

ANTI-CORRUPTION CODE

Tabella approvazione

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Storico delle modifiche

Revisione	Data	Modifiche
0	29/04/2021	First issue
1	10/01/2025	Revision year 2025

1. Foreword

This Code is an integral part of One Gold srl's internal Model of Conduct, of which it is also a part:

- *code of ethics*
- *disciplinary code*

2. One Gold's commitment against corruption

One Gold srl in the context of its activities implements company policies oriented towards full respect for legality and the promotion of all ethical principles in line with its RJC Policy.

One of the key factors in the Company's reputation is its ability to conduct its business with loyalty, fairness, transparency, honesty and integrity, in accordance with laws, regulations and guidelines relating to social responsibility and RJC principles.

One Gold srl adheres to and promotes policies that are consistent with the laws and standards of legality for the prevention of corruption and transparency in business relationships (hereinafter also referred to as the Anti-Corruption Laws), nationally and internationally. The Anticorruption Laws qualify as illegal - for One Gold srl's personnel, Business Partners and for anyone who carries out activities in favour of or on behalf of the Company - the promise, offer, payment or acceptance, directly or indirectly, of money or other benefits, in order to obtain or maintain a bargain and secure an unfair advantage through conduct of public and private counterparts contrary to their professional duties and/or office.

In particular, in order to prevent conduct prohibited by Anti-Corruption Laws, the Company has decided to adopt a specific Anti-Corruption Code (hereinafter also referred to as the 'Code'), which is part of a broader regulatory compliance programme that the company intends to develop and maintain over time. This Code aims to provide all personnel with the rules to be followed to ensure compliance with Anti-Bribery Laws.

Each employee and director/shareholder is required to read and understand the contents of this CODE and to behave in compliance with its provisions and with the laws and regulations of the country in which he/she operates.

3. SCOPE OF APPLICATION

3.1. Introduction

One Gold srl has adopted this Anti-Corruption Code in accordance with ethical standards and full compliance with international and national regulations on the prevention of corruption in all its forms, direct and indirect, as well as integrity, transparency and fairness in the performance of the Group's business activities.

Starting from the date of adoption of this CODE, the contracts with third parties in general that One Gold srl may represent One Gold in dealings with third parties, must include specific clauses on compliance with the principles of conduct dictated by this CODE.

3.2. Objectives and contents

One Gold srl, in accordance with the Code of Ethics, is committed to conducting its activities in compliance with the ethical principles of the Company and in accordance with applicable laws.

The Anti-Bribery and Corruption Model is also adopted in compliance with the tenth principle of the Global Compact, according to which 'companies are committed to fighting corruption in all its forms, including extortion and bribery.'

In this sense, this Anti-Bribery and Corruption Model is adopted in order to provide a systematic framework of reference of the regulatory instruments and policies on Anti-Bribery and Corruption, which One Gold srl intends to pursue in order to exclude conduct of active and passive corruption, in particular, for offers or requests for money, benefits and/or other utilities, or payments, made or received, by anyone acting in the name of or on behalf of the Company in relation to business activities, ensuring compliance with Anti-Bribery and Corruption regulations. The purpose of the Model is, therefore, to serve as a guide in addressing corruption risks that may occur in the performance of business activities.

3.3. Italian anti-corruption legislation

Italy, with Law No. 190 of 6.11.2012, intended to adapt the national legislation to the dictates of the Strasbourg Convention of 27.01.1999. On 31/1/2019, Law No. 3/2019, 'Provisions for the prevention and repression of corruption and illegality in public administration', also came into force.

The Anti-Corruption Laws at a glance:

- prohibit payments made either directly or indirectly - including those payments made to a third party with the knowledge that the sum of money will later be shared with a Public Official or private individual - as well as offers or promises of a payment or other benefit for corrupt purposes to Public Officials or private individuals;
- require companies to have and keep books, records and accounts that, in reasonable detail, accurately and correctly reflect transactions, expenses (even if not 'significant' from an accounting point of view), acquisitions and disposals of assets.

In recent years, bribery issues have become increasingly important internationally, with penalties associated with violations of key regulations becoming progressively more severe. Individuals (natural persons, legal persons and de facto entities) who violate the Anti-Bribery Laws may incur fines, disqualifications and imprisonment, depending on who is involved, seriously damaging the company's reputation.

3.4. Roles and Responsibilities

All addressees are required to read, understand and implement this Anti-Bribery Code. This Code is subject to periodic review in the event that national and international anti-bribery laws are subject to change or interpretation by the courts.

In this regard, should clarification be necessary with respect to the content of the Code, including the application of the policies contained herein, the Italian Anti-Bribery Laws in which One Gold srl operates, or the application of provisions contained in this Code with respect to the Anti-Bribery Laws of the country in which it operates, or for any other necessary advice, all recipients are invited to seek clarification from the Company's Administration Department.

4. THE SANCTIONS SYSTEM

The policies and procedures contained in the Anti-Bribery Code are an integral part of One Gold srl's corporate compliance programme. Any employee or collaborator who fails to act in accordance with the provisions of this Code or who fails to report known or suspected wrongdoing by others will be subject to disciplinary action commensurate

with the seriousness of the violation committed (including sanctions under the relevant employment contracts, dismissal or removal from office as well as possible action in the appropriate courts) (see Disciplinary Code).

Managers of each business area or function have a duty to actively encourage their employees to comply with the policies and procedures contained in this Code and not to ignore evidence of possible violations.

They will be subject to disciplinary action in the event that they have knowledge or reason to suspect with concrete evidence that conduct prohibited by these policies and procedures is being perpetrated by employees under their supervision, without taking any deterrent action and without taking the necessary and appropriate corrective measures.

5. GENERAL ANTI-CORRUPTION POLICY

In order to prevent corruption, One Gold Ltd. shall conduct all its activities in compliance with the laws in force, in all spheres of activity and in all countries in which it operates, adhering to the spirit and purpose of the aforementioned laws; therefore, it undertakes to:

- not distort the will or objectivity of persons outside the Company to obtain any benefit or advantage through the use of unethical and/or advantage through the use of practices that are unethical and/or contrary to applicable law;
- not to make or offer, directly or indirectly, any payment - in cash or in any other way and under any contractual form - or any other benefit or advantage to any natural or legal person: in the service of any authority, public or private entity, political party or candidate for public office public office, for the purpose of unlawfully obtaining or retaining business or other advantage; with the intent to misuse their influence, real or apparent, to obtain from any public or private authority or public or private entity any advantage whatsoever, or when it becomes known that all or part of the funds or assets will be offered or delivered, directly or indirectly, to any authority, public or private entity
- not finance or demonstrate support or endorsement of any other kind, whether direct or indirect, to any political party political party or its representatives or candidates;
- not use donations to cover up illicit payments;
- not solicit or receive, directly or indirectly, commissions, payments or benefits from third parties with motive or because of the investment and divestment, financing or spending operations that the the Company;
- accurately and correctly record all actions, operations and transactions of the Company in the archives and systems of the same.
- always act under the principle of transparency of information, reporting every intervention, operation and transactions of the Company in a reliable, clear and verifiable manner.

Compliance with the Anti-Bribery Code is mandatory for all One Gold srl Personnel and, to the extent of its competence, for Partners, Third Parties in general who work for One Gold srl in particular:

- the One Gold srl Personnel are responsible, each to the extent of his/her competence, for compliance with the Anti-Bribery Code. In addition, management functions are responsible for supervising compliance with it by their staff and for taking measures to prevent, identify and report potential violations;
- No services may be imposed or accepted in violation of this Code;
- third parties who violate this Anti-Bribery Code and/or the Anti-Bribery Laws shall be subject to contractual measures (such as suspension of the execution of the contract, claims for damages, termination of the contract, prohibition of future business relations with One Gold srl);
- conduct and attitude towards One Gold srl personnel may in no way be affected in the event of a refusal by them to engage in conduct contrary to the provisions of this Anti-Bribery Code and/or the Anti-Bribery Laws, even if such refusal has resulted in the loss of business or other detrimental consequence for the business.

One Gold srl prohibits paying or promising, directly or indirectly, payments or benefits or other utilities in favour of public officials, in order to expedite, favour or secure services however due within the scope of their official duties, such as, for example:

- l'ottenimento di permessi di natura non discrezionale per lo svolgimento delle attività;
- i procedimenti di natura non discrezionale, quali pratiche doganali o visti;
- la fornitura di un pubblico servizio.

Such payments, so-called 'facilitation payments' or 'facilitation payments', are regarded as such provided that they relate to activities that would be carried out by a Public Official in any event, i.e. routine and non-discretionary activities, and that all the legal requirements for obtaining the benefit have already been met.

5.1. Entertainment and hospitality expenses, gifts and other benefits

Off-site visits, off-site meetings and other transactions relating to business activities that may involve the payment or reimbursement by the Company of travel and related costs (e.g. transport, accommodation, meals and additional expenses) incurred for employees or collaborators of a business partner may also give rise to corruption risks.

Entertainment and hospitality expenses are costs incurred for the purchase of a good or service in favour of persons, entities or companies outside One Gold srl, justified by commercial activities or aimed at promoting the company brand. Their characteristic feature consists in the absence of a consideration.

All entertainment expenses must be accurately and transparently recorded in the Company's books with sufficient detail and must be supported by adequate supporting documentation in order to identify the name of the beneficiaries, as well as the purpose of the payment.

Any entertainment expenses, besides being reasonable and made in good faith, must possess the following characteristics:

- not provide for the form of payment in cash above the limits provided for by applicable law;
- be made in connection with bona fide and legitimate business purposes;
- not be motivated by a desire to exert improper influence or an expectation of reciprocity;
- be in accordance with generally accepted standards of professional courtesy;
- be in compliance with applicable anti-bribery laws, local laws and regulations;
- be justified by business activities and not have as its primary purpose visits to tourist attractions or visits for personal reasons by foreign officials.

5.2. Gifts and gratuities

Gifts, economic advantages or other benefits, may be made or received if they fall within the context of acts of commercial courtesy and are such that they do not compromise the integrity and/or reputation of either party and such that they cannot be interpreted by an impartial observer as intended to create an obligation of gratitude or to acquire an improper advantage. One Gold srl prohibits the performance and acceptance, directly or indirectly, of any form of gratuity aimed at obtaining an improper advantage, whether personal or business, or that can even be interpreted as such.

Acts of commercial courtesy, such as gifts or forms of hospitality, are only permitted if they comply with defined company procedures.

Gifts and/or gratuities must not be given if this may result in a violation of One Gold srl's prohibition against bribery or related regulations.

The only forms of gifts permitted, as a form of business courtesy, must be:

- of low value, i.e. commensurate with the recipient's circumstances;
- granted in good faith and in accordance with common decency;
- in accordance with generally accepted standards of professional courtesy (e.g. Christmas parcel) or for promotional/demonstrative purposes;
- not made in the form of a cash payment;
- in line with Anti-Bribery Laws, local laws and applicable regulations.

One Gold srl requires that, in the case of gifts or gratuities offered or received, full traceability of the act, the estimate of its value and the indication of the persons/companies involved (i.e. beneficiaries and grantors) must be maintained.

5.3. Bookkeeping and Accounting

The main Anti-Corruption Laws impose specific requirements on account keeping, designed, among other things, to deter and reveal payments and receipts made for corrupt purposes.

One Gold srl has provided for the keeping of accounts to comply with the applicable accounting principles, reflecting in a complete and transparent manner the facts underlying each transaction. All costs and charges, revenues and receipts, payments and expenditure commitments must therefore be included in the financial information in a timely, complete and accurate manner and have adequate supporting documents, issued in accordance with all applicable laws and the relevant provisions of the internal control system.

One Gold Ltd. applies accounting procedures in accordance with applicable laws, and has made provision for keeping and making available to the external auditor, books of account and documentation, so that all receipts, payments and generally all transactions can be accurately justified, and the purpose of such events clearly identified.

In order to fulfil these requirements, all employees of One Gold srl must, without exception, comply with the legal, regulatory and procedural provisions regarding company accounts. One Gold srl Personnel must never agree to requests for invoices for services not rendered or misleading or for payment of expenses that are unusual, excessive, not adequately described, not sufficiently documented and in any case must seek support under these policies and procedures or related company guidelines on financial statements and record keeping.

No accounting records or other documents related to a transaction shall be falsified in any way that would render unclear or falsify the true nature of the transaction. No employee shall make any arrangement that results in inaccurate entries in the books and records of One Gold Ltd. No payment in the name of One Gold srl shall be approved or made if there is an express or implied agreement that any part of the payment is to be used for a purpose other than that described in the documentation supporting the payment. Hidden or unregistered funds and accounts are prohibited. These requirements apply to all transactions, regardless of financial significance.

Furthermore, all employees must fully comply with any requirements applicable to the preparation and submission of expense reports (attach all necessary receipts). If you have any doubts or questions, please ask the Company's Administration Department for clarification.

5.4. HUMAN RESOURCES

One Gold srl may be held liable for conduct by its Personnel that does not comply with the Anti-Bribery Laws. The Personnel of One Gold srl are consequently obliged to comply with this Code and the Anti-Corruption Laws. The Company has also adopted a code of ethics, the purpose of which is to irrefutably define the required parameters of conduct and the system of sanctions for their violation.

Since the code of ethics provides for a system of sanctions for its violation, it has been posted on the company notice board. This code may be updated according to anti-corruption guidelines. The responsibility for supervising its application and the responsibility for applying the criteria and rules of conduct contained in the code lies with all company personnel.

5.5. Staff Recruitment and Management

One Gold srl regulates the process of recruitment and management of Personnel in order to ensure that operational activities are carried out in compliance with the principles of professionalism, transparency and fairness, in compliance with applicable laws and regulations.

These activities are conducted in compliance with company procedures and in accordance with the following principles:

- the need for recruitment is substantiated by specific needs authorized by decision-makers;
- the ethical reliability of candidates and the absence of potential conflicts of interest are verified;
- remuneration and any additional bonuses are consistent with the role, responsibility and corporate policies.

5.6. Staff Training

One Gold srl, in order to disseminate adequate knowledge and understanding of the contents of this Code, requires that all its employees with management, administration, direction and control functions carry out an anti-bribery training program.

The level of training is modulated, with a different degree of depth, in relation to the qualification of the recipients and the different level of their involvement in sensitive activities.

The training activity is managed by the Management.

6. SYSTEM OF INTERNAL CONTROL, MONITORING AND IMPROVEMENT

All business activities, in addition to specific checks carried out in the normal course of operations, must be conducted in accordance with the following principles:

- detection and segregation of activities/processes, to be achieved through the application of both organizational tools, such as the separation of tasks and responsibilities, and tools for access to information and data, the availability of which must depend on the responsibilities assigned to the Personnel;
- adoption and implementation of adequate internal rules in order to define the operating methods of relevant processes and activities;
- identification of persons qualified to perform certain control and authorisation activities and the allocation of appropriate powers and responsibilities in line with the assigned tasks;
- traceability of all transactions performed and the regular accurate maintenance of records and account books.

THE RJC COMMITTEE of One Gold srl is responsible for independently reviewing and assessing the effectiveness of internal controls, based on its programme of activities. The checks carried out relate to Anti-Bribery compliance as a whole, including compliance with this Anti-Bribery Code.

Whenever it deems it appropriate and according to the procedures provided by the corporate procedures, it informs the Management about significant circumstances and facts of its office or about any urgent criticality of the CODE that emerged during the verification activity.

The Function is also responsible for drawing up a report (at least annually) to the Management, which must contain, at least, the following information:

- a summary of the activities carried out;
- a description of any problems that have arisen with regard to the operational procedures for implementing the provisions of the Model;
- an account of the reports received from internal and external parties, including what has been directly encountered, on any suspected or confirmed breach of this Anti-Bribery Model and/or of internal and/or external legislation, of ethical principles or of any Anti-Bribery Law, and the outcome of the consequent checks carried out;
- disciplinary measures and any sanctions applied by the Company, with reference to violations of the provisions of this Model and of the Anti-Corruption Laws as well as the relevant implementation procedures (Guidelines, etc.);
- an overall assessment of the operation and effectiveness of the Code with any proposals for additions, corrections or amendments;
- the reporting of any changes in the regulatory framework and/or significant changes in the Company's internal structure and/or in the way business activities are carried out that require updating of the Model.

The RJC Audit Committee periodically reviews this Code to ensure that it remains effective, including on the basis of suggestions and recommendations from the company's business units, Management, and external auditors, arising from the outcomes of their activities, from the analysis of emerging 'best practices', or when gaps or critical issues are identified.

7. REPORTS

One Gold srl Personnel are required to report any alleged or proven violation of this Anti-Bribery Code and/or of internal and/or external regulations, ethical principles or any Anti-Bribery Law, by the Company, a colleague, a collaborator or a third party, including requests or offers of undue payments received from them.

Reports must be:

- Mail in the reporting box
- Mail to rjc@onegolditalia.it

An employee's failure to report a known or suspected wrongdoing of which he or she has knowledge will, in itself, subject the employee to possible disciplinary action.

In addition, no employee will suffer adverse consequences for refusing to engage in conduct that violates this Model, even if this results in a loss of business for One Gold srl or adversely affects its plans.

One Gold srl will not permit retaliation of any kind against an employee who reports suspected incidents of misconduct in good faith.

Whistleblowers are guaranteed against any form of retaliation, discrimination or penalisation and in any case the confidentiality of the identity of the whistleblower is ensured, without prejudice to legal obligations and the protection of the rights of the Company or of persons wrongly accused and/or in bad faith.