



## **LAICA S.p.A.**

Sole shareholder company subject to the management and coordination of Strix Group Plc.  
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## **LAICA S.P.A**

### **ANTI BRIBERY AND FRAUD POLICY**

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Author: Nicolò Zanuso

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### 1. PRINCIPLES FOR PREVENTING CORRUPTION AND FRAUD

Laica S.p.A. rejects corruption and fraud in all its direct and indirect forms and adopts a management system for the prevention of related offenses integrated into the Organization and Management Model pursuant to Legislative Decree 231/01 (hereinafter the "Model 231"), whose foundation lies in the principles and values expressed in the Code of Ethics and the Quality and Sustainability Policy adopted by Laica S.p.A.

In particular, the Company adopts the principles of:

- **INTEGRAL'**, since in LAICA S.P.A. the legality, fairness, honesty, equity and impartiality of behavior inside and outside the company constitute a common way of feeling and acting. In sharing these principles, lasting relationships with customers and suppliers are established
- **TRANSPARENCY**, by committing to provide all stakeholders with clear, complete and timely information on actions taken at all levels of the company. For Laica S.p.A. being transparent means adopting management tools that are open to dialogue with its stakeholders, in order to meet the expectations of information and knowledge of the economic, social and environmental impacts of company activities;
- **PERSONAL RESPONSIBILITY, CONCRETIZING** the commitment of the worker to establish a fiduciary relationship with colleagues and, more generally, with all interlocutors. It is considered essential to commit oneself with loyalty and effectiveness to achieve the company's objectives, being aware of one's role, tasks and responsibilities;
- **CONSISTENCY**, translated into a commitment to implement daily, in every action, the mission, values and operating principles of the company. They are regarded as the foundation of strategic planning, objectives and operational management.



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The Management and the *management* of LAICA S.P.A. are personally committed to respecting this Model, also through the adoption of exemplary behavior and the conduct of awareness-raising activities and dissemination of the principles of the rules aimed at preventing corrupting and/or fraudulent acts at their own facilities.

## 2.SCOPE

This Model for the prevention of corruption and fraud (hereinafter referred to as "**PCF Model**<sup>1</sup>") concerns all persons working for Società Laica S.p.A.: *staff at all levels , agency personnel, seconded personnel, volunteers, agents, contractors, external consultants, representatives of third parties and business partners, sponsors, or any other associated individual, regardless of geographical location.*

This PCF Model has been reviewed and approved by the Board of Directors of Laica S.p.A. and its adoption and implementation is mandatory for Laica S.p.A.. and for all its subsidiaries. In addition, the Company will ~~ensure that~~ all third parties, stakeholders and stakeholders comply with the standards defined *in this* PCF Model, adopting and maintaining an appropriate and consistent internal control system.

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<sup>1</sup> "Personnel" means employees at all levels and persons who are entrusted with collaborative tasks (including internships and traineeships).



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### 3. Roles, responsibilities and definitions

#### 3.1 Roles and responsibilities

The Summit, the *management and* all LAICA S.P.A. staff are affected by this PCF Model as they are required to know it, respect it and work for the prevention of corruption, fraud and other offenses (including those relevant to the purposes of Legislative Decree 231/2001).

The Summit, with the collaboration of competent corporate managers, has the ultimate responsibility for the internal control system, periodically assessing its adequacy and promoting at all levels of the company the "culture of control".

The Board of Directors, within the respective delegations and lines of authority of the Company Structures, are responsible for establishing and maintaining the internal control system and risk management, including fraud and corruption.

As regards the mechanisms of prevention and detection of corruption and fraud, the primary responsibility lies within each Company/Management, whose managers ensure that the risk of fraud and corruption is managed and addressed by establishing processes and control activities to prevent and/or detect any corruption and fraud, activating necessary first-level controls and/or reporting.

All staff, regardless of their hierarchical and organizational location, are required to participate in the definition and implementation of a solid control environment, implementing the control mechanisms provided for their responsibilities and participating in monitoring, detection and containment of risks and anomalies.

As regards the mechanisms of prevention and detection of corruption and fraud, the primary responsibility lies within each Company/Management, whose managers ensure that the risk of fraud and corruption is managed and addressed by establishing processes and control activities to prevent and/or detect any corruption and fraud, activating necessary<sup>2</sup> first-level controls and/or reporting.

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<sup>2</sup> Protection measures apply to whistleblowers, facilitators (i.e. natural persons who assist a whistleblower in the reporting process, operate within the same workplace and whose assistance must be kept confidential); to persons in the same working context as the reporting person and who are linked to them by a stable emotional or familial relationship within the fourth degree; to the reporting person's colleagues who work in the same working environment as the reporting person and have a regular and current relationship with them; the entities owned by the reporting person or for which the same persons work, as well as the entities operating in the same employment environment as the above-mentioned persons.



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### 3.2 Compliance program

Laica S.p.A. has adopted a fraud, corruption and crime prevention program 231 which consists of the following elements:

- **control environment:** acceptance and dissemination of this PCF Model, which integrates with the Code of Ethics and Model 231 and represents a concrete commitment to preventing corruption, fraud, and other wrongdoing, as well as to spreading the culture of control;
- **risk assessment:** carrying out regular activities of detection, evaluation and monitoring of the risk of fraud and corruption, integrated with the risks of process and crime 231, as well as evaluating existing controls with a view to mitigating relevant risks;
- **control activities: carried out** both by the operational structures (first-level controls) and by the structures responsible for second-level controls (Quality, Safety, Environment)

The two control lines described have structured methods of alignment and comparison, respecting specific competences. The processes that are primarily at risk of fraud and corruption are also regulated through specific 231 protocols and periodic reporting to the OdV/Compliance Function;

- **reports:** a system for reporting fraud, corruption and other offenses, including those relevant to the 231 purposes, is operational, as illustrated in this Model. The reports trigger a process of investigation and definition of corrective measures, based on the cases identified;
- **monitoring:** regular checks are carried out regarding the overall effectiveness of the internal control system and risk management of fraud and corruption, with a view to continuous improvement. The Compliance Function is responsible for overseeing and monitoring the fraud and corruption risk prevention system described.

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The protection of these subjects is operational using the presences established by law (see Protocol 231 "Management of reports to the OdV (Whistleblowing)" *updated* for the purposes of implementing Legislative Decree 24/23) and extends to those who make a complaint or public disclosure, provided that the conditions are met.



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#### 4. BEHAVIORS NOT ALLOWED - GENERAL

Laica S.p.A. refrains from practices that are not permitted by applicable corruption law<sup>2</sup> (hereinafter<sup>3</sup> the "Anti-Corruption Laws").

An "**act of corruption**" consists in promising, giving or offering anything of any value (even non-economic) or benefit - directly or indirectly - a person, in order to induce the latter or another person to perform a function or activity *improperly or with the expectation or hope of receiving a commercial advantage or to reward an advantage already obtained for oneself or for others (active bribery)*.

It is also prohibited, as it falls within the scope of "corruption", to accept, request or receive anything of any value *(including non-economic) or benefit, directly or indirectly, by a person with the intent to cause a particular function or activity to be improperly performed by the applicant/recipient or another person, or otherwise with the expectation or hope of obtaining a commercial advantage for themselves or others (passive bribery)*.

The "benefit" object of an "act of corruption" may not consist in the payment of sums of money but, having regard to the circumstances, it may be constituted, for example, by gifts, various forms of hospitality, contributions in kind (such as sponsorships), jobs, investment opportunities, benefits of various kinds (even sexual), etc.

Società Laica S.p.A. also refrains from practices that are not permitted by applicable law regarding fraud (hereinafter the "Anti-Fraud Laws").

"Fraud" **means** an intentional act, carried out with deception, in order to obtain an unfair or illegal advantage, by the Staff of Laica S.p.A., collaborators or other third parties. "Fraud" means an illegal and intentional act characterized by deception, concealment or abuse of trust. Fraud is perpetrated by individuals and

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<sup>3</sup> The "**Anti-Corruption Laws**" are considered the anti-corruption provisions contained in the Italian Penal Code (articles 318 and ss. 346 bis), in the Italian Civil Code (articles 2635 and 2635 bis), in applicable international conventions (such as the 1997 Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the UN Convention against Corruption, adopted by the General Assembly on 31 October 2003 and ratified in Italy with Law no. 116 of 2009) and in other applicable laws (including Legislative Decree no. 231 of 2001).

<sup>3</sup> In the Italian legal system, the provisions to be considered "Anti-Fraud Laws" can be found in the penal code; in particular, the relevant articles refer to the crime of fraud and related offences such as computer fraud, insurance fraud, fraud in public procurement, false social communications.



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organizations external to the company and/or internal resources in order to obtain money, goods or services unfairly, to avoid payment or loss of services or, in general, to gain personal or business benefits. Fraud in companies can be perpetuated through conduct mainly attributable to the instances of corruption, embezzlement and budget fraud.

Fraud can be internal, that is behaviors directly or indirectly carried out by the staff of Laica S.p.A. in order to illegally obtain an unfair advantage, or external, that is, issued by subjects outside LAICA S.P.A. which involve the Company as a defrauded subject. Fraud, therefore, may result in damage or benefit (even indirect) for the Company.

In compliance with the principles on which Laica S.p.A. is based, fraudulent behavior by Staff or third parties with whom the Company operates is not tolerated under any circumstances.

It is also prohibited to carry out threats or retaliation against an individual who has refused to commit an act of corruption, fraud or other wrongful act or who has reported the occurrence and/or a well-founded suspicion that it has occurred; and, in any case, more generally, to undertake or accept that any action is taken in your favor that may be configured as a violation of this PCF Model or Model 231.

One element of risk for corruption and fraud is conflict **of interest, that is** the situation in which commercial, economic, family interests, political or personal of a person could interfere with his judgment in the performance of his function for Laica S.p.A.

The Staff is also required **to avoid** (and report) any situation **that may** constitute or **lead to a conflict of interest (actual or potential)** between personal interests (economic or not) and the tasks **performed or the function held within the company structure, all in accordance with the provisions of the Code of Ethics of Laica S.p.A. It is considered appropriate to recall here that Laica SpA has a whistleblowing channel. The Laica whistleblowing channel is a primary and secondary prevention tool of risks of corruption , fraud and other wrongdoing, designed in accordance with Legislative Decree 24/2023 and integrated into the corporate governance and control system.**

In any case, any situation that may constitute or result in wrongdoing must be promptly communicated to the direct superior and to the ODV, providing all relevant information. Likewise, the subject concerned promptly refrains from intervening in the related operational/decision-making process and the superior, with the involvement of the Personnel Manager and the General Director, identifies the appropriate operational solutions to safeguard, in this case, the transparency and fairness of conduct in carrying out activities.



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### **4.1 Preferential and/or extortionary payments**

Laica S.p.A. does not allow to pay, offer or accept, directly or indirectly, payments and benefits of any kind and amount in order to accelerate or facilitate the execution of services already owed by its partners.

Concessional **payments are** sums of money (or other utilities/benefits) paid/provided "behind the scenes" to secure or expedite a service.

It is the duty of all parties involved in business activities to avoid creating situations that result in the making or acceptance of a concessionary payment, or to imply an offer or acceptance. If you are asked to make a payment in the name of LAICA S.P.A., you must be very careful and clearly identify the reason why it is being requested and whether the amount required is proportionate to the goods or services received. Payments are made in compliance with current company procedures regarding the authorization phase and control of the performance performed, as well as in accordance with delegated powers.

In the event of a promise, offer or request for facilities, employees shall communicate this through the dedicated channel for collection of reports (see para. 5).

### **4.2 Donations, sponsorships, representation expenses and hospitality**

#### ***4.2.1 Gifts, giveaways and benefits***

Laica S.p.A. does not allow any form of gift and/or liberality in general that may appear or even be interpreted by an impartial observer as exceeding normal commercial or courtesy practices or otherwise aimed at acquiring preferential treatment.

In particular, any form of gift to Italian and foreign public officials, auditors, civil servants and staff belonging to the *Authority* and Supervisory and Control Bodies is prohibited without prior authorization from the Supervisory Body.

The above-mentioned prohibition, which does not allow exceptions even in those countries where you offer valuable gifts (or other benefits as described above) to Business Partners, as defined below, is customary, and applies both to the gifts promised or offered and those received.

The staff of LAICA S.P.A. who receive gifts or benefits not admitted and who suspect the irregularity of the

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offer received, is required to inform the ODV that assesses its appropriateness.

Donation and sponsorship activities are governed by a specific 231 Protocol that sets out the procedures for their execution, approval, and traceability, in line with this PCF Model.

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### 4.2.2 Representation and hospitality expenses

Gifts, payments or other benefits, including hospitality treatments may be offered, carried out, accepted or received when they fall within the context of commercial courtesy and are such that they do not compromise the integrity and/or reputation of one of the parties and in any case cannot be interpreted by an impartial observer as intended to create an obligation to gratitude or improperly acquiring advantages.

Any benefit, gratuity, economic advantage or other utility, including hospitality treatments, must have all of the following characteristics:

- not consist of a cash payment;
- be carried out in relation to *legitimate* business purposes and in good faith;
- not be motivated by a desire to exercise unlawful influence or an expectation of reciprocity;
- be of modest value and in any case reasonable according to the circumstances;
- be tasteful and conform to *generally accepted* standards of professional courtesy;
- comply with the Anti-Corruption Laws and regulations applicable to the Public Officer or the private.

Anyone who receives gifts, economic advantages, or other benefits including hospitality treatments that cannot be considered as acts of commercial courtesy of modest value must inform the responsible person in charge who will take care to return them or give them back to charity after comparison with the ODV.

When the recipient of the gift, economic advantage or other utility, including hospitality treatment, falls within the categories of Italian and foreign public officials, auditors, civil servants and staff belonging to the Authority *and Supervisory* and Control Bodies, the staff of LAICA S.P.A. who makes the gift must obtain the prior approval of the ODV. Please refer to the Travel Policy of Laica SpA.

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### 4.3 Relations with Public Officers <sup>4</sup>

The relationships of Laica S.p.A. staff with public officials (including Public Administration Bodies, Local Authorities, *Sector Authorities*, Supervisory and Control Bodies) must be conducted in compliance with the Code of Ethics, Model 231 and this PCF Model. The staff must also operate in compliance with all relevant legislative and internal requirements.

Relations with Public Officials must be characterized by **fairness, transparency and traceability** of behavior and are maintained in accordance with the delegation scheme conferred and with the responsibilities assigned through corporate information and communication tools. (including Service Orders and Internal Communications).

Favors, collusive behavior, direct and/or indirect solicitations towards the Public Officials in order to obtain advantages for the Company, for oneself or for other subjects are prohibited.

When a negotiation, request or any relationship with the Public Officers is in progress, the staff shall not seek to improperly influence the decisions of the Public Officers.

It is never allowed to pay or offer, directly or indirectly, money or gifts or any utility to Public Officers or their family members, to influence or compensate an act of their office, regardless of whether this act is due or not. An appropriate written report must be properly archived of the reports with the Public Officials and the activity must be traceable according to the current company procedures. The provisions of the protocol adopted under Model 231 to regulate the process in question must be understood here.

The staff's contact with Public Officials must be carried out, at the main stages of the negotiation or process, by at least two people belonging, where possible, to different organizational units.

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<sup>4</sup> Are "**Public Officials**", within the meaning of this PCF Model, those persons who exercise a public legislative, judicial or administrative function and who in any way contribute to forming the will of an Italian, foreign and/or local public administration. (e.g. because they have decision-making, certification, attestation and/or control powers). The notion of public officer includes - for the purposes of this PCF Template  
- the persons in charge of public services. Public Officials within the meaning of this PCF Model and for the purposes of its application also include representatives of local communities and Authority *with* regulatory and supervisory powers.



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### 4.4 Customer relations

The sales activity is conducted by LAICA S.P.A. in an ethical, correct, honest and transparent manner, in compliance with the Code of Ethics and the provisions of the 231 Model to regulate such processes. The 231 Protocols provide for specific and appropriate controls to ensure transparency and fairness in the sales process.

Clients are informed of the existence of this Model for the prevention of corruption and of the existence of reporting mechanisms through appropriate means.

Relations with sales networks (agents, procurers, intermediaries) are in accordance with the principles of this PCF Model and the applicable business procedures applicable to Suppliers and other *Business Partners* (including Sales Agencies).

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### 4.5 Dealings with Suppliers<sup>5</sup> and other Business Partners<sup>6</sup>

#### 4.5.1 *Suppliers*

The **purchasing and contracting** activities are conducted by LAICA S.P.A. in an ethical, correct, complete and transparent manner, in compliance with the regulatory framework, the Code of Ethics and the provisions of Model 231 aimed at regulating these processes.

The 231 Protocols and company procedures provide for specific and appropriate controls to ensure transparency and fairness in the selection process of Suppliers (as provided for by applicable laws), management and execution of the contract, until the stage of checking that performance has been performed and proper payment.

The qualification process of the Suppliers includes precise *ethical* and moral standards, in compliance with current regulations.

Suppliers are called upon to comply with the Anti-Corruption Laws and this PCF Model and to allow LAICA S.P.A. to adopt appropriate remedies in case of violation, also in order to prevent administrative liability of

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<sup>5</sup> "Suppliers" within the meaning of this PCF Model are economic operators (including natural persons) potentially able to satisfy a particular need for the supply of goods, works and services.

<sup>6</sup>In the sense of this **PCF Model**, "*Business Partners*" are those external to LAICA S.P.A. with whom a commercial relationship is ongoing or is planned to be established. (including, the Suppliers, as defined above, consultants, agents, partners of LAICA S.P.A. companies in joint ventures/Temporary Business Groupings/Consortia.



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the company for administrative offenses dependent on a criminal offense.

In the event that Suppliers' conduct is found to be in violation of this PCF Model, the Code of Ethics and Model 231, within the limits permitted by law, Società Laica S.p.A. shall take appropriate measures, including termination of the contract. In addition to the above, it is noted that Suppliers are subject to the internal Supplier Risk Assessment procedure, which provides for the assignment of a SCORE based on compliance, reliability, sustainability and operational risk parameters. The maintenance of a minimum SCORE is an essential requirement for the continuation of the contractual relationship.

Therefore, if the Supplier does not achieve or maintain the required SCORE level, Laica S.p.A., within the limits permitted by applicable law and regardless of the detection of further serious conduct as described above, may adopt corrective measures, until the relationship is suspended or the contract terminated.

All Suppliers must commit to:

- a. comply with the Anti-Corruption and Anti-Fraud Laws, the Code of Ethics and this Model for the prevention of corruption and fraud;
- b. introduce a corruption and fraud prevention clause also in any subcontracting/subcontracting/agency contracts;
- c. promptly report to the Management any request or question relating to any undue payment of money or other utility, received from the Supplier and/or its subcontractors/subcontractors/agents in connection with the performance of their service;
- d. to recognize the right of the client LAICA S.P.A. to terminate the contract, suspend its execution and obtain compensation for damages in case of breach of the obligations, declarations and guarantees listed above and/or violation of the Anti-Corruption and Anti-fraud Laws.

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### 4.5.2 Other Business Partners

Laica S.p.A. requires all its Business Partners to *comply with* applicable laws, including the Anti-Corruption and Anti-Fraud Laws.

The *Business Partner* must enjoy an excellent reputation for honesty and integrity. In this sense, a selection process for the *Business Partner* must be implemented, *consistent with current company procedures, which*



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*includes adequate due diligence.* The Business Partner must undertake in writing to comply with the provisions of this PCF Model and declare the absence of conflicts of interest.

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## 5. TRAINING AND COMMUNICATION

The Company carries out training measures, aimed at all staff and particularly in-depth for staff most involved in processes at risk of corruption or fraud, aimed at ensuring the dissemination and understanding of the Code of Ethics, provisions for the prevention of corruption, fraud and Model 231. The training aims to make clear the various crimes (including for the purposes of Model 231), risks, personal responsibilities and consequences for society, actions to be taken to prevent and combat corruption, fraud and any penalties imposed on the individual and society.

The training program provides the necessary knowledge on Anti-Corruption and Anti-Fraud Laws, instructions for recognizing "Red Flags" and avoiding actions that are not consistent with the company's ethical values.

The principles, expected behaviors, control measures and implementation methods are topics developed in training sessions in depth separated according to the risk of crime.

The Staff, having regard to involvement in corruption or fraud risk processes, must receive training on Anti-Corruption and Anti-Fraud Laws promptly. The QHSE office is responsible for planning and carrying out the above-mentioned training, monitoring the effective participation of staff in the training courses and tracking it to the system.

The update on this Model is part of the ongoing training of all individuals who work for or collaborate with the Company, including Suppliers and Business *Partners in general*.

External stakeholders are made available on the institutional website of LAICA S.P.A. the documents useful to make understand the commitment of the Company for the prevention of corruption and fraud and what the Company has done to this end.

## 6. REPORTS

Staff and Directors are invited to report **any** violation of national or European Union legal provisions, based on reasonable grounds and which harm the public interest or the integrity of, of which they have come to know in a public or *private workplace* at the OdV, which has the role of Compliance Function for the prevention of corruption and fraud. Other stakeholders, such as Suppliers, collaborators of or other third



## LAICA S.p.A.

Sole shareholder company subject to the management and coordination of Strix Group Plc.  
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Reg. Impr. e P.IVA 00288500242 - Capital €1,000,000.00 i.v

parties, are also entitled to transmit their own infringement reports.

The report is to protect the integrity of the company and the person who feels the moral obligation to report, in the public interest and with a view to promoting legality, ethics and fairness.

Reports can be sent through the *Whistleblowing reporting portal* of Laica S.p.A. with the following two channels:

- **Priority channel:** sending the report by registered letter to the attention of the Manager of reporting channels, at Studio Legale Patavino, current in Padua, Via Niccolò Tommaseo, n. 67.. In this case, the reporter will take care to enter the report in two closed envelopes: the first with his identification data together with a photocopy of his identity document; the second one with the subject matter of the report, so as to separate its identification data from the report. Both must then be inserted in a third closed envelope that bears the words "Reserved for the Channel Manager" on the outside, in the person of Avv. Arturo Sullo;
- **Alternative channel:** the use of the reserved telephone line: 351 7746271, interacting directly with the Manager, or leaving a message in the voicemail. The reporter may also request a specific direct meeting with the Manager to make their report in person. During the conversation or messaging, the whistleblower is free to reveal or not his identity.

Please refer to the "Procedure for the management of internal reports (so-called whistleblowing)" for further details on methodologies.

Anonymous reporting is allowed. In any case, the confidentiality **of the identity** of the whistleblower will be guaranteed, subject to legal obligations and the protection of the rights of the company or persons involved in the report.

Violations of the PCF Model and Model 231 are reported to the competent company departments and management, for the adoption of corrective actions in the context and monitoring processes of the internal control system.

Società Laica S.p.A. guarantees that no discriminatory treatment will be adopted towards the reporting party, facilitators of the report and other subjects in accordance with the law. Discriminatory **treatment includes, but is** not limited to, dismissal, disciplinary action, threats, or other punitive conduct in connection with a report.



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## **7. Management system for the prevention of corruption and fraud**

### **7.1 Monitoring, Review and Improvements**

The commitment to preventing corruption and fraud involves all staff. Each Directorate/Structure is responsible, for the parts of its competence, for the preparation of adequate control systems in anti-corruption, anti-fraud and crime prevention 231 (first level controls).

The initiatives carried out for the implementation of this PCF model are reported in the Sustainability Report.

The management system for the prevention of corruption and fraud, designed on the basis of the "PDCA" logic and integrated with other existing management systems, is evaluated on an ongoing basis by the Compliance Function and is subject to periodic review by company management with a view to continuous improvement.

## **8. DISCIPLINARY MEASURES**

In the event of violation of the provisions of this PCF Model, the Company shall apply to employees, including management staff, the penalties provided for by the company disciplinary code in compliance with collective labor agreements, of Model 231, applicable procedures and regulations. Employees who breach this Template may be subject to disciplinary action.

Violations of this Model:

- actions in conflict with the Anti-Corruption Laws, the Anti-Fraud Laws, the Policy for quality and sustainability or Model 231;
- failure to participate in training for the prevention of corruption, fraud or crimes 231;
- the behavior of those who unreasonably fail to detect or report any violations or threaten or adopt retaliation against others who report any violations.

The Company will make reasonable efforts to prevent any conduct that violates the Anti-Corruption or Anti-Fraud Laws, the Quality and Sustainability Policy or 231 Model by its Business Partners. *The Company*



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*reserves the right to terminate and sanction, at any time, relations with Suppliers and Business Partners generally guilty of such violations.*

