




ANTI-BRIBERY POLICY


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1. SCOPE AND FIELD OF APPLICATION

The Companies Pegaso Ingegneria, Sistema Ingegneria and On Time, operating in a constantly evolving context, that of “Major Infrastructure Works”, a sector where bribery is unfortunately widespread, have decided to implement the QHSE Integrated Management System, shared by the three companies, in compliance with UNI EN ISO 37001:2016.

Considering the unconditional agreement and full and convinced adherence to values set forth in their Ethical Codes to be essential, the Companies have prepared this common Anti-Bribery policy with the aim of formalizing the guidelines expressed by their own Executive Board and Senior Management Team on the prevention of corruption.

The provisions of this documents are applicable to the Companies:

- PEGASO INGEGNERIA
- SISTEMA INGEGNERIA
- ON TIME

hereinafter referred to as *Pegaso Group*.

This Anti-Bribery Policy is addressed to all involved parties, both internal (employees and collaborators) and external (Clients , Business Partners, Supervisory Bodies, etc.).


2. REFERENCE STANDARDS

- Standard UNI EN ISO 37001:2016 ;
- Legislative Decree 231/2001 – Administrative liability of companies and authorities;
- Legislative Decree 38/2017 – Implementation of the framework decision 2003/568/GAI of the Council of the European Union, July 22th, 2003, against bribery in the private sector;
- Legislative Decree 50/2016 – Italian Public Procurement Code;
- Ethical Code of Pegaso Group;
- Organizational Model former 231/01 Pegaso Ingegneria and Sistema Ingegneria;
- Art. 2653 of the Italian Civil Code relating to corruption between private individuals;
- Law 179/2017 - Provisions for the protection of people who report crimes or irregularities of which they have become aware in the context of a public or private employment relationship..

3. POLICY AND OBJECTIVES FOR BRIBERY PREVENTION

In particular Pegaso Group, considering real and substantial competition in the market in which it operates to be essential and desirable, and basing its own action on the quality and values of the services offered:

- ★ **despises and forbids all forms of corruption**, which considers to be the greatest threat to the rules of civil coexistence;
- ★ **does not accept the payment of bribes** either for business deals or for maintaining them or to get any other benefit;

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- * **does not authorize any payment in money or high-value goods to public officials or employees** to influence their decisions or to induce them to use their influence to modify any act or decision taken by third parties;
- * undertakes to maintain complete, accurate **books, records and internal accounting controls**, always ensuring the greatest transparency in financial reporting;
- * undertakes to **promote, respect and ensure that its employees, collaborators and business partners comply with the values set forth in the Code of Ethics and in the Model of Organization, Management and Control pursuant to former Legislative Decree 231/2001**, and in the law applicable on this subject.
- * **encourages** its employees and collaborators to **report suspicions or corruption episodes** by without fear of sanctions or similar penalties and protecting the anonymity of whistleblower and the confidentiality of the information provided in accordance with Whistleblowing regulations;
- * appoints an independent **Function of Compliance for Bribery prevention**, guaranteeing the necessary autonomy in the management of reports of suspicions or corruption episodes;
- * promotes the Function of Compliance for Bribery prevention towards third parties as an interlocutor to whom they can report their doubts;
- * **promotes awareness** of its staff that failure to comply with the company's anti-bribery policy can have serious consequences not only for the entire organization but also for the individual who has corrupted someone or has let himself be corrupted.


The decision to adopt a Management System for the prevention of bribery, integrated with the QHSE system, is part of the company strategic decisions and is based on the awareness that the adoption of this model at an organizational level can give a substantial contribution in pursuing its strategic objectives:

- legal and economic-financial objectives, by preventing negative effects, both at a criminal and economic level, that acts or attempted acts of bribery may entail;
- competitive objectives, by preventing the loss of reputation that acts or attempted acts of bribery may entail;
- relational objectives, by preventing the failure to respect expectations and requirements (binding, regulatory and contractual) of all interested parties that acts or attempted acts of bribery may entail.

In particular, the Organization aims to support the achievement of the following objectives:

- prompt and transparent assignment of roles, responsibilities and authorities in the field of anti-bribery;
- systematic identification of risks in the field of bribery prevention and their treatment through appropriate operational measures;
- systematic monitoring of the existing legal framework for corruption prevention and assessment of the level of compliance.

Pegaso Group defines every year, as part of its improvement plan, and as described in the specific document of the system, the operational objectives aimed at ensuring an increasingly efficient implementation of the management system for bribery prevention.

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4. MANAGER OF BRIBERY PREVENTION

The Senior Management Team has identified in Mr. Carlo Rossi, member of the Board of Directors of OnTime, the Function of Compliance for Bribery Prevention for the Anti-Bribery Management System shared by the three companies Pegaso Ingegneria Srl, Sistema Ingegneria Srl and On Time Srl, with the following tasks and responsibilities:

- supervise the planning and implementation of the Anti-Bribery Management System by the organization;
- provide advice and guidance to the staff on the Anti-Bribery Management System and on issues related to this issue in general;
- receive and manage reports of corruption events, investigating the validity of the reported offences in accordance with the provisions of the reference procedures SGI-PR-11;
- ensure that the anti-corruption management system complies with the requirement of the standard ISO 37001:2016;
- report on the performances of the anti-bribery management system to the senior management.

In performing these tasks, the Function of Compliance for Bribery Prevention has the necessary authority and independence related to the position already held in the company and has direct and prompt access to both the Board of Directors and the Senior Management Team of the three companies in the Group.

5. REPORTING OF SUSPICIONS

All addressee of this policy are required to report to the Function of Compliance for Bribery Prevention identified above, any suspicions, in good faith or on the basis of a reasonable and confidential belief, relating acts or attempted acts of bribery, using the specific form MOD 01 SGIPR- 11.


The report may be submitted:

- ✓ *By e-mail* to the following address anticorruzione@pegasogroup.it - In this case the identity of the whistleblower will be known only by FCBP, who guarantees anonymity except when required by law,
- ✓ *By hand* – In this case, in order to guarantee anonymity, it is necessary to put the report inside an envelope addressed to the attention of the FCBP, at the head offices in Milan, Via Attilio Momigliano 2.

If the report is received by parties other than the FCBP, the recipient must promptly forward it to the latter, in compliance with due observance of the requirements of confidentiality.

In no case may the report concern complaints of a personal nature by the whistleblower regarding complaints about the relations with his/her hierarchical superior or colleagues, as well as relating his/her own work performance, which fall within the general employment relationship.

The procedure SGI-PR-11, “Reporting, investigation and management of offences and irregularities” defines the conduct to be implemented in order to report, investigate and manage any corruption phenomenon, removing the causes that may hinder or discourage the reporting of illegal behaviours, doubts about the procedure to follow or fears of retaliation.

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6. PENALTY SYSTEM

Given that the Organization understands the prevention of corruption as the forecasting, implementation and monitoring of prescriptions, it is appropriate to reiterate that the simple “nonimplementation” is to be understood as “disciplinary offence”. As indicated by the reference legislation, Pegaso Group recognizes a close correlation between failure to comply with obligations regarding bribery prevention and disciplinary responsibility.

This Penalty System defines the disciplinary measures to be applied in the event of violation of the prescriptions and rules of conduct contained in the Anti-Bribery Model, in the Code of Ethics and in the Organizational Model former 231 adopted, and more generally, in the regulatory provisions which are the basic prerequisite for the System, and guarantee its effectiveness.

The provisions of this Penalty System are addressed to all Employees.

The Chief Executive Officer shall exercise disciplinary authority and, by means of a power of attorney, gives the task to the Head of Human Resources.

In general the violations that determine a penalty measure can be traced back to then following behaviours:

- a) involuntary, misconduct through negligence, carelessness and incompetence.
- b) intentional breach of the obligations set out in the abovementioned documents.

Each conduct that constitutes a disciplinary offence involves the imposition of a sanction, the type and intent of which may vary in relation to the act committed and to the assessment of its seriousness in accordance with the principle of proportionality, the position and the qualification of the person involved within the organization.

The application of the penalty measures provided for in this System is independent of the establishment and outcome of any criminal proceeding.


The Head of Human Resources imposes disciplinary sanctions to the Employees following formal notification of facts and/or acts attributable to them, notifying every sanction to the Function of Compliance for Bribery Prevention as well as to the Supervisory Body.

It is within the responsibility of the Supervisory Body to identify and carry out the appropriate checks on the sanctioned behaviours considered harbinger of offences pursuant to the Legislative Decree 231/2001, while it will be the task of the Function of Compliance for Bribery Prevention to intervene in cases of breach of behavioural rules for the prevention of corruption phenomena.

MEASURES FOR NON-MANAGERIAL EMPLOYEES

In case of breach of the prescriptions, the following sanctions may be imposed, depending the extent of the violations and the circumstances accompanying them:


- verbal reprimand for minor breaches of the company provisions referring the general obligations of the employee (correctness, good faith, diligence, loyalty), working hours and reasons for absences, rules of conduct with third parties, offences prevention, transparency and traceability, safety at work, confidentiality and information for privacy, gifts, payments and other rewards, communication of financial interests and conflicts of interest, contracts and other contractual acts, conduct in the service, use of company tools and business trips;
- written reprimand in the event of repetition of infringements mentioned in the previous point;

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- fine not exceeding the amount of 4 (four) hours of normal remuneration, against the Employee that violates the provisions:
 - in terms of working hours and justifications for absences, i.e. delays in starting the work without justification or unjustified absences up to a maximum of 3 (three) days per calendar year;
 - in terms of general obligations of the employee and rules of behaviour established:
 - adopting behaviours that are contrary to the principles of correctness, good faith, diligence and loyalty;
 - adopting behaviours that are contrary to the rules for behaviour with third parties, offence prevention, transparency and traceability, confidentiality and information for privacy, gifts, payments and other rewards, communication of financial interests and conflicts of interest, contracts and other contractual acts, conduct in the service, use of company tools and business trips;
 - with regard to the correct use of the company tools, i.e. adopting incorrect behaviours that were not such as to damage the company equipment.

The amount of the fee will be devoted to one of the charity initiatives supported by Pegaso Group. The employee sanctioned with the fine is authorized to inspect the documentation relating to the payment.

- suspension from compensation and service for a maximum of 10 (ten) days if the employee:
 - commits recidivism – more than three times in the calendar year – in any of the offences for which a fine is imposed, except in case of unjustified absence;
 - violated the rules of behaviour established by the Anti-Bribery Model, the Code of Ethics and the Model 231, causing damage to the company, in terms of behaviour with third parties, offences prevention, transparency and traceability, confidentiality and information for privacy, gifts, payments and other rewards, communication of financial interests and conflicts of interest, contracts and other contractual acts, conduct in the service, use of company tools and business trips;
 - with regard to the correct use of the company tools, i.e. adopting incorrect behaviours that damage the company equipment;
- disciplinary dismissal without notice and with the other consequences of law and reason, applies only to the following violations:
 - in terms of working hours and justification for absences, in case of unjustified absences for more than 3 (three) days per calendar year and repeated unjustified delays of more than five times in the calendar year, after a formal written warning;
 - serious breach of the company rules referring to the general obligations of the worker and the rules of conduct set out in the Anti-Bribery Model, in the Code of Ethics and in the Model 231, in terms of behaviour with third parties, offences prevention, transparency and traceability, safety at work, use of the company tools, confidentiality and information for privacy, gifts, payments and other rewards, communication of financial interests and conflicts of interest, contracts and other contractual acts, conduct in the service and during business trips;

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- the repetition of the breach more than three times in a calendar year, in any of the violations that include suspension, without prejudice to the provisions for the reiterated delays;
- conduct not compliant with the anti-bribery prescriptions such as to commit a predicate offence pursuant to former Legislative Decree 231/01 from which arises the concrete application by the Organization of the sanctions provided for in the same decree.

MEASURES FOR MANAGERIAL EMPLOYEES

Executive employees are required to comply with the provisions of the Anti-Bribery Model, the Code of Ethics and Model 231, as well as with contractual and company provisions specific to the category.

In general, the disciplinary measures applicable to executive employees are those provided for all other categories of employees. Furthermore, the inadequate supervision and/or failure to promptly inform the Function of Compliance for Bribery Prevention and the Supervisory Body about facts of which one is aware and that may constitute an alleged crime pursuant to Legislative Decree 231/01 and/or corruption practises may result in the managers being suspended – as a precautionary measure – from their work (without prejudice to the manager’s right to remuneration), as well as – again on a provisional and precautionary basis – being assigned, for a period not exceeding three months, to other positions. The Organization shall keep track of the violations committed by managerial employees for assessment purposes, to confer or revoke assignments and proxies, as well as to consider new assignments and company areas with reduced risk levels.

Pegaso Group will terminate the employment relationship with its Managers in the following cases:


- in cases of breach of the provisions of the Anti-Bribery Model, Code of Ethics and Model 231 of such seriousness as to entail dismissal for all categories of Employees, as indicated above;
- in case of wilful impediment, within its area of competence, to the application of the measures provided by the Anti-Bribery System.

MEASURES FOR SENIOR MANAGERS

Without prejudice to the application – to the extent compatible with the category of the interested party – of the measures provided for in the previous points, in case senior managers violate the specific obligation to supervise their respective subordinates, the Organization will take the penalty measures considered the most appropriate in relation, on the one hand, to the nature and seriousness of the breach committed and, on the other hand, to the qualification of the senior manager that may commit the breach.

MEASURES FOR EXTERNAL SUBJECTS (COLLABORATORS, CONSULTANTS, SUPPLIERS)

External subjects having professional relations with the Pegaso Group and whose conduct violates the provisions applicable to them under the Anti-Bribery System, will be punished in accordance with the provisions of the specific contractual clauses, included – if provided for – the right of the Organization to suspend the execution of the contract and/or unilaterally withdraw from it (even during execution) – and without prejudice to the right to claim compensation for the damages incurred as a consequence of these behaviours, including the damages caused by the application of the penalties under the Legislative Decree 231/01.

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MEASURES AGAINST DIRECTORS

In case of ascertained violation, by one or more Directors, of the prescriptions of the Anti-Bribery System, when compatible, the Compliance Function promptly informs the entire Board of Directors so that it can take or implement the most appropriate initiatives, in relation to the seriousness of the violation detected and in compliance with the powers provided for by current legislation and by Bylaws and Articles of Association.

In case of ascertained violation of the abovementioned provisions by the entire Board of Directors, the Compliance Function shall immediately inform the Supervisory Body, so that it can proceed with the application of the appropriate measures provided for by reference legislation

7. UPDATING AND DISSEMINATING THE PENALTY SYSTEM

The adoption of this Penalty System and its subsequent modifications and/or amendments of a substantial nature (i.e. changes that affect the structure, the contents or the effectiveness of the system for preventing unlawful conduct) falls within the responsibility of the Board of Directors.

This Penalty System is available on the Company cloud under the section [PegasoGroup Istituzionale > SGI-Sistema di Gestione Integrato > Anticorruzione](#) and on the website www.pegasogroup.it under the section “Modello Organizzativo”.