

Anti – Corruption Policy

SWS CONSULTING ENGINEERING - Structure, Water & Survey Srl

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PURPOSE

This Anti-Corruption Policy affirms the unwavering commitment of SWS Consulting Engineering - Structure, Water & Survey Srl and all its branches and representative offices (hereinafter referred to as "SWS" or "the Company"), to operate with integrity, transparency, and accountability in full compliance with national and international laws. This policy complements the Company's Code of Ethics, the Organization, Management and Control Model pursuant to Legislative Decree 231/01 ("Model"), and other internal regulations by promoting a culture of legality and responsible conduct across all levels of the organization.

The Company pledges to implement all appropriate measures to prevent, detect, and respond to corruption. This includes reinforcing individual and collective responsibility and integrating ethical principles into all business processes.

SCOPE

This policy applies to all employees and stakeholders of SWS, both in Italy and abroad. It includes, but is not limited to, collaborators, consultants, contractors, partners, suppliers, intermediaries, and any third parties acting on behalf of the Company or maintaining significant business relationships with it. The principles and obligations set forth herein are valid for all operations, regardless of geographic location.

GENERAL PRINCIPLES

SWS unequivocally prohibits any form of corruption—whether direct or indirect, active or passive, public or private. This includes the offer, promise, authorization, or acceptance of money or other advantages aimed at obtaining or maintaining undue benefits. The Company considers not only unlawful conduct but also any ambiguous or improper behavior that might be perceived as corruptive to be in violation of this policy.

Interactions with both public and private entities must be conducted transparently and in a manner that is clearly documented and traceable. Violations may lead to internal disciplinary measures, as well as potential civil and criminal liabilities under applicable laws.

This Policy is also aligned with the anti-corruption principles and procedural guidance issued by International Financial Institutions, including the Asian Development Bank (ADB) and the World Bank (WB), as expressed in their Integrity Principles and Guidelines, Sanctions Systems, and cross-debarment agreements under AMEDD (Agreement for Mutual Enforcement of Debarment Decisions).

LEGAL FRAMEWORK

This Anti-Corruption Policy is designed in full compliance with both national and international legal standards preventing all kind of corruption. The following legal frameworks and regulations form the basis for the implementation of this policy:

- Legislative Decree 231/2001: This Decree establishes the legal framework for corporate governance and compliance in Italy, specifically addressing liability for corporate fraud.
- Legislative Decree 24/2023: Implementing the EU Directive 2019/1937 on whistleblowing protection, this Decree ensures legal protection for individuals reporting fraudulent activities.
- The U.S. Foreign Corrupt Practices Act (FCPA): Governs anti-corruption and anti-bribery practices, applying to U.S. companies and foreign entities doing business with the U.S.

- The UK Bribery Act: Establishes comprehensive provisions to combat bribery and corruption, applicable to all entities conducting business in the UK.
- ISO 37001: A standard for anti-bribery management systems, which includes guidance for fraud prevention.
- Anti-Corruption Law 190/ANAC Guidelines: Italian anti-corruption regulations, which provide guidelines for preventing and reporting fraud within Italian companies.
- Other relevant international legal frameworks: Additional regulations and conventions related to anti-fraud and anti-corruption measures, such as the UN Convention against Corruption and OECD guidelines.

The Policy also considers applicable local regulations in the jurisdictions where SWS operates and incorporates international standards and guidelines such as of Multilateral Development Banks (MDBs), the European Investment Bank, and others.

By aligning this policy with these comprehensive legal frameworks, SWS ensures that its efforts to combat corruption are robust, comprehensive, and consistent with best practices globally.

BRIBERY OF GOVERNMENT OFFICIALS PROHIBITED

No director, officer, employee, agent, or business partner may directly or indirectly, give, offer, promise, or authorize bribes, kickbacks, payoffs, or other improper payments or transfers of anything of value to any Government Official with the intention to influence the official in the performance of his or her official functions and thereby secure a business advantage. “Anything of value” includes cash, cash equivalents (such as gift vouchers and gift cards), loans, offers of employment or education, club memberships, as well as gifts, business hospitality (meals and entertainment), and travel that do not comply with the requirements of these Policy.

The provision of gifts, business hospitality, discounts and travel accommodations to Government Officials is improper if corruptly offered, given, or received, in order to obtain or retain a business advantage, and even if permitted, may be highly regulated by local law.

The Company also prohibits facilitating payments or “grease payments” (money provided to government employees whose duties are essentially ministerial or clerical to facilitate or expedite performance of their assigned responsibilities).

COMMERCIAL BRIBERY PROHIBITED

The Company also prohibits bribery in the context of private transactions, i.e., transactions not involving government officials. Thus, no director, officer, employee, agent, or business partner may, directly or indirectly:

- Give, offer, promise, or authorize bribes, kickbacks, payoffs, or other improper payments or transfers of anything of value to individuals, employees, representatives, or agents acting on behalf of commercial (i.e., non-government) customers or counterparties for the purpose of obtaining or retaining business or securing any improper advantage;
- Agree to receive, or accept kickbacks, payoffs, or other improper payments or transfers of anything of value in connection with SWS business. The provision or receipt of gifts, business hospitality and travel to non-governmental commercial customers and business partners must in all cases be reasonable and not lavish. Nevertheless, it is prohibited to improperly offer, promise, or give personal benefits to

employees and representatives of other companies, such as customers or suppliers, in order to receive a benefit in return.

APPLICABILITY TO THIRD PARTIES ACTING ON BEHALF OF SWS

These principles apply to third parties that act on the Company's behalf. Third parties, therefore, may not give, offer, request, promise, authorize, or accept bribes or make any payments on the Company's behalf that violate this Policy.

Each contract with third parties shall include all appropriate measures to ensure that:

- All remuneration paid to third parties is appropriate according to the nature of the goods or services received;
- Third parties with whom SWS does business, do not use any portion of such remuneration to make payments that conflict with these principles or applicable law.

Agreements with third parties are in writing, indicate the goods or services to be provided, the fees to be paid for such goods or services, and include appropriate Anti-Corruption clauses in addition to other relevant contractual provisions.

Sufficient background checks and other appropriate due diligence procedures have to be performed with respect to third parties under consideration.

CHARITABLE DONATIONS AND SPONSORSHIPS

No donation, whether made to a government agency or any other charitable organization, may be made with the purpose or intent of benefitting the personal interest of Government Officials. Adequate due diligence processes and controls are critical on the organization receiving the donation to avoid potential conflicts of interest.

OBLIGATIONS OF PERSONNEL

All personnel are expected to know and understand the Anti-Corruption Policy, Company's Code of Ethics, the Organization, Management and Control Model pursuant to Legislative Decree 231/01 ("Model"), and any other Police or Procedure that regulate the SWS Business Conduct. All personnel must act in full compliance with it and uphold the relevant national and international legal standards. Employees and collaborators are also required to report any suspicious behavior or violations they become aware of, using the appropriate channel.

ANTI-CORRUPTION MANAGEMENT SYSTEM

The Company has adopted an Anti-Corruption Management. This system is seamlessly integrated into SWS's operational framework and includes monitoring and periodic updates. It incorporates well-defined responsibilities, structured procedures, regular risk assessments, and mechanisms for internal control. Reports of misconduct are addressed through secure communication channel, with corrective measures applied when necessary.

ANTI-CORRUPTION COMPLIANCE COMMITTEE

To ensure effective implementation of this policy, SWS has designated a dedicated Anti-Corruption Committee (ACC). This is responsible for overseeing the management system, advising staff, promoting ethical behavior, and ensuring compliance with relevant laws. The ACC, composed by dedicated SWS personnel, Supervisory Board (“ODV”) and independent third-party resources if needed, reports regularly to CEO, providing insights into the system’s performance and areas for improvement.

TRAINING AND AWARENESS

SWS organizes training programs aimed at increasing awareness of anti-corruption measures among its employees and partners. These initiatives are designed to enhance the capacity of all personnel to recognize and prevent unethical practices, with training content adapted to roles and levels of risk exposure. The Company fosters an environment where ethical conduct is integral to day-to-day operations.

REPORTING AND WHISTLEBLOWER PROTECTION

The Company encourages anyone who becomes aware of potential corruption or violations of this policy to report such incidents through designated, confidential channel. Whistleblowers are guaranteed full protection from retaliation or discrimination. Reports will be handled discreetly, and investigations will be carried out impartially and objectively.

DISCIPLINARY MEASURES

Violations of this policy or the Anti-Corruption Management System are subject to disciplinary sanctions, which will be determined based on the severity of the offense. These may include warnings, suspension, dismissal, or legal action in accordance with applicable labor laws and contractual agreements.

COMMUNICATION AND REVIEW

This Policy has been approved by the Board of Directors and is disseminated internally and externally through appropriate channels, including the Company website. It will be reviewed periodically or whenever significant regulatory, organizational, or operational changes occur based on national or international updates. SWS remains committed to upholding the highest ethical standards through ongoing improvement of its anti-corruption framework.