



ANTICORRUPTION GUIDELINES

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1. PURPOSE AND SCOPE

The purpose of these Guidelines is to provide a systematic framework regarding the prohibition of corruption practices for the staff of NHOA S.A. and any of its subsidiaries (hereinafter also referred to as "**NHOA**" or "**Company**").

The Guidelines are intended to ensure that NHOA complies with the Code of Ethics and Anti-Corruption Laws. These latter qualify as illegal for the Company staff and their business partners to pay or accept, directly or indirectly, bribes, kickbacks, or other improper payments in order to obtain or retain business or to secure an unfair advantage in connection with business activities.

The Guidelines are inspired by the principles of conduct set forth in the Code of Ethics and aim at providing all employees and third parties with the rules to follow to ensure compliance with Anti-Corruption Laws.

The Guidelines are addressed to the Senior Management, Corporate Bodies, all employees, collaborators and third parties having business relations with the Company.

2. DEFINITIONS AND ACRONYMS

Valuable goods	This is a broad term and may include any item of monetary value, including: a) cash or cash equivalents (including gift cards); b) benefits and favors; c) services that could be paid for or purchased in any other way; d) gifts; e) employment or consulting opportunities; f) charitable donations; g) political contributions; h) medical, educational or living standards support expenses; i) travel, meals, accommodation, shopping expenses.
Business Partner	Any individual (non-employee of NHOA) or entity involved (formally or informally) by the Company in acting on behalf of or representing NHOA, regardless of the name or title of the individual or entity. This definition includes, but is not limited to: a) any individual or entity used to obtain and/or retain a business opportunity, such as agents, contractor consultants, representatives, and industry and/or business partners; b) any individual or entity able to grant licenses, permits or other forms of authorization, by acting on regulatory matters through a Public Official; c) any individual or entity representing the Company or its interests vis-à-vis a government, governmental or state agency or state-controlled company; d) any individual or legal entity used to represent NHOA in legal or tax matters; e) any individual or legal entity used to represent NHOA in customs matters; f) any individual or legal entity used to represent NHOA with clients.
Corruption	Any employee or Business Partner of NHOA who, in the performance of their activities, acts directly or indirectly in favor of NHOA or on its behalf by promising, receiving or granting undue benefits and/or payments to a counterparty, directly or indirectly, for a personal benefit or to get a benefit for NHOA and/or its parent/subsidiary entities or third parties.

Due Diligence	Preliminary, detailed review of integrity, observance and compliance with the Anti-Corruption laws by the counterparties NHOA has relations with.
Employees	Directors, Managers and members of corporate bodies.
Facilitation Payments	Any payment not due, even indirectly, for the purpose of encouraging, influencing or speeding up services (e.g. obtaining permits, licenses, or other official documents qualifying a natural or legal person to conduct business in a foreign country, processing government papers, such as visas or work permits, etc.), even if due, from the Public Administration.
Gift	Anything of value, given or received. A gift may include, among other things, meals, discounts, travel, accommodation, rebates, vouchers, free admission to events, etc.. Not all Gifts are allowed according to these Guidelines.
Public Official	This means: (a) any person exercising a legislative, judicial or public administration function; (b) any person holding a public office who acts in the interests of or representing (i) a national, regional or local public administration; (ii) an agency, office or body of the Italian Public Administration, of the European Union or of another foreign country; (iii) a company owned, controlled or participated by an Italian or foreign Public Administration; (iv) an international public organization, such as the European Bank for Reconstruction and Development, the International Monetary Fund, the World Bank, the United Nations or the World Trade Organization; (v) a political party, a member of a political party or a candidate to a political office, in Italy or abroad; c) any person in charge of a public service, i.e. those who, for whatever reason, provide a public service, where public service means an activity that is regulated in the same way as the public function, but is characterized by the lack of powers inherent in this latter.
Inappropriate Advantage	This term covers any inappropriate payment in a business context, such as the receipt or payment of anything of value to a Public Official or to a private or legal entity, directly or indirectly, for the purpose of a) influencing or preventing a governmental action, or any other action, such as the award of a contract, levying a tax or fine, or the cancellation of an existing contract or contractual obligation; b) obtaining a license, permission, or other authorization from a governmental entity or Public Official that the Company is not entitled to obtain; c) obtaining confidential information about business opportunities, deals, or activities of competitors; d) influencing the award of a contract; e) securing any other business or commercial advantage not available to others in similar situations or avoiding a prejudice to others in similar situations.

Joint Venture	Contracts entered into in order to establish Joint Ventures, consortia, temporary business associations, collaboration agreements or other.
Mergers and Acquisitions	Transactions carried out by NHOA and its subsidiaries that involve acquisitions, transfers, spin-offs, divestitures, transfers of companies or business units
Guidelines	Anti-corruption guidelines adopted by NHOA.
SB	NHOA Supervisory Body

3. REGULATORY AND SYSTEM REFERENCES

- UNI EN ISO 37001:2016;
- Code of Ethics
- Legislative Decree 8 June 2001, no. 231
- Due diligence policy – Patronage and Sponsorships
- Due diligence policy on partners related to investment projects
- Policy on the incorporation of ethics into HR processes
- Policy for the prevention of conflicts of interests
- Business consultants policy

4. GENERAL PRINCIPLES OF CONDUCT

In order to comply with these Guidelines, the following general principles must be followed:

- **segregation of duties:** tasks, operational activities and control functions must be adequately segregated so that the person responsible for the operational activity is never the same person as the one who controls and authorizes it;
- **sign-off powers system:** the powers of signature, formally defined by the system of proxies and powers of attorney in force, must be consistent with the organizational and managerial responsibilities assigned and exercised within defined amount ceilings;
- **clarity and simplicity:** the tasks and responsibilities of all those involved in NHOA processes, as well as its activities and controls, must be clearly defined and include effective implementation methods;
- **impartiality and absence of conflicts of interest:** anyone working directly for NHOA or representing NHOA must operate with professionalism, impartiality and in compliance with the Anti-Corruption Laws. Therefore, they have the obligation to avoid any and all situations from which a conflict of interest may arise affecting - even potentially - their ability to act in the interest of the Company and in compliance with the above-mentioned Anti-Corruption Laws;
- **traceability and storage:** all activities - and related controls - must be traceable and verifiable ex post, where possible, also through the use of appropriate documentary/IT media; the resulting documentation must be properly archived.

5. MAIN ANTI-CORRUPTION STANDARDS

5.1 Anti-corruption laws

In almost all countries, laws prohibit corruption of their Public Officials and in many others, there are laws that criminalize bribery of Public Officials from other countries. In addition, many countries have laws that prohibit corruption between private individuals as well.

Since NHOA Energy S.r.l., 100% controlled by NHOA, has its registered office in Italy, the Company and its Staff are subject to the Italian law and, in particular, to the provisions of Decree 231.

Moreover, NHOA and its Staff may be subject to the laws of other countries, including those ratifying International Conventions, which prohibit corruption of Public Officials and corruption between private individuals, such as:

- the Convention of the Organization for Economic Cooperation and Development on Combating Bribery of Foreign Public Officials in International Business Transactions;
- the United Nations Convention against Corruption;
- the Foreign Corrupt Practices Act (FCPA) in the United States;
- the UK Bribery Act enacted in the United Kingdom;

and subsequent amendments and additions thereto.

Anti-Corruption Laws:

- prohibit payments made either directly or indirectly - including payments made to anyone knowing that such payment will be shared with a Public Official or private individual - as well as offers or promises of a payment or other benefits for corruption purposes to Public Officials or private individuals. Under the Anti-Corruption Laws, NHOA and/or its Employees may be held liable for offers or payments made by anyone acting on behalf of the Company in connection with the Company's business activities, if NHOA and/or its Employees are aware or reasonably should have been aware that such offer or payment is inappropriate;
- require companies to establish and retain books, records and accounting records that, in reasonable detail, accurately and fairly reflect transactions, expenses (even if not "significant" in accounting terms), acquisitions and disposals of assets;
- even inaccuracies in the reporting of payments without corruption purposes constitute violations. False records may give rise to tax and other legal responsibilities. In particular, where applicable, the FCPA's bookkeeping provisions require that adequate accounting standards and internal control systems be maintained and accurate books and records kept.

5.2 Support

The content of applicable laws and Anti-Corruption Laws may change at any time, therefore it is important to obtain up-to-date legal advice before making any commitment on behalf of NHOA. For this purpose:

- any issues related to the content of the Anti-Corruption Laws, the Code of Ethics or any matters covered in these Guidelines or their application to specific situations; and/or
- any issues relating to the provisions of the Anti-Corruption Laws on Financial Information and Internal Controls or any matters covered in these Guidelines or their application to specific situations

should be addressed to the Ethics&Compliance Officer.

6. STATEMENT OF GUIDELINES

In line with the Code of Ethics, NHOA prohibits corruption with no exception. More specifically, the following is prohibited:

- offering, promising, giving, paying, authorizing someone to give or pay, directly or indirectly, an economic advantage or other benefit to a Public Official or a private individual (Active Corruption);
- accepting a request from, or solicitation from, or authorizing someone to accept or solicit, directly or indirectly, an economic advantage or other benefit from a Public Official or an individual (Passive Corruption);

when the intention is:

- to induce a Public Official or an individual to misperform any public function, or any activity associated with a business, or to reward him or her for doing so;
- to influence an official act (or omission) by a Public Official or any decision in violation of an official duty;
- to obtain, secure or retain a business or unfair advantage in connection with the business activity; or
- in any case, to violate any applicable laws.

Prohibited conduct includes the offer to, or receipt by, NHOA Staff (direct corruption) or by anyone acting on NHOA behalf (indirect corruption) of an economic advantage or other benefit in connection with business activities.

This prohibition is not limited to cash payments only, and includes, for corruption purposes:

- gifts;
- entertainment expenses, hospitality;
- contributions in kind, such as sponsorships;
- business activities, jobs or investment opportunities;
- confidential information;
- personal discounts or credits;
- assistance or support for family members;
- other benefits or amenities.

NHOA prohibits any form of corruption, including but not limited to those described above, in favor of anyone.

Compliance with the Anti-Corruption Laws and these Guidelines is mandatory for all NHOA Staff and Business Partners.

Therefore:

- All NHOA dealings with, or relating to, or involving a Public Official must be conducted in accordance with these Guidelines and other Anti-Bribery and Corruption Laws (e.g., company procedures);
- All NHOA dealings with, or involving, an individual must be conducted in accordance with these Guidelines and the Code of Ethics;
- NHOA Staff is responsible for their compliance with these Guidelines. In particular, managers shall make sure that their collaborators comply with these Guidelines and take measures to prevent, detect and report potential violations;

- No questionable or unlawful practice can be justified or tolerated under any circumstances on the grounds that it is "customary" in the industry or countries in which NHOA operates. No benefit should be imposed or accepted if it can only be achieved by undermining our ethical standards;
- NHOA Staff will not be dismissed, demoted, suspended, threatened, harassed or discriminated against in any way for refusing to make a prohibited payment, even if such refusal has resulted in loss of business or other detrimental consequences for the business.

7. GENERAL PRINCIPLES

7.1 Payments

These Guidelines prohibit offering, promising, authorizing or paying for money or other goods of other utility, whether directly or indirectly, to Business Partners, Public Officials, political parties, candidates, private individuals or legal entities, in order to obtain an advantage for NHOA.

PLEASE NOTE: offering money or other benefits as described above is prohibited regardless of how the money or benefit is accepted by the recipient. In line with the principles expressed in the Code of Ethics, Facilitation Payments are expressly prohibited. It is not acceptable for such payments to be made by Employees or Business Partners of NHOA.

7.2 Gifts and other non-financial benefits (including travel, trips, training, education and related expenses)

Gifts or other non-financial benefits, including hospitality, may be given or received as a business courtesy, provided that they do not compromise the integrity and/or reputation of the parties, do not violate the Law or the Guidelines adopted by the recipient's entity or company and cannot reasonably be interpreted by an impartial third party as acts aimed at creating debt or as a means to obtain an improper advantage. However, regardless of value, giving or receiving a gift, meal or any other form of hospitality should not aim at inappropriately influencing a government official or any other party in business with NHOA.

Any gifts or entertainment expenses offered must be reasonable and aligned with normal ethical, cultural and professional practices and must possess all of the following characteristics:

- must be made or received in good faith and in relation to business objectives;
- must not be made or received in order to exercise an undue influence, or any expectation of reciprocity;
- must not be made or received in cash or equivalent means (such as vouchers);
- must have a reasonable/small value (e.g., insignificant in relation to average local salaries);
- must comply with the laws, regulations and culture of the country in which you operate;
- must comply with generally accepted standards of professional courtesy;
- be fully documented and backed up by receipts and accounting records; and
- be promptly and accurately recorded in NHOA accounting and records.

All gift expenses must be shown separately by the employee in question at the time they submit a request for reimbursement. Prior to reimbursement, HR and Finance Office must verify that these expenses have been incurred in accordance with these Guidelines. The Finance function will ensure that gift expenses are properly recorded in the accounts.

No corporate entity is permitted to use its own funds or funds received from sources other than NHOA to provide gifts or any other form of benefit to any recipient if such conduct is prohibited under these Guidelines.

7.3 Charitable contributions and donations

Communities are an important stakeholder and NHOA is committed to being a good citizen by respecting the environment and offering its support to serve the community. NHOA encourages its employees to get involved and support the community through donations of resources and time, provided that the activities undertaken are in line with NHOA brand identity.

NHOA must always take reasonable steps to ensure that such contributions do not constitute unlawful payments to the recipient in violation of these Guidelines and/or any applicable Anti-Corruption Laws and Regulations and are not used as a means to inappropriately influence business decisions.

For the purposes of this section, charitable contributions include money, contributions in kind (e.g., donation of goods purchased from third parties), and any other benefits.

All charitable contributions and donations to persons, associations or other entities should only be made following a due diligence process, where required, in accordance with the Due Diligence Policy - Patronage and Sponsorships, and in any case after checking that:

- charitable contributions and donations are made in accordance with the approved budget;
- charitable contributions and donations are made only to non-newly established, well known, reliable and reputable entities (honesty and fair business practices);
- the beneficiary entity demonstrates that it has all the certifications and requirements to operate in accordance with applicable laws;
- contributions are properly and correctly recorded in the Company's books and records;
- the recipient entity is committed to properly and transparently record the contributions received in its books and records;
- the original documentation relating to the approval of the contribution and the consistency checks with the current legislation is kept for at least 10 years.

Every NHOA employee submitting a request for a charitable donation must present adequate supporting documentation so that it can be accurately recorded, reviewed and approved in NHOA accounts and records. Such supporting documentation must include an adequate description of the nature and purpose of the contribution, a due diligence of the beneficiary entity and a check about the legitimacy of the contribution or initiative according to the laws in force.

7.4 Mergers and acquisitions

Any merger/acquisition must include a first or second level counterparty due diligence in accordance with the Due Diligence Policy on partners related to investment projects in order to verify, among other things, the following:

- identity, reputation, professional conduct and integrity of the partners and directors of the companies involved in the merger/acquisition;
- potential corruption risk of the company involved in the merger/acquisition;
- existence of an anti-corruption policy in the companies involved in the merger/acquisition;

- existence of any criminal proceedings, sanctions or convictions for violation of applicable Anti-Corruption Laws against the companies involved in the merger/acquisition, their directors and senior management.

In addition, following the merger/acquisition deal, the target company will have to comply with the provisions of these Guidelines. As part of the post-acquisition integration plan, it will also be necessary to provide for the application of these Guidelines to the newly acquired organization.

The original documentation relating to the merger/acquisition and the above mentioned controls must be retained for at least 10 years.

7.5 Joint Venture

Every joint venture must include a preliminary due diligence of the counterparty, first or second level, in accordance with the Due diligence Policy on partners related to investment projects, in order to verify, among other things, the following:

- identity, reputation, professional conduct and integrity of the partners and directors of the companies participating in the Joint Venture;
- potential corruption risk of the company involved in the Joint Venture;
- existence of an Anti-Corruption policy in the companies participating in the Joint Venture;
- existence of criminal proceedings, sanctions or convictions for violation of the Anti-Corruption Laws against the companies involved in the Joint Venture, their Directors and Top Management members.

NHOA, through its own representatives, shall make sure that the Joint Venture accepts the provisions set forth in these Guidelines. NHOA will have the right to audit the Joint Venture with respect to activities considered to be at risk; the audit will be performed even if NHOA has reasonable doubt that the Joint Venture may have breached the provisions of the contract with respect to compliance with any applicable Anti-Corruption Laws.

The original documentation relating to the Joint Venture and the above mentioned controls must be retained for at least 10 years.

7.6 Selection and Recruitment

Employees will be selected based on fairness and impartiality as well as on the professionalism and skills of a candidate.

As part of the selection process, NHOA makes sure that the selected employees comply with the professional profile required by the Company and that they are capable of adopting and implementing the Group's ethical principles, in accordance with the Policy on the Incorporation of Ethics into HR processes, avoiding privileges and facilitations of any kind.

In pursuing the Company's objectives, employees must be aware that any conduct violating these Guidelines or the Anti-Corruption Laws will not be tolerated, even if such conduct is conducive to NHOA interest.

In particular, in order to avoid any conflict of interest, NHOA requires its new hires to declare, at the time of hiring, that they do not have any conflict of interest with the Company.

The following principles should be followed in the selection of personnel:

- separation of duties between the person who:
 - requests to hire;
 - approves the recruitment budget;
 - selects candidates;

- as a rule, a list of candidates (short list) is prepared to fill the position;
- as a rule, considering the role and position that the candidate will fill, a check is made on the candidate's professional ethics: pending criminal records and criminal proceedings, any civil or administrative sanctions, ongoing investigations;
- with regard to the incompatibility of work or professional positions by persons coming from the Public Administration, as well as private companies subject to the control of public bodies or linked to public bodies by public law contracts, it is forbidden to hire former employees of a Public Administration with employment contracts of any kind and offer them consultancy or collaboration assignments, or in any case to avail of their services. Such prohibition applies when such former employees of a Public Administration in the last 3 years have held top management positions with powers to issue measures or enter into contracts representing a public body, have exercised authorization or negotiating powers concerning NHOA and/or have omitted to exercise powers of administrative or negotiating relevance with respect to matters concerning NHOA. Any contracts concluded and appointments conferred are null and void and private parties who have concluded or conferred them are prohibited from contracting with the Public Administration for the next 3 years with the obligation to return any compensation received. For these purposes, the Company shall take steps to ensure that:
 - the causes of incompatibility are expressly included in the deeds of assignment or in the requests for their assignment;
 - the parties concerned declare that there are no causes of incompatibility at the time of the assignment and during the course of the relationship.

7.7 Political contributions

NHOA is not involved, either directly or indirectly, in political or electoral activities of any kind.

In line with the Code of Ethics, these Guidelines prohibit any contribution, direct or indirect, by NHOA to political parties, movements, committees, organizations or political unions and their representatives and candidates.

However, the Guidelines are not intended to prevent employee participation in politics in their home countries (or where they are located) and outside of their working hours.

Employees' personal political or electoral activity, such as support given to local candidates or donations to candidates taking part in elections, may be appropriate provided that it is carried out in accordance with the laws of their place of residence, does not involve NHOA in any way and does not imply NHOA involvement.

7.8 Conflict of interest

All Employees must avoid any activity that could result in a conflict between their personal interests and NHOA interests or even the appearance of a conflict that would call into question their loyalty to NHOA. In accordance with the Policy for the prevention of conflicts of interest, if you are in a conflict of interest situation, you must:

- refrain from participating in your duties and responsibilities and inform your Ethics & Compliance Officer and your supervisor;
- obtain a waiver from your manager, who will refer the matter to the Ethics & Compliance Officer for further guidance.

Employees are expected to perform their duties conscientiously, honestly and in accordance with the interests of NHOA. Employees must not abuse their position or confidential information for personal interests.

Employees are prohibited from seeking advice, technical evaluations, acts occurring during proceedings and final measures from persons in charge of public proceedings in which the Company is involved or from the heads of the relevant offices, and employees must report any situation of potential conflict.

7.9 Due diligence of Business Partners

NHOA may be held liable for corrupt activities committed by its Business Partners, particularly in the provision of services by these latter or in the conduct of business, meetings or negotiations, for or on behalf of NHOA with public or private entities (and/or their officials, managers or other employees).

Employees must comply with the provisions of these Guidelines and other Group policies and procedures relating to the selection, retention and use of Business Partners.

Therefore, an employee of NHOA shall never ask a Business Partner to tolerate any conduct that the employee cannot tolerate under these Guidelines. In addition, an employee should never overlook any suspected violation of these Guidelines or applicable law by a Business Partner.

Any inappropriate or suspicious behavior must be promptly reported to the Ethics&Compliance Officer at ethics-compliance@nhoa.energy

All Business Partners conducting business with, for, or on behalf of NHOA are required to act with the highest level of commercial, professional and legal integrity.

Before engaging a Business Partner, he or she must be audited in accordance with the established due diligence procedures.

It is forbidden to sign any contract for professional services or collaborations (e.g. with agents, consultants, promoters), with any former civil servant who in the last 3 years of service has exercised authorization or negotiating powers on behalf of Public Administrations and has exercised or failed to exercise authorization or negotiating powers regarding NHOA. Any contracts concluded and assignments conferred are null and void and private individuals who have concluded or conferred them are prohibited from contracting with the Public Administration for the following 3 years with the obligation to return any compensation received.

Business Partners must enter into written contracts before performing any activities for or on behalf of NHOA. All contracts entered into with Business Partners must include reasonable and appropriate compensation and compliance clauses, clearly and specifically indicating the relevant amounts and how they are paid as specified in the contract. All contracts with Business Partners must be negotiated, entered into and handled in accordance with these Guidelines.

NHOA requires that contracts with Business Partners include, among other things:

- the preparation of clearly detailed invoices;
- adequate compensation in line with business practice and commercial and geographical standards;
- a commitment by the Business Partner to comply with Anti-Corruption Laws and these Guidelines;
- as to subcontracting (including sub-agents, sub-representatives, sub-consultants or similar figures), Business Partners are obliged to:
 - define controls regarding subcontracting in the relevant contract with NHOA, in advance, to ensure compliance with NHOA internal rules;
 - obtain, where required, prior approval from NHOA for each subcontracted party in accordance with NHOA internal rules;

- ensure that any services related to contracts with NHOA delivered by the subcontracted company are performed on the basis of a written contract that imposes on the other party conditions equivalent to those imposed on the Business Partner in order to ensure compliance with Anti-Corruption Laws;
- assurance that the Business Partner promptly reports to NHOA any request or demand for undue payment of money or other benefits received in connection with the performance of the contract;
- NHOA right to conduct an audit of the Business Partner if NHOA has a reasonable suspicion that the Business Partner has breached the Anti-Corruption Laws compliance provisions under the contract;
- NHOA right to interrupt or suspend performance of the contract and the right to damages in the event of a breach of the above obligations, representations and warranties and/or violation of the Anti-Corruption Laws.

8. ACCOUNTING PROCEDURES

NHOA policy ensures accounting transparency as well as accounting records to be kept according to the principles of truth, completeness, clarity, accuracy and compliance with any current regulations. Adequate supporting documentation must be kept for each transaction so as to allow an easy accounting recording, reconstruction of the operation and identification of any responsibilities.

All payments and transactions made by NHOA must be accurately recorded in the relevant books and records of the company, so that the books, records and accounts accurately and truthfully, correctly and in reasonable detail reflect transactions and dispositions of the assets. This principle applies to all transactions and expenses, whether or not they are significant from an accounting point of view.

NHOA shall also ensure that adequate accounting controls are adopted and implemented to provide reasonable assurance as to the proper functioning and efficiency of NHOA.

Therefore, NHOA checks that:

- A. operations are carried out only against a general or specific authorization by the management;
- B. operations are recorded as required to:
 - prepare the financial statements in accordance with generally accepted accounting principles or any other criteria applicable to such financial statements;
 - maintain accounting records for all company assets;
- C. access to assets is permitted only with a general or specific management authorization;
- D. at regular intervals, the value of the assets included in the financial statements is compared with the assets actually in existence, and appropriate measures are taken with reference to whatever difference is found.

9. RED FLAG

While each commercial transaction, commitment, or payment must be evaluated with respect to its specific context, special attention must be paid to the "Red Flag" cases.

Red Flag means those particular transactions, relationships or commitments whose facts or circumstances highlight a potential risk of corruption.

When a Red Flag case is identified, particular attention must be given to the actions to take in order to mitigate or eliminate the risk of corruption that such specific relationship may present, including its possible termination.

The following examples suggest cases of non-compliance with these Guidelines and activities associated with corruption risks. If you become aware of any of these circumstances or suspect the risk of corrupt behavior, you should promptly contact the Ethics&Compliance Officer and/or the SB.

Below is a non-exhaustive list of Red Flags:

- payments offered or made in cash or other means equivalent to money;
- gifts or other forms of hospitality that are excessive in the light of the circumstances;
- off-shore payments or payments made in countries traditionally known as tax havens;
- payments and expenses not adequately documented;
- request by Employees or Business Partners to structure a transaction in such a way as to conceal facts or circumvent local laws;
- request by a Business Partner to make a payment in a country different from the country where the head office is registered, or where it owns the establishment directly involved in the activity for which it was selected;
- the Business Partner was recently established or no historical information on the counterparty is available;
- the Business Partner refuses to certify its adherence to the Anti-Corruption Laws or refuses to sign the guarantees, agreements and rights of control defined by NHOA;
- the Business Partner has current or past cases of corruption or other violations of law;
- the Business Partner has been recommended by a Public Official;
- the Business Partner requires unusual contractual terms or payment methods that raise concerns about local law (including anti-money laundering laws) such as cash payments, payments in another country's currency, payments to third parties unrelated to the business transaction or payments in advance of the finalization of the purchase transaction (or any other form of prepayment);
- Business Partner's commissions or fees exceed the normal rate for similar services in the relevant geographic area.

10. ROLES AND RESPONSIBILITIES

Ethics&Compliance Officer

- periodically reviews these Guidelines to ensure that they remain as efficient as possible in the event of regulatory changes relevant to NHOA activities;
- must regularly document NHOA efforts to comply with Anti-Corruption Laws to demonstrate that NHOA disseminates, implements and enforces its anti-corruption program as required by the regulatory authorities in the countries where NHOA operates;
- regularly maintains records of due diligence, reports of suspicion, and reviews of compliance with corporate and legal regulations;

- is responsible for ensuring that all Employees are aware of these Guidelines;
- is the point of reference for any questions regarding the correct interpretation of these Guidelines;
- is responsible for maintaining, managing and administering these Guidelines;

HR function:

- is responsible for the implementation and updating of the database of the declarations required from candidates during the selection phase;
- is responsible for training activities.

11. TRAINING OF NHOA EMPLOYEES

The Ethics&Compliance Officer, in cooperation with the HR Department, ensures that all Employees are aware of the contents of these Guidelines and of the various crimes, risks, personal and corporate responsibilities, as well as of the actions to take to combat corruption and potential penalties in the event Anti-Corruption Laws are infringed.

The Ethics&Compliance Officer organizes employee training to make them aware of Anti-Corruption Laws and the instructions to recognize "Red Flags" and avoid ethical misconduct.

The program is designed to support participants through the submission of questions and discussion of real life situations that may occur in the course of normal NHOA activities.

Participation in training sessions is mandatory; the Ethics&Compliance Officer is responsible for ensuring that all employees involved attend the training courses.

At the discretion of the Ethics&Compliance Officer, additional refresher courses may be conducted in the event of significant changes to these Guidelines and/or to laws and regulations relating to NHOA activities if it is not deemed sufficient to notify employees of such changes (e.g., by e-mail to Employees).

All Employees, as a result of training courses, must certify in writing that:

- they have received and acknowledged the content of these Guidelines and the Anti-Corruption procedures they shall comply with;
- they act and will continue to act in compliance and in accordance with these Guidelines and other anti-corruption procedures;
- they will promptly report any violations or non-compliance with Anti-Corruption Laws of which they become aware.

The Ethics&Compliance Officer must regularly retain all documentation regarding training materials, participation in training sessions, and compliance certifications.

12. REPORTING SYSTEM

Any suspected or known violation of the Anti-Corruption Laws or these Guidelines should be reported immediately to one or more of the following persons:

- The employee's supervisor;
- the SB, through the e-mail address odv@nhoa.energy;
- the Ethics&Compliance Officer, through the e-mail address ethics-compliance@nhoa.energy;

Any disciplinary action will be taken in accordance with the Anti-Corruption Laws and these Guidelines.

13. PROTECTION OF WHISTLEBLOWERS

In line with the Code of Ethics and the Whistleblower Policy, NHOA warrants to its Employees that it will not tolerate any retaliation against those who lawfully engage in bona fide reporting related to compliance with these Guidelines and/or the Anti-Corruption Laws. Individuals who engage in retaliatory behavior will be subject to disciplinary action.

Confidentiality will be kept at all times, to the extent possible, in order to protect employees, and information will be disclosed only when strictly necessary.

14. SANCTIONS

NHOA will use every reasonable means to avoid any conduct that violates the Anti-Corruption Laws and/or these Guidelines and to stop and sanction any unlawful conduct by NHOA Employees.

Government Officials may investigate NHOA and/or its Employees in different jurisdictions and, depending on the circumstances, prosecute them administratively, under civil law, or under criminal law. This may result in significant sanctions, disqualification and/or imprisonment in the event of a violation of any applicable Anti-Corruption Laws and/or Regulations by NHOA and/or its Employees.

Any employee who violates these Guidelines will be subject to disciplinary action.

NHOA will take appropriate measures, including termination of the contract and a claim for damages against any contractual counterparty whose actions violate the Anti-Corruption Laws and/or these Guidelines.

15. DISTRIBUTION

These Guidelines are disseminated to the relevant corporate functions by uploading them onto the corporate intranet and communicating them by email.

The Ethics&Compliance Officer is responsible for maintaining and updating this document.

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