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ANTI-CORRUPTION POLICY (P.AC.)

Medana & Visca S.r.l.				
Anti-Corruption Policy				
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Introduction and purpose of the document

Preface

Conducting its business activities, Medana & Visca S.r.l. has always been inspired by the principles of loyalty, honesty and ethics, respecting the laws and regulations applicable in the various countries in which the Organization operates. An ethical corporate conduct guarantees various advantages, such as and improvement in the image and reputation of the company and a strengthening of the trust of partners and stakeholders. This Anti-Corruption Policy provides a tool aimed at guiding all the daily activities of the Organization, respecting the ethical principles, and protecting the fundamental values of Medana & Visca. Medana & Visca adopts a "zero tolerance" policy towards corruption: this statement applies to both the public and private sectors.

1. THE REASON OF AN ANTI-CORRUPTION POLICY

Medana & Visca is an organization that operates in various contexts in continuous and rapid evolution. A global footprint implies great challenges and responsibilities, including the ability to adhere to principles of social responsibility and comply with all applicable laws and regulations in the jurisdictions in which the Organization operates. Current trends show that regulatory and social environments around the world are increasingly focused on specific anti-corruption laws; Medana & Visca's guidelines include the prevention of corrupt activities, and is committed to oppose corruption, which is a phenomenon that could lead to both ethical and economic damage. From an ethical point of view, corruption damages the integrity of all people involved and undermines the foundation of the organizations to which they belong. From a business point of view, corruption leads to suboptimal outcomes for companies, legal risks, damages to the reputation and financial costs, including fines.

2. AIMS OF THE ANTI-CORRUPTION POLICY

The introduction of the Anti-Corruption Policy, together with the existing rules, confirms the Organization's commitment in the fight against illegal conducts. The regulations and guidelines included in the Policy, inspired by the Organization culture, were developed by analyzing the activities that could potentially expose the Company to corruption risks. They promote the highest ethical standards in all business relationships, in order to conduct business with loyalty, fairness, transparency, honesty and integrity and provide specific rules to prevent, identify and manage corruption risks.

3. RECIPIENTS OF THE ANTI-CORRUPTION POLICY

This Anti-Corruption Policy applies globally to Medana & Visca and to all their personnel, which includes directors, managers, employees, workers and all other subjects acting in the name and/or on behalf of Medana & Visca. Medana & Visca guarantees that, under no circumstances, the personnel will be subject to layoff, demotion, suspension, threat, mobbing or discrimination in the workplace for refusing to adopt a prohibited conduct, even if such refusal results in a loss of activities or other negative consequences for the business.

4. REQUIREMENTS OF THE ANTI-CORRUPTION POLICY

Although anti-corruption laws and regulations may vary from country to country, they generally forbid corruption, considered as the practice of offering, giving or promising (or authorizing someone to offer, give or promise) payments and donations of any type of benefit to subjects operating in the public or private sector, with the intention of influencing the third party and obtaining undue advantages. Violations of the law by individuals connected to an organization can create negative consequences and reputational damages, as anti-corruption laws and regulations includes the imposition of severe administrative fines, the exclusion of the company from negotiations with public administrations, the ban (temporary or permanent) from carrying out their activities, as well as the closure of plants. Hence, Medana & Visca prohibits corruption under any circumstances.

Principles and rules

In relation to the current or potential activities of the Organization and all its areas of interest, recipients must respect:

- Applicable anti-corruption laws and regulations,
- The rules of the Organization, Management and Control Models under the Legislative Decree 231/2001,
- The internal procedures and regulations established by Medana & Visca.

To ensure the compliance with this Policy, Medana & Visca has developed a series of principles and rules that all recipients must respect in their daily activities.

5. GENERAL PRINCIPLES

Prohibited conduct:

In relation to the current or potential activities of the Organization, it is strictly prohibited:

- To offer, promise, give (or authorizing someone to offer, promise, give), directly or indirectly, an economic advantage or other benefits to a Public Official or a private individual (Active corruption);
- To solicit or receive, for oneself or for others, also through a third party, an undue economic advantage or other benefits, to carry out or omit an act, in violation of one's obligations.

The aforementioned prohibitions are not limited to monetary payments and include: gifts, hospitality, entertainment and public relations expenses, sponsorships, non-profit initiatives as well as the selection and hiring of personnel. Furthermore, "facilitation payments" (payments of modest value and unofficial, with the purpose to speed up, favor or ensure the carrying out of a routine activity or foreseen within the scope of the subjects' duties with which the Organization's companies relate) are prohibited. Furthermore, any questionable or illegal practice will not be justified or tolerated just because it is considered "customary" in the sector or in the countries in which Medana & Visca operates, nor the belief of acting for the benefit of Medana & Visca can in any way legitimize the adoption of behavior contrary to ethical principles.

Key principles of conduct:

As a general principle, in order to prevent and monitor violations of applicable anti-corruption laws and regulations, Medana & Visca requires all recipients to:

- Respect the principles of separation of duties: the person in charge of an operational activity must be different from the person who controls and authorizes this activity or transaction. The company must avoid the assignment of the responsibility for completing a task/activity to a single manager.
- Respect the power of attorney: the power of attorney must be properly formalized, clearly defined and attributed in relation with the specific organizational and management responsibilities, and it must be employed in accordance with the defined value and purpose limits.

- Ensure impartiality and the absence of conflicts of interest: it is necessary to operate with professionalism, transparency, and impartiality. Any situation that could create a conflict of interest must be avoided and promptly reported. To prevent similar situations from occurring, it is forbidden to carry out tasks for Medana & Visca, or to maintain economic relationships, either personally or through close family members, in conflict with the interests of the organization.
- To ensure clarity and conciseness, the duties and responsibilities of all subjects involved in the Organization's processes, including activities and controls, must be defined in a clear and simple way.
- " Know your partner": within the scope of their duties and responsibilities and in compliance with the criteria of reasonableness and proportionality, all process managers must implement proper procedures to verify the reliability, reputation, and suitability of any third party with which the organization intends to establish a professional and commercial relationship.
- Guarantee the formalization and traceability of the decision-making process: all the activities carried out and the related controls must be traceable and verifiable ex post. The documentation produced must be correctly archived and easily usable.

6. PRINCIPLES OF CONDUCT IN THE MAIN SENSITIVE AREAS

As a result of the analysis of the activities of Medana & Visca, and inspired by the international best practices, the following areas were assessed as potentially exposed to corruption risks:

6.1. Relations with representatives of public institutions
6.2. Commercial relationships with intermediaries and agents
6.3. Business relationships with customers, suppliers and other third parties
6.4. Relations with political and trade union organizations
6.5. Human resources management
6.6. Management of gifts and gifts, entertainment allowance, donations and sponsorships
6.7. Accounting and financial procedures and controls.

6.1. Relations with representatives of public institutions

REASONS TO PAY ATTENTION

Medana & Visca interacts with various representatives of public authorities and government bodies to obtain authorizations, licenses and permits, or during inspections or requests for information from public and customs authorities, etc. The relationships with the representatives of public institutions may involve a potential risk, as the Company could promise or offer money or benefits to the public officials in order to influence their behavior and decisions (for example in connection with the results of an ongoing investigation).

GUIDING PRINCIPLES

All relationships with public authorities and government bodies must be based on honesty, transparency and traceability and can only be managed by authorized parties or individuals acting in the name and/or on behalf of the organization. The organization must not illegitimately influence the independent judgment and objectivity of the public officials in order to obtain any type of undue benefit or advantage.

OBLIGATIONS AND PROHIBITIONS

In managing relations with the representatives of the public institutions:

- It is mandatory to avoid any type of relationship with the representatives of public institutions that could be perceived as ambiguous or inappropriate by an impartial external third party;
- It is mandatory to keep track of all the relationships occurring with representatives of public institutions, ensuring full traceability;
- It is prohibited to attempt to influence the independent judgment and objectivity of representatives of public authorities and government bodies in order to obtain any type of undue benefit or advantage. Payments and any other arrangement (including gifts and hospitality) seek to influence the behavior or judgment of public officials are therefore forbidden;
- It is prohibited to accept any type of bribe request by the representatives of public institutions.

6.2. Commercial relationships with intermediaries and agents

REASONS TO PAY ATTENTION

Medana & Visca operates in different markets with different business models. In some markets, the Organization uses agents to support commercial and sales activities. Due to the contractual bond that binds them to Medana & Visca, the agents represent the Organization and act on its behalf. For this reason, any illicit behavior conduct by the agent (for example to influence government action) could also make an impact on Medana & Visca. Indeed, anti-corruption laws and regulations do not always differentiate between acts carried out by companies or by someone acting on their behalf.

GUIDING PRINCIPLES
The organization must deal only with intermediaries and agents who apply the same standards of business conduct as the organisation. Business relationships must be formalized in written contracts, signed in compliance with the system of delegations and powers of attorney; all relationships must be managed according to principles of transparency, integrity and correctness. Commercial activities carried out by agents and intermediaries on behalf of Medana & Visca must be traceable.

OBLIGATIONS AND PROHIBITIONS
In managing relationships with intermediaries and agents, before starting a business relationship:

- It is mandatory to request a completed and signed self-declaration containing information aimed at better understanding the intermediary, highlighting a potential corruption risk (e.g. details on the corporate structure, pending charges, etc.).
- It is mandatory to include reference to the Anti-Corruption Policy in agreements with the agents and he intermediaries. Such agreements must include full details of commissions which must be fair and aligned with market values.
- It is mandatory to pay reimbursements of expenses to the agents only when contractually required and when the agent's request is supported by adequate documentation.
- It is prohibited to select agents and intermediaries who are related with Medana & Visca or imposed by a client (current or potential).
- It is forbidden to use payment methods other than bank transfer; different payment methods may exceptionally be permitted only with a prior approval from the organization.

6.3. Business relationships with customers, suppliers and other third parties

REASONS TO PAY ATTENTION
It is essential to remember that, according to the anti-corruption laws and regulations, customers and suppliers must not be invited to engage in behavior that is prohibited by the organization, as Medana & Visca may be considered liable for illicit acts carried out by customers or suppliers on their behalf or for their benefit.

GUIDING PRINCIPLES
Medana & Visca establishes business relationships only with customers, suppliers and other subjects who respect the principles of fairness, correctness, integrity, loyalty, and professional accuracy of the Organization. The Organization manages relationships with third parties in a correct, transparent, fair and cooperative manner. Relationships must always be formalized in written contracts/orders, to be authorized and signed in accordance with the system of delegations and powers of attorney.

OBLIGATIONS AND PROHIBITIONS
In managing a relationships with customers and suppliers:

- It is mandatory to carry out a preliminary screening of the potential partners, in order to verify their origin and their compliance with the ethical principles.
- It is mandatory to base the supplier selection process on impartial methods that consider the level of quality, innovation, costs and services offered, as well as their social and environmental performance.
- It is mandatory to trace the decisions made during the supplier selection process and it is suggested to compare at least two alternative offers, before selecting a new supplier.
- It is mandatory to approve and process payments only if the service has actually been received and/or the goods have been delivered, in accordance with the terms of the agreement and upon receipt of complete and approved invoices in accordance with the system of delegations.
- It is forbidden to accept or offer money or other benefits to influence the behavior of others with the aim of obtaining undue benefits or preferential treatment.

6.4 Relations with political and trade union organizations

REASONS TO PAY ATTENTION
As a general rule, Medana & Visca does not allow direct or indirect financing to political parties and trade unions as it can be considered a means of obtaining undue advantages (for example obtaining permits and licenses or formalizing agreements favorable to the company). The funding refers to the contributions of any value to support political parties and trade unions' objectives. Examples include local, regional, or national political fundraising events, the supply of goods or services, or payment of propaganda expenses. Contributions to industry associations or membership fees in business-related organizations are not considered political contributions.

GUIDING PRINCIPLES
The organization may have fair and clear relationships with political parties and trade unions. The organization does not make contributions of any kind, directly or indirectly, to political parties, movements, committees, and political and trade union organizations, nor to their representatives or candidates, both in Italy and abroad. Medana & Visca does not sponsor events whose exclusive purpose is a political propaganda.

OBLIGATIONS AND PROHIBITIONS
In managing this type of relationship:
- It is mandatory to conduct any relationship with political parties, representatives, candidates and trade unions with the highest level of frankness and fairness, in strict compliance with the applicable laws and regulations.
- It is prohibited to make payments of any kind, directly or indirectly, to parties, movements, committees or political and trade union organizations, or to their representatives or candidates, in order to obtain any type of favor or undue advantage.

6.5. Human resources management

REASONS TO PAY ATTENTION
Medana & Visca is committed to enhance the contribution of human capital in the decision-making processes, promoting continuous training, professional progress and knowledge sharing. However, human resources management can be exploit for corrupt purposes (for example if the activity is aimed at bribing a counterparty through job offers or promotions).

GUIDING PRINCIPLES
Human resources management processes must be based on the principles of fairness and impartiality, in compliance with the applicable labor laws and regulations. Decisions regarding the research, the selection processes, the career progression, and the remuneration management must be based on objective and impartial factors, such as performance evaluation, professional technical skills and talent evaluation.

OBLIGATIONS AND PROHIBITIONS
In human resources management:
- It is mandatory to involve multiple functions / subjects in the selection, hiring and evaluation processes, in order to guarantee fairness and transparency. In particular, the division between the person who expresses the need for new resources, the person who approves the budget and the person who research and selects job candidates must be ensured.
- It is mandatory to trace all stages of the process; the decisions taken must always be formalized in writing and the relevant documentation must be duly archived.
- It is mandatory to check the candidates' previous professional experiences and their suitability for the role requested, in accordance with and as permitted by locally applicable laws.
- For the selection of employees, in accordance with applicable laws and regulations, it is mandatory to verify the existence of situations and circumstances that could negatively influence the selection process (e.g. potential conflicts of interest, family bonds with representatives of public authorities and government bodies, pending charges, incompatibilities, etc.).
- It is mandatory to formalize all employment relationships in written form, authorized and signed by individuals with suitable powers, in line with the system of delegations and powers of attorney.
- It is prohibited to grant bonuses and other incentives without formal approval, in accordance with the system of delegations and powers of attorney.

6.6. Management of gifts, entertainment allowance, donations and sponsorships

REASONS TO PAY ATTENTION
Giving and receiving gifts is often considered a form of courtesy and is common in many countries. Making donations and engaging in sponsorship activities can be a form of community engagement. Anti-corruption laws and regulations prohibit the offering and acceptance of anything of value, including gifts, to obtain an undue or improper advantage.

GUIDING PRINCIPLES
Medana & Visca refrains from initiatives not allowed by the law or by the commercial practices. Forms of commercial courtesy are permitted providing that:
- They do not compromise the integrity and reputation of Medana & Visca;
- They do not influence the independent judgment and actions of the receiving third party;
- They are in line with the common practice in the sector / country in which Medana & Visca operates.

Since gifts and free services must always be received at the Company's site, recipients should not provide their residential address for this purpose. Donations are allowed, provided they do not compromise the

integrity and reputation of the Organization. Therefore, donations should never be linked to seeking or obtaining an unfair advantage.

OBLIGATIONS AND PROHIBITIONS
With reference to gifts and entertainment expenses:

- It is mandatory to keep track of all entertainment expenses; they must be approved in accordance with the authorization system, correctly registered and the relevant supporting documentation must be complete, correct and properly archived.
- It is mandatory to bear hospitality expenses (transport, accommodation, meals, entertainment, etc.) only for business purposes, to promote the activities of the Organization and to develop commercial relationships and partnerships.
- Offering or accepting cash and gifts equivalent to cash, even in very small quantities, is prohibited.

With reference to donations and sponsorships:

- It is mandatory to carry out a preliminary ethical screening of potential "non-institutional" recipients of donations and sponsorships (e.g. charitable organisations), in order to identify possible risks. The Organization must only maintain relationships with parties with a respectable reputation, exclusively involved in lawful activities, inspired by ethical principles.
- It is mandatory to regulate all sponsorships and donations through written agreements/contracts, which must be signed by persons with appropriate powers.
- Sponsorships and donations to natural persons are forbidden.

6.7. Accounting and financial procedures and controls.

REASONS TO PAY ATTENTION
Accounting and financial processes are essential to ensure the validity and accuracy of the Organization's financial statements.

GUIDING PRINCIPLES
Each transaction or operation must be authorized, verifiable, lawful, cohesive and equitable. Furthermore, it must be correctly entered into the Organization's accounting system, in accordance with applicable laws, regulations and accounting principles, in order to accurately reflect the details of each transaction/operation.

OBLIGATIONS AND PROHIBITIONS
In the accounting and financial management:

- It is mandatory to enter all costs and charges, income and profit, receipts, payments and debts into the accounting system in a timely, complete and accurate manner.
- It is mandatory to keep a proper and complete supporting documentation for each business deal, in order to:
  1. Allow an accurate recording in the account ledgers,
  2. Determine the characteristics and reasons for the transaction,
  3. Easily track the business deal,
  4. Verify the decision-making, authorization and implementation process, as well as the identification of the various levels of responsibility.

It is mandatory for all administrators, managers and employees of the Organization to guarantee a timely collaboration with the internal control bodies, the Board of Auditors and the auditors who may request information and documentation from the Organization, in carrying out their duties.
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Application

7. TRAINING AND INFORMATION

Medana & Visca must promote and ensure an adequate knowledge of the provisions established by this Policy. As a consequence, the Human Resources manager of Medana & Visca has the task of coordinating training and awareness programs, in order to strengthen the culture of rule compliance, especially to improve the understanding and awareness of the Anti-Corruption Policy. The Policy will be available for all the recipients through publication on the website.

8. HOW TO REPORT A NON-CONFORMITY OR VIOLATION

Any Medana & Visca stakeholder can report a violation of this Policy, using the reporting channel provided for by Legislative Decree 24/2023 in relation with the WHISTLEBLOWING activity.

9. SANCTIONS

Any violations of the Anti-Corruption Policy by the Recipients of Medana & Visca will result in the adoption of disciplinary measures. If necessary, Medana & Visca will fully cooperate with the relevant authorities and government bodies. Any violation will be prosecuted with the application of adequate and proportionate disciplinary measures, also taking into account the criminal relevance of this conduct. Violations of the Anti-Corruption Policy by third parties will be examined to evaluate whether countermeasures are necessary, for example an unilateral termination of the contract.

10. CONSTANT IMPROVEMENT

Medana & Visca will regularly review this Policy, in order to guarantee its full effectiveness and make enhancements, based on the evolution of the best practices, on the new risk assessment results or on the suggestions coming from audit activity.

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21/02/2024

RICCARDO VISCA
CEO