



Bribery Prevention Policy

Fiera Milano

13 May 2024



FIERA MILANO

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FOREWORD

Fiera Milano S.p.A. (hereinafter also "FM" or the "Company") is at the head of a group that oversees all characteristic phases of the trade fair and conference sector, positioning itself as one of the major integrated operators worldwide, and recognizes the paramount importance of conducting its business in compliance with the law and with integrity, transparency, and fairness in all contexts and countries in which it operates.

For these reasons, the Company adopts a "zero tolerance" approach towards any corrupt practice in relations with public and private stakeholders and undertakes to act and adopt conduct based exclusively on criteria of transparency, fairness and moral integrity that prevent any attempt at bribery.

Fiera Milano promotes a Bribery Prevention Policy (hereinafter referred to as the "Policy") in line with the Code of Ethics and actively supports initiatives aimed at strengthening the standards and principles that must govern the conduct of personnel, in accordance with the relevant regulations and taking into account the purposes and context in which the Company operates, the results of the risk assessment as well as the strategic guidelines of the Fiera Milano Group.

With this in mind, Fiera Milano is committed to:

- maintaining the compliance of its activities with local, national, other applicable laws, prevailing sector regulations, on the prevention of bribery, with a view to continuous improvement;
- establishing a strategic framework for setting, reviewing and achieving objectives for the prevention of all types and forms of bribery;
- adopting and implementing its Management System in compliance with the standard UNI ISO 37001:2016, as a safeguard and tool for the continuous improvement of the company's performance against bribery;
- developing, promoting and making available to staff the policies and procedures for the application of the standards, involving the staff of the organisation in the knowledge, implementation and compliance with the requirements of ISO 37001;
- ensuring the presence of a Bribery Prevention Compliance Function ("FCPC"), appointed by the Governing Body, which is guaranteed autonomy and independence;

1. ADDRESSEES

The values expressed in this Policy by the Company's Board of Directors, in line with the Code of Ethics which is an integral part of the Organisational Model pursuant to Legislative Decree 231/2001 adopted by FM, apply to directors, statutory auditors, managers, employees, consultants, collaborators and in general to all those who work on behalf of or in favour of the Company or who have business relations with it, each within the scope of their functions and responsibilities (hereinafter the "Recipients").

2. POLICY RESPONSIBILITIES

Corruption is an obstacle to efficiency and fair competition, leads to an increase in the cost of economic activities, and introduces elements of uncertainty in commercial transactions with consequent social, ethical, economic and political problems. Although there are laws and regulations, it is also the responsibility of the individual organisations to actively contribute to the fight against corruption by adopting appropriate anti-bribery control mechanisms and safeguards.

In consideration of this, FM has chosen to implement its Management System for the prevention of bribery (hereinafter also "Anti-Bribery System") on the basis of the international standard ISO 37001:2016, defining its own model to minimize the risk of engaging in conduct attributable to bribery.

The Board of Directors confirms its commitment to meet the requirements of the Anti-Bribery System not only by defining rules and principles of conduct but also by monitoring their implementation and adoption and actively promoting continuous improvement.

All Addressees are therefore invited to become aware of and implement the Bribery Prevention Policy, behaving in accordance with its provisions.

To ensure the commitment to establish, maintain and review its Anti-Bribery System, the following responsibilities are envisaged:

- The Board of Directors approves this Policy and, as a Governing Body, is responsible for ensuring that the company's activities are carried out in compliance with it, representing a behavioural model to be followed in accordance with the principles of fairness, transparency, integrity, truth and compliance with national and international regulations.
- The Company's Senior Management, in the persons of its senior executives ("CODIR"), ensures that the system, including the policy and objectives, is established, implemented, maintained and reviewed in order to adequately address corruption risks.
- The Board of Directors has appointed the Bribery Prevention Compliance Function ("FCPC"), with the primary task of overseeing the compliance of the Anti-Bribery System. The FCPC meets the requirements of standard ISO 37001 in terms of experience and competence, status, authority and independence necessary to perform the duties of the role.
- Each director and each Head of Organisational Units are responsible for ensuring that the principles of the Anti-Bribery System are applied and complied with within the areas of their competence, taking an active part in the communication and promotion of the anti-corruption culture, committing themselves to transferring the principles and values of conduct.

3. GUIDING PRINCIPLES WITH REFERENCE TO AT-RISK AREAS

Fiera Milano S.p.a., in full compliance with local and international laws and regulations, undertakes to prevent and combat the situations of illegality and the commission of offences in the performance of its business activities, in the belief that ethical integrity, fairness and acting in accordance with the principles and rules of conduct adopted are a constant duty of all those with whom the Company has business relations.

3.1 RELATIONSHIPS WITH THIRD PARTIES

As part of its business activities, FM has commercial relationships with Third Parties (e.g., suppliers of goods and services, customers, collaborators and Joint Business Relationships), which may expose the Company to bribery or in which it may be held liable for corrupt actions committed by persons who carry out activities in its name and on its behalf.

Accordingly, in entering into a relationship with a Third Party, the Company carries out appropriate risk-based due diligence in relation to the nature and activities to be carried out by the Third Party.

When engaging Third Parties, it is necessary to consider business needs, the counterparty's reputation, its ethical conduct, and the appropriateness of the compensation due.

Not all Third Parties expose the Company to the same degree of corruption risk; therefore, not all require the same level of scrutiny.

The decision to enter into a specific business relationship with a Third Party should never aim at creating undue incentives, nor should it seek to reward or secure an improper commercial advantage for the Company.

3.2 RELATIONS WITH THE PUBLIC ADMINISTRATION, PUBLIC AUTHORITIES AND OTHER SIMILAR SUBJECTS

Relations and cooperation with the Public Administration, Institutions, Public Supervisory Authorities, and other relevant entities must be based on the general principles of legality, fairness, and transparency.

Since relations with these entities are particularly sensitive to corruption risks, the management of such relationships is specifically assigned to authorised individuals and adheres to the following general principles:

- reports must be based on principles of transparency, truthfulness, fairness, traceability and compliance with applicable legal provisions and regulations;
- relations must be managed exclusively by the organisational structures and/or by the company subjects appointed for the purpose;
- the traceability of relationships/interactions with such subjects must be ensured, where necessary also through the drafting of any notes correctly filed and preserved;

- internal anti-bribery provisions must be complied with, including specific indications relating to gifts, entertainment expenses, and the prohibition of facilitation payments.

3.3 FACILITATION PAYMENTS

“Facilitation payments” refer to small-value payments made (in cash or in kind) to public officials to expedite their performance of routine functions that they would otherwise perform less efficiently or differently, such as obtaining permits, licenses, visas, or other useful documentation. Such payments are expressly prohibited.

3.4 GIFTS

FM's business decisions must be made objectively, without being influenced or appearing to be influenced by the promise/offer of any kind of benefit.

Gifts and gratuities can only be offered and/or accepted if they are of modest value and therefore if:

- They do not and cannot be considered capable of compromising the integrity and objectivity of the Company's personnel;
- They do not give the impression of inducing someone to act improperly in the course of their work or of rewarding inappropriate behaviour.

Gifts may be given or received in compliance with the relevant company provisions (code of ethics, procedures, etc.).

Incoming and outgoing gifts must be accurately and transparently recorded to ensure traceability and documentation, as provided for by company procedures.

3.5 DONATIONS

Donations are permitted, provided that they strictly comply with internal procedures as well as applicable laws and regulations. Under no circumstances shall these assets be used or allocated for the purpose of bribery.

In order to ensure this principle, FM carries out appropriate due diligence on the recipient.

3.6 SPONSORSHIPS

Sponsorship activities are among the initiatives aimed at gaining image returns and maintaining relationships that are beneficial to business development.

Sponsorship initiatives must be recorded according to principles of transparency, truthfulness, and fairness, based on applicable accounting principles and appropriate supporting documentation, and payments must be made according to contractual agreements.

The counterpart must be a reliable organisation, and FM conducts preliminary checks regarding ethical reputation.

These activities must be carried out in compliance with applicable procedures and laws.

3.7 HUMAN RESOURCES

Fiera Milano S.p.A. does not pursue improper purposes through the recruitment and selection of personnel. FM is committed to hiring individuals whose profiles truly meet the company's needs, and the personnel selection and hiring process includes specific checks on candidates and is guided by principles of objectivity and impartiality to select personnel who meet the required standards of integrity, professionalism, and competence.

During the selection process, candidates must disclose, in accordance with current regulations, any conflicts of interest, whether real or potential.

The same principles of objectivity and impartiality guide FM in reward policies and recognising personnel achievements that align with the company's values and expectations.

The recruitment process also considers the issue of "revolving doors" and the hiring of managers or executives from the public sector.

3.8 ACCOUNTING PROCEDURES

FM requires that all books and accounting records be prepared and maintained to accurately and impartially represent all transactions of economic or financial significance.

All financial transactions must be documented and properly recorded in the company's books and records.

The books and accounting records, as well as their retention and storage, must comply with FM's standards, tax regulations, and all applicable legal and regulatory provisions.

4. TRAINING AND AWARENESS IN THE PREVENTION OF BRIBERY

The Company promotes awareness of this Policy so that everyone understands, in relation to their role:

- The content of the Policy, with particular reference to the principles outlined;
- The bribery corruption risks they may be subject to;
- The aspects related to their role within the Company and in the Anti-Bribery Management System;
- The preventive actions to be taken and the reports to be made concerning the risk or suspicion of illicit practices.

5. SANCTIONS

The Company is committed to pursuing behaviours that do not comply with this Policy and, in general, with the Anti-Corruption Management System, by applying appropriate disciplinary measures in accordance with the Disciplinary System also referred to in the Organisation, Management, and Control Model pursuant to Legislative Decree 231/01.

6. WHISTLEBLOWING SYSTEM

Addressees of this Policy who, due to their functions and activities performed, become aware of acts of corruption - suspected or actual - or, in general, situations of violation of applicable anti-bribery regulations and/or non-compliance with the standards and principles of conduct contained in this Policy, are required to report through the appropriate channels. Whistleblowers are ensured protection from any form of retaliation, discrimination, or penalization, subject to legal obligations. The reporting channels and methods of management are described in the "Whistleblowing Procedure" published on the company intranet and website in the relevant section.

7. UPDATES

The Company is committed to ensuring the continuous updating of this document to reflect regulatory developments in the sector, changes in the organisational context of Fiera Milano, and the requirements and evaluations of the Anti-Bribery Management System. This Policy is reviewed annually during the review process to ensure its consistency and adequacy over time with the organisational structure and, if deemed necessary, updated and reissued.