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COMPLIANCE PROGRAMME FOR FOREIGN SUBSIDIARIES

*(Approved by the Board of Directors of Progetti Europa & Global S.p.A.
in June 25, 2020)*



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ANNEX 1 - METHODS FOR THE COMMISSION OF OFFENCES



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INTRODUCTION

Progetti Europa & Global S.p.A. (hereinafter “*PEG*”) is an Italian company established in 1998 by the current Management with the aim of obtaining an industrial organisation capable of providing management and integrated services in the sectors of industrial projects and information systems.

PEG is a flexible and multidisciplinary company running its business in various sectors of both civil and industrial engineering, as well as in the management of Global Service activities. In particular, PEG works in the following sectors:

- Engineering, Procurement and Construction (EPC) and Project Management Consultancy (PMC) of plants for the oil and gas sector;
- Engineering and Project Management Consultancy (PMC) of civil plants and infrastructure.

PEG also operates worldwide through foreign subsidiary companies or its own foreign branches.

In this context, PEG has always paid attention to ethical aspects in the pursuit of its mission, making honesty, transparency, fairness, good faith, and legality the inspiring principles and conditions necessary for the performance of its business.

PEG requires its staff and all those who work for it, both in Italy and abroad, to act in compliance with applicable law, both Italian and foreign law, as well as with the principles and rules of corporate governance and the highest standards and best international practices.

Through this Compliance Programme for foreign subsidiary companies, including its foreign branches (hereinafter “*CP*”), PEG wants to define standard principles of conduct and control to comply with in the performance of all corporate activities and in particular in the processes considered most at risk of committing offences generally applicable in the international community, with the aim of defining a shared and coherent system against possible illegal conduct and aimed at preventing corporate liability, in the countries where it is foreseen.

The law of many foreign countries promotes the adoption of corporate governance tools and risk prevention systems aimed at preventing the commission of offences, in some cases providing for an exemption from or mitigation of the penalties applicable if preventative measures are adopted.

This CP is inspired by the highest international standards, laws and regulations, as well as the “Organisation, management and control model” adopted by PEG in accordance with Italian Legislative Decree 231/2001 which governs entities liability regime in Italy in relation to the commission of offences, on behalf of and in the interests of those entities themselves.

This CP supplements the ethical principles and values contained in the Code of Ethics adopted by the PEG Group, as well as the governance systems and any additional compliance rules and procedures adopted locally by foreign subsidiaries and branches.

1. SCOPE OF APPLICATION

This CP applies to all PEG’s foreign subsidiary companies and branches (hereinafter “*FS*”).

To be more exact, the CP applies to the following entities:

- the governing and control bodies;
- management, employees and contractors;



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- consultants, business partners, suppliers;
- any other public or private entity that, for whatever reason, directly or indirectly, establishes relationships or in any case operates in the interest of the FS.

The entities mentioned above (hereinafter the “*Recipients*”) will adapt their actions and behaviour to the principles and rules contained in this CP in compliance with applicable laws and regulations.

The provisions contained in this CP are supplemented by the following:

- the principles contained in the PEG Code of Ethics;
- the corporate governance systems adopted by the FS in compliance with current local laws and regulations and international best practices;
- the control systems adopted by the FS;
- any more restrictive compliance systems or rules, procedures and policies adopted locally by the FS, in compliance with the local laws and regulations in force.

Each FS, in the implementation of this CP, must duly consider the cultural, political and economic characteristics of the country in which it operates.

In the event of a conflict between the CP and any internal policies and procedures adopted by the FS, the provisions contained in the CP shall prevail over these internal policies and procedures. In the event of a conflict between the CP and the applicable local laws and regulations, the latter shall prevail over the provisions of the CP.

2. PEG’S INTERNAL CONTROL SYSTEM

PEG’s internal control system consists of the combination of rules, procedures and organisational structures that aim to ensure compliance with corporate strategies and the correct and good performance of the company, as well as to provide reasonable reliance on achieving the following objectives:

- the effectiveness and efficiency of business processes;
- the reliability of the information system aimed primarily at guaranteeing the reliability and integrity of the accounting and economic-financial documentation to be sent externally;
- the protection of company assets;
- the compliance with current legislation and company regulations and procedures.

This system is based on the following qualifying principles and elements:

- the Code of Ethics;
- an organisational structure formalised in the conferral of powers and responsibilities;
- the segregation of duties and functions;
- the development of policies and operating procedures aimed at ensuring the correct performance of company activities, with particular regard to the activities deemed most at risk of criminal offences;
- the IT systems directed towards the segregation of functions and ensuring adequate protection of the information and data contained therein, as well as the tools used;



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- the control and reporting system;
- the organisational powers and authorised signatories in accordance with the duties assigned and the roles and responsibilities entrusted;
- the internal communication system and staff training.

The internal control system involves each sector of the company activity, the various roles of Management, the Governing Bodies, as well as the rest of PEG's internal divisions/departments and staff.

3. AIM OF THE COMPLIANCE PROGRAMME AND GUIDING PRINCIPLES

The function of this CP is to prepare a shared and coherent system of standard principles of conduct and control for the FS to be observed in the performance of their company activities, in order to prevent illegal conduct in the countries in which the service is provided and/or corporate liability in relation to the commission of offences, as better indicated in the following § 11.

The choice of the CP's adoption is part of the broader corporate policy pursued by PEG Group, aiming to sensitise all those who operate on behalf and/or in the interest of the Group, or who in any case have business relationships with the same, with regard to complying with current law and regulations and observing the principles of sound and transparent management, as well as ethics in conducting business and in the pursuit of the corporate purpose.

The standard principles of conduct and control contained in the CP intend to make Recipients acquire full awareness that certain behaviours are totally unacceptable, firmly condemned and against interests of the FS and PEG Group.

4. STRUCTURE OF THE COMPLIANCE PROGRAMME

This CP is composed of the following sections:

- scope of application, with reference to its recipients;
- PEG's internal control system, with reference to the principles and elements qualifying such system;
- aims of the Compliance Programme and guiding principles;
- structure of the Compliance Programme;
- adoption and effective implementation of the Compliance Programme;
- staff training and communication;
- reporting system within the FS;
- disciplinary actions and contractual measures suitable for sanctioning a failure to comply with the provisions contained in the CP;
- FS control principles;
- types of offences generally applicable in the international context;
- processes at risk, referring to such applicable offences, the principles of conduct and the procedures to be observed in the performance of business activities.



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- The CP also provides for in its Annex 1, by way of example, the methods of committing these offences.

5. ADOPTION AND EFFECTIVE IMPLEMENTATION OF THE COMPLIANCE PROGRAMME

This CP was adopted by resolution of PEG's Board of Directors in June 25, 2020.

Each FS is required to adopt the CP by resolution of its Governing Body.

PEG commits itself for a continuous updating of the CP, with the aim of ensuring its continuous adequacy and suitability to prevent the commission of illegal conduct and offences, as indicated in § 11 below.

Any changes and additions to the CP will be approved by a resolution of PEG's Board of Directors and subsequently endorsed by a resolution of the Governing Body of each FS.

Each FS is responsible for the effective implementation of the CP through the analysis and evaluation of the actions necessary to implement it, in accordance with the context in which it operates, the complexity of the business activities and locally applicable laws and regulations. In particular, each FS must fully implement the contents of the CP and identify, in addition to the processes at risk and the related standard principles as identified in § 11 below, any further specific areas at risk and principles to be observed in carrying out the specific business activities.

Each FS must manage the performance of subsequent control and monitoring activities, tending to the constant and effective application of company procedures, policies and internal controls.

The FS will be required to report to PEG's Board of Directors any changes and/or additions to the CP before their implementation.

In order to ensure the CP's effective implementation and supervision, each FS will have to identify a structure/body with the task of:

- guaranteeing the CP's effective implementation and providing support in such activity;
- receiving information flows on the application of the CP;
- carrying out checks and monitoring relating to the CP.

6. STAFF TRAINING AND COMMUNICATION

In order to ensure the effectiveness of this CP, each FS must ensure, both to the personnel already working in the company and to those who will be hired in the future, a depth of awareness of the FS's principles and rules of conduct, varying according to the recipients' role, the level of risk in their operational area, the individuals' performance of powers of representation and the conferral of any powers.

Specific training sessions and communications on anti-corruption issues (including situations that may generate conflicts of interest) must also be periodically guaranteed to each FS's Human Resources department, with particular regard to the identification of the related risks in the context of the work carried out.



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The training activities will be planned by the Foreign Subsidiaries' Human Resources departments, together with the managers of the departments involved in the CP's implementation, with the support of the parent company's Human Resources department.

All third parties such as consultants, suppliers and commercial partners (hereinafter "*Third Parties*") who have contractual relations with the FS must be informed about the adoption of this CP and the procedures and policies related to it and any compliance programmes adopted locally. These individuals are asked to be aware of the provisions contained in the aforementioned documents and be formally committed to respect them, as better specified in the following § 9.

Specific communication activities related to anti-corruption must also be provided for these individuals.

7. REPORTING SYSTEM

In the event of clarifications and/or information regarding the application of this CP, the Recipients must contact the structure/Body appointed within each FS, by writing to the e-mail address that will be made available locally.

Furthermore, all Recipients are required to immediately report any violations, even alleged, of this CP and the relative internal procedures and policies to the aforementioned structure/body. The reports and related preliminary activities will be managed respecting the dignity and confidentiality of the reporting parties, in compliance with local laws and regulations.

No form of grievance or discriminatory measure is tolerated against those who make a report in good faith. Individuals who have voiced grievances or applied discriminatory measures will be subject to disciplinary action or termination of the employment relationship, in accordance with applicable local laws and regulations.

Reports may also be made through the whistle-blowing management system adopted at each FS.

All reports relating to violations of this CP must also be communicated to PEG's Board of Directors.

8. DISCIPLINARY ACTIONS AND CONTRACTUAL MEASURES

The effectiveness of the CP is also linked to the adequacy of the sanctioning system to be adopted for violations of the rules of conduct and, in general, of the internal procedures and regulations.

In the event of violations of the principles and rules contained in this CP, the resulting penalties will be imposed by the competent function within each FS, according to the disciplinary system in force locally.

The assessment of any liability deriving from the violation of the CP and the application of the related sanctions will be carried out in accordance with applicable laws and regulations and any more restrictive compliance programmes adopted locally respecting the dignity of the parties involved.

The application of any sanctions must be promptly communicated to PEG's Human Resources department.

Adequate measures must also be provided (e.g. provision of specific contractual clauses that allow the contract to be terminated) to sanction any violation of the rules contained in this CP by Third Parties (such as, for example, consultants, suppliers, partners, etc.).



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9. THE CONTROL PRINCIPLES FOR FOREIGN SUBSIDIARIES

The internal control system of each FS, in line with PEG's control system (see § 2), is based on the qualifying elements shown below.

All company procedures and policies must guarantee the performance of corporate activities in line with the laws, regulations and inspiring principles of the PEG Group's activity, with particular regard to the activities deemed most likely to be at risk of the commission of offences. The corporate structure must be consistent with the FS corporate governance guidelines.

a. Segregation of duties and definition of roles

The authorisation levels, the delegations and the powers of attorney must guarantee the conferral of responsibility, as well as the segregation of duties, so that there is no single individual who makes and authorises the decisions, who implements such decisions and gives evidence of the same (also in accounting terms), and who carries out controls required by law and company procedures on such business activities. IT systems must be oriented towards segregation of functions and accesses.

b. Authorised signatories and levels of authorisation

The organisational powers and authorised signatories must be assigned in accordance with the duties and in line with the roles and responsibilities entrusted and must be defined by formal provisions.

c. Transparency and traceability of information and data

The transparency and traceability of information and data must always be guaranteed in order to make an activity or process reliable, traceable and measurable. The financial, accountancy and managerial evidence and any other communication must meet the requirements of completeness, truthfulness and accuracy. External communication is based on respect for the right to information.

d. Management of relations with Third Parties - Due diligence

- Before establishing any relationships with Third Parties, it is necessary to carry out adequate due diligence in order to verify their reputation, commercial and professional reliability, the legitimacy of their activities, as well as assess their level of risk, with particular regard to the risks of corruption, money laundering and terrorism financing. This due diligence based on risk assessment must be carried out taking into consideration the following elements:
 - whether the Third Party is a public official (including entities that are owned or controlled by a government official) or has relations with public officials in the performance of contractual services;
 - the country in which the Third Party operates and the country where the contractual services must be carried out;
 - the sector of activity, the value of the contract and the nature of the related services.

All due diligence activities conducted by the FS must include an analysis of the potential "*red flags*" before the establishment of any commercial relationship. Any red flags that emerge during the due diligence will have to be resolved or mitigated. By way of example, the following cases must be considered red flags:



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- the Third Party operates in a country considered at risk according to the International Indices (e.g. *Transparency International Corruption Perceptions Index*) or considered “*non-cooperative*” according to the International List (e.g. FATF *Financial Action Task Force* Black list) in relation to the global fight against terrorist financing and money-laundering;
 - corruption proceedings against the Third Party;
 - the Third Party is a public official (including entities that are owned or controlled by a government official) or has relations or connections with public officials in the performance of contractual services;
 - the Third Party is a politically exposed person;
 - insufficient, false or inconsistent information provided by the Third Party or apparent attempts to conceal the identity of the person placed at the top of the chain of control (the beneficial ownership);
 - requests for payment of commissions or other forms of unusual remuneration or requests for cash payments;
 - the Third Party’s refusal to commit to comply with this CP, any compliance programmes and procedures the FS has adopted locally.
- A constant audit and monitoring activity must be provided for during the course of the contractual relationship with the Third Party.
- The appropriate measures must be enforced in the event that, during the contractual relationship, a red flag emerges or the entity does not retain the requirements possessed and assessed during the due diligence phase.

All due diligence activities must be traced and stored within the FS.

The rules for conducting due diligence are governed by internal operating procedures and instructions adopted by the FS, also at Group level.

e. Contractual relationships with Third Parties

All contracts with Third Parties must be put into writing and contain a standard clause that requires the Third Party to comply with the applicable anti-Bribery and Corruption clause (hereinafter “*ABC Clause*”), as well as this CP and the policies and procedures adopted locally in order to prevent corruption.

Considering existing commercial relationships and the nature of the contract, the contract shall include an audit right on the activities carried out by the Third Party.

Lastly, this clause must provide for the Third Party to comply with the principles and values contained in PEG Code of Ethics.

f. Conflict of interest

The implementation of measures, also set up at Group level, to prevent phenomena that give rise to a conflict of interest must be guaranteed, meaning for the latter all situations in which a stakeholder (employee, contractor, consultant and other individuals who act on behalf of PEG) pursues an interest contrary to the interests of the FS and PEG Group, as indicated in the PEG Code of Ethics.



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As regards human resources, these measures must be envisaged both during the personnel selection phase and subsequently throughout the duration of the relationship with the FS.

All sorts of conflicts of interest that may arise in the context of relations with the FS must be monitored and recorded.

10. TYPES OF OFFENCE

The offences considered under the CP are the following:

- Bribery Offences
- Other Offences against Public Authorities
- Accounting Fraud
- Money Laundering and Terrorism Financing
- Health and Safety Offences
- Cyber Crimes
- Environmental Offences
- Offences against Individuals.

The methods of committing these offences are detailed, by way of example, in Annex 1 to this CP.

Each FS, as part of the implementation of the CP, is required to:

- carry out a specific risk assessment activity on its business processes in order to identify, taking into account the complexity of its organisational structure, the specific risk profiles of commission of the offences from which corporate liability may derive, according to the applicable local laws and regulations;
- verify any need for integration and/or change to the standard principles of conduct and control stated in this CP aimed at reducing the risks of committing offences and ensuring the correct and transparent conduct of the business.

All Recipients, in the course of carrying out their activities, must observe:

- shareholder values and policies;
- the resolutions of the Governing Body;
- the service provisions issued by the responsible business unit;
- the principles and rules of the PEG Code of Ethics;
- the rules contained in this CP;
- the compliance programmes, rules, organisational procedures and policies adopted locally by each FS;
- applicable laws and regulations.

All Recipients, in the context of carrying out their activities, must refrain from conduct that may integrate the types of offence considered, as well as that may be in violation of the principles of conduct and control contained in this CP.



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11. PROCESSES AT RISK

11.1 BRIBERY OFFENCES

Bribery offences consist of giving, promising, requesting or receiving money or other benefits to influence the recipient (government or public official or businessperson) in order to obtain a commercial advantage.

Bribery often consists of an offer of money or other benefits (e.g. gifts, entertainment).

Bribery includes facilitation payments which are unofficial payments made to public officials in order to secure or speed up routine government procedures or actions (hereinafter "*Facilitation payments*").

The PEG Group prohibits any type of facilitation payment to guarantee compliance with all applicable anti-corruption laws and regulations in the various foreign countries.

For further details, see the methods of committing these offences specified, by way of example, in Annex 1 to this CP.

Processes at risk

The business processes potentially exposed to the risk of corruption are as follows:

- management of institutional relationships with individuals belonging to Public Authorities or private entities;
- management of relationships with Public Authorities (e.g. in order to grant licences, concessions or authorisations necessary for the business, to manage checks and inspections in compliance with applicable law, to manage personnel, health, labour security, environment, payment of tax);
- participation in public or private tenders;
- negotiation and management of proposals and contracts;
- management of disputes (e.g. lawsuits, arbitration);
- management of business development;
- selection of partners, consultants, suppliers and contractors and negotiation and management of the related contracts;
- project management and related relationships with the Customer;
- management of gifts and entertainment;
- management of cash and financial resources;
- reimbursement of expenses to personnel;
- definition of compensation incentives to personnel;
- recruitment and hiring of personnel.

General principles of conduct

In relation to the business processes identified above, the FS and their representatives must behave with honesty and integrity, in compliance with the applicable laws and regulations, refraining from engaging in conduct in violation of the principles and values contained in both the PEG Code of Ethics and this CP.

As part of the aforementioned processes, the following is specifically prohibited:



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- offering and receiving gifts (e.g. money, vouchers, goods or services), entertainment benefits (e.g. tickets to entertainment, social or sports events) and expenses, including hospitality (e.g. travel, lodging expenses), outside the provisions of the PEG Code of Ethics and internal policies, also laid down at Group level. Any form of gifts, entertainment and expenses is forbidden to officials/employees of public or government entities or to their family or friends, which could sway their judgment or induce them to obtain any advantage for the FS.

The following gifts, entertainment and expenses are generally allowed:

- occasional and modest business lunches;
- gifts of modest value such as pens, calendars, or small promotional items;
- entertainment such as participation in occasional cultural (e.g. the theatre) or sports events.

Gifts, entertainment and expenses must be transparent, proportionate, reasonable and made in good faith.

The maximum permitted value for gifts, entertainment and expenses, without the need for prior authorisation, is US \$ 25, unless otherwise permitted in accordance with local customs and applicable laws and regulations and expressly authorised by the relevant FS.

The following are always prohibited:

- weekend trips;
- gifts, entertainment and expenses that concern individuals participating in a tender or negotiation managed by the FS (or by the PEG Group) or in which it participates;
- gifts or entertainment expenses that are illegal or that are prohibited by the PEG Group or by any counterparties.

Any gifts, entertainment and expenses not included in the maximum amount mentioned above, must be previously authorised by the business unit responsible within the FS.

Gifts, entertainment and expenses offered or received – except those of modest value included in the maximum amount mentioned above – must be adequately documented and recorded in order to allow checks by the business unit responsible within the Foreign Subsidiaries.

- proposing commercial opportunities that could benefit public/government officials/employees as well as private individuals in a personal capacity or to give advantages of any nature (e.g. promises of employment) in favour of representatives of the latter, in order to sway their judgment or induce them to obtain any undue advantage for the FS;
- making or promising cash donations to public officials;
- performing services in favour of Third Parties (including Customers) that are not adequately justified in the context of the contractual relationship established with them;
- remunerating contractors, consultants or other stakeholders without an adequate justification in relation to the type of assignment performed;
- providing or promising to disclose confidential information and/or documents;
- exhibiting false or altered documents and data also in order to obtain exemptions from compulsory sums or any other kind of public funding;



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- obstructing or interfering with the activity of anyone who comes to carry out inspections or controls authorised by the competent Authorities;
- using cash to make payments, except in cases expressly authorised by the business unit responsible within the FS and in accordance with internal procedures and policies;
- undertaking to pay expenses for sponsorship or charitable activities unless they have been previously authorised by the business unit responsible within the FS in accordance with internal procedures and policies. In any case, political contributions or political campaigns on behalf of the FS are not allowed.

Specific procedures

In addition to the principles of control (§ 9) and conduct mentioned above, each FS may be required to adopt specific measures in order to prevent the aforementioned offences.

However, each FS must guarantee compliance with the following:

- all individuals who have relations with the Public Authorities on behalf of the FS must have formal powers in this respect and act in compliance with the regulations contained in the Code of Ethics, and in the corporate policies and procedures, also established at Group level;
- all stages of decision-making and authorisation must always be adequately documented, traceable and, as a result, reproducible;
- relations and compliance with Public Authorities must be carried out with the utmost transparency, diligence and professionalism in order to provide clear, accurate, truthful and complete information;
- all relations with Public Authorities (e.g. procedures for obtaining licenses and authorisations) as well as commercial relations must be adequately documented;
- personnel search and selection must be carried out on the basis of the specific needs of the FS, according to transparent, objective and impartial criteria in order to avoid favouritism and conflicts of interest, in compliance with the principles contained in the Code of Ethics and internal procedures;
- Third Parties must be chosen with transparent methods that allow the traceability of the choices made in the assignment of positions, following an appropriate due diligence, based on a structured risk management approach (see § 9, lett. d);
- incentives to personnel must be granted on the basis of preliminary periodic planning formally approved by the responsible business unit;
- reimbursement of expenses must be supported by adequate documentation (e.g. invoices, lists of expenses) and must be duly authorised by the responsible business unit before the related payment. The payment must be correctly recorded in the company accounts;
- any critical issues, irregularities, anomalies or conflicts of interest that may arise in the context of relations with Public Authorities or with Third Parties must be promptly communicated to the responsible business units, in compliance with the principles contained in the Code of Ethics and according to internal policies and procedures.

11.2 OTHER OFFENCES AGAINST PUBLIC AUTHORITIES

These offences generally consist of fraud against Public Authorities by fraud or deception.



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These offences can be committed both for the purpose of defrauding the Public Authorities and for obtaining an undue advantage (e.g. to obtain undue funding, loans and grants or to use the funds obtained for a different purpose than that indicated).

For further details, see the methods of committing these offences specified, by way of example, in Annex 1 to this CP.

Processes at risk

The company processes potentially exposed to the risk of committing the aforementioned offences are as follows:

- management of relationships with Public Authorities (e.g. in order to obtain a grant, financing or subsidy);
- participations in public tenders;
- managing applications to obtain public funding, financing or subsidies;
- management of the public funding/financing/subsidy received.

General principles of conduct

In relation to the business processes identified above, the FS and their representatives must behave with honesty and integrity, in compliance with the applicable laws and regulations, refraining from engaging in conduct in violation of the principles and values contained in both the PEG Code of Ethics and this CP.

In particular, as part of the aforementioned processes, the following is prohibited:

- exhibiting false or altered documents and data to obtain the provision of funding, financing, subsidies or any other kind of public funding;
- omitting information with the aim of obtaining the provision of grants, funding, subsidies or any other kind of public funding;
- producing false documents (e.g. false declarations on the possession of certain requirements) to participate in a public tender;
- allocating public grants, subsidies, funding for purposes other than those for which they were obtained.

Specific procedures

In addition to the principles of control (§ 9) and conduct mentioned above, each FS may be required to adopt specific measures in order to prevent the aforementioned offences.

However, each FS must guarantee compliance with the following:

- all stakeholders who have relations with the Public Authorities on behalf of the FS must have formal powers in this respect and must act in compliance with the provisions contained in the Code of Ethics, in the corporate policies and procedures, also established at Group level;
- all the request, release and management phases of public funding must always be adequately documented, traceable and, as a result, reproducible, and adequately accounted for;
- at all stages of the procedure to obtain public funds, the principle of segregation of duties and controls must always be guaranteed, in order to ensure that the related request, management and accounting phases are managed by different individuals within the organisation;



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- all information provided in the context of public procedures for obtaining grants, financing, subsidies or any other kind of public funding must be correct, truthful and complete;
- any critical issues, irregularities, anomalies or conflicts of interest that may arise in the context of relations with Public Authorities or with Third Parties must be promptly communicated to the relevant business units, in compliance with the principles contained in the Code of Ethics and according to internal policies and procedures.

11.3 ACCOUNTING FRAUD

Accounting fraud is mainly committed by falsifying accounting documents (e.g. insertion of non-existent balance sheet items or values different from the real ones) in order to provide a false representation of a company's balance sheet and financial position to investors, creditors and other stakeholders.

By way of example, these offences can be committed to hide losses or show non-existent profits, or to cover the creation of slush funds.

For further details, see the methods of committing these offences specified, by way of example, in Annex 1 to this CP. Processes at risk

The company processes potentially exposed to the risk of committing the aforementioned offences are as follows:

- management of corporate obligations and related documentation (e.g. budget of the year, balance sheet);
- corporate communications management;
- cost control;
- accounting;
- management relationships with external auditors.

General principles of conduct

In relation to the business processes identified above, the FS and their representatives must behave with honesty and integrity, in compliance with the applicable laws and regulations, refraining from engaging in conduct in violation of the principles and values contained in both the PEG Code of Ethics and this CP.

Financial and accounting documents must meet the requirements of completeness, truthfulness and accuracy. All financial and accounting activities must be correctly recorded and documented, consistent and congruous, in compliance with current legislation, the provisions of this CP and internal procedures and policies.

In particular, as part of the aforementioned processes, the following is prohibited:

- preparing or transmitting or omitting to communicate false, erroneous or, in any case, untruthful data, reports and prospectuses or other corporate communications on the balance sheet and financial position of the FS;
- engaging in behaviours that hinder or prevent the performance of control and audit activities by external auditors;
- engaging in operations that are detrimental to creditors.

Specific procedures



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In addition to the principles of control (§ 9) and conduct mentioned above, each FS may be required to adopt specific measures in order to prevent the aforementioned offences.

However, each FS must guarantee compliance with the following:

- the financial statements and other accounting documents must be drawn up in compliance with applicable law, clearly and truthfully and correctly representing the balance sheet and the operating result for the year and must be supported by adequate documentation;
- bookkeeping and management must be carried out in compliance with applicable laws and regulations and internal procedures;
- all accounting records and financial data must always be accurate, up-to-date and allow traceability of individual transactions, the performance of controls and identification of the individuals who authorised the transactions;
- all transactions must be carried out in compliance with the internal authorisation levels which must guarantee the attribution of responsibility, the segregation of activities between those who authorise, execute, keep accounting records, and control the operations carried out;
- the invoices and other accounting documents relating to the transactions must be supported by adequate documentation, as well as accurately recorded and checked in compliance with the laws and regulations, applicable accounting principles and internal procedures;
- communications to the competent financial Authorities, according to the laws and regulations applicable locally, must be made by individuals other than those responsible for processing and drafting the related documents, in order to guarantee the accuracy and completeness of the data and information to be transmitted.

11.4 MONEY LAUNDERING AND TERRORISM FINANCING

Money laundering is that set of operations aimed at giving a legitimate semblance to capital whose provenance is actually illicit, thus making identification and subsequent possible recovery more difficult.

The following conduct is considered money laundering:

- the conversion or transfer of property (i.e. assets of every kind such as currency, bank credits, deposits and other financial resources, legal documents, whether in electronic or digital format, that highlight title of such assets or any rights related thereto), knowing that such property is the proceeds of crime, for the purpose of concealing or disguising the illicit origin of such property or of assisting any person who is involved in the commission of such offences to evade the legal consequences of his actions;
- the concealment or disguising of the true nature, source, location, disposition, movement, rights with respect to or ownership of property, knowing that such property is the proceeds of crime;
- the acquisition, possession or use of property, knowing, at the time of receipt, that such property was the proceeds of crime;
- participation in association with or conspiracy to commit, attempts to commit and aiding, abetting, facilitating and counselling the commission of any of the above activities.

In some countries, there is also the crime of self-money laundering which exists when the person who creates the proceeds of crime is the same as the one who hides their illicit origin.



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Terrorism financing consists of any activity aimed, by any means, to the collection, funding, brokerage, deposit, custody or disbursement of funds or economic resources whose purpose is to finance terrorist activities or support terrorist organisations. The typical nature of the conduct connected with raising funds for the financing of terrorism, terrorist activities or terrorist organisations largely derives from lawful activities, or is inspired by lawful behaviour, in which only the destination of the funds and therefore the final act is illicit in nature.

The aforementioned crimes can have similar characteristics and methods of commission and for this reason the following is applicable to both cases.

The aforementioned crimes can be committed, by way of example, in order to:

- conceal the illegal origin of proceeds from illegal activity;
- safeguard the interests of the PEG Group in countries where terrorist organisations can exercise significant influence.

For further details, see the methods of committing these offences specified, by way of example, in Annex 1 to this CP.

The PEG Group condemns any activity and/or behaviour aimed at committing or in any case facilitating, even indirectly, the crimes of money laundering and terrorism financing. The improper use of financial instruments and/or transactions in order to conceal the illegal origin of the funds, or company resources to finance terrorist activities or in any case support associations with these purposes, is absolutely prohibited.

In addition to the measures specified below, each FS must implement an appropriate internal control and risk management system in order to prevent the commission of the aforementioned crimes.

Processes at risk

The business processes potentially exposed to the risk of committing the aforementioned crimes relate to administrative and financial activities (including intragroup activities), as well as commercial activities connected to the business of the FS and the PEG Group.

In particular, these processes are:

- management of corporate obligations and related documentation (e.g. budget of the year, balance sheet);
- cost control;
- accounting;
- management of cash flow and financial resources;
- negotiation and management of proposals and contracts;
- selection of partners, consultants, suppliers and contractors and negotiation and management of the related contracts;
- management of gifts and entertainment;
- reimbursement of expenses to personnel.

General principles of conduct

In relation to the business processes identified above, the FS and their representatives must behave with honesty and integrity, in compliance with the applicable laws and regulations, refraining from engaging in



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conduct in violation of the principles and values contained in the both PEG Code of Ethics and the provisions of this CP.

In particular, as part of the aforementioned process, it is forbidden to:

- purchase, procure, convert or transfer money or goods of which the criminal origin is known or, more generally, carry out any operation aimed at concealing or disguising the illegal origin or helping anyone involved in this activity to escape the legal consequences of their own actions;
- make cash payments, except as expressly authorised by the FS;
- reimburse the expenses incurred by staff in the event of failure to submit the expense slips;
- perform services (e.g. transfer of goods) and/or payments to Third Parties (including Customers) that are not adequately justified in the context of the relationship with them;
- request the opening of current accounts without the authorisation of the responsible business units;
- make or accept payments to anonymous bank accounts or those located in tax havens or “non-cooperative” countries (see § 9, lett. d).

Specific procedures

In addition to the principles of control (§ 9) and conduct mentioned above, each FS may be required to adopt specific measures in order to prevent the aforementioned crimes.

However, each FS must guarantee compliance with the following:

- before the establishment of business, commercial and/or contractual relationships with Third Parties, adequate due diligence must be carried out (see § 9, lett. d);
- constant monitoring of financial flows must be guaranteed, paying particular attention to checking the regularity of payments from/to Third Parties and intra-group payments/transactions. These checks must relate to invoices and any other document of accounting and tax relevance as well as the additional documentation required by internal procedures;
- all commercial transactions must be supported by adequate contractual documentation;
- the traceability of all operations and transactions that are relevant from a tax and accountancy point of view must be guaranteed, and a copy of the relative documentation must be kept in accordance with the applicable local law and regulations;
- the contracts entered into by the FS with Third Parties must be put into writing and contain standard clauses to prevent corruption (see § 9, lett. e);
- the monitoring of all operations and transactions that are relevant from a tax point of view, keeping a copy of such documentation in accordance with the law and guaranteeing their traceability.

11.5 HEALTH AND SAFETY OFFENCES

These offences are mainly related to the violation of locally applicable occupational health and safety laws and requirements, to prevent accidents at work and protect the health of staff.

These offences may be committed to:

- reduce staff health and safety costs by not implementing the necessary safety measures and safety devices;



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- increase productivity since failure to comply with safety policies and procedures could facilitate business processes.

For further details, see the methods of committing these offences specified , by way of example, in Annex 1 to this CP.

Processes at risk

The company processes potentially exposed to the risk of committing the aforementioned offences refer to the management of compliance with occupational health and safety requirements.

General principles of conduct

In relation to the business processes identified above, the FS and their representatives must behave with honesty and integrity, in compliance with the applicable laws and regulations, refraining from engaging in conduct in violation of the principles and values contained in both the PEG Code of Ethics and this CP.

In particular, as part of the aforementioned process, it is forbidden to:

- engage in imprudent or negligent conduct that may give rise to a danger to one's own safety and that of others;
- carry out any activity without having received adequate operating instructions in this regard or without having participated in the training and education courses organised by the FS in relation to the different levels of experience, professionalism and role of the particular FS staff member.

Specific procedures

In addition to the control principles (§ 9) and the principles of conduct mentioned above, each FS will be required to take all the necessary measures in order to ensure compliance with the laws and regulations and requirements applicable locally regarding occupational health and safety.

However, each FS must guarantee compliance with the following:

- the obligations set out to protect occupational health and safety;
- the provisions and instructions given by the FS itself;
- the correct use of work equipment, dangerous substances, means of transport and assigned safety devices;
- the preparation of training and education programmes with regard to the activities carried out;
- provision of periodic health checks on workers, in compliance with applicable local laws and regulations;
- analysis and monitoring of the risks relating to the activity carried out and implementation of the appropriate corrective or mitigation measures;
- timely management of critical issues and non-conformities or any improvement actions that emerged during the activities carried out.

11.6 CYBER CRIMES

Cyber crimes considered in this CP concern the carrying out of an illegal activity through the use of a computer or IT tools (e.g. unauthorised access to a system protected by security measures, damage to information, data and a competitor's programmes, introduction of a virus into a competitor's computer system).



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These crimes can be committed, by way of example, to acquire a competitor's confidential information regarding their business and related market strategies.

For further details, see the methods of committing these offences specified, by way of example, in Annex 1 to this CP.

Processes at risk

The company processes potentially exposed to the risk of committing the aforementioned crimes are as follows:

- management of IT infrastructure, systems and tools;
- management of security measures to protect IT and/or telematics systems;
- software license management.

As part of these processes, all company activities carried out through the use of IT systems and tools are involved

General principles of conduct

In relation to the business processes identified above, the FS and their representatives must behave with honesty and integrity, in compliance with the applicable laws and regulations, refraining from engaging in conduct in violation of the principles and values contained in both the PEG Code of Ethics and this CP.

In particular, as part of the aforementioned process, it is forbidden to:

- carry out, from unauthorised or unreliable sources, software downloads on company computers or devices or obtain, install or use, within the company, software obtained without purchasing the relevant licence;
- modify the parameters set on computers and devices supplied, unless authorised by the responsible business unit;
- use the resources (hardware and software) relating to the company information systems to abusively intercept, interrupt or damage the activity of Third Parties, violating the applicable law;
- destroy, deteriorate, delete, alter or suppress information, data or computer programs of Third Parties or stored in the company's computer archives;
- access directories, folders, archives, data, confidential information without authorisation;
- illegally use access codes to IT and telematics systems;
- carry out, through individual initiative, all sort of modifications or updates of operating systems or application programmes on company computers and devices except those permitted by company policies or instructions or previously authorised by the FS;
- engage in conduct aimed at unauthorised access to other people's information systems with the aim of (i) illegally acquiring information contained in the aforementioned information systems; (ii) damage or destroy data contained in them;
- use in an improper or unauthorised way digital signature tools, the use of which must be reserved to the relevant holder in order to allow the signature to be traced back to its holder;
- make unauthorised use of someone else's corporate credentials in violation of the security policies formulated by the FS;



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- communicate to Third Parties or disseminate one's own access credentials to company accounts in violation of the security policies formulated by the FS.

Specific procedures

In addition to the principles of control (§ 9) and conduct mentioned above, each FS may be required to adopt specific measures to prevent the aforementioned crimes.

However, each FS must guarantee compliance with the following:

- the procedures and policies adopted by the FS for the use of IT tools made available to its staff for carrying out their work;
- company policies and procedures relating to the management of security measures adopted in relation to information systems and IT documentation;
- profiled access, on the basis of the activity carried out by the staff, to the IT documents stored on the company systems and archives;
- the FS Information Security policies and standards;
- the storage, creation and transmission of IT documents are carried out in compliance with company procedures which guarantee adequate control mechanisms on the integrity of the same, on the correctness of the data and information entered therein, as well as on the verification of the identity of the signatory;
- the workstations must be adequately guarded so as not to allow unauthorised access to confidential data, information, documents, contents;
- the rules governing industrial property and patents, the rights of others on the software, on the databases and in any case on the material protected by copyright.

11.7 ENVIRONMENTAL OFFENCES

These offences are mainly related to the violation of applicable environmental laws and regulations and requirements (e.g. incorrect disposal of the waste produced).

These offences may be committed to:

- reduce the costs associated with the implementation of measures and procedures necessary to protect the environment;
- increase productivity, as failure to comply with environmental measures and procedures could facilitate business processes.

For further details, see the methods of committing these offences specified, by way of example, in Annex 1 to this CP.

Processes at risk

The business processes potentially exposed to the risk of committing the aforementioned offences relate to the management of environmental obligations.

General principles of conduct



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In relation to the business processes identified above, the FS and their representatives must behave with honesty and integrity, in compliance with the applicable laws and regulations, refraining from engaging in conduct in violation of the principles and values contained in both the PEG Code of Ethics and this CP.

In particular, as part of the aforementioned processes, the following is prohibited:

- abandoning or uncontrolled depositing of waste, in violation of legal obligations;
- engaging in any conduct that is an obstacle to the exercise of the functions of the public supervisory Authorities, including during the inspection;
- conferring the waste management activity to individuals without specific authorisations for their disposal and recovery;
- using systems and equipment in violation of environmental laws and regulations also with reference to the use of dangerous substances.

Suppliers in any capacity and other Third Parties must guarantee, in relation to the nature of the goods supplied or the service provided, compliance with environmental legislation.

Specific procedures

In addition to the control principles (§ 9) and the principles of conduct mentioned above, each FS will be required to take all necessary measures in order to ensure compliance with the laws and regulations and requirements applicable locally regarding the environment.

However, each FS must guarantee compliance with the following:

- the documentation relating to the authorisations must always be kept updated and made accessible to the responsible business units;
- control and monitoring activities relating to the management of environmental issues;
- selection of suppliers or companies specialised in waste disposal in compliance with the contents of this CP and the procedures adopted by the FS;
- identification of the environmental issues within corporate activities that have or may involve significant environmental risks and identification of the related prevention and mitigation measures;
- staff training and education in order to make staff aware of the importance of the environmental issues, as well as the impact of any violations or behaviours that do not comply with the environmental law.

11.8 OFFENCES AGAINST INDIVIDUALS

The offences against individuals considered in this CP are those relating to forced labour practices and the exploitation of workers, as well as the use of workers without a regular residence permit.

These offences can be committed, by way of example, to reduce personnel costs, using a workforce without documents and not respecting the minimum wage provided for by local laws and regulations.

For further details, see the methods of committing these offences specified, by way of example, in Annex 1 to this CP.

Processes at risk



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The company processes potentially exposed to the risk of committing the aforementioned offences are as follows:

- selection and hiring of personnel;
- selection of consultants;
- selection of suppliers using unqualified personnel.

General principles of conduct

In relation to the business processes identified above, the FS and their representatives must behave with honesty and integrity, in compliance with the applicable laws and regulations, refraining from engaging in conduct in violation of the principles and values contained in both the PEG Code of Ethics and this CP.

In particular, as part of the aforementioned processes, the following is prohibited:

- engaging in, promoting, collaborating or causing, directly or indirectly, behaviours that determine or allow the FS's use of third-country nationals without a legitimate residence permit;
- engaging in behaviours that can integrate, even only potentially, the offences considered above.

Third Parties must guarantee, in relation to the nature of the goods supplied or the service provided, compliance with the labour law relating to the use of personnel who is resident locally or in possession of a legitimate residence permit.

Specific procedures

In addition to the principles of control (§ 9) and conduct mentioned above, each FS may be required to adopt specific measures to prevent the aforementioned offences.

However, each FS must guarantee compliance with the following:

- the selection and hiring of personnel must be carried out in compliance with the principles of transparency and equality, guaranteeing equal opportunities, in accordance with the principles set out in the PEG Code of Ethics and the company procedures adopted by the FS;
- the assessment of the candidates must be adequately documented to ensure the traceability of the reasons that led the Company to choose or exclude a candidate;
- only personnel of good standing with residence permits must be hired;
- the hiring of personnel is carried out only on the basis of regular employment contracts, as no form of irregular work is tolerated, in compliance with the rules applicable locally;
- Third Parties must be chosen with transparent methods that allow the traceability of the choices made in the assignment of positions, on the basis of an appropriate due diligence, based on a structured risk management approach (see § 9, lett. d);
- worker protection must always take precedence over any economic consideration, to prevent any employment of workers without a legitimate residence permit or in any case in conditions of irregularity with respect to the relevant legislation;
- ensure that suppliers employ workers who are following the residence permit laws and regulations;
- ensure that the measures provided for by company procedures aimed at preventing the use of irregular work and protecting workers are respected;
- do not resort to child labour in any way or collaborate with persons who make use of it;



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- implement a monitoring system for the management of events and obligations relating to residence permits (expiry, renewals, etc.).



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METHODS FOR THE COMMISSION OF OFFENCES
(ANNEX 1 TO THE COMPLIANCE PROGRAMME FOR FOREIGN SUBSIDIARIES)

APPLICABLE OFFENCES AND EXAMPLES OF METHODS FOR COMMITTING THE SAME

CATEGORIES OF OFFENCES	EXAMPLES OF METHODS FOR COMMITTING OFFENCES
BRIBERY OFFENCES	<ul style="list-style-type: none"> - inducing a public or government official or another public or private individual to illegitimately perform a public duty or any other activity connected with a certain business, or remunerating such individuals for having carried out these activities; - giving or promising money to public officials who manage relationships and carry out checks and controls on behalf of Public Authorities; - giving or promising money to public officials in charge of issuing licences, certifications, authorisations or administrative concessions; - giving or promising money or other utility to public or government officials to facilitate, speed up or perform a duty falling within their office; - giving to or promising or receiving from a private entity (e.g. manager or employee) money or other utility (a bribe) to perform an activity in violation of the roles and duties assigned to them or in order to prevent them from carrying out this activity; - giving/promising other utilities to public officials/public or private entities, for example, through: <ul style="list-style-type: none"> • hiring personnel without the professional qualifications or skills required for the roles to be covered, who are linked to the public officials/public or private entities by ties of kinship, affinity, friendship or have been recommended by the latter; • consultants in charge of managing the relationship with the above officials/entities. The “economic means” for the illegal payment could result from a remuneration for the consultant that is higher than that corresponding to the service performed; • improper management of grants, donations, gifts, benefits or other promotional expenses; • concluding contracts/engagement letters for collaboration with individuals indicated by public officials/public or private entities, with particularly advantageous terms; - giving or promising money or other utilities in order to favour or disadvantage a party to proceedings in which the Foreign Subsidiary is involved or for the sole purpose of damaging a competitor;

	<ul style="list-style-type: none"> - inducing a person to make false statements during a trial/proceeding, in the interest of the Foreign Subsidiary, in exchange for money or other utilities.
OTHER OFFENCES AGAINST PUBLIC AUTHORITIES	<ul style="list-style-type: none"> - fraud or deception, orchestrated in order to wrongly obtain grants, financing and subsidies from Public Authorities. Such fraud or deception could be achieved, for example, by: <ul style="list-style-type: none"> • altering the content of the documentation sent to Public Authorities (e.g. signing false declarations within the documentation sent to a Public Authority regarding the possession of certain requirements to obtain financing); • omitting relevant data/information in the documentation sent to Public Authorities; • concealing/altering documents, records/conditions of premises, in order to provide a false representation of reality.
ACCOUNTING FRAUD # #	<ul style="list-style-type: none"> - modification of the accounting data in order to provide a false representation of the balance sheet and financial position through the insertion of non-existent items in the financial statements or false values; - concealment of company resources in liquid funds or hidden reserves in order to allow management unfettered use of these resources (e.g. by setting up a slush fund aimed at bribing public officials); - presentation of non-existent items in the financial statements or of false values, or concealment of relevant facts so as to change the actual economic conditions of the Foreign Subsidiary; - concealment, falsification or alteration of accounting and corporate documentation; - transactions involving the shares, stocks or assets of the Foreign Subsidiary that contrast with the applicable law; - transactions that disadvantage creditors; - distribution of profits in violation of the law or the articles of association or incorporation documents of the company, or intentionally stating false information in relation to the company's profits and losses; - concealment, destruction of the company's books or acknowledgement of debts that are known not to be payable by the Foreign Subsidiary.
MONEY LAUNDERING AND TERRORISM FINANCING	<ul style="list-style-type: none"> - the purchase and fulfilment of any negotiating activity whose purpose is to provide the Foreign Subsidiary with money or in any case assets coming from criminal activities; - the fulfilment by the Foreign Subsidiary of any negotiating activity which has as its consideration money, assets or other utilities of illicit origin;

	<ul style="list-style-type: none"> - the sale and/or brokerage in the purchase and/or exchange of money or other assets deriving from the criminal activity; - the replacement of money or other utilities of illicit origin with other assets or utilities, in order to prevent the identification of their illicit origin; - the transfer of money or assets deriving from criminal activities; - blocking, concealing or completing operations aimed at hiding the illicit origin of money or other utilities, in order to prevent the identification of their criminal origin; - cash payments deriving from illegal activities for the benefit and advantage of the Foreign Subsidiary; - re-use of money of illicit origin in economic or financial activities with the aim of losing trace of their illicit origin; - investing/divesting assets, money or other utilities of criminal origin; - failure to communicate money laundering facts/activities to the competent Public Authority.
HEALTH AND SAFETY OFFENCES	<ul style="list-style-type: none"> - failure to implement the security measures required by applicable law; - failure to provide personnel with safety devices to reduce risks; - failure to monitor workers' health and their psychological and physical fitness to perform the activities assigned to them.
CYBER CRIMES	<ul style="list-style-type: none"> - unauthorised access to a computer system protected by security measures; - destruction of a competitor's information, data and programmes; - introduction of a virus into a competitor's computer system.
ENVIRONMENTAL OFFENCES	<ul style="list-style-type: none"> - incorrect disposal of waste produced within the Foreign Subsidiary; - discharge of wastewater containing certain dangerous substances, without observing the locally applicable laws; - soil and water pollution; - falsification of environmental documentation to be produced to the competent Public Authorities; - failure to cooperate, delays in communication or in making documents available to the competent Public Authorities.

OFFENCES AGAINST INDIVIDUALS

- using, hiring or employing labourers, including through brokerage, subjecting them to conditions of exploitation and taking advantage of their state of need;
- payment of salaries in a clearly different manner from the provisions of the applicable law;
- violation of the law relating to working time, rest periods, weekly rest, compulsory leave and holidays;
- violations of the laws and regulations relating to occupational health and safety;
- subjecting the worker to degrading working conditions or surveillance methods;
- recruiting and employing foreign workers without residence permits.