

MARR S.p.A.

Anti-corruption Policy

This Anti-corruption Policy was adopted by resolution of the Board of Directors of MARR S.p.A. on 28 October 2019 and updated on 24 February 2023 and 4 August 2023

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GLOSSARY

Corruption	Meaning: promoting, giving, requesting and receiving payments in cash or other benefits in order to gain unfair advantage for oneself or others.
Liberal supply Donation	Contribution in nature or cash granted in favour of public entities or private individuals without requesting anything in exchange.
Department responsible for control	Department responsible for monitoring the effective application of the prescriptions in the Policy and identifying potential areas for improvement in relation to the organizational evolution of the Company, the reference laws and/or the best practices.
Public Officer	a) Whoever carries out a public legislative, judicial or administrative function; b) Whoever acts in an official capacity in the interest or on behalf of a Public Administration (as defined hereafter); c) Any employee of a public service whatever, in other words those who, under any title, provides a public service, public service meaning an activity that is disciplined in the same form as a public office but lacks the powers typical of the latter. The performance of simple duties concerning order and merely material works are excluded.
MARR Group	Companies directly or indirectly controlled by MARR S.p.A.
Gift	Goods that are donated of one's own free will, as a unilateral act with nothing expected in return.
Public Administration	Includes in general any entity that carries out a governing function, any agency, office or body of the European Union, any business owned, controlled or subsidised, even only in part, by the Italian government or by an overseas government, and any public international organization whatever.
Hospitality expenses	Representation expenses incurred to hot suppliers, clients or other individuals in relation to business activities, such as travel and accommodation expenses, for example.
Representation expenses	Free donations of foods and services deriving from relational obligations and/or hospitality duties, on the basis of sector trade practices and in relation to business activities, aimed at maintaining and increasing the positive image of MARR S.p.A.
Sponsorship	Expenditure aimed at institutional promotion to improve the image or general reputation of MARR S.p.A.
Whistleblowing	For the purpose of this Policy, this is the process of reporting cases of suspected or effective corruption, on the basis of reasonable conviction, as regulated by Legislative Decree 24/2023.

1. Introduction

MARR Spa (hereinafter also “the Company” or “MARR”) recognises that conducting its business in respect of the principles of loyalty, impartiality, correctness and respect and protection of individuals is of primary importance.

The document entitled Anti-corruption Policy (hereinafter also the “Document” or the “Policy”) outlines the general principles and rules of conduct to be followed in carrying out business activities, forbidden conduct, the measures to combat the risk of corruption and the relevant sanctions.

1.1 Objectives and scope of application

The Policy is based on the principles recalled in national and international law concerning the prevention of corruption, the Code of Ethics and the Organization, Management and Control Model ex Legislative Decree 231/01 adopted by MARR. The Policy is aimed at continuously increasing the awareness of the people working for MARR in terms of recognising corruption and any other type of fraud, and their reactivity in becoming an active part in preventing, combating and reporting possible breaches of anti-corruption laws.

The beneficiaries of this document are the corporate bodies, staff, collaborators, clients and suppliers and in general all of those who directly or indirectly, permanently or temporarily have rapports and relations with the Company, each of them in the framework of their own departments and responsibilities (hereinafter also the “Beneficiary/Beneficiaries”).

In terms of uniformity of intent and objectives, the Policy has been accepted and applied by all of the companies in the MARR Group.

2. General anti-corruption principles

In order to respect the Policy, MARR pursues the following general principles:

- application of organizational instruments, such as the separation of duties and responsibilities, aimed at identifying the subjects qualified to carry out the various corporate activities, attributing suitable powers and responsibilities in line with the duties assigned;
- adoption and implementation of internal procedures to define the operating methods of the relevant processes and activities and identifying those with powers of signature and authorisation;
- regulation of the means of accessing information in relation to the responsibilities assigned;
- traceability of the transactions for the management of the financial resources and proper keeping of the accounts registers and books and identification, by attributing the relevant powers, of those who can handle incoming and outgoing cash flows.

3. Overview of corruption and relations at risk of corruption

Corruption involves promoting, giving, requesting and receiving payments in cash or other benefits in order to gain an unfair advantage for oneself or others.

With regard to the activities carried out by MARR, the following frameworks have been identified as those with the highest risk of active or passive corruption (hereinafter also the “Risk of Corruption”):

- Relations with Public Administration;
- Relations with clients;
- Relations with suppliers;
- Relations with collaborators;

3.1 Relations with Public Administration

The Company has relations with Public Administration (hereinafter also “PA”) which by their nature may create potential situations at risk of corruption or attempted corruption.

Specifically, so-called “public” corruption occurs when even only one of the individuals involved is a public officer or responsible for a public service when carrying out their duties.

Relations with PA mainly concern the following categories:

- participation in public tenders for the supply of food products – these relations may involve the Risk of Corruption during the phase of participation in the tender and in the phase of managing the tender itself;
- requesting and obtaining authorisations and permits from PA – these relations may involve the Risk of Corruption during the activities aimed at obtaining the required deeds from PA;
- requesting public funding: these relations may involve the Risk of Corruption during the activities aimed at obtaining public funding;
- verifications and/or checks by PA – these relations may involve the Risk of Corruption during the management of requests by PA in the framework of the inspections in question.

With regard to the aforementioned areas at risk, in order to combat possible corruptive conduct, MARR:

- applies organisational tools aimed at identifying the subjects authorised to manage relations with PA with regard to the various categories of activities above and the subjects authorised to handle cash, tracing the relevant transactions;
- forbids any payment, utility or other undue benefit in favour of a Public Officer and forbids conduct aimed at improperly influencing decision-making processes;
- requires that the Beneficiaries of the Policy immediately report any requests by Public Officers for payments or other undue benefits.

3.2 Relations with private entities

in carrying out its everyday business activities, MARR has relations with private entities such as suppliers, clients and external collaborators (trade agents, dispatchers, consultants).

3.2.1 Suppliers and Clients

In carrying out its business activities, MARR has relations with the producers of goods and services (hereinafter also the “Suppliers”) during the procurement of products to be marketed or identification of services to be used and with its clientele (hereinafter also “Clients”) during the sale of its products.

The process of selecting commercial initiatives is regulated in detail by the MARR corporate procedures, which identify the roles and responsibilities of the main actors involved in the aforementioned process and define the methods for properly selecting such initiatives.

In particular, potential risks of corruption or attempted corruption may occur in the following frameworks:

- Supplier selection – this activity may involve the risk of corruption if the selection is the result of corruption and is not based on the criteria of quality, cost and reliability;
- Sales to Clients – this activity may involve the risk of corruption if the sale to the client is the result of corruption.

With regard to the aforementioned areas at risk, in order to combat possible corruptive conduct, MARR:

- identifies the roles and responsibilities of the main actors involved in the commercial activity as regards both relations with the Suppliers and relations with the Clients;
- adopts internal procedures for selecting/managing Suppliers based on criteria of meritocracy and transparency;
- adopts internal procedures aimed at verifying the legal requirements of potential Clients;
- verifies through the head office the price lists and discounts applicable to Clients and received from the Suppliers;
- forbids offers of cash, gifts and donations that go beyond standard trade practice;
- forbids the acceptance of cash or any form of gift or donations that go beyond standard trade practice;
- bases the administrative and accounting management on criteria of transparency and completeness so that each transaction is included in the accounts truthfully and completely;
- identifies the subjects authorised to handle cash, tracing the relevant transactions.

3.2.2 Relations with external collaborators

In carrying out the distribution of food and other products, MARR has collaboration relations with commercial agents (in the promotion and sale of products) and dispatchers (in the delivery of products). It also uses external consultants with regard to business-related activities (hereinafter also the “Collaborators”).

In these relations, there is a risk of corruption or attempted corruption in the following frameworks:

- performance of the duties assigned – this activity may involve the risk of corruption if the Collaborator, acting in the name and on behalf of MARR, in carrying out the duties conferred, acts in a corrupt manner, promoting, giving, requesting or receiving payments in cash or other benefits in order to gain an undue advantage.

With regard to the aforementioned areas at risk, in order to combat possible corruptive conduct, MARR has adopted the following policy:

- assignments are conferred to the Collaborators through contracts drawn up in writing with a commitment to respect the Code of Ethics and Organizational Model ex Legislative Decree 231/01. on penalty of termination of the contract;
- the economic treatment determined contractually must be consistent with the duties conferred and documentable in the accounts;
- the choice of Collaborator must be based on criteria of quality, cost and reliability;

4. Selection and hiring of dependent staff

Dependent staff must be hired solely on the basis of the profiles of the candidates with regard to corporate requirements; hiring dependent staff in exchange for favours or other advantages for oneself and/or MARR is forbidden.

All employees must carry out their duties in respect of the principles and procedures in this Policy and also the national and international laws and regulations concerning the prevention of corruption, the Code of Ethics and the Organization, Management and Control Model ex Legislative Decree 231/01 adopted by MARR.

5. Instrumental activities at risk of corruption

Instrumental activities at risk of corruption are intended as all of those transactions or processes that may generate the chance and means by which to support corruption-related crimes being committed.

MARR has identified the following instrumental activities with the highest risk of corruption:

- sponsorship activities;
- liberal supplies – donations;
- representation and hospitality expenses, gifts and other utilities;

5.1 Sponsorship activities

Sponsorship is allowed with the exclusive scope of the institutional promotion of MARR and the activities carried out and creating visibility and a positive reputation for MARR.

The Company focuses on every possible conflict of interest of a personal and/or corporate nature for any sponsorship activity whatever that may represent a risk for the Company should corruption arise therein.

MARR requires that the following indications are respected in the framework of sponsorship activities:

- sponsorships must be authorised exclusively by the Chief Executive Officer of MARR;
- the partners with which the Company intends to enter into sponsorship agreements must be subjected to a prior evaluation as regards their reliability and reputation by the Department responsible for control;
- sponsorships must be finalised contractually in writing, and the nature and purposes of the initiative must be transparent, and the agreed payment must be congruous with regard to the service rendered;
- the beneficiary formally undertakes to respect that stated in the Policy and in the anti-corruption laws and regulations in force, accepting that the contract may be terminated if they are breached.

5.2 Liberal supplies – Donations

Liberal supplies (hereinafter also “Contribution(s)”) to parties, movements, committees and organizations that may in any way be traced to political parties or their representatives and/or candidates are forbidden, while contributions to public entities or private individuals with the purpose of supporting initiatives of specific corporate, environmental or cultural relevance. No counterparty is expected for these services.

MARR requires that the following indications are respected in the framework of liberal supplies:

- Contributions must be authorised exclusively by the Chief Executive Officer of MARR;
- the Department responsible for control carries out a verification of any conflicts of interest in the initiative to be supported;
- the beneficiaries must be subjected to a prior evaluation as regards their reliability and reputation by the Department responsible for control;
- individual Contributions provided directly to a Public Officer or a private individual are forbidden;
- the Department responsible for control verifies the legitimacy of the payment of the Contribution with regard to the Policy and anti-corruption laws and regulations in force;
- Contributions in cash must be made by payment means that are traceable and accompanied by an official letter from the Company confirming that the Company itself is aware of the scope of the initiative;
- Contributions in nature, in addition to respecting the principles and requirements described above, must be properly accounted for, producing the necessary administrative and accounting supporting documentation;
- if necessary, the beneficiary may be requested to produce additional declarations and guarantees and the provision of other means of accounting in order to ensure the proper use of the Contribution.

Food donations pursuant to Law 166/2016

Pursuant to Law 166/2016 on "Provisions concerning the donation and distribution of food and pharmaceutical products for the purposes of social solidarity and limiting waste", the Company has adopted a specific internal procedure aimed at regulating the donation to non-profit organisations of food products that can no longer be marketed but are nevertheless suitable for human consumption.

This internal procedure regulates the authorisation procedures, operating methods, as well as the checks and documentary controls required for these particular types of donations.

5.3 Representation and hospitality expenses, gifts and other utilities

The representation and hospitality expenses and the donation of gifts must be carried out with promotional or public relations purposes in mind and must only be incurred if they respond to criteria of reasonableness on the basis of the objective of generating event potential economic benefits for the Company consistently with trade practices in the sector.

In order to avoid the risk of the Company being perceived as actively or passively involved in corruption, the following indications must be respected:

- gifts and representation and hospitality expenses must have exclusively promotional (divulging the activity carried out on the market) or public relations (spreading and enhancing the image of the Company) purposes;
- gifts or hospitality do not envisage a payment or counterpart in return and may not be offered or received when they could be interpreted as the imposition of an obligation or undue influence on the recipient;
- gifts in cash or equivalents are not permitted;
- offering gifts, tributes or other utilities to a Public Officer is not permitted;
- it is strictly forbidden for employees to request corporate gifts or hospitality from third parties, and also accept them, if there is a possibility of a conflict with their duties.

All of the expenses concerning corporate gifts or hospitality must be registered in detail and completely and must be properly recorded in the accounts by the relevant competent departments. Accounts, funds, goods or transactions that are not declared or not registered are strictly forbidden.

6. Monitoring and reporting

6.1 Monitoring

The Corporate and Legal Affairs Office is the “Department responsible for control” entrusted with monitoring the effective application of the Policy and also identifying potential areas for improvement with regard to the organizational evolution of the Company, the reference laws and regulations and/or the best practices.

Verifications may also be implemented following reports received by the Supervisory Body ex Legislative Decree 231/2001, the Internal Audit Department or other controlling bodies, on the basis of the outcome of their respective activities.

Whenever it deems it opportune, and in any event at least once every year, the Corporate and Legal Affairs Department meets with the Board of directors as regards the activities carried out and significant circumstances and events or other urgent criticalities in the Policy that may emerge during the verification phase.

6.2 Reporting

The Beneficiaries are bound to report any eventual breach, presumed or proven, of the policy or any other laws and regulations concerning corruption on the part of the Company, a colleague, a collaborator or a third party, including requests and offers of undue payments received from them (so-called Whistleblowing).

The failure by a Beneficiary to report a known or presumed illegality which they have become aware of shall in itself imply that they themselves may incur possible sanctions.

Whistleblowers are guaranteed protection against any form of retaliation, discrimination or penalisation, the obligations of the law and protection of the rights of the Company or individuals in the event of instrumental or malicious use of a report holding firm.

In order to facilitate the sending and management of reports, the Company makes available to the recipients of the specific Whistleblowing regulations the internal reporting channel consisting of a dedicated IT platform via the website <https://marr.integrityline.com>.

In order to observe compliance with the regulations on reporting and guarantee confidentiality, also through the use of encryption tools, all reports received, including through these alternative channels, are recorded in the Internal Whistleblowing Reporting Channel to whose specific Procedure please refer.

The possibility of ordinary reports remains unaffected, i.e. those for which the whistleblower expressly declares that he does not want to avail himself of the protections reserved for the Whistleblower, which may be in written form and concern any violation or suspected violation of the Anti-Corruption Policy.

7. Sanctions

MARR will make every reasonable effort to prevent any conduct that violates the dispositions of the Policy and/or the anti-corruption laws and regulations and to interrupt and sanction any contrary conduct by the Beneficiaries.

The Company will take disciplinary measures in compliance with the dispositions of the reference national collective contract or other applicable national laws applicable to its employees.

Merely for example and not exhaustively, the Company may impose sanctions against any dependent staff who:

- (i) conduct themselves in breach of the dispositions of the Policy and/or the anti-corruption laws and regulations;
- (ii) do not participate in or complete the training sessions described below;
- (iii) unreasonably fail to record or report breaches or threaten to retaliate or do retaliate against dependent staff who do report breaches.

MARR will adopt appropriate measures, including but not limited to contract termination or demanding compensation for damages against Collaborators, Clients and Suppliers in the event of any breaches of the Policy and/or the anti-corruption laws and regulations in force. The contracts stipulated by MARR include specific dispositions to ensure the respect of the Policy and/or the anti-corruption laws and regulations in force and to enable the Company to take appropriate remedial action.

8. Communication and training

For staff members who are closely involved in the aforementioned activities at most risk of corruption, the Company envisages that they participate in specific training sessions on the Policy and the anti-corruption laws and regulations in force.

Newly hired staff will be told where they can obtain a copy of the Policy and will be asked to sign a declaration of commitment to respect the principles contained therein.

9. Changes and additions to the Anti-corruption Policy

The Management Body is responsible for issuing the Policy and making any subsequent changes and additions of a significant nature.

The Chief Executive Officer has the right to make any changes or additions of a formal nature to the text of this Policy.

10. Contacts

The Department responsible for monitoring the effective application of the provisions of the Anti-Corruption Policy can be reached at the following contacts:

- Email: anticorruzione@marr.it;
- Ordinary mail addressed to MARR S.p.A. – Corporate and Legal Affairs Department – Via Spagna n. 20 Rimini;
- Telephone: +39 0541 74676.