

DEXELANCE

ANTICORRUPTION POLICY

DEXELANCE GROUP

Approved by the Board of Directors on 30 January 2026

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1. Introduction

The **Dexelance Group** (hereinafter referred to as the "Group" or "Dexelance") is against corruption in all its forms, whether direct or indirect, active or passive, carried out in the public or private sector, nationally or transnationally. Dexelance adopts a "zero tolerance" policy towards any corrupt behavior.

This document, the **Anti-Corruption Group Policy** (hereinafter referred to as the "Policy"), is directly applicable to **Dexelance S.p.A.** (hereinafter referred to as the "Parent Company") and all **subsidiaries of the Group** (hereinafter referred to collectively as the "Companies" or, individually, as "the Company").

2. Definitions and glossary

In addition to the terms defined elsewhere in this Policy, the terms listed below shall have the meanings assigned to them herein:

- **CEO:** Chief Executive Officer, the managing director responsible for the operational management of the Parent Company or the Company from time to time;
- **CFO:** Chief Financial Officer, the financial director responsible for the management of financial resources in office at the Parent Company or the Company from time to time;
- **Board of Directors:** the Board of Directors of the Parent Company or the Company in office from time to time;
- **Board of Statutory Auditors or Sole Auditor:** the control body provided for by Italian company law, responsible for supervising the proper management of the company and compliance with the law and the articles of association in office at the Parent Company or the Company from time to time;
- **Control, controlling company or subsidiary and/or affiliate:** have the meaning given to them in Article 2359 of the Italian Civil Code and Article 93 of the Consolidated Law on Finance;
- **Corruption:** The direct or indirect offering, promising, giving, requesting, or accepting of money, gifts, favors, promises, or any other undue benefit/advantage (including non-economic benefits) for the purpose of obtaining or retaining a business, assignment, or other improper advantage, or to influence the independence of judgment or conduct of a person;
- **Risk Management Function:** the corporate function appointed by the Group from time to time to identify, assess, monitor, and manage risks that may affect the achievement of the organization's strategic, operational, financial, and compliance objectives;
- **Internal Audit Function:** the independent corporate function established from time to time by the Group to assess and improve the effectiveness of governance, risk management, and internal control processes;
- **Organization, Management, and Control Model pursuant to Legislative Decree 231/2001:** the model adopted pursuant to Legislative Decree No. 231 of June 8, 2001, aimed at preventing the commission of predicate offenses and ensuring ethical and responsible management of the activities of the Parent Company or the Company;
- **OdV 231:** Supervisory Body in office from time to time. External body provided for by Legislative Decree 231/2001 with the task of supervising the functioning and observance of the organization, management, and control model adopted by the Parent Company or the Company, as well as

ensuring its updating;

- **Corporate Bodies:** refers jointly to the Board of Directors, the CEO, the Board of Statutory Auditors or Sole Auditor, and the Supervisory Body 231;
- **Principles of the United Nations Global Compact:** the ten universal principles developed by the United Nations on human rights, labor, the environment, and the fight against corruption;
- **Public Official/Public Service Officer:** persons acting on behalf of the Public Administration (PA) as defined by the Criminal Code;
- **SDG:** the 17 United Nations Sustainable Development Goals;
- **Stakeholders:** internal or external parties who may influence or be influenced by the Group's activities, decisions, and results;
- **Auditing firm:** the firm appointed from time to time by the parent company's shareholders' meeting to audit the Group's accounts;
- **Public Administration** (hereinafter also referred to as "PA"): the set of entities and bodies that perform administrative functions in the public interest, pursuing general objectives and operating according to the principles of legality, impartiality, good performance, transparency, and accountability;
- **Third Party:** any natural or legal person, public or private, with whom Dexelance interacts.

3. Regulatory sources of reference

This Policy is adopted in accordance with:

- **Legislative Decree 231/2001 (Administrative Liability of Entities):** which provides for the criminal liability of the entity and an exemption for the entity itself if it adopts and effectively implements an Organization, Management, and Control Model suitable for preventing the commission of predicate offenses, including corruption and extortion offenses;
- **The Criminal Code (Art. 314 et seq. for crimes against the public administration) and the Civil Code (Art. 2635 C.C. for corruption between private individuals):** codes that define and punish crimes of corruption;
- **Law No. 190/2012 (known as the "Severino Law"):** provisions for the prevention and repression of corruption and illegality in public administration;
- **Whistleblowing legislation (Legislative Decree 24/2023):** legislation governing the protection of persons who report violations of EU law and national regulations.

4. Policy objectives

The Group aims to promote and maintain a culture of integrity and to implement an effective corruption prevention management system that is proportionate to the risks identified.

Dexelance guarantees full compliance with current legislation and adopts an approach of progressive enhancement of corporate management through strong adherence to principles of responsible and transparent governance, ensuring trust on the part of stakeholders.

In particular, the Policy is based on respect for and promotion of the main international, regulatory, and voluntary anti-corruption references, which the Group uses as a framework for setting and implementing its strategies. In this perspective, the Group:

- refers to the principles of integrity, transparency, fairness, honesty, and respect for the law outlined in the Group's Code of Ethics and in the Organization, Management, and Control Model pursuant to Legislative Decree 231/2001 adopted by Dexelance;
- is committed to contributing to the achievement of the Sustainable Development Goals of the 2030 Agenda, with particular attention to SDG 16 (Peace, Justice, and Strong Institutions);
- is committed to adopting and promoting the principles of the United Nations Global Compact, with a focus on the commitment to fight corruption in all its forms, including extortion and bribery.

5. Scope of application and recipients

The Policy applies to all activities carried out by Dexelance, in Italy and abroad, with exclusive validity on its own activities. It is therefore implemented within the scope of the Group's activities, processes, and offices.

If local regulations—in the countries where the Group operates—are more restrictive than the provisions of the Policy, the national or local regulations in force shall apply. In any case, the provisions of the Policy shall never be interpreted as authorisation to violate applicable laws or regulations in the territories where the Group operates.

In particular, the Policy applies to all levels of the organization and is binding on:

- The Corporate Bodies;
- The Independent Auditors;
- Employees of all qualifications and levels;
- Collaborators in any capacity, consultants, attorneys, agents, and business partners;
- All those with whom the Group has business relations in the course of its activities and/or who act in the name, on behalf, or in the interest of the Group.

(collectively, the "Recipients").

Compliance with and observance of this Policy is an integral part of the contractual obligations of employees and Third Parties with whom the Group has relationships.

Violation of this Policy, internal procedures, or applicable regulations constitutes a breach of contractual obligations and compliance with company rules and will result, for internal personnel, in disciplinary measures proportionate to the seriousness of the conduct, up to and including dismissal for just cause, in accordance with the law and the applicable National Collective Bargaining Agreement, without prejudice to any criminal penalties provided for by law.

For Third Parties, failure to comply with the provisions of this Policy will be dealt with through contractual provisions that may include the suspension of performance or termination of the contract, in addition to any legal action for compensation for damages suffered.

6. Main rules of conduct

Relations with the Public Administration

Interaction with the public administration is considered a high-risk area. Therefore, Dexelance takes care to ensure that relations with public administration entities are managed by persons who have specific powers of attorney or have been formally appointed and delegated by the Group to manage such relations, ensuring that those who maintain relations on behalf of the Group are not in any situation of conflict of interest.

It is strictly forbidden for Recipients to:

- Offer, promise, or give, directly or indirectly, money, gifts, favors, benefits, or other advantages to Italian or foreign public officials or public service employees, as well as to persons connected to them, for the purpose of influencing their decisions and/or remunerating in any way an act of their office, obtaining favorable treatment, or performing operations contrary to their official duties;
- Accepting unlawful requests or pressure from public officials, which are therefore contestable on criminal, administrative, and civil grounds;
- Attempting to improperly influence the outcome of tenders, concessions, authorizations, or public funding;
- Using false or altered documentation in dealings with the public administration. Documentation must be drafted and prepared with the utmost diligence and professionalism, so as to provide clear, accurate, complete, faithful, and truthful information;
- Making contributions, sponsorships, or loans to political parties, trade unions, or their representatives. The distribution of items of modest value that the Company has specially made for advertising purposes (so-called gadgets) to be distributed free of charge in order to promote the dissemination and awareness of the company's brands does not constitute a violation of the aforementioned prohibition, provided that they cannot be interpreted as intended to obtain improper advantages or to influence commercial decisions.

Relationships with Private Individuals (Corruption between Private Individuals)

It is strictly forbidden for Recipients to:

- Offering, promising, giving, requesting, or accepting, directly or indirectly, undue advantages in exchange for performing or omitting an act in violation of the obligations of loyalty, fairness, and contractual fidelity.
- Using one's position in the Group to obtain personal advantages or advantages for third parties to the detriment of the company's interests or those of its business partners.

Accounting and records

Dexelance is committed to ensuring maximum transparency and accuracy in accounting management. All transactions must be properly authorized, recorded in a complete and truthful manner, and accompanied by adequate supporting documentation in order to be able to carry out checks on their nature and purpose. This commitment also involves the implementation and maintenance of an adequate internal accounting control system, capable of ensuring with reasonable certainty that all transactions are carried out in accordance with

the established authorizations, with the correct delegation of powers and in compliance with applicable accounting principles.

It is forbidden to create slush funds, unregistered accounts, or make untraceable payments.

7. Roles and responsibilities

This Policy is approved by the Board of Directors of the Parent Company, which also has ultimate responsibility for its implementation as the highest level of corporate governance.

In this activity, the Board of Directors of the Parent Company is assisted by the Risk Management Function, which plays a role in preventing and monitoring risks relating to corruption in coordination with the Internal Audit Function and the 231 Supervisory Body.

Responsibility for communicating and implementing this Policy to all Group companies lies with the CEO of the Parent Company.

8. Implementation and dissemination mechanisms

Dexelance intends to adopt and disseminate this Policy so that it constitutes the reference framework for relations with all stakeholders.

To this end, the Policy is made available to all Group personnel through official internal communication channels and is published on the Parent Company's and the Companies' websites so that it is available to all interested parties, including customers and suppliers.

The CEOs of the Parent Company or the Companies shall ensure that all Recipients receive adequate and specific training on the principles of this Policy, operating procedures, and relevant regulations, with particular attention to the business functions considered to be at higher risk.

9. Monitoring, control, and review

The Board of Directors is responsible for monitoring the effectiveness of the Policy and, with the support of the Risk Management function, undertakes to periodically map and assess corruption risks (*Risk Assessment*) in order to identify areas of greatest exposure and adopt specific mitigation measures and protocols.

The Policy is subject to periodic review and updating whenever significant changes occur, in order to ensure its consistency with corporate risks, protocols, and procedures, as well as with current regulations and best practices in the field of anti-corruption.

Pursuant to Legislative Decree No. 24/2023, reports of any suspected violations of this Policy and/or applicable regulations may be submitted through the whistleblowing portal of the Parent Company or the Company. Group employees are required to immediately report any violation of the Policy and/or applicable regulations.

As outlined in the current whistleblowing procedure, such reports are received by the Head of Internal Audit, the Group CFO, and the Chairman of the 231 Supervisory Board if they relate to the Parent Company, or by the Group CFO, the Company CFO, and the appointed 231 Supervisory Board if they relate to the Companies.

Therefore, these recipients are responsible for the collective management of any non-compliance relating to the implementation of the Policy.

Dexelance guarantees the confidentiality of the identity of the whistleblower and takes measures to protect the whistleblower from any form of retaliation, discrimination, or unfair disciplinary action.