



Antibribery Guidelines



Approved by ISS Palumbo S.r.l. Board of Directors on 15/07/2021

CONTENT

| | | |
|------|---|----|
| 1. | Introduction | 3 |
| 1.1. | Applicable law | 3 |
| 1.2. | Targets and field of application..... | 4 |
| 1.3. | Reports..... | 4 |
| 1.4. | Infringements..... | 5 |
| 1.5. | Training and communication | 5 |
| 1.6. | Auditing and Continuous Improvement | 5 |
| 1.7. | Sanctions..... | 6 |
| 2. | Bribery..... | 6 |
| 3. | Facilitation Payments..... | 6 |
| 4. | Gifts, hospitality, entertainments and entertainment expenses | |
| | 7 | |
| 4.1. | Public Administration | 8 |
| 4.2. | Suppliers and customers | 9 |
| 4.3. | Gifts and hospitality register..... | 11 |
| 5. | Promotional activities | 11 |
| 6. | Financing to political parties | 12 |
| 7. | Charities..... | 12 |
| 8. | Third parties and Due Diligence | 12 |
| 9. | Human resources..... | 14 |
| 10. | Accounting books, accounting records and internal audit requirements..... | 14 |
| 11. | Responsibility | 15 |

1. Introduction

ISS Palumbo S.r.l. (hereinafter also ISS Palumbo or the Company) undertakes to promote an ethic and responsible business conduct, in the respect of laws, regulations, standards and guidelines, applicable in the countries where it operates.

ISS Palumbo Board of Directors has adopted this Antibribery Guidelines with the aim of supplying a document of reference of the rules and of the procedures regarding antibribery, in compliance with the ethic standards and with the full respect of international and national¹ laws regarding the prevention of any kind of bribery, both direct and indirect, as well as with the integrity, the transparency and the correctness in the performance of the Group's working activities.

ISS Palumbo, promotes the adoption and the respect of the standards defined in these Guidelines by the companies or the bodies referable to the group.

ISS Palumbo engagement regarding the integrity and the observance of an ethic conduct is particularly important in the area of prevention and detection of bribery. The policy adopted by the company towards bribery is of "zero tolerance".

It is essential to guarantee that all the people working on behalf of the company understand their own responsibilities and behave accordingly to the values expressed by the company.

These guidelines define the principles to be followed to ensure the compliance with the above-mentioned statements. The aim of this document is to guarantee the respect of the highest integrity standards.

1.1. Applicable law

The international laws regarding bribery is very wide. During these last years the actions aimed at fighting bribery have been multiplied both in Italy and abroad.

Globally, laws are characterised by the constant tightening of bribery sanction systems and they are based upon conventions and international treaties aimed at defining a global strategy whose target is the reduction of the heterogeneity among the different national juridical systems.

¹ ISS Palumbo carries out business also outside Italy, therefore, it is clear the importance of these guidelines defining the principles and the policies to be adopted in the performance of the company's operations, in order to guarantee that the operations are carried out according to the provisions of the main international laws regarding antibribery ("FCPA" Foreign Corrupt Practices Act and "UKBA" UK Bribery Act).

ISS Palumbo is a multinational corporation carrying out its business in countries with different juridical systems and it is subject, together with its employees, to the respect of Italian laws as well of the laws of the countries where it operates which forbid:

- Offering or promising both to Italian or foreign public officers, directly or indirectly, money, remunerations or any other benefit, in order to make him omit or do an action related to his office (active bribery in the public sector);
- Offering or promising to third parties, directly or indirectly, money, remunerations or any other benefit, in order to make him omit or do an action related to their tasks (active bribery in the private sector);
- Requiring or receiving from third parties, directly or indirectly, money, remunerations or any other benefit, in order to make him omit or do an action related to their tasks (passive bribery in the private sector)

1.2. Targets and field of application

The engagement of ISS Palumbo in the fight to bribery is represented by these guidelines which are based upon the absolute prohibition of any kind of bribery, in all its direct and indirect manifestations, both in the private and in the public sector, by undertaking to the respect of all the laws, included antibribery ones.

The antibribery guidelines, approved by ISS Palumbo S.r.l., Board of Directors, can be applied to all the company's employees all over the world and to everybody operating in the name and/or on behalf of and/or in the interest of the company, or that have business relationships or any other kind of collaboration with the company. All these people are therefore supposed to read them.

This document is subject to a periodic revision if the Italian or international antibribery laws, to which reference is made as *best practices*, are subject to amendments or jurisprudential interpretations.

The policies and the procedures contained in these antibribery guidelines represent an integral part of the programme of ISS Palumbo company's compliance.

1.3. Reports

ISS Palumbo encourages the respect of the principles contained in these guidelines by promoting an open culture which doesn't tolerate any kind of retaliations towards reports of infringements or suspected infringements of these guidelines.

The addressees of the Model are supposed to report any direct or indirect request aimed at obtaining payments, gifts, travels, personal advantages or other personal or family benefits, also if addressed to another recipient, according to the reporting procedures of ISS Palumbo and in line with the provisions of the Policy Whistleblowing.

1.4. Infringements

The addressees who suspect or are aware of infringements of these guidelines or any other of ISS Palumbo dispositions, or of infringements of antibribery rules are supposed to disclose them by using the channels and the instruments available according to the provided modalities (PolicyWhistleblowing). Nobody may be dismissed, suspended or in any way discriminated in the working treatment if he has reported in good faith the non-compliance with ISS Palumbo dispositions. ISS Palumbo guarantees the anonymity of the reporter and reserves the right to adopt proper actions against whoever retaliates or menaces to retaliate against those who have made reports on the basis of the provisions of these guidelines.

In case of infringement of the guidelines, ISS Palumbo will apply the sanctions provided for by the company's disciplinary system in the respect of the collective labour contracts, of the regulations and the procedures applicable in the countries where ISS Palumbo operates.

1.5. Training and communication

The addressees are supposed to know and respect the principles of these guidelines and the antibribery legal dispositions of the countries where they operate, so that they can adopt responsible choices and can manage possible bribery risks which may occur in the performance of their activities.

The communication and the training are aimed at guaranteeing the knowledge of local and international legal dispositions regarding antibribery, of the principles of these guidelines, and of any other initiative related to the topic of antibribery.

All training activities are addressed to the employees on the basis of their roles in the company and in function of their risk of exposure to bribery.

1.6. Auditing and Continuous Improvement

The Regulatory, Risk and Compliance function supplies a support in the application of the principles and of the dispositions of the antibribery programme and it monitors constantly the bribery risk also by means of audits regularly carried out in all the group's companies.

1.7. Sanctions

Any employee or collaborator, who doesn't comply with what provided for by these guidelines or who doesn't report other people's known or suspected illicit behaviours will be subject to a disciplinary measure proportionate to the gravity of the infringement (among which the sanctions provided for by the relevant labour contracts, the dismissal or the relieve from duty in addition to possible lawsuit in the competent judicial courts).

The company's managers shall actively encourage their collaborators to observe the policies and the procedures contained in these guidelines, and they will be subject to disciplinary measures if they know or have good reasons to suspect with concrete elements that the behaviour forbidden by these policies and procedures is adopted by employees under their supervision, without adopting any dissuasive action and without having adopted the necessary and proper corrective actions.

2. Bribery

Give, pay, ask for or receive, directly or indirectly, undue money or other benefits is considered as illegal and it infringes these guidelines.

There are no amount limits to define a payment as a bribery.

Bribery is any money or other benefits transaction characterised by the intention of unduly influencing the actions of another subject. It includes the payments and the gifts given as remuneration for improper actions carried out by other subjects.

In order to establish if the fact represents a crime, it is sufficient the simple action of offering or asking for money or other benefits, independently by the final issue of these transactions.

3. Facilitation Payments

The Facilitation Payments are defined as payments made to public officers to facilitate or speed up "routine actions" normally due to the company as, for example, the issue of permits, licences or other official documents, set up of government documents, as visas etc.

The Facilitation Payments represent a kind of bribery or graft.

Any kind of payment or gift of benefits in favour of a public officer with the aim of obtaining or keeping an office or any other commercial advantage in favour of ISS Palumbo is an illicit behaviour.

In some countries it is customary that public officers ask for Facilitation Payments. In any case, ISS Palumbo forbids the Facilitation Payments in any part of the world and, independently by local habits, ISS Palumbo considers Facilitation Payments as an infringement of these guidelines.

If a payment on behalf of ISS Palumbo is required, it is necessary to always be aware of the purposes of such payment and determine if the required

amount is proportionate to the supplied goods or services. Moreover it is always good to ask for a receipt reporting the reason of the payment.

If a Facilitation Payment is required and there is a situation of danger for the safety of ISS Palumbo employees or any other situation causing suspect, worry or doubt with regard to a payment, it is necessary to immediately inform the direct manager and the Risk and Compliance function.

4. Gifts, hospitality, entertainments and entertainment expenses

ISS Palumbo accepts the fact that giving and receiving gifts, hospitality and entertainments may occur in the routine commercial exchanges and that these habits may vary significantly according to the geographic area where the company operates.

However independently from local laws and habits, some gifts and hospitality may be interpreted as actions towards or from ISS Palumbo made with the purpose of influencing inappropriately or may disclose a conflict of interests.

In certain circumstances the offer and/or reception of gifts and entertainments may be considered as bribery and therefore illegal and damaging the company's image and the involved subjects and all the company may be prosecuted.

ISS Palumbo, its employees and/or third parties are absolutely not allowed to give, promise, offer, ask for or receive any kind of gift or hospitality whose nature or whose value may be deemed, even only potentially, excessive or unusual.

This principle ensures that no gift or hospitality legally received or given may be considered as a crime aimed at creating a commercial undue advantage for ISS Palumbo.

The gifts, advantages and other benefits may be offered or received only within the context of commercial courtesy and if they cannot compromise the integrity and/or the reputation of one of the parties and cannot be interpreted by an impartial observer as aimed at creating an obligation of gratitude or to get advantages improperly.

ISS Palumbo gives gifts and has entertainment expenses² only for institutional, commercial and marketing purposes, by respecting laws, commercial habits and the ethic codes of the companies/bodies with which it has relationships.

For the above mentioned purposes it is allowed offering or accepting cheap gifts.

² Gifts and entertainment expenses are intended as any benefit free supplied to third parties free, to offer to third parties a positive image of us and of our activity in terms of efficiency and organization.

A gift will be considered cheap if its nominal value (taxes included) doesn't exceed 50 euros or an equivalent amount in foreign currency per person.

- It is allowed to give to public officers cheap gifts or other benefits according to the standards defined in the paragraph ruling the relationships with the public administration.
- It is not allowed to ISS Palumbo employees to accept homages, gifts or any other kind of benefit exceeding a cheap value from subjects referable in some way to the company's activity (suppliers, partners, customers, etc.) or anyway of such a kind to potentially give the impression that they are aimed at giving or getting undue advantages.
- The employees who receive benefits or gifts exceeding the above-mentioned limits are supposed to ask for the authorization by using the "Form for offered and/or received gifts and hospitality/entertainment" (attachment 1), to inform their direct manager and the function Compliance who will assess the relevant compliance with the company's procedures.
- The accounting documents and the authorizations related to the homages and to the entertainment expenses shall be filed, recoded and kept according to ISS Palumbo dispositions.

4.1. Public Administration

ISS Palumbo may be deemed responsible for effective or attempted bribery actions towards public officers, who may ask for improper benefits not to act in compliance with their duties or infringing the obligations required by their office.

The addressees of these guidelines have to abstain from any action or omission which may represent also only a bribery attempt.

- The addressees have to keep document evidence of the economic relationships from and towards public officers (for ex. Entertainment expenses, remuneration for services, from the public administration, etc.)
- The direct or indirect requests of a public officer aimed at obtaining payments, gifts, travels, advantages or other benefits in his favour or of his family and relatives or in favour of another beneficiary to do or to abstain from doing actions towards ISS Palumbo, have to be immediately reported to the function Risk and Compliance.
- The homages (hospitality included) given for institutional purposes and given to members of the public administration are to be always communicated to the function Risk and Compliance by filling in the form "Offered gifts and hospitality/entertainment" also if they are cheap.

ISS Palumbo forbids any payment, gift or any other undue benefit in favour of public officers if this infringes these guidelines and the applicable antibribery laws, also if these favours are expressly asked for or also if in a certain context this is customary and this action is disadvantageous for ISS Palumbo or for its staff. ISS Palumbo also requires to its staff to immediately inform the function Risk and Compliance about any request deemed illegitimate received from public officers, or any doubt of behaviour may occur in the management of the relationships with public officers.

4.2. Suppliers and customers

ISS Palumbo may be deemed responsible for bribery made by o in favour of suppliers and customers of the company.

The risk is also represented by the fact that a customer may try to impose to the company to work with a particular supplier with which the customer has some relationship, in order to get personal advantages.

The third parties are supposed to respect the principles contained in these guidelines.

ISS Palumbo forbids third parties to have any behaviour not in compliance with these guidelines.

In order to minimize the possibility of occurrence of such behaviours potentially damaging ISS Palumbo interests and rights, ISS PALUMBO obliges all the suppliers and the customers to respect the group's ethic standards and the applicable laws, included antibribery laws, in the business with ISS PALUMBO. This obligation is to be expressly accepted when the contracts are stipulated, after that the suppliers and the customers have read the documents with the group's ethic principles (Ethic Code and Antibribery guidelines).

If the counterparty has its own Model of organization and Control as per the Legislative Decree 231/2001, its own Antibribery Model, and its own Ethic Code, ISS Palumbo shall check the coherence of the principles reported in these texts with the principles adopted by the company.

In particular all the contracts shall contain a clause at the charge of the counterparty of "*Administrative responsibility*" with which the counterparty undertakes to act:

- by respecting the Ethic Code and the principles provided for by ISS Palumbo antibribery model;
- by respecting the principles provided for by its own Ethic Code and Antibribery Model if they comply with those of ISS Palumbo.

This clause has to grant to ISS Palumbo the right to withdraw from the contract, to stop the payments and to be indemnified of the damages if the

counterparty infringes the above-mentioned obligations and declarations, or in case of infringement of the antibribery laws or of the antibribery undertakings provided for by the contract.

With regard to the contracts of consultancy or of professional services, ISS Palumbo has defined its own principles to be adopted in the stage of selection, subscription and management of these contracts, for which refer to the company's procedure ruling the process.

In particular the relationships with the suppliers are based upon the following principles:

- the choice of the suppliers is based upon a preliminary selection carried out by people being independent, competent and appointed according to the provisions of the company procedures;
- the suppliers of these services can only be individuals or legal entities or de facto bodies, reliable and of excellent reputation. Moreover ISS Palumbo checks the experience, the technical requirements in addition to the declaration of the absence of investigations/judgements concerning bribery;
- the contracts shall be drawn up in written and provide for:
 - ✓ the description of the services due from the counterparty, the amount due, the terms and the conditions of payment;
 - ✓ ISS Palumbo right to check the activity of the counterparty, in the case the counterparty may have infringed the dispositions provided for by the contract and/or by the documents ruling the ethic principles subscribed by the counterparty;
- The contracts report the clauses of "*Administrative responsibility*" and provide for the consultant/professional complying with the principles of ISS Palumbo Ethic Code and of the Antibribery Model;
- compensations, fees or commissions aren't to be paid to the consultants and to the collaborators for the services to the company in a disproportionate way and these payments are to be adequate to the conferred task and to the current praxis/conditions on the market or they are to be determined by professional tariffs;
- the counterparty has to declare that the payment is received exclusively as compensation for the services defined in the contract and that it is the final receiver of the payments or that it undertakes to disclose the real final receiver, with the right of ISS Palumbo to withdraw from the contract if the checks on the above-mentioned subject don't have a positive issue.

4.3. Gifts and hospitality register

The gifts and the hospitality exceeding the above-mentioned limits and modalities and those given and/or received to/from the Public Administration are to be recorded in “Register of given/received gifts, hospitality and entertainments” kept and updated by the Risk and Compliance function which each semester informs the supervising body about the content of the register.

The supervising body reports at least twice a year about the cases of bribery which may be evidenced on the basis of these guidelines.

5. Promotional activities

ISS Palumbo may carry out promotional³ activities with the aim of increasing its notoriety and its prestige. The addressees of these guidelines guarantee that the pursued target is exclusively the mentioned one.

The management of the promotional activities shall be carried out by considering the following principles of reference:

- ISS Palumbo identifies a counterparty to develop promotional activities together, which has to satisfy the requirements of professional honesty and fairness. The contracts are drawn in written and they have to contain clauses which make also the counterparty respect the undertakings of ISS Palumbo regarding anti bribery.
- The accounting documents and the documents related to the stipulated agreements shall be filed, recorded and kept according to ISS Palumbo dispositions.

³ The promotional activities are defined as any event or activity organized with the aim of creating opportunities of business promotion.

6. Financing to political parties

It is forbidden any kind of payment to political parties, nor to their representatives.

7. Charities

Gifts to charities are to be approved by the Board of Directors of ISS Palumbo and they may be given only on condition that they are not given with the aim of obtaining either a personal, or financial or political advantage for a public officer or any supplier/customer/third party (or their families). The gifts have not to be given with the purpose of influencing improperly the beneficiary or with the purpose of obtaining any commercial advantage and they have to satisfy the following principles:

- They have to be in line with the approved annual budget;
- Among the beneficiaries may be only charities and no profit organizations, incorporated and registered in the respect of the current law. An individual cannot be any way beneficiary of a gift;
- All the gifts have to be traceable and properly and accurately documented in written;
- The beneficiary has to be a respectable organization and to have a good reputation.

All the gifts have to comply with the Corporate Social Responsibility approach.

8. Third parties and Due Diligence

ISS Palumbo may be deemed responsible for “indirect” payments done or offered to any entity or subject by a third party on behalf of the company. Within the collaboration with third parties, in order to identify potential bribery risks, it is fundamental to carry out a proper Due Diligence regarding their background and their reputation.

In particular the following areas require a careful risk assessment before the beginning of any collaboration, joint venture, etc.:

- Risk assessment of fraud, bribery and concussion linked to the country where the activity is carried out;
- Analysis of the potential commercial partners of third parties.

Among the “Red Flegs” to which it is necessary to pay attention as indicative of potential infringements of antibribery laws there are:

- The recommendation to the company from a public officer to recruit a specific third party;
- The request to ISS Palumbo from a third party to recruit someone by avoiding the internal staff selection procedures;

- The wage proposed for a third party recruited by ISS Palumbo is too high in comparison with the market tariffs without a reasonable reason;
- The request made to ISS Palumbo by a third party recruited by the company to do the payments: in a country or a geographic area different from its place of residence or from the place where there is the head office of its business or in a “fiscal paradise”; in favour of unknown third parties; to split the payments on different bank accounts; to pay on a bank account in a different country from the place of residence of the third party or from the place where the business will be carried out; any other unusual financial request;
- A third party who ISS Palumbo tries to recruit doesn't have sufficient qualifications or the necessary staff to carry out the required services;
- A third party relies a lot on his own political or institutional contacts rather than on his own technical competence or on the time dedicated to the assigned task;
- From the examination of the supplied references, it results that the third party doesn't have a good reputation nor he is well known in the sector;
- A third party that ISS Palumbo would like to recruit doesn't want to accept the terms and the conditions concerning the respect of antibribery laws;
- A country where ISS Palumbo operates or is going to operate is known as high bribery risk area;
- The same third party has been engaged more than one time without any reasonable justification for such repeated charges;
- A third party insists to be paid for a commission before having subscribed a contract with the company or to carry out a job for it;
- A third party asks to be paid cash and/or refuses to subscribe a formal charge or to issue an invoice or a receipt of payment;
- A third party asks for huge gifts and entertainments before beginning or carrying on the contract negotiations and supplying any service;
- A third party ask for the payment to be done in such a way to ignore potential law infringements;
- A third party asks to recruit a friend or relative of him or to ensure an advantage for them;
- An invoice from a third party has not a standard format or it is unusual;
- A third party refuses to put down in writing the agreed terms;
- The charge in an invoice related to a commission or a fee seems to be huge or unproportioned to the service rendered;
- The request of a third party to use an agent, intermediary, consultant, distributor or supplier not usually used by the company or unknown for the company;
- The offer by a third party of a gift improperly huge or of a kind of luxurious hospitality.

We remark that the list above is not to be considered as exhaustive and that also other circumstances may be a signal of potential infringements of the law regarding bribery.

Should any doubt arise about the legitimacy of a potential third party, before subscribing any kind of agreement with that third party, it is necessary to share the doubts with the manager of the Risk and Compliance function.

9. Human resources

The process of research and selection of the human resources in ISS Palumbo is carried out, among others, in the respect of the principles of non-discrimination, absolute impartiality, autonomy and independence of judgement, aimed at guaranteeing that the final decision is detects the subjects which are the most suitable for the position in subject and contains an offer coherent with the values of the market of reference, thus guaranteeing the equal access to the job opportunities.

The candidates shall declare, according to the applicable laws:

- Relationships with public officers, if any;
- Ended legal proceedings;
- Civil or criminal legal proceedings at their charge related to illicit activities, if any.

10. Accounting books, accounting records and internal audit requirements

According to the legal dispositions the accounting records of ISS Palumbo have to be accurate and trustful. All the accounting records, including the expenses reports, the accounting tables, the registers of rendered services, the activity reports, the report for the auditors and the public bodies, are to be prepared by respecting the diligence and honesty principles.

The accounting records of ISS Palumbo don't have for whatsoever reason supply false or misleading information. In no way it is allowed to allocate goods or funds of ISS Palumbo that have not been declared or registered. At any time, the compliance with the general accepted accounting principle or the established internal audits is required. All the payments and the other activities are to be supported by an invoice and a contract or an order containing enough details to describe the supplied services and being in line with the internal procedures. All the payments are to be properly registered in the accounting books, accounting reports and accounting tables, in reasonable time and sufficiently detailed. It is strictly forbidden to report false, mendacious, misleading, imprecise or adulterated information within the accounting books, the company's

reports and the accounting tables of the company. The expenses are not to be hidden or voluntarily wrongly classified in order to allow illegal payments. All the payments done or received by ISS Palumbo are to be properly registered in the accounting books and in the company's reports. All the financial operations are to be authorised by the specific organs according to the provisions provided for by the internal audit procedures. In no way it is possible to create funds that are not either declared or registered.

11. Responsibility

The functions listed in the table below have specific responsibilities regarding these guidelines as better detailed below:

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|--------------------------|---|
| Risk and Compliance | <ul style="list-style-type: none"> • Keeping and updating the register for gifts and hospitality given and/or received by ISS Palumbo. • Supplying assistance and support to the direct manager/employees with regard to the mechanism of application of the guidelines • Reporting to the supervising body of ISS Palumbo. |
| Finance & Administration | <ul style="list-style-type: none"> • Communicating to the function Risk and Compliance the data to update the register for gifts and hospitality given and/or received by ISS Palumbo. • Reporting to the supervising body of ISS Palumbo. |
| Communication | <ul style="list-style-type: none"> • Communicating to the function Risk and Compliance the data to update the register for gifts and hospitality given and/or received by ISS Palumbo. • Reporting to the supervising body of ISS Palumbo. |
| Function manager | <ul style="list-style-type: none"> • Reading the questions of the employees regarding the following: <ul style="list-style-type: none"> - Facilitation Payments; - Due Diligence about third parties; - gifts, hospitality and entertainments in favour of the company or from the company exceeding the economic limits provided for by these guidelines; - if necessary, authorizing to give or receive exceptional gifts and/or hospitality, filling in the relevant forms and |

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| | transmitting them to the person in charge of the updating of the registers. |
| Supervising body | <ul style="list-style-type: none">• Evaluating and analysing the infringements of these antibribery guidelines, if any.• Receiving and analysing reports about the contents of the registers.• Reporting to the Board of Directors of ISS Palumbo at least twice a year. |