



Anti-Corruption Procedure

**FILE - 1.3
Rev. 0**

**Date:
12/01/2024**

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Anti-Corruption Procedure

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1. SCOPE OF PROCEDURE AND ANTI-CORRUPTION PRINCIPLES

This procedure (hereinafter referred to as the “**Procedure**”) has been drawn up with the aim of creating the necessary safeguards to combat any and all corrupt practices within the corporate activities of Valvitalia S.p.A. (hereinafter referred to as “**Valvitalia**” or the “**Company**”), thus constituting a genuine anti-corruption Code of Conduct.

Valvitalia does not allow any form of corruption and is committed to complying with the anti-corruption laws in force in all the countries in which it operates, ensuring that its operations are inspired by principles of transparency and compliance with the anti-corruption regulations in force wherever Valvitalia conducts its business and ensuring that the highest levels of integrity are maintained.

At the same time, this Procedure defines specific behavioural protocols implementing the provisions of Valvitalia's Organisational and Management Model (hereinafter referred to as the “**OMM**”) and the Company's Code of Ethics, with particular reference to the prevention of the types of offences referred to in Articles 24-ter (organised crime offences) and 25 (embezzlement, extortion, undue persuasion to give or promise benefits, bribery and abuse of office) of Italian Legislative Decree No. 231 of 8 June 2001.

In view of the high risk of corruption that lies behind such practices and activities, the Procedure focuses in particular on the receipt and offer of giveaways, hospitality and liberal donations (i.e. free disbursements of goods and services, for promotional or public relations purposes), and on the relations that the Company has or could have with the Public Administration for various reasons.

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In particular, in some cases, the giving and receiving of gifts and hospitality may constitute common practices, especially in certain geographical areas where Valvitalia operates, but they should never be used to exert influence over third parties. Under certain circumstances, the offering and/or receiving of gifts and hospitality may in fact be regarded as actual acts of bribery prohibited by law. A case such as this could not only result in the prosecution of the individuals involved as well as the Company (by extension), but the latter could also suffer considerable reputational damage.

All addressees of this Procedure are therefore strictly prohibited from giving, promising, offering, requesting or receiving any gift, gratuity, hospitality or otherwise acting in breach of the provisions of this Procedure.

This Procedure is to be considered an integral part of the Valvitalia Code of Ethics.

Any violation of the Procedure shall be sanctioned pursuant to paragraph 7 of Model 231.

2. FIELD OF APPLICATION AND ADDRESSEES

This Procedure is addressed to all those who perform functions of representation, administration and management of Valvitalia, of the companies belonging to the Valvitalia Group and of individual production units, employees, self-employed and temporary workers, agents and any representative who performs his or her activity on behalf of or in the interest of the Company, regardless of their geographic location (hereinafter, collectively referred to as “**Addressees**”).

3. REFERENCE DOCUMENTS

- Organisation, management and control model adopted pursuant to Article 6, paragraph 3 of Legislative Decree No. 231 of 8 June 2001, as amended by the Board of Directors of Valvitalia by resolution of 12 December 2014 (and subsequent updates).
- Valvitalia Code of Ethics.
- Valvitalia Travel Policy.
- Procedure for relations with the public administration
- Procedure for receiving gifts and giveaways.
- Procedure for managing sponsorships and donations.

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4. DEFINITIONS AND ACRONYMS

“**CEO**”: Chief Executive Officer.

“**BoD**”: Valvitalia Board of Directors.

“**HRD**”: Human Resources Department.

“**HCD**”: Head of the Compliance Department.

“**AD**”: Administration Department.

“**LD**”: Legal Department.

“**Model 231**”: Organisation, management and control model adopted pursuant to Article 6, paragraph 3, of Italian Legislative Decree No. 231 of 8 June 2001, as amended and supplemented, by the Board of Directors of Valvitalia S.p.A. by resolution of 12 December 2014 (and subsequent updates).

“**Public Administration**”: The public administrations referred to in Article 1, paragraph 2 of Italian Legislative Decree No. 165 of 30 March 2001, as amended, national public bodies, and entities responsible for collecting taxes within the scope of national or local taxation, whatever their legal form.

“**Public Officials**”: Any person exercising a legislative, judicial or administrative public function.

“**Direct Manager**”: A person in an executive managerial role, directly responsible for the management of one or more business areas.

5. CORRUPT ACTS

A corrupt act consists of offering, promising or giving money or any valuable benefit to unduly influence another person in order to obtain an advantage or, conversely, requesting or accepting such benefits as compensation for an inappropriate action. Acts of corruption can therefore be both active and passive and include any transaction characterised by the intention to influence, even indirectly and through the interposition of third parties, the actions of another person.

Instruments of corruption include money, gifts, acts of hospitality, expenses, reciprocal favours and any other direct or indirect benefit or payment.

For the conduct to be relevant under the applicable law, as well as under this Procedure, even the mere act of offering or requesting money or other benefits is sufficient, irrespective of the actual implementation of the relevant agreement.

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It should be borne in mind that, in some cases, it may be the third party itself, in a more or less explicit manner, who solicits the commission of a corrupt act (e.g. by requesting a payment). It is important to be aware of such a fact and to report it promptly to your Direct Manager, even if only in case of doubt.

Valvitalia is also aware of the fact that, in particular circumstances and with reference to certain high-risk geographical areas, the commission of a corrupt act may be the only way to get out of a situation in which one's own physical safety or that of third parties is endangered. In such extreme cases, the payment of a sum of money or other benefit shall not be sanctioned on condition that the incident is immediately reported to the Company.

It is recalled that corrupt acts (even attempted ones) of which one has knowledge must be reported to the Valvitalia Supervisory Board through the reporting channels made available. In this regard, please consult the appropriate "Whistleblowing Procedure" (COMP - 3.2) available on the company intranet.

5.1 FACILITATION PAYMENTS

Facilitation Payments consist of a payment or the giving of a benefit to a Public Official in order to obtain or retain an office or any other commercial advantage. Although it is common practice in some countries for Public Officials to request Facilitation Payments, the same are prohibited and will be considered by Valvitalia as a violation of this Procedure, notwithstanding local custom.

6. GIFTS AND HOSPITALITY

All gifts and hospitality must be in accordance with the Valvitalia *Procedure for receiving gifts and giveaways*.

7. TRAVEL, BUSINESS TRIPS AND REIMBURSEMENT OF EXPENSES

All reimbursement of expenses, business trips and transfers must be made in accordance with Valvitalia's *Travel Policy*.

8. DONATIONS, LIBERAL DONATIONS AND SPONSORSHIPS

All donations, liberal donations and sponsorships must be made in accordance with the Valvitalia *Sponsorship and Donation Management Procedure*.

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9. RELATIONS WITH THE PUBLIC ADMINISTRATION

All relations with the Public Administration must take place in accordance with the provisions of the *Valvitalia Procedure for Relations with the Public Administration*.

10. FORMS

The following forms are in use and support the recording and control of what is described in this Procedure:

- mod. comp. 1.3.1 - Gift and hospitality request and approval form mod.**
- comp. 1.3.2 - Liberal donation request form**

11. SUMMARY OF CHANGES

Rev. 0: creation of the Procedure



GIFT AND HOSPITALITY APPROVAL FORM

Mod. Comp. 1.3.1 Rev. 0

Employee's name	
Job role and Department	
Type ("request to offer" or "request to receive")	
Name of beneficiary/recipient and name of organisation	
Position/role of the beneficiary/addressee	
New or existing business partner	
Public Official (yes/no)	
Brief Description of the gift	
Value of the gift	
Reason for providing Gifts or Hospitality/Entertainment	

Authorised by	
Signature	
Date	

Rejected by	
Signature	
Date	



LIBERAL DONATION REQUEST

Mod. Comp. 1.3.2 Rev. 0

Applicant's First and Last name:

Business function

Set out below the reasons why the applicant considers the disbursement to be an opportunity for Valvitalia.

Company name of the recipient of the disbursement

Activity carried out

Nationality

Registered office

Province:

Tax Code number:

VAT number:

Type of Organisation

Amount

Date and place

Applicant's signature

I, the undersigned _____ in my capacity as Chief Executive Officer of Valvitalia S.p.A.,

Approve

Do not approve

This request for liberal donation.

Date and place

Signature