

MITRIC ANTI-CORRUPTION POLICY

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Introduction

MITRIC SRL is aware of the negative effects of corrupt practices on economic and social development.

The Company, therefore, in pursuing its activities, is committed to fighting Corruption and to preventing the risks of illegal practices, at any level of work and in any geographical setting, both through the spread and promotion of ethical values and principles, and by effectively establishing rules of behaviour and implementing control processes in keeping with the requirements established by the applicable regulations and with the best international practices.

As a concrete implementation of its commitment, the Company has adopted its anti-corruption policy.

MITRIC SRL espouses and promotes policies consistent with the laws and standards of lawfulness for the prevention of corruption and for transparency in business relationships (hereafter, Anti-Corruption Laws), at the national and international levels.

1. Scope

This Policy applies to all employees, Company directors, suppliers, partners, business partners, and more generally to all those with whom MITRIC SRL enters into contact over the course of its activity (hereafter, also collectively, the “Recipients”), who must be held responsible, each for their own sphere of responsibility, for compliance with it, without prejudice to the validity and force of the overall organization of procedures adopted in the area of combatting corruption.

A copy of this Policy is published on the Company’s website and is communicated in the required languages within the organisation and to business partners that pose a higher than low-level corruption risk.

2. General anti-corruption principles

MITRIC SRL’s commitment against corruption prohibits Recipients from soliciting, promising, or offering, or from receiving, directly or indirectly, gifts, favours, or benefits, potential or actual, from or to parties outside the Company, whether they are public officials or public service providers, government representatives, public employees or private citizens, Italian or from other countries, that are such as to result in unlawful conduct or that are at any rate such as to be interpreted by an impartial observer as aimed at obtaining a benefit, financial or otherwise, deemed substantial by custom or by common understanding, to be understood also as easing or guaranteeing the performance of services owed in the business activities. MITRIC SRL defines Corruption as conduct by anyone who, in carrying out activities directly or indirectly on behalf or in the interest of MITRIC SRL, offers, promises, receives, or gives undue benefits and/or compensation to third parties, directly or indirectly (and therefore also through a third party), in order to gain an advantage personally or for MITRIC SRL or third parties. The Policy makes no distinction between “bribery of a Public Official or a Public Service Representative” and “bribery of a private individual.” For the purposes of this Policy, the definitions of corruption adopted respectively by Transparency International (“the abuse of entrusted power for private gain”) and by the World Bank (“offering, giving, receiving or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party”) shall be used as generally recognized references.

Each Recipient is required to read, understand, and apply the procedures and protocols adopted by the Company and to behave in compliance with its content. Each employee and in general each Recipient is responsible for achieving adequate levels of corruption prevention; it is therefore strongly hoped that Corruption Prevention will be an integral part of corporate management and that this Policy will be disseminated to all personnel, to anyone operating on behalf of MITRIC SRL, and to anyone who so requests, in order to raise the awareness of employees/collaborators and to inform all interested parties of the Company's commitment to minimizing corruption risk.

MITRIC SRL espouses and promotes policies consistent with the laws and standards of lawfulness for the prevention of corruption and for transparency in business relationships at the national and international levels, does not tolerate Corruption in any form, and prohibits Recipients to:

- offer, promise, give, pay, or authorize someone to give or to pay, directly and/or indirectly, an economic advantage or other benefit to a Public Official or to a private party (active bribery);
- accept demands or solicitations, or authorize anyone to accept or solicit, directly or indirectly, an economic advantage or other benefit from anyone (passive bribery), when the intention is to:
 - induce a Public Official or a private party to carry out improperly any function of a public nature or in any way hinging upon good faith in the exercise of the responsibilities placed in his or her trust, in a professional relationship or also on behalf of private third parties, or to compensate him or her for having carried out any business-related activity;
 - influence an act of office (or neglect thereof) by a Public Official, or any decision in breach of an official duty, also by private parties;
 - influence or compensate a Public Official or a private party for an act of office;
 - obtain, secure, or maintain a business or an undue advantage in relation to the business activity; or at any rate, to violate the applicable laws.

MITRIC SRL therefore requires all its stakeholders to comply with the corruption prevention laws applicable to their context, through the signing of the commitment to prevent corruption.

3. Goals of the Anti-Corruption Policy

MITRIC SRL promotes the Anti-Corruption Policy because it aims to strengthen and consolidate anti-corruption principles, for which MITRIC:

- prohibits corruption at all corporate levels of its organization, and requires its partners and suppliers to comply with the anti-corruption laws applicable to it;
- ensures compliance with the corruption prevention laws applicable to the organization;
- encourages the reporting of suspicions in good faith, or based on a reasonable and confidential belief, with no fear of reprisal;

- establishes the consequences of failure to comply with the corruption prevention policy.

To promote the achievement of this Policy, MITRIC SRL ensures:

- a clear definition of its processes;
- a univocal identification of roles and functions;
- a transparent system of delegations and authorizations;
- a straightforward system of rules, values, procedures, and practices suggested by experience, in order to foster the decision-making process within the organization;
- an extensive system of procurement of goods and services that excludes fraudulent suppliers and supplies through the regular monitoring actions for their qualification;
- an adequate internal controls system addressing the behaviour of all its employees;
- an adequate external controls system addressing the processes of all the Company's suppliers and collaborators.

MITRIC SRL also:

- encourages the good-faith reporting of suspicious cases, guaranteeing the protection of the whistleblower's confidentiality, and ensures the absence of any form of reprisal against him or her for the sole fact of having made the report;
- commits to the continuous improvement of the processes to manage and prevent corruption risks;
- penalizes any form of breach of the corruption prevention procedures and of the content of this corporate policy.

4. Gifts and entertainment

Gifts, presents, and other entertainment expenses are permitted as common practice of professional and commercial courtesy, without prejudice to the prohibition against offering or accepting money, and in keeping with all other corporate provisions in the matter and/or in keeping with the principles of this Policy.

Towards this end, gifts, presents, and any other favour or benefit that the Recipients offer to (or accept from) public or private parties must be in keeping with the following circumstances:

- they must be appropriate, reasonable, and in good faith,
- they must be such as not to (i) compromise the integrity and reputation of any of the parties to the relationship, or (ii) to create, in the beneficiary or in an impartial third party, the impression that they are

aimed at acquiring, maintaining, or compensating undue advantages or at exercising improper or unlawful influence over the beneficiary's activities or decisions,

- they must be recorded, and at any rate not offered or accepted in secret,
- they must comply with Anti-Corruption Regulations and with corporate procedures and protocols.

Without prejudice to the obligation to meet the above criteria:

- Recipients may offer and accept gifts or any other favours or benefits if of modest value in accordance with the customs of the country of reference.
- Hospitality expenses (transportation, stays, meals, entertainment, etc.) are permitted for purposes of business, of promotion of MITRIC SRL's activities, and of development of commercial and partnership relationships.

Among Company employees in a reciprocal relationship in the hierarchy, gifts or presents that are uncustomary or of greater than modest value are not permitted.

5. Reporting

MITRIC SRL's Anti-Corruption Policy encourages the good-faith reporting of events that are suspicious/anomalous/in conflict with the anti-corruption rules.

6. Behaviour or Recipients

Following the communication of this Policy, personnel, collaborators, business partners, and all "Recipients" shall undertake to:

- apply the Policy and procedures defined by the anti-corruption Organization
- provide full support to Management in disseminating and reinforcing anti-corruption principles
- report, also in complete anonymity, in good faith or on the basis of a reasonable belief, attempted, presumed, or committed acts of corruption and any behaviour that might be considered as contrary to the anti-corruption Policy
- report, in good faith or on the basis of a reasonable belief, any suspected breach or shortcoming concerning the corruption prevention management system to the corruption prevention compliance Office or to the appropriate personnel, with no fear of reprisal.

7. Communication of the Anti-Corruption Policy

MITRIC SRL's Anti-Corruption Policy is available as information documented on the Company's institutional website and is communicated within the organization and to pertinent stakeholders in dealings that pose a higher than low-level corruption risk.

8. Violations of regulations and of the Anti-Corruption Policy

Failure to comply with the corruption prevention regulations in force is an act that causes great reputational harm. This is why violation of this Policy, in addition to being against MITRIC SRL's principles, is a serious offence highly disapproved of in all legal systems in which MITRIC SRL operates, and is liable to expose its perpetrators and the entire corporate Group to severe, harmful consequences.

MITRIC SRL shall adopt appropriate measures, such as termination of contracts with and damage claims against suppliers, partners, consultants, and employees in the event of actions committed in breach of anti-corruption regulations and/or this Policy.

MITRIC SRL shall also ensure its full collaboration with the competent Authorities. Any violation shall be pursued with the application of appropriate and proportionate disciplinary penalties, also taking account of whether the behaviour has relevance under criminal law. Violation by third parties of the Policy's principles or of provisions may result, based on the Company's specific assessments, in the failure to establish or in the termination of contractual relationships.

9. Review of the Anti-Corruption Policy

The Anti-Corruption Policy is reviewed as needed during Review by Top Management.

Milan, _____

Chairman of the Board of Directors