



# **ANTI-CORRUPTION CODE OF CONDUCT**

Approved with resolution  
of the B.o.D. on 29/10/2020

## CONTENTS

1. Foreword	page 3
2. Scope	page 4
3. General anti-corruption principles	page 4
<i>3.1 Public Administration</i>	page 5
<i>3.2 Third parties</i>	page 6
<i>3.2.1 Suppliers</i>	page 6
<i>3.2.2 Consultants</i>	page 6
<i>3.3 Facilitation Payment</i>	page 7
<i>3.4 Sponsorship</i>	page 7
<i>3.5 Gifts and other benefits</i>	page 8
<i>3.6 Entertainment and hospitality expenses</i>	page 8
4. Personnel Recommendation and Hiring	page 9
5. Personnel training	page 9
6. Transparency of Accounting Records	page 10
7. Monitoring	page 10
8. Reports	page 11
9. Sanctionative system	page 12

## 1. Foreword

PROMOTEC S.R.L. (hereinafter referred to as “**PROMOTEC**” or the “**Company**”) is a Company aimed at:

- the promotion and professional organisation of trade fairs and specialised exhibitions, in Italy and abroad;
- the performance of market surveys, promotional campaigns and public relations;
- publishing activities related to books, catalogues, magazines and single issue magazines with both proprietary and third-party newspapers;
- the provision of promotional, organisational, survey and study services for the industries concerned and the specialised public, and repair assistance of means of transport in general, as well as in new and retreaded tyres.

The company also achieves its purpose with the following activities:

- use, support and promote commercial and advertising techniques in the tyre retreading and distribution industry, as well as in the manufacture of machines, systems and equipment for servicing, maintenance, repair and overhaul of means of transport;
- perform administrative procedures and provide secretarial services.

PROMOTEC, in carrying out its business purpose, complies to and promotes policies consistent with the laws and legality standards for the prevention of corruption and transparency in business relationships (hereinafter also referred to as Anti-Corruption Laws), at national and international level. The Anti-Corruption Laws qualify as illegal - for PROMOTEC personnel, and for anyone who carries out activities for or on behalf of the Company - the promise, offer, payment or acceptance, directly or indirectly, of money or other benefits, in order to obtain or maintain a business and secure an unfair advantage through the conduct of public and private counterparties contrary to their professional duties and/or their obligations.

In particular, in order to prevent conduct prohibited by the Anti-Corruption Laws, the Company has decided to adopt a specific Anti-Corruption Code of Conduct (hereinafter also referred to as the “Code”), which is part of a wider regulatory compliance programme that the Company intends to develop and maintain over time. This Code aims to provide all personnel with the rules to be followed to ensure compliance with Anti-Corruption Laws.

## **2. Scope**

This Code applies to all Company employees, suppliers, consultants and, more generally, to all those with whom PROMOTEC comes into contact in its business.

## **3. General anti-corruption principles**

PROMOTEC prohibits any form of corruption in favour of anyone.

In accordance with the general standard of separation of tasks, the person who maintains relationships or negotiates with external counterparties, public or private, cannot alone and freely:

- conclude contracts;
- access financial resources;
- initiate consultancy and/or professional service relations;
- grant benefits (gifts, donations, gratuities, etc.);
- hire personnel.

The Company prohibits to:

- offer, promise, provide or authorise someone to provide, directly or indirectly, an economic advantage or other benefit to a Public Official or private individual (active corruption);
- accept the request from, or suggestion from, or authorise someone to accept or request, directly or indirectly, an economic advantage or other benefit from anyone (passive corruption);
- induce a Public Official or a private individual to improperly perform any function of public nature or in any case focused on good faith in the performance of their responsibilities entrusted to them in a fiduciary manner in the field of a professional relationship, even on behalf of private individuals;

- influence an official act (or an omission) by a Public Official or any decision in breach of an official duty, even by private individuals;
- influence or reward a Public Official or a private individual for an act of his/her department;
- obtain or maintain a business or an unfair advantage in relation to business activities;
- in any case, breach the applicable laws.

PROMOTEC undertakes to comply with the obligations resulting from the approval of this Code. This commitment is reflected in the following general principles:

- PROMOTEC rejects corruption, both direct and indirect, in all its forms;
- PROMOTEC identifies in the Code the principle of “zero tolerance” in the fight against corruption.

### **3.1 Public Administration**

Relations with Public Administrations may create potential situations of risk, as PROMOTEC may be held responsible for acts of corruption undertaken or attempted against Public Officials, which may require improper benefits in order not to act in compliance with their duties or in breach of the obligations related to their duties.

Possible interactions with Bodies or representatives of the Public Administration may include, but not limited to, the following categories of relations:

- request for information;
- request for payments;
- request for internalisation;
- request for sponsorship;
- verifications and/or controls by the PA.

### **3.2 Third parties**

PROMOTEC requires that the relations with third parties - suppliers, customers, consultants, and other natural persons, legal persons or bodies - maintained during the performance of business activities, are based on criteria of maximum fairness, transparency and traceability of information sources, as well as in compliance with the Anti-Corruption Laws and all other applicable laws.

### **3.2.1 Suppliers**

Also in order to avoid that, under certain circumstances, the Company may be held responsible for corruption activities performed by suppliers that provide services for or on behalf of PROMOTEC, all suppliers of the Company must comply with the ethical standards and the qualification requirements defined in this Code.

Suppliers must refrain from any corruption conduct with respect to any entity with whom they may operate, whether a Public Official or a private individual. In particular, any conduct or behaviour contrary to the duties of diligence, loyalty and professionalism, aimed at offering to or obtaining from a Public Official or from a private individual a sum of money or other benefit that is illegitimate or, in any case, not due for the services received or provided, respectively, is prohibited.

Activities related to the procurement process are governed by internal procedures which, in accordance with the anti-corruption principles set out in this Anti-Corruption Code of Conduct, define the roles and responsibilities of the main players involved and define the general rules for activities such as the selection of suppliers, the definition and update of supplier qualification status, the awarding of contracts, the addition of standard contractual protection clauses, including those that require compliance with Anti-Corruption Laws and the verification of ethical requirements of suppliers.

### **3.2.2 Consultants**

Within its business activities, PROMOTEC can be supported by external consultants. Considering the possibility of having relations with public officials and/or private individuals, in the performance of the tasks assigned, the Company establishes that these entities must also comply with the provisions of this Code and national and international regulations.

Moreover, the Company points out the importance of properly assessing consultants, in particular in terms of reliability and good repute, in order to determine the reasonable possibility that any of them may perform activities prohibited by this Code or the Anti-Corruption Laws.

### **3.3 Facilitation Payments**

Facilitation payments, i.e. non official payments of limited value which, made with the aim of speeding up, favouring or ensuring the performance of a routine activity, or in any case provided for within the duties of the public or private entities with which the Company has relations are expressly prohibited.

PROMOTEC employees cannot use such types of payment under any circumstances.

### **3.4 Sponsorship**

Sponsorships, in order to be carried out, must fall within the initiatives that have the exclusive purpose of institutional promotion of the brand, creation of visibility and positive reputation for PROMOTEC.

The partners with which the Company intends to sign sponsorship contracts must be subject to a prior assessment of the reliability and reputation of the entity.

All sponsorship activities, in order to avoid that they may be considered a disguised form of conferring a benefit to a third party in order to obtain an advantage for the Company, must be contracted in writing, defining, in particular, the nature and purpose of the initiative, as well as the requested consideration (which must be fair and effective compared to the service rendered).

The beneficiary must undertake to comply with the provisions of this Code and the Anti-Corruption Laws in force, accepting that the contract may be terminated in case of breach.

### **3.5 Gifts and other benefits**

Gifts, economic advantages or other benefits may be given or received if they are part of a commercial courtesy and do not compromise the integrity and/or reputation of one of the parties, and cannot be interpreted as intended to create an obligation of gratitude or to acquire advantages in an improper manner. PROMOTEC prohibits to provide and accept, directly or indirectly, any form of benefit aimed at obtaining an

improper advantage, personal or related to the business, or which may even be interpreted as such.

Acts of commercial courtesy are permitted only if they comply with the defined company procedures.

Gifts and/or gratuities must not be provided if this may result in the breach of the corruption prohibition laid down in this Code or the relevant reference regulations.

The only gratuities permitted, as a form of commercial courtesy, must be:

- of low value, i.e. suitable to the circumstances and the nature of the recipient;
- granted in good faith and according to morality;
- in accordance with generally accepted standards of professional courtesy (e.g. Christmas gifts) or for promotional/demonstrative purposes;
- not made in cash;
- in line with Anti-Corruption Laws, local laws and applicable regulations.

### **3.6 Entertainment and hospitality expenses**

Visits to the site, off-site meetings and other business transactions that may involve the payment or reimbursement by the Company of travel and related expenses (e.g. transport, accommodation, meals and additional expenses) incurred for administrative officers or employees of a business partner/counterparty, may also give rise to risks of corruption.

All entertainment expenses must be recorded accurately and transparently in the accounting books of the Company with sufficient detail, and must have suitable supporting documentation in order to identify the name of beneficiaries and the purpose of the payment.

## **4. Personnel Selection and Hiring**

Internal procedures for recruitment, selection and hiring of personnel must provide for the respect of objective criteria and the performance of controls on references and include in the applications appropriate questions, within the limits

permitted by the laws in force, concerning: (a) any possible criminal record or



accusation of the applicant; (b) any possible civil or administrative sanction or investigation in progress relating to unethical or illegal activities of the applicant, consistent with and to the extent permitted by the applicable laws; and (c) any personal relationship with Public Officials, consultants, suppliers or agents.

PROMOTEC, in order to ensure that the process of selection, hiring and management of personnel respects the principles of professionalism, transparency and fairness, in accordance with applicable laws and regulations, ensures that all activities comply with the company procedures and the principles defined in this Code.

Hiring must be preceded by a real need proven by the authorisations required by the internal regulations. The selection process must include several evaluation steps by different entities.

## **5. Personnel Training**

PROMOTEC personnel must be informed and trained on the applicable Anti-Corruption Laws and on the importance of compliance with these laws and this Code, so that they clearly understand and are aware of the various crimes, risks, personal and administrative responsibilities for the company and the actions to be taken to contrast corruption, as well as any sanctions in case of breach of the Code and the Anti-Corruption Laws (both of the individuals involved and of PROMOTEC as legal person).

In particular, all personnel are required to carry out a mandatory anti-corruption training programme.

For this purpose, the personnel will receive a copy of the Anti-Corruption Code of Conduct and will follow a training course on the Code and the related Anti-Corruption Laws, both in case of new employment and when new responsibilities are assigned.

The training programme will provide the necessary knowledge of Anti-Corruption Laws in order to prevent and avoid ethically and legally questionable actions.

## **6. Transparency of Accounting Records**

Accounting transparency is based on the accuracy, truthfulness and completeness of the underlying information for the relevant accounting records. Each member of the corporate bodies, management or employee is required to cooperate, within his/her tasks, to ensure that management events are correctly and promptly reported in the accounting records.

Each operation or transaction must be authorised, verifiable, legitimate, consistent and correctly and promptly recorded in the company accounting system according to the criteria indicated by law and the applicable accounting principles.

It is forbidden to behave in such a way as to prejudice the transparency and traceability of financial statements information.

Adequate documentation supporting the activity carried out is kept in the records for each operation, in order to allow:

- easy and accurate accounting recording;
- timely definition of the characteristics and reasons behind it;
- identification of the different levels of responsibility and the division and separation of duties;
- accurate reconstruction of the operation, also to reduce the probability of both material and interpretative errors.

Employees and collaborators - the latter to the extent that they are required to do so - who become aware of omissions, falsifications or negligence in the accounts or in the documentation on which the accounting records are based, are required to report these facts to the superior body, or to the body to which they belong.

## **7. Monitoring**

The Board of Directors of PROMOTEC, in the performance of its management and control functions, identifies within the organisational structure and/or with the support of independent bodies, also external, a control system suitable to ensure and guarantee the monitoring of the actual application of the provisions of this Code and, more generally, of the Company regulatory compliance programme.

The persons in charge of these monitoring activities must report, whenever they deem it appropriate, to the Board of Directors the activities carried out and the significant circumstances and facts of their office, or any urgent critical issues of this Code that have emerged during the verification activity.

## **8. Reports**

If, when carrying out the business activities, doubts should arise on compliance of a type of conduct with the Code, or with other ethical and conduct policies adopted by the Company, the recipients are required to contact their manager.

All persons to which the Code is addressed can report in writing, through protected information channels, any breach or suspected breach of the Code: the Transparency Manager, who guarantees anonymity to the person who made the report, will assess from time to time the advisability of starting an investigation procedure considering the actual circumstances.

Nobody will be subject to retaliation for reporting a reasonable suspicion of breach of these rules.

Reports may be sent to the email address

[segnalazioni@autopromotec.it](mailto:segnalazioni@autopromotec.it)

or by ordinary mail to the Company address in Via Emilia 41/B, Anzola Emilia (BO), Italy, to the attention of the Transparency Manager.

The confidentiality of the whistleblower is guaranteed, without prejudice to legal obligations.

## **9. Sanctionative system**

PROMOTEC will make every reasonable effort to prevent any conduct that breaches the Anti-Corruption Laws and/or this Code, and to interrupt and sanction any contrary conduct of Company personnel.

PROMOTEC will adopt disciplinary proceedings in accordance with the provisions of the National Collective Labour Agreement or other applicable national regulations against its employees (i) whose actions breach the Anti-Corruption Laws or the Anti-Corruption Code of Conduct, (ii) who unreasonably fail to detect or report such breaches or who threaten or take retaliation against others who report breaches.

PROMOTEC will adopt appropriate measures, including but not limited to, the termination of the contract with the counterparty in case of actions committed in breach of the Anti-Corruption Laws or this Code. Contracts entered into by PROMOTEC will include specific provisions to ensure compliance with the Anti-Corruption Laws and this Code and to allow the Company to take appropriate measures.