

ANTI-CORRUPTION GLOBAL POLICY

Author: Global Corporate Affairs & Compliance	Approved by: Board of Directors of Gi Group Holding S.p.A. on September 26 th , 2022
Reviewed by: Global Legal	Valid from: October 17 th , 2022
Edition no.	Date
0	October 17 th , 2022

TABLE OF REVISIONS

Rev. n.	Date	Reason for revision	Pharagraps concerned
00	26/09/2022	First emission	-

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01. PURPOSE

The Companies belonging to the Group “Gi Group Holding” (hereinafter, the “Gi Group Holding” or even only the “Group”), aware of their **Mission**, i.e. to

“contribute, as a key player and on a global basis, to the evolution of the labour market and to emphasize the personal and social value of work”, must

carry out their business with honesty, fairness, transparency, impartiality, reliability and integrity, in compliance with all the applicable national and international laws.

The **Anti-Corruption Global Policy** (hereinafter, also only the ‘Policy’) is adopted with the purpose to establish an organic frame of rules for preventing and combating corruption and it aims to raise the awareness, among the Group personnel, of the rules and of the conduct to be observed.

As well as the **Code of Ethics** adopted by the Group (hereinafter, the “Code of Ethics”), this Anti-Corruption Policy is inspired by the United Nations request to *“embrace, sustain and realize those values fundamental the fields of human rights, work standards environment, and contrasting corruption”* codified in the Universal Declaration of Human Rights, in the ILO (International Labour Organization) Declaration on Fundamental Principles and Rights at Work, and in the tenth principle of the Global Compact pursuant to which *“companies pledge to fight any form of corruption, including extortion and bribery”*.

This **Anti-Corruption Global Policy**

- express the Gi Group Holding's commitment to anti-corruption and compliance with applicable anti-corruption provisions;
- define principles of conduct for the detection and prevention of potential corruption incidents in order to protect the integrity and reputation of the Group;
- communicate the anti-corruption principles to stakeholders both inside and outside.

The Code of Ethics and the Anti-Corruption Global Policy shall prevail over any conflicting internal regulations, procedures or contractual relationships.

02. SCOPE

This Policy is issued by Gi Group Holding S.p.A. (hereinafter, even only the "Parent Company") and it applies to all the companies directly or indirectly controlled by it, as well as to its affiliates in Italy and worldwide (hereinafter, the "Group's Companies").

To comply with the Anti-Corruption Laws and this Policy is the responsibility of all Personnel of the Group's Companies.

Each Group's Company adopts any other prevention and control tool in order to deal with its specific risks and to regulate the processes of its own activity, with specific regard to the applicable legal and operational context.

Should any applicable National Anti-Corruption laws be more stringent than those contained in the Policy, such laws shall be complied with, and in any event, their breach shall also constitute a breach of this Policy.

03. NORMATIVE AND PROCEDURALS REFERENCES

Reference	
Anti-Corruption Laws	The national Anti-Corruption Laws applicable in the specific countries where each Group’s Company operates such as, for example, the Italian Criminal Code, the Legislative Decree 231/2001, Law 190/2012, the FCPA (USA Foreign Corrupt Practices Act), the UK Bribery Act, Loi Sapin II, etc.
OECD Convention and OECD Guidelines for Multinational Enterprises	“Convention on Combating Bribery of Foreign Public Officials in International Business Transactions”, 1997 “OECD Guidelines for Multinational Enterprises”, 2011
Council of Europe Convention against Corruption	“Civil and Criminal Law Conventions on Corruption”, 1999
United Nations Convention	“UNODC United Nations Convention Against Corruption”, 2003/2005
UN Global Compact	The Ten Principles of the UN Global Compact and, with specific regard to this Policy: “Anti-Corruption” (Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.)
Best practices and Guidelines developed by Private International Organizations	“The Business Case against Corruption” ICC - International Chamber of Commerce, Transparency International, United Nations Global Compact, World Economic Forum Partnering Against Corruption Initiative (PACI) International Standard ISO 37001 “Anti-bribery management systems”

04. TERMS AND DEFINITIONS

For the purposes of this Policy, the terms listed here below shall have the following meaning specified for each of them:

CORRUPTION

Giving, offering, promising, receiving, accepting, requesting or soliciting, directly or indirectly, any compensation, monetary or not, tangible or intangible, aiming to obtain or maintain an undue advantage in the performance of the business activity, irrespective of the fact that the recipient is a public body or a private person.

Moreover, in the context of this Policy, the definitions of corruption respectively adopted by Transparency International ("*the abuse of entrusted power for private gain*") and by the World Bank ("*offering, giving, receiving or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party*") are acknowledged as generally accepted principles.

ANTI-CORRUPTION LAWS

The national anti-corruption laws and regulations applicable in the specific countries where each Group's Company operates, the best practices and the guidelines developed by international private organizations, as listed in Paragraph 03 "Normative and Procedurals References" of this Policy.

GROUP PERSONNEL

Directors, members of companies' boards, employees (executive, middle managers, white collars, blue collars) and collaborators of any company belonging to the Group.

PROCESS OWNER

Each Head of Function involved in a given process.

PUBLIC OFFICER

Anyone exercising a legislative, judicial or administrative function as well as anyone officially acting in the interest or on behalf of a national, regional or local public administration, any agency, office or body of the European Union or of an Italian or foreign public administration, any company owned or controlled by a national or international public administration or any public international organization, a political party. The definition also includes anyone appointed to perform a public



service, i.e. anyone who, for whatever reason, performs a public service, meaning an activity subject to same rules as the public function, but without the powers typical of the public function.

THIRD PARTIES

Suppliers of goods and services, Business Partner, including external consultants and professionals, agents, franchisees, as well as anyone duly entitled acting in the name and/or on behalf of Gi Group Holding and/or the Group's Companies.

05. ROLES AND RESPONSIBILITIES

GI GROUP HOLDING AND GROUP'S COMPANIES

The Board of Directors, the Managing Director and all the Top Management of the Parent Company and of the Group's Companies play a strategic role in the full implementation of this Policy, ensuring the involvement of all Group Personnel and the consistency of their conduct with the values contained in the Policy.

Each Group's Company ensures that the general requirements of its management system for the prevention of corruption risk are met and is committed to continuous improvement of the system (to this purpose, see Paragraph 08 – Implementation).

Each Group's Company will have to update the contractual standards in line with the provisions of this Policy.

THE GROUP PERSONNEL

In the performance of their duties, all Group Personnel are required to comply with the Policy, the Anti-Corruption Laws, the Code of Ethics and the supporting internal procedures.

GROUP ANTI-CORRUPTION OFFICER

The Group Anti-Corruption Officer is appointed within the Group's Global Corporate Affairs & Compliance Department, who provides methodological support at Group level in the field of Anti-Corruption.

In particular, the Group Anti-Corruption Officer, upon agreement with the Legal Department, ensures:

- the constant monitoring of Anti-Corruption legislation;
- the adoption of reference methods, establishing Group standards;
- the adaptation, updating and improvement of the Policy to ensure its maximum effectiveness.

The Group Anti-Corruption Officer, collecting reports from the Local Anti-Corruption Officers appointed, at least annually reports to the Board of Directors and to the Supervisory Board of the Parent Company.

The Group Anti-Corruption Officer also acts as the Anti-Corruption Officer of Gi Group Holding S.p.A.

LOCAL ANTI-CORRUPTION OFFICER

The Local Anti-Corruption Officer is appointed by the Country Manager at Country Level.¹ In case the Local Anti-Corruption Officer is not appointed, the Country Manager will be considered appointed also as Local Anti-Corruption Officer.

The Local Anti-Corruption Officer must be identified within a department that is not involved in business activities identified as being at risk of corruption and, therefore, its independence is guaranteed.

The Local Anti-Corruption Officer guarantees the safeguard and the conformity of the Anti-Corruption practices, and ensures (i) the implementation of the Policy by the Group's Companies for which he or she is responsible (ii) the provision of specialized Anti-Corruption assistance to the relevant personnel, (iii) the verification of the fulfilment of the general requirements of the Anti-Corruption system, and (iv) the constant monitoring of the corruption risk also managing reports on Policy's breaches eventually received from the employee.

The Local Anti-Corruption Officer:

- periodically, at least annually, reports on its activities
 - to the Board of Directors and to the Supervisory Body (or the equivalent body), where present, of the Group's Companies in which he/she is appointed, ensuring the coordination with such Bodies for the efficient performance of the respective tasks;
 - to the Group Anti-Corruption Officer;
- promptly reports to the local Board of Directors and to the Group Anti-Corruption Officer in case of particularly serious violations.
- provides the Group's Internal Audit Department with information on the planning of audit activities relating to the Group's Company as well as any other needed or useful information;
- connects with the local Legal and Compliance Department, if one exists, or uses external consultants, to keep up-to-date on relevant regulatory developments.

GROUP INTERNAL AUDIT DEPARTMENT

The Group Internal Audit Department, on the basis of the annual audit program approved by the Board of Directors of the Parent Company, will examine and evaluate the internal control system, in order to verify that the provisions of the Policy are applied.

¹ Therefore the Local Anti-Corruption Officer will be appointed for all the Legal Entities of the same Country

06. GI GROUP HOLDING'S COMMITMENTS

In line with the principles established in its Code of Ethics, the Group does not tolerate any kind of corruption, towards any person or entity, public or private, and in any country in which it operates, not even where those practices would be actually permitted, tolerated or not sanctioned by law.

Therefore, the Group prohibits:

- Offering, promising, giving, paying, authorizing a third party to give or pay, directly or indirectly, money, undue benefits, economic advantages of any value or other avails to any Public Officer, national or foreign, or to a private individual, with the intention of inducing him/her to perform (or omit) an act connected with his/her office or assigned tasks;
- requesting, receiving or authorizing a third party to request or receive, directly or indirectly, money, undue benefits, economic advantages of any value or other benefits from a Public Officer, national or foreign, or from a private individual, in order to perform (or omit) an act related to the assigned tasks.

The above listed conducts are forbidden also when their author uses personal funds or means or when the funds and means are provided by someone who is not part of the Group.

In no case, the belief of pursuing the interests of any Group's Company can legitimate the breach of this Policy.

The Group guarantees that no one will be sanctioned, penalized or discriminated in any way for refusing to engage in unlawful conduct, even if such refusal has resulted in detrimental consequences for the relevant Group's Company.

Cases of violation, even if only suspected, of the Anti-Corruption Laws or of this Policy must be reported immediately as provided for in Section 9 below.

07. RULES OF CONDUCT IN KEY CORRUPTION RISK AREAS

7.1 GIFTS, HOSPITALITY AND REPRESENTATION EXPENSES

Gifts, entertainment expenses and hospitality are only permitted as a common practice of professional courtesy in order to promote the Group's image and activities. In no circumstances it is consented to exceed the normal business trade or courtesy practices.

It is always forbidden to offer or to accept sums of money.

It is always forbidden to promise, give, or accept gifts, gratuities, benefits or other avails aimed at obtaining improper advantages and which could influence (or be perceived by a third party as influencing) a decisional process.

It is allowed to offer or accept gifts of modest value.

For the purposes of this Policy, a gift will be considered of modest value if i) the nominal value (tax included) does not exceed the common courtesy practices as well as the limits defined by each Group's Company and ii) it is customary to give or receive such a gift during the ordinary course of business or upon specific occasions.

With regard to the Parent Company and to the Group's Companies operating in Italy, an indicative value not exceeding the threshold of EUR 150 (over the course of one year) is to be understood as modest.

Each Group's Company operating outside the Italian territory establishes, based upon the written laws applicable in the country in which it operates (or, in the absence thereof, local customs and practices recognized as lawful), the threshold within which gifts, gratuities or other benefits are considered of modest value.

It is not allowed to split a gift into several parts with the aim of reducing its economic value in order to bring it within the consented value limits.

Any gift, hospitality or other benefit received by family members, relatives or cohabitants of the persons to whom this provision applies is subject to the limitations contained in the Policy.

To this end, gifts, presents and any other benefit or utility offered or accepted by Group Personnel must be (i) recorded and in any case not offered or accepted in a concealed manner, (ii) in compliance with the Anti-Corruption Laws and with Group's Company procedures and protocols.

For any doubts, and in case of exceeding the threshold, it is necessary to obtain in advance the opinion of the Local Anti-Corruption Officer.

Among Group Personnel in a reciprocal relationship of hierarchical superordination, it is not admitted to exchange gifts or gratuities that are out of the common practice and exceeding the modest value as defined above.

7.2 RELATIONS WITH THE PUBLIC ADMINISTRATION

Relations with representatives of the Public Administration, understood in all its possible articulations, must be marked by fairness, transparency and traceability of conducts, strict compliance with the Anti-Corruption Laws and may in no way compromise the integrity and reputation of the Group.

It is always forbidden to offer or accept sums of money.

It is never allowed to pay or offer, directly or indirectly, gifts, gratuities or any benefit to Public Officers or their family members, to reward them for an act of their office.

Any gifts and entertainment expenses for institutional purposes intended for persons belonging to or traceable to the Public Administration must normally be of less than modest value and expressly approved by a top manager.

Any requests, direct or indirect, by a Public Officer aimed at obtaining, payments, gifts, gratuities, personal benefits or other utilities in favour of the Public Officer or his/her family members (including relatives or cohabitants) or addressed to another beneficiary in order to carry out or refrain from carrying out activities towards Gi Group Holding, must be immediately reported to the Local Anti-Corruption Officer.

7.3 FACILITATION PAYMENTS ARE FORBIDDEN

Facilitation Payment shall mean any type of payment or gift of benefits in favour of a Public Officer, in order to expedite services however due by such persons in the context of their duties, or in order to obtain or maintain an assignment or any other commercial advantage in favour of Gi Group Holding.

Gi Group Holding expressly prohibits, in all countries in which it operates, all Facilitation Payments, including those of minimal amounts.

Should you receive a request for a Facilitation Payment, this must be refused and you must immediately notify your direct supervisor and the Local Anti-Corruption Officer.

7.4 CONTRIBUTIONS AND RELATIONSHIPS WITH TRADE UNIONS AND POLITICAL ORGANISATIONS

The Group does not allow any contributions, direct or indirect, of any kind and in any form whatsoever, to political parties, movements, committees and trade union and political organizations, nor to their representatives or candidates, in any country, except those specifically considered mandatory by applicable laws and regulations.

In case of doubt as to the mandatory nature of the contribution, the Local Anti-Corruption Officer should be consulted.

7.5 ENTRUSTMENT OF TASKS, WORKS AND SUPPLIES TO THIRD PARTIES

The selection process of Third Parties is based on criteria of professionalism, integrity, transparency, impartiality, efficiency and cost-effectiveness, balancing the need to obtain favourable economic conditions without departing from quality and professionalism.

The choice of the Third Party is made on the basis of the global policy and/or local policies relating to the procurement of goods, services and consultancy and, in any case, on the basis of objective criteria. Similarly, the determination of the purchase conditions is carried out on the basis of an objective assessment of the quality, utility and price of the goods and services requested as well as of the ability of the Third Party to supply and promptly guarantee goods and services of a level adequate to the needs expressed by the Group.

The Group checks in advance the information available on commercial counterparties, suppliers, partners and consultants, in order to ascertain their respectability and the legitimacy of their activities, as well as the possible exposure of such counterparties to corruption offences.

Contracts and/or agreements shall be in writing and contain appropriate clauses aimed at ensuring that the Third Party complies not only with the applicable laws (including those on the protection of the person, health and safety of workers and the environment) and the agreed contractual conditions, but also with the Anti-Corruption Laws and this Policy.

The corporate procedures adopted by each Group's Company implement the above principles and criteria.

7.6 M&A AND JOINT VENTURES

M&A initiatives and the creation of Joint Ventures by Gi Group Holding must provide for prior and adequate due diligence on counterparties, in order to verify that all risks of possible previous corrupt actions have been identified.

It is the responsibility of the Process Owner, with the support of the competent Legal Department and the other structures concerned, to verify (i) the identity of the counterparty (e.g. verification of the person selling a shareholding in a company, of the target company of the transaction or of the joint-venture partner), (ii) the reputational and reliability profile, (iii) the possible existence of proceedings or convictions for bribery offences or other offences liable to affect professional morality, against the counterparty itself or its relevant persons (e.g. shareholders, directors, senior management, etc.).

In its preliminary assessments, the Group also considers the possible adoption of anti-corruption policies and procedures within the counterparty's organization.

7.7 STAFF SELECTION AND RECRUITMENT

The activities of selecting personnel and hiring by Gi Group Holding are based on principles of fairness, non-discrimination and impartiality, aimed at ensuring that the final decision falls to the most suitable persons for the position.

Gi Group Holding hires resources whose profiles effectively meet the company's needs, making choices based exclusively on criteria of professionalism and competence and banning any form of favouritism, discrimination or unequal treatment.

The Human Resources structure of each Group's Company is equipped with special procedures aimed at guaranteeing, without exception (even in the case of candidatures conveyed by Group Personnel), the application of objective and transparent criteria in the assessment of candidates for internal positions or under the staff leasing system.

7.8 DONATIONS AND SPONSORSHIPS

Donations and sponsorships made by Gi Group Holding are intended to support the community in which it operates, while increasing brand awareness and prestige.

Such activities fall within the scope of corporate discretion according to common business practices.

They are carried out by Group's Companies in compliance with procedures and are subject to an authorization process that includes an adequate description of the nature and purpose of the initiative and must be in line with the annual budget approved for this purpose, tracked and documented in writing.

According to criteria of reasonableness and proportionality with respect to the size of the economic commitment envisaged for the Group, the Process Owner must also ascertain in advance the nature and relevance of the initiative, any personal and corporate conflicts of interest, the identity and reputational profile of the recipients of the sponsorship or donation (promoters, organizers, etc.), as well as the actual implementation of the initiative itself must be verified.

7.9 ACCOUNTING ENTRIES

Any operation or transaction of the Group must be correctly recorded in the company's accounting system according to the criteria indicated by law and the applicable accounting standards. Any operation or transaction must be authorized, verifiable, legitimate, consistent and appropriate.

So that the accounts and balance sheets of the Group respond to the requirements of truthfulness, accuracy and transparency, for each operation, an adequate and complete documentation proving the activity performed must be filed in the Group's archives.



All Group Personnel must comply with company accounting requirements and must never agree to false or misleading invoicing requests or to the payment of unusual, excessive, inadequately described or insufficiently documented expenses.

08. IMPLEMENTATION

ADOPTION OF THE POLICY AND APPOINTEMENT OF THE ANTI-CORRUPTION OFFICER

Each Group Company adopts the Policy (including its attachments) promptly and without derogation, by resolution of the Board of Directors (or the equivalent body/function) and publishes it on its corporate Intranet. From that moment, the Policy comes into force.

If, due to the specificities of the regulatory context of reference, a Group Company has already adopted or needs to adopt its own anti-corruption code, such code shall in any case comply with this Policy, reflecting, as an indispensable basis, its contents.

Should local laws and regulations be more restrictive than the principles contained in the Policy, Group Companies will adopt the most restrictive local regulations in force, expressing a suitable second-level local policy.

The Local Anti-Corruption Officer must be appointed by the Country Manager at Country Level.²

TRAINING

This Policy is brought to the attention of all Group Personnel through appropriate communication activities and made available on the company intranet.

Each Group's Company promotes the knowledge of the Code of Ethics, this Policy and the local Anti-Corruption Laws and plans and manages training activities related to the Policy. Participation in the training activity is mandatory.

The Human Resources structure of the individual Group's Company monitors that the planned training course is attended by all Group Personnel.

New Group resources are trained within three months of recruitment; all Group Personnel are required to attend the anti-corruption trainings at least every two years.

The Local Anti-Corruption Officer, consulted the local Legal Department if existing or the external legal consultant, offers to Group Personnel specific training courses on local legislation if deemed appropriate.

² See Paragraph 05 – Roles and Responsibilities – Local Anticorruption Officer

09.REPORTING CHANNEL

Any employee is required to report any breach of this Policy, even if only suspected, to the Local Anti-Corruption Officer or, even anonymously, through the [Gi Group Holding Reporting Channel](#), in accordance and in line with the provisions of the Whistleblowing Global Policy³.

Gi Group Holding promotes a culture that does not allow retaliation of any kind against reports of violations (or suspected violations) of this Policy.

No one may be dismissed, suspended or discriminated against in any way in the course of employment for reporting in good faith any failure to comply with the Policy.

³ Refer to the Global Intranet for the current version of the Global Whistleblowing Policy

10. GRIEVANCE AND DISCIPLINARY PROCEDURES

Violation of the Policy by the Group Personnel will result in the adoption of disciplinary measures in accordance with the provisions of the regulations and contractual provisions governing the specific employment relationship.

The Group will also ensure its full cooperation with the competent Authorities.

Any breach will be prosecuted with the application of appropriate and proportionate disciplinary sanctions, also taking into account any criminal relevance of the conduct.

The Group's Company concerned will take appropriate measures, including the non-establishment or termination of the contractual relationship, against the Third Party that has acted in breach of the Anti-Corruption Policy and Laws.

11. UPDATES AND REVISIONS

This Policy may be integrated and / or updated by the Global Corporate Affairs & Compliance Department, after consultation with the Global Legal Department and the CSR Team at any time, including following changes and / or additions to the relevant legislation.