

Immobiliare Grande Distribuzione  
Società di investimento Immobiliare Quotata S.p.A.  
abbreviated IGD SIQ SpA

# ANTICORRUPTION POLICY

UNI ISO 37001:2016

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Approved by the Board of Directors on December 17<sup>th</sup> 2019

Available on the website [www.gruppoigd.it](http://www.gruppoigd.it)





## // ANTICORRUPTION POLICY

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## Definitions

**Governing Body:** the Board of Directors.

**Top Management:** Director in Charge of the Internal Control System, namely the Chairman of the Board of Directors.

**Compliance:** Mr. Gianluca Biunno of Cogitek S.r.l. who was granted the assignment in outsourcing.

**IGD Group** and/or the **Company:** all of the IGD Group companies.

## General Principles

The activities of the IGD Group (hereinafter also the “Company”) are shaped by the values and standards contained in the Code of Conduct as the Company believes that business operations must be carried out ethically. The tools and controls used to prevent any form of corruption, active and passive, direct and indirect, are, therefore, monitored constantly by IGD.

The Company guarantees compliance with current laws, both in relationships with private parties and public administrations, and has adopted all the controls referred to in the Decree 231/01 Organizational Model of which the Code of Conduct is an integral part.

With a view to strengthening its commitment, the Company aligned its anticorruption management system with the standard UNI ISO 37001 – Anti Bribery Management Systems, issued in 2016, which today is the only recognized international standard focused on implementing management systems designed to prevent and fight corruption in businesses, while also specifying the measures and controls that an organization may adopt in order to monitor its business activities and increase the efficacy of any preventive measures.

In order to guarantee compliance with the law and international best practices, IGD adopted this Anticorruption Policy (hereinafter: the “**Policy**”) with a view to establishing a corporate culture focused on legality, the prevention of and fight against corruption.

The Addressees of the Policy are all those who carry out activities on behalf of the IGD Group, internally and externally, and, therefore, are bound by this Policy and must conduct themselves in accordance with the Policy, as well as aspire to standards of transparency, clarity, honesty, integrity and fairness.

More in detail, in business relationships conduct and behavior which may simply be construed as illegal or collusive, payments which may appear illicit, be construed

as attempts of bribery and favoritism, solicitations, indirect and direct, for personal gain or career advancement directly for oneself or others and, in general, violates the law and applicable regulations, are expressly prohibited. IGD requires all its business partners to comply with the current laws, the Code of Conduct and this Policy, as lack of compliance may trigger the resolution clauses contained in the contract signed by the parties.

Conduct that is corrupt and/or violates the law is sanctionable not only a company level, but may also lead to administrative and criminal liability.

IGD’s **Supervisory Board**, appointed by the Board of Directors, will guide the entire business organization in its efforts to achieve the goals related to the prevention of corruption, in accordance with the following guidelines:

- > Guarantee that activities are carried out in full compliance with the law, verifying constantly the correct and adequate application of the norms relating to the fight against corruption and the Management System for the Prevention of Bribery and Corruption;
- > Expressly prohibit any form of corruption and encourage employees to report, in good faith, any suspicions of illicit conduct, without fear of retaliation, as well as consider transparency and legality as value added, while also including the controls and steps necessary to improve the prevention of corruption in all their processes;
- > Take the opportune disciplinary or legal actions when dealing with parties who have conducted themselves in a way that violates the principles outlined in this Policy.

These guidelines form the operating goals defined in a specific document which is monitored and reexamined by **Top Management** (selected by the Director in Charge of the Internal Control System, currently the Chairman of the Board of Directors) and shared with the entire organization via the means and channels deemed the most

opportune.

Top Management will ensure the maximum distribution of this Policy, making sure that is understood and adhered to by all personnel; toward this end, the Policy will be made available on the corporate intranet.

IGD will work continuously to improve its Management System for the Prevention of Corruption and confirms the authority (construed as the set of responsibilities assigned to the function, shared with the company’s entire workforce) and independence (guaranteed by the lack of involvement in activities subject to corruption) of the outsourced **Compliance Unit** engaged by Top Management in order to prevent corruption.

The above mentioned Compliance Unit will have the resources needed to:

- > Support the Process Owners in defining the steps that need to be taken in order to reduce the risk of corruption;
- > Verify that the documents prepared and updated as part of the Management System for the Prevention of Corruption meet ISO 37001 standards and are consistent

with the control system adopted by the company to prevent corruption;

- > Supervise the training of personnel on topics relating to the prevention of corruption and act as a point of reference within the company in order to advise on the questions relating to corruption;
- > Report periodically to Top Management on the implementation of the Management System for the Prevention of Corruption;
- > Assess the adequacy and efficacy of the Management System for the Prevention of Corruption, by also periodically providing Top Management and the Supervisory Board with all useful information linked to the prevention of corruption for review.

The measures that IGD implements to ensure that its business is carried out in a way that guarantees an adequate internal control and anticorruption management system are described below.

## // Sensitive areas

### 1. // Relationships with public administrations

IGD's personnel must not, directly or indirectly, make, offer, promise, or authorize payments in cash, including small amounts, nor transfer anything of value to public officials in order to influence behavior, cause illicit acts or secure an improper advantage. For the purposes of this Policy, a "public official" includes:

- > Officials and/or employees of any public body/agency, at any level;
- > Any party who works in an official capacity in the name of or on behalf of any public body/agency (including, for example, a consultant engaged by a public agency);
- > Officials and/or employees of companies/institutions of which the government owns the majority interest or over which it exercises control (including public universities);
- > Candidates for public office, political parties and related officials;
- > Officials and/or employees and/or official representatives of public international organizations (such as, for example, the World Bank, the United Nations and the International Monetary Fund).

The term "*valuable object/service*" refers to any good/service/utility that may have value to the person to which it is offered (for example: cash, gifts, entertainment, travel, scholarships, awards, employment offers, business opportunities, charitable contributions and shares of stock).

### 2. // Relationships with third parties

The relationships with the third parties involved in different parts of the IGD Group's business (including, for example: suppliers, clients/tenants, consultants, natural persons, physical persons, de facto organizations, etc.) are based on the maximum fairness, transparency and traceability of information sources, as well as compliance with domestic and international laws relating to the prevention of corruption. No employee of the IGD Group may stipulate a contract with third parties/suppliers, clients/tenants, consultants, natural persons, physical persons, de facto organizations without first having carried out the due diligence needed to guarantee that the third party/supplier is a suitable business partner capable of complying with current laws and this Policy.

### Suppliers

In order to eliminate the risk that, under certain circumstances, the Company may be associated with the corruptive conduct of suppliers or their prime contractors or sub-contractors who provide services in the name of or on behalf of the IGD Group, all the Company's providers (including prime contractors and sub-contractors) must comply with the ethical standards and qualifications set forth in this Policy.

Suppliers must not engage in corruptive behavior in their dealings with any party, public or private. More in detail, any conduct which violates the standards of diligence, loyalty and professionalism, in order to offer or receive a sum of money and/or other undue advantage for services received or rendered from a public official or private party is prohibited.

The activities relating to the supplier procurement process are governed by specific internal procedures which, in accordance with the principles of this Policy, define the roles and responsibilities of the various parties involved and lay out the general rules for carrying out the relative activities like the selection of suppliers, the definition and updating of the qualified suppliers' status, awarding of contracts, inclusion of standard contractual clauses including relative to compliance with anticorruption laws and the verification of the suppliers conformity with mandatory ethical standards.

### Clients/Tenants

The Company guarantees that the selection of a client/tenant is based on both financial and non-financial (ethical-reputational check) qualifications, which reflect the extent to which the client/tenant is exposed to the risk of corruption. The subsequent contractual negotiations must be carried out in full transparency and all transactions stemming from the contract must be traceable and verifiable such as, for example, the application of particular conditions, credit collection and discounts granted over the life of the contract.

### Consultants

As part of its general course of business, the IGD Group may avail itself of external consultants.

Given the possibility that external consultants, as part of the assignments granted, may establish relationships with public officials and/or private parties, the Company re-

quires that these consultants must also comply with this Policy, as well as all domestic and international anticorruption laws.

The Company also stresses the importance of assessing the external consultants adequately, above all in terms of reliability and integrity, in order to limit the risk of that they engage in any illicit conduct.

### Business partners

The Company carefully evaluates the reputation and reliability of its potential partners in order to assess the risks that could arise from activities that are not consistent with the internal regulations and/or the ethical standards defined and adopted by the IGD Group.

In order to prevent the IGD Group from being held responsible for the business partner's corruptive behavior, the latter must comply with the standards of this Policy and domestic and international anticorruption laws.

### 3. // Gifts and hospitality

The decisions made by the Company and the relative partners must be objective and impartial and not influenced, in any way, by gifts or favors from third parties.

Business courtesies such as, for example, small gifts, are allowed only if compliant with the Company's corporate procedures.

Above and beyond the value, the purpose of offering and accepting gifts, meals, entertainment and other hospitality services may not be to improperly influence a public official or any other party that has a business relationship with the Company or the relative partner.

### 4. // Sponsorships

The IGD Group monitors any and all possible personal and/or professional conflicts of interest stemming from sponsorships that it intends to undertake, taking into account that the sponsorship could represent a risk for the Company if it is construed as an act of bribery.

The sponsorships will be considered legitimate only if they are considered part of those initiatives the sole pur-

pose of which is to promote the brand and/or enhance the Company's visibility and reputation.

The reliability and reputation of the partners with whom the Company intends to sign sponsorship agreements must be evaluated first.

### 5. // Political contributions

Political contributions may pose a concrete bribery risk insofar as they may be used as an improper way for obtaining or maintaining an advantage (such as, for example, obtaining a permit or a license, receiving benefits relating to the Company's business), directly or indirectly, including through other companies.

In order to eliminate this risk, the Company prohibits any form, direct or indirect, of undue pressure and/or influence of politicians and no contributions, direct or indirect, may be made to political parties, movements, committees, political organizations and labor unions, or their representatives.

### 6. // Charitable contributions

Donations to charitable organizations, agencies or administrative bodies, are made to initiatives which, even though they are not strictly related to company's business, will improve the overall image of the IGD Group.

All the charitable contributions must be approved in accordance with the company's policies and internal procedures in order to limit the risk of improper conduct.

It's understood that any charitable contribution made in exchange for obtaining or maintaining a specific activity or, at any rate, ensure an illicit advantage may be construed as an illicit payment under the anticorruption laws.

### 7. // Accounting procedures

The laws and regulations applicable to financial disclosures require that the IGD Group maintain detailed and complete accounting records for all business operations. The Company's records must comply with the applicable accounting standards and must provide a transparent and complete portrayal of each transaction.

## // Implementation of the policy

### 1. // Audit and control

Periodically, the Company will carry out internal and external audits of the company's operations and financial activities, as well as verify the thoroughness and accuracy of the entries made in relation to all the company transactions found in the registers and accounting ledgers, compliance with the law and the internal regulations, including the standards and requirements established in this Policy.

### 2. // Reports and whistleblowing

In order to ensure the efficacy of the guidelines found in this Anticorruption Policy, the Company developed an online whistleblowing channel on its website found in the

section <http://www.gruppoigd.it/governance/etica-dim-presa/whistleblowing/> which allows anyone, internal or external parties, to report any alleged findings, irregularities, improper conduct and problem areas worthy of mention or further investigation, in order to ensure that all the steps deemed opportune are taken (including sanctions) and all the measures needed to prevent any recurrences are implemented. The Disclosures must be based on specific, concurring facts.

A confirmed violation of the anticorruption standards by IGD Group personnel will result in the application of the sanctions called for in the relative collective labor agreement and other applicable norms.





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