

Rev.
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ANTI-CORRUPTION POLICY

FINE FOODS GROUP



LIST OF REVISIONS

REV.	DATE	CHANGES	APPROVAL
00	13 May 2022	New issue	Board of Directors

1 Introduction

The Fine Foods & Pharmaceuticals NTM S.p.A. Group (hereafter "The Fine Foods Group" or "the Group") adopted this Anti-Corruption Policy to implement the Company's fundamental values, which were expressed in its Code of Ethics.

In its Policy, the Group follows the Principles of the United Nations Global Compact, especially the tenth Principle which is about the **fight against corruption** and states:

"Principle X: Businesses should work against corruption in all its forms, including extortion and bribery."

The following Policy protects the organisation and its stakeholders by preventing corrupt malfeasance.

Where Fine Foods Group companies have already established operating procedures to regulate their business, they remain valid as they already comply with this Group Policy guidelines.

1.1 Definitions

Recipients (collectively, the "Recipients"): Policy recipients are directors, employees, agents, external and internal co-workers regardless of the relationship, distributors, business partners and any other acting on behalf of the Group.

Public official: a central figure for interpreting this Policy. This person performs a legislative, judicial or administrative public function. An administrative function is public if governed by public law and authoritative acts and manifests public administration will or its performance using authoritative or certifying powers (Art. 357 of the Criminal Code). This includes *Persons in Charge of Public Services* and employees, co-workers and officials of a government body, agency or public body, supervisory or guarantee authority, customs officials, candidates for public office, officials of public international organisations (e.g., the European Union or Red Cross), private individuals performing a public function by proxy. The term includes employees or officials of commercial enterprises owned or controlled by the state, such as public universities, national airlines, national oil companies, and health facilities.

Public entity: means any state, government, region, province or any other administrative subdivision, body, or authority exercising executive, legislative, judicial, regulatory or administrative functions, or linked to any governmental authority, court, tribunal or arbitration board, stock exchange, agency or authority controlling financial markets.

"Valuable": this term broadly means money, goods in kind, gifts, gratuities, donations, forgiveness or discounting of debts, personal favours, tickets to events, meals, travel, accommodation, hospitality and related expenses, contributions to political parties or charities on behalf of third parties, business opportunities (offers or promises of contracts under certain terms), employment opportunities (appointments, consultancies or recruitment), unconditional discounts, health care, documents or privileged information acquired during employment.

Third parties: Anti-corruption legislation and this Policy prohibit indirect payments made through third parties. "**Third-party**" broadly means distributors, dealers, consultants, suppliers, subcontractors, agents or any other person or entity acting on behalf of the Group.

Conflict of interest: means a situation in which the person or family or financial interests of a **Recipient** conflict with or may interfere with the interests of Group companies.

Supervisory Body: a corporate body entrusted with compliance duties under Legislative Decree no. 231/01. x

1.2 General Principles

Fine Foods and its subsidiaries are committed to conducting business under the regulations and using the most stringent ethical principles. They require the same commitment from employees and those acting on the Group's behalf. In line with this commitment, Fine Foods has adopted this Anti-Corruption Policy (hereafter, the "Policy").

The Group does not tolerate any act of corruption or undue payments, whether committed directly or through third parties, in Italy or abroad.

Recipients are prohibited from giving, offering or promising any object or other **valuable** utility or service (gifts, hospitality, tickets to events, travel, goods in kind, employment opportunities, business opportunities, personal favours) to Public Officials, or anyone else, to improperly obtain or retaining a personal business advantage or for the benefit of third parties. **Recipients** are prohibited from requesting or accepting such improper rewards.

If a **Recipient** is aware or believes that an improper payment has been/will be made or another valuable benefit has been/will be offered, they must report this to their supervisor or the corporate body entrusted with compliance duties, such as the Supervisory Body under Legislative Decree no. 231/01, as per the "Whistleblowing Regulations." No retaliation may be taken against any **Recipient** for a report made in good faith of a breach or alleged breach of anti-corruption laws or this Policy.

This Policy and Fine Foods' internal controls must be designed and constantly updated, including with the assistance of qualified external consultants, to prevent the occurrence of such violations and enable the Group and its companies to respond promptly and effectively to any investigation of such conduct. **Recipients**, especially if they are Group employees or managers, who violate this Policy or the operating procedures coordinated with it, may be subject to disciplinary action, including dismissal, under labour legislation and applicable National Collective Labour Agreements.

Recipients who have any questions concerning the Policy's content are invited to consult their manager, the Human Resources department or the corporate bodies entrusted with compliance duties, such as the Supervisory Body provided for by Legislative Decree no. 231/01.

2 Our Anti-Corruption Policy

2.1 Corruption

Recipients are not permitted to pay or receive bribes or promise or offer or receive other valuable benefits.

Recipients must conduct their activities under this Policy and the anti-corruption regulations. Under this Policy, **Recipients** are prohibited from:

- a) engaging in any type or form of corruption (including under international and other countries' laws) and, particularly, giving or offering gifts of money or concessions of goods in kind and anything valuable, directly or indirectly (through intermediaries, subcontractors or third parties), to any Public Official or private business counterparty to obtain or retain improperly a personal commercial advantage or for the benefit of third parties or to promote the Group's business or defend its market positions or acquire favourable treatment; and
- b) granting goods or favours to friends and family members of **Public Officials** or private business counterparties. Bribing or making similar payments or providing other valuable benefits are not permitted, whether to **Public Officials** or customers, investors or other private counterparties. Similarly, **Recipients** are prohibited from offering, requesting or accepting such rewards.

When receiving a request for an improper payment or other valuable benefits in violation of this Policy, the request must be immediately rejected by the **Recipients** and reported to their Manager or the corporate body entrusted with compliance duties, such as the Supervisory Body under Legislative Decree no. 231/01, as per the "Whistleblowing Regulations."

2.2 Gifts and other benefits, hospitality, donations and sponsorships

Recipients are invited to refer to the following rules on gifts and other benefits, hospitality, donations and sponsorships.

a) Gifts

Generally, the Group prohibits the granting of gifts. The Group prohibits the solicitation of gifts or entertainment from **Recipients**, who must refuse gifts and hospitality, where possible.

If business practice so requires, **Recipients** may make modest gifts, subject to the limits set out in Annex A. A recipient who receives gifts or other benefits exceeding the limits defined in Annex A must immediately make them available to the Company for return.

b) Hospitality and other expenses incurred on behalf of third parties

The Group allows expenses incurred for attendance at events and hospitality involving customers/suppliers/business partners and other parties within the limits of what can be considered customary and of modest value to avoid compromising the integrity and reputation or influencing the recipient's independent judgement.

c) Travel and accommodation

Reasonable and bona fide travel expenses paid on behalf of customers, including potential customers, may be allowed under certain circumstances, subject to limits that may be considered customary and of modest value to avoid compromising the integrity and reputation or influencing the recipient's independent judgement.

d) Special Rules for Public Officials

Because of the increased risk of corruption related to interactions with Public Officials, Recipients must obtain appropriate prior approval, from their manager, for any gift, meal, expense, hospitality, travel or accommodation provided to a Public Official as part of a professional relationship, regardless of their value.

e) Contributions to political parties

Recipients are prohibited from making donations to political parties or their representatives, in their own or the Group's name, regardless of the reason.

f) Charities

Recipients are prohibited from making donations to charities organisations, in their own or the Group's name, to obtain or retain business opportunities or obtain an undue personal or third-party commercial advantage.

Any contribution to charities organisations must comply with the law, be approved by the Company Management and comply with the following principles:

- The beneficiary (entity/association/organisation receiving the donation) must be a reliable charity with a good reputation.
- Donations must comply with the Sustainability Strategy adopted by the Company and be approved by the Board of Directors' ESG Committee.
- The Supervisory Body, under Legislative Decree no. 231/01, must be informed about the contribution recipients, amounts and project.

g) Sponsorship

Recipients are prohibited from making sponsorships in their own or the Group's name, to obtain or retain business opportunities or obtain an undue personal or third-party commercial advantage.

Any sponsorship must comply with the law, be approved by the Company Management and comply with the following principles:

- Partners in sponsorship contracts must be well-known, reliable and have a good reputation.

- Contracts must be drawn up in writing and contain the initiative's reference elements including its nature and purpose, fees and other contractual conditions.
- The Company or Group reputation-gain must be proportionate to the consideration paid and clearly identified.
- Sponsorships must comply with the Sustainability Strategy adopted by the Company and be approved by the Board of Directors' ESG Committee.

The Supervisory Body, under Legislative Decree no. 231/01, must be informed about the sponsorship contracts signed, the amounts and project.

3 Relations with Third Parties

Anti-corruption legislation prohibits indirect payments made through third parties, including the transfer of any goods or other valuable benefits to a third party knowing that such goods will be transferred to a Public Official or a private business counterparty for improper use. **Recipients** shall avoid situations involving third parties that may lead to the violation of this Policy.

Group employees who have interactions with Third Parties are responsible for taking reasonable precautions to ensure that they conduct business ethically and under this Policy. Such precautions may include subjecting third parties to risk-based due diligence, including appropriate provisions in contracts with third parties, requiring them to certify that they have not and will not violate this Policy, the Group's Code of Ethics and any applicable anti-corruption legislation during their business relationship with the Group, and monitoring the fairness and lawfulness of the services provided and the consideration paid to third parties during the relationship.

Recipients must monitor Third Parties which pose a greater risk and whose involvement may implicate interaction with Public Officials, for example in obtaining permits, clearances, authorisations or similar consents, or inspections by public authorities or agencies.

4 Conflict of Interest

Recipients must perform their work in the exclusive interest of the Group, avoiding any actual or potential Conflict of Interest involving them, their family members or third parties, which could be prejudicial to the Group.

Recipients must proactively report any potential or alleged Conflict of Interest to their Manager and the corporate body entrusted with compliance duties (the Supervisory Body, under Legislative Decree no. 231/01).

Similarly, if **Recipients** are aware or believe that a potential or alleged Conflict of Interest has arisen/is likely to arise, they must report it to their Manager and the corporate body entrusted with compliance duties (the Supervisory Body, under Legislative Decree no. 231/01).

The "Whistleblowing Regulations" provide that no retaliation may be taken against **Recipients** for reporting in good faith a violation or alleged violation of this Policy. Group employees must disclose any potential Conflict of Interest and inform their Manager and Supervisory Body of any conflict of interest or alleged conflict of interest

that may arise during their employment. The Human Resources Department and Supervisory Body may carry out any further assessment to establish the existence of a Conflict of Interest and any action to be taken.

5 Records and internal controls

This Policy requires that expenditure made by the Group are reflected in its accounting records, and payments made with Group funds or in its name have been duly authorised. **Recipients** must follow applicable accounting standards, regulations, accounting practices and financial reporting guidelines. **Recipients** shall prepare expense reports and records in a timely and thorough manner. **Recipients** shall ensure that no payment is made for a purpose other than what was accurately described in the relevant company books and records. **Recipients** shall ensure that transactions, instructions and payments involving Group funds or assets are properly and accurately recorded in the relevant accounting records. It is forbidden to make anonymous entries or unrecorded expenditures or false or artificial accounting entries in any Company accounting records. It is forbidden to use personal funds to do what this Policy prohibits.

Group companies perform periodic audits of their books and accounting records to verify compliance with this Policy.

6 Monitoring and updating the Policy

The Policy application and compliance must be monitored by the Group companies' corporate body entrusted with compliance duties (the Supervisory Body, under Legislative Decree no. 231/01). They may entrust the verification to internal auditors of the various Group companies or the Group.

7 Anti-Corruption Policy information and dissemination

As part of the Group's ongoing commitment to anti-corruption compliance, **Recipients** receive a copy of this Policy, which they must examine carefully. **Recipients** shall certify the following in writing:

- 1) they have read and understood the Policy;
- 2) they comply with the Policy;
- 3) they report any potential breach of the Policy.

The form in Annex B of this Policy may be used for this paragraph purposes.

Employees must be aware of the forms of corruption described in this Policy, and how to report suspected corruption. Fine Foods and its Group companies will promote awareness of this Policy through appropriate initiatives.

8 Reporting Obligations and Whistleblower Protection

The Group requires that each **Recipient** who becomes aware or suspects any violation of this Policy **reports** it to their Manager or the corporate body entrusted with compliance duties (the Supervisory Body, under Legislative Decree no. 231/01), under

the applicable operating procedures. Where permitted by the laws and Group companies' procedures, reports may be anonymous.

If a Group employee or manager **fails to report** a known or suspected violation of the Policy, such employee/manager may be subject to disciplinary action, under applicable labour legislation and National Collective Labour Agreement. If a **Recipient** (other than Group employees and managers) **does not report** a known or suspected violation of the Policy, such **Recipient** may be subject to, based on contractual clauses included in the letters of appointment or agreements, and relevant applicable general rules, the termination of the contractual relationship, without prejudice to any claim for compensation if damage to the Group company involved is caused by such omission.

The "Whistleblowing Regulations" provide that, if reporting the actual or potential violation is made in good faith, no retaliation shall be taken in relation to the working/personal relationship with the whistleblower.

Each company shall set up a channel on its institutional website, which allows the reporting to the Supervisory Body of conduct in breach of this Policy in addition to traditional communication means.

9 Policy Effectiveness and consequences for its violations

The obligation to comply with the rules contained in this Policy is to be considered an essential and integral part of the contractual obligations for Group employees and **Recipients**. Group companies will treat any violation as a disciplinary offence and will not tolerate acts such as offences, violations of legal obligations, policies and internal operating procedures or other actions that could generate a hostile or unpleasant atmosphere in the workplace, jeopardise health or safety or damage the environment.

Violations of this Policy will be considered liable to disciplinary sanctions, which will be adopted under Art. 7 of Law no. 300/1970 and the applicable National Collective Labour Agreement.

The sanctions against Group company employees shall fall within those provided for by applicable labour laws and National Collective Labour Agreement applicable to the Group company involved.

Considering the relationship of trust between the employer and the executives of the Group company, if there is a violation of the rules of conduct imposed by the Policy, the Board of Directors of the company involved shall take the measures deemed appropriate against those responsible for the violations, under the applicable National Collective Labour Agreements, since such violations constitute a breach of the obligations arising from the employment relationship.

Any conduct of **Recipients** (other than Group employees and managers) in violation of the conduct guidelines in this Policy may determine, under the contractual clauses included in the letters of appointment or agreements, and applicable relevant general rules, the termination of the contractual relationship, without prejudice to any claim for compensation if such conduct results in damage to the Group company involved.



10 Approval and amendments

This Policy is approved by a resolution of Fine Foods' Board of Directors, and any modification is under the BoD responsibility.

ANNEX A

VALUE LIMITS FOR GIFTS

Allowed for gifts with a value less than	Prior approval by the Manager for gifts with a value greater than
€ 50**	€ 50** (gifts cannot exceed € 150*)

*Presidential Decree no. 62/2013, Art. 4 paragraph 5

**TUIR, Art. 108, paragraph 2

Under this Policy, free gifts are defined as gifts or other benefits consisting of goods or services where the market value is beneath the thresholds specified above, including any discounts.

The **€ 150 threshold** is to be understood as the total amount for the **calendar year**.

Any exceptions to the above amounts must be approved in advance by the **Company Management** and adequately justified in the accounting records and specified as an exception.

They must be communicated to the Supervisory Body.

Note: Gifts, expenses for events and hospitality at business meetings that an employee or agent proposes to a public official or employee of a public company, must be approved in advance, regardless of the amount.