COURTESY TRANSLATION

ANTIBRIBERY POLICY FOR CONSULTANTS, AGENTS AND SUPPLIERS

1 OBJECTIVE AND SCOPE

The present policy highlights the Company's zero tolerance towards any form of corruption and intends to define the rules of conduct **applicable** to **external subjects** (meaning **agents, consultants and suppliers**) of Dolomite Colombo S.p.A. and Unicalce S.p.A. (hereinafter also only the "***Companies*** "), to ensure compliance with Italian anti-corruption legislation (Law no. 190/2012 and subsequent amendments) in *compliance* with the Organizational Model pursuant to Legislative Decree 231/01 of the Company.
This Policy, in general and without prejudice to any specific obligations provided for by specific clauses, therefore applies to all **external subjects** as defined above referable to the Companies identified above.

2 LEGISLATIVE REFERENCES

REF.	DOCUMENT	TITLE
[1]	Legislative Decree 24/2023	Implementation of Directive (EU) 2019/1937 of the European Parliament on the protection of persons who report breaches of Union law and on the protection of persons who report breaches of national laws
[1]	Legislative Decree 231/01	Model of Organization, Management and Control pursuant to Legislative Decree 231/01
[2]	Law no. 190/2012, Law 3/2019 et seq.	Italian Anti-Corruption Legislation
[4]	Art. 317,318,319, 319 ter, 319 quarter, 322bis c.p.	Italian Penal Code

3 DEFINITION

3.1 Definition of Public Official according to the Italian Criminal Code

Just the official definition given by applicable laws. No detailed translation.

3.2 Definition of public service representative according to the Italian Criminal Code

Just the official definition given by applicable laws. No detailed translation.

3.3 Applicability of the Italian Criminal Code to cases of bribery, corruption and incitement to corruption of members of the bodies of the European Communities and officials of the European Communities and of foreign States

Criminal liability under the Italian Criminal Code is also provided for in the event of corruption of members of the European Community institutions, as well as of officials of the same and of the entire Community administrative structure, or persons with particular roles or employees of bodies regulated by international treaties.

The same provisions also apply to persons who within the States Member of the European Union carry out activities corresponding to those that in our system are carried out by public officials or by persons in charge of a public service.

Finally, it is important to remember that Article 322-bis of the Italian Penal Code also incriminates the offer or promise of money or other benefits *"to persons who exercise functions or activities corresponding to those of public officials and persons in charge of a public service within other foreign States (different, therefore, from those of the European Union) or international public organizations, where the act is committed in order to confer on oneself or others an undue advantage in international economic transactions"*.

4 PROHIBITION TO CONCLUDE CORRUPT AGREEMENTS IN THE NAME AND ON BEHALF OF COMPANIES

In general, payments made both directly and indirectly (as well as the offer and / or promise of money or other utilities) for corrupt purposes of Public Officials, public service agents or private citizens are prohibited, including those payments made to a third party with the agreement or awareness that this sum of money will then be addressed (even in part) to a Public Official, in charge of public service or a private subject for corrupt purposes.

The "***Companies***" pursue a zero-tolerance policy with respect to all these forms of corruption or trafficking in illicit influence.

No consultant, agent or supplier may - directly or indirectly offer - promise, guarantee or authorize the granting of money or any other benefit in favor of a public official, public service or private person in order to influence his activity or to obtain improper advantages for the "***Company***".

This means that no offers or promises should be made that could reasonably be construed as an attempt to improperly influence a public official or representative of a private legal entity in order to obtain any economic advantage for the "***Companies***".

Criminal penalties for corruption cases are extremely severe both for companies (pursuant to Legislative Decree 231/01) and for individual individuals (pursuant to the criminal code).

It is important to remember that the definition of *"bribe"* is broader than the payment or the offer of money, including **any benefit** (for example of advantages of political, business, sexual, professional nature, career etc.) since the offer and / or corruptive proposal may consist of anything - which is not modest value - which constitutes an objectively appreciable advantage for the person, such as by way of example, under certain conditions and if carried out for corrupt purposes:

- gifts and/or presents;
- hospitality, entertainment, travel or reimbursement of travel expenses;
- recruitment of relatives of public officials to the Companies;
- sponsorships or donations for charitable purposes;

- personal advice or assistance and/ or renovation work at public officials' buildings with expenses borne by the Companies;
- participation in training courses, conferences or trips provided and/or reimbursed with charges borne by the Companies;

It is irrelevant that the benefit is not actually given and / or perceived by the public official or that the person who accepted the offer does not subsequently do anything in return: the simple proposal / acceptance of the corruptive proposal is prohibited.

It is also forbidden to offer employment to a relative of the public official, sponsor an event or make a contribution to a charity with the intention that the official offers, in return, an economic advantage to one of the *"Companies"* referred to in this policy.

4.1 Criminal conduct that the external party undertakes to prevent and avoid

In particular, the **criminally relevant conduct that the Consultant, Agent and / or Supplier undertakes to prevent and avoid during the execution of the activities provided for in the contract are, in practice, those provided for by the following articles of the Criminal Code**:

Just definitions given by criminal law.

- ***Article 317 c.p. (Concussion)***
- ***Article 318 (Corruption in the performance of the office)***
- ***Article 319 (Corruption for an act contrary to official duties)***
- ***Article 319-ter of the Criminal Code (Corruption in judicial acts)***
- ***Article 319c c.p. (Undue inducement to give or promise benefit)***
- ***Article 322 of the Italian Criminal Code (Incitement to corruption)***
- ***Article 322-bis of the Criminal Code (Extension of punish-ability to cases of corruption and incitement to corruption of members of the organs of the European Communities and officials of the European Communities and foreign States)***
- ***Article 346-bis c.p. (Trafficking in unlawful influence)***
- ***Article 353 c.p. Obstructing the freedom of invitations to tender***
- ***Article 353-bis c.p. Obstructing the freedom to choose a contractor***

4.2 Prohibition of particular conducts that the external party undertakes to respect in the provision of services in favor of the Companies

All external parties who operate in the name and on behalf of the Company and are linked to it by a contractual obligation are required to comply with the principles of honesty, correctness, transparency and compliance with the laws and regulations applicable in the relationship with the Public Administration, with this also meaning the Companies owned by Public Bodies or concessionaires of public services.

Without prejudice to the provisions of the Code of Ethics, **the external subject is absolutely prohibited, in the name and on behalf of the "Companies" identified in Article 1 of this policy to:**

A. assume[1] or confer professional sub-assignments (consultancy and / or project collaborations etc.) to subjects, former employees of the Public Administration[2] or of private entities under public

[1] Also through a fixed-term contract, or in an autonomous form.
[2] It should be noted that art. 21 Legislative Decree 39/2013 provides, for the sole purpose of applying this prohibition of collaboration, that they are considered as public employees - in addition to the subjects provided for by the decree itself - also *"external parties with whom*

control[3] who, in the three years prior[4] to the termination of the service, have exercised authoritative and / or negotiating powers (eg in the award of works, services or public supplies or in the granting of authorizations and / or administrative measures) in favor and / or against the ***"Companies"*** in the scope of this policy;[5]

B. promise, offer or deliver money or other benefits (gifts, presents, etc.), even through an intermediary, to employees of the Italian or foreign public administration, to their spouses or relatives in order to obtain from them an advantage in favor of the ***"Companies";***

C. sponsor events or make contributions for charitable or political purposes in the name and on behalf of the ***"Companies"***;

D. pay voluntary contributions to political parties or candidates for elections (administrative and / or political) or organizations, foundations attributable to them in the name and on behalf of the ***"Companies";***

E. promise, solicit, offer or accept any pressure, exhortation and / or undue solicitations of public officials or public service officers in the course of contacts held with representatives of the P.A. in the name and on behalf of the ***"Companies";***

F. determine with violence, threat, deception or illicitly influence the officials of the Public Administration or of the Companies attributable to it, of the Public Supervisory Authorities, of the officials of the State, of the European Communities or of other International Organizations;

G. make cash payments in the name and on behalf of the ***"Companies"*** especially if directed to a public official or public service representative. Any request for payment or reimbursement must be made subject to the formal authorization of the legal representative of one of the "Companies" and upon request (act and / or provision) of the public body / administration to which it belongs and always in favor of the public administration, never directly to the official and in cash;

H. prevent, disrupt or in any case unlawfully influence any public procedure (e.g. tenders, direct sub-threshold assignments, invitations to participate, etc.) by means of violence, threats, gifts, promises (of employment, personal benefits, etc.) or collusion (e.g. to remove potential participants from a tender or a lot of it, to intervene in the formation or technical content of the tender notice or tender specifications or of the assignment in order to favor the procedure for the Company, etc.).

4.3 Prohibition of concluding corrupt agreements in the commercial sphere (between private parties)

This Policy also prohibits corruption in the private and commercial spheres in addition to the corruption of public officials.

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the administration, public body or body governed by private law under public control establishes an employment relationship, whether subordinate or autonomous".

[3] Art. 1, paragraph 2, letter .C) Legislative Decree 39/2013 defines "private law entities under public control, companies and other bodies under private law that exercise administrative functions, activities of production of goods and services in favor of public administrations or management of public services, subject to control pursuant to Article 2359 of .c. by public administrations, or entities in which they are recognized to public administrations, even in the absence of a shareholding, powers to appoint the top management or members of the bodies".

[4] For the exact identification of this term, it is necessary to keep in mind the moment of termination of the relationship of public employment, job or professional activity on behalf of the P.A. or of the private law body under public control.

[5] In relation to this prohibition, reference should be made to art. 53, paragraph 16-ter Legislative Decree 165/2001, as amended by the anti-corruption law L. n. 190/2012 and applied by art. 21 D.Lgs. 39/2013.

In fact, the legislation (Corruption between private individuals, art. 2635 of the Civil Code) punishes those who offer or promise money or other benefits not due to *directors, general managers, managers responsible for preparing company accounting documents, auditors and liquidators, companies or private entities, as well as those who carry out a work activity in them with the exercise of managerial* functions or to subjects subject to the direction and supervision of these, so that they perform or omit an act in violation of the obligations inherent in their office or the obligations of loyalty towards the Company to which they belong. In general, therefore, it is forbidden to correspond or offer economic advantages to a company subject with the intention of improperly influencing business decisions. Influence is improper if it is intended to ensure that the recipient does not carry out his activity in good faith or impartially or consistent with his duties and in compliance with company procedures.

This means that you may not make offers, promises, concessions or gifts that could reasonably be construed as an attempt to corrupt or improperly influence a representative of a private legal entity in the interest or advantage of the ***"Companies".***

As in the case of bribery of public officials, it makes no difference whether a payment or advantage is actually made or received or that the recipient actually does something in return; what is improper is simply to offer or solicit money or other utilities for corrupt purposes, a circumstance that the law punishes with the crime of *"incitement to corruption between private individuals"* referred to in art. 2635-bis.c.c.

Prohibition of payment of a bribe to an employee or manager

This Policy prohibits all Consultants, Agents and Suppliers, for any reason, from paying bribes or offering or promising money or other benefits not due to employees, managers and directors of the "Companies" referred to in art. 1 so that they perform or omit acts in violation of the obligations inherent in their duties or the obligations of loyalty towards the company to which the employee, manager or director belongs.

All companies will prosecute, both in civil and criminal proceedings, any corruption or attempted corruption of their representatives for the restoration of all damages suffered.

4.4 Prohibition of giving gifts / presents to employees

Any gift and / or present made to the staff of the ***"Companies"*** can be made (and accepted) exclusively in the context of normal commercial courtesy relations and are such as not to compromise the integrity or reputation of one of the parties (meaning that they must not be, or even appear, as aimed at acquiring an improper advantage or an undue obligation of gratitude). Therefore, some gifts of modest value can be considered acceptable in certain circumstances: promotional gifts, gifts offered during traditional festive occasions, normal courtesies in commercial relations provided that they comply with the rules of conduct and principles defined by this policy and the Code of Ethics.

Gifts / gifts are considered of modest value when of unit value less than € 100 (hundred), maximum value intended for each person. **In any case, gifts consisting of cash are always prohibited, regardless of the value.**

If the value of the gift or form of entertainment / hospitality is worth more than € 100.00 (one hundred), the recipient employee is required to notify the circumstance to the competent internal functions (his hierarchical manager and the Legal, Corporate, Compliance & Risk Office) in order to evaluate the case and

any actions to be taken (accept the gift or invitation, return it to the sender, make it available to the Company for any initiative for the benefit of staff or the community, etc.).
In order to preserve the prestige and reputation of the "Companies", each Manager of the individual department is called to supervise the correct application of this policy.

Return of gifts that do not comply with the policy
All Gifts and presents that do not comply with the provisions of this policy will be refused / returned, notifying their hierarchical manager and the Legal, Corporate, Compliance & Risk Office for any actions of competence.

5 PROHIBITION TO EXERCISE ILLICIT INFLUENCE IN THE NAME AND ON BEHALF OF THE COMPANIES

It is forbidden for all Consultants, Agents and Suppliers, with particular reference to persons who may be in charge of lawfully representing the interests of ***the "Companies"*** to the Public Authorities to exploit or boast existing or alleged relationships with a public official or a person in charge of a public service (including foreigners), to give or promise unduly, to himself or to others, money or other utilities (travel, gifts, etc.) as the price of its illicit mediation towards the same or to remunerate the public official in relation to the exercise of his functions or his powers in favor of the ***"Companies".***

6 ANTI-CORRUPTION QUALIFICATION FOR CONTRACTUAL RELATIONS

6.1 Fairness and good faith in the release of the information requested during the Due Diligence prior to the appointment

As a condition for maintaining contractual relations with the ***"Companies"*** **and acting in the name and on behalf** of them, this policy provides for the carrying out of a preventive and accurate ***anti-corruption due diligence*** before entrusting the task to the external subject.
Therefore, all Consultants, Agents, suppliers or other external parties **acting in the name and on behalf of the *"Companies"*** are required to provide complete, truthful and exhaustive information in compliance with the principles of correctness, good faith and transparency to the preventive due diligence activities to which it will be subjected. The violation of these principles or the release of false information will be evaluated as a legitimate cause for express termination of the contractual relationship.
The **Preventive Due Diligence** Activity will consist (but may not be limited to) in issuing the information and/or statements required by the following documents:

- **TEMPLATE A "*Self-certification without conflicts of interest pursuant to Legislative Decree 231/01*" whose compilation is the responsibility of the external collaborator (annex no. 1 to this policy).**

The results of these activities will be examined by the competent internal company functions.

6.2 Definition of ineligible Consultants and Agents - prohibition of assignments

This policy prohibits, in any case, the employees, managers and directors of the "Companies" to confer consulting assignments or agency contracts if:

- the subject has a record for corruption;
- the subject is a former employee of the Public Administration or of private law bodies under public control who, in the three years prior to the termination of the service, has exercised authoritative and / or negotiating powers (eg in the award of works, services or public supplies or in the granting of authorizations and / or administrative measures) towards the "Companies" referred to in art. 1 of this policy;
- the subject requests (without a legally valid justification) to be paid offshore, on an encrypted current account or in cash;
- there is reason to believe that the subject may make improper payments or gifts in violation of this policy when operating in the name and on behalf of the "Companies";

If the employee and / or the manager or the Director - in possession of the relative powers of representation and expenditure - should confer the assignment in violation of the above, the Reference Company will evaluate the most suitable and appropriate disciplinary sanctions to be applied to the company representative as well as the contractual sanctions against the consultant provided for by this policy.

7 AUDITS

The "Companies" reserve the right to carry out all the necessary checks regarding compliance with and observance of the principles referred to in this procedure as well as the right to carry out any *audits* or inspection activities and / or request for the exhibition of documentation (accounting, contractual and so on) relating to the relationship with them and having the purpose of ascertaining and verifying compliance with the principles of conduct referred to in this procedure, in compliance with EU Reg. 679/2016.
In case of refusal, without valid reasons or with instrumental reasons, by the consultant, agent or supplier, the "Companies" reserve the right to start the process of suspension and / or revocation of the contractual relationship.

8 EDUCATIONAL OBLIGATION

The Consultants, Agent or any external person acting in the name and on behalf of the "Companies" is required to fulfill any training obligations required by them in the field of anti-corruption, committing themselves - where required - to provide evidence of the actual use (also in e-learning mode).

9 CONTRACTUAL SANCTIONS IN CASE OF VIOLATION OF THIS POLICY

The violation of the rules of conduct referred to in this anti-corruption policy may entail, depending on the seriousness of the behavior ascertained, the adoption of specific contractual remedies until the immediate termination of the relationship pursuant to art. 1456 of Italian civil code by the "Companies" in application of the individual contractual clauses provided for in the relative specifications.
If the conduct ascertained should integrate cases of corrupt crime committed by the external subject in the conduct of activities in favor of the "Companies", the applicable contractual sanction will be the immediate termination of the contract pursuant to art. 1456 of the Italian civil code.

10 WHISTLEBLOWING

Pursuant to Article 4 of Legislative Decree 24/2023, the Companies have set up an internal reporting channel that guarantees, also through the use of encryption tools, the confidentiality of the identity of the person making the report, of the person involved (reported) or of the person in any event mentioned in the report, as well as the content of the report and the relevant documentation. Reports of possible breaches of this Policy should preferably be made in writing, using the computerized means indicated in this chapter, and should be circumstantiated and based on concrete, precise and concordant elements of fact.
This is without prejudice to the right of the whistleblower to also make oral reports, at the whistleblower's express request, by means of a face-to-face meeting to be arranged within a reasonable period of time.
Therefore, any external collaborator (Consultant, Agent, Supplier) who becomes directly aware of concrete, precise and circumstantiated facts relating to activities prohibited by this Policy may report the incident, as provided by the legislative decrees 24/2023 and 231/01, as far as regards the concerned Company:

- **to Supervisory Body of Unicalce S.p.a.** established as per Law 231/01 and as per procedure indicated in the **Policy whistleblowing – management of the reports for eventual illicit facts as per legislative decree 24/2023**, published on the Company's website, to which reference is made for operational details
- **to Supervisory Board of Dolomite Colombo S.p.A** established as per Law 231/01 and as per procedure indicated in the **Policy whistleblowing – management of the reports for eventual illicit facts as per legislative decree 24/2023**, published on the Company's website, to which reference is made for operational details.

Attachments
All. n. 1 - Self-certification without conflicts of interest pursuant to Legislative Decree 231/01.