Optics Holdco Srl

Anti-corruption policy of the Optics Holdco Group

APPROVED BY THE BOARD OF DIRECTORS ON 30/07/2026

Optics Holdco Srl

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1. FOREWORD

In line with the values expressed in its Code of Ethics, the Optics Holdco Group and its subsidiaries (hereinafter the Group), in the belief that the conduct of business cannot be separated from ethics, firmly prohibit – according to the "*zero tolerance*" principle – any form of corruption, active and passive, direct and indirect, and prohibits any conduct that may facilitate or promote corruption, in the awareness that corruption, in addition to being an illegal phenomenon, constitutes a serious obstacle to the proper conduct of business, as well as to the development and maintenance of a sustainable environment from a human and social point of view.

The application of this document to the companies of the Optics Holdco Group that are based and operate abroad may only take place to the extent permitted by local legislation and without prejudice to the management autonomy of the Optics Holdco Group companies with registered offices abroad according to the local regulations applicable from time to time. In cases where applicable local laws impose more onerous standards than those indicated in this Policy, the Companies must apply them by informing the Chief Compliance Officer of FiberCop.

The Group is committed to preventing and combating unlawful conduct by employees and all persons who, for various reasons, carry out activities in the name and on behalf of the Group itself.

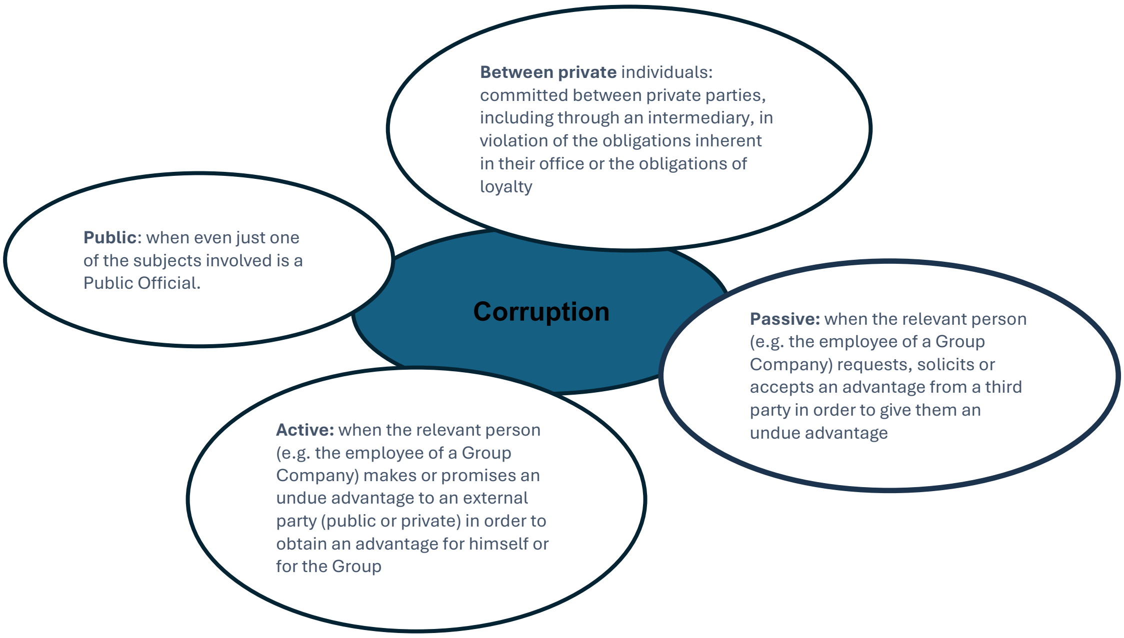
For the Group, compliance with current anti-corruption legislation is more than a legal obligation: it represents a key element of the corporate culture and the way the Group operates.

In this context, in order to mitigate risks and protect its reputation, the Group has developed and implemented a system of rules and organisational safeguards, aimed at preventing corruption risks in the context of the performance of its activities, ensuring compliance with Anti-corruption Laws and also taking into account the main regulations, *best practices*, national and international conventions.

In addition, this Policy is an integral part of the Anti-Corruption Management System for Group companies that voluntarily implement a UNI ISO 37001 certified management system: to strengthen the commitment to constant monitoring of tools and safeguards aimed at combating all forms of corruption.

1.1 Definition of corruption

For the purposes of the UNI ISO 37001 standard, "corruption" means "*offering, promising, giving, accepting or requesting an undue advantage of any value (which may be economic or non-economic), directly or indirectly, and regardless of location, in violation of applicable law, as an incentive or reward for a person to act or refrain from acting in relation to the performance of that person*'s *duties*". Corruption is any form of abuse of one's own role or that of others to obtain undue benefits, for one's own benefit or that of third parties.



2. PURPOSE AND SCOPE OF APPLICATION

The purpose of this Policy is:

(i) to outline in an organic way the rules, ethical-behavioral principles and control measures identified in order to prevent and combat the corruption risks, in particular in the areas most exposed to the kind of risk;

(ii) concretely promote a corporate culture based on the principles of honesty and integrity and on the prevention and fight against corruption;

(iii) ensure compliance with the relevant regulations and the prevention of any unlawful conduct in the course of business activities;

(iv) enhance awareness of the rules for the active and responsible participation of all Recipients in achieving the objectives of preventing and combating corruption within the Group's activities.

This Policy is issued by Optics Holdco and applies to all companies directly or indirectly controlled by it, in Italy and worldwide, which formally adopt it by means of resolutions of their administrative bodies and make it their own.
Each Group Company shall adopt any additional prevention and control tools in order to address with its own specific risks and regulate the typical processes of its own business with particular regard to the relevant legal and operational context.
Group companies that intend to be certified in accordance with the UNI ISO 37001 standard must apply this Policy as a policy for the prevention of corruption in their Management System.

This document is addressed to members of the respective *management* and corporate bodies, employees and collaborators in various capacities, suppliers, consultants, customers, *partners* and, more generally, to all those acting in the name and on behalf of the Group ("Recipients").
All Recipients must be aware of and comply with this Policy, which is also widely disseminated including through publication on the institutional websites of the Group companies (if any).

2.1. Regulatory context

The companies of the Optics Holdco Group are subject to, but not limited to, and where applicable:

(i) at national level: the provisions of the Criminal Code (with particular reference to Articles 317 et seq.), the Civil Code (with particular reference to Articles 2635 and 2635-bis), Legislative Decree no. 231 of 8 June 2001 as subsequently amended, Law no. 190 of 6 November 2012 and Legislative Decree no. 231 of 21 November 2007;

(ii) at international level: the US Foreign Corrup Practices Act of 1977, the UK Bribery Act of 2010, legislation implementing the United Nations Convention against Corruption, the Convention of the Organisation for Economic Co-operation and Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, and any other anti-corruption and/or anti-money laundering laws of any jurisdiction to which the Parties may be subject ("Anti-Corruption Laws").

In general, the Anti-Corruption Laws prohibit the making and receipt, both directly or indirectly, of payments or other benefits, as well as offers or promises of payment or other benefits, for corrupt purposes, from or to Public Officials or private individuals.

2.2 Internal regulatory instruments

In addition to this Policy, the Group has adopted the following internal regulatory instruments, designed to prevent corruption in the context of its activities towards both public and private entities:

- the Group Code of Ethics;
- the respective Compliance Programs (anti-corruption) and/or the Organization, Management and Control Models *pursuant to* Legislative Decree 231/2001 adopted by the Italian companies of the Group ("231 Models");
- the Whistleblowing Policy adopted by each subsidiary;
- Tax Strategy
- the individual reference procedures and/or additional regulatory instruments applicable to the areas exposed to corruption risk, aimed at implementing the principles and control measures set out in the aforementioned documents.

3. GENERAL PRINCIPLES

All Recipients are required to conform their conduct to the core values expressed in the Code of Ethics, as well as to the controls set out in the relevant procedures and in the 231 Models of the Group Companies.

All activities carried out by the Group must ensure compliance with the ethical principles of transparency, clarity, propriety, integrity and fairness, as well as compliance with applicable laws, rules and regulations for the prevention of corruption.
The Group prohibits, without exception, all forms of corruption – active and passive, direct and indirect – in favor of and by anyone.

It is therefore expressly forbidden for the Recipients to:

- offer, promise, give or pay, or authorize someone to offer, promise, give or pay, directly or indirectly, money or other benefits (economic and otherwise) to Public Officials or private individuals (active corruption);
- request, agree to receive, accept, or authorize someone to request, agree to receive or accept, directly or indirectly, money or other benefits (economic and otherwise) or their requests or solicitations from a Public Official or private subject (passive corruption)

when the intention is to:

- induce a Public Official or a private individual to improperly perform (through any act or omission) any function of public nature or any activity associated with a business or reward him for the improper act or omission;
- influence an official act (or omission) by a Public Official or any decision, including in relations between private individuals, in violation of a duty of office or loyalty;
- obtain or secure an improper advantage in relation to business activities;
- in any case, violate applicable laws; or even if there is no such intention, with the knowledge or belief that acceptance of the payment or other benefit would itself constitute improper performance of a function or activity in the public sector or private sector, in violation of a duty of office or loyalty.

However, it is essential to keep in mind that corruption can take a variety of forms (not only the offering or giving of money or any other good of value or utility). For example, improper payments and other advantages may take the form of:

- cash or cash equivalents, such as gift cards or vouchers;
- hospitality, such as meals or accommodation;
- entertainment, such as tickets to cultural or sporting events;
- gifts, such as branded promotional items;
- offers of employment, consultancy arrangements, or internships;
- contracts for the supply of goods or services; and
- other non-cash favours, such as sponsorships to attend conferences or other events.

In addition, in certain circumstances or situations, a person may be considered to have acted with corrupt intent even if, despite the presence of warning signs or reasons for suspicion, he or she has failed to implement those control activities required to mitigate risks (such as, for example, conducting appropriate *due diligence*).

In line with applicable *best practices,* the Group identifies the main areas sensitive to corruption risks and defines the related control measures to mitigate these risks. The sensitive areas and safeguards indicated in this document constitute a minimum reference parameter for Group companies. In particular, based on the specific characteristics of the organization and the business, the Companies are responsible for assessing the applicability of these areas and the associated safeguards, as well as identifying, from a risk-based perspective, any additional specific areas/safeguards based on assessment activities conducted at company level.

4. SENSITIVE MACRO-AREAS

The main macro-areas sensitive to the risk of corruption are:

- Purchases of goods, works, services, consultancy and professional services;
- Selection, recruitment and management of personnel;
- Management of sponsorships and contributions to associations / entities;
- Donation management;
- Management of gifts and hospitality and entertainment expenses;
- Management of Relations with the Public Administration;
- Management of disputes and relations with the Judicial Authority;
- Management of extraordinary transactions and conclusion of partnership contracts;
- Participation in tenders.

In addition to the provisions of the Code of Ethics, the 231 Models and the relevant company procedures, all Recipients are required to comply with the following principles of conduct when engaged in activities that are particularly exposed, by their nature, to the risk of corrupt practices.
All Recipients are recommended to examine any procedures adopted by the Group Company to which they belong in relation to any more stringent safeguards that may have been defined by the Companies themselves and for details on the activities indicated below.

4.1. Purchases of products, services and professional advice and services

Procurement activities must be managed in compliance with the principles of legality, transparency, traceability and fairness, as well as in compliance with the minimum *standards* of conduct described below. It is prohibited to request, agree to accept or receive any financial or other benefits from current or prospective suppliers or subcontractors, whether directly or indirectly, at any time, in order to influence Group procurement processes or decisions. In addition, Group employees who are involved in procurement processes or decisions must not accept any benefits, of any kind or any value, whether directly or indirectly, from any current or prospective suppliers or subcontractors that are involved in ongoing procurement processes.

In particular, for the purposes of the qualification of contractual counterparties, including assignments to agents, intermediaries, business brokers-managers, it is required that suppliers / subcontractors / consultants / business partners, according to a *risk-based approach*, be subjected to preventive checks regarding:

- the existence of the requirements of ethical-reputational and professional integrity and reliability;
- any potential conflicts of interest - i.e. whether there are family ties or affinity with members of the Group or representatives of the Public Administration and/or suppliers, customers or third parties contracting of the Group itself that should be mitigated before the counterparty is engaged (e.g. through the obligation of self-declaration);

- the possession by suppliers / subcontractors / consultants / business partners of the legal and professional requirements to carry out the entrusted activity.

In addition, the procurement management process must be carried out in compliance with the following principles:

- existence of an actual need for purchase, documented and objectively justified;
- obligation to be inspired by criteria of transparency and objectivity in the choice of supplier, without showing favouritism towards any particular supplier;
- recourse to non-competitive assignments only in cases expressly provided for and regulated in the applicable purchasing policies and procedures.;
- formalization in writing of the agreements with suppliers/subcontractors/consultants/business partners with an indication of the agreed remuneration (including any *success fees*, with precise and prior indication of the amount and conditions under which it is paid), the details of the service and the execution times;
- inclusion of compliance clauses in contracts with suppliers/subcontractors/consultants/business partners;
- monitoring compliance with the contractual conditions with particular reference to the adequacy of the amount paid with respect to the service received and the conduct of the counterparty during the course of the relationship, also through the request for information and data from the counterparty itself and on-site checks, in compliance with the provisions of the contract;
- verification of the conformity of the goods, services and consultancy received with respect to the contract.

The activities contracted out may be subcontracted only for:

- prior authorization;
- qualification of the subcontractor against verification of the possession of the same requirements necessary for the qualification of suppliers;
- compliance with maximum amounts and percentages that can be contracted;
- clear contractual discipline regarding the liability of the supplier, who remains solely responsible for the entire execution of the contract.

4.2 Recruitment, recruitment and management of personnel

The activities of selection, recruitment and management of personnel must be carried out in compliance with the principles of professionalism, fairness, transparency and impartiality, respect for human rights, as well as in accordance with the provisions of applicable laws.

In particular, the minimum principles and requirements that must be respected are:

- actual need for the inclusion of new staff;
- recruitment carried out exclusively on the basis of the candidate's personal and professional skills, in the light of proven needs and subject to verification of compliance with all legal requirements, including the existence of a valid residence permit;
- prompt identification of any conflicts of interest between the subjects involved in the personnel selection process and the candidates for recruitment, so that such conflicts can be appropriately mitigated;
- conducting pre-employment checks of the ethical-reputational reliability of potential CA999993333

data (e.g. through verification of criminal proceedings/pending charges), as well as checks on the existence of any or potential conflicts of interest (e.g. with representatives of the Public Administration);
- traceability and monitoring of the entire search and selection process, guaranteed through the archiving of the relevant information and documentation;
- formalization of the employment relationship;
- in relation to the variable component of remuneration: definition of clear and transparent objectives in line with company plans, policies and regulations; implementation of objective, traceable and transparent procedures for verifying their achievement.

In any case, it is mandatory to carry out the appropriate checks and collect the authorizations required by the company procedures of reference, if the candidate is a subject:
- linked to representatives of the Public Administration in relation to proceedings (e.g. administrative proceedings) involving the Group; or
- reported by representatives of the Public Administration or in any case by persons who have the power to influence the Group's activities.

4.3 Management of sponsorship

Sponsorship management activities, both institutional and commercial, must meet criteria of transparency and impartiality.

In particular, compliance with the following minimum standards of conduct is required:
- carrying out sponsorships for the sole purpose of positively associating the Group's image with initiatives that reflect corporate values;
- adequate formalization of sponsorship agreements in specific contracts, which include anti-corruption clauses;
- Before signing the contract, a verification of the Recipient of the initiative on the existence of the requirements of integrity and ethical-reputational reliability is carried out.

In any case, sponsorship initiatives:
- must comply with applicable laws and regulations;
- they must include receipts/invoices that clearly indicate the amounts paid for the sponsorship, the name of the sponsee, expected benefits, and the reason for the sponsorship proposal;
- be thoroughly documented, including compliance due diligence documentation and duly justified and validated by the head of the requesting function;
- they can never provide cash payments, and payments must be made directly to the Recipient via bank transfer; and
- they must never be used to provide benefits to any person, directly or indirectly, with the intention of inducing or rewarding improper performance of any function or activity in the public or private sector, including any act or omission that would violate a duty of loyalty to a Public Administration or employer.

Sponsorships of individual, political parties, political organizations, political candidates, or of an organization that is subject to sanctions or that has adopted or has a reputation for engaging in corrupt and/or unethical behavior, sponsorships of a public sector program in which a Public Official is a direct beneficiary, as well as sponsorships that could improperly influence a public official, a customer or any other business partner are not permitted.

4.4 Management of contributions to associations/institutions

Contributions paid to associations and entities other than sponsorship, e.g. as *fees* for acquiring membership of the association, must comply with the following minimum standards of conduct:

- be addressed to associations/entities whose purpose is relevant to the Company's mission and business;
- be adequately authorized at the appropriate hierarchical level (top management / 1st hierarchical level);
- Before joining the association/body, a check must be carried out on the Recipient of the initiative regarding the existence of the requirements of integrity and ethical-reputational reliability.

Membership fees towards political parties or movements, or workers' trade unions, are not allowed, directly or indirectly.

4.5 Donation management

Donations can only be made to private non-profit entities, public bodies and international non-profit organizations/organizations of proven reliability and recognized reputation for honesty and fair practices.

In any case, the management of donations must take place in compliance with the following *minimum standards* of behavior:

- compliance with the allocated budget;
- adequate description of the nature and purpose of the contribution, as well as the verification of the legitimacy of the contribution based on the applicable laws during the prior authorization process;
- formalization in special contracts, which provide for compliance clauses;
- direct payment by bank transfer to the intended Recipient; and
- adequate verification of the actual use of the contribution paid and the compliance of the use with the provisions of the contract.

Donations to political parties or movements and workers' trade unions, their representatives or candidates, or to foundations, associations, committees and/or bodies linked to political parties, to organizations that discriminate on the basis of race, creed, color, sex, nationality or other personal inclinations, to organizations subject to sanctions or that have adopted or have a reputation for adopting behaviors that are directly or indirectly. corrupt and/or unethical, are not allowed. In addition, donations for the benefit of an individual employee of the Group companies or to entities in which the personnel of the Group companies or their family members have a representative/executive role in a personal capacity, or that could improperly influence a Public Official, a customer or any other business partner, are not permitted.

4.6 Management of gifts, hospitality and entertainment expenses

Gifts, invitations, hospitality and entertainment expenses (hereinafter referred to as "utilities") could be perceived as intended to corrupt, even if the intent of the parties involved was not such. Therefore, the *management* and personnel of the Group companies are allowed to make (within the limits of an annual plan or an expenditure forecast) utilities only if they meet certain requirements. In particular, the benefits must never consist in the giving of money or equivalents (e.g. shopping vouchers) and must meet the requirements of reasonableness and modest value[1]. In addition, utilities must be:

- occasional and appropriate to the business context and circumstances;
- consistent with the usual and/or customary practices of courtesy and hospitality;
- such as not to compromise the integrity and/or reputation of either party;
- such that they cannot be interpreted by a third party and impartial observer as being aimed at creating a duty of gratitude or improperly influencing the independence of the Recipient's judgment, obtaining preferential treatment or inducing to ensure any advantage for the Group;
- they must always be adequately documented to allow traceability and reconstructability a posteriori.

It is strictly forbidden:

- provide gifts/benefits or receive gifts/benefits from third parties other than the Recipient/beneficiary (e.g., providing gifts to a family member of the Recipient)
- dispense/receive benefits at private locations (they must be delivered to the Recipients' company offices);
- the purchase of gifts on their own with subsequent or possible request for reimbursement;
- to perform or receive utilities of an inappropriate nature;
- perform/receive utilities during and/or in the vicinity of a tender process or pending decisions against any third party involved in the process.

In any case, the offering and giving, as well as the receipt of utilities, must always comply with the provisions of the applicable policies and procedures. Any exceptions to the above principles must be authorized in advance in accordance with the relevant company procedures.

4.7 Management of relations with the Public Administration

Relations with the Public Administration (PA) must be based on compliance with the principles of loyalty, fairness, transparency, honesty, integrity, collaboration, traceability, and compliance with laws and regulations and managed by persons previously identified and endowed with the appropriate powers, whether they are employees, collaborators or consultants.
In addition, compliance with the following minimum standards of conduct must be ensured :

- carrying out obligations towards the Public Administration with the utmost diligence and professionalism, in order to provide clear, accurate, complete, faithful and truthful information, including on the occasion of inspections by Public Authorities pursuant to any relevant guidance from the legal department;
- reporting, in the appropriate form and manner, of any situations of potential conflicts of interest with the Public Administration/Public Official and complying with any measures intended to mitigate the

[1] Each Group company can determine its own value thresholds based on applicable legal standards and local norms, provided that the thresholds may not be more than €100 for an individual and €50 for a public official. These thresholds are to be understood as a cumulative threshold of multiple gifts made to the same recipient / received from the same provider, within the space of a calendar year.

potential conflicts of interest;
- prefer the simultaneous involvement of at least two company subjects in the case of direct and face-to-face contacts with public entities, except for specific and justified exceptions;
- obligation to keep the documentation exchanged with the Public Administration and the documentation supporting the data, information provided and decisions taken, in order to ensure traceability and verifiability. in case of inspections by Public Authorities:
- obligation to report internally to the competent corporate functions of any critical issues, anomalies or suspicious behaviour detected to allow prompt analysis and the adoption of any corrective measures;
- obligation to adequately track and document the relations maintained with the Public Administration, ensuring that the relevant information is updated on a periodic basis and whenever necessary or appropriate.

It is always forbidden to:
- make donations of money or other benefits to representatives of the Public Administration (including through intermediaries, suppliers and/or third parties in general, such as close family members of Public Administration representatives) in order to influence their work;
- grant other advantages or promises of any kind in favour of representatives of the Public Administration (including through intermediaries, suppliers and/or third parties in general) in order to influence their work;
- in any case, engage in conduct that may compromise the integrity and reputation of the Group.

Furthermore, as provided for in the Code of Ethics, the Group prohibits the provision of political contributions as they present the risk of being used as an improper means of corruption. Even unofficial payments of modest value made in favor of Public Officials (generally of low hierarchical levels) with the intention of speeding up, favoring or improperly facilitating the performance of a *routine activity* (so-called "Tax Return"). *facilitation payments*) are expressly prohibited.

4.8 Management of disputes and relations with the Judicial Authority

Relations with the Judicial Authorities and with the Bodies and Subjects involved in judicial proceedings must be maintained only by persons with the appropriate powers provided for by the reference procedures (whether they are consultants, employees or collaborators of the Group companies), always inspired by the principles of loyalty, fairness and transparency.

In relation to the management of any legal dispute, it is also necessary to:
- to provide effective cooperation to the Judicial Authority and to make truthful, transparent and exhaustively representative statements of the facts;
- interfacing with the subjects involved in judicial proceedings or who are called upon to make statements before the Judicial Authority, ensuring that at least two people participate in the meetings, where possible, and in any case refraining from inducing the subject in any way not to make statements requested by the Authority or to report facts that do not correspond to the truth.

All assignments conferred on external lawyers in the context of legal disputes must be conferred in compliance with each applicable internal procedure, adequately formalized, and contain a precise indication of the assignment and the agreed remuneration.

It is always forbidden to:

- make donations of money or other benefits in favour of the bodies and subjects involved in legal proceedings (including through intermediaries, suppliers and/or third parties in general);
- distribute gifts and gifts, to facilitate and/or influence an activity of the Company (including through intermediaries, suppliers and/or third parties in general);
- grant other advantages or promises of any kind in favor of the bodies and subjects involved in legal proceedings (including through intermediaries, suppliers and/or third parties in general);
- force or induce Group employees not to respond, to lie or to make false statements to the Judicial Authority.

4.9 Management of extraordinary transactions and conclusion of partnership contracts

Extraordinary transactions, such as acquisitions or disposals of companies, businesses or business units, may expose the Group to risks of a corrupt nature. Among the most common examples are the purchase of shareholdings in companies involved in illegal behavior or the obtaining of concessions through corrupt methods.

For the above reasons, *Merger & Acquisition* transactions must always be accompanied by a prior assessment of the counterparties involved in the transaction (*due diligence),* with particular reference to the presence of any or potential situations of conflict of interest, as well as verification of the requirements of integrity and ethical-reputational reliability. In particular, due diligence activities must include legal, administrative-accounting and tax aspects, including:

- the verification of the identity, corporate structure and ownership structure of counterparties;
- the analysis of any judicial proceedings, investigations, sanctions or reports relevant from a criminal, administrative or reputational point of view;
- the assessment of the existence of situations of conflict of interest, including potential ones;
- the verification of the adequacy of compliance controls, with particular reference to corruption prevention systems.

The outcome of the checks must be formalised and assessed by the competent departments for the purpose of approving the transaction. Any critical issues that have emerged must be adequately mitigated through specific measures, such as contractual protection clauses, commitments to comply with *corporate compliance* measures or, in the most serious cases, the renunciation of the transaction.

In the event of a successful transaction, the counterparties will be required to comply with this Policy as part of their post-acquisition obligations.

The activities of stipulating commercial *partnership* contracts must be managed in compliance with the following principles:

- conducting preventive checks on the requirements of integrity and ethical, reputational and professional reliability of the counterparty;
- inclusion of specific compliance clauses in contracts with partners;
- carrying out a periodic evaluation of the partners' activities, also - where concretely possible - through

the request for a copy of the relevant documentation.

4.10 Participation in tenders

In the case of participation in public or private tenders, compliance with the following principles is required:

- identification of the parties responsible for any contact with the contracting authority and of the participants in the tender, both in the phase before and after the publication of the call for tenders;
- relations with the contracting authority and the participants in the tender must always be based on fairness and transparency;
- timely reporting by the parties involved about the existence of any situations of conflict of interest;
- in the case of participation in tenders together with third parties (e.g. joint ventures, temporary associations and groupings, etc.), the integrity and ethical-reputational reliability of the partners must always be verified in advance;
- adequate archiving of the documentation produced.

It is always forbidden to:

- collusive behaviour, direct and/or through third parties aimed at improperly influencing the decisions of the contracting authority or other participants, in order to obtain advantages for the Group, for itself or for others in the tender process;
- violate the confidentiality required by the circumstances for each piece of news/information learned by reason of one's job function.

5. CONTROL ACTIVITIES

5.1. Due Diligence activities on contractual counterparties

The Group must avoid situations involving third parties that could lead to a violation of this Policy or the Anti-Corruption Laws. To this end, all employees of Group companies involved in dealings with third parties are responsible for taking reasonable and proportionate precautions to ensure that counterparties conduct business ethically and in accordance with this Policy.

These precautions include:

- assessment of the potential risks of corruption associated with all third parties with whom the Group has or intends to establish relationships. To this end, prior to the start of the relationship with a third party, the performance of risk-based due diligence, in particular to verify their integrity, ethical-reputational reliability, compliance with the applicable Anti-Corruption Laws, as well as compliance with applicable occupational health and safety and environmental standards;
- formalization in writing of relations with third parties, providing for the inclusion in contracts of specific compliance clauses, including obligations to comply with this Policy and applicable Anti-Corruption Laws, and remedies in the event of violation of these commitments;
- continuous monitoring of the reasonableness and legitimacy of the services provided, the correctness of the fees paid and the conduct of the counterparty during the entire duration of the contractual relationship;
- timely reporting to the competent functions of any critical issues, suspicious behavior or circumstances that may constitute red flags.

If "*red flags*" are also detected during the relationship, they must be subjected to an in-depth analysis to determine whether the conditions exist to start or continue the relationship with the counterparty. The results of these analyses must be documented and communicated to the competent corporate functions, so that the appropriate corrective or risk mitigation measures are adopted, up to the possible suspension or termination of the contractual relationship.

5.2. Management of Conflict of Interest

A conflict of interest occurs when the personal interests (family, friendships, financial or social factors) of a person belonging to a Group Company may impair his or her judgment, decisions or actions in the workplace. Similarly, the interest of a third party with whom the Group comes into contact for the performance of certain activities may also have a potential interest that conflicts with that of the Group itself.
These situations, in which personal interest comes into conflict with the company's interest, represent one of the main potential causes of corruption in the company's organization.
Full transparency, together with the timely identification, communication and management of such conflicts is essential to ensure the integrity and correctness of business decisions, the impartiality of the personnel involved and the trust of the relevant *stakeholders*.

Therefore, any situation that may constitute or give rise to a conflict of interest must be:

- promptly communicated by management, employees, collaborators and office holders, in the interest of the Company and third parties who have relationships/want to establish relations with the Group, in accordance with the procedures provided for by the relevant internal regulations;
- monitored and managed by the company functions and by the hierarchical manager within their competence;
- documented and, if necessary, accompanied by corrective or mitigation measures, in order to prevent any negative impact on the integrity of business decisions or compliance with anti-corruption regulations.

It is also forbidden for anyone to personally take advantage of business of which they have become aware in the course of carrying out their duties.

6. IMPLEMENTATION AND CONTROL METHODS

6.1. Reporting

The Group, recognizing the key role of the reporting tool in preventing and combating corruption, encourages the submission of reports, even anonymously, of alleged corruption through the channels described in the respective procedures for managing reports ("*Whistleblowing*") adopted by each Group Company.
The Group guarantees absolute confidentiality regarding the identity of the whistleblower, the persons involved or in any case mentioned in the report and does not allow any tolerance towards any form of retaliation or discrimination, direct or indirect, personal or professional, as a result of the report made. Adequate sanctions are provided within the disciplinary system for those who violate the whistleblower's protection measures.
In particular, the Recipients of this Policy must promptly report:

- any conduct that is known or suspected to be contrary to Laws or Regulations (including, in particular, acts of corruption);
- any violation, even suspected, of this Policy, the Code of Ethics, the Compliance Programs (anti-corruption), the 231 Models, as well as the system of company rules and procedures.

To this end, the Group provides several internal reporting channels described within the "Whistleblowing" Procedures adopted by each Group company.

6.2. Sanctioning system

The Group does not accept non-compliance with the contents expressed in this Policy. Nor does the belief that you are acting in the interest or to the advantage of the Group justify the adoption of conduct that is illegal or contrary to the principles and contents of this Policy.
In compliance with the relevant regulations, the Group adopts and implements disciplinary systems aimed at sanctioning non-compliance and/or violations with respect to the content of this Policy. In line with its rigorous approach to the matter, the Group will treat any violation as a disciplinary infraction in relation to employees and as a breach of contract in relation to all other Recipients of the Policy, with the consequent activation of the contractual remedies provided for pursuant to and for the purposes of applicable law.

6.3. Training and communication program

The Group, aware of the importance of the internal and external dissemination of its values and rules for the prevention of corruption, carries out periodic training, communication and awareness-raising activities on the subject addressed to the employees of the individual Group companies.

Training activities, concerning, among other things, the contents of this Policy, are provided to personnel on a regular basis and at appropriately planned intervals depending on the roles and risks of corruption to which they are actually exposed in relation to the activities of reference.

6.4. Continuous monitoring and improvement

The Group's Compliance Program and, in particular, this Policy, are subject to:

- monitoring by the competent corporate functions of reference, in order to verify its concrete implementation within the organisation of the individual Group companies;
- continuous improvement, in order to constantly ensure its sustainability, adequacy and effectiveness, as well as updating with recent legislative changes and/or best practices.

6.5. Group Companies with a Certified Anti-Corruption Management System

Group Companies that adopt an Anti-Corruption Management System (EMS) certified according to ISO 37001 apply this Policy as an anti-corruption policy for their Management System. To this end, for these Companies, this Policy integrates the following commitments required by the standard:

a) meet the applicable requirements of the Anti-Corruption Management System and applicable Anti-Corruption Laws;

b) provide a framework for defining measurable anti-corruption objectives, consistent with the results of the corruption risk assessment, approved and periodically reviewed by Senior Management during the Management Review;

c) pursue continuous improvement of the Anti-Corruption Management System through monitoring performance indicators, analyzing the results of internal and external audits, managing non-compliance and corrective actions, and periodically reviewing its adequacy;

d) guarantee the authority and independence of the Anti-Corruption Function, ensuring direct access to the Governing Body and Senior Management, and operational independence from the corporate functions it supervises.

With regard to its Joint Ventures and its Subsidiaries and/or Investees, the ISO 37001 certified Company will implement all reasonable measures under the circumstances to ensure that these Companies and Entities also comply with the standards and rules of conduct defined in the Anti-Corruption Policy.

The methods for implementing these commitments, including the identification of the Anti-Corruption Function, the other roles governing the Anti-Corruption Management System, and the definition of anti-corruption objectives, are governed by the Anti-Corruption Management System documentation Manual and procedures) of each certified Company.

Group Companies that are not certified according to the ISO 37001 standard are encouraged to reflect the same principles in their own anti-corruption compliance programs in a risk-based manner and to extend the same principles to their Subsidiaries; moreover, they must make good faith efforts to use their influence to cause any non-controlled affiliates to adopt substantively equivalent standards.

7. DEFINITIONS

In order to better understand this document, the definitions of the most important recurring terms are specified:

- **Code of Ethics**: Code of Ethics and Conduct of the Group.
- **Recipients**: members of the corporate bodies of the Group companies, all employees of the Group, as well as all third parties outside the Group (including, but not limited to, suppliers, business partners, consultants, professionals) who act in the name and on behalf of the Group or Group companies.
- **Optics Holdco S.r.l. Group** o **Group**: Optics Holdco S.r.l. and its subsidiaries/investee companies.
- **Model 231**: the Organisation, Management and Control Models, adopted by the companies of the Optics Holdco Group in accordance with Legislative Decree no. 231 of 8 June 2001 and subsequent amendments and additions.
- **Public Administration or "P.A."**: this expression refers to the set of public bodies and entities that operate for the pursuit of collective or public interests. In Italy, the Public Administration includes the

State (including central and local government bodies such as regions, provinces, municipalities, regulatory authorities), as well as public bodies and private entities which, by law or by virtue of the functions exercised, perform tasks in the public interest (e.g. public service concessionaires, public law bodies, publicly owned companies, contracting authorities). Public Administrations of other States and the European Union also fall under this definition. In general, the Public Administration can include any body or entity in charge of managing services or functions relevant to the community, including in the international arena, and entities that perform public services or exercise public functions, such as health protection, education, social security, etc.

- **Public Official**: anyone who, at national or international level, exercises a legislative, judicial or administrative function on behalf of a Public Administration. Public Officials are also considered those who act in an official capacity on behalf of public bodies, government agencies, state-controlled companies, public international organizations (e.g., United Nations, World Bank, European Union), political parties, members of political parties or candidates for public office, both Italian and foreign. In addition, public service officers also fall into this category, i.e. those who carry out activities of public interest regulated by public law, but without the typical powers of the public function (subjects who perform only material support tasks are excluded).
- **ISO 37001:2025 or Standard**: the international reference standard for Anti-Bribery Management Systems, which defines the requirements and provides guidance for adopting, implementing, maintaining, and improving organizational measures aimed at preventing, detecting, and managing corruption risks within an organization.