



Group's Anti Bribery Policy

Approved by the Board of Directors of PLC S.p.A. held on 28/06/2019

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1 Introduction

PLC Group is a multinational organization that operates in several countries around the world.

Aware of the negative effects of corrupt practices on economic and social development in the areas in which it operates, the PLC Group **is committed to preventing and reverse the occurrence of offences** in the performance of its activities, at any work level and in any geographical area.

As a concrete implementation of its commitment in this area, PLC Group has adopted the **Ethical Code**, which defines the values that inspires it to achieve its objectives and the principles relevant to the conduct of its activities. This Ethical Code has been defined in close integration with the **organizational, management and control model provided for by Legislative Decree 231/01** (which the Italian companies of PLC Group have defined, taking care of its constant updating).

As further confirmation of its commitment against illegal conduct, with the introduction of this Policy, **PLC Group intends to strengthen the prevention and fight against corruption measures** already in place, with the aim of further raising the awareness of the Recipients of the principles, rules and behaviours that must be observed within their functions and responsibilities.

1.1 Purposes

The purposes of this Policy are:

- to explain the **PLC Group's commitment** both to **fighting corruption** and to **complying with applicable anti-bribery laws**;
- to define the principles for the **identification and prevention of potential episodes of corruption** in order **to protect the integrity and reputation of PLC Group**;
- to clearly communicate the **anti-bribery principles** to both internal and external Recipients;
- to bring to the **attention** of all Recipients within PLC Group, the **content of this Policy** and the **obligations** deriving from it, also through specific **training initiatives**.

1.2 Scope and reception

- 2 The approval of this Policy is under the responsibility of the Board of Directors of PLC S.p.A. and applies immediately to all Recipients as defined below.
- 3 This Policy is mandatory for PLC S.p.A. and for the companies of the PLC Group, which implement it by means of a resolution of the Administrative Body.

2 Definitions, abbreviations and acronyms

In this Policy, the following terms and expressions have the meanings set out below:

Areas and activities at risk of crime	The sectors or activities (single or complex) that may expose PLC S.p.A. and the companies of the PLC Group to the risk that the addressees of the Anti-Bribery Laws commit one or more crimes
BoD	Board of Directors
Ethical Code	Document adopted by the PLC Group, as integral part of the organisation and management model drawn up pursuant to Legislative Decree 231/01, which defines the set of ethical and social rules to which company representatives must adhere
Contributions to associations and bodies	Charitable donations to non-profit organisations (e.g. Associations, Foundations, ONLUS)
Corruption	Anyone who, directly or indirectly carrying out activities in the interest or to the advantage of PLC S.p.A. and of the companies of the PLC Group, promises or gives money or other benefits to: <ul style="list-style-type: none"> – a Public Official or Person in Charge of a Public Service to induce him to exercise his functions or powers (improper bribery) and/or to commit acts contrary to his duties (own bribery); – also through third parties, to the directors, general managers, managers responsible for preparing the company's financial reports, statutory auditors and liquidators of companies or private entities in order to induce them to perform or omit an act in violation of the obligations inherent in their office or the obligations of loyalty
Recipients	The members of the administrative and control bodies (e.g. Board of Directors, Board of Statutory Auditors), as well as employees, collaborators and all those who operate, in Italy and abroad, in the name of or on behalf of the PLC Group
Legislative Decree 231/01	Italian Legislative Decree no. 231 of 8 June 2001 (" <i>Rules governing the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to Article 11 of Law no. 300 of 29 September 2000</i> ") and subsequent amendments and additions
Facilitation payments	Unofficial payments made to a Public Official or Person in Charge of a Public Service, for the purpose of speeding up, facilitating and generally facilitating the performance of a routine activity
PLC Group	PLC S.p.A. and the companies of the PLC Group
Commercial promotion tasks	Agreements aimed at supporting the activities of the PLC Group when assessing the conditions and opportunities of the markets in which it operates
Joint Venture	Stable collaboration contractual agreement with which the PLC Group undertakes with a third party (partner) an economic activity subject to joint control

Anti-bribery Laws	Indicates (i) the anti-corruption provisions contained in the Italian Criminal Code (<i>Codice Penale</i>), and other applicable national laws, including Legislative Decree no. 231 of 2001, and/or (ii) other public and commercial anti-corruption laws in force worldwide and/or (iii) international anti-corruption treaties
Model 231	Organisation, Management and Control Model adopted pursuant to Legislative Decree 231/01
Gifts and entertainment expenses	Gifts, gratuities, hospitality and expenses incurred in the purchase of goods and services for promotional or public relations purposes. With reference to gifts, they must have an amount of "modest value".
M&A operation	Transactions carried out by the Company concerning acquisitions, disposals, mergers, demergers, contributions of companies or business units, strategic alliances and partnerships
Supervisory Body (OdV)	This means the body with responsibility for controlling and supervising the effectiveness and adequacy of the Model 231
Public Administration (PA)	<p>Includes Public Administration Bodies, Public Officials and/or Person in Charge of a Public Service, as defined below:</p> <ul style="list-style-type: none"> – <u>Public Administration Body</u>: any body, office or body, whether central or peripheral, in Italy or abroad, which is responsible for public interests and which carries out legislative, jurisdictional or administrative activities by virtue of public law regulations and authorisation acts; – <u>Public Official</u>: <ul style="list-style-type: none"> • any person exercising a legislative, judicial or administrative public function. The public function is governed by rules of public law and by authoritative acts and is characterised by the formation and manifestation of the will of the public administration or its performance by means of authoritative or certifying powers; • anyone, for example, acting in an official capacity in the interest of or on behalf of (i) a national, regional or local public administration, (ii) an agency, office or body of the European Union or of an Italian or foreign, national, regional or local public administration, (iii) a company owned, controlled or participated by an Italian or foreign public administration, (iv) a public international organisation, such as the European Bank for Reconstruction and Development, the International Bank for Reconstruction and Development, the International Monetary Fund, the World Bank, the United Nations or the World Trade Organisation, (v) a political party, a member of a political party or a candidate for a political office, whether Italian or foreign; <p><u>Person in Charge of a Public Service</u>: those who, for whatever reason, provide a public service, where public service means an activity that is regulated in the same way as the public function, but characterized by the lack of the powers typical of the latter.</p>
Private Subjects	Companies, consortia, foundations, associations and other private bodies, including those without legal status (including rating agencies) that carry out professional/institutional or business activities whose performance or failure to perform may result in an advantage for the PLC Group or in which it may have an interest

Public Subjects	Public Officials, Public Service Officials, Politically Exposed Persons and, more generally, officials or internal bodies of Authorities or Public Administrations
Sponsorships and advertising initiatives	Contracts related to a specific event, project or activity, entered into by the PLC Group for the enhancement and dissemination of the name, image and brand or for the promotion of corporate activities, products and services

3 General principles of reference

The general and mandatory rule is that in the PLC Group any form of corruption in favour of any entity (Public Subjects and Private Subjects) is prohibited. Therefore, the offer, promise and giving, as well as the solicitation, acceptance and receipt of corrupt payments by the Recipients are prohibited.

According to this principle it is strictly prohibited and will be sanctioned without any tolerance both the fact that the Persons of the PLC Group solicit, receive or accept the promise or giving of an economic advantage or other benefit (i.e. the so-called "*passive corruption*"), and the fact that the Persons of the PLC Group offer, promise or give an economic advantage or other benefit in favour of Public Subjects or Private Subjects or in any case third parties (i.e. the so-called "*active corruption*", public or private).

Such conduct is prohibited even if carried out indirectly through any third party; likewise, the offering, promise or giving of an economic or other benefit in favour of family members, relatives or persons linked to or indicated by a Public Subject or a Private Subject ("*indirect bribery*") is prohibited.

In particular, the general principles that must be observed to ensure an adequate Internal Control System related to corruption offences can be summarised as follows:

- **Compliance with the Internal Regulatory System:** activities must be carried out in compliance with the behavioural principles and rules defined in the PLC Group's Internal Regulatory System;
- **Prohibition of unlawful practices:** no questionable or unlawful practice (including facilitation payments) may be justified or tolerated under any circumstances by the fact that it is carried out in the interest of the PLC Group or that it is considered "customary" in the sector or in the countries in which the PLC Group companies operate;
- **Compliance with the Policy in business relations:** both the business relations of PLC Group companies involving a Public Subject and those involving Private Parties must be conducted in compliance with this Policy and the Anti-Bribery Laws;
- **Responsibility of the Persons of the PLC Group:** the Persons of the PLC Group are responsible, each to the extent of its competence, for compliance with this Policy;

- **Training of Persons in the PLC Group:** specific training plans for Persons in the PLC Group must be provided;
- **Segregation of duties:** the performance of company activities must be based, where possible compatibly with the organisational structure, on the principle of segregation of duties, so that the authorisation of an operation must be under the responsibility of a person other than the person who carries out or controls such operation;
- **System of powers:** the powers of authorization and signature must be: (i) consistent with the organisational and management responsibilities assigned, (ii) clearly defined and known within each PLC Group company, (iii) exercised within the defined value limits.

The attribution of powers for a given type of act must comply with the specific requirements, if any, required by the legislative provisions for the performance of that act. The timely revocation of the powers (and the blocking of the corresponding users) must be ensured in the event of exit from a PLC Group company or change of organizational role of the beneficiary (if necessary);

- **Transparency and traceability of processes:** each activity must be verifiable, documented, consistent and appropriate with the activities of each PLC Group company. The correct storage of relevant data and information must be ensured, by means of computer and/or paper tools;
- **Adequacy of the documents of the Internal Regulatory System:** the documents must be consistent with the operations and level of organizational complexity of PLC S.p.A. and the companies of the PLC Group and must be such as to ensure the necessary controls to prevent the commission of corruption crimes;
- **Impartiality and absence of conflicts of interest:** the Recipients of this Policy must operate with professionalism, impartiality and in compliance with anti-corruption regulations. They are therefore obliged to avoid any and all situations from which a conflict of interest may arise, such as to affect, even potentially, their ability to act in the interest of the company and in compliance with the aforementioned legislation.

4 Principles of conduct applied to major risk areas Corruption

On the basis of an analysis of the areas most exposed to the risk of corruption, the PLC Group, in addition to the general principles set out in paragraph 3 above, undertakes the following commitments for the conduct of its activities.

4.1 Contributions to political parties

The PLC Group does not make direct or indirect contributions, in any form, to parties, movements, committees, political and trade union organisations, their representatives and candidates in Italy or abroad.

4.2 Charitable contributions and donations

Any charitable contributions or donations to charitable organisations and bodies must be made in compliance with the Anti-Bribery Laws and the documents of the PLC Group's Internal Regulatory System. In particular, all contributions and donations must respect at least the following minimum principles:

- be carried out in accordance with the approved budget;
- be carried out in favour of well-known, reliable charitable organisations with an excellent reputation for honesty and integrity;
- be paid exclusively into the account registered in the name of the beneficiary institution; payments to encrypted accounts or in cash, or to a party other than the beneficiary institution or in a third country other than the country of the beneficiary institution, are prohibited;
- be truthfully and transparently recorded in the books and records of the companies of the PLC Group.

4.3 Sponsorships

Any sponsorship must be carried out in compliance with the Anti-Bribery Laws and the documents of the PLC Group's Internal Regulatory System. In particular, all sponsorships must respect at least the following minimum principles:

- be carried out in accordance with the approved budget;
- be carried out in favour of well known, reliable sponsee with an excellent reputation for honesty and integrity;
- be formalised by means of a contract containing at least the following elements
 - the right of the sponsee to use the images of the PLC Group;
 - the start date and duration of the sponsorship;
 - the currency and amount of the consideration envisaged;

- payment via accounts registered in the name of the sponsee; payments to encrypted accounts or in cash, or to a party other than the sponsee or in a third country other than the sponsee country are prohibited;
 - the declaration by the sponsee (including the Directors and employees) that it is not a Public Official or Person in Charge of a Public Service in order to avoid any possible conflict of interest;
 - the right of the PLC Group to terminate the contract, interrupt payments and obtain compensation for damages in the event of a breach by the other party of the Anti-Bribery Laws or the documents of the PLC Group's Internal Regulatory System;
 - the sponsee's obligations;
 - the contractual clause relating to the "*Administrative Liability of Entities*".
- be recorded in the books and records in a fair and transparent manner;
 - be paid in accordance with the terms of the sponsorship contract and after verification of approval for payment by the responsible person.

4.4 Facilitation payments

Facilitation Payments are expressly prohibited. The PLC Group does not allow payments to be made and offered, directly or indirectly, by any entity for the purpose of expediting performance already due from a Public Official or Person in Charge of a Public Service.

4.5 Gifts and entertainment expenses

The PLC Group does not accept any form of gift or entertainment expense that is not part of normal commercial courtesy or that may be intended to create an obligation of gratitude or to improperly acquire advantages in the conduct of its business. This prohibition does not provide for exceptions even in countries where offering gifts to business partners is customary, and includes both gifts offered and received.

Any gifts and entertainment expenses must:

- not be in the form of a cash payment;
- be made or received in connection with legitimate business purposes and in good faith;
- not be motivated by a desire to exert unlawful influence or an expectation of reciprocity;
- be reasonable and in any event such that it cannot be interpreted as aimed at obtaining favorable treatment;
- be in good taste and conform to generally accepted professional courtesy standards;
- be addressed to beneficiaries who perform roles inherent to the company's activities and who meet the generally recognized requirements of reputation and integrity;
- be provided for in specific documents of the Internal Regulatory System;

- comply with local laws and regulations applicable to the Public Official or the Person in Charge of a Public Service or the private individual, including, where applicable, the codes of conduct of the organizations or bodies to which they belong.

In addition, any gift offered or received must not exceed the "single" threshold and the "cumulative annual" threshold defined by the PLC Group Companies in specific documents of the Internal Regulations System. Anyone who offers or receives gifts of an actual or estimated value exceeding the "single" threshold and the "cumulative annual" threshold defined by the individual companies of the PLC Group must notify the Head of the HR Department of PLC S.p.A., and in any case record it (even if refused) accurately and transparently in a special register.

4.6 Suppliers

In the PLC Group, the procurement process is governed by specific documents of the Internal Regulatory System that define the roles and responsibilities of the main players as well as the general rules related to the main phases of the process, such as the selection and qualification of suppliers, the stipulation and management of contracts, the reporting and control of procurement and the management of documentation.

In particular, the process of procurement of goods and services must be guided by the principles of:

- cost-effectiveness, effectiveness, timeliness and fairness;
- free competition, equal treatment, non-discrimination, transparency;
- proportionality and publicity;
- risk minimisation and value maximisation.

4.7 Selection and recruitment of employees

The selection and hiring of personnel are inspired by the principles of transparency, fairness and impartiality, while respecting the professionalism and skills of the worker. In the field of personnel selection and hiring, the PLC Group works to ensure that the resources correspond to the profiles actually necessary for the company's needs, avoiding favouritism and facilitations of all kinds and inspiring its choice exclusively to criteria of professionalism and competence.

The PLC Group provides for the performance of preventive checks on the recruitment of personnel in order to comply with at least the following minimum principles:

- suitability for the role and the task to be performed;
- absence of any conflict of interest;
- absence of any ongoing criminal proceedings and any civil or administrative sanctions or investigations in progress.

The PLC Group provides for the performance of checks aimed at complying with the minimum principles laid down in the pre-assumption phase for the entire duration of the employment relationship.

4.8 Keeping and control of accounts

In relation to the keeping of accounting records (general accounting, financial statements and other corporate communications), the PLC Group has set up an internal control system and carries out adequate and sufficient accounting controls in order to provide reasonable guarantees regarding the adequacy, completeness, truthfulness and reliability of accounting records, as well as the reliability of financial statement information and the preparation of financial statements, in compliance with generally accepted accounting standards and in any case, with current legislation. The internal control system therefore provides for specific controls at different organisational levels, with adequate implementation methods.

4.9 M&A transactions

Any M&A transaction, including institutional or contractual collaboration within a Joint Venture, must include due *diligence* on the counterparty in order to verify:

- the identity and reputational, honourableness and integrity requirements of the shareholders and directors of the company involved in the M&A transaction and, in the case of Joint Ventures, of the Partner;
- the possible areas at risk of corruption of the company involved in the M&A transaction or of the Joint Venture;
- the existence of an anti-corruption Group Policy in the company subject to the M&A transaction or the Joint Venture;
- the existence of any proceedings, sanctions or convictions, for violations of anti-corruption regulations, against the company involved in the M&A operation and, in the case of Joint Ventures, against the Partner, shareholders, directors or management of the same.

Moreover, following the M&A operation, if PLC S.p.A. holds the majority, the companies subject to acquisition, merger and contribution must comply with the provisions of this document. With particular reference to the Joint Ventures, PLC S.p.A. and the companies of the PLC Group, also through their representatives, will endeavour to facilitate the implementation by the Joint Venture of the provisions of this Policy, in order to prevent behaviour that could constitute violations of the anti-corruption regulations and in order to provide PLC S.p.A. or the companies of the PLC Group with the faculty to carry out within the activities relating to the Joint Venture specific anti-corruption audits .

5 Training and distribution of the Anti-Bribery Policy

The PLC Group promotes the knowledge of this Policy to all personnel of the same Group who are therefore required to comply with it within the scope of their functions and responsibilities.

In particular, the promotion of knowledge, takes place through:

- the inclusion of the Policy in the corporate intranet of PLC S.p.A. and of each PLC Group Company;
- distribution to new hires at the time of hiring, with signature certifying receipt and commitment to knowledge and compliance with the relevant requirements.

The PLC Group also promotes training initiatives for internal Recipients on the principles of this Policy.

6 Reports of violations and absence of retaliation

The PLC Group encourages compliance with the principles contained in this Policy and asks the Recipients of this Policy to **report promptly any** attempted or actual **bribery**, as well as any violation (or reasonable suspicion of violation) of the Policy and/or Anti-Bribery Laws and any improper direct or indirect request for money or other benefits by a Public Subject or a Private Subject.

The PLC Group provides Recipients with suitable communication channels (including whistleblowing) to ensure the reception and management of detailed reports of significant conduct based on precise and consistent factual elements and the protection of the reporter in line with current legislation. These channels for the Italian companies of the PLC Group are available in the General Part of the Model 231 adopted by the same companies and published on the institutional website.

The Supervisory Body of each PLC Group company is responsible for receiving and managing reports.