

# GLOBAL ANTI-CORRUPTION COMPLIANCE POLICY

## I. INTRODUCTION

Technoprobe S.p.A. and its Affiliates<sup>1</sup> (collectively, "Technoprobe," or the "Group") are committed to conducting all aspects of their business in keeping with the highest legal and ethical standards, and expect all employees and other persons acting on their behalf to uphold this commitment. In accordance with this commitment, Technoprobe has adopted this Anti-Corruption Compliance Policy (the "Policy"), which is applicable to all directors, officers, employees, agents, representatives and other associated persons of the Group, including external collaborators, as well as agents, distributors and business partners acting on behalf of the Group (the "**Addressees**"). Some companies within the Group may have or will develop and implement their own policies and SOPs aimed at providing specific guidance on day-by-day activities, within the framework guidelines provided by this Group Policy – however, this Group Policy is intended to be immediately applied by all Addressees, with no need of any local SOP or guidance being issued.

In brief, the Group will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties. Addressees are not permitted to give or offer anything of value (including gifts, hospitality, or entertainment) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Addressees may not solicit or accept such improper payments.

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<sup>1</sup> The term "Affiliates" includes any corporation, partnership, or other entity that, directly or indirectly, owns, is owned by, or is under common ownership with Technoprobe for so long as such ownership exists. For the purpose of foregoing "own", "owned", "ownership" shall mean ownership of more than fifty (50%) of the stock or other equity interests entitled to vote for the election of directors or an equivalent governing body.

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This Policy and the internal controls at Technoprobe have been designed to prevent such violations from occurring, to avoid the appearance of wrongdoing, and to enable each Group company and the Group itself to respond promptly and effectively to any inquiries about its conduct. Group employees who violate this Policy and/or local policies/SOPs may be subject to disciplinary action, up to and including termination, in line with local applicable labor laws and National Collective Bargaining Agreements. The pages that follow provide a general guide to anti-corruption compliance but do not address every potential scenario that may implicate issues bearing on compliance with this Policy. Therefore, any Addressee who have any questions concerning the requirements of this Policy should consult with a member of the Legal Department ([legal@technoprobe.com](mailto:legal@technoprobe.com)).

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This Anti-Corruption Compliance Policy is part of Technoprobe Group global compliance program and shall be read in conjunction with the other global policies issued by the Group, in particular – by way of example but not limited to- the Global Procurement Policy, the Global Travel&Expenses Policy and the Global Whistleblowing Policy.

## II. OUR ANTI-CORRUPTION POLICY

### A. Addressees shall not be permitted to pay or receive bribes

All Addressees must conduct their activities in full compliance with this Policy and any applicable anti-corruption laws. Under this Policy, Addressees are not permitted to give or offer anything of value, directly or indirectly, to any Government Official<sup>2</sup> or any private commercial

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<sup>2</sup> The term "Government Official" includes all officers or employees of a government department, agency or instrumentality; permitting agencies; customs officials; candidates for political office; officials of public international organizations (e.g., the European Union, the Red Cross); private practitioners acting in performance of a public duty.

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party for the purpose of improperly obtaining or retaining a business advantage. "Anything of value" should be broadly interpreted to include cash, gifts, waiver of a debt, loans, personal favors, entertainment, meals and travel, political and charitable contributions, business opportunities, employment opportunities and medical care, among other items.

This restriction includes a prohibition on providing such items to friends and family of Government Officials or private commercial parties. Simply put, bribes, kickbacks or similar payments are never permitted, whether made to a Government Official or to customers, investors, clients or other private parties. Similarly, Addressees may never offer, solicit or accept such payments.

If confronted with a request or demand for an improper payment or other violation of this Policy, the request or demand must be immediately rejected and reported to the Legal department. Similarly, if any Addressee knows or believes that an improper payment has been or will be made, the Addressee must also report such payment to the Legal department or through the channels indicated by Global Whistleblowing Policy. The Group's policy is that no adverse employment action will be taken against any Addressee in retaliation for, honestly and in good faith, reporting a violation or suspected violation of anti-corruption laws or this Policy (see Section VI below).

## **B. Gifts, Meals, Entertainment and Employment**

This Policy sets forth various rules relating to gifts, entertainment, travel, meals, lodging and employment. All such expenditures must be managed in accordance with the Group Global Travel & Expenses Policy and local Travel & Expenses SOPs where applicable and must be

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This term also includes government-owned or controlled commercial enterprises such as state-owned or controlled universities, airlines, oil companies, health care facilities, etc.

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recorded accurately in the books and records of the relevant company involved, in accordance with Section IV, below.

## **1. Gifts**

As a general matter, the Group prohibits the provision and reception of gifts. However, the polite and customary conduct of business may require that Addressees give modest gifts to counterparts as a token or courtesy.

Therefore, Addressees may provide token gifts and modest items as part of customary business conduct if all the following conditions are met (1) the gift is under €100 in value or equivalent value under local currency, (2) the gift does not involve cash; (3) the gift is permitted under both local law and the policies of the recipient's employer; (4) the gift is presented openly with complete transparency; (5) the gift is properly recorded in the relevant Group company's books and records; and (6) the gift is provided as a token of esteem, courtesy or in return for hospitality and comports with local custom.

Exceptions to the €100 gift limit shall only be granted on a case-by-case basis. Employees must seek appropriate pre-approval to Group CEO or Sales Director for any gifts in excess of €100.

## **2. Entertainment and Hospitality**

Entertainment and hospitality involving potential customers may be appropriate in certain circumstances. The Group permits entertainment if the applicable expenses (1) are related to the promotion of the Group's products or services or to the visit to Group's sites; (2) are permitted under local law; (3) are customary under local business practices; (4) are reasonable under the circumstances and not extravagant; and (5) avoid the appearance of impropriety.

When possible, business entertainment payments should be made directly by the Group to the provider of the service, and should not be paid to another party as a reimbursement.

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All business entertainment expenses, regardless of amount or attendees, should be properly documented in an expense report, in line with the requirements and limits set by the Global Travel & Expenses Policy. Such expense report to be approved by the requiring employee's supervisor, shall enumerate the attendees, including the name of each attendee and his or her title and place of employment, and provide a detailed business purpose for the entertainment.

Hospitality and entertainment that are provided to business counterparties where Attendees are not in attendance shall be considered gifts, and subject to the rules and requirements for gifts specified in this Policy.

### **3. *Travel and Lodging***

Reasonable and *bona fide* travel expenditures paid on behalf of customers may be permissible in certain circumstances with appropriate pre-approval. Permissible payments may cover the costs of travel for a customer to visit the Group's offices and discuss ongoing projects. Travel expenses shall not be extravagant, and may include (1) economy airfare; (2) basic lodging; and (3) ground transportation costs during the trip. Payment of cash *per diems*, expenses unrelated to legitimate business activities, and expenses that benefit a friend or family member of a customer are prohibited.

Direct reimbursements should also be avoided. Rather, reimbursements should be made to the travel provider or the business entity that employs the expense recipient. For example, reimbursements for the cost of a hotel or a meal shall be made directly to the hotel or to the employer of the beneficiary—not the beneficiary himself. Payments directly to the expense recipient (of expense reimbursement or for any other purpose) require specific appropriate written approval by Group CEO or Sales Director in all cases.

### **4. *Special Rules for Government Officials***

**Because of the heightened corruption risk inherent in interactions with Government Officials, Attendees must obtain pre-approval from Group CEO for any gifts, meals, entertainment,**

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**hospitality, travel, or lodging provided to any Government Official in a business setting regardless of value.**

### **C. Political Contributions and Charitable Donations**

Addressees may not make political or charitable donations, whether in their own name or in the name of the Group, to obtain or retain business or to gain an improper business advantage. Any political or charitable contributions by the Group must be permitted under the law, permissible pursuant to the terms of this Policy and—in the case of political contributions or charitable contributions connected to any Government Official or Government Entity<sup>3</sup>—made with the prior approval of the Group CEO.

In any case, it is forbidden to finance Trade Unions or Organizations with which a conflict of interest could arise on behalf of the Group.

The Legal department must be notified if a Government Official solicits a political or charitable contribution in connection with any government action related to the Group. Addressees may not make political contributions on behalf of the Group.

## **III. RELATIONSHIPS WITH THIRD PARTIES**

Anti-corruption laws prohibit indirect payments made through a third party, including giving anything of value to a third party while knowing that value will be given to a Government Official or a private commercial party for an improper purpose. Third parties can include, but are not limited to, distributors, re-sellers, consultants, vendors, agents, or any other individual or entity

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<sup>3</sup> "Government Entity" means any nation or government or any province, state or any other political subdivision thereof, any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, any court, tribunal or arbitrator and any securities exchange or body or authority regulating such securities exchange.

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working on behalf of the Group. Addressees should avoid situations involving third parties that might lead to a violation of this Policy.

The Group employees who deal with third parties are responsible for taking reasonable precautions to ensure that the third parties conduct business ethically and comply with this Policy. Such precautions include compliance with the Group Procurement Policy (including in particular provisions regarding risk-based due diligence reviews of third parties) and inserting appropriate anti-corruption compliance provisions in the third party's written contract, requiring the third party to certify that it has not violated and will not violate this Policy, the Code of Conduct and any applicable anti-corruption laws during the course of its business with the Group, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the third party during the engagement.

Addressees should pay particular attention and closely monitor high-risk third parties whose engagement may involve interactions with Government Officials, including for purposes of obtaining permits, clearances, authorizations, or similar approvals or review by a governmental authority or agency.

#### **IV. RECORDKEEPING AND INTERNAL CONTROLS**

This Policy requires that all expenditures made by the Group are accurately reflected in each company's financial records and that all payments made with Group funds, or on behalf of the Group, have been properly authorized. Addressees must follow all applicable standards, principles, laws and practices for accounting and financial reporting. Addressees must be timely and complete when preparing all reports and records required by management. In particular, Addressees should ensure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the relevant company's books and records. Addressees should use best efforts to ensure that all transactions, dispositions, and payments involving Group funds or assets are properly and accurately recorded in each company's financial records. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in any Group company's books and records for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy.



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The Group will conduct periodic audits of its books and records to monitor compliance with this Policy.

## **V. TRAINING**

As part of the Group's ongoing commitment to anti-corruption compliance, all Addressees must receive and review a copy of this Policy. All employees must then certify in writing that they (1) have reviewed the Policy; (2) agree to abide by the Policy; and (3) agree to report any potential violations of the Policy.

In addition, the Group will offer regular anti-corruption compliance training programs to educate employees about the requirements and obligations of anti-corruption laws and this Policy. All employees must participate in such training and attendance records must be kept, establishing compliance with this requirement.

## **VI. REPORTING REQUIREMENTS AND WHISTLEBLOWER PROTECTION**

The Group takes its commitment to compliance very seriously and expects all Addressees to share that commitment. The Group therefore expects and requires that any Addressees who have knowledge of, or reason to suspect, any violation of this Policy reports to the Legal department or through whistleblowing channels made available according to Global Whistleblowing Policy. The Group ensures the maximum degree of confidentiality on the identity of the reporting individual and on the content of the report. Reports may also be made anonymously – however, anonymous reports do not allow the Group relevant structures to reach out to the reporting individual to seek further information on the reported event. Therefore, anonymous reports will be taken into account if sufficiently detailed and based on reliable and verifiable pieces of information. If any Addressees fails to report known or suspected violations, then the relevant Addressees may be subject to disciplinary action, up to and including termination, in compliance with local applicable labour laws and National Collective Bargaining Agreements.



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It is the Group's policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment and/or relationship-related action will be taken against any Addressee in retaliation for reporting a violation or suspected violation of anti-corruption laws or this Policy. On the other hand, reports made in bad faith, with the only intent to harm the accused individual, will be evaluated under a disciplinary perspective.

## **DOCUMENT HISTORY**

Revision 1.0 – Released December 2019

Verified by S. Felici; approved by R. Crippa

Revision 2.0 – Released on December 06, 2022

Approved by the BoD of Technoprobe SpA December 06, 2022