

Evoca Group

Anti-bribery and anti-corruption policy

Version Control Table

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Scope, Definitions and Overview

Scope

This policy on anti-bribery and anti-corruption applies to any director, executive, employee, collaborator of all companies of Evoca Group, this latter composed of Evoca S.p.A. and all its direct or indirect subsidiaries worldwide, as well as to other individuals or companies performing duties on behalf of or for Evoca, whether or not directly employed by this latter.

Definitions

Bribe/Bribery: one of the following:

- offering, promising or giving anything of value to influence another person in order to obtain an improper business or advantage for Evoca; or
- requesting or accepting anything of value as a reward for or as an inducement to act improperly in relation to the awarding of a business or an advantage to a third party.

Bribes can include money, gifts, hospitality, expenses, reciprocal favours, political or charitable contributions, or any direct or indirect benefit or consideration.

Corruption: any corrupt conduct that may include the giving or receiving of Bribes, any fraudulent act, or any other act that puts Your own interests in conflict with Evoca's. Corruption also means abuse of power or abuse of position in return for money, or other form of advantage.

Direct Manager: a person holding a managerial position, directly responsible for the management of one or more Employees.

Employees: all workers, collaborators and staff discharging duties on behalf of or for Evoca.

Evoca: all and each of the companies of Evoca Group.

Facilitation payments: financial payments or other forms of advantage that are offered or made to a Private Individual or a Government Official with a view to, typically, securing or expediting a service or any other advantage Evoca is legally entitled to receive; they are also known as "greasy payments" or "speed payment" and may constitute a Bribe.

Government Officials: anyone exercising a public function, or anyone carrying out a public service, such as, by way of example, officials of any local, national, international government department or agency, public organisation (*e.g.* States, Regions, Municipalities, Tax Authority, Customs Agency, etc.), members of political parties.

Policy: this policy on anti-bribery and anti-corruption.

Private Individuals: directors, general managers, executives, managers, statutory auditors, or persons reporting to these latter, of private companies or entities or private owners of business.

Third Party/Parties: any company, legal entity or Private Individual having, or wishing to have, commercial relationship with Evoca, such as, but not limited to, advisors, consultants, agents, business partners, customers, suppliers.

You/your/Recipients: any director, executive, employee, collaborator of Evoca, as well as other individuals or companies performing duties on behalf of or for Evoca.

Overview

The Policy contains some key indications that shall help You comply with the obligations set out in laws and regulations prohibiting domestic and foreign Bribery and Corruption all over the world.

Evoca recognises that giving and accepting gifts, entertainment and hospitality can be part of building up normal business relationships. This practice can significantly vary among the various geographical locations in which Evoca conducts its business activity. However, regardless of local laws and customs, some gifts and hospitality can lead to the suggestion that an improper influence has been asserted either on or by Evoca, or that a conflict of interest has arisen. In some instances, the giving and/or receiving of gifts and entertainment can be interpreted as a Bribe, which is unlawful and damages the reputation of Evoca and can lead to criminal prosecution for the subjects involved and fines for Evoca.

No Recipient can make, promise, offer, request or receive any gift, donation or hospitality whatsoever if its nature or value may, even potentially, be deemed excessive or inappropriate. This is to ensure that any gift and hospitality may not be construed as an inducement for securing Evoca an undue commercial advantage.

General Principles

Evoca is subject to laws and regulations prohibiting domestic and foreign Bribery and Corruption. Those laws and regulations prohibit any act that can be perceived as, or result in, the violation of the trust or responsibility a person is given for personal or corporate gain.

In order to act in full compliance with the applicable anti-Bribery and anti-Corruption laws and regulations, the following principles must be observed:

- **Bribery, Corruption and Facilitation Payments are strictly prohibited.** This means that any act in which something of value (either directly or indirectly) is offered or given to a subject in order to improperly influence such person, for example in order to obtain or retain a business advantage, is strictly prohibited.
- **Books and records** must accurately and timely reflect all transactions and other business engagements in accordance with applicable accounting standards and regulations.
- Any **gift and hospitality** offered or received should be reasonable, proportionate and appropriate to the circumstances and could not be reasonably misunderstood as a means or intention to improperly influence the recipient.
- Evoca does not make any **political contribution**, in money or in kind, to political parties or organizations, or to individuals engaged in politics.

- **Charitable contributions** should only be made to *bona fide* and legitimate organizations. This means that charity contributions cannot be made if they secure, or could be perceived to secure, any improper advantages.
- **Conflicts of Interests** should be avoided. A Conflict of Interest arises when you have a private interest that could put at risk your ability to act in the interest of Evoca.

Non-compliance by Evoca with anti-Bribery & anti-Corruption laws can result in significant fines and severe reputational damage. In addition, companies violating such laws can be forced to repay profits resulting from the illegal conduct and may be suspended or excluded from doing business with the government.

Specific rules

Bribery, Corruption and Facilitation Payments

The offering, paying, requesting or receiving a Bribe or any other form of Corruption is illegal and shall not be tolerated.

The same is to be said for the offering, paying of a Facilitation Payment.

A Bribe or a Facilitation Payment can be made up of money or any other kind of utility, provided that is aimed at unlawfully trying to influence another person.

Except for the guidelines below on “Gifts, Hospitality and Entertainment”, Evoca has not established a threshold beyond which a payment or other utility can amount to Bribe, Corruption or Facilitation Payment, so any payment or advantage to or from a Government Official or a Private Individual is prohibited.

It should be noted that the Bribe, other act of Corruption or a Facilitation Payment is illicit, even if it has not reached its goal of improperly influencing the recipient.

Bribe, Corruption or Facilitation Payments are banned whether directed to or originating from a Government Official or a Private Individual, inasmuch as illegal is its intention to illicitly influence the recipient’s conduct in discharging the duties connected to the exercise of its function.

These rules apply in each and every jurisdiction in which Evoca carries on its business.

Gifts, Hospitality and Entertainment

In order to avoid the risk of being misconstrued as a Bribe or a Facilitation Payment, all business gifts, hospitality and entertainment must abide by the guidelines set out hereinbelow.

Government Officials

All gifts, hospitality, entertainment, reimbursement of expenses or other type of advantage to Government Officials are strictly prohibited.

Private Individuals

For the purposes of the Policy, a gift can be anything of value, such as a bottle of wine or a ticket for a sport and/or social and cultural event.

You are permitted to give or accept gifts (e.g. a pen, a bottle of wine, calendars a ticket to a sport event, etc.) to or from Private Individuals – including their relatives and friends – exclusively of trifling value, that is to say having value – taxes included – not exceeding € 100¹ or equivalent amount in foreign currency per person and on condition that it be customary to give or receive them in the ordinary course of business relationships.

You cannot divide a gift in several mini-gifts in order to reduce its value (e.g. a case of wine) and bring it into the above permitted threshold.

No gift in cash or cash equivalent (e.g. gift vouchers), regardless of its value, is admitted.

Gifts offered by a Private Individual to Your relatives or friends must always be refused, regardless of their value. You should never offer a gift to the friends or relatives of any Private Individual during your employment relationship with or performing of your activities for Evoca.

Hospitality & Entertainment

To the scopes of this Policy, hospitality or entertainment involves attendance at an event where the host is present, irrespective of the fact that Evoca is the host or the guest.

If the host is not present, attendance at an event shall be regarded as a gift.

Corporate hospitality (whether given or accepted) is permitted at Evoca only if of trifling value, that is to say having value (taxes included) not exceeding € 100 or equivalent amount in foreign currency per person and on condition that it be usual to give or receive it in the ordinary course of business relationships.

Examples of permitted hospitality and entertainment might be dining out or tickets to a sporting event, theatre or music concert, within the above threshold per person.

You cannot divide an event/hospitality in several parts (e.g. dividing cocktail from dinner and/or from the invite to a sport event, if those events take place in the same or close context and in favour of the same person) to reduce its economic value and make it fall within the set threshold.

Hospitality or entertainment offered by a Private Individual to Your relatives or friends must always be refused, regardless of their value. You should never offer hospitality or entertainment to the friends or relatives of any Private Individual during your employment relationship with or performing of your activities for Evoca.

¹ Or any other minor value permissible under the laws of the countries where Evoca operates worldwide.

Political contributions and involvement

Any and all forms of payments or offering of other advantages to political parties or members thereof or to political lobbying entities are prohibited.

You are prohibited any political involvement or participation on behalf of Evoca.

Charitable contributions

Charitable contributions are allowed to the extent that they are not made for the benefit of any Government Official, Private Individual or Third Party (or their relatives or acquaintances).

Charitable contributions must not be made to improperly or unlawfully influence the recipient or in exchange for any advantage and shall respect the following rules:

- charitable contributions must be in line with the approved annual budget;
- beneficiaries can only be *bona fide* charitable bodies and “no-profit” organizations, established and registered according to the applicable law and with good standing and reputation;
- all charitable contributions must be traceable and duly documented in writing.

Third Parties

When dealing with a Third Party, an appropriate due diligence must be carried out on its background and reputation, in order to assess potential Bribery, Corruption and Facilitation Payments risks.

In particular, with the aim of evaluating the risk above, the following main areas need to be assessed before entering into and throughout any business relationship, transaction or project with the Third Party (e.g. acquisition of a company, acquisition of assets, joint ventures, commercial contracts):

- the risk associated with the country where the business is to be conducted;
- Third Party’s potential business partners;
- the specific project or business transaction proposed.

For example, the following conducts stand out as **red flags** of potential violations of anti-bribery and anti-corruption laws:

- a Third Party requests that Evoca hires someone, avoiding Evoca’s internal recruiting policies;
- the proposed consideration of a Third Party to Evoca is unreasonably high, compared to the market value of the product or service rendered, without reasonable explanation;
- a Third Party requests:
 - a) that payments be:
 - i. made to an account in a country other than where the Third Party is located or business is to be performed;
 - ii. made to an unknown Third Party;
 - iii. split up among multiple accounts;
 - b) any other unusual financial arrangements;

- a Third Party lacks qualifications, assets or staff to perform the contractual services;
- the Third Party has a bad reputation or is not well known in the industry;
- the Third Party opposes to contractual terms requiring compliance with anti-corruption laws;
- a country in which Evoca is conducting or seeks to conduct business is a country with a reputation as a high-risk location for Bribery or Corruption;
- a Third Party asks for payment and/or lavish entertainment or gifts before entering into a contract or performing activities for Evoca or You are offered them by a Third Party;
- a Third Party refuses to sign an agreement or to provide an invoice or receipt for a payment made by Evoca;
- You receive an invoice for an amount disproportionate in comparison to the value of the product or service rendered;
- a Third Party requests the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us.

If You are in doubt about the suitability of a proposed Third Party, You should discuss your concerns with and seek approval from your Direct Manager prior to entering any arrangements with that Third Party.

Books and records

Evoca's business books and records must be duly drawn up and kept, according to all applicable laws, accounting principles and internal procedures.

False, misleading, incomplete, inaccurate or artificial entries in the books, records and accounts of Evoca are strictly prohibited.

All payments must be backed up by an invoice and a contract or an order containing sufficient detail to reflect the services performed or the products delivered and anyhow according to Evoca's internal procedures.

In addition, all payments made or received by Evoca must be accurately recorded in Evoca's books, records and accounts pursuant to law.

Expenses must never be hidden or purposefully misclassified to be used for illegal payments.

All financial transactions must be authorised by the competent Direct Manager in accordance with possible Evoca internal procedures.

Undisclosed or unrecorded funds or assets may not be established for any purpose.

Obligation to report and investigation

You are required to report any circumstances, of which You are aware, that are in breach of this Policy by reporting them, in writing, to the Legal Department of Evoca S.p.A. or, in case of Evoca

S.p.A.'s subsidiary, to your Direct Manager or to the Legal Department of Evoca S.p.A.; the Direct Manager shall, in any event, inform the Legal Department of Evoca S.p.A. of the reported breach.

All reported circumstances will be promptly and thoroughly investigated by a person chosen by the Legal Department of Evoca S.p.A., consulting, in case of Evoca S.p.A.'s subsidiary, the Direct Manager, if involved.

The investigation shall be conducted in a confidential manner, protecting at the utmost level, where possible, the identity of the person disclosing the information.

The person charged with the investigation will have all amplest powers in conducting it, including, but not limited to, the power to interview people, to access documents and to delegate part of the activities to one or more persons.

At the end of the investigation, the person charged with it drafts a detailed report, specifying the conclusions reached and the reasons thereof and transmit it to the Legal Department of Evoca S.p.A. (if the person charged does not already partake in the Legal Department of Evoca S.p.A. In the case of ascertained violation of the Policy, the Legal Department of Evoca S.p.A. shall submit the report to the competent functions, for these latter to decide the concrete measures to be taken.

Should, instead, no breach of the Policy be found in the conduct reported, the case will be archived.

All reports and the relevant documentation must be kept for a period of at least 10 years.

Consequences for violation of the Policy

Sanctions for breach of the Anti-Bribery and Anti-Corruption laws and of this Policy may entail imprisonment, revocation as director, monetary sanctions, subjection to disciplinary action, up to and including dismissal from your position within Evoca.

Furthermore, Evoca may face, as a consequence of the above infringements, *inter alia*, significant fines, damage to its corporate brand and reputation, loss of the ability to trade in certain jurisdictions, loss of business, legal action being brought forth by competitors.

Violation by Third Parties of this Policy or of the Anti-Bribery and Anti-Corruption laws can lead to termination of their contractual relationship with Evoca and to this latter seeking possible damages from the infringing Third Party.

Status and revision of the Policy

This Policy is an integral part of Evoca Code of Ethics, which sets out our core principles on how we conduct business. In Italy the Policy is also part of the so called "*Modello 231*" adopted by Evoca S.p.A., which provides further requirements and conducts to prevent Bribery and Corruptions.

This Policy sets out Evoca's global minimum standards on anti-bribery and anti-corruption.

Local laws and regulations may set stricter requirements, in which case these stricter local requirements need to be implemented by the local organization to ensure there is no conflict with this Policy.

The Policy will be periodically revised by the Legal Department of Evoca S.p.A.

Once revised according to the previous paragraph, the Policy is transmitted to the Board of Directors, that resolves on its final approval.

Once approved by the Board of Directors, the Policy is disclosed by the Legal Department of Evoca S.p.A. and made available to all the companies of Evoca Group.

Note to Employees

If you have any questions or concerns regarding this Policy, you are encouraged to contact the Legal Department of Evoca S.p.A. at: antibribery@evocagroup.com.