



Anti-Corruption Policy

Document approved by the Board of Directors of I.S.B. Srl

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1. Preamble

This document (hereinafter "Anti-Corruption Policy" or "Policy") recalls the principles of fairness, transparency, integrity, honesty, and the fight against corruption outlined in the Code of Ethics adopted by ISB srl.

Through the adoption of the Anti-Corruption Policy, ISB srl intends to clarify in an organic manner the principles and rules for preventing and combating corruption already in force at the Company, with the aim of further raising awareness of the rules and behaviors that must be adopted.

Respect for and responsible adoption of the indications contained in this document are essential elements of the organization and the way ISB srl operates.

2. Scope of Application

The Anti-Corruption Policy, defined to inform of the principles adopted to prevent and combat corruption phenomena that could affect the Company, applies to employees of every qualification and level, collaborators of ISB srl, and, in general, to third parties with whom the Company maintains commercial relations during the course of its business and/or who operate in the interest and/or on behalf of the Company (hereinafter "Recipients").

The Board of Directors of the Company, through the appropriate structures, ensures the dissemination of the Anti-Corruption Policy to all interested resources, making it available internally on the Company Portal and externally on the website.

All Recipients are required to commit to complying with the laws and regulations regarding corruption prevention applicable to the Organization. Recipients are also required to read, understand, and maintain behaviors consistent with the principles and provisions set forth in this document for the prevention and fight against corruption.

3. Regulatory References

The main *legislative and regulatory references regarding Anti-Corruption are listed below, which have been taken into account, limited to what is applicable to ISB srl, for the drafting of this document:*

- Legislative Decree 231/2001, concerning the "Discipline of the administrative liability of legal persons, companies and associations even without legal personality, pursuant to article 11 of the law of September 29, 2000, n. 300";
- Law of November 6, 2012, n. 190 containing "Provisions for the prevention and repression of corruption and illegality in public administration";
- Legislative Decree n. 165 of March 30, 2001, concerning "General rules on the organization of work employed by public administrations";

- Reference legislation on the traceability of financial flows relating to contracts for public works, supplies, and services: Law n. 136 of August 13, 2010, "Extraordinary plan against mafias, as well as delegation to the Government regarding anti-mafia legislation" regarding art. 3, as amended by law n. 217/2010 converting decree-law n. 187/2010 and art. 6 regarding sanctions; Art. 6 of decree-law n. 187/2010 converted with law n. 217/2010 which contains transitional provisions and some interpretative and implementing rules of article 3;
- Legislative Decree n. 24/2023 implementing Directive (EU) 2019/1937, regarding "the protection of persons who report breaches of Union law and laying down provisions regarding the protection of persons who report breaches of national regulatory provisions";
- Legislative Decree n. 36/2023 - Public Contracts Code implementing article 1 of law June 21, 2022, n. 78, containing delegation to the Government regarding public contracts;
- Anti-corruption provisions provided for in the Penal Code, Civil Code, and related laws;
- Technical standard UNI ISO 37001:2016 "Anti-bribery management systems".

4. Management Commitment

Corruption constitutes an obstacle to efficiency and fair competition, leads to an increase in the cost of economic activities, and introduces elements of uncertainty into commercial transactions with consequent social, ethical, economic, and political problems.

Although laws and regulations exist, it is also the responsibility of individual organizations to actively contribute to the fight against corruption by adopting appropriate anti-corruption control mechanisms and safeguards.

The approval and adoption of this Anti-Corruption Policy represents a further confirmation of the Company's commitment to the fight against corruption, integrating and enclosing in an organic framework rules, guidelines, and minimum standards of behavior already present in the Company.

ISB srl is aware of the importance of maintaining the trust of its stakeholders and its reputation over time by sharing the values of legality and ethical behavior among employees, collaborators, and third parties in compliance with rules, principles, and controls.

The Board of Directors of ISB srl has approved this Anti-Corruption Policy and, as the Governing Body, is responsible for ensuring that corporate activities are carried out in compliance with it, representing a behavioral model to follow in deference to principles of correctness, transparency, integrity, truth, and respect for national and international regulations.

5. Rules and Principles of Conduct

ISB srl, in line with the values of the Code of Ethics and in full compliance with the ***aforementioned laws and regulations***, is committed to preventing and combating the occurrence of illegal/illicit situations in the conduct of its business activities, believing that ethical integrity, correctness, and acting in accordance with the principles and rules of conduct adopted are a constant duty of all those with whom the Company has business relations.

By definition, the term "corruption" means "an improper payment or other solicitations, illegal/criminal conduct, an abuse of power in order to obtain personal gain and/or an improper advantage" as well as "the offer, promise, giving, acceptance or solicitation of money, a gift or anything of value (including non-monetary value) as an incentive or reward for doing something illegal,

unethical, improper, that violates trust or that has been designed to influence the judgment or decision-making process of the recipient".

In this perspective, ISB srl does not tolerate any form of corruption, direct or indirect, in the broadest sense of the term, whether in relations with public subjects or with private subjects.

Consequently, it is prohibited to:

- Offer, promise, give, pay, authorize someone to give or pay, directly or indirectly, material benefits, economic advantages, or other utilities to a Public Official or a private subject (active corruption);
 - Accept, or authorize someone to accept, directly or indirectly, material benefits, economic advantages, or other utilities (passive corruption).
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- ISB srl therefore undertakes to implement measures to combat and prevent corrupt practices, inviting each Recipient of this Policy to maintain behaviors consistent with the principles of ethics, transparency, correctness, and professionalism in the conduct of their activities, and establishing that:
 - The indications in the corporate provisions and in this Policy regarding gifts offered or received must be followed;
 - Any conflict of interest or potential conflict must be declared as soon as one becomes aware of it or in case its existence is suspected;
 - Appropriate checks/due diligence must be conducted regarding Third Parties at risk of corruption, and the related contractual relationship must be correctly managed;
 - Contributions must not be made to political parties, committees, and political and trade union organizations;
 - Sponsorships and donations must be made in compliance with the criteria provided for in the relevant corporate provisions and in this Policy;
 - Any behavior aimed at influencing (or even just giving the impression of influencing) in an illegal or unethical manner an authority deputed to issue legislative or regulatory measures, at inducing third parties to behave contrary to their official duties, at unduly remunerating third parties for carrying out official duties and, more generally, at obtaining undue advantages, must not be implemented;
 - Reporting of violations and non-compliance with anti-corruption regulations, this Policy, and **where applicable**, the Company's Model 231, is encouraged, guaranteeing maximum confidentiality for the whistleblower and the absence of forms of retaliation;
 - Illicit conduct by personnel must be sanctioned, consistent with internal procedures and regulatory instruments, and appropriate protective measures up to contract termination with Third Parties must be provided for in case of violations or behaviors not compliant with the adopted corruption prevention and contrast measures.

6. Potential Scenarios and Control Systems

ISB srl has structured a risk identification and assessment process aimed at identifying areas sensitive to the risk of corruption within its business activities and evaluating countermeasures aimed at mitigating the risks themselves.

6.1 Relations with Third Parties

Within the scope of its business activity, ISB srl maintains commercial relations with Third Parties (e.g., suppliers of goods and services, clients, collaborators, etc.), which could expose the Company to corrupt activities or in which it could be held responsible for corrupt actions committed by subjects carrying out activities in its name and on its behalf.

ISB srl encourages Third Parties with whom it has existing commercial relations to adopt principles, procedures, and behaviors in line with this Anti-Corruption Policy as well as to observe the relevant laws and regulations.

Within agreements with subjects operating in the name or on behalf of the Company, the inclusion of appropriate anti-corruption clauses is foreseen.

In the involvement of Third Parties, it is necessary to take into consideration business needs, the reputation of the counterparty, its ethical conduct, and the congruity of the compensation due.

Not all Third Parties may expose the Company to a risk of corruption to the same extent; therefore, not all require the same checks.

6.2 Clients

The Company pays particular attention to the process of accepting its clients and the professional assignments destined for them, evaluating the suitability of Clients in conformity with ISB srl's ethical and quality standards, keeping the related risk profile updated, and, if it changes, updating the conclusions reached.

Through Client and Assignment acceptance procedures, the Company proceeds to evaluate every potential Client and every related professional assignment, in order to identify potential conflicts, regulatory risks, and associated business risks.

Generally, before accepting a professional relationship with a Client, it is necessary to carry out an adequate check of the Client considering, for example:

- The structure of the corporate shareholding as well as governance;
- The integrity/ethics of people holding key roles within the counterparty's organization;
- Its characteristic activity, paying particular attention to activities that may be illegal or have negative impacts on reputation;
- Financial conditions;
- Potential conflicts of interest and/or sensitive situations;
- Government sanctions or sanctions of any other type that may impact the client or the services provided by the same;
- Commercial and business risks.

The Client acceptance evaluation must be updated periodically and in cases where the Company becomes aware of new facts, circumstances, and elements capable of significantly modifying the reputational and risk profile of the same.

ISB srl promotes respect for behavioral principles aligned with its own, considering this aspect of fundamental importance for establishing and maintaining the business relationship. Contractual standards consistently include appropriate anti-corruption clauses, reference to the Code of Ethics and this Policy, which also guarantee the Company the ability to evaluate the adoption of appropriate protective measures in case of violations or non-compliant behaviors.

6.3 Suppliers

The choice of Supplier must be based, in addition to actual purchasing needs, on objective parameters, such as the quality and price of the good or service to be purchased, as well as guarantees of reliability, assistance, timeliness, efficiency, solidity, and availability of means.

Before signing agreements with Suppliers, information is acquired and evaluated on the Third Party regarding related ethical-reputational characteristics, and any situations that may configure as independence and conflict of interest issues are verified.

Suppliers must be registered in the "Supplier Register" (Mod. 1055) consistently with what is foreseen by procedure PQ 06 "Procurement" and must:

- View and adhere to the principles included in the Code of Ethics and in this Policy;
- Attach the required mandatory declarations and documents.

ISB srl undertakes to request its Suppliers to respect behavioral principles aligned with its own, considering this aspect of fundamental importance for establishing and maintaining the business relationship.

Therefore, in drafting the contract, the inclusion of appropriate anti-corruption clauses is requested and promoted, with reference to the Code of Ethics and this Policy, including clauses that guarantee the Company the ability to evaluate the adoption of appropriate protective measures up to contract resolution in case of violations or non-compliant behaviors.

Payment of invoices is processed and recorded in a transparent, truthful, correct, complete, and accurate manner, based on applicable accounting principles and based on appropriate supporting documentation.

6.4 External Collaborators

The Company may avail itself of the support of external collaborators in case of unavailability of internal resources and/or if the presence of a professional expert in a specific subject is necessary or if such a figure is not available within the timing necessary to satisfy expressed needs.

The Company, also through the support of competent organizational structures, evaluates that from the selection phase the external collaborator presents certain criteria of reputation, technical suitability, independence, and absence of conflicts of interest.

In this regard, External Collaborators are required to view and adhere to the principles included in the "Code of Ethics" and in this Policy.

All External Collaborators must be provided with a regular contract, prepared by the designated organizational structures and signed by a subject possessing suitable powers.

In drafting the contract, in addition to the indication of essential elements, appropriate anti-corruption clauses are included, along with reference to the Code of Ethics and this Policy, which allow the

Company to evaluate the adoption of appropriate protective measures up to contract resolution in case of violations or non-compliant behaviors.

6.5 Relations with Public Administration and similar

Relations and cooperation with the Public Administration, Institutions, Public Supervisory Authorities, and other relevant subjects must be based on general principles of legality, correctness, and transparency.

Since relations with such subjects are particularly sensitive to corruption risk, the management of such relations is specifically assigned to authorized subjects.

Among the activities falling within corruption risk areas attributable to this context, the following are to be noted:

- Participation in public tenders;
- Management of fulfillments and transmission of declarations and/or other requested documentation;
- Obtaining permits, authorizations, licenses;
- Management of legal disputes/arbitrations;
- Verifications and inspections conducted by Public Authorities;
- Management of public contributions and funding.

Relations with the Public Administration, Public Supervisory Authorities, and similar Institutions/Subjects must be conducted according to the following general principles:

- Relations must be based on principles of transparency, truthfulness, correctness, and traceability and observance of applicable laws and regulations;
- Relations must be managed exclusively by the organizational structures/corporate subjects appointed for the purpose;
- Traceability of relations/interactions with such Subjects must be guaranteed, where necessary also through the drafting of any minutes/notes correctly archived and preserved;
- Internal provisions regarding anti-corruption must be respected, including specific indications relating to gifts, hospitality and entertainment expenses, promotional and marketing expenses, and prohibition of facilitation payments.

In the case of participation and management of tenders called by the Public Administration and/or subjects assimilated to it, specific internal provisions are foreseen.

It is also foreseen that only subjects endowed with specific power of attorney can present offers and sign contracts with the Public Administration; in this context, particular attention must be paid in the case of selection of collaborators, which must be carried out according to transparency criteria and in compliance with internal provisions defined in this regard.

6.6 Gifts

ISB srl, generally, does not admit, outside of normal courtesy practices generally recognized within commercial relationships, the offer or receipt of gifts and presents, as, in some conditions or circumstances, such gestures can be interpreted as behaviors aimed at fueling or generating corruption phenomena and/or issues related to conflict of interest, with consequent impact on reputation and corporate image.

Gifts and presents can be offered and/or accepted only if of modest value and, therefore, if:

- They are not and cannot be considered capable of compromising the integrity and objectivity of Company personnel;
- They do not give the idea of inducing a subject to act improperly in the course of their work nor of rewarding inappropriate behavior.

Gifts may be granted or received in compliance with relevant corporate provisions with specific reference to the type, thresholds provided, identification of the counterparty, and related authorizations.

In all cases, gifts are always prohibited if they consist of cash or cash equivalents, if they are of an inappropriate nature, or if they violate any applicable law or regulation.

It is not permitted to offer money or other utilities (such as gifts) or perform acts of commercial courtesy to public officials or persons in charge of a public service, including their family members, even through an intermediary, unless of modest value and, in any case, if it cannot be interpreted as a tool to receive illegitimate favors or improperly influence the recipient.

6.7 Sponsorships

Sponsorship activities fall among initiatives aimed at having an image return and maintaining profitable relationships for business development; to this end:

- The counterparty must be a reliable organization and preliminary checks must be carried out on the beneficiary, in ethical-reputational terms;
- A preliminary check regarding independence and the absence of privileged relationships or conflicts of interest, current or even potential, must be carried out;
- Sponsorship activities must be carried out in accordance with approved budgets, where defined, and appropriately approved considering the nature, purpose, and legitimacy of the sponsorship initiative.

6.8 Human Resources

ISB srl guarantees that the personnel selection and hiring process includes specific checks on candidates, with the aim of ensuring their suitability for the role they are going to cover.

The resource selection and insertion process must be managed in compliance with the provisions and principles reported below:

- Responsibility for the process is entrusted to qualified persons with adequate experience for the task and under the supervision of the competent organizational structure;
- Suitable information must be acquired to identify and manage any situations potentially prejudicial to independence and/or conflict of interest in the subsequent performance of professional activities as well as collecting information regarding integrity, in compliance with current legislation;
- Recommendations, hirings, collaborations, or internship activations aimed at obtaining undue advantages are not allowed;
- In the case of hiring personnel who have worked at Public Administrations, who have held top-level positions at client companies, or persons with relatives and in-laws holding positions of responsibility at Public Administrations or client companies, all necessary measures must be taken to avoid conflicts of interest, independence issues, and/or to respect legal constraints or impediments.

Selection must be carried out taking into account the role and activities that the resource is called to perform.

All new hires must be promptly made aware of the Company Regulations, the Code of Ethics, this Policy, as well as corporate Directives and Procedures, which they are required to comply with.

Hiring is finalized in compliance with applicable current legislation and appropriately formalized through an employment contract signed by a subject possessing suitable powers, and all supporting documentation must be duly preserved.

The personnel remuneration system is designed with the objective of rewarding work performed, taking into account assigned responsibilities and demonstrated performance. Bonuses paid and other incentive elements of remuneration are periodically reviewed to assess their reasonableness, also in the perspective of not incentivizing incorrect behaviors.

6.9 Administration and Management Control

Any economic and financial operation is carried out respecting principles of legality, integrity, and transparency; for this reason, every operation and transaction must be correctly authorized, verifiable, and accompanied by adequate documentary support in order to be able to proceed with checks on the nature and purpose of the same.

The Company records all corporate operations in its accounting books in a detailed, transparent, truthful, correct, and timely manner, and in conformity with applicable accounting principles. In particular, costs, payments, revenues, collections, and spending commitments are promptly entered among financial operations and must reflect the information contained in the supporting documents, issued in conformity with applicable laws.

The Company has articulated its internal system of conferring powers by attributing specific operational delegations and powers of attorney in line with assigned organizational responsibilities.

6.10 Conflict of Interest

All Recipients are required to avoid situations and activities in which a conflict with the interests of the Company may manifest or which may interfere with their ability to make decisions in the interest of the Company in an objective, transparent, and impartial manner.

Any situation that may constitute or determine a conflict of interest must be promptly communicated to the competent organizational structures also through the identified reporting tools.

For details, refer to the specific Procedure relating to Whistleblowing.

7. Communication and Training

The Company considers communication - internal and external - and training as two fundamental areas for the implementation and effectiveness of this Policy.

Therefore, the Company undertakes to disseminate the Anti-Corruption Policy and to promote respect for the principles represented therein by the Recipients.

External communication is substantiated through:

- Publication of the Company's Anti-Corruption Policy on its website;
- Inclusion of contractual clauses and/or provisions in agreements with Third Parties relating to the acceptance of adopted anti-corruption principles.
- Internal communication occurs through:
- Publication of the Company's Anti-Corruption Policy in the dedicated section of the company portal;
- Periodic communications by competent organizational structures relating to ethics and integrity principles adopted and to be observed;
- Organization of specific training initiatives regarding anti-corruption;
- Information to newly hired personnel.

Training has the main purpose of providing adequate knowledge of risks, responsibilities, and applicable sanctions in case of violations of adopted anti-corruption regulations, as well as principles to be observed and behaviors to be held.

8. Violations and Measures

8.1 Reports

The Company undertakes to guarantee and promote transparent communication between interested parties through the implementation of appropriate channels.

Recipients of this Policy who, due to functions and activities performed, have become aware of acts of corruption - alleged or actual - or in general of situations of violation of applicable anti-corruption regulations and/or not in line with the rules and principles of behavior contained in this Anti-Corruption Policy, are required to make a report through the designated channels (Whistleblowing).

The Company ensures that anyone reporting a violation, even suspected, is not subject to any retaliatory action and undertakes to protect the confidentiality of information and confidentiality regarding the identity of the whistleblower.

8.2 Sanctions

Respect for and observance of the Anti-Corruption Policy and Anti-Corruption regulations is an integral part of the contractual obligations of employees and Third Parties with whom the Company maintains commercial relations. Their violation constitutes a breach of contractual obligations and respect for company rules.

Any measures will be modulated based on severity and in compliance with the relevant regulatory and contractual framework, providing for internal personnel measures consistent with the Workers' Statute.

In the case of external subjects working for or with the Company (e.g., Suppliers, Collaborators), non-observance of what is provided in the Policy will be treated through contractual provisions which may also include suspension of execution or termination of the contract and, where prerequisites exist, the request for damages.