



# ANTI-CORRUPTION POLICY

ADOPTED BY THE LUCART GROUP

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## The Anti-Corruption Policy of the LUCART Group

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## 1. Introduction

The LUCART Group is a multinational group that operates in different countries and jurisdictions and is therefore subject to compliance with Italian laws and the laws of the countries they operate in including those of ratifying international conventions that prohibit the corruption of Public Officials and corruption between private individuals.

In recent years the fight against corruption has gradually taken on greater importance, also in light of the tightening of sanctions associated with natural persons and legal persons (e.g. pecuniary, prohibitive and custodial sanctions) as well as in consideration of the impact in terms of reputation.

Governments both at a local level as well as through international agreements have promoted a regulatory framework which aims to discourage cases of corruption.

In this context the LUCART SpA BOD decided to reinforce the measures to prevent and tackle corruptions already provided for in their Organisation, Management and Control Model pursuant to Legislative Decree 231/01 by adopting this Anti-Corruption Policy approved by the management of the company which is valid for all the companies in the Group controlled by them who must formally adopt it through their Board of Directors once it has been translated.

Furthermore, the company will use their influence, however reasonable under the circumstance so that the companies in which they have a non-controlling interest and important business partners (e.g. suppliers, contractors consultant, partners etc.) respect the standards defined in this Policy.

## 2. Aim

The Anti-Corruption Policy is the document that sets out the principles and general objectives of the management system to prevent corruption adopted by the Companies in LUCART Group such as prohibiting and preventing any type of corrupt conduct.

To achieve this goal this Policy provides all personnel and all those that operate in the name or on behalf of the companies in the LUCART Group (such as consultants, suppliers, contractors and partners), with the principles and rules to follow to ensure compliance with Anti-Corruption Laws.

The LUCART Group is committed to increasing knowledge and awareness of their Policy to all interested parties they have business and institutional relationships with.

As further confirmation of their commitment against illegal conduct by introducing this Policy the LUCART Group intends to integrate the existing rules to prevent and contrast corruption into a comprehensive framework with the aim of raising further awareness with Recipients of the rules and behaviour that must be observed.

## 3. Anti-corruption laws and corrupt conduct

All personnel must comply with the pro-tempore anti-corruption laws and regulations in force (the "Anti-Corruption Laws").

The Anti-Corruption Laws include, among other things:

- Organisation for Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (Paris, 17 December 1997);
- The United Nations Convention against corruption adopted by the UN General Assembly on the 31<sup>st</sup> of October 2003 with resolution no. 58/4 (the so-called Merida Convention);
- Law no. 116 of the 3<sup>rd</sup> of August 2009, Ratification and implementation of the UN Convention against corruption, adopted by the UN General Assembly on the 31<sup>st</sup> of October 2003 with resolution no. 58/4;
- The Italian Penal Code, with particular reference to articles 317 et seq.;
- The Italian Penal Code, with particular reference to article 2635 (corruption between private individuals) and article 2635 a (incitement to corruption between private individuals);
- Legislative Decree no. 231 of the 8<sup>th</sup> of June 2001 (on administrative liability of entities for crimes);
- Foreign Corrupt Practices Act (FCPA) issued in the United States;
- UK Bribery Act issued in the United Kingdom;
- French Law “Sapin II” (LOI no. 2016-1691 du 9 décembre 2016 relative à la transparence, à la lutte contre la corruption et à la modernisation de la vie économique) - Transparency, the Fight against Corruption, and Economic Modernization Act;
- Spanish Law “Ley Organica no. 5, of the 22<sup>nd</sup> of June 2010”.

In general, the Anti-Corruption Laws qualify as illegal and, consequently, sanction direct or indirect promise, offer, payment or acceptance of money or other benefits with the aim of obtaining or maintaining a deal or securing an unfair advantage.

The Anti-Corruption Laws, in particular consider corrupt conduct as behaviour that consists in paying (or even only promising to pay) money or other benefits (e.g. gifts hospitality), directly or through a third party to Public or private Entities with the aim of:

- influencing an action or decision, causing them to do or not to do anything in accordance with or in violation of their legal duty or in any case to secure an unfair advantage;
- persuade a Public or private Entity to use their influence with the entity they work for to adopt (or not adopt) an act or decision.

In addition to the above mentioned active corruption the Anti-Corruption Laws also sanction passive corruption that can occur when a member of a management body (e.g. a director), of a supervisory body (e.g. a member of the board of statutory auditors), a manager or an employee of the company solicits or receives money or other benefits (or even the promise to receive them) to carry out or omit to do their duty in violation of the obligation of loyalty to the company they belong to.

It should also be emphasized how corrupt conduct is also sanctioned when money (or other benefits) are intended for family members or other subjects linked to the Public or private Entity (e.g. a company owned by them or one they have an interest in), with the aim of influencing their decisions.

#### 4. Policy Statement

Aware of the negative effects of corrupt practices on economic and social development the LUCART Group has always been committed to preventing and countering the occurrence of offenses while doing business.

Preventing corrupt practices for the LUCART Group in addition to being a legal obligation is one of the principles on which the Company's actions are based even in consideration of its own founding values.

In compliance with national and international regulations and in accordance with the provisions of the Code of Ethics, the LUCART Group does not tolerate corruption of any kind and, in accordance with the "Zero Tolerance" principle does not allow any exceptions to the provisions and prohibitions referred to in this Policy as well as in any other documents issued by the company on the subject.

All Recipients are required to know and respect the Policy as well as the applicable Anti-Corruption Laws and internal regulatory instruments adopted that provide for rules and controls on anti-corruption.

Compliance with this Policy is referred to by the LUCART Group in all contracts, mandates and procurement contracts with external subjects.

Any infringements of this Policy will therefore be pursued in accordance with the *Disciplinary Code* adopted by the company.

All Recipients of this Policy must not:

- offer, promise, give, pay, authorise third parties to give or pay, directly or indirectly undue benefits, economic benefits of any value or other benefits to a third party (whether they are a Public Official, a Public Service Officer or a private individual) – **(active corruption)**;
- request or accept, or authorise a third party to request or accept, directly or indirectly undue benefits, economic benefits of any value or other benefits from a third party (whether they are a Public Official, a Public Service Officer or a private individual) – **(passive corruption)**;

when the intention is to:

- persuade a public official, a public service officer or a private individual to improperly perform any public function or any activity associated with a business or reward them for doing so;
- influence an official act (or an omission) by a Public Official or a public service officer or any decision in violation of their legal duty;
- obtain or secure an improper advantage in relation to business activities; or
- in any case violate applicable laws.

The types of corruption prohibited include:

- sums of money (so-called bribes);
- free gifts;
- expenses for hospitality in general (travel, lunches, transport etc.);
- contributions in kind including sponsorships;

- discounts, vouchers or personal credit;
- businesses, jobs or investment opportunities;
- confidential information;
- any other kind of advantage or any benefits that can be valued.

To prevent cases of corruption the company has adopted an organisational model, a structure of proxies and powers of attorney and internal procedures that ensure the following general principles are applied:

- **Segregation of roles and responsibilities:** during the decision-making process segregation between those who propose, authorise, control, execute and account for transactions must be ensured as far as possible.
- **Organisational clarity of signatory power and power of attorney:** authorisation and signatory powers must be coherent with the organisational and management responsibilities assigned as well clearly defined, assigned and known.
- **Impartiality and the absence of conflicts of interest:** all activities must be carried out and decisions taken with professionalism, transparency, impartiality and in compliance with Anti-Corruption Legislation. Every situation that could cause a conflict of interest even if only potential or apparent must be promptly reported.
- **Transparency and traceability of decisions:** every activity and control must be documented and verifiable subsequently. Correct storage of data and relevant information must be ensured.
- **Evaluation of counterparties:** every subject responsible for a certain process must verify the reliability, the reputation profile and the adequacy of the counterparties the company is considering establishing a professional relationship with, provide for specific contractual clauses that bind the counterparties to comply with the principles contained in the Code of Ethics, the Policy and in the procedures and protocols defined to comply with the Anti-Corruption Laws, as well as check the effectiveness of the services rendered in execution of the contracts drawn up with the company.

## 5. Roles and responsibilities

The BOD of the companies in the LUCART Group have the responsibility for the adoption, dissemination and supervision of the implementation of this Policy by making use of the internal control structures in the organisation.

## 6. Whistleblowing

The LUCART Group encourages spontaneous whistleblowing by personnel in relation to known or potential infringements by ensuring the forms of protection to whistleblowers provided for by legislation and in compliance with the internal regulation relating to *whistleblowing*.

Whistleblowing must be done using the IT channel provided by the Group that can be reached through the following website <https://lucartgroup.segnalazioni.net/> and through other channels provided by individual companies.

## 7. Dissemination, communication and training

The LUCART Group promotes awareness of the Policy, the Code of Ethics and Anti-Corruption Laws to all personnel.

This Policy must be disclosed through the LUCART Group internal (e.g. the company intranet site) and external communication channels (the website), to all personnel, stakeholders and any other subjects that have a relationship with the company and that could expose them to a risk of corruption classified as “not low” .

The LUCART Group plans and manages training activities on the subject with the aim of ensuring that personnel understand and respect the role held by:

- the anti-corruption Policy;
- the corruption risks to which they and the company may be subject to;
- their role inside the LUCART Group in preventing corruption;
- the preventive action to be taken and the reports to be made in relation to the risk or suspicion of illegal practices.