



Porto Torres, 11.02.2014

ANTI-BRIBERY POLICY

This policy is available to all employees on electronic media and in protected form.

[signature]
PRESIDENTE
(Daniele Ferrari)



Anti-Bribery Policy





Contents

Introduction	3
Definitions	4
1. Anti-Bribery Statement	7
2. Gifts, economic advantages, other benefits or hospitality treatment	10
2.1. Gifts, economic advantages, other benefits or hospitality treatments offered to, or received by, Matrìca Personnel	10
2.2. Gifts, economic advantages, other benefits or hospitality treatments given to third parties (including Public Officials)	11
3. Political contributions	13
4. Charitable contributions and donations	14
5. Sponsorships	15
6. Suppliers	17
7. Covered Business Partners	18
8. Selection and training of Matrìca Personnel	20
9. Acquisitions and Transfers	21
10. Accounting procedures	22
11. Accounting and internal controls	23
12. Reporting system	24
12.1. Request reporting system	24
12.2. Violation reporting system	24
13. Disciplinary measures and contractual remedies	25
14. Monitoring and improvements	26



Introduction

One of the key factors in Matrica's reputation is the ability to conduct its business with loyalty, fairness, transparency, honesty and integrity, and in compliance with the laws, regulations, similar mandatory regulations, international standards and guidelines, both domestic and foreign, that apply to Matrica's business.

This Policy is adopted with the purpose to provide a systematic reference framework of the business principles on anti-bribery.

The Anti-Bribery Laws qualify as illegal for Matrica Personnel, for the Business Partners and for anyone who carries out activities for or on behalf of Matrica to offer, pay or accept, directly or indirectly, money or other benefits in order to obtain or retain business or secure an unfair advantage in connection with business activities.

This Policy is based on the principles of conduct set out in Matrica's Code of Ethics and aims to provide all Matrica Personnel members and all those who work for or on behalf of Matrica with the principles and rules to be followed to ensure compliance with Anti-Bribery Laws.

This Policy has been reviewed and approved by the Board of Directors of Matrica.



Definitions

Business Partner: every third party, non-employee, who:

- receives or provides products or services from/to Matrica or from/to the Covered Business Partners, or
- has a collaboration and/or cooperation agreement in place with Matrica and/or Covered Business Partners.

Code of Ethics: Matrica Code of Ethics.

Consultant: a natural person or an independent company working on behalf of Matrica with the purpose of providing expert advice or services of intellectual nature, used by Matrica to support management decisions.

Relevant contact with a Public Official: any direct or indirect contact relating to:

- (i) influence bodies or officials with a legislative, executive, administrative or judiciary or other public functions or any political party or public organisation at international level;
- (ii) any investigation, inspection, control, assessment, licence, permit, record of public administration or similar administrative, regulatory or executive action;
- (iii) any potential or actual contract with an administration or other transactions or activities, involving an administrative body or a company owned or controlled by an administration, a political party or a public organisation at international level;
- (iv) expenses to capture attention, training expenses, reimbursement of expenses or gifts to a Public Official;
- (v) any other negotiation, agreement or meeting with an administrative body or public international organisation or a Public Official, except meetings that do not involve the support of any position, if such meetings are with a Public Official acting in his/her ministerial, administrative or legal capacity, and for the sole purpose of seeking interpretation or advice on the application of rules, explanation of procedures, submission of documents to the administration or legal aspects of a private transaction; and
- (vi) similar activities.

Covered Business Partner: any Business Partner acting with or on behalf of Matrica or which is likely to have a Relevant Contact with a Public Official in the performance of his/her duties on behalf of Matrica (e.g. Joint Venture Partners, Intermediaries, Consultants, Distributors, Dealers, Agents, Franchisees, etc.).



Facilitation Payments: undue payments made to a Public Official, in order to expedite, facilitate or ensure the performance of a routine activity or planned activity as part of their duties by Public Officials. They are often also called "speed up" or "grease" payments.

Family member: the Public Official's spouse; the grandparents, parents, brothers and sisters, children, nieces, nephews, aunts, uncles and first cousins of the Public Official and his/her spouse; the spouse of each of these persons; and any other person sharing the dwelling with them; the private individual's spouse; the private individual's grandparents, parents, brothers and sisters, children, nieces, nephews, aunts, uncles and first cousins of the private individual and his spouse; the spouse of each of these persons; and any other person sharing the dwelling with them.

Vendor: Business Partner (natural person, legal entity or groupings) able to meet a specific procurement need for goods, works and services, in accordance with the definitions set out in the Procurement Procedure.

Intermediary: a natural or legal person that Matrica suggests to work with in order to: (i) promoting Matrica's commercial interests in relation to a single transaction/project and/or (ii) facilitating the stipulation and/or execution of contracts with third parties; and/or (iii) bringing Matrica into contact with or presenting to Matrica one or more other parties in order to procure/produce or enter into a business.

Joint Venture: contracts aimed at setting up joint ventures, consortia, temporary business associations (ATI), associations, collaboration agreements or other entities with or without legal personality, in which Matrica holds an interest.

Anti-Bribery Laws:

- (i) the Italian Criminal Code and other applicable national laws, including Legislative Decree no. 231 of 8 June 2001, and subsequent amendments and additions;
- (ii) the FCPA (US Foreign Corrupt Practices Act of 1977 and subsequent amendments and additions);
- (iii) the UK Bribery Act (2010 Bribery Act of the United Kingdom and all associated secondary legislation and subsequent amendments and additions);
- (iv) other public and commercial anti-bribery laws in force around the world;
- (v) international anti-bribery treaties such as the Organisation for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the United Nations Convention against bribery.

Personnel at risk: Matrica personnel members, who:



- ◆ are likely to have a Relevant Contact with a Public Official, in relation to their work;
- ◆ supervise employees or Business Partners who are likely to have such Relevant Contact; or
- ◆ may enter into a contract with third parties on behalf of Matrica or has a significant influence on the decision-making process in relation to the award of such contracts or
- ◆ is involved in matters relating to internal controls or other activities governed by the Anti-Bribery Laws; and
- ◆ every Matrica employee identified as at risk by a manager belonging to one of the above categories.

Matrica Personnel: directors, management and employees, collaborators and all those who, with the exception of Business Partners, work to achieve Matrica's objectives.

Public Official:

- (i) anyone performing a legislative, judicial or administrative public function;
- (ii) anyone acting in an official capacity for or on behalf of (i) a national, regional or local public administration, (ii) an agency, department or instrumentality of the European Union or of an Italian or non-Italian national, regional or local public administration, (iii) a company owned, controlled or invested in by an Italian or foreign public administration; (iv) an international public organisation, such as the European Bank for Reconstruction and Development, the International Bank for Reconstruction and Development, the International Monetary Fund, the World Bank, the United Nations or World Trade Organisation; or (v) a political party, a member of a political party or a candidate for an Italian or foreign political office;
- (iii) anyone appointed for public service, namely those who, for whatever reason, provide a public service, where public service is intended as an activity governed in the same way as a public function, but lacking the power typically vested in the latter. The performance of simple tasks of order and the performance of purely material work are excluded.



1. Anti-Bribery Statement

Matrica prohibits bribery without exception.

Compliance with the Anti-Bribery Laws and this document is mandatory for all Matrica Personnel and its Business Partners.

In detail, Matrica forbids to:

- ◆ offer, promise, give, pay, authorise someone to give or pay, directly or indirectly, an economic advantage or other benefit to a Public Official or any other third party, as well as to a Family Member of the Public Official or the third party (Active Bribery);
- ◆ accept a request from, or solicitation from, or authorise someone to accept or solicit, directly or indirectly, an economic advantage or other benefit from a Public Official or any other third party, as well as from a Family Member of the Public Official or the third party (Passive Bribery);

when the intention is:

- ◆ induce a Public Official or any other third party to improperly perform any public function, or any activity associated with Matrica by rewarding him/her for having performed it;
- ◆ influence an official act (or omission) by a Public Official or any decision in violation of an official duty or an act (or omission) of any other third party in an improper manner;
- ◆ improperly obtain, secure or retain business or an unfair advantage in connection with Matrica's activities; or
- ◆ in any case, violate applicable laws, including the Anti-Bribery Laws.

Prohibited conduct includes offering to or receiving by Matrica personnel (direct bribe), or any person acting on behalf of Matrica (indirect bribe), an economic advantage or other useful benefit related to the Company's activities.

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

- ◆ gifts;
- ◆ expenses to capture third-party attention, meals and transportation;



- ◆ contributions in kind, such as sponsorships;
- ◆ business activities, jobs or investment opportunities;
- ◆ confidential information that could be used to trade in securities and regulated products;
- ◆ discounts or personal credits; Facilitation Payments;
- ◆ assistance or support for Family Members;
- ◆ other advantages or other benefits.

Matrica prohibits all forms of corruption, including but not limited to those described above, in favour of anyone.

Matrica Personnel are never allowed to pay or offer, directly or indirectly, payments, material benefits and other advantages of any entity to third parties, government representatives, Public Officials and public or private employees, to influence or compensate an act of their office.

Consistent with chapter 1.2.1 of the Code of Ethics, acts of commercial courtesy, such as gifts or forms of hospitality, are permitted only if of modest value and in any case such as not to compromise the integrity or reputation of one of the parties and cannot be interpreted, by an impartial observer, as aimed at acquiring improper advantages. In any case, this type of expenditure must always be authorised.

All Matrica Personnel are prohibited from accepting money from persons or companies that are or intend to enter into business relations with Matrica. Anyone who receives proposals for gifts or favourable treatment or hospitality that cannot be considered as acts of commercial courtesy of modest value, or requests for them from third parties, must reject them and immediately inform their superior or the body to which they belong and the Supervisory Board.

A person subject to this document will be deemed to be "aware" that the payment or other benefit will improperly benefit a Public Official or his/her Family Members or the persons designated by him/her or a private individual, if he/she has acted knowingly in ignorance of warning signs or grounds for suspicion or if he/she has acted with gross negligence, for example by failing to conduct due diligence as appropriate in the circumstances.

Consequently:

- (i) all relations of Matrica with, or referring to, or involving a Public Official must be carried out in compliance with this document;



- (ii) all relations of Matrica with, or referring to, private individuals must be carried out in compliance with this document;
- (iii) no questionable or illegal practice (including Facilitation Payments) can under any circumstances be justified or tolerated on the grounds that it is "customary" in the industry in which it operates. No service shall be imposed or accepted if it can only be achieved by compromising Matrica's ethical standards as set out in the Code of Ethics and in this Policy;
- (iv) business Partners who violate this document will be subject to contractual remedies, including suspension of execution and until termination of the contract, prohibition from doing business with Matrica and claims for damages.



2. Gifts, economic advantages, other benefits or hospitality treatments

In line with paragraph 1.2.1. of the Code of Ethics, gifts, payments, other benefits or hospitality treatments may be made or received if they fall within the context of acts of commercial courtesy and are such as not to compromise the integrity and/or reputation of one of the parties and such that they cannot be interpreted by an impartial observer as intended to create an obligation of gratitude or to acquire improper advantages.

Gifts, financial advantages, other benefits or hospitality treatment offered or received under any circumstances must be reasonable and in good faith. In any case, all gifts, financial advantages, other benefits or hospitality treatment offered or received must comply with this Policy and must be recorded and supported by appropriate documentation.

Any gift, financial advantage, other benefit or hospitality treatment must have all of the following characteristics. It must:

- ◆ not consist of a cash payment;
- ◆ be made in relation to legitimate business purposes and in good faith;
- ◆ not be motivated by a desire to exercise unlawful influence or an expectation of reciprocity;
- ◆ be reasonable under the circumstances;
- ◆ be of good taste and conform to generally accepted standards of professional courtesy;
- ◆ comply with local laws and regulations applicable to the Public Official or private individual.

2.1. Gifts, economic advantages, other benefits or hospitality treatments offered to, or received by, Matrica Personnel

As stated in paragraph 2, any gift, financial advantage, other benefit or hospitality treatment offered to or received by Matrica Personnel must, from an objective point of view, be reasonable and in good faith.

Anyone who receives offers of gifts or hospitality treatments or economic advantages or other benefits that cannot be considered as acts of commercial courtesy of modest value, must reject them and inform immediately: (i) the direct superior, or the body to which he/she belongs, and (ii) the Supervisory Body and/or the internal audit function.



A gift, economic advantage, other benefit or hospitality treatment offered to, or received by, Matrica Personnel, which constitutes an act of commercial courtesy of modest value, but whose actual or estimated value exceeds (or probably exceeds):

1. individually, the "single threshold" of € 150.00, or
2. cumulatively, when received by or offered by the same person or entity in a year, the "cumulative threshold" of € 600.00, even if individually each gift or benefit does not exceed the "single threshold" indicated in point 1 above;

must be communicated to the direct superior, or the body to which he/she belongs, who shall assess its consistency with the principles set out in this Policy and, in any case, recorded (even if refused) accurately and transparently in a special register.

This register shall be maintained by the internal audit function and shall include the following information:

- (i) name of the employee to whom the gift, financial advantage, other benefit or hospitality treatment was offered or received (beneficiary);
- (ii) name of the company and the person who made the offer or provided the gift, financial advantage, other benefit or hospitality treatment;
- (iii) date of the offer to Matrica Personnel;
- (iv) current or estimated value;
- (v) indication of any acceptance or refusal and the reasons for it.

2.2. Gifts, economic advantages, other benefits or hospitality treatments given to third parties (including Public Officials)

As stated in paragraph 2 above, any gift, financial advantage, other benefit or hospitality treatment given by Matrica Personnel to a Public Official or private individual must, from an objective point of view, be reasonable and in good faith.

A gift, financial advantage, other benefit or hospitality treatment is reasonable and in good faith when it is directly related to:

- ◆ the promotion, demonstration or illustration of products or services; or
- ◆ the performance or fulfilment of a contract with a public administration;
- ◆ participation in training seminars or workshops; or
- ◆ the development and maintenance of cordial business relationships.



Gifts, financial advantages, other reasonable and in good faith benefits or hospitality treatments must be approved in line with this Policy and any other applicable Matrica business regulations. These expenses must be recorded accurately and transparently in the company's financial information and in sufficient detail and must be supported by reference documentation to identify the name and title of each beneficiary as well as the purpose of the payment or other benefit.

Any gift, financial advantage, hospitality, other benefit or hospitality treatment for a Family Member or a person referred to by a Business Partner or Public Official or private person, which has been proposed at the request of a Business Partner or Public Official or in connection with the beneficiary's relationship with a Business Partner or Public Official, must be treated as a benefit provided to that Business Partner or Public Official or private person and is therefore subject to the limitations set out in this Policy and any other relevant company regulations.



3. Political contributions

Political contributions may constitute a bribery offence and therefore present the risk of incurring consequential liability. The risks are that political contributions may be used by a company as an improper means of bribery to maintain or obtain a business advantage such as winning a contract, obtaining a permit or licence, or having legislation defined in a way that is beneficial to the business.

Because of these risks, as provided for in Paragraph 1.2.3.2 of the Code of Ethics, Matrìca does not allow any direct or indirect contribution in any form to political parties, movements, committees, political and trade union organisations, nor to their representatives and candidates (all together "political contributions"), except for those specifically considered mandatory by applicable laws and regulations.



4. Charitable contributions and donations

All charitable contributions and donations must be approved by resolution of the Board of Directors.

In particular:

- (i) contributions must be made in accordance with the approved budget;
- (ii) contributions should only be made to bodies that are not newly established, well known, reliable and with an excellent reputation for honesty and fair business practices;
- (iii) the beneficiary body must demonstrate that it has all the certifications and has met all the requirements to operate in accordance with applicable laws;
- (iv) for the purposes of approval, an adequate description of the nature and purpose of the individual contribution, due diligence on the beneficiary entity and verification of the legitimacy of the contribution under the applicable laws must be provided for;
- (v) in line with the relevant legislation and company regulations, payments to the beneficiary institution must be made exclusively to the account registered in the name of the beneficiary institution; no payments may be made to numbered accounts or in cash, or to a person other than the beneficiary institution or in a third country other than the country of the beneficiary institution;
- (vi) contributions must be recorded truthfully and transparently in Matrica's books and records;
- (vii) the beneficiary body must undertake to record the contributions received in its books and records in an appropriate and transparent manner;
- (viii) the original documentation relating to the approval of the contribution and the controls of compliance with the provisions of this Policy must be kept for at least 10 years.



5. Sponsorships

All sponsorship activities must be approved with the joint signature of the Chairman and the Chief Executive Officer of Matrica.

In particular:

- (i) all sponsorship activities must be carried out in accordance with the approved budget;
- (ii) partners in sponsorship contracts must only be well-known and reliable entities or individuals;
- (iii) in the case of a company, the partner in a sponsorship contract must demonstrate that it has all the certifications and has met all requirements to operate in accordance with applicable laws;
- (iv) sponsorship approval must be preceded by a documented assessment of the nature and purpose of the individual initiative, due diligence on the potential sponsoring partner and verification of the legitimacy of the contract under applicable law;
- (v) the sponsorship contract must be in writing and must contain:
 - (a) a statement by the counterparty that the amount paid by Matrica will be used exclusively as consideration for the service rendered and that such amounts will never be transmitted to a Public Official or private individual for corrupt purposes or transferred, directly or indirectly, to members of the corporate bodies, directors or employees of Matrica;
 - (b) a declaration by the counterparty that at the time of signing the contract and during its execution, neither the counterparty nor, in the case of a company, the company itself or its owners, directors or employees are or will be Public Officials;
 - (c) the currency and amount paid under the sponsorship agreement;
 - (d) the billing terms (or payment methods) and payment terms, taking into account that such payments may only be made to the counterparty and in the country of incorporation of the counterparty, exclusively to the registered account of the counterparty, as specified in the contract, and never to numbered accounts or in cash;
 - (e) the counterparty's commitment to comply with applicable laws, Anti-Bribery Laws and anti-bribery provisions of the sponsorship agreement, and to record the amount received in its books and records in a fair and transparent manner;



- (f) Matrica's right to terminate the contract, interrupt payments and receive compensation for damages in the event of breach by the other party of its obligations, representations and warranties as set out above, or in the event of violation of the Anti-Bribery Laws or anti-bribery commitments under the contract;
- (g) Matrica's right to carry out checks on the other party, if Matrica has a reasonable suspicion that the other party may have breached the provisions of this Policy and/or the contract;
- (vi) in line with the relevant legal requirements and company regulations, the amount paid in execution of the sponsorship contract must be recorded in Matrica's books and records in a correct and transparent way;
- (vii) Matrica must ensure that payments are made only as specified in the sponsorship agreement, after verification that the service has actually been provided;
- (viii) the original documentation relating to the approval of the contribution and the controls of compliance with the provisions of this Policy must be kept for at least 10 years.



6. Vendors

Matrica may be held liable for corrupt activities committed by Suppliers providing services for or on behalf of Matrica and their direct and indirect subcontractors. It is therefore an obligation for Matrica's Suppliers to comply with the ethical standards and qualification requirements established by Matrica.

The procurement process and related activities are regulated by the Procurement Procedure, which defines:

- roles and responsibilities of the main actors involved in the procurement process;
- general rules for the main activities of the procurement process, such as supplier management, procurement reporting and control and documentation management.

The Procurement Procedure is defined in accordance with the anti-bribery principles set out in this Policy, with particular reference, *inter alia*, to the selection of Suppliers and the qualification process, the awarding of contracts, the management of post-award contracts, standard contractual protection clauses, including those committing to compliance with the Anti-Bribery Laws and the verification of the ethical requirements of Suppliers. In addition, when a Supplier is a Covered Business Partner, the principles set out in paragraph 7 also apply.



7. Covered Business Partners

Matrica may be held liable for corrupt activities committed by Covered Business Partners and, therefore, requires them to comply with applicable laws, including the Anti-Bribery Laws, as part of their activities with or on behalf of Matrica.

In particular, Matrica Personnel must comply with the provisions of this Policy and other applicable company regulations regarding the selection, maintenance of relationships and employment of Covered Business Partners.

Each Covered Business Partner must have an excellent reputation for honesty and fair business practices.

A process of selection of Covered Business Partners must be implemented with adequate due diligence on each of them. Due diligence must include at least the following:

- (i) establish the identity of the Covered Business Partner;
- (ii) confirm the scope of the contract;
- (iii) determine if the Covered Business Partner has connections with Public Officials;
- (iv) determine whether the Covered Business Partner has been subject to allegations, investigations and/or sentences relating to bribes or corruption, or other illegal activities.

The selection of the Covered Business Partner and the conclusion of the relevant contract must be approved in accordance with Matrica's corporate regulations.

The Covered Business Partners must sign contracts written before any activities are carried out for or on behalf of Matrica, and must only be paid in line with the contractual conditions. All written contracts with Covered Business Partners must include a reasonable and adequate consideration and compliance provisions. In particular, contracts with Covered Business Partners must contain the following minimum requirements:

- (i) a declaration by the Covered Business Partner that the payment received is solely the consideration for the services defined in the contract and that such sums will never be used for bribery purposes;
- (ii) the invoicing terms (or payment methods) and conditions for payment, taking into consideration that (a) such payments may only be made to the Covered Business Partner, in the country of incorporation of the Covered Business Partner, exclusively to the account in the name of the Covered Business Partner as specified in the contract and never to numbered accounts or in cash and that (b) advance payment of the consideration (before



complete performance of the contract services) may be allowed only in specific cases (properly motivated and stated in the contract) and, in any event, only for a part of the total amount;

- (iii) covered Business Partners' commitment to comply with applicable laws, and in particular with the Anti-Bribery Laws and this Policy, and to properly and transparently record in its books and registers the amounts received and ensure compliance;
- (iv) commitment to timely inform Matrica of any request or demand relating to any undue payment of money or other advantage received by the Covered Business Partner in relation to the performance of this contract;
- (v) Matrica's right to carry out audits on Covered Business Partners in the event that Matrica has a reasonable suspicion that the Covered Business Partner may have violated the above obligations, representations and warranties and/or violated the Anti-Bribery Laws;
- (vi) Matrica's right to terminate the contract, to suspend payment and receive compensation for damages in case of breach of the above mentioned obligations, representations and warranties and/or violation of the Anti-Bribery Laws.



8. Selection and training of Matrica Personnel

Before appointing any new member of its corporate bodies or hiring, transferring or promoting a new employee:

- (i) who is likely to have a Relevant Contact with a Public Official in relation to his/her activity;
- (ii) who will supervise employees or Business Partners who are likely to have such contact, or
- (iii) who will be involved in controls or other activities governed by the Anti-Bribery Laws,

Matrica should inform about the person's relevant experiences to the extent permitted by applicable law.

Any Matrica Personnel selection process must at least include checks on references and include appropriate questions in the applications for employment:

- (i) any previous criminal record or indictment of the person;
- (ii) any civil or administrative sanctions or investigations in progress that relate to the person's unethical or illegal activities, consistent with and to the extent permitted by applicable laws, and
- (iii) any personal relationship with Public Officials.

Matrica Personnel shall be informed and trained on the applicable Anti-Bribery Laws and the importance of compliance with these laws and this Policy, so that they clearly understand and are aware of the various offences, risks, personal and administrative responsibilities for Matrica and the actions to be taken to combat bribery and corruption and any sanctions to be applied in case of violation of this Policy and the Anti-Bribery Laws (both of the persons involved and of Matrica).

In addition, all Personnel members at Risk are required to carry out a mandatory anti-Bribery training programme. The human resources function is responsible for training planning and management.



9. Acquisitions and Transfers

In connection with any proposed acquisition, sale, exchange of:

- ◆ - companies, branches or similar legal institutions;
- ◆ - participation shares in companies, corporations and Joint-Venture;
- ◆ - real estate that is potentially productive or that constitutes infrastructure and/or industrial plants in operation;
- ◆ buying and selling and/or providing goods and/or services, long-term and with a significant economic impact;
- ◆ active and passive company rental, business units or similar legal entities;
- ◆ acquisition of real estate that does not constitute infrastructure and/or industrial plant in operation or that is not intended to be included in the production process,

the corporate functions concerned, as far in advance as possible, will proceed, possibly with the assistance of specialist consultants and/or advisors, to:

- (i) perform adequate due diligence, including anti-bribery, on the asset being traded and/or the potential counterparty;
- (ii) identify the main risk and critical factors present in the transaction;
- (iii) ensure that the contract contains adequate protection and guarantee clauses for the company with regard to relevant anti-bribery profiles.

Each time Matrica makes an acquisition, a programme for compliance with this Policy must be included in the post-acquisition integration plan.

In addition, external or internal legal consultants engaged in an acquisition must inform the internal audit function of the existence of any new risk related to this Policy or of an increased pre-existing bribery risk to which Matrica may be exposed as a result of the acquisition, so that this Policy and related processes, company policies and models can be reviewed appropriately to protect Matrica from the new risk.



10. Accounting procedures

Matrica's records must comply with the applicable accounting standards and must fully and transparently reflect the facts underlying each transaction. All costs and charges, income and receipts, earnings, payments and expense commitments must be entered in the financial information in a timely manner, fully and accurately and have appropriate supporting documents issued in accordance with all applicable laws and the relevant provisions of the internal control system. All entries in the accounting records and related information documents must be available for verification activities.

Consistent with the above principles, all payments and transactions must be accurately recorded in Matrica's relevant books and records so that Matrica's books, records and accounts reflect transactions and acquisitions and disposals of assets in reasonable detail. This principle applies to all transactions and expenses, whether or not they are significant from an accounting point of view.



11. Accounting and internal controls

It is Matrìca's policy, as specified in Paragraph 1.3.1.2 of the Code of Ethics, that all payments and transactions made by Matrìca must be accurately recorded in the relevant books and registers of the company, so that Matrìca's books, records and accounts accurately and fairly reflect, with reasonable detail, the assets transactions and dispositions. This principle applies to all transactions and expenses, whether or not they are significant from an accounting point of view.

It is also Matrìca's policy, as specified in Paragraph 1.3.1 of the Code of Ethics, to establish and carry out adequate and sufficient accounting controls to provide reasonable assurance that the Company is in compliance with the law:

- (i) the transactions are only carried out with a general or specific authorisation from the management;
- (ii) the transactions are recorded as necessary in order to:
 - (a) permit the financial statements to be prepared in accordance with generally accepted accounting principles or any other criteria applicable to such financial statements; and
 - (b) maintain the accounts of all the company's assets;
- (iii) access to the assets is permitted only with a general or specific management authorisation; and
- (iv) the value of the assets entered in the financial statements is compared with the assets actually existing, with a reasonable periodicity and appropriate measures are taken with reference to any differences found.



12. Reporting system

12.1. Request reporting system

Any direct or indirect request by a Public Official or private individual for payments (including Facilitation Payments), gifts, travel, meals or expenses to capture attention, employment, investment opportunities, personal discounts or other personal benefits – other than reasonable and in good faith expenses

- to the Public Official or private individual or a Family Member or a person designated by him/her, must be immediately communicated by the Matrica Personnel or Covered Business Partner who has received such a request (i) to the direct superior, or to the body to which he/she belongs, and (ii) to the Supervisory Body and/or the internal audit function. The direct superior in accordance with the internal audit will be responsible for instructing the Matrica Personnel or Covered Business Partner concerned on the most appropriate method for proceeding, in compliance with the Anti-Bribery Laws and this Policy.

12.2. Violation reporting system

Any suspected or known violation of Anti-Bribery Laws or of this Policy must be reported immediately in one or more of the following ways:

- ◆ to the direct superior of Matrica Personnel;
- ◆ at the internal audit;
- ◆ to the Supervisory Body in compliance with paragraph 1.4.1 of the Matrica Code of Ethics.

The direct superior, the internal audit and the human resources function will consult each other to identify the most appropriate method for proceeding.

Any disciplinary action that will be decided will be taken in accordance with applicable laws, including the Anti-Bribery Laws and this Policy.

Matrica Personnel will not be dismissed, downgraded, suspended, threatened, harassed or discriminated against in any way in their employment on the grounds that they have lawfully carried out in good faith reporting activities relating to compliance with this Policy and/or the Anti-Bribery Laws.



13. Disciplinary measures and contractual remedies

Matrica will make every reasonable effort to prevent any conduct that violates the Anti-Bribery Laws and/or this Policy and to stop and punish any contrary conduct by Matrica Personnel or Business Partners.

Matrica shall take appropriate disciplinary steps against any Matrica personnel (i) whose actions are found to be in breach of Anti-Bribery Laws or of this procedure, pursuant to the provisions set forth in Model 231 and by the collective labour agreement or other applicable national rules, (ii) who does not participate or complete adequate training, and/or (iii) who unreasonably fails to observe or report any such breach or who threatens or retaliates against others reporting such breaches. The disciplinary actions may include termination of the employment contract.

Matrica will take appropriate measures, including but not limited to contract termination and compensation of damages, against Business Partners whose actions are found to be in breach of the Anti-Bribery Laws or this Policy. Contracts entered into by Matrica with Business Partners will include specific provisions to ensure that Business Partners comply with the Anti-Bribery Laws and this Policy and to enable Matrica to provide appropriate remedies.



14. Monitoring and improvements

The internal audit function will independently review and assess the internal control system in order to verify that the requirements of this Policy are complied with.

The internal audit function must periodically review this Policy to ensure that it remains effective at the highest level.

If a violation is identified, the internal audit function will assess whether any revisions to this Policy or improvements to other Company policies could help prevent the repetition of the violation.