

## ANNEX 1

### Anti-Corruption Policy

#### DEFINITIONS

In addition to the definitions contained herein, the following terms will have the meanings set forth below:

**“Anti-Corruption Laws”** refers to the Italian criminal code and in particular article 2635 of the Italian Civil Code; Italian Legislative Decree 231 (“Decree 231”); the United States Foreign Corrupt Practices Act (the “FCPA”), the United Kingdom Bribery Act 2010 (the “Bribery Act”); international anti-corruption treaties such as the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the United Nations Convention against corruption.

**“Anything of Value”** means any form of benefit or advantage offered, solicited, promised, given or received to or by any person or entity, to the benefit or advantage of said person or any other person or entity, including, but not limited to: (i) cash or cash equivalents including loans, gifts or prizes; (ii) any form of deferred payment of cash or cash equivalents including but not limited to derivatives and securities, (iii) offers or promises of employment or future employment; (iv) favourable terms on a product or service including product discounts; (v) entertainment/hospitality which does not fall within the scope of the permitted payments prescribed in Section B of this Policy (including payment of travel, board and lodging, living expenses, or costs of trips or resort stays); (vi) discounted or free tickets to events.

**“Bribe/Bribery”** refers to the direct or indirect offer, solicit, promise, gift or receipt of any undue pecuniary or other advantage, whether directly or through intermediaries, to any person or entity, so that said person or entity may act or refrain from acting in accordance with their duties, or as a subsequent reward for any person or entity having acted or refrained from acting in accordance with their duties, in order to obtain or retain business or any other advantage. It does not matter whether the person who solicits, or receives the advantage is the same person as the person who is to perform or refrain from performing or has performed or refrained from performing, the function or activity concerned.

**“Facilitating Payments”** refers to payments made for the purpose of expediting or securing routine governmental actions (e.g. processing a visa, providing police protection, scheduling an inspection, obtaining ordinary standard license or business permit).

**“Public Official”** or **“PO”** is broadly defined to include: any officer or employee of any government entity, department or agency; any officer or employee of any public national or international organization or any department or agency thereof (e.g., the United Nations, Olympic Organizing Committee; World Bank; etc.);

any employee of a state or government-owned business (company or other entity); any political party or official thereof; any candidate for political office; any person acting in an official capacity on behalf of a government entity.

**“Private Party”** refers to companies, foundations, associations and other private entities, also without legal status, other than any entity that is a part of the Geox Group.

**“Recipients”** means all employees, directors and any other member of the management and control bodies of the Non Italian Companies (**“NIC”**) and of Geox S.p.A. (**“Geox”**) (**“Corporate Recipients”**) as well as consultants or other contractors and, in general, third parties (**“Third Parties”** or **“Other Recipients”**) who are respectively employed or appointed or who deal with or act on behalf of the Non-Italian Companies or of Geox.

## **ADOPTION OF AN ANTI-CORRUPTION POLICY - GEOX' COMMITMENT TO CORRUPTION PREVENTION**

Geox' Board of Directors firmly believes that its commitment to preventing corruption can play an important role in influencing its contractual relations, facilitating the gradual dissemination of ethical principles and values to an increasingly wider sphere of stakeholders.

With the adoption of this anti-corruption policy, Geox formally undertakes to:

- ❖ comply with the requirements of the UNI ISO 37001:2016 Standard in order to implement the Anti-Bribery Management System (the “Anti-Bribery Management System” or “Management System”) and so strengthen the measures to prevent and control the organization’s risks of corruption, also by integrating and coordinating with the pre-existing control systems in the Group;
- ❖ prohibit any form of corruption by adopting a zero-tolerance approach towards it, also by imposing sanctions in the case of violations of the Management System;
- ❖ comply with all national laws and current anti-corruption requirements;
- ❖ implement and keep updated a Management System in order to ensure the continuous improvement of its performance;
- ❖ encourage the reporting of suspicions in good faith, or on the basis of a reasonable and confidential belief, without fear of retaliation, through a protected reporting channel, together with rules and protections to safeguard the whistleblower;
- ❖ make this Policy public and accessible and maintain it at all levels of the Company;
- ❖ share this Policy with its recipients as defined hereafter;
- ❖ train and inform the recipients on the measures and protections adopted, on the areas for improvement and on the reporting instruments;

- ❖ appoint the Compliance Function for Corruption Prevention which is guaranteed full authority and independence.

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## **BRIBERY CRIMES AND CONFLICTS OF INTEREST**

The Bribery Crimes refer to the offering, giving, soliciting or receiving of money (or any other profit, gain or advantage) for the purpose or with the intention of influencing the recipient, who can be an individual belonging to a private company or a Public Official, who in some way acts in favour of the party which provides the bribe.

Bribes often take the form of gifts or cash payments (other forms of bribes may include various assets, privileges, entertainments and favors) in exchange for favorable treatment.

Such favourable treatments, which represent the reason for the briber, may consist, for example, in:

- the hiring of the bribed party for a relevant contract;
- the award of a public tender;
- a false deposition, favourable to the bribing party, by a witness in a trial;
- a lenient inspection report by an official.

Conflict of interest arises when personal interests interfere, or appear to interfere, with an individual's ability to perform his/her job effectively and without bias. Conflict of interest may cause serious damage to the Group, even in those cases in which they do not constitute an instance of bribery.

As an example, which is by no means exhaustive, the following are to be considered as situations causing a conflict of interest:

- exploiting one's own position to pursue one's own interests or the interests of third parties, which conflict with those of the NIC or of the Group;
- using information obtained during work-related activities to one's own advantage or to the advantage of third parties;
- holding stakes or interests in suppliers, clients or competitors,
- holding jobs or positions of any kind (Director, Auditor, Internal Auditor, Consultant) with suppliers, clients, competitors;

- presenting family members or relatives with a view to their employment.

### **AREAS AT RISK**

In relation to this type of Crimes, the following areas could be deemed to be at risk:

- (i) negotiation, execution and management of material contracts with any party (Public Officials, companies, associations, foundations, etc.);
- (ii) participation in public or private tenders;
- (iii) management of relationships - other than contractual relationships - with Public Officials (e.g. with reference to health, safety and environmental fulfilments, management of personnel, payment of taxes; inspections, etc.);
- (iv) management of disputes (lawsuits, arbitration, out-of-court proceedings);
- (v) selection of partners, brokers and consultants and negotiation, execution and management of the related contracts;
- (vi) management of sponsorships and non-profit initiatives;
- (vii) management of gift, entertainment and hospitality expenses;
- (viii) reimbursement of expenses incurred by employees;
- (ix) hiring of personnel;
- (x) definition of MBOs for NIC executives and for Geox.

#### **A. KEY STANDARDS OF BEHAVIOUR**

In conducting business with private companies as well as Public Officials the NICs, Geox and their representatives are committed to act with integrity and honesty and shall comply with all applicable laws and regulations.

Specifically, Corporate Recipients and Third Parties shall refrain from giving, promising, offering, or authorizing payment of anything of value to any third party (private citizen or Public Official) in order to obtain or retain business or to secure some other improper advantage.

The prohibition on bribery applies to the giving of anything of value: not only money. This includes providing business opportunities, favorable contracts, hospitality, gifts and entertainment, etc.

On the other hand, Corporate Recipients must ensure that every decision they take is in the interest of the Group. In this regard, Corporate Recipients must avoid situations or activities that may generate a conflict of interest, or which may jeopardise their ability to make independent judgements or decisions, and therefore their impartiality with regard to company decisions. Corporate Recipients must not solicit anything of value to any third party which might influence the recipient to award the third party any type of business advantage.

The NICs and Geox must ensure that:

- a) appropriate evidence is provided for all material relationships (e.g. administrative proceedings aiming at obtaining an authorization, a license or similar act, joint ventures with public entities) entered with Public Officials;
- b) relationships with Public Officials are managed by at least two authorized persons;
- c) any recruitment procedure is carried out solely on the basis of a real and demonstrable business need, the selection process involves at least two officers and is based on criteria of competence and professionalism while aiming to avoid conflict of interests, favoritism or nepotism; where appropriate the selection process is based on competitive bidding based on two or more quotes;
- d) management incentive plans are adopted so that they ensure that the objectives set therein are such as not to lead to abusive behaviour and are focused on a clear and measurable outcome;
- e) all Third-Party agreements are drawn up in writing specifying all the terms of the agreement and that, prior to paying the related invoices, the NIC or Geox, as the case may be, can verify the effectiveness, quality, consistency and timeliness of the performance received by the Third Party, the absence of conflicts of interest and the fulfilment of all obligations undertaken by the latter;
- f) in relation to expense reimbursements, proper documentation, including original receipts supporting the payment of the expenses or the cost incurred, needs to be submitted to the appropriate accounting department before payment and proper registration of the payment in the relevant books and records.

Furthermore, each Recipient is required (to the extent applicable):

- (i) to comply with the rules set out in Section B below in relation to gifts, entertainment and hospitality received by - or offered to - a PO, individuals belonging to a Private Party or any individual;
- (ii) to declare any conflict of interest or potential conflict of interest with the Third Party, Geox or the NIC (as the case maybe) as soon as any such conflict or potential conflict is known or suspected. Conflicts of interest include but are not limited to: (1) family members or friends who are employed or connected with the Third Party, Geox or the NIC (as the case maybe); (2) any direct or indirect financial interest in the Third Party, Geox' and/or the NIC's relationship (as the case may be) with the Third Party; (3) any personal or professional reason to believe or suspect that a Recipient would not be able to conduct their duties in the best interests of Geox or the NIC with commercial objectivity;
- (iii) prior to engaging Third Parties to act on the Geox' or NIC's behalf, to conduct appropriate due diligence on the Third Party's reputation and background and to properly manage the relevant contractual relationship as better described in Sections C and G below;
- (iv) not to engage in Facilitating Payments;
- (v) not to make any political contribution as better described in Section E below;
- (vi) to exercise caution when making a charitable donation or sponsorship on the Geox' NIC's behalf, as better described in Section F below;
- (vii) to exercise caution when making or accepting (whether directly or through an intermediary) any investments in securities, derivatives or other financial products;
- (viii) to report any knowledge or suspicion of any Bribery as soon as practicable as detailed under Section H below.

## **B. GIFTS, ENTERTAINMENT AND HOSPITALITY**

In accordance with applicable Anti-Corruption Laws, this Anti-Corruption Policy recognizes that legitimate business may involve entertainment or the giving of gifts for personal events.

This Anti-Corruption Policy is not intended to prohibit legitimate business and hospitality, to the extent that the purpose of legitimate business entertainment or hospitality is to create sound working relationships and not to gain or give an unfair advantage. Accordingly, it is never permissible to pay for (regardless of whether the recipient is in the private or public sector) or accept even modest gifts, meals, travel, lodging and entertainment if it is done as a form of corruption to gain or award an improper advantage. Hallmarks of appropriate gift-giving are when the gift is given openly and properly recorded in the Geox' or NIC's books (as the case may be).

Thus, only reasonable and *bona fide* gifts, entertainment and hospitality are allowed (e.g. travel and lodging expenses directly related to the promotion, demonstration or description of products or services, the execution or performance of a contract with a foreign government, the participation in training seminars or workshops).

Although stricter rules may apply in certain locations, the following gifts and forms of entertainment are always forbidden:

- (i) gifts or entertainment which are offered or received in order to receive something in return, or which may have, or may be seen as having, a material effect on any business transaction to be entered into by the NIC or by Geox;
- (ii) gifts or entertainment involving parties which participate in a tender or competitive bidding process where the NIC or Geox are bidding or have launched the bid;
- (iii) any gift or entertainment that is illegal or known to be forbidden by the NIC, Geox or the other party's organization;
- (iv) any gift of cash or cash equivalent (e.g. gift cards, shares and share options).

Geox and each NIC permit the payment (or acceptance by a Corporate Recipient) of certain business travel and accommodations expenses if all of the following requirements are met:

- (i) it is for legitimate business purposes;
- (ii) it is reasonable, not lavish, given the guest's level or seniority;
- (iii) attendance at business activities is mandatory or necessary;

(iv) it is for the individual conducting business only (no friends or family members may be paid for by Geox or the NIC or any third party acting on behalf of Geox or the NIC); and

(v) no side trips are planned.

This is a general guideline and more specific rules are provided by the Group's internal guidelines and instructions and in local policies adopted by each NIC and by Geox, where applicable, on corporate gifts.

## **C. THIRD PARTIES**

Anti-Corruption Laws prohibit any Bribe through intermediaries.

An entity may not make payments to a third party when it knows, or has reason to believe, that such payment will be passed on to another to improperly influence the decision-making authority of that individual. Simply put, neither the NIC, nor Geox nor its employees may use an agent or third party to make any payment neither the NIC nor Geox nor their employees could not make directly.

Moreover, the NIC and Geox will not avoid liability by simply ignoring facts that suggest a prohibited payment has been or may be made. Knowledge includes conscious disregard and deliberate ignorance of facts which indicate a high probability that the prohibited payment will occur.

This Anti-Corruption Policy is intended to help Corporate Recipients in understanding their obligations and provides guidance aimed at preventing this type of indirect bribery.

### **C.1 - DUE DILIGENCE PROCEDURES**

Whenever a NIC or Geox engage in business activities through a joint venture or intend to engage or retain a consultant, agent, contractor or other independent Third Party in connection with any business, a review of the Third Party shall be conducted, depending on the relevance of the business, in order to determine its reputation, beneficial ownership, professional capability and experience, financial standing and credibility and its compliance with applicable Anti-Corruption Laws or similar applicable legislation in the countries in which it operates or will operate on behalf of any of the Group's companies.

The precise mechanisms and procedures to be adopted when conducting due diligence shall be established by the instruments implemented for screening counterparties and by the Group's internal guidelines and instructions and in the local policies adopted by each NIC and Geox, where applicable. However, at least, all due diligence investigations conducted by the NIC or Geox (as the case may be) shall include an analysis of potential "red flag" issues before entering any kind of business relationship.

The following represent examples of red flags which may require further or enhanced due diligence, or may represent sufficient information to determine that the relationship should not move forward:

- insufficient, false, or inconsistent information provided by the Third Party or apparent attempts to conceal a beneficial owner's identity;
- transactions or requests that are not consistent with the business activities of the Third Party, for example requests for payments to a high-risk jurisdiction with no connection to the person (e.g. jurisdiction with strict

bank secrecy laws, weak anti-money laundering controls or where crime/corruption is widespread). For these purposes, high risk jurisdictions shall be evaluated taking into account international indexes such as the Transparency International Corruption Perceptions Index;

- a request to structure a transaction to evade normal record keeping and/or reporting requirements or to structure it in a way that appears to have no legitimate business purpose, for example increasing prices or paying funds under cover of a side letter;
- use of consultants or other third parties who are closely connected with the government or a political party, or have been specifically appointed by a public official or a client;
- requests for unusually large commissions, retainers, or other fees or requests for payments in cash;
- Third Parties who lack apparent qualifications, experience or resources;
- refusal by Third Party to sign a contract;
- refusal by Third Party to abide by this Policy and/or other internal procedures adopted by the Group.

## **C.2 - CONTRACT PROCEDURES**

All fees and expenses paid to Third Parties must represent appropriate and justifiable remuneration, which is commercially reasonable under the circumstances and for legitimate services rendered by the Third Party.

Contracts which require the disbursement of funds by the NIC or Geox (as the case may be) shall require that funds shall be transferred only to the designated recipient and that, in the event that a bank account is used for the payment, said account must be located in the jurisdiction where the relevant business services are to be performed unless the Company determines that payment in another jurisdiction does not violate local law and that a valid business reason for payment in another jurisdiction exists.

Accurate financial records of all payments must be kept.

Relationships that NICs and Geox engaged with Third Parties should be duly documented.

#### **D. FACILITATING PAYMENTS**

Although there is a narrow exception for Facilitating Payments under the FCPA, such payments are prohibited under the 231 Decree, the Bribery Act and the laws of many other countries.

Therefore, in order to ensure compliance with all applicable anti-bribery laws, Geox and each NIC prohibit any kind of Facilitating Payment.

## **E. POLITICAL CONTRIBUTIONS**

Financial or other support given to political parties or political campaigns on behalf of the NIC or Geox could be perceived as an attempt to gain an improper business advantage.

Corporate Recipients may not give any political contribution to parties or campaigns on behalf of the NIC or Geox.

Political contributions can include without limitation:

- (i) monetary items;
- (ii) non-monetary items (such as loaned or donated equipment, free technology services, or a donation of an employee's time); and/or
- (iii) use of corporate resources (such as: facilities, email, stationery, personnel time).

This rule does not prohibit a Corporate Recipient from exercising his/her personal right to participate in political and democratic processes.

## **F. CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS**

While donations to charitable organizations ordinarily are regarded as good corporate practice, those made to organizations in which government officials possess a role, such as trustee, cause concerns under anti-corruption laws.

In fact, charitable donations can in some circumstances be used as a disguise for Bribery, for example where a donation is provided to a charity which is controlled by a foreign public official who is in a position to make decisions affecting the NIC or Geox.

For instance, the FCPA and the U.S. authorities have taken the position that a donation made to a charity associated with a government official is considered a benefit for that official.

Therefore, although community support and donations can be made, Corporate Recipients must be careful to ensure, through due diligence and transparency, that charitable contributions do not constitute or give the appearance of Bribery or conflicts of interest.

In particular, such charitable donations or contributions, when made on behalf of Geox or the NIC, must comply with the following minimum standards:

- (i) all contributions must be made within the approved budget;
- (ii) contributions must only be made in favour of entities that are reliable and with outstanding reputations for honesty and correct business practices;
- (iii) an appropriate authorization matrix with appropriate approval levels should be established for each NIC relating to charitable donation or contributions and the request for charitable donation or contribution shall include: (a) an adequate description of the nature and purposes of the individual contribution, (b) due diligence on the beneficiary entity, and (c) verification of the legitimacy of the contribution according to the applicable laws;
- (iv) upon approval, payments to the beneficiary entity must be made exclusively on the account registered in the name of the beneficiary entity; and
- (v) contributions must be properly and transparently recorded in the NIC's or Geox' (as the case may be) books and registers.

This rule does not prohibit a Corporate Recipient from exercising his/her personal right to make charitable donations from their own resources, providing this does not give rise to any actual or apparent conflict of interest or appearance of impropriety for the NIC or Geox and is not done in an effort to obtain or retain some improper business advantage.

Similar to charitable donations, sponsorship activities may also raise anti-corruption issues and, therefore, must comply with the following minimum standards:

- (i) all sponsorships activities shall be carried out within the approved budget;
- (ii) partners under sponsorship agreements must only be reliable entities or individuals with an outstanding reputation for honesty and correct business practices;
- (iii) an appropriate authorization matrix with appropriate approval levels should be established for each NIC and Geox relating to sponsorships and the request for sponsorship shall include: (a) an adequate description of the nature and purposes of the sponsorship, (b) a due diligence review on the potential partner or recipient of the sponsorship contract, and (c) verification of the legitimacy of the initiative under applicable laws;
- (iv) the sponsorship contract must be drawn up in writing and must include:
  - (i) a declaration by the counterparty that the amount paid by the NIC or Geox (as the case may be) will be used exclusively as a consideration for the service rendered by the counterparty, and that these sums will never be given to a PO, individuals or Private Party for corrupt purposes or transferred, directly or indirectly, to members or corporate bodies, directors or employees of the NIC or Geox (as the case may be);
  - (ii) a declaration by the counterparty that, as of the signing of the agreement 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 may become POs;
  - (iii) the currency and the amount paid pursuant to the sponsorship agreement;
  - (iv) the terms for invoicing (or payment methods) and the conditions of payment, taking into account that these payments may exclusively be made to the counterparty and in the counterparty's country of incorporation, exclusively to the counterparty's registered account, as indicated in the contract, and never to numbered accounts or in cash;
  - (v) the counterparty's commitment to comply with the applicable laws, the Anti-Corruption Laws and the anti-corruption provisions of the relevant sponsorship agreement;
- (v) sponsorships must be properly and transparently recorded in the NIC's or Geox' (as the case may be) books and registers.

More precise rules shall be determined by the Group's internal guidelines and instructions and local policies adopted by each NIC, where applicable, on corporate gifts and benefits.

## **G. TRAINING AND COMMUNICATION TO RECIPIENTS**

Geox and each NIC will arrange compulsory training sessions to be conducted periodically for all Corporate Recipients (including new employees) on:

- (i) the applicable Anti-Corruption Laws and the importance of compliance with those laws and the potential penalties in the event of their violation;
- (ii) the contents of this Policy and related internal policies and procedures of the NIC in force from time-to-time.

The training should provide practical examples of how corruption may be relevant to Corporate Recipients and should include information about how to escalate concerns, how to deal with suspected or reported Bribery, instructions for the recognition of “red flags”, how to avoid questionable actions in compliance with this Policy, and how to conduct proper due diligence on a Third Party.

Geox and each NIC may evaluate – with the support of Geox’ Human Resources – the need to provide specific and more frequent training sessions for Corporate Recipients who are likely to have, or supervise an individual who has, significant contact with a PO or a Private Party in connection with his/her work, or who have the power to execute contracts with Third Parties on behalf of the NIC or Geox.

Geox’ Human Resources is responsible for:

- (i) planning and delivering the training session with the support of the internal compliance function of each NIC and of Geox itself;
- (ii) ensuring that each Corporate Recipient regularly attends training sessions; and
- (iii) collecting attendance registration and copies of training materials and training dates.

The principles and contents of this Policy which are applicable to Third Parties are brought to their attention through proper contractual documentation which shall provide for standard clauses that, based on the activity regulated by the contract, shall bind the counterpart to comply with this Policy’s standards of behaviour that are directly applicable to them.

## **H. REPORTING SYSTEM**

This Anti-Corruption Policy aims, among other things, to encourage the reporting of suspects in good faith, or on the basis of a reasonable and confidential belief, without fear of retaliation

### **H.1 THE REPORTING SYSTEMS OF THE NIC**

With regard to the NIC, any doubts concerning the interpretation and/or the application of this Policy shall be reported by each Corporate Recipient to the Compliance Function for Corruption Prevention before acting and by any Other Recipient to the competent contract manager via the communication channels foreseen in the relevant contract.

When in doubt about a payment or Third-Party relationship, each Corporate Recipient shall consult with the Compliance Function for Corruption Prevention before acting using the aforementioned e-mail address.

Each Corporate Recipient shall also report to the Compliance Function for Corruption Prevention:

- (i) any improper or suspicious activities or payments other than expenses that are in compliance with this Anti-Corruption Policy;
- (ii) any direct or indirect request by a Public Official, Private Party or any other person for Anything of Value;
- (iii) any suspected violation of this Policy or related procedures.

The following is a non-exhaustive list of possible “red flags” that a Corporate Recipient may be breaching the Anti-Corruption Policy by accepting or paying Bribes and/or of an employee who may be at a high risk of doing so:

- a relaxed attitude to compliance and procedure;
- a high success rate posted by an employee who operates in high-risk markets with a reputation for corruption;
- a Corporate Recipient who is known for regularly offering and/or accepting inappropriate gifts or enjoying lavish entertainment;
- an employee with an unusually close relationship with a supplier;
- an employee who is overly protective of his/her relationship with a supplier and objects to others making contact;
- an employee who appears to be living an extravagant lifestyle beyond the scope of his/her NIC salary with no known explanation;

- a Corporate Recipient who is known to have a gambling addiction;
- a Corporate Recipient with a reputation for acting in his/her own interests, or for instructing subordinates to bend, break, or ignore rules and procedure to benefit a particular contractor;
- an employee who shows a tendency to seek involvement in areas in which she/he is normally not involved (this type of behaviour risks circumventing the checks and balances incorporated within the approval process);
- a tendency to assert authority or make decisions in areas for which the Corporate Recipient is not responsible (this type of behaviour risks circumventing the checks and balances incorporated within the approval process); and/or
- an inclination to tolerate and make excuses for deficiencies in a Third Party's products or services, such as poor quality, late deliveries, or high prices.

The way in which these issues should be dealt with will depend on the circumstances themselves but, in general terms, it may be appropriate to consider: (1) the re-allocation of a supplier, business relationship or market to another employee; (2) the provision of additional training; and/or (3) the escalation of the matter to the legal department for further review and/or compliance monitoring.

Any Corporate Recipient should always seek advice before taking any such steps on their own and should not disclose their suspicions (or any reports of suspicions) to the employee in question or to any other employee before a course of action has been determined.

When contacted by the Compliance Function for Corruption Prevention, each Recipient shall be obliged to cooperate with investigations relating to the alleged misconduct. Failure to cooperate and provide honest, truthful information could result in disciplinary action.

Geox S.p.A. and any other company belonging to the Group will not tolerate retaliation against anyone who, in good faith, reports a concern or cooperates with an investigation. Managers or other employees who retaliate against any other employee will be subject to disciplinary action, up to and including termination for cause, in accordance with applicable laws. Any suspected retaliation should be reported immediately.

Any report made to the Compliance Function for Corruption Prevention in accordance with this Section may be also made by using the following email: [Compliance.Officer@geox.com](mailto:Compliance.Officer@geox.com).

The NIC shall take any proper measure to grant confidentiality.

## **H.2 THE REPORTING SYSTEMS OF GEOX**

With regard to Geox, the Company Recipients are encouraged to report suspects in good faith, or on the basis of a reasonable and confidential belief, without fear of retaliation through the whistleblowing system developed by Geox in accordance with the Law of 20 November 2017, n. 179 and aimed at facilitating reporting and protecting the whistleblower. The whistleblowing system is better described in chapter 4.4 of the organization, management and control model of Geox and this section makes full reference to it.

The report can be forwarded through the following communication channels:

- through a web platform which can be accessed by connecting to the following link on the corporate website Geox: [Ethics Helpline - Geox.biz](#) (this channel guarantees anonymity);
- in person, by contacting the person in charge of his / her function or, alternatively, the Company's Internal Audit Manager;
- in writing, sending a registered letter with return receipt to Geox S.p.A. address, via Feltrina Centro 16, Biadene di Montebelluna (TV) addressed to the Internal Audit Manager;
- by e-mail, to the following e-mail address [internalaudit@geox.com](mailto:internalaudit@geox.com).

Any reports that reach Internal Audit (through one of the channels envisaged) must be promptly shared with the Anti-corruption Function for matters relating to corruption.

## **I. DISCIPLINARY MEASURES AND CONTRACTUAL REMEDIES**

Violations of anti-corruption laws can lead to criminal, civil and regulatory penalties, including fines and jail, as well as damage to the Group's reputation.

Deviations or non-compliance with this Policy by any Corporate Recipient may result in disciplinary actions up to and including termination for cause, in compliance with applicable laws.

Geox and each NIC will take appropriate measures, including but not limited to contract termination, against Third Parties whose actions are found to violate the Anti-Corruption Laws or this Anti-Corruption Policy.

## **J. THE COMPLIANCE FUNCTION FOR CORRUPTION PREVENTION**

As envisaged in the Anti-Bribery Management System Manual for the Prevention of Corruption 37001, the person required to perform the Compliance Function for Corruption Prevention is appointed by the Board of Directors of Geox.

In line with the requirements of the ISO 37001: 2016 standard, the Compliance Function for Corruption Prevention has been entrusted to a collegial body, composed by the General Counsel and the Internal Audit Manager of Geox.

All functions managers are notified of the appointment of the Function, or any subsequent change in the composition and appointment of members, through appropriate disclosure.

The Compliance Function for Corruption Prevention has the responsibilities and authority of:

- supervising the company's design and implementation of the Anti-Bribery Management System;
- provide advice and guidance for staff on the Anti-Bribery Management System and on issues related to corruption in general;
- ensure that the Anti-Bribery Management System complies with the requirements of the UNI ISO 37001: 2016 Standard;
- report on the performance of the Anti-Bribery Management System to the Chief Executive Officer and to the Board of Directors.

The Compliance Function for Corruption Prevention has adequate resources and has been assigned to persons who have adequate competence, the authority and the independence to cover that role.

The Compliance Function for Corruption Prevention is in direct contact with Geox' Board of Directors in the event that any problems or concerns are raised in connection with corruption or the Anti-Bribery Management System.