

## **Ethical and integrity pact**

1. Proger S.p.A. is inspired by the following fundamental principles of business ethics, as referred to in the Code of Ethics upon which Model 231 is based:
  - Fight against corruption and direct or indirect refusal for all crimes against the Public Administration;
  - Fight against corruption among private individuals;
  - Fight against infiltration of organized crime;
  - Environmental protection and safeguard;
  - Health and safety in the workplace;
  - Prohibition of forced labour and economic exploitation of minors;
  - Ban on the exploitation of irregular immigration;
  - Prohibition of any form of discrimination and xenophobia;
  - Freedom of association and collective bargaining;
  - Respect for the principles of fair competition.
2. For a sustainable application of these principles to its operating processes and development, Proger S.p.A. extends its adherence to all Legal Entities controlled by Proger S.p.A. so that they formally assume the obligation to complying with them.
3. Each company controlled by Proger S.p.A. declares to accept and comply with the Code of Ethics the Company adopted, as well as the 231 Model and its related protocols, recognizing the ethical principles contained therein as its own; each company makes sure that corporate bodies, employees and all those who collaborate or cooperate, for whatever reason, with the various Companies of the group observe it.
4. It is thus delegated to the Board of Directors and to the top management bodies of each single Proger S.p.A. foreign subsidiary, on the basis of criteria, directives or indications that can be defined by the Chairman of the Board of Directors in agreement with Proger S.p.A. Chief Executive Officers, together with the Managing Directors or the Country Managers, to provide through a specific resolution, the implementation of the content of Proger S.p.A. organizational Model, along with its attached documentation, the Code of Ethics, the prevention Protocols provided for in it, which then become common heritage for all Subsidiaries.
5. Therefore Proger S.p.A., in performing its direction and coordination function, invites each Subsidiary to have its own Organizational Model that has to comply with all the contents of the one adopted by Proger S.p.A. except for the provisions related to the Supervisory Body, which may be modulated according to proportionality principles, compatible with the legislation and the national legal systems in which their headquarters are located.
6. Proger communicates to the administrative bodies of the individual Subsidiaries, in the manner it deems most appropriate, of any changes and subsequent updates to its Model and to everything attached thereto.

7. Waiting for each Subsidiary to equip itself with its own organizational Model, or where the legislation at local level does not provide for a legislation equivalent to Legislative Decree 231/2001, each Company will fully implement the Code of Ethics and, where compatible, the prevention system of alleged offences, by adopting prevention protocols (organized procedures, regulations, policies), compliant with those of Proger S.p.A. also based on the provisions of Proger S.p.A. ethical and integrity pact.
  
8. In particular, in order to obtain and/or maintain the relationship with Proger S.p.A., to assign and/or maintain contracts, to stipulate and/or maintain subcontracts, and/or in order not to distort its correct execution, the Legal Entities must formally undertake:
  - To conform their behaviour to the principles of loyalty, transparency and fairness and to the other ethical conduct rules contained in the Code of Ethics;
  - To comply with all the provisions of the Organization and Control Model pursuant to Legislative Decree 231/2001;
  - Not to offer, directly or indirectly, sums of money or any other reward, advantage or benefit, both directly and indirectly through intermediaries, in order to obtain and/or maintain the qualification and/or awarding of contracts by Proger S.p.A. and/or in order to distort their correct execution;
  - To report to Proger S.p.A. any attempt of bid ridding, irregularity or distortion during the qualification process and/or bargaining process and/or during the execution of contracts, by any interested party or employee or anyone who may influence the decisions relating to them;
  - To scrupulously respect at all times of their professional activity all the regulations concerning the fight against corruption and organized crime, the environmental protection, the guarantee of health and safety in the workplace, the prohibition of forced labour and economic exploitation of minors and freedom of association and collective bargaining as well as the prohibition of any form of discrimination or xenophobia;
  - To take all the organizational and/or control measures aimed at guaranteeing compliance with the above-mentioned regulations and ethical principles at every business stage and to comply with them also with reference to any other tender and/or concession procedure by public administrations and/or subjects equivalent to them, in which they intend to participate;
  - To impose the observance of the above-mentioned regulations and ethical principles to all of its subcontractors;
  - To promptly inform all staff members they rely on about the above commitments and to ensure that they are observed by all collaborators, employees, subcontractors in the performance of the tasks assigned to them.
  
9. In the relations with suppliers and economic operators for the signing of contracts, tender contracts, subcontracts, each Subsidiary must ensure that the economic operators involved, in accordance with the national legislation of the country in which they operate, are not in any of the conditions referred to in art. 80 of the Legislative Decree 50/2016 and are not subject to any criminal proceedings, even if only in the preliminary investigation phase, relating to crimes affecting professional morality (cases indicated in the documents cited in paragraph 1 art. 57 of the EU Directive N°24 of 2014; crimes against the public administration;

corruption crimes; organized crimes; environmental crimes; workplace safety crimes; corporate and financial crimes; complementary bidding, including also those crimes pursuant to articles 314 to 360 and 416, 416-bis and 416-ter of the criminal code) as well as relevant for the application of the legislative decree n° 231 of 2001. To promptly communicate to Proger S.p.A. the activation of one of the aforementioned procedures that occurred in the qualification stages and/or bargaining process and/or during the execution of contracts, as well as any extortion request, form of pressure or criminal conditioning and to take consequent precautionary measures (including, where appropriate, the removal or suspension of the person(s) involved in such proceedings).

10. Each Subsidiary Company formally undertakes to collaborate actively with Proger in collecting and promptly communicating the information requested as well as any relevant information related to the procedure that the Company shall activate if it becomes aware, by other ways, of the possible violation, by any of their employees and/or collaborator and/or subcontractor and/or the “relevant subjects” of the provisions established in the Code of Ethics, in the Company’s Organizational Model, as well as in the procedures and protocols attached to it, and also undertakes to take the required consequent precautionary measures (including, if applicable, the removal or suspension of the person(s) involved).
11. In relation to the above, each Legal Entity must formally give its prior acceptance that it will not include in the register of suppliers, nor will it sign contracts with those economic operators (nor will it authorize the stipulation of subcontracting) that do not respect the conditions set forth in the preceding points; and also, it will take any initiative deemed appropriate for the protection of the principles of business ethics as referred to in point 1, including – in the ways and with the times established by Proger S.p.A. procedures – the suspension and/or revocation of the registration in the register of suppliers, suspension and/or termination of existing contracts and/or refusal and/or revocation of the authorization to subcontract. The violation is declared as a result of a verification procedure in which an adequate and fair hearing is guarantee with the economic operator concerned.
12. As part of the relationship between the foreign Subsidiaries and Proger S.p.A., it is specified that the latter as Parent Company:
  - may deliberate Group policies that the subsidiaries must adopt in their respective *Organizational Models*, if they will be arranged;
  - support the implementation and management phases of Organizational Models, through the possible supply of technical advice and/or common operating tools for the conduct of specific analyses;
  - carry out checks on the effectiveness and efficiency of the *Models*, if adopted through:
    - the conduct of specific audits carried out by the competent functions (Internal Audit of the Parent Company) within the service level agreements between the Parent Company and its subsidiaries;
    - receipt by its *Supervisory Board* of periodic reports sent by the *Control Bodies* of the Subsidiaries.

13. While maintaining the necessary autonomy and independence in carrying out the tasks entrusted, each Subsidiary:
- Makes periodic reports to Proger S.p.A. Supervisory Board, as set out by the Company with the Information Flows procedure;
  - Sends dedicated flows to report and/or inform about specific facts, such as, for example, violations of the *Code of Ethics* or the *Organizational Model* by employees, or regarding sanctions and measures against employees;
  - Sends timely information with regard to variations or changes in local regulations; sends timely information with regard to internal organizational variations or changes that affect its Organizational Model, if it had been adopted.
14. The periodic exchange of reciprocal information allows to have a global vision of the risks and possible inadequacies found within the foreign Subsidiaries, and at the same time, it allows to develop solutions deriving from the best practices adopted by the various companies controlled by Proger S.p.A.
15. Proger S.p.A. intends to give binding force to this *Ethical and Integrity pact* by providing, in the event of any violations, for the application of all the provisions of its own disciplinary and sanctioning system as referred to in Annex of the Organizational Model.

Space for the Legal Entity	
Place	
Date	
Name and surname	
Role	
Stamp and signature for acceptance	

Proger S.p.A.



**PROGER S.p.A.**  
CEO  
Umberto Sgambati