

***ORGANISATION, MANAGEMENT AND
CONTROL MODEL PURSUANT TO ITALIAN
LEGISLATIVE DECREE 231/2001***



*SPECIAL SECTION
ANTICORRUPTION MODEL*



1. GROUP ANTI-CORRUPTION POLICY

SACBO S.p.A. bases the carrying out of its activities on the principles of ethical integrity, operating with transparency, loyalty, honesty and integrity, and in compliance with legislation, guidelines and current national and international standards regarding the combating of corruption, also in consideration of the strategic importance of the sector in which it operates and the significance of the legal and social context on which its business is founded.

SACBO has brought together, within a framework of related concepts, the rules aimed at preventing and combating corruption, forming a dedicated Model to raise awareness of methods of preventing corruption, both active and passive, undertaking to implement the Model in an effective manner and to ensure that it is constantly up to date.

The Anti-corruption Model forms part of the wider-ranging system of corporate governance in the form of a Section of the Organisation, Management and Control Models (231 OMCM) adopted by the SACBO Group dedicated to the prevention of corruption. The Model provides for the cataloguing, analysis and assessment of the type and level of risk of episodes of corruption for the benefit or in the interests of the Group (“active”) and to the detriment of the Group (“passive”), both with regard to Public Administration and relations with private entities.

In this manner, the Group ensures compliance with legislation, prosecutes all forms of corrupt conduct, and undertakes to ensure respect for the anti-corruption system described in the Anti-corruption Model, supplementing the relative provisions of the Group Code of Ethics and Conduct.

Corporate bodies and employees of SACBO, as well as external collaborators operating within the organisation in any manner and all other stakeholders, are required, in the fulfilment of their respective roles, to comply with the principles of correctness, fairness, equality and objectivity. Corporate activities must be carried out with the utmost diligence, honesty, collaboration, loyalty and professionalism, in compliance with legislation and with company procedures and regulations. Those operating for and on behalf of S.A.C.B.O. S.p.A. and of BGY INTERNATIONAL SERVICES S.r.l. are aware that any corrupt conduct or violation of laws regarding corruption is considered an offence subject to criminal, administrative and disciplinary sanctions.

The SACBO Group also requires its business partners to respect current legislation, the Group Code of Ethics and Conduct and the 231 OMCM of S.A.C.B.O. S.p.A. and of BGY INTERNATIONAL SERVICES S.r.l., with relative existing contractual clauses that grant the right to terminate the contract, without prejudice to compensation for any further damages, in the event that third parties commit violations and crimes pursuant to Italian Legislative Decree 231/01.

Considering the system of reporting an effective measure for contrasting corruption, the S.A.C.B.O. Group offers the possibility to use the whistleblowing channels to report illicit conduct or violations



of the 231 OMCM and the Code of Ethics of which they have become aware within the working environment.

All employees are provided with training regarding the Anti-corruption Model of a level of detail and method of administration suited to the role within the company and the level of potential risk.

Training via e-learning is administered to all collaborators within the Group as part of the training provided for by the 231 OMCM and is based on the founding elements of the Anti-corruption Model.

ANTI-CORRUPTION ETHICS COMMITTEE

SACBO, as a state-invested company (partially state owned), aware of the fact that it is not obliged to appoint an Anti-corruption and Transparency Officer, has decided to identify the Anti-Corruption Ethics Committee as the entity suited to ensuring the functioning of the prevention system provided for by the dedicated governance model, attributing the entity with the following functions:

- To verify the effectiveness, suitability and implementation of the Anti-corruption model;
- To propose modifications to the Anti-corruption procedure in the event of changes in the organisation or of the ascertaining of serious violations, with consequential modifications to and/or implementation of protocols for prevention;
- To collaborate with the Internal Auditing department and the Supervisory Body for aspects related to the application of this special Anti-corruption section of the 231 OMCM;
- To provide the senior management of SACBO with reports on the functioning of the Anti-corruption model.

The Ethics and Anti-corruption Committee is composed of:

- 1) A Chair: an external consultant appointed by the Board of Directors, who will hold office for a period of three years, continuing to perform their role in prorogation until the appointment of a new Chair;
- 2) The Director of Human Resources;
- 3) The Head of Legal and Corporate Affairs;
- 4) The Head of Internal Auditing.

The Board of Directors defines the remuneration for the Chair and approves the annual budget for the Committee on the basis of proposals made by the latter.



2. REGULATORY FRAMEWORK AND OFFENCES APPLICABLE TO THE COMPANY

Omissis – Internal use

3. SENSITIVE ACTIVITIES AND DEPARTMENTS INVOLVED

Omissis – Internal use

4. GENERAL PRINCIPLES AND RULES OF CONDUCT

Omissis – Internal Use

5. SPECIFIC PROCEDURAL PRINCIPLES

Omissis – Internal Use



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