

**NHOA**

# New horizons ahead.

## ANTICORRUPTION GUIDELINES

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## 1. PURPOSE AND SCOPE

The purpose of the Guidelines is:

- to provide a systematic framework regarding the prohibition of Corruption practices for the Staff of **NHOA** and any of its subsidiaries (hereinafter also referred to as “**NHOA**” or “**Company**”);
- to establish the operation and responsibilities for ensure that NHOA complies with its Organization, Management and Control Model, the NHOA Code of Ethics and anti- corruption laws. These latter qualify as illegal for the Company Staff and their business partners to pay or accept, directly or indirectly, bribes, kickbacks, or other improper payments to obtain or retain business or to secure an unfair advantage in connection with business activities.



The Guidelines contains relevant control measures for compliance with the legal provisions on the Company’s administrative liability (including the Italian Legislative Decree relating to the Organizational Model adopted by the Company).



The Guidelines contains information flow to be provided to the Supervisory Body.

The Guidelines are addressed to the Senior Management, Corporate Bodies, all Employees and Third Parties having business relations with the Company.

Moreover, the Guidelines contains the following general provisions:

- exceptions to the macro-stages of the process;
- archiving and data retention;
- Organization Model.

## 2. DEFINITIONS AND ACRONYMS

- **231PROCEDURE**: specific procedure (including these Guidelines) which contains the operating procedures and the subjects involved in the Processes at Risk.
- **BUSINESS PARTNER**: any individual (non-Employee of NHOA) or entity involved (formally or informally) by the Company in acting on behalf of or representing NHOA, regardless of the name or title of the individual or entity. This definition includes, but is not limited to: a) any individual or entity used to obtain and/or retain a business opportunity, such as agents, contractor consultants, representatives, and industry and/or business partners; b) any individual or entity able to grant licenses, permits or other forms of authorization, by acting on regulatory matters through a Public Official or a Public Service Officer; c) any individual or entity representing the Company or its interests vis-à-vis a government, governmental or state agency or state-controlled company; d) any individual or legal entity used to represent NHOA in legal or tax matters; e) any individual or legal entity used to represent NHOA in customs matters; f) any individual or legal entity used to represent NHOA with clients.
- **CODE OF ETHICS**: document with the ethical principles that guide the Company in the performance of its activities.
- **CORRUPTION**: any form of abuse made through the promise, induction, instigation, request, offer and acceptance of incentives or other benefits as a reward to a person for acting or omitting actions by reason of his office, whether due or not due.
- **DUE DILIGENCE**: preliminary, detailed review of integrity, observance and compliance with the

anti-corruption laws by the counterparties NHOA has relations with.

- **EMPLOYEES/STAFF**: individuals who have an employment relation with the Company.
- **FACILITATION PAYMENTS**: any payment not due, even indirectly, for the purpose of encouraging, influencing or speeding up services (e.g. obtaining permits, licenses, or other official documents qualifying a natural or legal person to conduct business in a foreign country, processing government papers, such as visas or work permits, etc.), even if due, from the Public Administration.
- **GIFT**: anything of value, given or received.  
*Note*: A gift may include, among other things, meals, discounts, travel, accommodation, rebates, vouchers, free admission to events, etc.. Not all Gifts are allowed according to these Guidelines.
- **GUIDELINES**: anti-corruption guidelines adopted by NHOA.
- **INAPPROPRIATE ADVANTAGE**: this term covers any inappropriate payment in a business context, such as the receipt or payment of anything of value to a Public Official/Public Service Officer or to a private or legal entity, directly or indirectly, for the purpose of a) influencing or preventing a governmental action, or any other action, such as the award of a contract, levying a tax or fine, or the cancellation of an existing contract or contractual obligation; b) obtaining a license, permission, or other authorization from a governmental entity or Public Official/Public Service Officer that the Company is not entitled to obtain; c) obtaining confidential information about business opportunities, deals, or activities of competitors; d) influencing the award of a contract; e) securing any other business or commercial advantage not available to others in similar situations or avoiding a prejudice to others in similar situations.
- **ITALIAN LEGISLATIVE DECREE**: Italian Legislative Decree of June 8, 2001, n. 231, entitled "Discipline of administrative liability of legal persons, companies and associations even without legal personality, pursuant to art. 11 of the Law of September 29, 2000, n. 300", published in the Official Gazette n. 140 of June 19, 2001, as well as the subsequent amendments and additions, including Law 146/2006, which refers to its application in art. 10.
- **JOINT VENTURE**: contracts entered to establish Joint Ventures, consortia, temporary business associations, collaboration agreements or other.
- **MERGERS AND ACQUISITIONS**: transactions carried out by NHOA and its subsidiaries that involve acquisitions, transfers, spin-offs, divestitures, transfers of companies or business units.
- **NHOA GROUP**: group headed by NHOA S.A., a company incorporated under French law with registered office in Paris, rue de Londres 28, 75009, registered in the Paris companies register under number 808 631 691, VAT and Tax Code FR66808631691, listed on the Euronext market.
- **ORGANIZATIONAL MODEL**: Organizational and Management Model adopted by the Company pursuant to Articles 6 and 7 of the Italian Legislative Decree, as an organic set of principles, rules, regulations, organizational schemes and related duties and responsibilities, to prevent the offenses referred to in the same Italian Legislative Decree. The Organizational Model includes the General Part, the Special Parts and the 231 Procedures.

- **PROCESSES AT RISK**: corporate processes or phases thereof, the development of which could lead to unlawful acts (crimes or misdemeanors) referred to in the Italian Legislative Decree.
- **PUBLIC ADMINISTRATION**: refers to the Public Institutions, Public Officials and Public Service Officer.
- **PUBLIC INSTITUTIONS**: by way of example, it refers to: State administrations (Financial Administration, Guarantor and Supervisory Authorities, Revenue Agency, Judicial Authorities, etc.), companies and State administrations, regions, provinces, municipalities, and their consortia and associations, university institutions, chambers of commerce, industry, crafts and agriculture, national, regional and local non-economic public bodies, administrations, companies and bodies of the national health service. The public function is also covered the members of the Commission of the European Communities, the European Parliament, of the Court of Justice and the Court of Auditors of the European Union, as well as the officials and of the agents hired under contract in accordance with the statute of officials of the European Union.
- **PUBLIC OFFICIAL**: this means: (a) as per article 357 Italian Criminal Code, any person exercising a legislative, judicial or administrative function; (b) any person holding a public office who acts in the interests of or representing (i) a national, regional or local Public Institution; (ii) an agency, office or body of an Italian Public Institution, of the European Union or of another foreign country; (iii) a company owned, controlled or participated by an Italian or foreign Public Institution; (iv) an international public organization, such as the European Bank for Reconstruction and Development, the International Monetary Fund, the World Bank, the United Nations or the World Trade Organization; (v) a political party, a member of a political party or a candidate to a political office, in Italy or abroad; (c) any person in charge of a public service, i.e. those who, for whatever reason, provide a public service, where public service means an activity that is regulated in the same way as the public function, but is characterized by the lack of powers inherent in this latter.

**PLEASE NOTE:** according to article 357 Italian Criminal Code, the Public Official is the one who can form or manifest the will of the Public Administration or exercise authoritative or certificate powers. By way of example, taking into account case law, Public Officials are: public employees of the Italian Public Institutions; the mayor, the municipal, provincial and regional councilors; the construction manager of public works at the time of the administration of the works; the members of a tender commission called by a Public Institution in the activities of the commission itself; the technicians and experts (surveyors, engineers, architects, foresters, etc.) of the central and peripheral bodies (regions, provinces and municipalities) of a Public Institution with the function of preparing and drafting technical-administrative documents and supervising, organizing and controlling technical nature aimed at general support of corresponding activities in the construction, public works, defense and environmental control sectors; those who, within other member states of the European Union, carry out functions and activities corresponding to those of public officials and persons in charge of a public service.

- **PUBLIC SERVICE OFFICER**: is a person who, although performing an activity for State or another public body, including the European Union, or an activity which, although not directly attributable to a Public Officer, directly pursues objectives of public interest, is not vested with the typical powers of a Public Official and, on the other hand, does not perform only material tasks.

- **SUPERVISORY BODY (SB)**: the body of the Company appointed pursuant to art. 6 of the Italian Legislative Decree, which has the task of monitoring the functioning of and compliance with the Organizational Model and updating it.
- **THIRD PARTIES**: all subjects "external" to the Company having contractual relations with it, therefore excluding Employees, (by way of example consultants, suppliers, customers, agents, business brokers, partners, temporary workers at the Company, workers posted to the Company para-subordinate workers).
- **VALUABLE GOODS**: this is a broad term and may include any item of monetary value, including: a) cash or cash equivalents (including gift cards); b) benefits and favors; c) services that could be paid for or purchased in any other way; d) gifts; e) employment or consulting opportunities; f) charitable donations; g) political contributions; h) medical, educational or living standards support expenses; i) travel, meals, accommodation, shopping expenses.

### 3. REGULATORY AND SYSTEM REFERENCES

- Code of Ethics
- Italian Legislative Decree
- Due diligence policy - Patronage and Sponsorships
- Policy on the incorporation of ethics into HR processes
- Policy for the prevention of conflicts of interests
- Business consultants' policy

#### 3.1 Matrix: processes at risk – activity at risk – business function

PROCESSES AT RISK	ACTIVITY AT RISK	BUSINESS FUNCTION
Purchase of goods, services and consultancy	Purchase of goods and services ( <i>i.e.</i> selection of suppliers/consultants/contractors, negotiation of terms and conditions and management of the relationship with them also in the context of tenders or contracts)	Directors Competitive Procurement Ethics, Compliance, Regulatory & Legal <b><u>Human Resources (in service)</u></b> Chief Tech Officer Head of Infrastructure Public & Regulatory Affairs Green generation & procurement
Energy supply	Selection of energy suppliers / traders, negotiation of terms and conditions and management of the contractual relationship	Directors Competitive Procurement Ethics, Compliance, Regulatory & Legal <b><u>Finance (in service)</u></b> Energy Management System Green generation & procurement
Participation in public tender procedures / direct negotiation procedures	Participation in calls for tenders / tender procedures or direct negotiation for the sale of goods and services to the Public Administration, or intended for public supplies, also in association with other partners (ATI, joint ventures, etc.), including the	Directors Chief Commercial Officer <b><u>Human Resources (in service)</u></b> Chief Tech Officer

PROCESSES AT RISK	ACTIVITY AT RISK	BUSINESS FUNCTION
	negotiation/stipulation/management of active contracts and the provision of services	Head of Infrastructure Public & Regulatory Affairs <b><u>Institutional Affairs (in service)</u></b> Consultants
Participation in public tender procedures / direct negotiation procedures	Participation in tender or direct negotiation procedures called by European Union or foreign public bodies or in similar procedures carried out in an international competitive context	Directors Chief Commercial Officer <b><u>Human Resources (in service)</u></b> Chief Tech Officer Public & Regulatory Affairs <b><u>Institutional Affairs (in service)</u></b> Consultants
Relations with Public Officials or Public Service Officers or European Public Bodies	Relations with Public Administration bodies or European Public Bodies regarding social security matters or insurance, tax obligations and relations with Guarantor Authorities (for example: Privacy Guarantor)	Directors <b><u>Finance (in service)</u></b> <b><u>Human Resources (in service)</u></b> Chief Tech Officer Public & Regulatory Affairs <b><u>Institutional Affairs (in service)</u></b> Consultants
Relations with Public Officials or Public Service Officers or European Public Bodies	Relations with the Public Administration / European Public Bodies / Supervisory Authorities during inspections	Directors <b><u>Finance (in service)</u></b> <b><u>Human Resources (in service)</u></b> Delivery & Project Management Office Health, Safety, Environment and Quality (HSE&Q) Public & Regulatory Affairs Consultants
Relations with Public Officials or Public Service Officers or European Public Bodies	Support activities for electric mobility development policies (so-called "lobbying")	Directors <b><u>Institutional Affairs (in service)</u></b>
Relations with Public Officials or Public Service Officers or European Public Bodies	Relations with the Public Administration / European Public Bodies / Supervisory Authorities when requesting authorisations, licenses or concessions (e.g. requests to occupy public land)	Head of Infrastructure Public & Regulatory Affairs <b><u>Ethics, Compliance, Regulatory &amp; Legal di Nhóa (in service)</u></b>
Request and management of loans, subsidies, contributions, subsidized loans or other disbursements of the same type	Request for and disbursement of grants, subsidies or loans from public bodies (including European Union bodies)	Directors <b><u>Finance (in service)</u></b> Chief Tech Officer <b><u>Institutional Affairs (in service)</u></b>
Gifts and donations	Management and provision of gifts and donations	Directors Competitive Procurement

PROCESSES AT RISK	ACTIVITY AT RISK	BUSINESS FUNCTION
		Ethics, Compliance, Regulatory & Legal Public & Regulatory Affairs <b><u>Institutional Affairs (in service)</u></b>
Commercial activities	Management of commercial activities (i.e. negotiation with customers / potential customers, definition of contractual conditions and terms, and management of the negotiating relationship)	Directors Chief Commercial Officer Ethics, Compliance, Regulatory & Legal Head of Infrastructure
Selection, recruitment and management of human resources	Reward/incentive system	Directors <b><u>Human Resources (in service)</u></b> Chief Tech Officer
Selection, recruitment and management of human resources	Selection, recruitment and management of human resources	Directors Ethics, Compliance, Regulatory & Legal <b><u>Human Resources (in service)</u></b> Chief Tech Officer
Selection and management of agents / brokers / developers	Management of the selection process of agents / business brokers / developers, monitoring of the commercial activities carried out by them and definition of the incentive system	Directors Ethics, Compliance, Regulatory & Legal Head of Infrastructure
Expense reports and entertainment expenses	Management of employee expense reports and related reimbursements (included in reimbursements recognized to consultants) and management of entertainment expenses	Directors <b><u>Finance (in service)</u></b> <b><u>Human Resources (in service)</u></b>
Financial and monetary flows	Management of operations on financial instruments	Directors <b><u>Finance (in service)</u></b>
Information and communications management	Management of relations with the shareholder, including the data and estimates reporting for the Noah group companies	Directors Ethics, Compliance, Regulatory & Legal Consiglio di Amministrazione
Litigation management	Management of judicial proceedings (of a civil, criminal or administrative nature) and relations with the Judicial Authority	Directors Ethics, Compliance, Regulatory & Legal <b><u>Human Resources (in service)</u></b> Public & Regulatory Affairs <b><u>Institutional Affairs (in service)</u></b> Consultants

#### 4. GENERAL PRINCIPLES OF CONDUCT

In order to comply with these Guidelines, the following general principles must be followed:

- **segregation of duties:** tasks, operational activities and control functions must be adequately segregated so that the person responsible for the operational activity is never the same person as the one who controls and authorizes it;
- **sign-off powers system:** the powers of signature, formally defined by the system of proxies and powers of attorney in force, must be consistent with the organizational and managerial



- responsibilities assigned and exercised within defined amount ceilings;
- **clarity and simplicity:** the tasks and responsibilities of all those involved in NHOA processes, as well as its activities and controls, must be clearly defined and include effective implementation methods;
  - **impartiality and absence of conflicts of interest:** anyone working directly for NHOA or representing NHOA must operate with professionalism, impartiality and in compliance with the anti-corruption laws. Therefore, they have the obligation to avoid any and all situations from which a conflict of interest may arise affecting – even potentially – their ability to act in the interest of the Company and in compliance with the above-mentioned anti-corruption laws;
  - **traceability and storage:** all activities – and related controls – must be traceable and verifiable ex post, where possible, also using appropriate documentary/IT media; the resulting documentation must be properly archived.

## 5. MAIN ANTI-CORRUPTION STANDARDS

### Anticorruption laws

In almost all countries, laws prohibit Corruption of their Public Officials or a Public Service Officer and in many others, there are laws that criminalize bribery of Public Officials or a Public Service Officer from other countries. In addition, many countries have laws that prohibit Corruption between private individuals as well.

NHOA is part of the Nhoa Group. Since NHOA Energy S.r.l., 100% controlled by NHOA S.A., has its registered office in Italy, the Company and its Staff are subject to the Italian law and to the provisions of Italian Legislative Decree.

Moreover, NHOA and its Staff may be subject to the laws of other countries, including those ratifying International Conventions, which prohibit Corruption of Public Officials or Public Service Officer and Corruption between private individuals, such as:

- the Convention of the Organization for Economic Cooperation and Development on Combating Bribery of Foreign Public Officials in International Business Transactions;
- the United Nations Convention against Corruption;
- the Foreign Corrupt Practices Act (FCPA) in the United States;
- the UK Bribery Act enacted in the United Kingdom; and subsequent amendments and additions there to.

### Anti-Corruption Laws:

- prohibit payments made either directly or indirectly - including payments made to anyone knowing that such payment will be shared with a Public Official/Public Service Officer or private individual - as well as offers or promises of a payment or other benefits for corruption purposes to Public Officials/ Public Service Officer or private individuals. Under the Anticorruption Laws, NHOA and/or its Employees may be held liable for offers or payments made by anyone acting on behalf of the Company in connection with the Company's business activities, if NHOA and/or its Employees are aware or reasonably should have been aware that such offer or payment is inappropriate;
- require companies to establish and retain books, records and accounting records that, in reasonable detail, accurately and fairly reflect transactions, expenses (even if not "significant" in accounting terms), acquisitions and disposals of assets;
- even inaccuracies in the reporting of payments without corruption purposes constitute violations. False records may give rise to tax and other legal responsibilities. In particular, where applicable,

the FCPA's bookkeeping provisions require that adequate accounting standards and internal control systems be maintained and accurate books and records kept.

## Support

The content of applicable laws and Anticorruption Laws may change at any time, therefore it is important to obtain up-to-date legal advice before making any commitment on behalf of NHOA.

For this purpose:

- any issues related to the content of the Anticorruption Laws, the general principles of conduct provided for by the Special Parts 1 and 6 of the Organizational Model and the Code of Ethics or any matters covered in these Guidelines or their application to specific situations; and/or
- any issues relating to the provisions of the Anticorruption Laws on Financial Information and Internal Controls or any matters covered in these Guidelines or their application to specific situations
- should be addressed to the Group Ethics & Compliance Officer.



If the Group Ethics & Compliance Officer, from the information received, suspects or has a reasonable basis for suspecting a violation of the Organization Model, the Group Ethics & Compliance Officer shall immediately inform the Supervisory Body.

## 6. STATEMENT OF GUIDELINES

In line with the Organizational Model and the Code of Ethics, NHOA prohibits Corruption with no exception. More specifically, the following is prohibited:

- offering, promising, giving, paying, authorizing someone to give or pay, directly or indirectly, an economic advantage or other benefit to a Public Official/Public Service Officer or a private individual (Active Corruption);
- accepting a request from, or solicitation from, or authorizing someone to accept or solicit, directly or indirectly, an economic advantage or other benefit from a Public Official/Public Service Officer or an individual (Passive Corruption);

when the intention is:

- to induce a Public Official/ Public Service Officer or an individual to mis-perform any public function, or any activity associated with a business, or to reward him or her for doing so;
- to influence an official act (or omission) by a Public Official/ Public Service Officer or any decision in violation of an official duty;
- to obtain, secure or retain a business or unfair advantage in connection with the business activity;
- or
- in any case, to violate any applicable laws.

In addition, NHOA prohibits exploiting or boasting about existing or alleged relationships with a Public Official or a Public Service Officer, unlawfully giving or promising money or other benefits to oneself, as the price of one's illicit mediation with a Public Official/Public Service Officer or rewarding him in connection with the performance of his duties or his powers (Influence Peddling).

Prohibited conduct includes the offer to, or receipt by, NHOA Staff (also "direct corruption") or by anyone acting on NHOA behalf (also "indirect corruption") of an economic advantage or other benefit in connection with business activities.

This prohibition is not limited to cash payments only, and includes, for corruption purposes:

- gifts;
- entertainment expenses, hospitality;
- contributions in kind, such as sponsorships;
- business activities, jobs or investment opportunities;
- confidential information;
- personal discounts or credits;
- assistance or support for family members;
- other benefits or amenities.

NHOA prohibits any form of corruption, including but not limited to those described above, in favor of anyone.

Compliance with the Anticorruption Laws and these Guidelines is mandatory for all NHOA Staff and Business Partners.



Therefore:

- all NHOA dealings with, or relating to, or involving a Public Official or a Public Service Officer must be conducted in accordance with the Organizational Model, these Guidelines and any anti-bribery and corruption law ;
- all NHOA dealings with, or involving, an individual must be conducted in accordance with these Guidelines, the Organizational Model and the Code of Ethics;
- NHOA Staff is responsible for their compliance with these Guidelines. In particular, managers shall make sure that their collaborators comply with these Guidelines and take measures to prevent, detect and report potential violation, even to the Supervisory Body according to the Organizational Model;
- No questionable or unlawful practice can be justified or tolerated under any circumstances on the grounds that it is "customary" in the industry or countries in which NHOA operates. No benefit should be imposed or accepted if it can only be achieved by undermining our ethical standards;
- NHOA Staff will not be dismissed, demoted, suspended, threatened, harassed or discriminated against in any way for refusing to make a prohibited payment, even if such refusal has resulted in loss of business or other detrimental consequences for the business.

## 7. GENERAL PRINCIPLES

It is always prohibited to:

- engaging in any type or form of corrupt practices (also with reference to international and/or other countries' legislation);
- engaging in conduct such as to constitute the types of offenses considered above;
- to engage in conduct that, although not such as to constitute in itself cases of crime falling within those considered above, may potentially become so;
- putting in place any situation of conflict of interest towards the Public Administration (including through intermediaries, subcontractors and/or "third parties" in general);
- distribute free gifts and presents, in order to favour and/or influence a company activity (including through intermediaries, subcontractors and/or "third parties" in general), outside the cases and methods provided for by company procedures

- grant other advantages or promises of any kind in favour of representatives of the Public Administration (including through intermediaries, subcontractors and/or "third parties" in general);
- grant compensation, perform services or provide services to third parties, partners, consultants, consortium members, subcontractors, etc. that are not adequately justified in the context of the existing working relationship;
- give or present false or untrue statements or documents for the purpose of obtaining public disbursements, contributions or subsidized financing, or more generally, for the purpose of unduly directing the decisions of the Public Administration in one's own favor, when any business negotiation or relationship with the Public Administration, its employees, public officials and public service appointees is underway;
- putting in place any situation of conflict of interest towards the Public Administration (including through intermediaries, subcontractors and/or "third parties" in general);
- distribute free gifts and presents, in order to favor and/or influence a company activity (including through intermediaries, subcontractors and/or "third parties" in general), outside the cases and methods provided for by company procedures;
- grant other advantages or promises of any kind in favor of representatives of the Public Administration (including through intermediaries, subcontractors and/or "third parties" in general);
- grant compensation, perform services or provide services to third parties, partners, consultants, consortium members, subcontractors, etc. that are not adequately justified in the context of the existing working relationship;
- give or present false or untrue statements or documents for the purpose of obtaining public disbursements, contributions or subsidized financing, or more generally, for the purpose of unduly directing the decisions of the Public Administration in one's own favor, when any business negotiation or relationship with the Public Administration, its employees, public officials and public service appointees is underway.

## 7.1 Payments

As above described, these Guidelines prohibit offering, promising, authorizing or paying for money or other goods of other utility, whether directly or indirectly, to Business Partners, Public Officials, a Public Service Officer political parties, candidates, private individuals or legal entities, in order to obtain an advantage for NHOA.

In addition, NHOA prohibits exploiting or boasting about existing or alleged relationships with a Public Official or a Public Service Officer, unlawfully giving or promising money or other benefits to oneself, as the price of one's illicit mediation with a Public Official/Public Service Officer or rewarding him in connection with the performance of his duties or his powers (Influence Peddling).

PLEASE NOTE: offering money or other benefits as described above is prohibited regardless of how the money or benefit is accepted by the recipient. In line with the principles expressed in the Organizational Model and the Code of Ethics, Facilitation Payments are expressly prohibited. It is not acceptable for such payments to be made by Employees or Business Partners of NHOA.

## 7.2 Gifts and other non-financial benefits (including travel, trips, training, education and related expenses)

Gifts or other non-financial benefits, including hospitality, may be given or received as a business courtesy, if they do not compromise the integrity and/or reputation of the parties, do not violate the anti-corruption laws or the Guidelines adopted by the recipient's entity or company and cannot

reasonably be interpreted by an impartial third party as acts aimed at creating debt or as a means to obtain an improper advantage. However, regardless of value, giving or receiving a gift, meal or any other form of hospitality should not aim at inappropriately influencing a government official or any other party in business with NHOA.

Any gifts or entertainment expenses offered must be reasonable and aligned with normal ethical, cultural and professional practices and must possess all the following characteristics:

- must be made or received in good faith and in relation to business objectives;
- must not be made or received in order to exercise an undue influence, or any expectation of reciprocity;
- must not be made or received in cash or equivalent means (such as vouchers);
- must have a reasonable/small value (e.g., insignificant in relation to average local salaries);
- must comply with the laws, regulations and culture of the country in which you operate;
- must comply with generally accepted standards of professional courtesy;



- be fully documented and backed up by receipts and accounting records; and
- be promptly and accurately recorded in NHOA accounting and records.

All gift expenses must be shown separately by the Employee in question at the time they submit a request for reimbursement. Prior to reimbursement, Human Resources and Finance Functions must verify that these expenses have been incurred in accordance with these Guidelines. The Finance Function will ensure that gift expenses are properly recorded in the accounts.

No corporate entity is permitted to use its own funds or funds received from sources other than NHOA to provide gifts or any other form of benefit to any recipient if such conduct is prohibited under these Guidelines.

### 7.3 Charitable contributions and donations

Communities are an important stakeholder and NHOA is committed to being a good citizen by respecting the environment and offering its support to serve the community. NHOA encourages its employees to get involved and support the community through donations of resources and time, provided that the activities undertaken are in line with NHOA brand identity.

NHOA must always take reasonable steps to ensure that such contributions do not constitute unlawful payments to the recipient in violation of these Guidelines and/or any applicable Anticorruption Laws and Regulations and are not used as a means to inappropriately influence business decisions.

For the purposes of this section, charitable contributions include money, contributions in kind (e.g., donation of goods purchased from third parties), and any other benefits.

All charitable contributions and donations to persons, associations or other entities should only be made following a due diligence process, where required, in accordance with the 231 Procedure "Due Diligence Policy - Patronage and Sponsorships", and in any case after checking that:

- charitable contributions and donations are made in accordance with the approved budget;
- charitable contributions and donations are made only to non-newly established, well known, reliable and reputable entities (honesty and fair business practices);
- the beneficiary entity demonstrates that it has all the certifications and requirements to operate in accordance with applicable laws;
- contributions are properly and correctly recorded in the Company's books and records;
- the recipient entity is committed to properly and transparently record the contributions received in its books and records;

- the original documentation relating to the approval of the contribution and the consistency checks with the current legislation is kept for at least 10 years.



Every NHOA Employee submitting a request for a charitable donation must provide to the Group Ethics & Compliance Officer adequate supporting documentation so that it can be accurately recorded, reviewed and approved in NHOA accounts and records. Such supporting documentation must include an adequate description of the nature and purpose of the contribution, a due diligence of the beneficiary entity and a check about the legitimacy of the contribution or initiative according to the laws in force.

## 7.4 Mergers and acquisitions

Any merger/acquisition must include a counterparty due diligence related to investment projects in order to verify, among other things, the following:

- identity, reputation, professional conduct and integrity of the partners and directors of the companies involved in the merger/acquisition;
- potential corruption risk of the company involved in the merger/acquisition;
- existence of an anticorruption policy in the companies involved in the merger/acquisition;
- existence of any criminal proceedings, sanctions or convictions for violation of applicable Anticorruption Laws against the companies involved in the merger/acquisition, their directors and senior management.



In addition, following the merger/acquisition deal, the target company will have to comply with the provisions of these Guidelines. As part of the post-acquisition integration plan, it will also be necessary to provide for the application of these Guidelines to the newly acquired organization.

The original documentation relating to the merger/acquisition and the above-mentioned controls must be retained for at least 10 years by the Group Ethics & Compliance Officer.

## 7.5 Joint Venture

Every joint venture must include a preliminary due diligence of the counterparty in order to verify, among other things, the following:

- identity, reputation, professional conduct and integrity of the partners and directors of the companies participating in the Joint Venture;
- potential corruption risk of the company involved in the Joint Venture;
- existence of an Anticorruption policy in the companies participating in the Joint Venture;
- existence of criminal proceedings, sanctions or convictions for violation of the Anticorruption Laws against the companies involved in the Joint Venture, their Directors and Top Management members as well as other information that may be relevant for the purposes of the administrative liability of entities (e.g. conviction of its directors/managers /shareholders/other officers for crimes mentioned in the Italian Legislative Decree).



NHOA, through its own representatives, shall make sure that the Joint Venture accepts the provisions set forth in these Guidelines. NHOA will have the right to audit the Joint Venture with respect to activities considered to be at risk; the audit will be performed even if NHOA has reasonable doubt that the Joint Venture may have breached the provisions of the contract with respect to compliance with any applicable anti-corruption laws.

The original documentation relating to the Joint Venture and the above-mentioned controls must be retained for at least 10 years by the Group Ethics & Compliance Officer.

## 7.6 Selection and Recruitment

Employees will be selected based on fairness and impartiality as well as on the professionalism and skills of a candidate.

As part of the selection process, NHOA makes sure that the selected employees comply with the professional profile required by the Company and that they can adopt and implementing the NHOA Group's ethical principles, in accordance with the 231 Procedure "Policy on the Incorporation of Ethics into HR processes", avoiding privileges and facilitations of any kind.

In pursuing the Company's objectives, employees must be aware that any conduct violating these Guidelines or the Anticorruption Laws will not be tolerated, even if such conduct is conducive to NHOA interest.



In particular, in order to avoid any conflict of interest, NHOA requires its new hires to declare, at the time of hiring, that they do not have any conflict of interest with the Company.

The following principles should be followed in the selection of personnel:

- separation of duties between the person who:
  - requests to hire;
  - approves the recruitment budget;
  - selects candidates;
- as a rule, a list of candidates (short list) is prepared to fill the position;
- as a rule, considering the role and position that the candidate will fill, a check is made – and tracked – on the candidate's professional ethics: pending criminal records and criminal proceedings, any civil or administrative sanctions, ongoing investigations;



- with regard to the incompatibility of work or professional positions by persons who have previously worked for public institutions or as public officials/public service officer, as well as private companies subject to the control of public bodies or linked to public bodies by public law contracts, it is forbidden to hire former employees of a Public Administration with employment contracts of any kind and offer them consultancy or collaboration assignments, or in any case to avail of their services. Such prohibition applies when such former employees of a Public Administration in the last 3 years have held top management positions with powers to issue measures or enter into contracts representing a public body, have exercised authorization or negotiating powers concerning NHOA and/or have omitted to exercise powers of administrative or negotiating relevance with respect to matters concerning NHOA. Any contracts concluded and appointments conferred are null and void and private parties who have concluded or conferred them are prohibited from contracting with the Public Administration for the next 3 years with the obligation to return any compensation received. For these purposes, the Company shall take steps to ensure that:

- the causes of incompatibility are expressly included in the deeds of assignment or in the requests for their assignment;
- the parties concerned declare that there are no causes of incompatibility at the time of the assignment and during the relationship.

General rules for recruitment:

- recruitment and selection processes are described in the 231 Procedure "Policy on the Incorporation of Ethics into HR processes", that regulates centralized management in order to

- ensure traceability of all steps in the selection and recruitment phase;
- the selection process is opened with a written request containing the job description, the profile to be sought and the reasons for opening the request;
  - the request is approved by individuals with the appropriate authorizing power on the basis of current company rules;
  - operational profiles are recruited through spontaneous applications or, mainly, employment agencies and selected through interviews; technical or higher level profiles (excluding managers) are selected directly by the Company;
  - the selection of the candidate and the allocation of the relevant compensation are approved at the appropriate level of approval based on current internal rules;
  - evidence is given (traceable) of the candidate selection process and the reasons supporting the selection;
  - each hire must be within a predefined budget and that the approval of the **HR Director** is required to significantly exceed the budget;
  - before the hiring process is concluded, the following are verified: (i) the absence of conflicts of interest (with employees, managers or customers of the Company) and the candidate's relationship with the Public Administration; (ii) the candidate's reputational aspects.

## 7.7 Political contributions

NHOA is not involved, either directly or indirectly, in political or electoral activities of any kind.

In line with the Principles of the Organizational Model and the Code of Ethics, these Guidelines prohibit any contribution, direct or indirect, by NHOA to political parties, movements, committees, organizations or political unions and their representatives and candidates.

However, these Guidelines are not intended to prevent employee participation in politics in their home countries (or where they are located) and outside of their working hours.



Employees' personal political or electoral activity, such as support given to local candidates or donations to candidates taking part in elections, may be appropriate provided that it is carried out in accordance with the laws of their place of residence, does not involve NHOA in any way and does not imply NHOA involvement.

## 7.8 Conflict of interest

All Employees must avoid any activity that could result in a conflict between their personal interests and NHOA interests or even the appearance of a conflict that would call into question their loyalty to NHOA.



In accordance with the Policy for the prevention of conflicts of interest, If you are in a conflict of interest situation, you must:

- refrain from participating in your duties and responsibilities and inform - in writing - your Group Ethics & Compliance Officer and your supervisor;
- obtain a waiver from your manager, who will refer the matter to the Group Ethics & Compliance Officer for further guidance.



If the Group Ethics & Compliance Officer, from the information received, suspects or has a reasonable basis for suspecting a violation of the Organization Model, the Group Ethics & Compliance Officer shall immediately inform the Supervisory Body.



Employees are expected to perform their duties conscientiously, honestly and in accordance with the interests of NHOA. Employees must not abuse their position or confidential information for personal interests.

Employees are prohibited from seeking advice, technical evaluations, acts occurring during proceedings and final measures from persons in charge of public proceedings in which the Company is involved or from the heads of the relevant offices, and employees must report any situation of potential conflict.

## 7.9 Due diligence of Business Partners

NHOA may be held liable for corruption committed by its Business Partners, particularly in the provision of services by these latter or in the conduct of business, meetings or negotiations, for or on behalf of NHOA with public or private entities (and/or their officials, managers or other employees).

Employees must comply with the provisions of these Guidelines and other Group policies and procedures relating to the selection, retention and use of Business Partners.

Therefore, an employee of NHOA shall never ask a Business Partner to tolerate any conduct that the employee cannot tolerate under these Guidelines. In addition, an employee should never overlook any suspected violation of these Guidelines or applicable law by a Business Partner.



Without prejudice to the provisions of the Organization Model regarding the reporting system of suspected violations of the Italian Legislative Decree, the Organization Model and the Code of Ethics, any inappropriate or suspicious behavior regarding these Guidelines must be promptly reported to the Group Ethics & Compliance Officer at [ethics-compliance@nhoa.energy](mailto:ethics-compliance@nhoa.energy).



If, from the information received, the Group Ethics & Compliance Officer suspects or has a reasonable basis for suspecting a violation of the Organizational Model, the Group Ethics & Compliance Officer shall immediately inform the Supervisory Body.



It is forbidden to sign any contract for professional services or collaborations (e.g. with agents, consultants, promoters), with any former civil servant who in the last 3 years of service has exercised authorization or negotiating powers on behalf of Public Administrations and has exercised or failed to exercise authorization or negotiating powers regarding NHOA. Any contracts concluded and assignments conferred are null and void and private individuals who have concluded or conferred them are prohibited from contracting with the Public Administration for the following 3 years with the obligation to return any compensation received.

Business Partners must enter into written contracts before performing any activities for or on behalf of NHOA. All contracts entered into with Business Partners must include reasonable and appropriate compensation and compliance clauses, clearly and specifically indicating the relevant amounts and how they are paid as specified in the contract. All contracts with Business Partners must be negotiated, entered into and handled in accordance with these Guidelines.

NHOA requires that contracts with Business Partners include, among other things:

- the preparation of clearly detailed invoices;
- adequate compensation in line with business practice and commercial and geographical standards;
- a commitment by the Business Partner to comply with the Italian Legislative Decree and the anti-corruption laws as well as to the Organizational Control, the Code of Ethics and these Guidelines;



- as to subcontracting (including sub-agents, sub-representatives, sub-consultants or similar figures), Business Partners are obliged to:

- define controls regarding subcontracting in the relevant contract with NHOA, in advance, to ensure compliance with NHOA internal rules;
- obtain, where required, prior approval from NHOA for each subcontracted party in accordance with NHOA internal rules;
- ensure that any services related to contracts with NHOA delivered by the subcontracted company are performed on the basis of a written contract that imposes on the other party conditions equivalent to those imposed on the Business Partner in order to ensure compliance with anti-corruption laws;



- assurance that the Business Partner promptly reports to NHOA any request or demand for undue payment of money or other benefits received in connection with the performance of the contract;
- NHOA right to conduct an audit of the Business Partner if NHOA has a reasonable suspicion that the Business Partner has breached the anti-corruption laws compliance provisions under the contract;
- NHOA right to interrupt or suspend performance of the contract and the right to damages in the event of a breach of the above obligations, representations and warranties and/or violation of the anti-corruption laws.

## 7.10 Assignment and management of advisors, including the phase of selection and qualification of advisors

It is provided that:



- a qualification phase of potential advisors is carried out in compliance with the 231 Procedure for the selection and qualification of Company's suppliers, including checks on reputational aspects and about possible conflicts of interest, through a due diligence activity carried out by the Company, with the eventual help of specialized companies, which includes at least a check on: (a) directors and shareholders of the supplier; (b) financial soundness parameters; (c) any previous/reports to the Authorities of the supplier and its shareholders/directors;

- periodic audits (at least every two years) are carried out by the Internal Audit regarding the continued existence of the requirements that legitimized the qualification, with the eventual help of specialized companies, with immediate termination of the contractual relationship in the event of a negative outcome of the audit;
- the purchase request is formalized in compliance with the related 231 Procedure
- invoices are recorded in the accounts only after verification of approval for payment by the requesting function;
- a selection of the advisor is carried out that includes the traceability of the reasons for the choice of the supplier (by the requesting function and the Procurement Function) and verification that the agreed fee is in line with market standards for the service rendered (by the Internal Audit/Compliance Function with the help of specialized companies);



- the contractualization of the relationship takes place through a standard contract or otherwise reviewed by the Legal function, containing clauses on compliance (compliance with the Model and the Code of Ethics);
- reporting obligations are implemented (through the inclusion of appropriate contractual clauses) in relation to any meetings (also telematics) with public officials, indicating the location of the meeting, the participants, the topics discussed and any documents discussed/exchanged;
- Training sessions are conducted in relation to the Model and the Company's Code of Ethics, at least once a year, with regard to consultants intended to have relations with public clients.

## 8. ACCOUNTING PROCEDURES

NHOA policy ensures accounting transparency as well as accounting records to be kept according to the principles of truth, completeness, clarity, accuracy and compliance with any current regulations. Adequate supporting documentation must be kept for each transaction so as to allow an easy accounting recording, reconstruction of the operation and identification of any responsibilities.



All payments and transactions made by NHOA must be accurately recorded in the relevant books and records of the company, so that the books, records and accounts accurately and truthfully, correctly and in reasonable detail reflect transactions and dispositions of the assets. This principle applies to all transactions and expenses, whether or not they are significant from an accounting point of view.

NHOA shall also ensure that adequate accounting controls are adopted and implemented to provide reasonable assurance as to the proper functioning and efficiency of NHOA.

Therefore, NHOA checks that:

- A. operations are carried out only against a general or specific authorization by the management;
- B. operations are recorded as required to:
  - prepare the financial statements in accordance with generally accepted accounting principles or any other criteria applicable to such financial statements;
  - maintain accounting records for all company assets;
- C. access to assets is permitted only with a general or specific management authorization;
- D. at regular intervals, the value of the assets included in the financial statements is compared with the assets in existence, and appropriate measures are taken with reference to whatever difference is found.

## 9. RED FLAG

While each commercial transaction, commitment, or payment must be evaluated with respect to its specific context, special attention must be paid to the "Red Flag" cases.

Red Flag means those transactions, relationships or commitments whose facts or circumstances highlight a potential risk of corruption.

When a Red Flag case is identified, particular attention must be given to the actions to take in order to mitigate or eliminate the risk of corruption that such specific relationship may present, including its possible termination.



The following examples suggest cases of non-compliance with these Guidelines and activities associated with Corruption risks. If an Employee become aware of any of these circumstances or suspect the risk of corrupt behavior, the Employee should promptly contact the Group Ethics & Compliance Officer and/or the SB.

Below is a non-exhaustive list of Red Flags:

- payments offered or made in cash or other means equivalent to money;
- gifts or other forms of hospitality that are excessive in the light of the circumstances;
- off-shore payments or payments made in countries traditionally known as tax havens;
- payments and expenses not adequately documented;
- request by Employees or Business Partners to structure a transaction in such a way as to conceal facts or circumvent local laws;
- request by a Business Partner to make a payment in a country different from the country where the head office is registered, or where it owns the establishment directly involved in the activity for which it was selected;

- the Business Partner was recently established or no historical information on the counterparty is available;
- the Business Partner refuses to certify its adherence to Italian Legislative Decree and the anti-corruption laws as well as to the Organizational Model, the Code of Ethics these Guidelines or refuses to sign the guarantees, agreements and rights of control defined by NHOA;
- the Business Partner has current or past cases of corruption or other violations of law;
- the Business Partner has been recommended by a Public Official or a Public Service Officer;
- the Business Partner requires unusual contractual terms or payment methods that raise concerns about local law (including anti-money laundering laws) such as cash payments, payments in another country's currency, payments to third parties unrelated to the business transaction or payments in advance of the finalization of the purchase transaction (or any other form of prepayment);
- Business Partner's commissions or fees exceed the normal rate for similar services in the relevant geographic area.

## 10. ROLES AND RESPONSIBILITIES

### Group Ethics & Compliance Officer:

- periodically reviews these Guidelines to ensure that they remain as efficient as possible in the event of regulatory changes relevant to NHOA activities;
- must regularly document NHOA efforts to comply with anti-corruption laws to demonstrate that NHOA disseminates, implements and enforces its anti-corruption program as required by the regulatory authorities in the countries where NHOA operates;
- regularly maintains records of due diligence, reports of suspicion, and reviews of compliance with corporate and legal regulations;
- in cooperation with the Human Resources Function, is responsible for ensuring – and tracking – that all Employees are aware of these Guidelines;
- is the point of reference for any questions regarding the correct interpretation of these Guidelines;
- is responsible for maintaining, managing and administering these Guidelines;

### Human Resources Function:



- is responsible for the implementation and updating of the database of the declarations required from candidates during the selection phase;
- is responsible for training.

## 11. TRAINING OF NHOA EMPLOYEES

The Group Ethics & Compliance Officer, in cooperation with the Human Resources Function, ensures that all Employees are aware of the contents of these Guidelines and of the various crimes, risks, personal and corporate responsibilities, as well as of the actions to take to combat corruption and potential penalties in the event Anticorruption Laws are infringed.

The Group Ethics & Compliance Officer organizes employee's training to make them aware of Anticorruption Laws and the instructions to recognize "Red Flags" and avoid ethical misconduct.

The program is designed to support participants through the submission of questions and discussion of real life situations that may occur in the course of normal NHOA activities.

Participation in training sessions is mandatory; the Group Ethics & Compliance Officer is responsible for ensuring that all employees involved attend the training courses.

At the discretion of the Group Ethics & Compliance Officer, additional refresher courses may be conducted in the event of significant changes to these Guidelines and/or to laws and regulations relating to NHOA activities if it is not deemed sufficient to notify employees of such changes (e.g., by e-mail to Employees).

All Employees, because of training courses, must certify in writing that:

- they have received and acknowledged the content of these Guidelines and the Anticorruption procedures they shall comply with;
- they act and will continue to act in compliance and in accordance with these Guidelines and other anticorruption procedures;
- they will promptly report any violations or non-compliance with Anticorruption Laws of which they become aware.



The Group Ethics & Compliance Officer must regularly retain all documentation regarding training materials, participation in training sessions, and compliance certifications.

## 12. REPORTING SYSTEM

Any suspected or known violation of the Anticorruption Laws or these Guidelines should be reported immediately to one or more of the following persons:

Any suspected or known violation of the anti-corruption laws or these Guidelines should be reported immediately to one or more of the following persons:

- the Employee's supervisor;
- the SB, through the e-mail addresses [ethics-compliance@nhoa.energy](mailto:ethics-compliance@nhoa.energy) or [odv@nhoa.energy](mailto:odv@nhoa.energy), according to the provisions of the Organization Model regarding the reporting system of suspected violations of the Italian Legislative Decree, the Organization Model and the Code of Ethics;
- the Group Ethics & Compliance Officer, through the e-mail address [ethics-compliance@nhoa.energy](mailto:ethics-compliance@nhoa.energy);

Any disciplinary action will be taken in accordance with the anti-corruption laws and these Guidelines.

## 13. PROTECTION OF WHISTLEBLOWERS

In line with the Organizational Model and the Code of Ethics and the Whistleblowing Policy, NHOA warrants to its Employees that it will not tolerate any retaliation against those who lawfully engage in bona fide reporting related to compliance with these Guidelines and/or the Anticorruption Laws. Individuals who engage in retaliatory behavior will be subject to disciplinary action.

Confidentiality will be kept at all times, to the extent possible, in order to protect employees, and information will be disclosed only when strictly necessary.

## 14. SANCTIONS

NHOA will use every reasonable means to avoid any conduct that violates the Anticorruption Laws and/or these Guidelines and to stop and sanction any unlawful conduct by NHOA Employees.

Government Officials may investigate NHOA and/or its Employees in different jurisdictions and, depending on the circumstances, prosecute them administratively, under civil law, or under criminal law. This may result in significant sanctions, disqualification and/or imprisonment in the event of a violation of any applicable Anticorruption Laws and/or Regulations by NHOA and/or its Employees.

Any employee who violates these Guidelines will be subject to disciplinary action.

NHOA will take appropriate measures, including termination of the contract and a claim for damages against any contractual counterparty whose actions violate the Anticorruption Laws and/or these Guidelines.

## 15. DISTRIBUTION

These Guidelines are disseminated to the relevant corporate functions by uploading them onto the corporate intranet and communicating them by email.

The Group Ethics & Compliance Officer is responsible for maintaining and updating this document.



## 16. EXCEPTIONS

Any deviations or exceptions to this 231 Procedure must be approved in advance by the Chief Executive Officer in writing, with sufficient justification, and the Supervisory Body must be informed.

## 17. ARCHIVING AND DATA RETENTION

Each Corporate Function involved in the activity described in these Guidelines is required to archive and retain all documentation related to the activities described in this document in a manner that precludes subsequent changes, unless appropriate evidence of the changes made is available to enable traceability of the entire process and to facilitate subsequent controls.

The archives ensure adequate protection against damage and loss.

## 18. ORGANIZATIONAL MODEL

The performance of the activities governed by these Guidelines shall be guided by applicable laws and regulations, the Code of Ethics and Conduct, and the Organizational Model adopted by the Company, of which these Guidelines shall be considered an integral part. All violations of these Guidelines must be reported to the Group Ethics & Compliance Officer and to the Supervisory Body of NHOA and may result in the imposition of sanctions on those responsible in accordance with the procedures provided for in the Organizational Model and the regulations in force.