

ANTI-CORRUPTION AND CONFLICT OF INTEREST POLICY

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1 Introduction

This *Anti-Corruption and Conflict of Interest Policy* (hereinafter referred to as the “Policy”) is inspired by the principles outlined in OverIT's Code of Ethics. It aims to provide a systematic framework for the anti-corruption measures that the Group has developed and implemented over time.

Preventing corrupt practices and conflict of interest scenarios is crucial for maintaining the trust of our stakeholders and protecting the Group's reputation.

2 Terms and definitions

Affiliates: the companies subject to the management and control of OverIT S.p.A. and that form part of the OverIT Group, and all those that may become part of the Group from time to time.

Conflict of Interest: a conflict between the private interests and official responsibilities of an individual who is in a “position of trust” for the entity they represent. Such circumstances may therefore affect the individual's unbiased fulfillment of their duties and responsibilities, and in particular their ability to make fair and independent decisions in the interest of the Group.

Bribery or **Corruptive Practice**: conduct that consists of giving, offering, promising, receiving, accepting, requesting or soliciting, either directly or indirectly, money or other benefits, whether tangible or intangible, in order to obtain or maintain an undue advantage in the performance of company business, regardless of whether the beneficiary of the bribery deed is a person acting on behalf of a company (public or private) or within the scope of a trusted relationship, irrespective of where the bribery deed is performed, and of whether the result of such deed results in actual advantage or improper performance of a function or activity.

Customer: legal entity to whom OverIT sells its product(s) and/or service(s).

Executive Team: senior management individuals in charge of a significant number of decision-making processes within an organization.

Provider: any entity that qualifies as a supplier to the Company (natural person, legal entity, other entity).

OverIT Group, Group or **OverIT**: corporate group comprising companies subject to the management and control of OverIT S.p.A., i.e., OverIT International Inc., OverIT GmbH and OverIT U.K. Ltd.

Invitation: intangible benefit aimed at displaying consideration for others. Its value depends on the guests and contingent circumstances (e.g., invitation to a sporting event, concert, etc.).

Supervisory Board (or "SB"): collegiate body, comprising members from both within and outside OverIT S.p.A., which is responsible for supervising and monitoring compliance with the Code of Ethics and the OMC Framework.

Organization, Management and Control Framework (i.e., "OMC Framework"): set of protocols that regulate and define the corporate framework and the management of its sensitive processes. If properly developed, adopted, updated, and implemented, this tool mitigates the risk of wrongdoing in criminal offenses.

Partner: a freelance professional, legal person or company, in the IT or non-IT sector, who teams up with OverIT by subscribing to the "OverIT Partner Program" ("OPP") or other partnership agreement.
Gift: tangible or intangible asset offered in the framework of a relationship. Its value may depend largely on circumstances and people (e.g., bottle of wine, watch, subscriptions to services, etc.).
Internal reporting: communication (so called “whistleblowing”) either written or oral, regarding information on violations, that is submitted through the internal reporting channel activated by the Company which is aimed at guaranteeing, also through the use of encryption tools, utmost confidentiality on the identity of the reporting person, the person involved and the person in any event mentioned in the report, as well as on the content of the report and the relevant documents. The report may be confidential, when the name of the reporter is known, or anonymous, when the identity of the reporter is not made explicit or otherwise uniquely identifiable; also in this case, its management is strictly confidential.
External reporting: communication (so called “whistleblowing”) either written or oral, regarding information on violations, that is submitted through the external reporting channel activated by the National Anti-Corruption Authority (ANAC) which is aimed at guaranteeing, also through the use of encryption tools, utmost confidentiality on the identity of the reporting person, the person involved and the person in any event mentioned in the report, as well as on the content of the report and the relevant documents.

3 Scope of application

This *Policy* applies to all OverIT Subsidiaries and all OverIT employees, contractors, Suppliers, Customers, Partners and stakeholders. In addition to adhering to current legislation, they must comply with the principles of this *Policy* at all times and under all circumstances. Their actions reflect the image of the Group daily. Hence, any unethical conduct will have direct and far-reaching repercussions.
All employees sign an acknowledgment of the Code of Ethics, this Policy and other key documents relevant to business process management upon onboarding.

4 General principles

OverIT strives to promote a corporate culture driven by the principles of transparency and integrity and encourages the adoption of high ethical standards in business activities. To this end, OverIT collaborates exclusively with stakeholders who meet the requirements of professionalism, ethics, honesty and transparency. Any relationship undertaken with OverIT's stakeholders (including Suppliers, Partners and Customers) shall be rooted in mutual respect and may involve, among other things, the sharing of know-how and confidential information.
In this context, OverIT has adopted a Code of Ethics and an OMC Framework aimed at identifying, managing, recording, and monitoring Conflicts of Interest, including potential ones, that may arise among employees, collaborators and other stakeholders. These measures are also designed to prevent the perpetration of Corruptive Practices, which OverIT strictly prohibits.

Since employees and contractors are more exposed to the risk of Bribery and Conflict of Interest, OverIT has disseminated a set of practices aimed at guiding their conduct.

5 Prevention of Corruption and Conflicts of Interest

This Policy provides a systematic framework of conduct rules to be followed in daily activities to prevent Corruptive practices both within and outside the Group, especially when criminal elements are identified. The occurrence of a corruptive act requires the presence of several cumulative factors.

5.1 Gifts and Invitations

Proper management of Gifts and Invitations is essential in mitigating the risk of Bribery, protecting corporate reputation, and avoiding practices that conflict with the ethical principles and values outlined in the Group's Code of Ethics, such as:

> *"OverIT does not allow any form of gratuity that is aimed at acquiring favorable treatment in the conduct of any business that can be linked to it or that is such as to even generate the suspicion of having acted in the interest and on behalf of the Company."*

> *"(...) it is forbidden to accept, receive, give or offer any form of gratuity towards representatives of the Public Administration, Public Officials, or private individuals with whom OverIT has or may have business relations."*

Accepting and offering Gifts and Invitations may constitute Bribery if they are intended to obtain an undue favor from the recipient in return. Therefore, rules and precautions must be followed to ensure that such Gifts and/or Invitations are not aimed at gaining or granting an inappropriate advantage or influencing a decision. At times, the line between courteous conduct and Bribery can be difficult to discern.

The following paragraphs are intended to guide recipients of this Policy in making the correct decisions when offering or receiving Gifts or Invitations.

At all times, all Gifts and Invitations offered or received must comply with this Policy, the applicable legislation of the relevant country, and be evaluated against the anti-corruption policy of the offeror or offeree.

5.1.1 OverIT Guidelines on the Reception of Gifts and Invitations from Third Parties

Whenever an OverIT employee or collaborator receives a Gift or Invitation from a third party (Supplier, Partner, Client, etc.), within the scope of their professional activity, they should first consider:

- whether the purpose of the Gift/Invitation could be considered Bribery;
- whether it implies undue compensation;

- whether the offeror's conduct may lead to perceiving the action as unlawful, including through consultation with their manager and/or the Legal department for decision-making support.

After determining that the purpose of the Gift/Invitation is not to influence their decision, they should then assess its value.

As a general rule, Gifts and Invitations should display the following basic features so as to avoid being considered Bribery:

- not consist of cash payment;
- be made in good faith in relation to legitimate purposes;
- not be motivated by a desire to exert illicit influence or the expectation of reciprocity;
- comply with local laws and regulations applicable to the Public Official, Person in Charge of a Public Service, or private individual, including any relevant stakeholder's code of conduct.

Hence, the scenarios may be as follows:

- if it is determined that the purpose is potentially corruptive, the employee or collaborator must not accept the Gift or Invitation, regardless of its value;
- if the employee or collaborator rules out the corruptive purpose, they may accept the Gift or Invitation only if its value is modest.

Therefore, if a Gift or Invitation does not meet the standards set forth in this Policy, it should be politely declined and returned when appropriate.

5.1.2 Guidelines as to when OverIT offers gifts or invitations to third parties

Whenever an OverIT employee or collaborator intends to offer a Gift or Invitation to a third party (Supplier, Partner, Client, etc.), within the scope of their professional activity, they should follow the same guidelines to ensure that Gifts or Invitations:

- do not consist of cash payment;
- are made in good faith in relation to legitimate purposes;
- are not motivated by a desire to exert illicit influence or the expectation of reciprocity;
- comply with local laws and regulations applicable to the Public Official, Person in Charge of a Public Service, or private individual, including any relevant stakeholder's code of conduct.

After verifying the above conditions, the employee/collaborator shall inform their supervisor and:

- enter the aforementioned Gift or Invitation as such in OverIT's management system, possibly classifying it by type of Gift/Invitation;
- or notify the Finance and Legal & Sustainability function by e-mail as appropriate.

5.2 Representation expenses

OverIT may incur representation-related expenses for promotional or public relations purposes (e.g., securing travel for its collaborators, attending trade shows and events to enhance the company's image, meals and restaurants).

Representation expenses must be reasonable and bona fide, meaning they are directly related to:

- the promotion, demonstration, or illustration of products or services;
- the execution or fulfillment of a contract with a public administration entity;
- the development and maintenance of cordial business relationships.

Representation expenses must be accurately and transparently accounted for by the relevant employee to ensure traceability and compliance with the OMC Framework and Anti-Corruption regulations and laws.

5.3 Sponsorships

Even sponsorship activities can raise anti-corruption concerns. As a result, all sponsorship activities are subject to approval in accordance with the Marketing Procedure to ensure they comply with the OMC Framework and Anti-Corruption legislation.

5.4 Management of Conflicts of Interest.

OverIT, as outlined in its Code of Ethics, prohibits employees from taking personal advantage of any opportunities that come to their attention while performing their duties within the Company.

To uphold the principles of integrity, transparency and professionalism in the relationships with its stakeholders, OverIT has identified areas where Conflicts of Interest may arise and has implemented necessary organizational measures to mitigate their potential negative effects.

For example, potential Conflicts of Interest may arise if an employee or collaborator of OverIT:

- receives a benefit at the expense and/or detriment of OverIT or its counterparts;
- has a personal benefit in favoring the interests of one specific OverIT's counterpart over another;
- receives or may receive an inducement- whether in the form of money or other benefit- to favor the interests of specific OverIT's counterparts;
- engages in a transaction with a specific counterpart of OverIT without sufficient business rationale;
- has an interest - of their own and/or of their spouse, relative, or kin up to the 2nd degree - in participating in any stage of a business transaction where the impartiality is compromised by personal motives, affection, or economic interest to the detriment of OverIT or the counterpart involved;
- has personal and/or family economic and financial interests in activities of Suppliers, Customers, competitors (such as, but not limited to, the acquisition of direct or indirect qualified shareholdings in the share capital of such subjects).

All recipients of this Policy must report any potential conflicts of interest to the OverIT Legal & Sustainability as soon as they become aware of them. If they are directly involved, they should refrain from pursuing any activities related to the transaction. The Legal & Sustainability function will conduct the necessary verifications and, if appropriate, advise on how to avoid or terminate the involvement of individuals in transaction where potential Conflicts of Interest are confirmed.

6 Storage

The specific functions involved in the processes outlined above shall ensure that copies of all documentation pertaining to each process are stored and made available to any requests submitted by OverIT S.p.A., i.e., to the requests of the Supervisory bodies (for 10 years, unless otherwise provided for in special regulations concerning the deletion of personal data).

7 References

7.1 Internal references

The document has been drafted in consideration of the following internal references of OverIT.

Reference	Description
Code of Ethics	Comprehensive collection of principles and guidelines that define the values, conduct standards and moral expectations that guide activities and relationships within OverIT and drafted in accordance with the provisions of the Italian Legislative Decree 231/2001.
Certificate of incorporation	Official document that provides up-to-date and certified information on the legal and financial position of a company and reports the powers and proxies granted to individuals or entities to act on behalf of the Company.
Organizational Chart or Corporate Organization Chart	Visual representation of OverIT's organizational structure, displaying the relationships and responsibilities between different roles and departments, available within the Corporate Intranet.

7.2 Legal references

This Procedure complies with the contents of the following relevant legislation.

Reference	Description
UNI EN ISO 9001	ISO reference standard for quality management systems.
Italian Criminal Code	Art. 317 et seq.
Italian Legislative Decree 231/2001 as amended	Rules and regulations governing the administrative liability of legal persons, companies, and associations, including those without legal status, pursuant to the Italian Legislative Decree 231 of 2001
Italian Legislative Decree Legislative Decree 36/2023 as amended	Public Procurement Code (or, "Procurement Code")

Document approval details

	Role	Name	Signature
Approved by:	Chief Executive Officer	Pierpaolo Bergamo	*Signatures have been executed in the Italian version of this Policy*

Review history

Version	Date	Major amendments
N/A	September 13, 2022	Prior to this Policy a number of Procedures were in force that have now become obsolete: *Anti-corruption Policy and Conflict of Interest Management Policy*
1.0	March 5, 2024	Update and unification of previous Procedures in the *Policy for Anti-Corruption and Conflict of Interest Management,* following internal restructuring.
1.1	August 31, 2024	Minor editorial updates to the text.
1.2	October 20, 2026	Integrated information regarding the acknowledgement of this Policy by each employee upon joining the Company.

