and the Company, which must be recorded through specific declarations;
- appointed departments check the performance and the achievement of objectives;
- remuneration and any additional bonuses must be consistent with the role, responsibility and company policies;
- recruits must take part in a training programme, tailored to their level of involvement in activities at risk of corruption.

3. MONITORING, IMPROVEMENT AND REPORTING SYSTEM

The Compliance Department of Webuild is responsible, on the basis of annual risk-based planning, for checking the compliance of the Anti-corruption System with ISO 37001:2016 requirements, the correct application of anti-corruption safeguards and the identification of potential areas for improvement in relation to the organisational development of the Company, applicable legislation and/or best practices. Checks can also be activated following reports received through the appropriate channels or suggestions and recommendations from the business units, the Supervisory Body and the auditing company, based on the results of the activities under their respective area of responsibility. The methods followed by the Compliance Department were created according to the requirements of the ISO 37001:2016 standard. Every six months the Compliance Department reports

Anti-corruption Model

to the Board of Directors, by means of specific report, which must contain, at least, the following information:

- a) the summary of the activities carried out in the six-month period;
- b) a description of any problems that have arisen regarding the operating procedures for implementing the Model;
- c) the outcome of the reports received from internal and external subjects, including the direct findings, on any possible violation, suspected or overt, of this Anti-corruption Model and/or of the internal and/or external regulations, of ethical principles or of any Anti-corruption Law, as well as the outcome of follow-up checks carried out;
- d) the list of disciplinary measures and any sanctions applied by the Company, in relation to the violations referred to in point c);
- e) an overall assessment of the functioning and effectiveness of the Anti-corruption System, with proposals for additions, corrections or changes;
- f) reporting of any changes in the regulatory framework and/or significant changes to the internal structure of the Company and/or the methods of carrying out business activities, which call for the Anti-corruption System to be updated.

3.1 REPORTS

Recipients are required to report any violations of the Anti-corruption System in general and/or of any Anti-corruption Law of which they have become aware, even indirectly, during their work.

Fisia also requires Recipients to immediately notify the Compliance Department of any request deemed unlawful received from Public Officials or private subjects or any doubts that may arise regarding the appropriate conduct in managing relations with third parties.

Reports can be made using the following ways:

- the specific platform <https://webuild.integrityline.org/>
- email addressed to the mailbox: odvfisiat@webuildgroup.com
- a letter marked "confidential" sent to the address:

Fisia Italimpianti S.p.A. - Compliance Department, Via De Marini, 1, 16149 GENOA (GE), ITALY.

The Compliance Department and the Supervisory Body acquire and examine the reports concerning possible violations of the Anti-corruption Model and the Anti-corruption Laws, including those received anonymously. In order to protect and safeguard the person reporting, Fisia ensures, through appropriate

Anti-corruption Model

security measures, the confidentiality of the whistleblower's identity throughout the entire process of report handling, from receipt to preliminary and final phases. Investigations are coordinated by the Compliance Department and the Supervisory Body according to the specific procedures adopted by the Company.

Whistleblowers are guaranteed protection from any form of retaliation, discrimination or penalisation, without prejudice to legal obligations and the protection of the rights of the Company or of individuals in the event of ulterior motives or false accusations.

Fisia does not allow retaliation of any kind against an employee who reports suspected wrongdoing in good faith.

The systems for reports mentioned above can also be used to submit suggestions to improve the Anti-corruption System.

4. SANCTION SYSTEM

Any violations or infringements of the principles and provisions of this Anti-corruption Model and, in general, of the Anti-corruption System, by Fisia personnel constitute a serious breach of contract, for which the Company reserves the right to sanction such violations in compliance with the law and/or contractual relationship applicable to the individual relationship, both with conservative sanctions and through terminating the contractual relationship itself (dismissal). It is to be understood in any case that Company may seek damages in accordance with current legislation.

Including, but not limited to, the Company may impose sanctions against Fisia personnel who:

- i. breach Anti-corruption Laws or the Company's Anti-corruption System;
- ii. unreasonably fail to detect or report any breaches or threaten or retaliate against others who report any;
- iii. do not attend or complete the training sessions within the times and terms indicated by the Company.

Breaches by personnel will be punished - in compliance with the procedures, methods and timing provided for by the applicable legal and/or contractual regulations - promptly and immediately, by applying disciplinary measures that are adequate and proportionate (i) to the seriousness of the breach; (ii) the consequences of the breach; (iii) the subjective degree of guilt and intention and (iv) the position held, also taking into account the possible criminal relevance of the conduct in violation of the Anti-Corruption System and possible initiation of a criminal proceeding.

Anti-corruption Model

Where compatible, sanctions shall also be applied to the directors, statutory auditors of the Company and other Recipients.

No disciplinary sanction will be applied if Recipients refuse to act in a way that violates the Anti-corruption Model and/or Anti-Corruption Laws, even if this would result in a loss of business activities for Fisia or had a negative impact on its plans.

The violation of the principles and provisions of the Anti-corruption Model by Third Parties constitutes a serious breach of contract, following which the Company reserves the right to terminate the contractual relationship.

5. COMMUNICATION AND TRAINING

In order to spread adequate knowledge and understanding of the contents of this Model, Fisia requires its employees to take part in a mandatory Anti-corruption training programme.

The level of training is tailored according to the trainees' position and their level of involvement in activities at risk of corruption. A final test aims to ensure training is more effective. Fisia ensures personnel highly involved in the aforementioned sensitive activities shall take part in specific training sessions on this Anti-corruption Model and on Anti-Corruption Laws.

Training is managed by the HR, Organisation and Communication Department. This Department is responsible for planning the course and for filing course materials, as well as recording participants. The assessment of training needs based on the criteria of usefulness, interest and participation, teaching, teaching materials and organisation is carried out on an annual basis by the Department supported by the Webuild Compliance Department.

In addition, new employees receive a copy of the Anti-corruption Model (in addition to the copy of the Organisational Model Legislative decree 231/2001 and the Code of Ethics) and sign a declaration that they shall respect the principles contained therein.

Fisia also ensures that, within the first six months from the date of hiring and whenever deemed necessary (for example, following significant changes in the contents of the Anti-corruption Model and/or Anti-corruption Laws) a training course will be held on the present Anti-corruption Model and Anti-corruption Laws, in order to be able to share the principles, commitments and implementation methods.

Anti-corruption Model

The Anti-corruption Model is always available for all company external Stakeholders on the website <https://www.fisiait.com>. Information and documents useful to ensure that the prevention plan contains safeguards and/or objectives at least equivalent to those of the Fisia Anti-corruption System are also made available to external Stakeholders.

Attachment: GLOSSARY

Partnership agreement - agreement by which two or more companies, even belonging to different countries, undertake to collaborate in carrying out one or more projects, to share risks and utilise each other's skills and aimed at setting up joint ventures, consortia, temporary association of companies, associations, collaboration agreements or other entities with or without legal status.

Impediment - final sentence of the Significant Third Party, with final ruling, for one or more crimes of corruption, fraud, money laundering or involvement in a criminal association; presence of the Significant Third Party in the Sanction List and Debarment List; temporary or definitive disqualification from contracting in any form with public entities or for activities financed by accredited financial institutions, such as Multilateral Development Banks.

Conflict of interest - a situation that arises when a subject entrusted with specific decision-making responsibility has personal and/or professional interests in conflict with the impartiality required by this responsibility, which may be impaired by their own interests.

Active corruption - deliberate action by anyone who promises or gives, directly or indirectly, a financial advantage or other benefit to a public official or private subject, for themselves or for third parties, to act or refuse to act in accordance with their duties or in the exercise of their roles in violation of the obligations inherent in their official obligations or the obligation of loyalty.

Direct corruption - an act of corruption carried out directly by one party to another.

Indirect corruption - an act of corruption carried out by a third party acting on behalf of another.

Passive corruption - deliberate action by anyone who receives or requests or accepts promises to obtain, directly or indirectly, a financial advantage or other benefit from a Public Official or a private subject, for themselves or for a third party, to act or refuse to act in accordance with their duties or in the exercise of their roles in violation of their official obligations or the obligation of loyalty.

Charitable donation - Contribution (money or goods) given to individuals, other than employees of Fisia, and legal persons (State, public bodies/institutions, foundations/non-profit organisations etc.) without requesting anything in return. Charitable donations can be made in cash or in kind to the entity.

Public Official - generally includes any public official, including but not limited to elected or appointed officials; any employee or other person acting for or on behalf of a public official, organisation, facility or company performing a government function; any employee or other person acting for or on behalf of a wholly or partially owned or controlled entity by the government; any political party, officer, employee or other individual acting for or on behalf of a political party or any candidate for public office; any employee or person acting for or on behalf of a public international organisation (such as the United Nations) or a Multilateral Development Bank. This definition includes all officials and employees of companies owned or controlled, even partially, by the government, including all employees of government-owned companies and facilities, even if the companies are operated as private companies. In some cases, it may not be clear whether a company is actually government-owned. If in doubt, contact the Compliance Department. The definition of a Public Official also includes persons in charge of a public service - those who in any way perform a public service. Public service means an activity regulated in the same manner as the civil service, but is characterised by the lack of the typical powers of the latter, and excluding the performance of simple order tasks and provision of merely material services.

Gift - an item given free of charge, as a unilateral act without anything in return.

Practices subject to sanctions - Passive Corruption, Active Corruption, Corruptive Practices, Fraudulent Practices, Coercive Practices, Collusive Practices, Obstructive Practices, Money Laundering or Terrorist Financing.

Coercive practices - damage or the threat to cause damage, directly or indirectly, to a person or property owned by them in order to improperly influence their actions.

Collusive practices - an understanding or agreement between two or more parties established to achieve an unlawful purpose, including improperly influencing the actions of another party.

Corrupt practices - offering, giving, receiving or soliciting, directly or indirectly, any benefit to influence the action of a Public Official.

Fraudulent practices - any act or omission, including a misleading representation, which knowingly or recklessly misleads, or attempts to mislead, a person in order to obtain a financial or other advantage or to avoid fulfilling an obligation.

Anti-corruption Model

Obstructive practices - the act of deliberately destroying, falsifying, altering or concealing evidence relevant to an investigation and/or threatening, harassing or intimidating a person to prevent them from disclosing their knowledge about matters relating to an investigation or to continue the investigation; or (b) the act of materially obstructing the exercise of the contractual right of the Multilateral Development Bank in question to control or access information that any bank, authority or other equivalent body of the European Union or its Member States may have in compliance with any law, regulation or treaty or under any agreement that such Multilateral Development Bank has entered into pursuant to such law, regulation or treaty.

Public Administration - this generally includes any organisation, instrument or company that performs a governmental function, any agency, office or organisation of the European Union, any company owned, controlled or with a stake, even if only partially, by an Italian or foreign government, any international public organisation, such as the United Nations or Multilateral Development Banks, or any political party or candidate for political office, either Italian or foreign.

Red Flag - any circumstance or event capable of signalling, with respect to a possible risk situation, a violation of the Anti-corruption Laws, of the principles contained in the Anti-corruption Model or in the Guidelines.

Present - see "Gift".

Anti-corruption System - the Policy, the Anti-corruption Model and the Guidelines "Assessment of Significant Third Parties-Anti-corruption and Compliance".

Social solidarity - free activity aimed at subjects "in need and disadvantaged" that offers socio-welfare, health, socio-rehabilitation, socio-re-educational support and protection of rights.

Hospitality expenses - entertainment expenses incurred (e.g. travel, board and lodging expenses) to host suppliers, customers or other parties, related to business activities.

Entertainment expenses - free supply of goods and services, deriving from relationship obligations and/or from hospitality duties, based on sector business practices and related business activities, aimed at maintaining and increasing Fisia's positive reputation.

Sponsorship - expense aimed at company promotion, aimed at improving the image or general reputation of the Company.