

APOT ANTI-CORRUPTION POLICY

I – FIGHT AGAINST CORRUPTION

Associazione Produttori Ortofrutticoli Trentini (“Apot”) intends to hold ethically responsible conduct permeated by values of fairness, transparency and loyalty. For this reason, Apot combats corruption by rejecting it in any of its forms and contexts.

The purpose of this policy (“Policy”) is to prohibit and prevent any corrupt conduct by adopting a “zero tolerance” attitude of corruption. Therefore, the Policy provides guidance for Apot’s directors, officers, employees, consultants, intermediaries, and all other collaborators in various capacities, regardless of the latter’s type of contractual relationship (“Recipients”), to ensure full and ongoing compliance with applicable anti-corruption regulations as well as Apot’s values and principles of conduct. It supplements Apot’s Code of Ethics applicable from time to time, the Organization, Management and Control Model adopted pursuant to Italian Legislative Decree No. 231/2001 and other compliance documents and programs, if any.

All Recipients must comply with the provisions of this Policy.

II – GENERAL PRINCIPLES OF CONDUCT

Apot prohibits all corrupt practices and forms of bribery for the benefit of anyone. In this regard, the following is prohibited:

- offering or promising to representatives of the Public Administration, directly or through an intermediary, money, gifts or other benefits to induce them to omit or perform an act related to their official duties (“active corruption in the public sector”);
- offering or promising third parties, directly or through an intermediary, money, gifts or other benefits to induce them to omit or perform an act related to their duties (“active corruption in the private sector”);
- requesting or receiving from third parties, directly or through an intermediary, money, gifts or other benefits for omitting or performing an act related to their duties (“passive corruption in the private sector”).

Within this framework, it is strictly prohibited and will be sanctioned without tolerance (i) both the fact that a Policy Recipient solicits or accepts the promise or giving of an economic advantage or other benefit (i.e. “passive corruption” carried out by third parties to the detriment of Apot and/or its Recipients) (ii) whether it is the fact that a Recipient of the Policy offers, promises or gives an economic advantage or other benefit in favour of a Public Official or a person who is part of the organization of a counterparty of Apot (i.e., “active corruption” carried out by Recipients towards Public Officials or private counterparties). All such conduct is prohibited even if carried out indirectly through any third party acting in the name or on behalf of a Recipient (“indirect corruption”). In this regard, Recipients must not corrupt or use third parties (e.g., intermediaries, consultants, or suppliers) to commit acts of bribery.

Any violation of these rules would expose Apot to serious and irreparable damage to its reputation as well as and to specific sanctions, even regardless of the laws and regulations in force in the country where the act of corruption was committed. In some cases, these sanctions could even be of a disqualifying nature for Apot, all of which could result in an outright ban on engaging in any business activity in the country in question.

In addition, Apot strictly prohibits the making of illicit payments as described by anti-corruption laws to foreign officials and others in all countries in which it operates. Such illicit payments are prohibited by law and place Apot and its employees at risk of civil and criminal liability and reputational damage.

It is necessary to keep in mind that corruption can take many different forms, including those other than the offer or bestowal of money or any other good of value or utility. In fact, even common business practices or social activities such as gifts and hospitality can in some cases constitute acts of corruption.



Consequently, it is expressly prohibited for the Recipients to receive, request, give or offer, induce or favour, directly or indirectly, compensation of any kind, gifts, economic benefits or utilities of any other nature from and to a public or private party and/or directly or indirectly represented, if they:

- are not of modest value and exceed the limits of reasonable practice and form of courtesy;
- are likely to be interpreted as intended to unduly influence the relations between Apot and the above-mentioned person and/or the legal entity that is directly or indirectly represented by the latter, regardless of the purpose of pursuing, even exclusively, the company's interest or advantage.

“Facilitation payments”, specifically unofficial payments of modest value, bestowed for the purpose of expediting, facilitating, or guaranteeing the performance of an ordinary or otherwise planned activity within the scope of the tasks of the third party, public or private, with which Apot has dealings, are not allowed.

Every activity carried out in the sensitive areas indicated in paragraph III must be properly and accurately reported in the accounting records. Apot is required to prepare financial statements so that they accurately, fairly, and in reasonable detail report all transactions relating to sensitive areas, and to establish and implement adequate controls to provide reasonable assurance that:

- transactions are effective and carried out only with management’s authorization;
- transactions are recorded to enable the financial statements to be prepared, in accordance with relevant accounting standards.

The use of personal funds or means to circumvent the enforcement of this Policy is strictly prohibited.

Therefore, at a general level::

- all Apot’s business relationships with public officials or private parties must be conducted in

compliance with this Policy and the anti-corruption laws in force from time to time;

- the Recipients are responsible, each to the extent of his or her competence, for compliance with the Policy. In particular, managers are responsible for overseeing compliance by their employees and taking steps to prevent, identify and report potential violations;
- no illegal practice may under any circumstances be justified or tolerated by Apot on the ground that it is considered “customary” in the industry or in the countries in which it does business, subject in all cases to normal acts of courtesy;
- Apot’s employees who violate this Policy will be subject to disciplinary action, including possible dismissal, as well as any other legal action necessary to protect Apot’s rights and reputation, as further outlined below;
- suppliers, collaborators, and consultants required to comply with this Policy who violate its provisions will be subject to severe consequences such as suspension of contract performance and/or termination of contracts or their termination for non-performance, as well as prohibition from doing business with Apot and/or possible claims for damages, as further outlined below;
- no employee of Apot will be fired, demoted, suspended, threatened, harassed, or discriminated against in any way in employment treatment for refusing to violate this Policy.

III – SPECIFIC ACTIVITIES TO COUNTER CORRUPT PRACTICES

The commitments and limitations set forth in this Policy apply to Recipients with respect to public and private entities and/or legal entities directly or indirectly represented by them, with which Apot has or may have business relationships.

If economic benefits or other benefits are granted to family members of the persons mentioned in the previous period or of Apot executives or employees, these benefits or benefits are considered potential



indicators of corrupt activities and are therefore prohibited.

In order to effectively counter corrupt practices, specific monitoring is required in at least the following sensitive areas:

- gifts and entertainment expenses;
- events and sponsorships;
donations/membership fees/non-profit activities;
- consulting, brokering, relationships with business partners and suppliers;
- joint ventures, acquisitions and divestitures;
- human resources;
- facilitation payments of various kinds.

A. GIFTS, HOSPITALITY AND REPRESENTATION EXPENSES

In many countries, gifts are a widespread business practice and also play an important role in business relationships. Apot awards gifts and incurs entertainment expenses solely for promotional, commercial or marketing reasons, in constant compliance with laws and business customs. The giving of gifts and entertainment expenses constitutes a corrupt practice if they are given with the intent to obtain other, undue advantages or in order to exert improper influence.

Therefore, without prejudice in any case to the general prohibition of exerting undue influence on relations with third parties in the conduct of business activities, gifts and entertainment expenses (therein expressly including meals, travel or other forms of representation) offered to public or private entities:

- must, under all circumstances: (a) be paid for actual business purposes; (b) be reasonable and disbursed transparently and in good faith; (c) consistently comply with applicable rules and regulations of the legal entity to which the beneficiary belongs, including any specific corporate authorization process; and (d) be recorded and accompanied by adequate documentation;

- shall not be frequent;
- may not consist in any case of sums of money.

The products supplied by Apot to public or private entities shall be applied without exception to the same business conditions applied to the former's customers in accordance with ordinary business operations.

Gifts and representation expenses (therein expressly including meals, travel, or other forms of entertainment) offered to Apot employees and/or management must also have the above characteristics.

These gifts and representation expenses must also be approved in accordance with internal authorization processes and in case of their non-compliance Apot must ensure that the gifts received are returned or donated to charities.

Employees who receive benefits or gifts beyond the circumstances permitted by this Policy must immediately notify their supervisor and Apot management, who will evaluate their compliance with company procedures.

B. SPONSORSHIPS AND EVENTS

Apot is aware that acts of corruption can also be carried out through the organization of events and the granting of sponsorships. Therefore, a real connection between authorized events and/or sponsorships and corporate objectives must always be ensured in compliance with the criteria of reasonableness and good faith, as well as in compliance with the specific authorization process, registration and documentation requirements and specific economic limits.

Apot carries out sponsorship events and activities only after unambiguous identification of the recipient parties and their motives as well as in constant compliance with the authorization procedures provided at the company level. In addition, the parties involved in the events or sponsored must have requirements of honesty and professional fairness.

Within this framework, all sponsorship activities must be conducted in accordance with the following standards of conduct:

- each beneficiary of a sponsorship contract must undergo an Anti-Corruption Due Diligence in



accordance with the provisions of the applicable Due Diligence Procedure and except for the circumstances specifically provided for in that procedure. In this activity, each beneficiary must provide the individuals assigned to conduct the Due Diligence Procedure and Apot with the fullest cooperation and information necessary for the Anti-Corruption Due Diligence;

- payments must be made only as outlined in the sponsorship agreement, subject to verification that any counter-performances have been performed;
- the amount paid under the sponsorship contract must then be recorded in Apot's books and records in a fair and transparent manner;
- the sponsorship agreement must be in writing and must expressly stipulate (i) that the other party shall comply with the principles and rules set forth in this Policy; and (ii) that the amount paid by Apot shall be disbursed as consideration for the service rendered and shall not be donated in furtherance of any other purpose;
- payments related to the sponsorship agreement may only be made to the contractual counterparty and in the country in which the contractual counterparty operates, only to the registered account of the counterparty as indicated in the contract and in no case to numbered accounts or cash;
- sponsorships will always be subject to prior authorization from the appropriate corporate bodies of Apot.

Finally, it is forbidden to offer or carry out sponsorships in the event that these may be interpreted as aimed at influencing the independent judgment of third parties or obtaining favourable treatment and/or improper advantages of any kind, such as obtaining permits or licenses, awarding contracts, or approving legal reforms from which advantages may be derived for the business activity carried out by Apot.

C. MEMBERSHIP DUES - DONATIONS - NONPROFIT ACTIVITIES

Donations of money, in kind or through product concession, participation in charitable organizations, such as foundations or nonprofit organizations ("Contributions") entail the risk that goods or sums of

money funds with corrupt purposes are diverted to public or private entities.

Accordingly, all Contributions must be disbursed in accordance with internal authorization processes and in compliance with the following minimum standards:

- Contributions may only be disbursed in favor of individuals of proven reliability and recognized reputation in terms of honesty and fairness;
- the prior authorization process for the Contributions must provide an adequate description of their nature and purpose. As a result, an Anti-Corruption Due Diligence on the beneficiary subject and/or otherwise a verification of the legality of the contribution in accordance with applicable laws is required;
- Contributions may only be disbursed provided that they are consistent with a budget estimate prepared on the basis of cost-effectiveness and reasonableness criteria as well as approved in accordance with the authorization process provided for by Apot's internal authorization processes.

It is forbidden to make donations in the event that these may be interpreted as aimed at influencing the autonomy of judgment of third parties or obtaining favorable treatment or improper advantages of any kind.

Finally, Apot does not make any contributions, direct or indirect, to political parties, or their representatives or candidates.

D. CONSULTING, BROKERING AND BUSINESS PARTNER RELATIONS

The choice of consultants and suppliers must be based on assessments that allow Apot to rely on individuals of proven quality, integrity, reliability and cost-effectiveness. For this reason:

- the process of selecting consultants and suppliers must be transparent and within the limits of the company's procedures and needs, and if possible must include a competitive



process among several parties;

- the choices must be documented in such a way as to demonstrate compliance with internal procedures the purpose of the selections;
- Apot must terminate the relationship with consultants and suppliers if there are acts or suspicions of corrupt behaviour.

Notwithstanding the above, the process of selecting consultants and suppliers (expressly including any agents, intermediaries, and business partners of any kind) must include an Anti-Corruption Due Diligence in which at a minimum the following activities will be carried out:

- ascertain their identity and experience, as well as their respective qualifications and reputation;
- ensure that the person has the necessary technical/professional/organizational requirements and the ability to independently provide the product or service in question.

Agreements with consultants and suppliers must be drawn up in accordance with the indications contained in the Code of Ethics and other company policies as well as according to internal authorization processes. These agreements also must provide for Apot's right to terminate the relationship in the event of violation of, among other provisions, applicable anti-corruption laws.

In addition, in the context of the relationship with consultants and suppliers:

- payment and anti-money laundering regulations must be fully complied with, as outlined in Apot's corporate policies and without prejudice to any further legal obligations;
- any updating of the banking information of these parties must be carried out after verifying the identity of the applicant in order to verify the authenticity of the requests and avoid undue payments and/or fraud, without prejudice in any case to any further provisions

indicated in Apot's corporate policies or imposed by law.

Corporate managers of the relationship with consultants and suppliers must verify the actual performance of services agreed upon in contracts and the adequacy of fees paid.

E. ACQUISITIONS, DIVESTITURES AND JOINT VENTURES

Acquisitions, divestitures and joint ventures, if any, must be expressly approved by Apot's governing body and if required by the bylaws or law by the additional relevant corporate bodies. In any case, adequate Anti-Corruption Due Diligence must be conducted to identify any corruption risk factors.

In the case of acquisitions, a plan for the implementation of this Policy must be activated as an essential part of the post-acquisition integration plan.

F. HUMAN RESOURCES

The human resources selection and recruitment process must comply with, among other things, the principles of non-discrimination, absolute impartiality, autonomy and independence of judgment, aimed at ensuring that the final decision results in the selection of the most qualified individuals to fill the position in question and includes a competitive offer with respect to the relevant market, while ensuring equal access to employment opportunities.

Among other things, the hiring of employees and collaborators on the basis of specific reports from third parties in exchange for compensation, favours or other benefits for themselves and/or Apot is prohibited.

According to applicable laws and regulations, applicants must declare:

- any classification as Politically Exposed Persons;
- any recurring relationships with public officials.

G. FACILITATION PAYMENTS AND ADDITIONAL ASSUMPTIONS

Apot promotes exemplary business conduct to be observed by all Recipients. Accordingly, the payment,



offer, or acceptance of direct or indirect facilitation payments and utilities of any kind or nature intended to expedite the performance of activities incumbent on the company by parties outside Apot is not permitted.

No practice that qualifies as corrupt, including facilitation payments, can be justified or tolerated by the fact that it is “usual” and/or “customary” in the business sector and/or country in which the business is conducted.

If a facilitation payment is offered, promised, or requested you should immediately notify your supervisor and Apot management.

It is not permitted to impose or accept any service if it can only be obtained by violating the values and principles of the Code of Ethics and other corporate policies adopted by Apot and/or applicable internal regulations and authorization processes.

IV – VIOLATIONS AND SANCTIONS

Compliance with this Policy is an integral and essential part of the contractual obligations of employees, collaborators and in general of all Recipients.

Any violations of this Policy and/or the anti-corruption laws and/or the internal authorization processes mentioned therein may constitute for employees a breach of the primary obligations of the employment relationship or a disciplinary offence, in compliance with the procedures set forth in Article 7 of Italian Law No. 300 of May 20, 1970, as amended, with all legal consequences, including with regard to the preservation of the employment relationship, and may result in compensation for damages arising from the same.

Failure by other Recipients to comply with this Policy may constitute a breach of contractual obligations, with all legal consequences, including with regard to the termination of the contract and/or assignment and may result in compensation for damages arising therefrom, and for Apot directors, suspension or removal from office.

V – APPROVAL AND UPDATE

Apot approves this Policy by resolution of the Board of Directors.

This Policy is subject to periodic review should national, EU or international anti-corruption legislation undergo changes, additions and/or different case law interpretations.

Apot’s Board of Directors shall ensure that the Policy is revised and updated, if necessary, through its periodic review in order to ensure that it remains continuously adequate to prevent corruption violations.

