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## ANTI-BRIBERY POLICY



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## Introduction

In recent years, the fight against corruption has become increasingly important and almost all Countries worldwide, both locally and through international agreements, have promoted regulatory systems that aim to discourage corruption.

Through L. n. 190 of 6.11.2012, Italy intended to adapt the national legislation to the dictates of the Strasbourg Convention of 27.01.1999, introducing new crimes in Legislative Decree 231/2001.

Companies are now requested to respond, among the so-called "Predicate offenses" envisaged by the current text of Legislative Decree no. 231/2001 and subsequent amendments, for two other types of crimes: bribery between private individuals and instigation to bribery between private individuals (articles 2635 and 2653 bis of the Italian Civil Code) and undue induction to give or promise (art. 319 quater of the Italian penal code).

Fluorsid S.p.A. adopts a firm and very strict approach towards any form of corruption, with the aim of consolidating the principles of the Code of Ethics and the Organization Management and Control Model (MOGC 231) and in order to avoid any illegal act or crime, always with a view to guaranteeing the right compensation for the services and goods, both bought or supplied.

As a consequence, Fluorsid S.p.A. has clearly decided providing to all its employees, guidelines and rules to follow in order to ensure compliance with the Anti-Corruption Laws, in Italy and in all the countries in which we operate.

Starting from a deeply rooted cultural and values system, according to its Code of Ethics and inspired by the best Anti-Corruption best practices and the international standard ISO 37001: 2016, the Company has defined this "Policy for the prevention of corruption "(hereinafter" the Policy "). That will always allow to minimize the risk of engaging in active and passive corruption, committing to prevent and combat the occurrence of offenses in the performance of its activities, assuming - among its primary values – those corporate ethics, through which transmits messages of loyalty, transparency, honesty and integrity.

This anti-corruption policy applies to all employees, who must comply with the highest standards of correctness in behavior and moral integrity, without distinction of role and/or level, as well as all Fluorsid contractors and suppliers no matter what is the contractual relationship (stand alone projects, consultants, professionals, trainees, etc.).

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### Corruption

#### Did you know ...

According to Transparency International, which publishes the Corruption Perceptions Index each year, Italy was 54<sup>th</sup> out of 180 countries (score: 50) in 2017 – among the lowest ranking countries in Europe, along with Romania and Greece. Italy has risen 6 places compared with 2016, when it ranked lowest in Europe, but its score remains unsatisfactory. At the international level, Italy ranks lower than Ruanda.



**CORRUPTION  
PERCEPTIONS  
INDEX 2017**

Fluorsid S.p.A. stand firmly against any form of corruption in the broadest sense of the term, including any form of abuse for private purposes or as malpractice practices, integrated with promise, induction, instigation, request, offer of incentives or other utility as a reward to a person to act or omit actions, whether due or not due.


Corruption, as you know, is a widespread phenomenon seen as an "evil" with which to live and keep under control. The cost, however, of living with this "evil" is very high; it is estimated that in Italy the cost of corruption is around 60 billion a year which translates into a lack of GDP growth, uncertainty in the markets, lack of investment, an increase in costs in economic activities, an increase in the costs of goods and services, loss of quality, limitation of competition and, last but not least, loss of trust.

#### **The commitment of Fluorsid S.p.A.**

The laws, together with clear guidelines to respect them and the contrasting actions put in place by the Government are not alone enough to ensure consistent results over time, if not accompanied by a strong recovery of ethical values, coming from strong example and through education of a civil Society (family, school, work environment) can teach and determine.

We therefore have the responsibility to actively contribute to the fight against corruption and conflict of interest and we do it by putting together a set of rules, elements and key roles. More specifically, Fluorsid has decided to implement the following actions:

- Adoption and diffusion of a Code of Ethics which expresses the principles of behavior with which all employees and all those who have relations with the Company must comply;
- Adoption and diffusion of the anti-corruption policy which defines the commitment to achieve the objectives of fighting corruption;

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- Adoption and diffusion of the anti-corruption guidelines which list the measures and actions that further raise the ethical standards and general principles to comply with in the conduct of the business;
- Adoption of Model 231 which defines the set of internal policies and procedures to prevent the commission of offenses including corruption;
- Reinforcement of the internal control system with specific measures to prevent, contrast and identify external and internal corruption;
- Adoption of a Supervisory Body to monitor the suitability and implementation of the Organization, Management and Control Model;
- Creation of a Corruption Prevention Function with the task of supervising and guaranteeing the implementation and effectiveness of the Anti-bribery Management System;
- Creation of a whistleblowing channel to be used for any suspicion of attempts at corruption, proven or presumed;
- Adoption of policies that protect and guarantee the protection of the reporting party;
- Training, information and communication of the measures the Company has put in place, including areas of improvement and tools;
- Specific fines to those that affect violations of the control system for the prevention and fight against corruption;

### **Commitment to the Anti-bribery Policy and Accountability**

Fluorsid S.p.A. is committed to do business in a fair and ethical manner, in observance of the laws and all applicable regulations. We feel that a constant demonstration of our commitment to comply and ensure honesty and transparency in how we conduct business is very important for our image and the work of our employees.

This Policy aims to increase general compliance with international laws and good practices and, in order to effectively implement the culture of legality, the prevention and contrast of corruption, the Company has strengthened its control system by adopting a Model of organization, management and control pursuant to Legislative Decree 231/2001, adopting a Management System for the Prevention of Corruption in compliance with the UNI ISO 37001: 2016 Standard.

Each person who carries out activities on behalf of the Company is required to read and understand the contents of this Corruption Prevention Policy and to behave in accordance with its provisions, the laws and regulations of the Countries in which the Company operates.

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The Company involves top management in the prevention of corruption, makes it a promoter of a culture in which corruption is not acceptable and requires a strong and visible commitment to supervise compliance with anti-corruption measures, ethics and controls internal, as well as the implementation of all measures deemed suitable for the prevention, identification and reporting of potential violations.

### **Objectives of the Anti-bribery Policy**

This Anti-bribery Policy aims to achieve the following:

- Avoid any form corruption and ensure the highest possible level of compliance with national and international regulatory anti-bribery standards;
- ensure the sustainability, honesty and transparency of our business by combating all misconduct;
- contribute to spread a culture of loyalty, integrity, honesty, fair competition and transparency as a fundamental element of our business conduct;
- promote and develop ethics in business to protect the market from any form of illegality;
- adopt the Anti-bribery Management System as a tool to effectively combat corruption, requiring continuous commitment and leadership from senior management and strengthening governance at every level of the organization;
- raise awareness of our commitment, along with the one of our stakeholders, to the prevention of corruption;
- create an integrated system of governance, easy to understand, and which, through its implementation and monitoring, guarantees the effectiveness and efficiency of the Corruption Prevention Function;
- demonstrate that due diligence on stakeholders is a necessary measure to reduce the risk of corruption, and that as risk increases, so should the level of inquiry;
- encourage the reporting of any suspicion of attempts at corruption, proven or presumed, through dedicated channels which, whilst protecting the reputation and image of the company, allow both investigation to assess the validity of claims and subsequent action, and the guarantee of protecting the informant from any form of retaliation.

### **Corruption Prevention Function**

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Fluorsid S.p.A. has established a specific compliance function tasked with the prevention of corruption. It acts independently and with its own budget to supervise and guarantee the implementation of the Anti-bribery Management System. It has been assigned specific powers, authority and roles to ensure the fulfillment of its objectives.

The Corruption Prevention Function oversees the design and implementation of the Management System, specifically:

- verification that the Management System documentation is up-to-date;
- responsibility for monitoring, analyzing and evaluating the performance of the system;
- monitoring implementation of the anti-corruption measures arising from reviews by Senior Management and the Governing Body, Risk Assessments, internal and external Audits, and other input;
- assessing of the suitability, adequacy and implementation of prevention measures;
- reporting to Senior Management and the Governing Body on the performance of the Management System (state of implementation, efficacy of actions taken, and opportunities for improvement);
- receiving reports of attempted, alleged or proven acts of corruption;
- informing the Supervisory Body of facts, acts or situations relating to the risk of commission crimes relating to corruption;
- encouraging and participating in periodic meetings with the Supervisory Body;
- evaluating reports of acts of corruption / breach of the Anti-bribery Management System and, where necessary, endorsing investigations;
- assigning authority and tasks to investigators;
- receiving and evaluating investigation reports and implementing appropriate actions;
- advising employees on the workings of the Management System and whistleblowing channels.

## Notifications

According to its Whistleblowing procedure, Fluorsid S.p.A. encourages the reporting of any suspected attempted, presumed corrupt act, as well as any possible alleged or overt violation of this Policy and of the Management System for the Prevention of Corruption.

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The Company has provided specific reporting channels which, more generally, are reserved for reporting alleged violations of professional conduct rules and/or ethical principles referred to in current legislation - internal and external - and/or illegal or fraudulent behavior that they can also determine, directly or indirectly, economic-patrimonial and/or image damage.

Anyone who becomes aware of conduct which may constitute a violation of the rules of this Policy has to report to the Corruption Prevention Function using the email address [anticorruzione.cagliari@fluorsid.com](mailto:anticorruzione.cagliari@fluorsid.com) and/or to the *Supervisory Body using the link <https://segnalazioni.fluorsid.com>*.

No form of discrimination toward persons for reporting their suspicions, in good faith or on the basis of reasonable or confidential evidence, shall be and will be tolerated. This includes any unjustified disciplinary action, harassment or any other form of reprisal.

However, abuse of the whistleblowing procedure for any reason, for example to libel or to slander, or intentional exploitation of the Policy, is strictly prohibited. Fluorsid S.p.A. reserves the right to take action on misuse of this instrument, since abuse of the reporting channels significantly undermines the entire Management System.

### **Sanctions/fines**

The commission of acts in violation of this Anti-bribery Policy, in addition to contravention of the procedures of the Anti-bribery Management System or abuse of the whistleblowing process, constitutes non-fulfillment of contractual obligations and failure to abide by company policy. Consequences include disciplinary measure as per company policy and employment contracts, as well as penal and civil penalties.

### **Training, distribution and communication**

We have implemented specific training plans for our employees regarding our commitment to the prevention of corruption, this Policy, related procedures, protocols and other anti-corruption tools, national and international anti-bribery legislation and legislation concerning the broader prevention of criminal activity (Legislative Decree 231/2001), which are aimed at ensuring their dissemination and comprehension.

Fluorsid S.p.A. takes all possible measure to ensure the diffusion, adoption and implementation of this Anti-bribery Policy amongst its stakeholders, to monitor and control its application, setting out a system of sanctions for breaches, and ensuring that it is constantly up-to-date.

We also commit ourselves to the fight against corruption publicly, promoting and spreading a culture of legality and highlighting the need to tackle corruption, including through publications on our website.

Fluorsid S.p.A. is responsible for the constantly review and monitoring of this Policy.

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Submission of proposals for additions or changes to this Policy is open to all and should be addressed to Senior Management.

Assemini, 08/05/2020

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(Chief Executive Officer)

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(Site Director)

Andrea Alessandro MUNTONI  
(Chief HSE Officer)