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¹ Include consultants, contractors, agents, and any person who performs services on behalf of Octo.



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1. Objective and scope

- 1 This policy applies to all directors, managers and staff members of Octo Group, defined as recipient of the policy.
- 2 The objective of the “anti-bribery and corruption policy” is:
 - to establish a consistent set of expectations and requirements regarding ABC for all Octo staff, agents, contractors, consultants and business partners to meet;
 - to avoid potential bribery and corruption from the start by helping you identify when something may be prohibited, regulated, or otherwise illegal; and,
 - to provide you with resources and guidance to consult if you are unsure about whether there may be an issue. If you need to report a concern, or if you need further advice and guidance, you should contact the Group Chief Legal Officer, if necessary.

2. Introduction

- 1 In accordance with Octo’s Code of Ethics, we are committed to conducting our business fairly, honestly, and lawfully. As part of this commitment, Octo has a zero-tolerance policy towards bribery and corruption of any kind. This means Octo must comply with all applicable anti-bribery and corruption (“ABC”) laws that govern both our domestic and international operations, including:
 - the Italian Decree 231/2001, and,
 - the UK Bribery Act 2010 (“UKBA”), and
 - the U.S. Foreign Corrupt Practices Act (“FCPA”).This policy provides an overarching framework which may be amplified and extended in certain jurisdictions, particularly Italy, to comply with specific local legal requirements.

- 2 **Octo prohibits bribery without any exception.** In particular:

- **Active Bribe**: offering, promising, giving, paying or authorizing anyone to give or pay, directly or indirectly, a financial or other advantage to a Public Official or private party;
- **Passive Bribe**: accepting the request from, or solicitation by, or authorising anyone to accept the request from, or solicitation by, directly or indirectly, a Public Official or private parties of a financial or other advantage, when the intention is:
 - to induce a Public Official or private party to perform improperly any function of a public nature or any activity connected with a business or reward them for the improper performance of such a function or activity;
 - to influence any official act (or failure to act) by a Public Official or any decision in violation of any lawful duty;



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- to obtain, secure or retain business or an improper advantage in the conduct of business; or
- in any case, to violate the applicable laws.

The prohibited conduct includes financial or other advantage offered or received by Octo Personnel as defined therein (Direct Bribery) or by anyone acting on behalf of Octo (Indirect Bribery) in connection with Octo business.

3. Area of application

- 1 Octo's ABC Policy applies to Octo's Executives, Directors and staff, which includes officers, employees (full and part time), and temporary workers (such as contractors and short-term or fixed-term workers), of any Octo company, subsidiary, affiliate - hereinafter "**Octo Personnel**" or "**Recipients**".
- 2 The potentials corruption areas regulated through this policy are not limited to cash payments, and includes potential corruption through:
 - gifts;
 - entertainment, meals and travel;
 - in-kind contributions, such as sponsorships;
 - business, employment or investment opportunities;
 - insider information that could be used to trade in regulated securities or commodities;
 - discounts or credits;
 - facilitation payments;
 - assistance to or support of family members; and
 - other benefits or advantages.

Octo prohibits any forms of bribery, including but not limited to those described above, to any person.

Please note that ABC laws take precedence over any contractual agreements.

4. General Principles

- 1 Recipients are prohibited from committing or engaging in Bribery of any kind. Octo also prohibits Recipients from soliciting, requesting, or accepting a bribe from anyone under any circumstances.
- 2 **Compliance with Anti-Corruption Laws and this Policy is mandatory for all Recipients.**
- 3 Consequently:
 - All of Octo's dealings with, or related to, or involving a Public Official must be conducted in compliance with this ABC Policy.



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- All of Octo's dealings with, or related to, private parties must be conducted in compliance with this ABC Policy.
- Octo Personnel is responsible, each for their own area of competence, to follow this ABC Policy. Managers are responsible for supervising the compliance by their staff to the Policy and the anti-corruption applicable regulation and for taking steps to prevent, detect and report potential violations.
- No questionable or illegal practice can ever be justified or tolerated because it is "customary" in the business or in the countries where Octo operates. No performance goal should be imposed or accepted if it can be achieved only by compromising our ethical standards.
- Octo Personnel who violate this ABC Policy and/or anti-corruption applicable laws will be subject to discipline, up to and including termination and to any other legal actions to the extent necessary to protect Octo's interests.
- In accordance with our Code of Ethics and our General Terms and Conditions, Octo will terminate the contract with any Octo Supplier and / or Business Partner who violate anti-corruption applicable laws.
- No Octo Personnel will be subjected to demotion, penalty or any other adverse consequence for refusing to make a prohibited payment, even if such refusal results in a loss of business or other adverse consequence to the business.
- Octo's Personnel is requested to avoid and highlight any personal interest in connection with Octo's business, in accordance with the "Conflict of Interest" Policy.

3 It is not acceptable to (example):

- Give, promise to give, or offer a payment, a gift, or hospitality with the intent to receive an improper business advantage or to reward an improper business advantage already given;
- Give, promise to give, or offer an employment benefit (assumption, bonus, etc.) with the intent to receive an improper business advantage or to reward an improper business advantage already given;
- Provide money or anything of value to a Public Official and his/her family for the purposes of wrongfully or corruptly influencing him in his official capacity;
- Give, promise to give, or offer a payment, a gift or hospitality, an employment benefit (or any other kind of potential included in the "Area of Application" section) to a Public Official, agent, or representative to "facilitate" or expedite a routine procedure. Payments made to protect against loss of life, limb, or liberty are exceptions;
- Threaten or retaliate against Octo Personnel who has refused to commit Bribery or who has raised concerns under this ABC Policy; or
- Engage in any activity that might lead to a breach of this ABC Policy.
- For doubts or questions refer immediately to the Group Chief Legal Officer.



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5. Dealings with Government entities and Officials

- ¹ Although this Policy applies to Octo's dealings with all third parties, dealing with Government Officials poses a particularly high risk in relation to Bribery due to the strict rules and regulations in many countries.
- ² These laws apply to the whole group and apply beyond the territorial borders to all Recipients regardless of where they are located.

6. Gifts and Hospitality

Gifts, financial advantages or other benefits may be offered or received if they are within the context of commercial courtesy acts and are such as not to compromise the integrity and/or reputation of any party and are such as not to be interpreted by an impartial observer as intended to create an obligation of gratitude or to acquire advantages improperly.

Gifts, financial advantages or other benefits offered or received in any circumstance must be reasonable and in good faith. In any case, all gifts, financial advantages or other benefits offered or received must comply with Octo's internal rules and must be recorded and justified by adequate documentation.

Any gift, financial advantage or other benefit must have all of the following characteristics:

- It must not consist of cash payments, loans, shares or stock options (of any value);
- It must be offered in connection to legitimate business purposes and in good faith;
- It must not be motivated by the desire to exert improper influence, or by an expectation of reciprocity;
- It must not consist of items that are illegal or sexually explicit;
- It must be reasonable based on the circumstances;
- It must not be exchanged during a tender or contract negotiation (of any value);
- It must be in line with generally accepted professional courtesy standards;
- It must comply with local laws and regulations applicable to the Public Official or private individual.

Giving or receiving gifts or hospitality is often an important part of developing and maintaining a business relationship. However, as stated, such practice must have a legitimate and reasonable purpose within the normal conduct of business activities and in compliance with this Policy so that they do not constitute a bribe.

Examples of gifts (considering limits below detailed) include flowers, gift bags and clothing, food, drinks, Christmas gifts or other tangible items given as a courtesy or appreciation.

Examples of hospitality (considering limits below detailed) include business lunches, entertainment events (including tickets to theatre, concerts or sporting events) or other events organised by the

company for its customers.

Any employee who becomes aware of or suspects corruption, or who has been asked to make an improper payment, has the obligation to report it to the Supervisory Board.

The CEO's office keeps a register of all gifts received and given and the related beneficiaries, which it promptly updates with the following information: a) recipient, b) description and value of the gift, c) reason for which the gift is intended to be given, d) date of the gift (the "Gift Register"). This register is available to the Supervisory Board and Internal Audit for their respective purposes.

6.1 Gifts to third parties

In general, gifts and hospitality must be offered only on an occasional basis.

The process of granting gifts and hospitality to third parties involves the following company functions:

- Marketing Department
- Purchasing Department
- CEO's office

All gifts or hospitality treatments must not exceed €100 (or equivalent in local currency). Each Manager wishing to offer a gift makes a written request to the Marketing Department.

The Marketing team is responsible for the process of managing gifts to third parties, both periodic (for example Christmas gifts) and "ad hoc" (e.g., for meetings or specific events).

The Marketing team selects the gifts that can be purchased and guarantees the value of the gift. The CEO's office chooses the gift to be purchased, ensuring that it is within the overall assigned budget. The Manager of each department must fill in the Gift Register and send it to the Marketing Department and the Purchasing Department. The purchase of gifts is the exclusive responsibility of the Purchasing Office, which also ensures the traceability of the shipment and the recipient. Upon completion, the Gift Register must be sent and stored at the CEO's office and will be available to Internal Audit and the Supervisory Body.

All gifts or hospitality offered whose value exceeds €100 per person (or equivalent in local currency) must be approved in advance in writing by the Group Legal Officer. If prior approval cannot be obtained, a retrospective statement will be required.

Business lunches/dinners are allowed as long as they are not frequent and comply with accepted commercial practices and are justified by the purpose of creating further business relationships. These lunches/dinners should not be extravagant in nature and should not exceed €100 per guest for a single meal.

6.2 Gifts offered by third parties

It is never acceptable for Octo personnel to request a gift or other gratuity (for example: a



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lunch or dinner, or business entertainment, etc.) from a customer, prospect, supplier and/or business partners, public administration employee or any other person with a relationship with Octo.

Cash money should never be accepted, regardless of the amount.

With regard to gifts offered by third parties, all Octo personnel must comply with the following provisions:

- Gifts of modest value (valued by the recipient to be less than €100). This includes Christmas gifts and/or other gifts that typically cost less than €100: in these cases, any Octo employee may accept the gift, provided it is not frequent and complies with accepted commercial practices. In addition, the Octo employee is required to fill in the Gift Register and send it to the CEO's office.
- All gifts or hospitality received exceeding €100 (or equivalent in local currency) must be promptly communicated by the recipient to the Group Legal Officer and the Supervisory Body via the Gift Register, for tracking and prior approval purposes.

Octo encourages anyone receiving a gift to promptly deliver it to the CEO's office who will distribute them fairly among all employees according to the rules established by the management.

7. Gifts and Hospitality to Government Officials or Public Administration representatives

- ¹ Gifts and hospitality to Government Officials or Public Administration Representatives are forbidden.
- ² In exceptional case, anyway, those should be infrequent, reasonable, proportionate, and provided openly and transparently. Regardless of value, all gifts or hospitality given to Government Officials must be pre-approved, in writing, by the Group Chief Legal Officer.
- ³ If it is not possible to obtain pre-approval, a retrospective declaration is still required.
- ⁴ Any gifts or hospitality regardless of the value given or received must be declared to the Group Chief Legal Officer for traceability and for approval / appropriate action.

8. Sponsorships, Charitable Donation and Political Contributions

- ¹ Sponsorship or charitable donations, outside those specifically approved (including the beneficiary of the sponsorship / donation), as part of the annual marketing or budgeting process, may only be provided if Octo staff obtain advance, written approval from the Group CFO and Group Chief Legal Officer.
- ² All initiatives are anyway subject to CEO approval and follow procurement policies and procedures.



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9. Charitable Donations

- ¹ Donations to charities, government agencies and government instrumentalities present the risk of funds or something of value being diverted for the personal use or benefit of a Public Official or private party.
- ² Even if a Public Official or private party does not receive a direct economic benefit, a legitimate charitable contribution made in exchange for obtaining or retaining business or to secure an improper advantage could be construed as an unlawful payment.
- ³ Any charitable contribution or donation must be compliant with the following minimum standards:
- all contributions shall be made in accordance with the approved budget;
 - contributions shall be made only in favour of entities not recently incorporated, well-known, reliable and with outstanding reputation for honesty and correct business practices;
 - the beneficiary entity must show that it has all the certifications and has satisfied all the requirements for operating in compliance with applicable laws;
 - payments to the beneficiary entity must be made exclusively on the account registered in the name of the beneficiary entity; it is not permitted to make payments to numbered accounts or in cash, or to a party other than the beneficiary entity or to a third country other than the beneficiary entity's country;
 - contributions must be properly and transparently recorded in the Octo's books and records.
- ⁴ The initiative must be subject to a "due diligence process". The promoter will provide an adequate description of the nature and the scope of the single contribution and request to:
- Global sourcing to perform a due diligence review on the beneficiary entity, in accordance with qualification procedures for suppliers;
 - Legal Department to perform a check on and the legitimacy of the contribution under the applicable laws.
- ⁵ In the end, charitable contributions, following the above mentioned "due diligence process", must receive a written approval from the Group CFO, Group Chief Legal Officer and CEO.

10. Political Contributions

- ¹ Political contribution could constitute corruption offences and therefore present a risk of consequent liability. The risks arising from political contributions are that they may be used by a company as an improper means for bribery to retain or obtain a business advantage such as to win a contract, obtain a permit or license, or shape legislation favorable to the business.
- ² Octo does not permit any direct or indirect contributions in whatever form to political parties, movements, committees, foundations, political organizations and trade unions, nor

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to their representatives and candidates.

11. Facilitation Payments

- ¹ Facilitation payments are illegal under many countries' laws.
- ² However, safety of Octo's Personnel is Octo's primary concern. Octo therefore understand that there may be circumstances in which there is no alternative but to make a facilitation payment to protect against loss of life, limb or liberty (also Extortion Payments). In such circumstances if an Extortion or Facilitation payment must be made, a written pre- approval of the Group Chief Legal Officer is required.
- ³ In other circumstances, if a written pre-approval cannot be obtained and a facilitation or Extortion payment is made, after the imminent threat is over, the Group Chief Legal Officer must be notified as soon as possible. All payments under this provision must be documented and accurately recorded in Octo's books and records.

12. Partners in JV, Intermediaries and Partners in general ²

- ¹ Octo expects all its partners and intermediaries (advisors to develop business relationships) to comply with all applicable laws, including the Anti-Corruption Laws, in connection with Octo's business. Octo may be held liable for corrupt activities on the part of its partners or intermediaries.
- ² Octo is committed to promoting compliance with ABC laws with its partners, who are strictly prohibited from engaging in or committing bribery. As such, all Octo's partners and intermediary are expected to comply with the terms of Octo's Code of Ethics.
- ³ Recipient who ignore warning signs or have a reasonable suspicion of bribery being given or received by partners or intermediaries, and who fail to act, may themselves become criminally liable.
- ⁴ All arrangements with a partners and intermediaries should be subject to clear contractual terms including specific provisions requiring them to comply with minimum standards and procedures in relation to bribery and corruption.

² Include consultants, contractors, agents, and any person who performs services on behalf of Octo.



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13. Due Diligence of a Partner in JV, Intermediary and other partners

- ¹ It is critical that the Company takes special care to engage a partner or intermediary that is committed to conducting business ethically and in compliance with ABC laws.
- ² This takes the form of including anti-bribery and corruption clauses in contracts with Partners or Intermediary and a specific “due diligence” process before entering in the business, done by the Procurement department, in accordance with qualification procedures for suppliers.

14. Suppliers

- ¹ Octo may held be liable for corrupt activities on the part of contractors performing services for or on behalf of Octo and their sub-contractors. It is therefore a requirement for Octo’s vendors to comply with the ethics standards and qualification requisites established by Octo.
- ² The process concerning procurement and the pertaining activities is regulated by Octo’s Procurement policies and procedures, which set out roles and responsibilities of the main parties involved in the procurement process and define general rules for key activities that cut across the procurement process, such as vendors management, procurement reporting and control and document management.
- ³ Procurement policies and procedures shall regulate, with reference to ethical requirements, the vendors’ selection and qualification process, contract award, post- award contract management, sub-contracting procedures, contract standard protection clauses, including undertakings of compliance with anti-corruption laws, money laundering law and monitoring of contractors’ ethical requirements.

15. Selection of Personnel

- ¹ Before the hiring of any new employee, Octo must inquire about the individual’s relevant background to the extent permissible under the applicable laws.
- ² HR policies and procedures must include in applications for employment appropriate questions regarding:
 - any personal relationships with Public Officials;
 - any conflict of interests with Octo’s Business.

16. Books & Records and Internal Control

- ¹ It is imperative that Octo’s companies keep accurate books and records and a system of internal controls. It is important that all transactions are transparent, fully documented, and coded to accounts that accurately reflect their nature.



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² Octo maintains a system of internal accounting controls to ensure its books and records have reasonable detail and accuracy. This includes the approval, representation, and documentation of all transactions in a fair and accurate manner.

17. Training

¹ Octo Personnel shall be informed about the applicable Anti-Corruption Laws and the importance of compliance with those laws and this ABC Policy, so that they can clearly understand and be aware of the different crimes, the risks, the relevant personal and corporate responsibilities and the actions to implement in order to contrast bribery and the potential penalties in case of violation of this ABC Policy and Anti-Corruption Laws (both to the individuals concerned and Octo).

² All Octo Personnel is subject to a mandatory anti-corruption training program.

³ The Human Resources Department is responsible for planning and providing training, in connection with 231 Watch structure. The Human Resources Department monitors the progress of training activities, collects reports containing the details of colleagues who have completed the training.

The Human Resources Department is also responsible for disclosure this policy to all OCTO People through publication on the company intranet.

18. Reporting requests & violations

¹ Any direct or indirect request by a Public Official or private parties for a payment (including a facilitation payment), gift, travel, meals or entertainment, employment, investment opportunities, personal discounts or other personal benefits other than reasonable and bona fide expenditures for the Public Official or private party must be immediately reported in compliance with the provisions of Octo's Whistleblowing Policy

² In compliance with the provisions of Octo's Whistleblowing Policy, any suspected or known violation of the Anti-Corruption Laws or of this ABC Policy must be reported immediately to one or more of the following,:

- the employee's direct supervisor;
- Chief Financial Officer;
- 231 Watch Structure, in compliance with the 231 Model;
- Group Chief Legal Officer;
- Head of Internal Audit;
- and, in any case, through the dedicated channels indicated in the Octo's regulation concerning whistleblowing reports, including the anonymous ones.

³ If you have any questions or are unsure about your obligations under this ABC Policy, you should contact the above-mentioned recipient for help.

⁴ In compliance with the provisions of Octo's Whistleblowing Policy, Octo Personnel will not be discharged, demoted, suspended, threatened, harassed, or discriminated against, in any

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manner, in the terms or conditions of employment, based upon any lawful and made in good faith reporting activity of such employee with respect to reporting of concerns regarding compliance with the current ABC Policy and/or the Anti-Corruption Laws.

19. Consequences of violations

- ¹ Companies that violate ABC laws can face serious criminal and civil penalties as well as face damage to their reputation and brand from association with corrupt activities.
- ² Companies can also incur significant costs associated with investigations of allegations of corrupt activities. Companies can be excluded from government contracting, as well as be subject to civil suits by shareholders, customers, and competitors.
- ³ Octo Personnel who violate this ABC Policy will be subject to disciplinary action up to and including termination of employment. In addition, they may be held personally liable for engaging in Bribery or for violating the ABC laws. Octo may refer suspected violations to the appropriate law enforcement or regulatory authorities, which could lead to penalties, fines, and/or imprisonment for individuals found to have broken the law.
- ⁴ If Octo determines that a Business Partner, Supplier or any other party in any agreement has not complied with the provisions of this ABC Policy, it will take appropriate action, which may include termination of the contract, initiating legal action, and/or notifying the appropriate law enforcement or regulatory authorities regarding the violation.