

1. Introduction

hGears is a multinational Group of companies operating in several countries under different jurisdictions. hGears must comply with all laws and regulations on the subject of extortion and anti-bribery applicable in different contexts. hGears has a zero-tolerance approach towards corrupt practices and this Anti-Bribery Policy reflects the Group's commitment to business ethics and to the highest levels of integrity worldwide.

This Policy is based on the principles of ethics, transparency, uprightness and professionalism underpinning hGears Code of Ethics and aims to continually improve hGears Employees' awareness concerning corruption phenomena and any other kind of fraudulent behaviour.

This Policy consists of a series of rules of conduct with the purpose to prevent unlawful behaviour in activities with the highest corruption risk, either when liaising with public authorities or with private entities.

2. Policy Recipients

This Policy applies to C-Level executives, corporate officers, board members, employees and other partners of the Group's companies which, in any capacity, operate on behalf of hGears in the various countries. It is mandatory for the recipients of this Policy to be aware of the rules described in the Policy, to verify the anti-bribery provisions applicable in the country in which they operate and to abide therewith, taking into account that, in case of stricter local anti-bribery laws or regulations, the latter shall take precedence over this Policy.

3. Rules of conduct

Bribery consists in giving, offering, promising, receiving, accepting, requesting or soliciting, directly or indirectly, tangible and intangible benefits for private gain related to business activities. "Bribery" is defined as any kind of abuse of one's or others' official position and power to obtain undue advantage, for oneself or for others.

3.1 Business relations with customers and suppliers

In any transaction involving the sale or purchase of goods and services, hGears undertakes to observe the principles of loyalty, fairness, impartiality, non-discrimination, respect and mutual trust.

- Recipients must strictly comply with corporate laws, policies and procedures in any economic transaction. They must never be involved in the receipt, laundering and use of benefits deriving from criminal activities in any form or manner.
- hGears' business relationships with customers are based on mutual respect and on ethics and integrity. As a consequence, the group's business conduct must observe the aforementioned principles.
- hGears selects suppliers according to quality, integrity, reliability and convenience principles. Confirmation or suspicion of corruption will lead to a contract signature suspension or contract renewal suspension.

3.2 Gifts and hospitality

- Employees are allowed, under certain circumstances and in order to build good business relationships, to exchange gifts of modest value, offer lunches, dinners and invitations to events, without influencing the involved persons in any way.

- Recipients are strictly forbidden from offering or accepting, even in the event of festivities, for themselves or others, gifts, hospitality, entertainment and any other tangible or intangible asset of excessive value.
- Recipients must not accept or offer unofficial or untraced benefits or payments for the supply of goods and services.

3.3 Public Authorities and Judicial Authorities

Relationships with Public and Judicial Authorities must be based on the utmost transparency, clarity and fairness, in compliance with the law.

It is strictly prohibited to:

- promise or offer, directly or indirectly, money or gifts of any kind or other benefits to managers, officers or employees of Public Authorities, Judicial Authorities or to their relatives;
- promote employment and/or business opportunities that may benefit Public Officers and/or Public Service Officers and their relatives;
- solicit, obtain and/or exchange confidential information that may compromise the integrity and reputation of the parties.

hGears collaborates with the representatives of Judicial Authorities, law enforcement agencies and any public officer with inspection powers by not obstructing the proper administration of justice.

3.4 Sponsorships and donations

- Monetary sponsorships and product gifts must be approved in accordance with internal procedures and the purposes and recipients thereof must be identified clearly and transparently.
- Any charitable donation or sponsorship which may be granted with the intention, whether real or perceived, of influencing a decision in order to obtain a business advantage or financial gain is strictly forbidden.
- It is strictly prohibited to give contributions to political parties, or to any other entity, organisation or individual for political purposes.

3.5 Correctness of the Group's accounting

- The Group's accounting and administrative documents must be accurate, truthful and complete and must comply with specific legislation and generally accepted Accounting Standards. To this purpose, Employees are expected to be honest, impartial and loyal in their bookkeeping.
- Any secret, unregistered or undeclared transactions are forbidden.
- hGears Employees must not adopt fraudulent measures to induce, force, manipulate or deceive the Group's external auditors.

4. Breach reporting

Any person convinced to have been witness to behaviours in breach of the law, of the Group's principles or of this Policy should report immediately the issue, also anonymously, by informing the local Head of Human Resources or Group Human Resources, through the official communication channels.

5. Dissemination

hGears Human Resources Department promotes targeted training and awareness-raising programmes for all employees in order to strengthen and enhance the company corporate culture concerning the awareness and understanding of anti-bribery laws and the content of this Policy.

6. Disciplinary system

hGears severely punishes corrupt practices.

Compliance with this Policy rules must be considered an essential part of the contractual obligation of all hGears employees. In case of breach thereof, the employee shall be subject to disciplinary action and to any other legal action required to safeguard hGears' legal compliance, interests and reputation.

The same measures will be adopted for business partners and third parties working on behalf of the Group.

		
Pierluca Sartorello	Daniel Basok	Gianluca Bordin
CEO	CFO	Group HR Director