

Anti-Corruption Policy



PURPOSE AND OBJECTIVES OF THE ANTI-CORRUPTION POLICY

WHY AN ANTI-CORRUPTION POLICY?

Gruppo CAP reaffirms its commitment to fighting corruption by establishing a reference framework aimed at implementing an effective anti-corruption policy. This Anti-Corruption Policy defines the values, principles, and responsibilities adopted by Gruppo CAP in the fight against corruption and has been developed in compliance with applicable regulations, including Italian Law No. 190/2012, Legislative Decree No. 231/2001, and the UNI ISO 37001:2016 Anti-Bribery Management System Standard. Its objective is to prohibit any form of corruption, whether direct or indirect, active or passive, involving not only public officials but also private parties. As part of the certification process under UNI ISO 37001, CAP Holding has defined the following scope of application: “Management of the Integrated Water Service, including the design, coordination, and supervision of construction, renovation and maintenance activities relating to aqueducts, sewer systems and wastewater treatment plants, as well as the operation of water supply and sewer networks.” Gruppo CAP promotes ethical and responsible business conduct in full compliance with applicable laws, regulations, standards and guidelines. Accordingly, it adopts a prevention strategy against all forms of corruption, extending its scope beyond offences against Public Administration to include situations in which organizational malfunction arises from the private use of entrusted functions, whether the conduct is completed or merely attempted. In this context, the assessment of the potential impact of corrupt conduct on commitments to combat climate change is also considered relevant. In coordination with the **Gruppo CAP Code of Ethics** and the **Suppliers’ Code of Conduct**, this document provides the reference framework for the anti-corruption policies adopted by Gruppo CAP.

SCOPE OF APPLICATION



ADOPTION AND IMPLEMENTATION

The Anti-Corruption Policy is approved by the Board of Directors of CAP Holding S.p.A. and applies to its controlled company. Non-material amendments may be approved by the Chairperson of the Board of Directors of CAP Holding S.p.A., whereas material amendments must be approved by the entire Board of Directors. In both cases, CAP Holding S.p.A. shall promptly communicate the changes to the controlled company for acknowledgement.



ADDRESSEES

All Gruppo CAP people and all parties who, directly or indirectly, establish relations with Gruppo CAP, whether on a permanent or temporary basis, including collaborators, consultants, and anyone acting on behalf of Gruppo CAP companies, are required to conduct themselves consistently with the principles and rules set forth in this Policy.



COMMUNICATION AND TRAINING

The Anti-Corruption Policy is made available through:

- The corporate website in the “Transparent Company” section;
- The Gruppo CAP intranet;
- Notice boards located at plants and regional offices.

Gruppo CAP is committed to ensuring the proper and effective dissemination of these principles, also through dedicated communication and training programs.



REPORTING

Recipients who suspect or become aware of a violation of the Anti-Corruption Policy must report it through the dedicated whistleblowing platform (<https://whistleblowing.gruppocap.it>), which guarantees the confidentiality of the reporting person.

For additional reporting channels available, reference should be made to the relevant section of the website at <https://www.gruppocap.it/it/il-gruppo/societa-trasparente/cap-holding/altri-contenuti-prevenzione-della-corruzione>.

Gruppo CAP is committed to protecting the confidentiality of the reporting person's identity and does not tolerate, under any circumstances, any form of retaliation against anyone who has raised concerns in good faith. Furthermore, Gruppo CAP will neither take nor threaten any adverse action against individuals, nor discriminate against them in any way

SANCTIONS

Compliance with the provisions set out in the Anti-Corruption Policy shall be considered an essential part of the contractual obligations undertaken by the recipients.

For employees, any violation of the principles and provisions of this Policy shall constitute a breach of the fundamental obligations arising from the employment relationship and may result in disciplinary action.

Furthermore, any failure to fulfil the duties of active cooperation with the Anti-Corruption Officer, which are required of managers and employees in relation to corruption prevention pursuant to Law No. 190/2012, shall be considered particularly serious when assessing disciplinary liability.

For all other recipients, in the event of a breach of the principles and provisions of this Policy, the contractual remedies provided for by applicable law shall be enforced.

OBLIGATIONS OF RECIPIENTS

Recipients are required to be familiar with the provisions contained in the Anti-Corruption Policy. In addition, they are required to:

- diligently comply with the rules and principles set out in this document and refrain from any conduct that is inconsistent with them;
- seek guidance from their supervisors or from the Risk Management & Corporate Compliance Office whenever clarification is required regarding the interpretation or implementation of the Policy;
- promptly report any information concerning potential violations of this document, as well as any request received to violate its provisions, through the channels indicated herein;
- provide full cooperation in the investigation and assessment of any potential violations.



GENERAL OBJECTIVES OF THE ANTI-CORRUPTION POLICY



reject and prevent corruption in accordance with a zero-tolerance principle



ensure compliance with all applicable anti-corruption laws and regulations



promote the continuous improvement of the Anti-Corruption Management System



ensure the autonomy and independence of the *Risk Management & Corporate Compliance function*



assign responsibility for the implementation of the principles set out in the Anti-Corruption Policy to each Manager, Supervisor and Employee

CORRUPT CONDUCT

GRUPPO CAP DOES NOT TOLERATE ANY FORM OF CORRUPTION, IN ANY SHAPE OR MANNER, FOR THE BENEFIT OF ANYONE

In particular, Gruppo CAP prohibits:

- offering, promising, giving, paying, or authorising another person to give or pay, directly or indirectly, material benefits, financial advantages or any other benefit to a public official or a private individual (**active corruption**);
- accepting, or authorising another person to accept, directly or indirectly, financial advantages or other benefits, or requests for or solicitations of financial advantages or other benefits from a public official or a private individual (**passive corruption**).



WHAT DOES THIS MEAN?

The prohibited conduct includes the offering to public officials or persons entrusted with a public service, or the receipt by Group employees (direct corruption), or by anyone acting on behalf of Gruppo CAP (indirect corruption), of a financial advantage or other benefit in connection with business activities.

This prohibition is not limited to cash payments. Benefits involved in corrupt practices may include, by way of example:

- gifts;
- hospitality in general (entertainment expenses, meals, transportation, etc.);
- in-kind contributions (e.g. sponsorships);
- business opportunities, employment opportunities or investment opportunities;
- any other advantages or benefits.

IDENTIFICATION OF MAIN RISK AREAS



relations with Public Administration



partnership relationships



procurement of works, services and supplies, and contract management



management of funding



Job recruitment



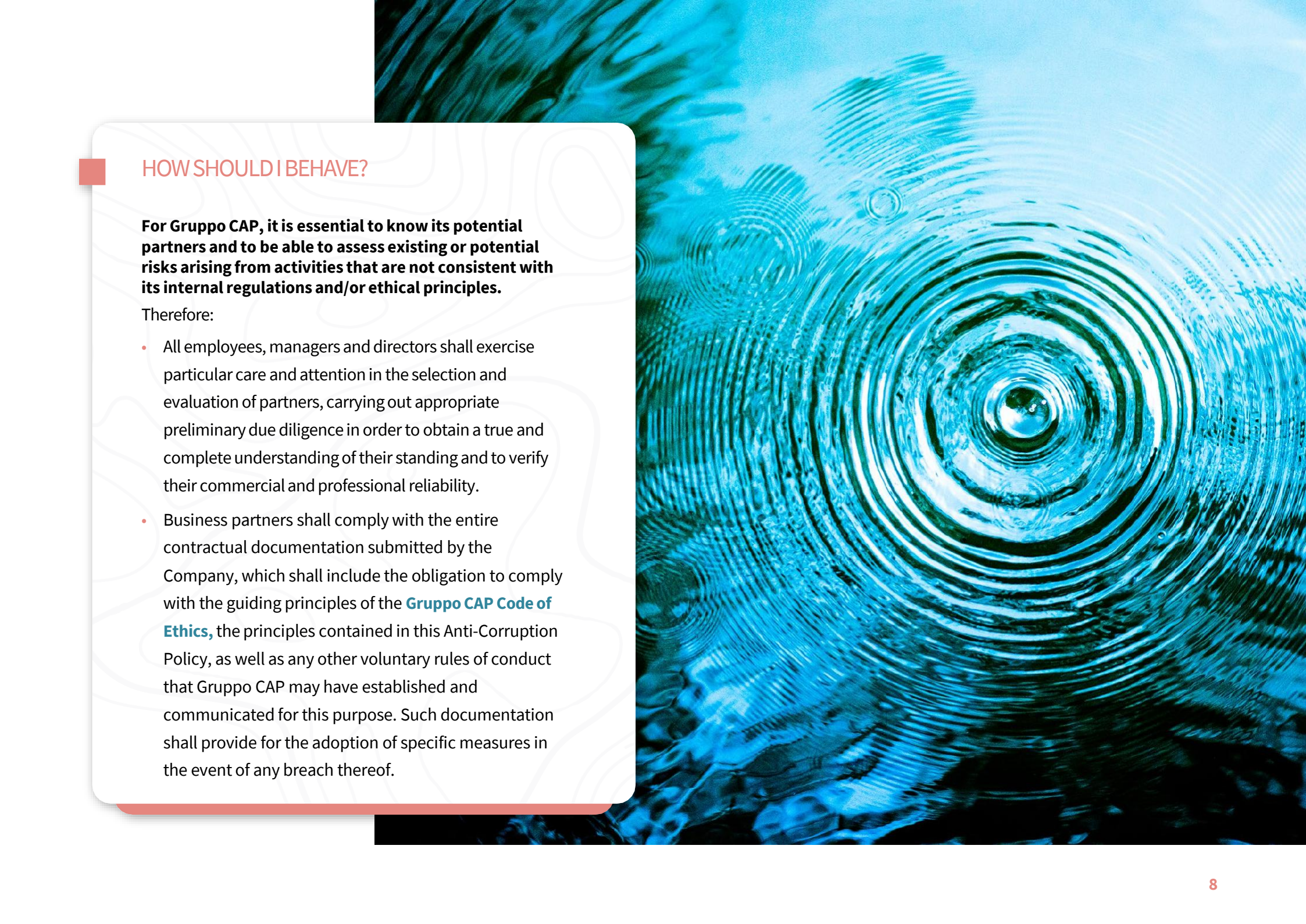
gifts, sponsorships and charitable donations.

RELATIONS WITH PUBLIC ADMINISTRATION

In line with the provisions of the Code of Ethics, directors, employees and collaborators of Gruppo CAP who interact with Public Administration in the course of their activities are required to act with integrity and to refrain from any act or omission that could constitute an attempt at corruption. They must maintain documentary evidence of any financial relationship with public officials (e.g. representation expenses and similar costs). Any direct or indirect request from a public official aimed at obtaining payments, gifts, travel, personal benefits or other advantages for themselves or their relatives must be immediately reported to the Anti-Corruption Officer and/or the Risk Management & Corporate Compliance Office. Alternatively, reports may also be submitted through the dedicated whistleblowing platform <https://whistleblowing.gruppocap.it> which guarantees the confidentiality of the reporting person.

PARTNERSHIP RELATIONSHIPS

Gruppo CAP invests in strategic partnerships that foster value creation and the sharing of know-how, technology and processes in order to generate synergies and mutual benefits. Such relationships are established with counterparties of proven reputation and experience and are managed in compliance with applicable laws and regulations, as well as with the principles set out in the Gruppo CAP Ethical Commitment.

The background of the slide is a close-up photograph of water ripples, creating a series of concentric circles that radiate from a central point. The water is a deep blue color, and the ripples are highlighted by light, giving them a textured, almost crystalline appearance. The overall effect is one of movement and depth.

HOW SHOULD I BEHAVE?

For Gruppo CAP, it is essential to know its potential partners and to be able to assess existing or potential risks arising from activities that are not consistent with its internal regulations and/or ethical principles.

Therefore:

- All employees, managers and directors shall exercise particular care and attention in the selection and evaluation of partners, carrying out appropriate preliminary due diligence in order to obtain a true and complete understanding of their standing and to verify their commercial and professional reliability.
- Business partners shall comply with the entire contractual documentation submitted by the Company, which shall include the obligation to comply with the guiding principles of the **Gruppo CAP Code of Ethics**, the principles contained in this Anti-Corruption Policy, as well as any other voluntary rules of conduct that Gruppo CAP may have established and communicated for this purpose. Such documentation shall provide for the adoption of specific measures in the event of any breach thereof.

PROCUREMENT OF WORKS, SERVICES AND SUPPLIES, AND CONTRACT MANAGEMENT

To prevent Gruppo CAP from being held liable for acts of corruption committed by suppliers providing services for or on behalf of Gruppo CAP companies or their subcontractors, such parties are required to comply with the ethical standards, honesty, integrity, professional conduct and qualification requirements established at Group level. In its dealings with suppliers, Gruppo CAP verifies their experience and technical qualifications and requires a declaration confirming the absence of investigations and/or judgments relating to corrupt practices. Contracts are drafted in writing and include specific clauses designed, among other things, to ensure that counterparties also comply with the anti-corruption commitments adopted by Gruppo CAP and with the provisions of the Gruppo CAP Ethical Commitment. Particular attention is also paid to contract management with suppliers, especially through monitoring the performance of supplier activities and verifying consistency between the activities carried out by the supplier and those provided for under the contract.

FOR THIS REASON....

- any conduct or behaviour contrary to the duties of diligence, loyalty and professionalism, aimed at offering or obtaining money or any other unlawful or otherwise undue benefit in exchange for services received or rendered, is prohibited;
- Gruppo CAP people are required to meet suppliers exclusively at company premises; where this is not possible, a written notice must be submitted to their manager, including through the HR portal;
- Gruppo CAP people are prohibited from accepting unofficial invitations (e.g. lunches, dinners, etc.) from current or prospective suppliers;
- Gruppo CAP managers and employees are required to submit a written notice to their manager, including through the HR portal, whenever they meet current or prospective suppliers at trade fairs, conferences or events that have not been previously authorised; on such occasions, they are reminded to adhere to the principle of absolute confidentiality regarding any data, information or knowledge acquired in the course of activities carried out on behalf of Gruppo CAP companies;
- Gruppo CAP shall bear all expenses related to business travel. Accordingly, Gruppo CAP people are prohibited from accepting payment from a current or prospective supplier for travel, meals, accommodation, hospitality or similar expenses, as such payments could be intended to influence choices and decisions and/or could be considered, or even appear to be, part of an exchange of favours;
- in the event of pre-authorised events (e.g. trade fairs, conferences, events, etc.), where expenses exceed a modest value (e.g. buffet, lunch, dinner), employees are required to report such expenses to their manager;
- it is prohibited to maintain business relationships with economic operators or individuals who are known or suspected to be involved in unlawful activities.

- It is prohibited to maintain business relationships with economic operators or individuals who are known or suspected to be involved in unlawful activities.

MANAGEMENT OF FUNDING

The following principles shall be observed in the management of funding:

- traceability of relationships maintained with the funding authority or funding entity;
- completeness, accuracy and truthfulness of the documentation relating to the various stages of the funding application and management process;
- compliance with the powers of attorney in force regarding the signing of the funding application and of the documentation relating to reporting activities to be submitted to the funding authority or funding entity;
- monitoring of the proper implementation of the funded project and verification of the consistency between accounting progress and physical progress;
- proper recording of transactions in the accounts.

JOB RECRUITMENT

Prior to appointing a new member of the Board of Directors, or hiring, transferring, or promoting any employee who is likely to have significant contact with a Public Official in connection with their work activities, or who supervises employees who may have such contact, the Risk Management & Corporate Compliance Office shall gather information, to the extent permitted by applicable law, regarding the individual's relevant background and experience, in compliance with the anti-corruption provisions governing recruitment and hiring contained in Gruppo CAP's corporate procedures. With regard to members of the Risk Management & Corporate Compliance Office who are subject to reviews or other activities governed by Anti-Corruption Laws, such checks shall be carried out by the Internal Auditing Office.



GIFTS, SPONSORSHIPS AND CHARITABLE DONATIONS

In line with the provisions of the Code of Ethics, gifts or other benefits may be given or received provided that they fall within the context of customary courtesies, are reasonable and of modest value (maximum amount of €50), and are such as not to compromise the integrity and/or reputation of either party and cannot be interpreted by an impartial observer as intended to create financial advantages.

Gruppo CAP supports numerous sponsorship initiatives and charitable donations in favour of legal entities, public and private bodies and associations in order to support projects or the pursuit of the beneficiary's institutional purposes.

With regard to sponsorships and charitable donations, the following conditions must be met:

- the initiative must be permitted by law;
- the activity must be carried out in accordance with the approved budget;
- sponsorship agreements must be entered into only with known and reliable parties that satisfy Gruppo CAP's reputation, integrity and good standing requirements;
- contracts must contain specific clauses requiring the counterparty to comply with applicable laws and with the principles set out in the Gruppo CAP Ethical Commitment;



A GIFT IS PERMISSIBLE WHEN...

Any gift, financial advantage or other benefit must comply with all of the following requirements:

- it does not consist of a cash payment;
- it is given for legitimate and bona fide business purposes;
- it is not motivated by the desire to exercise improper influence or by an expectation of reciprocity;
- it is reasonable under the circumstances;
- it is tasteful and consistent with generally accepted standards of professional courtesy;
- it complies with local laws and regulations applicable to the Public Official or private individual.

- contracts must contain a declaration stating that the amount paid by Gruppo CAP will be used exclusively as consideration for the agreed service;
- Gruppo CAP must be entitled to terminate the contract, suspend payments and seek compensation for damages in the event of a breach by the counterparty of its obligations and declarations, as well as in the event of a breach of the anti-corruption commitments provided for in the contract.

PARTIES INVOLVED IN THE ANTI-CORRUPTION MANAGEMENT SYSTEM

BOARD OF DIRECTORS

- approves the Gruppo CAP Anti-Corruption Policy;
- ensures that the organisation's strategy and the Anti-Corruption Policy are always aligned through ongoing communication and monitoring activities, for which appropriate records are maintained;
- requests and reviews, at planned intervals, information concerning the content and operation of the organisation's anti-corruption management system;
- exercises reasonable oversight over the implementation by top management of the organisation's anti-corruption management system through the monitoring of information flows and verification activities.

CHAIRPERSON OF THE BOARD OF DIRECTORS

- ensures that the resources of the Risk Management & Corporate Compliance function necessary for the effective operation of the anti-corruption management system are appropriately allocated and assigned;
- ensures that the anti-corruption management system, including the Policy and its objectives, is established, implemented, maintained and reviewed so as to adequately address the organisation's corruption risks;
- communicates the Anti-Corruption Policy internally and externally;
- oversees the activities of the Compliance function in order to ensure the effectiveness of the Gruppo CAP Anti-Corruption Policy.

TOP MANAGEMENT

- ensures the integration of the requirements of the anti-corruption management system into the organisation's processes;
- ensures the allocation of adequate and appropriate resources for the effective operation of the anti-corruption management system;
- promotes an anti-corruption culture within the organisation through communication and training activities;
- encourages the use of reporting procedures for suspected or actual acts of corruption;
- ensures that no member of personnel suffers retaliation, discrimination or disciplinary action for reports made in good faith, or based on a reasonable belief that a violation of the organisation's Anti-Corruption Policy has occurred;
- reports periodically to the Board of Directors on the content and performance of the anti-corruption management system.

INTERNAL AUDITING OFFICE

The Internal Auditing Office, based on the approved Audit Plan and in coordination with the Risk Management & Corporate Compliance function, carries out audit and review activities for the purpose of providing assurance that the anti-corruption management system complies with the organisation's requirements and is effectively implemented. The Internal Auditing Office may recommend improvements to this Appendix based on emerging best practices or where gaps or critical issues are identified.

RISK MANAGEMENT & CORPORATE COMPLIANCE OFFICE

The Risk Management & Corporate Compliance function, in addition to the duties relating to the Organisation Model pursuant to Legislative Decree 231/2001 and those provided for by Law 190/2012 and Legislative Decree 33/2013, performs the anti-corruption compliance function activities as required by ISO 37001. In particular, it is responsible for:

- supervising the design and implementation of the anti-corruption management system;
- providing specialised support to Gruppo CAP personnel in the application of the principles and provisions of the Anti-Corruption Policy;
- ensuring that the Anti-Corruption Policy complies with the UNI ISO 37001:2025 standard;
- monitoring corruption risks identified within Gruppo CAP, defining “red flags” and developing control measures for the main areas exposed to corruption risk;
- conducting due diligence reviews concerning the integrity, professional reliability and reputation of business partners considered not to be low risk, as well as of directors and employees of Gruppo CAP working in business areas exposed to potential corruption risks or maintaining relationships with Public Officials;
- updating the Anti-Corruption Policy;
- Monitoring and managing reports of Policy irregularities;
- reporting on the performance of the anti-corruption management system to the Board of Directors and the governing body.





MONITORING AND CONTINUOUS IMPROVEMENT

Gruppo CAP considers the Three-Year Corruption Prevention and Transparency Plan, pursuant to Law No. 190/2012, to be a programme of activities identifying risk areas, specific risks, preventive measures to be implemented according to the level of risk exposure, the persons responsible for implementing each measure, and the relevant timelines. Reference should therefore be made to this document for the analysis and assessment of the Company's activities exposed to corruption risk. Such analysis and assessment are updated annually by the Anti-Corruption Officer and the Risk Management & Corporate Compliance Office, as well as whenever significant organisational or regulatory changes occur or following audit and review activities.

Gruppo CAP is committed to the continuous monitoring of the adequacy and effectiveness of its anti-corruption management system through verification activities and internal audits. Furthermore, Gruppo CAP is committed to ensuring the highest level of transparency in the publication of data required under Legislative Decree No. 33/2013, as amended and supplemented, within the “Transparent Company” section of its website, while also promoting a culture of legality and integrity among its people.



Cap Holding S.p.A.
Via Rimini 38
20142 Milano
capholding@legalmail.it