



## ANTI-CORRUPTION POLICY

### 1.1 General rules of conduct for the crime of private corruption

**Purpose and scope:** this policy applies to STM S.p.A. in its relations both between private entities and with Public Administrations. It applies to directors, control bodies, employees, collaborators, and third parties (such as suppliers, consultants, agents, and partners).

**Essential definitions:** “corruption” means the promise, offer, request, or acceptance of money or any other undue benefit, directly or through third parties, in order to obtain or retain an improper advantage.

The operations and activities of STM S.p.A. must be carried out in full compliance with all applicable laws, company regulations, and the Company’s Code of Ethics, and therefore in accordance with the principles of transparency, fairness, objectivity and traceability in the performance of individual activities.

Furthermore, given the particular nature of the conduct relevant to the crime of private corruption, enhanced safeguards are provided regarding commercial transactions, including specific controls over reward or incentive systems.

In general, all internal functions involved must ensure, in performing their duties, adequate control over the use of company resources, including customary gifts, in order to always ensure full consistency with legal provisions, company regulations, and the Company’s Code of Ethics.

The definition of expenditure budgets and the related authorization and accountability processes is carried out internally on the basis of established rules, which provide for direct oversight of the entire process by the competent Managers who have authorized the expenditure.

Oversight activities also involve the use of tracking systems and tools capable of ensuring the full reconstruction, over time, of all responsibilities, actions taken, and the reasons behind the decision made.

The Company, with the support of the IT department, is responsible for the filling and preservation of all relevant documentation produced, including that in digital or electronic form, as well as of finalized agreements/conventions/contracts, within the scope of activities pertaining to the process of establishing relationships/contracts.

Also relevant, for the purpose of preventing private corruption offenses, is the correct and thorough assessment of partners and suppliers. Whenever the process involves collaboration with external parties,



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each Manager is required to ensure an adequate evaluation of the counterparties to whom assignments or consultancies are entrusted; such evaluations must be based on factors such as competitiveness, usefulness, price, integrity, reliability, and the ability to provide effective ongoing support.

## 1.2 General principles of conduct and implementation

**Explicit prohibitions:** (i) any undue benefit in cash or equivalent form (such as vouchers or gift cards) is prohibited; (ii) facilitation payments are prohibited; (iii) gifts are prohibited during ongoing tenders, negotiations, or authorization procedures; (iv) undocumented or non-relevant reimbursements are prohibited. In case of doubt: do not proceed and request instructions from the Policy Owner.

With reference to behaviors carried out by the Administrative and Control Bodies, as well as by managers and employees ("Company Representatives") of the Company, and by external collaborators and partners, the objective is to:

- a) Provide a list of general principles and specific procedures (contained in this Policy) that the Recipients are required to follow to ensure the correct application of the Anti-Corruption Policy;
- b) Provide the heads of the various company functions with the operational tools needed to perform the control, monitoring and verification activities required.

In performing all operations related to company management, the Recipients must, in general, be aware of and comply with all rules and principles contained in the Company's Code of Ethics and in the National Collective Labor Agreement (CCNL) in force for employees.

This Policy expressly prohibits all Recipients from:

- Engaging in, collaborating in, or causing the implementation of behaviors that, considered individually or collectively, directly or indirectly constitute the offense of corruption;
- Violating Company principles and procedures.

The following are the procedural principles that Recipients are required to comply with and that may, where appropriate, be implemented in specific company procedures:

- a) Partners and suppliers must be required to commit to complying with legal obligations regarding the protection of child labor, the protection of women, hygienic and safety conditions, trade union rights, or in any case, association and representation rights as required by the legislation of the country in which they operate;



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- b) The selection of counterparties intended to provide particular services (such as companies with a high incidence of unskilled labor), whether Partners or suppliers, must be carried out with particular care, assessing their reliability also through specific audits;
- c) In case of direct hiring of personnel by the Company, compliance with labor laws and collective bargaining agreements governing hiring and employment relationships in general must be verified. Compliance with rules of fairness and good conduct in the workplace must also be ensured, and in any case, particular attention must be paid to abnormal or irregular working situations.

### 1.3 Risk Areas

Particular attention must be paid to crimes of receiving stolen goods, money laundering, and the use of money, assets or benefits of illicit origin.

With reference to the crimes and criminal behaviors described above, for the purposes of this Policy, the areas considered to be specifically at risk are those indicated below:

- Purchases from non-accredited suppliers and under economic conditions outside the market;
- Sales to non-accredited customers and under economic conditions outside the market;
- Credit or debit notes on purchases or sales that significantly alter prices without valid economic reason;
- Anomalies in accounting records and failure to comply with procedures (such as deletion of records, modification of records, and offsets);
- Hiring personnel who have a familiar relationship with customers or suppliers that maintain significant economic relations with the Company;
- Economic transactions with employees or administrative collaborators of clients or suppliers;
- Granting gifts and other economic benefits to customers or suppliers, their employees, collaborators, or directors that exceed the limits established by internal regulations and the Code of Ethics.

### 1.4 Control System

The system of controls applicable to the identified activities has been defined using as a reference the Guidelines published to date by the main trade associations, as well as international best practices.



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The following are the applicable control standards:

- a) **Delegation structure** – the hierarchy of powers (reporting lines) must be defined, with a detailed description of tasks and responsibilities;
- b) **Segregation of duties** – there must be a separation of duties between those who authorize, execute, account for, and control a given operation, so that no one person can manage an entire process independently;
- c) **Internal rules** – the formalization of activities must be carried out, highlighting the appropriate control points. Company operations must be governed by a defined procedure, and ad hoc activities must at least comply with the principles of verifiability;
- d) **Authorization and signing powers** – the system of internal delegations and powers of attorney to act externally must be consistent with the assigned organizational and managerial responsibilities and must provide a precise indication of expenses approval thresholds;
- e) **Traceability** – every operation, transaction, and action must be verifiable, documented, consistent, and appropriate so that it is possible at any time to carry out checks that confirm their characteristics and motivations;
- f) **Reporting of anomalies** – there must be a management control system capable of signaling the emergence of critical situations.

## 1.5 Specific controls

### 1.5.1 Management of procurement and consulting contracts

Relations with suppliers are governed by the principles set out in this document, by company procedures, and are subject to constant monitoring.

Relations with suppliers also include consulting contracts. The execution of a contract with a supplier/consultant must always be based on extremely clear terms and must comply with the regulations and procedures established by the Company.

To ensure maximum transparency and efficiency in the procurement process, STM S.p.A. arranges for the preservation of information as well as official and contractual documents for the periods established by applicable laws and regulations.



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Purchasing operations and payments must be authorized by specifically designated individuals. When assigning consulting tasks, company functions must ensure that there are no incompatibilities or conflicts of interest for the respective professional, and they must also verify that the country in which the professional resides is not included in the “blacklist” of countries with privileged tax regimes.

Specifically:

- If the assignment is based on *intuitu personae*, a specific professional is engaged, following justification of the need for the assignment; the requesting company function ensures, through an appropriate analysis, that the selected professional possess the necessary integrity, reputation, reliability, organizational profile, authorizations, technical-professional qualifications, and competence required to carry out the assignment.

The consulting contract must be executed in writing and include the following contents:

- A clear and detailed description of the services to be provided;
- The consultant’s commitment to comply with applicable laws, and in particular the Anti-Corruption Laws;
- A specific declaration whereby the counterparty acknowledges awareness of and commits to comply with this Policy.

For the renewal of consulting contracts or collaboration agreements that involve a significant increase in service costs compared to the previous period, a reasoned communication must be submitted to the Administrative Body at the first available meeting.

In purchasing operations, it is prohibited to:

- Abuse one’s position to obtain benefits for personal advantage;
- Collude with the supplier to alter the invoicing of purchase operations;
- Request, or otherwise induce, the supplier to provide money, gifts, or any other benefits, in order to promise or award any contract.

Suppliers are prohibited from requesting paid or unpaid services from STM S.p.A. employees, as well as from offering gifts or other gratuities.

For contracts already in effect at the date of approval of this document, a specific written communication signed by the counterparty is required, in which the counterparty declares that they have reviewed this Policy and are aware of the sanctions applicable in the event of violations.



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### 1.5.2 Representation expenses, gifts, and sponsorships

Gifts: only promotional gifts of modest value are permitted.

Hospitality: allowed if proportionate and for business purposes, with prior authorization from the responsible manager.

Representation expenses, gifts, and sponsorships may not have purposes other than the mere promotion of the Company's image.

It is prohibited to distribute gifts to officials of a company with which one has business relations, or to employees, beyond modest value, and in any case in a manner that could compromise the integrity or reputation of either party or be interpreted by an impartial observer as intended to obtain improper advantages. In any case, such expenses must be authorized and properly documented. If there is any doubt regarding the modest value of gifts offered or received, the individual must promptly inform the Administrative Body.

It is also prohibited to promise or offer money and/or any form of gift/present that could influence the discretion or independence of judgment of the company with which one has business relations or secure any advantage for the Company.

Similarly, STM S.p.A. employees are prohibited from receiving gifts, presents, or any other benefits from suppliers, companies, or anyone who produces, sells, or promotes goods or services.

### 1.5.3 Personnel management

The human resources management process must be carried out according to criteria of neutrality, transparency, autonomy, and independence of judgment.

Specifically:

- The personnel selection process must be formalized and ensure the absence of conflicts of interest between the evaluator and the candidate;
- The selection process for positions that present a high risk (e.g., CFO, Commercial Director, Purchasing Director) must ensure that candidates do not have pre-existing behaviors inconsistent with the principles of this Policy, the Company's Code of Ethics, and the applicable anti-corruption regulations.



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At the time of personnel selection, candidates must complete an information form in which they declare any previous employment relationships with companies with which the Company has business relations and/or any familial or affinity relationships with employees of such companies.

The employment of former employees of companies with which the Company has business relations must take place in accordance with the principles of the Code of Ethics.

It is prohibited to hire employees or collaborator based on specific recommendations from third parties in exchange for favors, compensation, or other advantages for themselves and/or the Company. In particular, it is prohibited to offer employment opportunities to family members or relatives of employees of the Public Administration and/or Supervisory Authorities and/or Public Officials involved in the Company's activities, unless there is an objective justification within an impartial and transparent selection process. Personnel travel expenses are reimbursed within the limits and in accordance with company procedures, which define the types of allowable expenses and reimbursement caps. Specifically, travel expenses must be documented and summarized in an expense report, with an itemized reimbursement, approved by the responsible function manager, and reimbursed after verification of validity and relevance in accordance with the established reimbursement limits.

#### **1.5.4 Management of computerized databases**

Access to IT systems must be carried out in accordance with the relevant company procedure and only by personnel duly authorized for this purpose.

It is strictly prohibited to access, in an unauthorized manner, the information systems used by a company with which the Company has a business relations, to alter their functioning in any way, or to intervene in any manner on data, information, or programs contained in or related to a computerized or telematic system, in order to obtain and/or improperly modify information for the benefit of the Company or third parties, or in any case to procure an undue advantage for the Company or third parties.

Access to management applications for the purpose of entering or modifying data, or any intervention on the programs designed to process them, must be conducted in a manner that allows the authorized operator to access only the phase relevant to their role and, in any case, in a way that ensures that it is always possible to trace who performed the operation or modification.



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### 1.5.5 Incentive systems

It is prohibited to promise, grant, or provide benefits or other similar incentives tied to the achievement of objectives for the attainment of which the employee would be induced to commit an act of corruption.

### 1.5.6 Control of information flows

Payments & accounting: every payment requires an order/contract, supporting documentation, and approval; generic accounting entries and untraceable funds are prohibited; unofficial or anonymous accounts are prohibited; legal limits on cash usage must be respected.

STM S.p.A. is required to ensure that persons authorized to make payments have:

- a) Recorded every transaction involving the use or commitment of economic or financial resources. Each transaction must also have a specific reason, be documented, and recorded in accordance with principles of professional and accounting integrity;
- b) Formal authorization for the payment, with defined constraints and responsibilities;
- c) Documented the use of financial resources with appropriate supporting documents. Regarding payments, the Company must comply with the following requirements:
  - I. Prohibit the transfer of cash or bearer bank or postal deposit books, or bearer securities in euros or foreign currency, carried out in any form between the Company and third parties when the total value of the transaction, even if split, is equal to or exceeds €5,000.00. Transfers may be executed through banks, electronic money institutions or Poste Italiane S.p.A.;
  - II. Indicate on bank and postal checks, cashier's checks, postal orders, and bills of exchange the name or company name of the beneficiary and include non-transferable clause;
  - III. Endorse bank and postal checks issued to the order of the drawer solely for deposit to a bank or Poste Italiane S.p.A.;
  - IV. Prohibit the opening of accounts or saving books in any form that is anonymous or under a fictitious name;
  - V. Prohibit the use of any accounts or saving books in anonymous form or under a fictitious name in foreign countries.



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Those who perform control and supervisory functions related to the execution of the aforementioned activities must ensure that all obligations pertaining to these activities are carried out and must immediately report to the Administrative Body any irregularities that may indicate the commission of crimes of receiving stolen goods or money laundering.

#### **1.5.7 Instruction and oversight by the Administrative Body**

The supervisory duties regarding compliance with this Policy, with specific reference to crimes of private corruption are:

- a) To propose the issuance and updating of standardized instructions concerning the behaviors to be followed in high-risk activities. These instructions must be in writing and maintained on paper or electronic media;
- b) With reference to communications required by law:
  - I. Monitoring the effectiveness of internal procedures for preventing false communications;
  - II. Reviewing any specific reports received from control bodies or any employee and carrying out any investigations deemed necessary or appropriate as a result of the reports received;
- c) With reference to other high-risk activities:
  - I. Periodic checks to ensure compliance with internal procedures;
  - II. Periodic checks on the submission of communications to public supervisory authorities and compliance with the procedures adopted during any inspections carried out by their officials;
  - III. Monitoring the effectiveness of procedures aimed at preventing the commission of crimes (assessment of anomalies and irregularities).

#### **1.5.8 Reporting of corrupt conduct or violations of this policy**

Reports: a dedicated section has been established on the website STMSPA.com with a specific link (<https://stmteam.wallbreakers.it/#>) for submitting reports, including anonymous ones. Reports are acknowledged within 7 days and feedback is provided within 3 months. Any form of retaliation is strictly prohibited; all reports are treated confidentially and stored in a secure manner.



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Anyone who becomes aware of an actual or suspected violation of Anti-Corruption Laws or of this Policy has the duty to immediately submit a report using the Whistleblowing Reporting System, as also referenced in the Code of Ethics.

No one may be dismissed, suspended, or otherwise discriminated against in their employment for acting in good faith to carry out any reporting activity regarding non-compliance with these provisions.

### 1.5.9 Entry into force

Until a different appointment is made, the Policy Owner shall be the Legal Representative, who validates the “sensitive” due diligence processes, receives timely information and/or updates from the internal committee responsible for overseeing the whistleblowing channel, and proposes an annual review to the Board of Directors.

This Policy enters into force on the date of its signing by the Chief Executive Officer for Sustainability and applies to the parent company STM.

A copy is made available to employees and published on the company's website.

Calderara di Reno (BO), 22nd of October 2025

**Tiziano Girotti**  
  
(Amministratore Delegato alla Sostenibilità)



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