

# Code of Ethics

**SWS CONSULTING ENGINEERING - Structure, Water & Survey Srl**

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## PURPOSE

*“The quality of our services and the success of our business depend on many variables, and among them is acting in a fair and honest manner every day as socially responsible individuals. We strongly believe in Corporate Social Responsibility in a context where our business operations generate a significant positive impact on the environment and the local communities where we work”.*

SWS Consulting Engineering - Structure, Water & Survey Srl and all its branches and representative offices (hereinafter referred to as "SWS" or "the Company") adopts this Code of Ethics to formalize its commitment to integrity, transparency, responsibility, and sustainability across all its operations, both in Italy and abroad.

This document complies with Legislative Decree 231/2001, Italian Law 190/2012 and guidelines issued by the National Anti-Corruption Authority (ANAC), the OECD Guidelines for Multinational Enterprises, ISO 37001:2016 on anti-bribery management systems, ISO 37002:2021 on whistleblowing, and other international standards including the U.S. FCPA, UK Bribery Act, and France’s Sapin II Law.

It also considers the standards and principles of the major development banks (ADB, WB, African Development Bank, European Investment Bank) in line with applicable local regulations.

The Code of Ethics outlines the principles and standards of conduct expected of all those who act in the name or on behalf of the Company.

The Company operates on the basis of the following principles:

- Legality, transparency, honesty, and accountability;
- Equity, equality, and protection of individuals;
- Environmental responsibility and sustainable development;
- Confidentiality and data protection;
- Fair competition and professionalism;
- Prevention of corruption, fraud, and conflicts of interest;

These values must guide all decisions and relationships, internal and external, in Italy and abroad.

## SCOPE

This Code of Ethics applies to all directors, employees, consultants, contractors, suppliers, and third parties operating on behalf of SWS.

All recipients are expected to read, understand, and comply with this Code and ensure its dissemination within their areas of responsibility.

## RELATIONS WITH STAKEHOLDERS

SWS promotes fairness, clarity, and collaboration in all external relationships, including:

- **Clients:** providing high-quality, ethical, and transparent services;
- **Suppliers and Contractors:** selecting them based on quality, compliance, and integrity;
- **Business Partners:** engaging only with reputable, law-abiding entities;

- **Public Institutions:** respecting public administration rules and avoiding any influence practices.

The provision or receipt of gifts, business hospitality and travel is regulated by SWS Anti-Corruption Policy.

## WHISTLEBLOWING

The Company has implemented secure and confidential channel for reporting illegal or unethical conduct, in compliance with Legislative Decree 24/2023 and Directive (EU) 2019/1937. The rules for accessing the confidential channel are regulated by the SWS Whistleblowing Policy

The Company guarantees:

- **Zero Retaliation:** Any individual found to have engaged in retaliatory actions against a whistleblower will face disciplinary consequences, which may include dismissal.
- **Confidentiality:** All reports are treated with the highest level of confidentiality. The identity of the whistleblower will be protected to the greatest extent possible.
- **Legal Remedies:** Whistleblowers who believe they have faced retaliation can seek legal remedies under applicable national and international laws.

## ANTI-CORRUPTION AND ANTI-FRAUD GUIDE

SWS adopts a zero-tolerance policy towards corruption and fraud. For this reason, The Company has implemented an Anti-Corruption Policy and Anti-Fraud Policy, available on SWS Website.

## ACCOUNTING AND FINANCIAL INTEGRITY

SWS ensures full compliance with national and international accounting standards. All transactions must be properly authorized, documented, and verifiable.

Employees involved in finance must collaborate with SWS managers with maximum transparency.

## CONFLICTS OF INTEREST

SWS Professionals shall avoid situations that could give rise to a conflict of interest or which could affect their capacity to act or decide impartially and in the best interest of SWS.

When faced with a potential conflict of interest: communicate it to your superiors or through confidential channel act with professionalism and loyalty to SWS, and refrain from intervening or influencing in the transaction.

## RESPECTING DIGNITY AT THE WORKPLACE

SWS commitment to the values in this Code would not be credible if they were not reflected in an employment relationship based on respecting the dignity of every employee. The employment relationship shall be free from any abuse of authority or any conduct that might seriously offend others.

SWS operates in various cultures, with different customs that we have to learn about and respect, acting in

a respectful manner and according to the different social norms.

SWS is committed to providing a workplace free of discrimination and harassment.

## **DATA PRIVACY AND PROTECTION**

In accordance with the GDPR (EU 2016/679), SWS protects personal and sensitive data collected during its activities.

All employees must ensure data is used lawfully and securely, respecting privacy rights.

## **WORKPLACE HEALTH AND SAFETY**

SWS guarantees safe working environments in compliance with Legislative Decree 81/2008, and any other similar laws in all countries where SWS works and relevant international standards.

Employees must use protective equipment, follow safety instructions, and promptly report any risks or incidents.

## **ENVIRONMENTAL RESPONSIBILITY**

SWS conducts its activities with respect for the environment. The Company:

- Complies with environmental laws;
- Promotes sustainable design and engineering practices;
- Minimizes waste and environmental impact in all operations.

## **DIVERSITY AND INCLUSION**

SWS is dedicated to fostering a diverse and inclusive workplace. All workforce members contribute to Company performance and are vital to the achievement of business targets and results. Around the world, SWS strives to ensure equal employment opportunities for members of our workforce based on merit without regard to race, color, sex, sexual orientation, gender identity, transgender status, age, marital status, religion, national origin, disability status, genetic information, political opinions or any other basis protected by local laws, as applicable. This Principle applies to all terms and conditions of employment.

Those who provide input into employment decisions should ensure that our workforce members are hired and rewarded based solely on their qualifications, achievements, and capabilities. Each member of the SWS workforce plays a key role in creating equal opportunity for others.

## **IMPLEMENTATION, SUPERVISION AND REVIEW**

This Code of Ethics may not be able to provide an answer to each situation and ethical dilemma we are presented with in the workplace. This is why SWS makes available to all those who must comply with the Code, as well as our clients, suppliers and business partners, the Anti-Corruption Committee (ACC) with the aim to oversee the implementation and compliance of this Code.

The Company also commits to reviewing the Code of Ethics and associated policies whenever significant legal or operational updates arise, to ensure continuous alignment with evolving best practices and national and international regulations.

## **TRAINING AND AWARENESS**

SWS organizes training programs aimed at increasing awareness of Code of Ethics principles 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.

## **DISCIPLINARY MEASURES**

Violations of Code of Ethics 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 Code of Ethics 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.

## **APPENDIX**

### **INTERNATIONAL STANDARDS AND GUIDELINES**

SWS recognizes the importance of aligning its ethical standards and operational principles with leading international frameworks. The following documents and guidelines serve as key references to ensure the highest levels of integrity, accountability, and social responsibility across all company activities:

#### ***Asian Development Bank (ADB):***

**1. Integrity Principles and Guidelines (IPG) – 2015**

Core rules addressing corrupt, fraudulent, coercive, collusive, abusive, obstructive practices, and retaliation, applicable to all ADB-financed or supported activities.

**2. Anticorruption Policy – 1998 (revised in 2004 and 2006)**

Foundational policy establishing adb’s “zero tolerance” principle against corruption and integrity violations in projects.

**3. Investigation and Enforcement Framework (IEF) – 2024**

Supersedes the ipg as the formal procedural framework for investigations, sanctions, suspensions, reinstatement, and publication of decisions. Includes mandates for the integrity enforcement committee and the enforcement appeals committee.

**4. Administrative Order AO 2.10 – Whistleblower and Witness Protection**

Provides protection measures for whistleblowers and witnesses, including confidentiality safeguards, anti-retaliation provisions, and secure reporting channels.

**5. Procurement Guidelines** – including anticorruption provisions applicable to consultants and contractors, and integrity due diligence (idd) guidelines, especially in relation to local partners and intermediaries.

**6. Project Administration Instructions (PAIs)** – particularly those related to fiduciary controls, integrity risk management, due diligence, and the obligations of executing and implementing agencies.

**7. Review of the Implementation of ADB’s Governance and Anticorruption Policies – 2006**

Strategic report assessing the effectiveness of adb’s policies and recommending an action plan to strengthen governance, integrity, and transparency in adb-funded operations.

**8. Anticorruption Guidelines in Project Design and Capacity Development**

Internal guidance for integrating preventive measures into infrastructure projects, policy-based loans, and technical assistance. Emphasizes risk assessments and mitigation measures.

#### ***World Bank Group (WB):***

**1. Guidelines on Preventing and Combating Fraud and Corruption in Projects Financed by IBRD Loans and IDA Credits and Grants – 2016**

Defines sanctionable practices such as corruption, fraud, coercion, collusion, and obstruction in all bank-financed operations.

**2. Sanctions System Procedures**

Procedures for temporary suspension, appeals, and final decisions under the bank's two-tier sanctions system, including cross-debarment cases.

**3. Agreement for Mutual Enforcement of Debarment Decisions (AMEDD) – 2010**

A multilateral agreement among the major development banks (including ADB) allowing for mutual enforcement of debarment actions related to fraud and corruption.

**4. User-Friendly Anti-Corruption Guidelines – 2006**

A practical, simplified version of the main guidelines, intended for companies and consultants, providing actionable examples of misconduct and key responsibilities for prevention.

**5. INT Guidance (World Bank Integrity Vice Presidency)**

Provides best practices on third-party due diligence, voluntary compliance programs, self-reporting, cooperation during investigations, and integrity standards in development operations.