



ANTI-BRIBERY AND TRANSPARENCY POLICY

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			C. Bianchi	M. la Zazzera	Pegaso Ingegneria
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**INTEGRATED SYSTEM****ANTI-BRIBERY AND
TRANSPARENCY POLICY****Rev.: 5****Date: 01/04/2026****CONTENT INDEX**

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1. SCOPE AND FIELD OF APPLICATION

The Company Pegaso Ingegneria, operating in a constantly evolving context - that of "Large Infrastructure Works" - in which corruption and illicit phenomena are unfortunately very widespread, has decided to implement the QSA Integrated Management System, in compliance with the Standard UNI EN ISO 37001:2016 and Legislative Decree 24/2023

The Company, deeming unconditional sharing and full and convinced adherence to the values set out in its Code of Ethics essential, has for this purpose prepared this Anti-Bribery and Transparency Policy with the aim of formalizing the guidelines expressed by its Governing Body and by its Top Management regarding the prevention of corruption and offences, as defined by Legislative Decree 24/2023 (Offences which constitute administrative, accounting, civil or criminal offences; implemented in violation of the Code of Ethics and the Model 231 adopted; which constitute acts or omissions detrimental to the financial interests of the Union, or concerning the internal market; violation of national and European Union regulations).

What is established in this document is applicable to the Company:

- PEGASO ENGINEERING

This Anti-Bribery and Transparency Policy is aimed at all interested parties, both internal (employees and collaborators) and external (Customers, Business Partners, Supervisory Bodies, etc.).

2. REFERENCE STANDARDS

- Legislative Decree No. 24/2023 – Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council, of 23 October 2019, concerning the protection of persons who report violations of Union law and containing provisions regarding the protection of people who report violations of national regulatory provisions.
- UNI EN ISO 37002 standard – Guideline for the implementation, management, evaluation, maintenance and improvement of a whistleblowing management system
- EU Directive 2019/1937 on “Protection of individuals who report violations of community rules”
- [UNI EN ISO 37001 standard – Anti-bribery management systems](#);
- 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;
- D.Lgs. 36/2023 – New Italian Public Procurement Code;
- Ethical Code;
- Organizational Model former 231/01 Pegaso 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..



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3. POLICY AND OBJECTIVES FOR THE PREVENTION OF BRIBERY AND PROTECTION OF TRANSPARENCY

In particular Pegaso, 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;
- ★ **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.
- ★ establishes a **system of sanctions** that is prompt and proportionate in the event of intentional or negligent breaches of compliance obligations;
- ★ ensures consistency in the **handling of conduct** by staff that undermines the organisation's culture of corruption prevention, regardless of their position;
- ★ **encourages the reporting of suspicions or episodes of corruption or any other offense** by its employees and collaborators, without fear of sanctions or similar and **protecting the anonymity** of the whistleblowers and the confidentiality of the information provided in compliance with the provisions of the law on Whistleblowing;
- ★ appoints a **Function for the prevention of corruption and for the protection of independent transparency**, guaranteeing the necessary autonomy in the management of reports of suspicions or episodes of corruption;
- ★ publicizes the **function for the prevention of corruption and for the protection of transparency** towards interested third parties as an interlocutor to report their doubts;
- ★ **promotes the awareness** of resources that failure to comply with the anti-corruption policy and for the protection of corporate transparency can lead to serious consequences not only for the entire organization but also for the individual.

The decision to adopt a Management System for the prevention of bribery and for the protection of transparency, integrated with the QSA one, is part of the company's strategic decisions and is based on the awareness that the adoption of this tool at an organizational level can contribute in substantial way to the pursuit of its strategic objectives:

- legal and economic-financial objectives, through the prevention of negative effects, both at a criminal and economic level, that acts or attempted acts of corruption or illicit acts may entail;



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- competitive objectives, by preventing the loss of reputation that acts or attempted acts of corruption or illicit acts may entail;
- relational objectives, through the prevention of inattention to the expectations and requirements (mandatory, regulatory and contractual) of all interested parties that acts or attempted acts of corruption or illicit acts may entail.

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

- timely and transparent attribution of roles, responsibilities and authorities in the field of anti-corruption and the fight against the commission of offences;
- systematic identification of risks relating to the prevention of corruption and crimes and related treatment through appropriate planned and applied operational measures;
- systematic monitoring of the current regulatory framework on the prevention of corruption and whistleblowing and related assessment of the level of compliance;
- [ongoing training and information for all stakeholders on the subject of anti-corruption](#).

Pegaso Engineering establishes annually, as part of its improvement plan, as described in the specific system document, the operational objectives aimed at ensuring an increasingly efficient implementation of the management system for the prevention of corruption and the protection of transparency.

4. RESPONSIBLE FOR THE PREVENTION OF BRIBERY AND FOR THE PROTECTION OF TRANSPARENCY

The Top Management has identified the [Function for the prevention of corruption and for the protection of transparency](#) for its Anti-Corruption Management System and for the protection of Transparency, with the following tasks and responsibilities:

- supervise the organization's design and application of the anti-bribery and transparency management system;
- provide advice and guidance to staff on the anti- bribery management system and for the protection of transparency and on issues relating to the topic in general;
- receive and manage whistleblowing reports, investigating the validity of the reported offenses, in accordance with the provisions of the SGI-PR-11 reference procedure;
- ensure that the anti- bribery and transparency management system complies with the requirements of the ISO 37001 [in force](#) standard and Legislative Decree 24/2023;
- report on the performance of the anti- bribery and transparency management system to top management.

In carrying out these tasks, the [Function for the prevention of corruption and for the protection of transparency](#) possesses the necessary authority, independence and autonomy related to the role already held and has direct and timely access to both the Board of Directors and the Top Management of the Company.



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5. REPORTING OF SUSPICIONS

All recipients of this policy are obliged to report to the [Function for the prevention of corruption and for the protection of transparency](#) identified above, any suspicions in good faith or based on a reasonable and confidential belief regarding acts or attempted acts of corruption, via the specific form MOD 01 SGI-PR-11 or through the online form available at the following link [pegasoenergia.trusty.report](https://www.pegasoenergia.trusty.report), also indicated on the company website at the page <https://www.pegasoingegneria.it/modello-organizzativo/>.

The report may be submitted:

- ✓ Internal channels
- ✓ ANAC external channel
- ✓ Public disclosure

If the report reaches subjects other than ATBCF, it must be promptly forwarded, within a maximum of 7 days, to the latter by the recipient in compliance with the guarantees 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 SGI-PR-11 procedure "Reporting, investigation, management of offenses and irregularities" defines the behaviors to be implemented in order to report, investigate and manage any corrupt or illicit episode, removing the causes that may hinder or discourage the use of complaints, the doubts about the procedure to follow or fears of retaliation.

6. PENALTY SYSTEM

Given that the Organization intends the prevention of corruption and offenses as the prediction, implementation and monitoring of provisions, it is appropriate to reiterate that simple "failure to implement" is to be understood as a "disciplinary offence". As indicated by the relevant legislation, Pegaso Engineering recognizes a close correlation between failure to comply with obligations regarding the prevention of corruption and the protection of transparency and disciplinary responsibility.

This Sanctioning System defines the disciplinary measures to be applied in the event of violation of the provisions and behavioral rules contained in the Anti-bribery and Transparency Model, in the Code of Ethics and in the Organizational Model ex 231 adopted and, more generally, in the regulatory provisions that constitute the prerequisite, guaranteeing 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 the 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

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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 Human Resources Manager imposes disciplinary sanctions on Employees following a formal complaint of facts and/or acts attributable to them, reporting this to the [Function for the prevention of corruption and for the protection of transparency](#) and to the Supervisory Body.

It will therefore be the responsibility of the SB to identify and carry out the appropriate checks on the sanctioned conduct deemed to be indicative of the type of predicate crime pursuant to Legislative Decree 231/2001, while it will be the task of the [Function for the prevention of corruption and for the protection of transparency](#), intervene in cases of violations of behavioral rules dictated by the prevention of corruption and illicit phenomena.

MEASURES FOR NON-MANAGERIAL EMPLOYEES

In case of breach of the prescriptions, the following sanctions may be imposed, depending on 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;
- 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.

The employee sanctioned with the fine is authorized to inspect the documentation relating to the payment.



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- 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;
 - violates the rules of conduct established in the Anti- bribery and Transparency Model, in the Code of Ethics and in Model 231 causing damage to the company, in terms of behavior with third parties, prevention of illicit acts, transparency and traceability, confidentiality and information for privacy, gifts, compensation and other utilities, communication of financial interests and conflicts of interest, contracts and other negotiating documents, behavior in service and travel;
 - 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 violation of the company rules referring to the general obligations of the worker and of the rules of conduct established in the Anti- bribery and transparency Model, in the Code of Ethics and in Model 231, on the subject of behavior with third parties, prevention of crimes, transparency and traceability, safety at work , use of company tools, confidentiality and information for privacy, gifts, compensation and other benefits, communication of financial interests and conflicts of interest, contracts and other negotiating documents, behavior in service and travel;
 - 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

Managerial staff is required to comply with the provisions of the Anti- bribery and Transparency Model, in the Code of Ethics and in Model 231, as well as the contractual and company provisions specific to the category.

In general, the disciplinary measures applicable to management personnel are those provided for all other categories of employees. Furthermore, inadequate supervision and/or failure to promptly inform the [Function for the prevention of corruption and for the protection of transparency](#) and the Supervisory Body of facts of which one is aware which may constitute a crime hypothesis relevant to Legislative Decree 231/01 and/or corrupt or illicit phenomena pursuant to Legislative Decree 24/2023 may result in Managers being suspended - as a precautionary measure - from their work performance (without prejudice to the Manager's right to salary), as well as - always on a provisional and precautionary basis - the assignment, for a period not exceeding three months, to different roles. The Organization will keep track of infractions committed by management



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personnel for evaluation purposes, for the assignment or revocation of tasks and delegations, as well as to consider new assignments to company areas with reduced levels of risk.

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

- in cases of transgression of the provisions of the Anti- bribery and Transparency Model, in the Code of Ethics and in Model 231 of such severity as to result in dismissal for all categories of Employees, as indicated previously;
- in cases of willful impediment, in the area of its competence, of the application of the measures envisaged by the Anti- bribery Management System and for the protection of Transparency.

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 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.

MEASURES AGAINST DIRECTORS

In the event of an ascertained violation by one or more Directors of the provisions of the Anti-bribery System and for the protection of Transparency, where compatible, the [Function for the prevention of corruption and for the protection of transparency](#) promptly informs the entire Board of the Directors to ensure that it takes or promotes the most appropriate and adequate initiatives, in relation to the seriousness of the violation detected and in accordance with the powers provided for by current legislation and the company Articles of Association.

In the event of a confirmed violation of the above-mentioned provisions by the entire Board of Directors, the Compliance Function for the prevention of corruption and for the protection of transparency immediately informs the Supervisory Body, so that it can proceed with the application of the measures provided for by the reference legislation



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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”.