BFF Banking Group Anti-Corruption Policy

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Table of Contents

1 INTRODUCTION 3

1.1 Purpose and scope 3

1.2 Approval and updating of the Policy 4

1.3 Internal reference regulations 4

2 DEFINITIONS 7

3 ROLES AND RESPONSIBILITIES 13

3.1 BFF Bank S.p.A. and the Group Companies 13

3.2 Group Anti-Corruption Officer 13

3.3 Local Anti-Corruption Officer 13

3.4 Policy Addressees 14

3.5 Reports 14

4 GROUP ANTI-CORRUPTION STANDARDS 16

4.1 General principles 16

4.2 Anti-corruption standards 17

4.2.1 Relations with Public Officials and Authorities 17

4.2.2 Facilitation payments 18

4.2.3 Disbursement of donations 18

4.2.4 Human resources activities 20

4.2.5 Mergers, acquisitions and significant investments 21

4.2.6 Corporate gifts and entertainment expenses 22

4.2.8 Management of relations with Third Parties 26

5 ANTI-CORRUPTION PLAN 28

5.1 Staff training 28

5.2 Internal regulations 28

5.3 Controls and organizational framework 29

5.5 Information flows 30

5.6 Recording and archiving 30

ANNEX 1 - Legal framework 31

ANNEX 2 - Red flags 36

1 INTRODUCTION

1.1 Purpose and scope

The terms with capital letter have the meaning ascribed to them in paragraph 2 "Definitions".

The Group, sensitive to the need to ensure transparency and correctness in the management of its business, promoting a corporate culture based on legality, ethics and integrity, has adopted a system of rules and controls aimed at preventing corruption offences with the objective of prohibiting all forms of corruption, whether active or passive, involving not only public officials but also private counterparties.

In this context, this Policy defines the anti-corruption standards, roles and responsibilities for managing corruption risk in the activities carried out by BFF and its Subsidiaries and identifies the activities and areas most at risk.

The purpose of the Policy is to:

- set out the Group's commitment to both fighting corruption and complying with anti-corruption provisions in force;
- communicate clearly to all Group staff and to all those who operate, in Italy and abroad, in favour of or on behalf of the Bank, the principles and rules to be followed to ensure compliance with regulatory and internal provisions;
- define the principles for identifying and preventing potential corruption episodes in order to protect the integrity and reputation of the Group;
- provide the general framework for the Group Anti-Corruption Plan.

The Policy applies to the Bank (including its Branches) and its Subsidiaries, i.e. the entire Group. All Addressees must comply with the provisions set out in this Policy and all anti-corruption legislation in force in the Country/ies where they are employed or active, if more restrictive, as set out in Annex 1.

More specifically, the Bank, as part of duties as parent company, performs verification activities of compliance by its Subsidiaries with the Group's guidelines on anti-corruption. Subsidiaries are required to transpose and apply this Policy at local level in accordance with, and adapting its content where necessary to, each relevant reference regulatory context. Where local law is more restrictive than the standards contained in this Policy, the Branches and Subsidiaries shall adopt the most restrictive local provisions in force.

This Policy is addressed to all Group Companies and applies to all members of strategic supervision, management and control bodies, the Staff and Third Parties.

This Policy is made available on the corporate intranet and on the Group's institutional website as well as to external interested parties, in order to inform them of the anti-corruption standards followed by the Group.

1.2 Approval and updating of the Policy

The Policy is approved by the Board of Directors of the parent company on the proposal of the Chief Executive Officer and is transmitted to the Subsidiaries, in order to be transposed thereby and is periodically updated by the Parent Company *Compliance & AML* Function and made available to all the Group staff.

The Parent Company *Compliance & AML* Function may make formal amendments to the Policy (such as, for example, updating references to regulatory sources and the names of corporate structures), subject to the prior favourable opinion of the *Risk Management* Function and subsequent approval by the Chief Executive Officer of the Parent Company.

As required by the Group Regulation on the management of Internal Regulations, the Policy is transposed by the Subsidiaries by means of a resolution of the Corporate Body competent therefor on the basis of the external regulations in force at the time (the Board of Directors for Subsidiaries adopting the traditional governance model, or the Management Board for subsidiaries adopting the dualistic governance model or models similar thereto).

The Chief Executive Officer has the power to approve internal regulations and arrange service orders, applicable locally for the Subsidiaries or the entire Group, concerning the same subjects regulated by the Policy, in compliance with the Policy, detailing operating procedures and, where necessary, introducing operating limits which are more restrictive than the provisions contained in the Policy.

1.3 Internal reference regulations

For the purposes of this Policy, the following internal Group documents are relevant:

- "*Code of Ethics of the BFF Group*", adopted by the Board of Directors of the Bank on 23 February 2004 and subsequently amended and updated, which sets out the Group's founding values and principles of conduct that must be observed in all conducts put in place by the Addressees;

- "*Organisation, management and control model pursuant to Legislative Decree no. 231/2001*" means the organisation, management and control model adopted by the Bank and the Branches pursuant to Articles 6 and 7 of Legislative Decree no. 231/20021, in order to prevent the commission of the offences referred to in the Decree by the Addressees, as identified in the Protocols and in the General Part of the Model itself;
- "Model 231", the organization, management and control model applicable to the Spanish Subsidiary drawn up pursuant to Article 31-bis of the Spanish Criminal Code (Ley Organica 1/2015 of 30th March) which regulates the administrative liability of entities;
- "*Guidelines on Corporate Criminal Liability*", the document "Global Compliance Guidelines on Corporate Criminal Liability" applicable to the Polish subsidiary and its *subsidiaries* in which the ethical, legal and professional standards on corporate criminal liability are formalized;
- "*Policies on internal controls adopted by BFF Banking Group for the management of conflicts of interest*", drawn up in order to correctly manage, in compliance with the principle of sound and prudent management, Transactions with Connected Persons and Consob Related Parties, as well as to prevent conflicts of interest (even if potential) inherent in relations with the mentioned parties;
- "*Group Policy for the Selection and management of human resources"*, which sets forth the principles and guidelines applied by the Group to select and manage its human resources;
- "*BFF Group Regulations for the management of transactions with parties in conflict of interest*"; which aims at monitoring the risk that the possible proximity of certain parties to the Bank's decision-making centres may compromise the objectivity and impartiality of decisions relating to transactions towards said parties, with possible distortions in the process of allocating resources, the Bank's exposure to risks that are not adequately measured or monitored, and potential damage to shareholders and stakeholders, also for the purpose of complying with the prudential limits defined in Bank of Italy's Circular 285 / 2013 as amended with reference to Own Funds;
- " *PS_BFF-HQ_024- Procedure for the purchase of goods and services*", which describes the operating modalities whereby the purchase of goods and services is carried out, excluding outsourcing activities, in compliance with the principle of segregation of duties, verification of budget capacity, authorisation of the purchase in compliance with the defined spending

powers, selection of the supplier, verification of the goods delivered/services provided by the supplier, authorisation of payment and settlement of the invoice;

- "*PG_GPR-004* - Procedure for Handling *Breach Reporting*," the procedure for reporting Breach adopted at the Group level pursuant to Directive (EU) No. 1937/2019 and, for Italy, pursuant to Legislative Decree No. 24/2023;
- "*PS BFF-HQ_012 - Resolution on Transactions with Related Parties"* which establishes the procedures for identifying related parties and approving related transactions, in accordance with the process defined by the BFF Banking Group's Regulations for the identification and approval of transactions with related parties;
- Document "Delegations and Powers", which governs, among other things, the manner in which spending powers are exercised on the basis of the resolutions passed by the Board of Directors and/or special powers of attorney;
- PG_GRP_001 – "Gifts, Entertainment Expenses, Donations, and Sponsorships Procedure", which governs the operational procedures for managing gifts, donations, entertainment expenses and sponsorships, as well as the related authorization levels for the entire Group.

2 DEFINITIONS

***Chief Executive Officer*, *Chief Executive Officer of the Bank*, *Chief Executive Officer of the Parent Company*:**	the "body with management functions" of the Bank, i.e. the member of the Board of Directors of the Bank to whom ordinary management duties, namely the execution of the guidelines resolved while exercising the strategic supervision function, are delegated by the Board of Directors of the Bank.
Authority:	Supervisory Authorities or Independent Administrative Authorities or any institution with the task of supervising and monitoring the activities of the Group.
***Bank*, *Parent Company*, *BFF*:**	BFF Bank S.p.A., parent company of the BFF Banking Group
Code of Ethics:	document that sets out the values that must be complied with in all conducts by the Group staff, the Corporate Bodies and the Control Bodies of the individual Group companies, and by the persons acting in the name and on behalf of the Group.
***Board of Directors or Board*:**	the "body with strategic supervision functions" of the Bank, which, is entrusted with management functions, through, *inter alia*, the assessment of and resolution upon business or financial plans and strategic transactions.
Subsidiary/ies:	the Group companies directly or indirectly subject to the direction and coordination activity of the Parent Company.
Corruption:	giving, offering, promising, receiving, accepting, requesting or soliciting, directly or indirectly, monetary or non-monetary benefits, tangible or intangible, in order to obtain or maintain an undue

	advantage in the performance of the company's activity, irrespective of whether the addressee of the act of corruption is a Public Official or a natural person acting on behalf of a company or as a result of a relationship of trust, and always irrespective of his/her nationality, irrespective of where the act of corruption is carried out, and of whether the result of such act involves an actual undue advantage or the improper performance of a function or activity.
Addressees:	all Group staff, without exception whatsoever, those who hold positions of representation, management, direction or control as well as those who operate in the name and/or on behalf and/or in the interest of the Group. With regard to third parties who, although not belonging to the Bank, pursuant to contractual relationships, lend their cooperation to the Bank in the execution of its activities, is expected that – within the scope of its dealings with it – a commitment to act in accordance with applicable anti-corruption laws and regulations, including local legislation and laws with extraterritorial applicability, is required.
Executives:	the heads of articulated organisational units or with high professional content, reporting to the Chief Executive Officer or Senior Executive, who contribute significantly and with wide autonomy to the achievement of the objectives of the structure they belong to or who provide support/qualified advice to the top management and the rest of the organisation. They may be risk

	takers. Executives are identified by a specific resolution of the Board of Directors.
***Compliance & AML Parent Company Function*:**	in the Parent Company the corporate function in charge of monitoring compliance with provisions, as well as monitoring money laundering and terrorism financing risk.
***Group*:**	Bank Group BFF Banking Group.
Guidelines on Corporate Criminal Liability:	the document "*Global Compliance Guidelines on Corporate Criminal Liability*," which applies to the Polish subsidiary and its *subsidiaries* and sets forth the ethical, legal, and professional *standards* regarding corporate criminal liability.
Liberality:	charity contributions, donations to non-profit organisations, ONLUS, research bodies, university bodies.
Model 231	the organisational model of the Spanish subsidiary drawn up pursuant to Article 31-bis of the Spanish Criminal Code, which governs the administrative liability of legal persons.
Homage:	all valuable goods, which are voluntarily given to someone without payment, benefits also in the form of discounts, demonstrative and entertainment invitations of any kind, received or offered in dealings with persons, companies or public and private entities, in Italy and abroad.
Corporate Body/ies:	for companies adopting the: i) traditional governance model (or similar models), the Board of Directors and, where appointed, the Chief Executive Officer; ii) dual governance model (or similar models) the Management Board.

Facilitation payment	payment intended to secure or expedite the performance of routine public and/or private proceedings to which the giver of the facilitation payment is already entitled. For the purposes of this Policy, facilitation payments are considered as corruption acts and are prohibited.
Staff	the members of the bodies with strategic supervision, management and control functions, the employees
Policy:	this anti-corruption policy
Public Administration:	the set of public bodies carrying out administrative activities, i.e. those activities aimed at the concrete pursuit of public interests.
Public Official:	person exercising a legislative, judicial or administrative public function.
Anti-Corruption Plan:	the set of rules and measures aimed at identifying and mitigating corruption risk in the Group, contained in the annual plan of the *Compliance & AML* Function
Red flag:	circumstance or event representing a warning sign and indicates an increased corruption risk.
Senior Executives:	the roles of Central Managers or Vice Presidents (VP) who directly report to the Chief Executive Officer, contribute in a decisive manner to the achievement of the Group's strategic objectives, are risk takers, generally manage significant budgets of human and/or economic resources, pursuant to formal mandates and powers of

	attorney. Senior Executives are identified by a specific resolution of the Board of Directors.
Group Companies:	the Parent Company, the Branches and the Subsidiaries.
Entertainment expense/s	expense/s incurred and documented that meet/s the requirements of inherence and congruity, considering as inherent all disbursements free of charge of goods and services offered for promotional or public relations purposes that are reasonably capable of pursuing revenue objectives, including potential ones, and in line with the industry business practices.
Sponsorship:	transaction involving the payment of a consideration to develop business opportunities related to the agreed counter-performance. The sponsorship consideration may be paid in cash or a corresponding form. Unlike charitable giving, sponsorship is a commercial transaction with the expectation of making a profit in return for the agreed counter-performance.
Branch, Foreign Branch:	the Bank's branches, BFF Bank S.p.A. Sucursal en España, BFF Bank S.p.A Sucursal em Portugal, BFF Bank S.p.A. Spółka Akcyjna Oddział w Polsce and BFF Bank S.p.A. Branch in Greece. In accordance with the provisions of Article 4(1)(17) of EU Regulation 575/2013 "CRR", a branch is defined as a place of business which constitutes a part without legal personality of an institution and which directly carries out, in whole or in part, the

	operations inherent in the activity of the institution.
Third Parties:	agents, brokers and credit brokers, consultants, suppliers, intermediaries and any other third party providing their collaboration, as external parties to the Parent Company or other Group companies, for the realization of the activities carried out thereby.
"Internal Breach Reporting System" (or "Whistleblowing System)	for the purposes of this Policy, this refers to the system designed to enable employees or third parties not affiliated with the recipient companies of this document to report acts or incidents that may constitute corruption or a breach of the Bank's internal anti-corruption policies.

3 ROLES AND RESPONSIBILITIES

3.1 BFF Bank S.p.A. and the Group Companies

The Board of Directors, the Chief Executive Officer, the Executives / Senior Executives, the Corporate Bodies of the Subsidiaries, are responsible for creating and disseminating the culture of risk management within the organization and for ensuring the supervision of the required conduct. In this sense, they play an active role in enforcing the standards of conduct described in this Policy.

The Parent Company, its Subsidiaries and all Group Companies must appoint a manager of the Anti-Corruption Plan, with the title of Local Anti-Corruption Officer; Group Companies which, as a consequence of their size, do not have a Compliance function may appoint a common Anti-Corruption Officer (formalising such appointment) or, alternatively, the function may be performed by the Anti-Corruption Officer of the parent company.

3.2 Group Anti-Corruption Officer

The Group Anti-Corruption Officer, identified in the Head of the Parent Company *Compliance & AML* Function, is responsible for:

- monitoring anti-corruption regulations and making the necessary adjustments to the Group's internal processes;
- defining and implementing the Group Anti-Corruption Plan;
- supporting and monitoring the implementation of the Group's minimum standards on Anti-Corruption;
- advising on, coordinating and supervising the Anti-Corruption Plans of Group Companies;
- providing advice and opinions on the main anti-corruption issues;
- participate, alongside the Parent Company's Supervisory Board, as Head of Breach Reporting System in the preliminary investigation of reports of violations involving acts that may constitute corruption or breaches of the Bank's internal anti-corruption policies.

3.3 Local Anti-Corruption Officer

The Local Anti-Corruption Officer is responsible for:

- monitoring local anti-corruption regulations informing the Group Anti-Corruption Officer and supporting him/her in the adjustments to internal Anti-Corruption processes;

- defining and implementing the execution of the local Anti-Corruption Plan in line with the Parent Company plan promptly informing the Group Anti-Corruption Officer of possible anomalies or reports received;
- coordinating at a local level the activities aimed at the correct implementation of Anti-Corruption standards and, in accordance with all local regulatory requirements, proposing any possible necessary supplements;
- advising on the local Anti-Corruption Plan;
- providing support to Staff in the assessment of corruption risk and advice in Red Flag cases (Annex 2);
- overseeing investigations consequent to possible reported corruption incidents, with the involvement of the Group Anti-Corruption Officer where deemed appropriate. To this end, the local Anti-Corruption Officer should be empowered to investigate any suspected or actual corruption incidents, to request and review all documents and to bring these cases to the attention of Corporate Bodies;
- arranging the translation into the local language (if necessary) and making publicly available/communicating this Policy through the official communication channels.

3.4 Policy Addressees

Addressees are required to comply with this Policy as well as all applicable anti-corruption laws. They must be aware of and understand the potential corruption Red Flags set out in Annex 2 and promptly report any such instances through the internal channel established by the Bank in the manner described in paragraph 3.5 "Reporting", if the conditions are met.

3.5 Reports

The Group has implemented an IT procedure called "Whistleblowing – Reporting Breach," accessible via a web link posted on the company intranet and on the public website.
https://digitalplatform.unionefiduciaria.it/whistleblowingnew/en/accessoprincipale/identificazionegruppo?TOKEN=BFFWB

This IT procedure allows for reports to be submitted in writing or orally.

Please refer to the "***PG_GRP-004*** - *Procedure for Reporting Breach*" for information on:

- who is authorized to submit reports;
- the specific procedures for submission;
- how reports are handled;

- as well as the protections guaranteed by the breach reporting system.

4 GROUP ANTI-CORRUPTION STANDARDS

4.1 General principles

The standards described in this Policy are an emanation of the Group's commitment to integrity and sustainability in doing business. Through this Policy and the standards set out therein, the Board of Directors, the Chief Executive Officer and the Corporate Bodies of the Subsidiaries explicitly require the Group to adhere to the core values of integrity, transparency and accountability, consistently across the Group and in all jurisdictions where it operates, and to promote a culture that is against any act of corruption.

The Group, committing to complying with the regulations in force in each Country in which it operates, has zero tolerance for acts of corruption and prohibits them from being committed in any form, whether direct or indirect. The Group does not allow its Staff or Third Parties in any way connected to the Group to be involved in acts of corruption.

Committing to zero tolerance towards corruption, the Group ensures that any behaviour in breach of the standards of this Policy and any concerns raised as possible act of corruption will be assessed and, where appropriate, investigated and disciplinary actions will be taken in addition to the sanctions provided for by the applicable law. The Group, aware of the negative effects of corruption practices on economic and social development in the areas in which it operates, is committed to proactively combating corruption and preventing and countering the occurrence of unlawful acts in the performance of its activities in the context in which it operates.

To this end, the Group promotes integrity and manners of doing business that do not involve corruption among all its stakeholders.

In this regard, the Group is committed to investing in the training of its Staff. The Group also makes every possible effort to prevent corruption by Third Parties or parties connected thereto.

The Group reserves the right to refrain from doing business with a Third Party when there is any doubt that acts of corruption may have been committed.

In line with its strategic profile and taking also into account its organizational structure (ownership structure, legal form and operational specialization), the Group adopts a general strategy for managing conflicts of interest characterized by a low risk-appetite.

In this regard, the Group has set up organisational processes and a system of controls based on operating procedures to monitor, control and correctly manage conflicts of interest.

All Addressees of the Policy must operate professionally, transparently, impartially and in compliance with current anti-corruption regulations, and must promptly report any situation from which a conflict of interest may arise.

4.2 Anti-corruption standards

The Group has identified the areas of activity in which corruption offences could be committed as part of the risk analysis exercise conducted with reference to the relevant offences pursuant to Legislative Decree 231 and represented in the Matrix of Activities at Risk of Offence of the Model 231 or in the similar models adopted by the Subsidiaries.

In particular, corruption offences may occur when Group structures, in the context of relations with Authorities or Public Officials or with Third Parties, offer or promise money or other benefits to perform an act that is not compliant with or contrary to their official duties, whether to influence the exercise of the public official's functions or powers.

The main modalities for committing the offence, also in collaboration with other company persons, are set out below by way of example and without limitation:

a) giving/promising money, also in collaboration with others (e.g., by issuing invoices relating to services that have not been provided or fictitious expense refunds or for an amount other than that of the expenses actually incurred; entrusting of a collaboration or consultancy mandate at conditions that are not fair or for fees that are not proportionate to the services rendered);

b) recognition/promise of other benefits, through the employment in the Group or favourable treatments of persons linked to the official/public officer or to Third Parties or in any case on the recommendation of those latter;

c) improper management of donations, sponsorships, gifts, acts of liberality, entertainment expenses; supply of services entrusted to companies indicated by the Official/Public Officer/Third Party on conditions that are unjustifiably advantageous or that envisage remuneration that is not fair with respect to the service received.

4.2.1 Relations with Public Officials and Authorities

The Group's activities involving Public Officials or persons connected to Public Officials may increase both reputational risks and the risk of non-compliance with applicable laws and regulations. Therefore, the Group prohibits paying or offering, directly or indirectly, gifts, payments, material benefits and other advantages or utilities of any size to Public Officials,

persons in charge of public services or territorial entities, public or private employees, including belonging to the Authorities, in order to influence or compensate an act of their office.

The prohibited conduct includes the offer or receipt, by the staff or by anyone acting on their behalf, of an economic advantage or other benefit in relation to business activities.

The Group also prohibits offering, promising or accepting any valuable object, service, performance or courtesy in order to obtain a more favourable treatment in relation to any relationship held with the Public Administration.

The Group prohibits paying expenses, including those related to business travels, to representatives of the Public Administration, public officials and persons in charge of a public service.

4.2.2 Facilitation payments

The Group prohibits any Facilitation Payment, regardless of the amount, with a corruption intent.

The Group does not make any facilitation payments, nor does it tolerate for Addressees to offer, promise, solicit, request, give or accept any kind of Facilitation Payment, from or to any Third Party, in their relations with the Group.

4.2.3 Disbursement of donations

The Group is committed to supporting the reference community also through the sponsorship of various events, initiatives and organizations in compliance with the principles of transparency, verifiability, traceability, reasonableness and cost-effectiveness.

Courtesy and hospitality behaviours forming part of the normal conduct of business and relationships must be consistent with the principles set out in the Policy and the Code of Ethics.

Under no circumstances may donations be used to conceal acts of corruption.

Donations may be made to the following addresses:

- non-profit organizations registered with RUNTS (*Registro Unico Terzo Settore*) or public and/or similar registers in the countries where Branches and Subsidiaries of the Group operate; nationally and/or internationally accredited research organisations; university institutions operating with purposes such as scientific research, social and health care, humanitarian initiatives, promotion and enhancement of cultural heritage, environmental protection and enhancement;
- civilly recognised ecclesiastical bodies.

Donations are made in favour of well-known, serious, reliable entities with an excellent reputation. The Group undertakes not to make donations to entities/organizations that are undergoing judicial investigations and/or with persons under investigation for personal facts or facts related to the entity/organization in question. The beneficiary entity must demonstrate to have all certifications and that it has met all requirements to operate in compliance with applicable laws.

The choice of the entity/organisation follows a formalised process, from which the following can be inferred: the selection modalities of the entity/organisation, the consistency with internal regulations (the choice, if possible, must be made from among two or three entities/organisations), the verification of possible conflicts of interest and the purposes and procurement process until the provision/delivery of the good or service being donated.

The beneficiaries of donations shall report to the Group on how donations have been used.

At the same time with the approval of the annual budget, the Board of Directors of the Parent Company resolves on the maximum amount of donations at Group level that may be made during the year by the Chief Executive Officer of the Parent Company. The Subsidiary may also access this spending budget to make its own donations in agreement with the Chief Executive Officer of the Parent Company.

All donations are made in compliance with the principles set forth in the Code of Ethics and are disbursed only versus a formal request by the beneficiary entity.

It is in any case expressly forbidden for all Staff to make donations in any form to organisations of a political nature and/or with political aims (e.g. political parties or movements, associations etc.) or to their representatives and candidates in the name of and/or on behalf of Group Companies.

It should be noted that, in any case, donations to the following are considered non repayable:

- political parties or movements and their bodies;
- politically exposed persons, both Italian and foreign;
- trade unions and organizations whose purposes are different from those mentioned above;
- customers, business counterparties (e.g. debtors, lenders, etc.), suppliers and business partners;

- persons involved in the production of arms, including non-conventional arms[1];
- persons who present initiatives that promote paedophilia, terrorism, racial hatred, drugs, or encourage self-harm;
- persons that have been convicted of corruption, extortion, money laundering, terrorism, fraud, tax evasion, human rights violations and environmental crimes, without prejudice to the extinction of the crime, administrative offence or penalty.

The Chief Executive Officer of the Parent Company shall report to the Board of Directors of the Bank the Group's donations disbursed, specifying:

- their amount or value in euro (if goods);
- their recipient;
- indication of the purpose;
- delivery modalities.

Group Companies must comply with the following operational safeguards for the disbursement of donations:

- all disbursements are made in accordance with the approved budget;
- payments to the beneficiary entity must be made only to the account registered in the name of the beneficiary entity, excluding any payment to encrypted accounts or in cash, or to an entity other than the beneficiary entity or in a third state other than the state of the beneficiary entity;
- contributions must be recorded truthfully and transparently in the books and records of the Parent Company and the Subsidiary;
- original accounting documents must be kept for at least 10 years.

4.2.4 Human resources activities

The centrality of people is one of the founding values of the Group's Code of Ethics and is consistent with the provisions contained in the Organizational Model pursuant to Legislative Decree No. 231/2001 of the Parent Company or in the similar models adopted by the Subsidiaries, in compliance with applicable local regulations.

[1] Unconventional weapons include nuclear, biological, chemical or other weapons of mass destruction, cluster bombs, uranium 238, chemical warfare agents, anti-personnel and anti-tank mines, biological agents and radioactive material adapted for use in warfare to cause victims among humans or animals, damage equipment, crops or the environment.

Human resource management activities such as employment, promotions and training offers are considered by the Group as valuable elements, and therefore giving, offering or promising such activities in order to unduly obtaining or retaining an economic advantage constitutes corruption.

The Group condemns any type of human resources selection and management activity that is contrary to professional ethics, that violates the principles of objectivity, competence, professionalism and equal opportunity, regardless of whether it falls within the official definition of corruption. In compliance with the provisions of the Code of Ethics, all persons involved in any way in the staff selection process operate according to the values expressed by the Code itself.

Whenever a human resources activity towards a specific person is directly or indirectly solicited by a client, business partner, or any other third party known to have a formal or informal relationship with the Group, or by a Public Official or a person connected thereto, such activity will be carried out on the basis of merit and will be subject, when applicable through the usual competitive process, to objective assessment and any decision regarding this particular action will be documented not to have been based on the request of the third party in question.

The Group provides for the adoption of staff recruitment modalities based on fair behaviours and free from favouritism. In this context, the Group operates according to transparent and documentable procedures, adopting procedures aimed at avoiding potentially corruption conduct, as well as situations of conflict of interest that may involve the Staff.

The search and selection of candidates within the Group are based on criteria of:

- publicity the selection procedure;
- transparency in the modalities and approaches adopted;
- impartiality in evaluation;
- equal opportunities for candidates and non-discrimination.

The aforementioned principles accompany the Group also in the phases of Staff appraisal, promotion and salary increase, which are carried out exclusively on the basis of merit.

4.2.5 Mergers, acquisitions and significant investments

The Group's involvement in merger, acquisition or significant strategic investment transactions giving rise to the control of a reference entity, gives rise to the following risks:

- that the other entity participating in the merger and therefore merged into the merged entity, has been or is still involved in corruption acts;
- that the reference entity of a relevant acquisition or investment has been or is still involved in corruption acts.

In various jurisdictions, the company resulting from the merger, acquisition, strategic investment or reorganisation transaction takes over the liabilities of the former entities, including civil and criminal liabilities for possible corruption offences.

In order to prevent corruption risk in the context of merger/acquisition projects, the Group carries out the following three main mitigation activities:

- pre-transaction due diligence to verify that all risks of possible previous corruption actions have been identified;
- decision-making process that includes all necessary anti-corruption assessments;
- integration of the reference entity upon completion of the transaction, including, if necessary, remediation actions and rigorous implementation of the Anti-Corruption Plan to minimize the likelihood of future corruption acts.

These rules apply to all merger, acquisition or investment in another company transactions or to any other reorganization activity that may result in the acquisition of control or a significant level of influence over another company (e.g. through the power to appoint members of control and executive bodies, the exercise of veto rights, etc.) in which a Group Company is involved.

Intra-group transactions and proprietary dealing transactions carried out by the Bank are excluded from this paragraph.

4.2.6 Corporate gifts and entertainment expenses

The Group defines clear provisions to which the Staff must adhere with reference to the offer of corporate gifts, in compliance with the principles of transparency, verifiability, traceability, reasonableness and cost-effectiveness.

Staff are prohibited from committing or participating in any form of corruption, whether it can be qualified as offering or acceptance of payments, offering or performance of free services or gifts for the acquisition of business or favourable treatments and/or services, whether the conduct can be qualified as a payment, supply or promise made directly or through a third party to any public official in order to obtain influence on administrative decisions.

It should be noted in this regard that:

- the activation of each initiative is subject to the guarantee of its fairness, adequacy and documentability;
- business courtesy and hospitality behaviours forming part of the normal conduct of business and relationships practice must be consistent with the principles set out in the Policy and the Code of Ethics.

Corporate gifts

Acts of business courtesy, such as corporate gifts offered by the company to third parties, are only permitted if all the following legitimacy requirements are met:

- they are provided for by commercial practices (e.g. Christmas presents);
- they shall not exceed a maximum value of EUR 100[2] (or equivalent countervalue in other currencies);
- they are such that they do not compromise the integrity and reputation of the parties and cannot be interpreted, by a third and impartial observer, as acts intended to secure advantages and favours in an improper manner;
- they do not consist of a cash payment;
- they are made in connection with good faith and legitimate business purposes;
- are reasonable according to the circumstances;
- are in compliance with generally accepted standards of professional courtesy;
- they are not motivated by a desire to exert undue influence or an expectation of reciprocity;
- they comply with applicable local laws and regulations applicable to public and private.

In considering the offer of gifts, gratuities, benefits of other nature or other forms of entertainment to/from counterparties, it is forbidden for addressees to abuse their role in order to obtain an advantage for their staff, their family members or third parties.

It is forbidden to offer, even if indirectly/through an intermediary (agent, consultant), gifts, gratuities, benefits of other nature or forms of entertainment if even one of the circumstances set out below occurs:

- it is not included among normal business practice or is inappropriate in light of the nature and duration of the relationship with the counterparty and/or can be intended as a means of

[2] The value of the gift is to be understood as the value of the purchase cost of the good for the Group.

persuasion with the purpose, even implicit, of improperly obtaining business advantages, or as an improper incentive;

- it may influence a public official or a person in charge of public service in the performance of his/her duties;
- it is of such frequency, value or nature as to raise doubts as to its appropriateness/opportunity;
- it could potentially cause reputational damage to the Group.

Acts of commercial courtesy towards all counterparties follow the authorization process described in the Group's internal regulations.

In any cases gifts must comply with the above listed principles. Eventual gifts in amounts exceeding €100 (or equivalent countervalue in other currencies) will be authorized in accordance with the "Free gift, Entertainment expense, Gratuity and Sponsorship Procedure".

With reference to gifts and benefits received from third parties, the Group has a specific authorisation process, regulated by the "Free gift, Entertainment expense, Gratuity and Sponsorship Procedure", that must be followed when Staff are the beneficiaries of gifts from third parties or passive entertainment expenses whose economic value can be reasonably estimated to exceed €100 (or equivalent countervalue in other currencies).

The "Free gift, Entertainment expense, Gratuity and Sponsorship Procedure" also provides for appropriate reporting of gifts and benefits received from third parties.

Entertainment expenses

Key elements of entertainment Expenses are gratuitousness, the objective capacity (even potential) to generate revenues and consistency with the customs and practices of the business sector in which the company operates and competes.

Set out below are the inherent legitimacy requirements for which entertainment Expenditure:

- must comply with strict reasonableness requirements to be deemed embedded in any discretionary activity of the Group;
- must comply with effectiveness, efficiency and cost-effectiveness criteria;
- the expense must always comply with the provisions of the "Free gift, Entertainment expense, Gratuity and Sponsorship Procedure", with particular reference to the maximum set values.

Some extrinsic requirements, i.e., identified not by reference to the nature of the expenditure, but in relation to the accounting process for its disbursement are furthermore identified:

- they are legitimate only if budgeted with precise determination of the financial limit;
- they must be borne by the appropriate budget item line;
- they must result from invoices or other documents valid for accounting and tax purposes in the name (where possible) of a Group company;
- they must be adequately justified and documented;
- they must be preceded - where possible - by a comparison of two or more tenders;
- they must be adopted by the competent body/person.

Entertainment expenses follow an authorization process described in the Group's internal regulations.

4.2.7 Management of Sponsorship Initiatives

The Parent Company and Group Companies are committed to being a responsible member of the communities in which they also operate through sponsoring various events, initiatives and organizations.

Under no circumstances may sponsorship be used to conceal acts of corruption.

If it is considered that sponsorship may increase the risk of corruption, the checks laid down in the "Free gift, Entertainment expense, Gratuity and Sponsorship Procedure" must be carried out before it is granted.

In any case, the following minimum standards must be respected:

- sponsorship payments may only be made to entities duly established by law and whose activities don't conflict with the Group's ethical principles;
- any sponsorship initiatives may not be the subject of charitable donations at the same time;
- political parties and movements and their bodies, politically exposed persons, both Italian and foreign, trade unions and patronage organizations, customers, business counterparties (e.g. debtors, lenders, etc.), and suppliers, persons involved in the production of arms, including non-conventional arms, persons who present initiatives promoting paedophilia, terrorism, racial hatred, drugs or inciting self-harm, law enforcement, those with previous convictions for corruption, extortion, money laundering, terrorism, fraud, tax evasion, violation of human rights and environmental crimes, without prejudice to the extinction of the crime, administrative offence or penalty.

4.2.8 Management of relations with Third Parties

The Parent Company and the Group companies establish relationships with Third Parties on the basis of evaluations of professionalism, competence, competitiveness, and integrity and base these relationships on utmost correctness, adopting procedures aimed at avoiding potentially corruptive conducts.

In carrying out its activities, the Group establishes a large number of relationships with Third parties. These relationships may in fact present a risk of involvement, or perceived involvement, in cases of corruption.

Accordingly, in order to effectively mitigate the risk of corruption of Third Parties, the Group requires that such persons doing business with Group Companies act in accordance with applicable laws and regulations, including local laws and with extraterritorially applicable laws. The Group requires each Third Party to read and understand this Policy, made available by electronic publication on the website of the Bank and its Subsidiaries (or otherwise communicated through official channels).

Relations with Third parties are oriented towards the pursuit of correctness, professionalism, efficiency, seriousness and reliability as the basis for the establishment of a valid relationship with suppliers and external collaborators, whose choice is made according to assessments based on objective reference elements. The selection of Third parties and the determination of the economic conditions contracted therewith is carried out on the basis of an objective assessment of the quality, usefulness and price of the goods and services requested, and of the counterparty's ability to supply and promptly guarantee goods and services of a level appropriate to the needs expressed by the Group.

What is requested by the Group as regards compliance with anti-corruption by Third Parties is expressed in the specific anti-corruption clause to be included in written agreements with Third Parties.

This clause includes the Group Companies' right to suspend or terminate the relationship if there is knowledge or reasonable suspicion that the Third Party is involved in corruption acts.

The fees paid by the Group to any Third Party must exclusively constitute the fair remuneration for the good/service received and may never have a corruption purpose nor be directed, even through other parties, to corruption purposes.

The Group encourages all Third Parties with whom it has dealings to implement an Anti-Corruption Plan similar to the one adopted by Group companies wherever local laws and regulations permit.

5 ANTI-CORRUPTION PLAN

The Parent Company adopts a plan aimed at managing the Corruption risk, specifically structured in the below described phases, which also involves the companies belonging to the Group.

The plan includes the following key elements, which together set the minimum standard for the individual Group companies' plan:

- staff training for the reference year;
- internal regulations;
- controls and organizational framework;
- Anti-Bribery & Corruption Framework, Model 231 and Code of Ethics
- information flows;
- recording and archiving.

5.1 Staff training

One of the main objectives of the plan is to establish and maintain a Group culture in which corruption is never acceptable. To this end the Group invests in Staff training.

In order to disseminate an adequate corporate anti-corruption culture in favour of all Staff, the Group organises periodic training on anti-corruption which also covers the principles contained in this Policy.

In addition, the Parent Company undertakes to:

- publish this Policy on the company intranet and on the Group's institutional website, in order to ensure that the rules contained therein are known and understood;
- present the contents of the Policy to all subjects when they are included among the Addressees;
- promptly communicate, also at Group level, possible significant changes to the anti-corruption regime, including those made to this Policy from time to time.

5.2 Internal regulations

The plan provides for the drafting and periodic updating of policies, regulations and operating procedures, where necessary. The above documentation must be in line with current anti-corruption regulations in force and the Group standards governed by this Policy.

Where some of the provisions contained in this Policy are less restrictive than local regulations, Group Companies shall adopt the more restrictive local rules in force.

5.3 Controls and organizational framework

The Group has implemented an organisational framework aimed at ensuring operational, managerial and accounting transparency, as well as compliance with the applicable regulatory framework on Anti-Corruption.

In this context, Group Companies have adopted the following organisational safeguards: i) a Group Code of Ethics; ii) an Organisational, Management and Control Model pursuant to Legislative Decree no. 231/2001 or Model 231 or the Guidelines on Corporate Criminal Liability; iii) adequate internal procedures and a structured system of powers of attorney and delegation of powers consistent with the organisational structure and relative Staff responsibilities; iv) a formalised process for managing reports of unlawful conducts, as described in paragraph 5.4.

Group Companies further carry out specific first, second and third level controls with regard to the activities at risk identified in Paragraph 4.2 above, aimed at verifying compliance of internal processes and regulations adopted by the Group on the subject of anti-corruption, i.e. controls on:

- corporate gifts and entertainment expenses;
- mergers, acquisitions, material investments;
- management of relations with Third Parties;
- disbursement of donations;
- activities related to human resources management.

5.4 Anti-Bribery & Corruption Framework, Model 231 and Code of Ethics

The Bank's Anti-Bribery & Corruption Framework is outlined in accordance with the principles of transparency, objectivity and traceability of activities laid down in the Organizational and Management Model adopted by the Bank pursuant to Legislative Decree No. 231/2001 (hereinafter "Model 231"), including the Code of Ethics.

In particular, the Anti-Bribery & Corruption Framework integrates the measures provided for in the Model 231 and in the Code of Ethics, extending the scope of risk prevention to, *inter alia*, all the broader cases of corruption.

The prescriptions identified in the Model 231 are also considered, where applicable, as control measures relating to the prevention of corruption and, therefore, must be considered as additional and complementary to those established in this Policy.

Consequently, the provisions of the Policy are coordinated with the contents of the Model 231, to achieve substantial integration between the provisions of the different documents.

5.5 Information flows

Group Companies, through their Local Anti-Corruption Officers, shall periodically inform the Group Anti-Corruption Officer of the status of implementation of the Plan at a local level and of all events connected with the activities put in place to prevent the risk of corruption. Reporting will be on an annual basis.

At Group level, the report on the status of implementation and effectiveness of the Anti-Corruption Plan is submitted by the Group Anti-Corruption Officer to the Board of Directors of the Parent Company as part of the Compliance & AML Function's annual report.

5.6 Recording and archiving

All Group companies must keep detailed and complete records of all transactions, which must be matched by accurate and complete accounting records.

Any type of operation/transaction not declared or properly recorded is prohibited.

ANNEX 1 - Legal framework

The main regulatory references applicable to Group Companies in the jurisdictions in which they operate are set out below:

International	- Organization for Economic Cooperation and Development (OECD), *"**Convention on Combating Corruption of Foreign Public Officials in International Business Transactions**"*, 1997; - United Nations Organization (hereinafter referred to as "United Nations" or "UN"), *"**Convention Against Corruption**"*, adopted by Resolution 58/4 of 31 October 2003; - Council of Europe, *"**Criminal Law Convention on Corruption**" and "**Civil Law Convention on Corruption**"*, 1999; - Council of the European Union, "Framework Decision 2003/568/JHA of the Council of 22 July 2003 on combating corruption in the private sector", 2003; - The Wolfsberg Group, *"**Wolfsberg-Anti Corruption Guidance**,"* 2017; - International Chamber of Commerce, *"**ICC Rules on Combating Corruption**"*, 2011; - Transparency International, *"**Business Principles for Countering Corruption, a Multi-Stakeholder Initiative led by Transparency International**,"* 2013; - G-20, *"**2015-16 G20 Anti-Corruption Implementation Plan**,"* 2014.
Italy	- **Law no. 190 of 6 November 2012**; - **Legislative Decree no. 231 of 8 June 2001** - "Administrative Liability of Companies and Entities"; - the **Penal Code** in the following articles: • 318 "Corruption for the performance of duty"; • 319 "Corruption for an act contrary to official duties"; • 319 - ter "Corruption in judicial acts"; • 319 - quater "Undue induction to give or promise benefits; • 322 "Inducement to corruption." • 346 - bis "Trafficking in unlawful influence";

	- The **Civil Code** in the following articles: • 2635 "Private Corruption"; • 2635 - bis "Incitement to corruption among private individuals".
Greece	- **Law 3560/2007** Ratification and implementation of the Criminal Law Convention on Corruption and its Additional Protocol; - **Law 3666/2008** Ratification and implementation of the United Nations Convention against Corruption and replacement of relevant provisions of the Penal Code; - Articles 13, 159, 159 A, 235, 236, 237, 237 A, 237B, 259, 263 A of the **Greek Penal Code**.
Portugal	- **Law No. 20/2008, of 21 April,** which creates the new penal regime for corruption in international trade and in the private sector, complying with Framework Decision No. 2003/568/JHA, of the Council, of 22 July; - **Law No. 36/94, of 29 September**, which establishes the measures to combat corruption and economic and financial crime; - Articles 373.º, 374.º, 374-A and 374-B of the **Portuguese Penal Code**; - **Decree-Law No. 295-A/90**, which approves the Organic Law of the Criminal Police establishing their exclusive competence to investigate Corruption crimes; - **Resolution of the Council of Ministers No. 37/2021**, which approves the National Anti-Corruption Strategy for 2020-2024; - **Law No. 19/2008, of 21 April** which approves the measures to combat corruption and makes the first amendment to Law No. 5/2002, of 11 January, the seventeenth amendment to the general tax law and the third amendment to Law No. 4/83, of 2 April; - **Law No. 5/2002, of 11 January**, which establishes measures to combat organized and economic-financial crime and provides for a special regime for gathering evidence, breach of professional secrecy and confiscation of property in favor of the State in relation to various types of crime;

	- **Law No. 54/2008, of 4 September**, which creates the Council for the Prevention of Corruption (CPC), an independent administrative entity, working with the Court of Auditors, which carries out national activities in the field of preventing corruption and related offences.
Spain	- **Spanish Criminal Code** (*Ley Orgánica 10/1995, de 23 de noviembre*), latest amendment *Ley Orgánica 1/2019, por la que se modifica la Ley Orgánica 10/1995, del Código Penal, para transponer Directivas del a Unión Europea en los ámbitos financiero y de terrorismo, y abordar cuestiones de índole internacional;* - **The Organic Law 6/2002** on Political Parties; - **Law 3/2015** regulating the exercise of senior positions in the General State Administration; - **Law 19/2013** on Transparency, Access to Public Information and Good Governance; - **Organic Law 3/2015** on the control of the economic-financial activity of political parties.
Poland	- **Act of 6 June 1997 - Penal Code** (Journal of Laws of 2020, item 1444, as amended); - **Act of 10 September 1999. Fiscal Penal Code** (Journal of Laws of 2021, item 694, as amended) - **Act of 28 October 2002 on the responsibility of collective entities for acts prohibited under penalty** (Journal of Laws of 2020, item 358, as amended) - **Act of 9 June 2006 on the Central Anti-Corruption Bureau** (Journal of Laws of 2021, item 1671, as amended); - **The Act of 21 August 1997 on Restrictions on Conduct of Business Activities by Persons Performing Public Functions** (Journal of Laws 2019, item 2399 as amended); - **Act of 11 September 2019 - Public Procurement Law** (Journal of Laws of 2021, item 1129 and 1598), according to Article 108 in the wording that will enter into force on 1 January 2022, contractors convicted of

	corruption offences indicated: in the Criminal Code (Articles 228-230a and 250a), among others, are excluded from public procurement procedures. - **Act of 27 August 2009 on public finance** (Journal of Laws of 2021, item 1773).
Slovakia	- **Act no. 300/2005 Coll. Criminal Code** as amended (§328-§336, §326, §336a, §233-§234, §241, §266-§268, §39, §86, §340-§341) - regulates the substantive provisions on corruption in several titles of a separate section. - **Act no. 301/2005 Coll. Criminal Procedure Code** as amended (§10 para. 20, para. 21 and para. 22, §108, §113 to §118); - **Act no. 55/2017 Coll. on civil service** and on amendments to certain acts; - **Act no. 91/2016 Coll. on the criminal liability of legal persons** and on the amendment of certain acts as amended; - **Act no. 315/2016 Coll. on the register of public sector partners** and on the amendment of certain acts; - **Act no. 552/2003 Coll. on the performance of work in the public interest** as amended; - **Act no. 553/2003 Coll. on the remuneration of certain employees in the performance of work in the public interest** and on the amendment of certain acts as amended; - **Act no. 357/2004 Coll. on the protection of the public interest in the performance of the functions of public officials** as amended; - **Act no. 71/1967 Coll. on administrative proceedings** as amended; - **Act no. 343/2015 Coll. on public procurement** and on amendments to certain acts as amended; - **Act no. 528/2008 Coll. on assistance and support from European community funds** as amended; - **Act no. 54/2019 Coll. on the protection of whistleblowers** and on the amendment of certain acts.

Czech Republic	- **Framework Departmental Internal Anti-corruption Program;** - **Internal Anti-corruption Program of the Office of the Government of the Czech Republic;** - **Single National Framework of Rules and Procedures under the European Fund Regional Development Fund, the European Social Fund +, the Cohesion Fund and the European Maritime and Fisheries Fund in the Programming Period 2021-2027.**

ANNEX 2 - Red flags

Red flags are warning signs to be taken into account in dealings with third parties, customers, suppliers, and other stakeholders; they consist of circumstances, behaviours, or anomalies that may indicate a potential risk of corruption or, more generally, a risk of conduct inconsistent with the Group's principles of integrity, transparency, and fairness.

The presence of a red flag does not automatically imply a violation, but it does require attention, further investigation, and traceability. In case of doubt, one should not proceed independently but must involve the appropriate departments in accordance with applicable internal processes.

Risk Area	*Red Flag*	*Expected Behavior*
Reputation and History of the Third Party	The third-party—whether a supplier, consultant, or contractor—has been involved, including in the past, in incidents of corruption, fraud, or unlawful conduct, or has previously been suspected of corrupt acts.	Strengthen reputational due diligence before establishing or continuing the relationship. Document the checks performed and involve the relevant departments if any negative or unresolved issues arise.
High-risk countries, sectors, or contexts	The third-party is based in, operates in, or requests payments from countries known for high levels of corruption.	Assess country risk and counterparty risk. Apply enhanced controls where necessary and verify the economic, operational, and documentary consistency of the transaction.

Risk Area	*Red Flag*	*Expected Behavior*
Inconsistent operational capacity	The third-party owns a business that appears to be undersized, lacks adequate resources, is poorly equipped, or is located in a place that is inconsistent with the anticipated commitments.	Verify that the third-party has the actual structure, resources, expertise, and capacity to perform the required activity. Do not proceed if operational capacity cannot be demonstrated
Opaque or non-transparent ownership structure	The third-party refuses or is reluctant to disclose ownership structures, beneficial owners, managers, key associates, or relevant employees. --- Requests that its own identity or that of its owners, managers, or employees not be disclosed. --- Uses special-purpose vehicles, holdings, or equivalent structures that obscure the ownership structure without a plausible explanation.	Do not view a lack of transparency as a purely formal matter. Request clarification and documentation. If sufficient information is not provided, suspend the process and refer the case to the appropriate departments.
Relations with Public Officials or Decision-Makers	The third-party is recommended, nominated, or favoured by a public official with particular authority over the awarding of contracts. --- A family member of the third party holds a government position, particularly in procurement or in a managerial role.	Assess the risk of undue influence or conflicts of interest. Any involvement of parties associated with public officials must be justified, documented, and consistent with objective and transparent criteria

	--- The third-party claims to be able to facilitate the conclusion of a contract through connections, personal relationships, or influence over public officials.	
Unusual fees, commissions, or financial terms	The requested compensation is not commensurate with the work, the skills required, the market value, or the project. --- The contract is particularly high in value or disproportionate to the work to be performed.	Verify that the compensation for the assignment is appropriate. The compensation must be justifiable, documented, and consistent with the actual value of the service provided.

Risk Area	***Red Flag***	***Expected Behavior***
Unusual or untraceable payment methods	The party requests advance payment of the fee. --- The party requests payment to a party other than the one specified in the contract. --- The party requests payment in a country other than the one consistent with the transaction, such as a tax haven. ---	Do not proceed without first verifying the details. Every payment must be traceable, consistent with the contract, made to the authorized party, and supported by adequate documentation.

	The party requests payment in cash or through unofficial or unconsolidated corporate vehicles.	
Requests for additional funds or unclear purposes	The third-party is requesting additional funds for unclear purposes, such as to "secure a deal" or "make the necessary arrangements."	Treat the request as a significant red flag. Request formal explanations and documentation. Do not authorize additional funds if the purpose is not lawful, clear, traceable, and consistent with the contract.
Critical financial situation of the counterparty	The third-party is insolvent or is experiencing serious financial difficulties.	Assess whether the financial situation could increase the risk of opportunistic behaviour, improper requests, or undue pressure. Incorporate this assessment into the due diligence process.
Refusal to comply with anti-corruption or compliance requirements	The third-party refuses to guarantee that it will not take any actions that would cause a Group Company to violate anti-corruption laws. --- Refuses to sign commitments not to make transfers of money or other benefits to Public Officials, unless specifically authorized by the Group Company. --- Refuses to act in accordance with the Policy or applicable laws.	Do not enter into a contract or continue the relationship without adequate contractual safeguards. The refusal to include anti-corruption clauses, audits, controls, or compliance commitments must be considered an impediment or, in any case, a highly significant factor.

Risk Area	*Red Flag*	*Expected Behavior*
Disregard for applicable regulations	The third-party is unaware of or indifferent to applicable local regulations, either in general or with specific reference to the proposed activities.	Verify the counterparty's ability to operate in compliance with applicable regulations. A lack of attention to compliance must be taken into account in the overall risk assessment.
Gifts, hospitality, and entertainment	A client or third-party is more interested in the quality of the entertainment than in the business matter under discussion. --- The client presses for an invitation to lunch or a gift. --- Gifts or entertainment are offered or received in connection with a bid, the award of a contract, or a significant decision, and are expensive. --- Gifts or entertainment are expensive or frequent, and the recipients are relatively junior employees.	Always verify proportionality, professional purpose, frequency, value, and timing. Every benefit must be consistent with the Policy, authorized where required, and documented. Benefits that are likely to influence — or appear likely to influence — a decision must not be offered or accepted.
Job offers, assignments, or professional opportunities	A third scenario involves a job offer being made to a specific individual, for example, when the applicant is a public official or the prospective	Every career opportunity must follow standard selection, evaluation, and authorization processes. Preferential treatment, automatic decisions, or undue pressure related to decisions

	employee is related to or associated with a public official.	affecting the Group must be excluded.
Unknown or unqualified suppliers and contractors	The supplier or contractor is unknown to the Group companies or does not have verifiable experience consistent with the requested service.	Conduct preliminary checks on identity, reputation, skills, experience, and operational capabilities. The selection must be justified and documented.
Extensive or non-transparent subcontracting	The supplier or contractor plans to make extensive use of subcontractors.	Verify the reasons for subcontracting, the identity of the subcontractors, their qualifications, and compliance with the contract. Avoid opaque or unauthorized subcontracting chains.

Risk Area	***Red Flag***	***Expected Behavior***
Contacts outside the process or interference in the selection process	The supplier or contractor has had contact outside the established contract award process.	Preserve the integrity of the selection process. All relevant contact must be tracked, justified, and handled through the designated channels.
Excessively close personal relationships	The relationship between the supplier, contractor, or other third party and one or more members of the staff is excessively confidential or familiar.	Assess potential conflicts of interest, even if only apparent. Apply internal rules regarding disclosure, management, and recusal in relevant cases.
Frequent benefits offered by the supplier	Suppliers or contractors frequently offer gifts, hospitality, or entertainment to Group employees	Determine whether the frequency or value of these benefits could compromise—or appear to compromise—the independence of employees. Apply internal policies regarding gifts and hospitality.

Abnormal standard of living among the personnel involved	The staff responsible for awarding the contract appears to be living beyond their means.	Handle this issue with caution, avoiding hasty conclusions. If associated with other red flags, this indicator may require escalation through the applicable internal channels.