

CORPORATE POLICY FOR THE PREVENTION OF CORRUPTION, CONFLICTS OF INTEREST AND OTHER CORPORATE GOVERNANCE VIOLATIONS

1) CODE OF ETHICS AND GENERAL CONDUCT PRINCIPLES

TXT is committed to avoid situations where both top management and partners appear, or may appear, in conflicts of interest, non-compliant with the contractual obligations or fiduciary duties associated with their positions, as also set forth in the Company's Code of Ethics (3.7 Conflicts of interest).

The fight against corruption is the responsibility of every recipient of the Code of Ethics and of the Organization Model, not only in order to prevent any unlawful action or offence, but also to guarantee the highest quality and a fair remuneration for the services and goods provided and/or received. For this reason, the relationships established by the Company with customers, suppliers, Public Institutions and any Public Administration office must be guided by principles of honesty, transparency and cooperation. Any conduct that can be defined to be of a collusive nature or that may compromise the principles set forth in the Company's Code of Ethics, is prohibited.

The following principles – already set forth in the Company's Organization Model – apply directly to TXT employees and corporate bodies as well as to outside contractors and to the employees of customers or suppliers (“Partners”).

As a general rule, it is prohibited to engage in, collaborate to adopt or cause behaviours that – taken individually or collectively – directly or indirectly constitute an offence, as it is also prohibited to breach the general principles provided for by this Anti-Corruption Policy and the Code of Ethics. In particular:

- a) **Monetary or in-kind benefits.** It is prohibited to grant benefits of any kind (money, promises of employment, etc.) to officers of the Italian and foreign Public Administrations, Partners or their close relatives/spouses, that aim at securing preferential treatment in the performance of any kind of corporate activity, or that can affect the independence of judgement or secure an advantage to the Company.

- b) **Gifts.** It is prohibited to distribute gifts or perform acts of courtesy or hospitality in favour of officers and employees of the public sector, as well as of Partners' employees, unless they are proven to be of reasonable value and that, as such, would not compromise the integrity or reputation of one of the parties concerned, and could not be interpreted, by an unbiased observer, as aimed at securing advantages in an improper manner.

- c) **Acceptance of monetary or in-kind benefits.** It is prohibited to accept money, gifts or any other benefits or to accept a promise thereof, from anybody who intends to establish a relationship with the Company and to unfairly receive a more favourable treatment than those provided to others.
- d) **New hires.** The Company cannot hire employees of the Public Administration, Government and European Union bodies, in any capacity or at any level, as well as their spouses or relatives, ascendants, descendants, brothers, sisters, uncles or aunts, nephews or nieces and grandchildren, or former employees, for three years subsequent to an action performed by one of the above subjects that has resulted in an advantage for the Company aimed at obtaining an unfair profit for the same.
- e) **Trading incentives.** Any trading incentive must be in line with the normal market practices of the country involved, must not exceed the allowed limits in value and must be approved in compliance with all internal rules. Any commission, discount, credit or allowance must comply with applicable regulations, and must be officially granted to corporate entities after submission of all required support documentation. It is prohibited to promise or grant benefits or other similar incentives based on performance targets that are clearly unjustifiable and unreachable.
- f) **Services.** It is prohibited to provide services to external contractors and Partners that are not within the scope of the contract entered into with the same, as well as to approve compensation in their favour which is not adequately justified in relation to the type of assignment to be performed and to current local practices.
- g) **Use of cash.** No payment in excess of Euro 1,000 may be made in cash, either in Italy (where this is the legal limit) or abroad.
- h) **Documentation.** Any document that is representative of a fact that has occurred, and/or an assessment performed within the scope of transactions that can be defined as sensitive in accordance with the Anti-Corruption Policy, must be signed by or traceable back to the subject who performed such transactions. All documents must be compliant with applicable laws.

2) ORGANIZATION MODEL AND CONTROL PROTOCOLS

TXT monitors and manages the risks of acts of corruption, conflicts of interest and any other corporate governance violations by defining its policy for the prevention of corruption, conflicts of interest and corporate governance violations, and by providing for the adoption of appropriate procedures as well as for training and information activities.

3) LEGAL BASIS

With this document, TXT E-Solutions S.p.A. (hereinafter, the Company) aligns its own control, monitoring and assessment systems to the international regulations on corruption within the private sector (Criminal Law Convention on Corruption – Strasbourg, 27 January 1999; United Nations Convention Against Corruption – Merida, 31 October 2003, ratified by the Italian Government with law no. 116/2009; Council Framework Decision 2003/568/JHA).

The control systems that, at an international level, were provided for by the “Convention on the fight against corruption”, adopted on 26 May 1997 pursuant to article K3 (now 31) of the Treaty on European Union and which strengthened the cooperation among the European countries in the fight against financial crimes, have been extended to include fighting active or passive corruption involving European officials or national officials of Member States, but only as regards the corruption of foreign public officers and the sanctions to be applied for such activities.

This document not only adjusts the Organization Model to the provisions of paragraph LIX of article 1, law 190/2012, but also aims at protecting assets, people and corporate objectives by means of a broader approach that:

- provides guidance for the identification of a different level of exposure of the Company's departments to the risk of corruption and unlawful actions, and provides recommendations on the organisational measures aimed at preventing such risk;
- does not specifically regulate legality and integrity protocols, but provides the rules for their implementation and control;
- encourages the alignment of employees 'conduct or procedures ;
- considers the anti-corruption plan as a mandatory programmatic action.