



# Sisal Code of Conduct for Third Parties

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## Foreword

Founded in 1946 from the dream and intuition of three sports journalists as the first leading Italian company in the gaming sector as a State Concessionaire, Sisal, and all the companies forming its group (hereinafter “Sisal”), manage a wide range of games, online and offline, including Lottery, Betting, Online gaming and Gaming Machine & Online Casino.

Over the years, Sisal has steadily grown, expanding its business to offer its customers a national and international gaming service: drawing on over 75 years of history, Sisal has extended its footprint in high-potential countries such as Morocco and Turkey through the conferral of licenses and concessions. Moreover, since August 4, 2022, Sisal has been part of Flutter Entertainment plc, the world’s largest online sports betting and iGaming operator, with a portfolio of globally recognized brands and listed on both the New York and London Stock Exchanges.

Sisal firmly believes that any economic and entrepreneurial initiative, whether public or private, including its own, cannot disregard the recognition, sharing and concrete application of those moral values and ethical principles that represent the real foundations of any civil society.

Respect for **human rights**, **labour rights** (understood as the recognition of workers’ rights, e.g. with reference to workers’ health and safety in the workplace, guaranteed minimum living wages, maximum working hours, freedom of association and the right to collective bargaining, combating all forms of child and forced labour, , non-discrimination, providing for disciplinary practices in the event of non-compliance), the **environment** (understood as the obligation to adopt a preventive approach with initiatives aimed at raising awareness of environmental issues and the development of technologies that respect the environment), the prevention of **corruption** in relations between private individuals and with the public administration, compliance with **information security** and **privacy** measures, as well as the commitment to **responsible gaming**, represent some of the principles on which Sisal has decided to base its business with all the parties involved (Workers, Suppliers, Customers and Third Parties).

The abovementioned principles, in addition to those of legality, business ethics, loyalty, fairness, transparency and meritocracy, are, moreover, already referred to in the major universally recognised international conventions, such as International Labour Organization (ILO) conventions (e.g., the ILO conventions on child labour, such as the Minimum Age Convention and the Worst Forms of Child Labour Convention, and on forced labour, such as the Forced Labour Convention and the Abolition of Forced Labour Convention), UN Global Compact, the Framework Convention on Climate Change, , the Universal Declaration of Human Rights, the Organisation for Economic Cooperation and Development and the Voluntary Principles on Security and Human Rights, and by which Sisal draws inspiration in drafting its policies and procedures.

In addition to these conventions and/or declarations, Sisal, for the aspects of fighting and combating crimes, has adopted a **Code of Ethics and an Organisational Model pursuant to Legislative Decree 231/2001 (where applicable)**, as well as the **Anti-Corruption Policy**, which are available in the dedicated sections of the [institutional website](#).

Sisal firmly believes in all the principles mentioned above and subsequently recalled in this Code, which serve as the context in which it has chosen to operate. Consequently, its concrete implementation is required of all parties involved (stakeholders) and of all third parties who wish to entertain any business relationship with it.

Sisal reserves the right to conduct on-site audits of its third parties in order to verify compliance with the requirements of this Code. Unless otherwise agreed contractually, such audits may be carried out with or without prior notice and may include the review of documentation, staff interviews, and the assessment of processes and working environments in relation to all the topics covered in this document.

## 1. Legality, fairness, transparency, loyalty and ethics

The values and principles on which Sisal created its business model are **respect for the law, fairness, transparency, loyalty and ethics**.

It follows that every relationship Sisal has with all third parties is characterised by high ethical standards that respect all parties involved.

In labour relations, with its own people, and in business relations, with customers, suppliers, public authorities and judicial authorities, Sisal promotes a fair and truthful dialogue that prevents undue economic and/or competitive advantages.

It follows that third parties that collaborate with Sisal must pursue the highest standards of legality and ethics, with a corresponding contrast to forms of favouritism, deceptive and illegal practices and/or collusive practices aimed at altering the market.

## 2. Human Rights

As mentioned in the introduction, Sisal pays great attention to the civil rights of all parties involved in its business model and is committed to prevent violations of human rights across its suppliers' operations.

The concepts of **equality, without discrimination** of gender, political opinion, ethnicity, nationality, language, religion, ensuring fair working conditions and the expression of personal freedom are basic principles according to which Sisal steers its business model.

It follows that any action, conduct or business model that entails the violation of the aforementioned rights, and that concretely endangers the lives and personal freedoms of all parties involved, is prohibited.

In the event of an incident involving an offence, whether civil and/or criminal, Sisal and the third parties with which it establishes business relations shall cooperate with all the authorities and law enforcement agencies to remedy the situation.

## 3. Right to work

In line with the highest international treaties on the concept of fair working conditions, Sisal has devised a respectful and fair workplace for its employees.

The third parties with which Sisal collaborates share principles and practices aligned with those of Sisal described below.

### 3.1. Working conditions

In fulfilment of this principle, every employment relationship is based on a contract in which **fair and clear working conditions, remuneration** aligned with minimum living wages and **maximum working hours** (e.g. parental leave and flexible forms of work compatible with personal and life needs) are set out in order to guarantee acceptable living conditions. Sisal commits not to use non-regular employment (fixed-term contracts, contracted labour) excessively and to provide regular employment (permanent and direct) to every extent possible. It is respected the maximum and minimum working hours threshold as per each country labour-specific provisions. Working hours shall always comply with the applicable national legislation, collective agreements, and international standards. In all cases, employees are entitled to at least one day of rest every seven days. Unless stricter limits are set by national laws or agreements, the following global standard applies: a maximum of 60 hours of work per week (48 regular hours and a maximum of 12 hours of voluntary overtime). In Italy, Morocco, Albania and Turkey, where local legislation establishes stricter working time requirements (e.g. 40–45 hours of regular work and reduced limits on overtime), such provisions shall prevail. Sisal also sustains freedom of association and the right to collective bargaining. Constant and constructive dialogue with trade union/employees' representatives is promoted to monitor

workers' demands and expectations. Where freedom of association and collective bargaining in situations where they are limited or not required by law, Sisal undertakes to facilitate them, introducing measures suitable for this purpose (for example, informal spaces for dialogue, works committees, adoption of voluntary company standards).

### **3.2. Combating child and forced labour**

Sisal prohibits and opposes any form of child exploitation and child and forced labour from which either an economic advantage or criminal behaviour may result.

### **3.3. Workers' health and safety**

Sisal pays great attention to workers' **health and safety in the workplace**. This is why it has set up an adequate system of controls and supervision as required by the regulations applicable in each jurisdiction in which it operates.

All personnel are provided with **training sessions** aimed at raising awareness of this issue and adopting all behaviours necessary to identify and mitigate risks.

In addition to this preventive training, for all workers who are contractually assigned to special tasks, **Sisal also provides all material** (clothing, personal protective equipment, etc.) **to reduce risks and hazards**.

Sisal's focus on this issue is confirmed by obtaining the **UNI:ISO 45001 occupational health and safety management system** certification.

### **3.4. Combating harassment**

**Sisal opposes any form of harassment in the workplace**, understood as repeated and persistent hostile conduct that may violate personal dignity, creating an intimidating, degrading, humiliating or offensive atmosphere. Where disrespectful, discriminating and demeaning conduct is detected, Sisal will take all measures to counter and prevent episodes of this nature, up to and including taking disciplinary practices against those who have engaged in such conduct.

### **3.5. Development and meritocracy**

Sisal believes in a **dynamic, stimulating and meritocratic working environment**, and has adopted criteria of merit, competence, non-discrimination and, in any case, strictly professional criteria for any decision relating to its people. This is why Sisal has, for example, put in place a selection and recruitment process that is carried out according to objective and impartial criteria with the aim of assessing the real skills of candidates and assigning them to functions according to their real capabilities.

Moreover, Sisal invests in the **training** and professional development of its people to guarantee them the skills they need to perform their activities efficiently and safely. In fact, in addition to the mandatory training required by law, Sisal guarantees all workers adequate training with the aim of improving their skills in relation to the tasks to be performed.

Lastly, Sisal offers all its people **opportunities for professional growth**, ensuring that everyone enjoys fair treatment based on merit criteria, without any discrimination and guaranteeing equal opportunities. Sisal has therefore implemented a system of interim assessments aimed at evaluating the skills acquired by its people over time to assess possible career advancement.

### **3.6. Diversity and inclusion**

Sisal ensures **dignity, non-discrimination and impartial treatment** for all those involved in its activities, promoting diversity and inclusion within its organisation and undertaking to guarantee a working environment free from any form of discrimination or abuse of power.

With specific reference to migrant workers, Sisal does not charge hiring costs, nor does it withhold any personal identity documents, and makes written contracts available in a language understood by the workers.

Furthermore, Sisal is committed to treating all individuals with respect and dignity, without discrimination or prejudice of any kind, whether based on **race, nationality, age, sex, gender identity, sexual orientation, ethnicity, religion, physical or economic conditions, or political opinions**. This principle applies at all times and in every context of working life, including recruitment, promotion, and compensation decisions, ensuring equal opportunities for all employees.

Sisal also obtained **gender equality certification** in accordance with UNI/PdR 125:2022 standard.

**Sisal does not tolerate discriminatory or offensive behaviour**, and we encourage the **reporting** of such incidents to Human Resources or using the dedicated channels.

### 3.7. Disciplinary practices

Sisal applies disciplinary sanctions against employees who act in breach of what is established in internal policies and procedures, as well as in violation of Sisal principles and applicable law. Such disciplinary practices are established in compliance with laws and regulations and considering the applicable employment contract. Sisal does not apply wage deductions as a disciplinary measure. In accordance with applicable labour laws and any relevant contractual agreements, however, Sisal may apply a financial penalty clause in the event of serious violations of corporate policies and procedures, applicable laws, and regulations, or of the duties of diligence, obedience and loyalty that characterize the employment relationship. Third Parties are expected to adopt similar fair practices.

Under no circumstances will Sisal apply corporal punishment, which is strongly condemned.

## 4. Ethics in business management

### 4.1. Relations with customers and suppliers

Sisal pursues the Group's success through the **offer of quality products and services**, in compliance with the regulations **protecting fair competition**. It builds relationships of trust with its customers, to meet their expectations, maintaining high levels of quality, innovation, performance, safety and reliability. Sisal communicates accurate and exhaustive information about its products and services so that customers can make informed decisions, in full respect of the **principles of transparency** and **confidentiality**, in line with the provisions of the **current applicable consumers' laws** and the internal regulatory instruments on the subject, as well as in compliance with **privacy** protection regulations.

Sisal believes that its **bond with suppliers** is a fundamental aspect of its business, by which it can guarantee the quality and sustainability of its products. It therefore pays particular attention to establishing and managing contractual relations with suppliers, requiring **compliance with its principles** and committing to maintaining an **honest and transparent relationship** with them. It has therefore adopted an extensive system of internal procedures for the selection and management of relations with suppliers.

Third parties collaborating with Sisal share the same values and have adopted similar procedural systems.

### 4.2. Protection of competition

The protection of competition is a fundamental principle for the proper functioning of the market and the safeguarding of consumers' interests. Sisal operates in accordance with the principle of legality and in compliance with the laws and regulations in force in the jurisdictions in which it carries out its activities.

Therefore, Sisal protects the **value of competition** in every jurisdiction in which it operates to sustain a competitive market, avoids conduct that may limit free competition in compliance with **antitrust regulations**

and internal regulatory instruments on the matter, and opposes **commercial practices** that may constitute a violation of competition laws.

These commitments are also implemented through the third parties with which Sisal collaborates, so they comply with these principles and practices.

#### **4.3. Relations with Public Administration, Institutions and Supervisory Authorities**

Sisal acts with loyalty, correctness and transparency in its relations with the Public Administration, with Institutions and with the Supervisory Authority, as well as in its relations with any public official and person in charge of a public service.

**Sisal collaborates** actively, loyally and transparently with the **Public Administration, Institutions and the Supervisory Authority**, offering the utmost cooperation and availability.

**At Sisal, we do not offer money, gifts, entertainment, valuables or other benefits to any public official or person in charge of a public service** for the purpose of obtaining, retaining or securing a business or commercial advantage (whether proper or improper) or in connection with decisions that may be seen as favourable to the interests of the Group's business, in compliance with the Anti-Corruption Policy and the internal regulatory instruments on the subject.

**At Sisal, we always avoid political involvement on behalf of Sisal**, and **we do not make contributions**, directly or indirectly and in any form, neither to parties, movements, committees and political and trade union organisations nor their representatives and candidates

Third parties collaborating with Sisal share the same values and have adopted similar procedural systems.

#### **4.4. Fighting corruption and combating money laundering and terrorist financing**

Sisal believes that corruption represents a threat to integrity as well as to the ability to provide high quality products and services to customers and business partners. Therefore, it acts against any form of corruption, preventing it from representing an obstacle to its development.

**"Corruption"** is defined as any promise, offer, request or acceptance of an advantage, benefit, money or economic value for a person as an **inducement or reward to act or not to act** in connection with that person's performance of his or her duties in **violation of applicable law**. Corrupt acts also include:

- payments of small value that are unlawful or even unofficial and contrary to good morals, aimed at securing a due service;
- the offer or acceptance of money by the organisation's personnel in pursuit of their own direct benefit.

To prevent and combat the phenomenon of corruption, Sisal has adopted an **Anti-Corruption Policy** and requires all personnel, on an annual basis, to issue a declaration attesting to their compliance with it. The latter is available in the relevant section on the [institutional website](#).

In addition, Sisal has implemented the **UNI:ISO 37001 management system for the prevention of corruption**.

**Third parties that collaborate with Sisal are required to have adopted similar policies and procedures**, and/or implemented instructions to their directors, employees and collaborators aimed at preventing corrupt conduct, even attempted, and at promoting a culture of integrity in their own organisation and to oblige Sisal to maintain them all effectively implemented for the entire duration of the collaboration, undertaking to fully comply with the principles of the Code of Ethics and the Anti-Corruption Policy.

If a corrupt incident is detected and/or discovered, Sisal, in addition to cooperating with the competent judicial authorities, takes all disciplinary practices against the persons involved.

Furthermore, Sisal considers it fundamental to **prevent and combat money laundering**, terrorist financing and the reuse of illicit proceeds. It therefore promotes **transparency** in the management of the Group's activities and works only with **reliable counterparties**, complying with both national and international regulations and provisions on anti-money laundering and terrorist financing.

Third parties with which Sisal cooperates favour the performance of activities in accordance with internal and external regulations and adopt similar procedural systems.

#### **4.5. Management of gifts and hospitalities**

In compliance with the principle of fairness and transparency, and to prevent corrupt conduct, Sisal has regulated the receipt and disbursement of gifts and hospitalities.

**At Sisal, we do not accept or offer any kind of gift**, hospitality, favour, payment or other form of **personal or improper advantage that could compromise our independence** or that of third parties. Furthermore, we do not accept or offer cash or cash equivalents, gifts of an inappropriate nature or that could harm the Group's reputation.

All employees are **expressly forbidden to accept gifts and hospitalities** from third parties **more than:**

- **150 euros in Italy and Türkiye;**
- **800 dirham in Morocco;**
- **5.000 lekë in Albania.**

Furthermore, the total value of gifts and/or hospitalities received during the year from the same third party **cannot exceed the amount of:**

- **600 euros in Italy and Türkiye**
- **3.200 dirham in Morocco;**
- **20.000 lekë in Albania.**

Third parties who collaborate with Sisal, therefore, commit to not give gifts and/or hospitalities to Sisal employees for a value greater than these amounts.

#### **4.6. Conflict of Interest**

Sisal operates in such a way as to ensure that everyone avoids any situation in which a conflict of interest may arise that could interfere with their ability to make decisions impartially and in full compliance with the principles of legality, loyalty, fairness and transparency.

A conflict of interest occurs when a personal or self-serving interests could directly or indirectly compromise the judgement, decisions, or actions when working for or with Sisal. Such interests hold the potential to make it difficult to perform objectively and effectively on behalf of Sisal.

In compliance with the correct principles of a transparent business relationship, everyone is explicitly requested and urged to refrain from any form of transaction that may entail, by virtue of their role within the company, a potential conflict of interest to the detriment of some parties and to the advantage of others.

By virtue of the delicacy, and importance of the issue, Sisal pays great attention, as early as the recruitment stage, by making explicit statements on work situations that may generate a future conflict of interest.

Third parties collaborating with Sisal are required to declare the non-existence of conflicts of interest, and/or promptly report conflict situations, even potential ones, existing or that may arise during the relationship with Sisal to the Compliance Function for the Prevention of Corruption ([Funzione-Anticorruzione@sisal.it](mailto:Funzione-Anticorruzione@sisal.it)).



## 4.7. Whistleblowing

Sisal has adopted a **Whistleblowing Policy** (available at the following [link](#)) that regulates the activities of receiving and handling whistleblowing reports in compliance with the requirements of national and international whistleblowing regulations.

Furthermore, to prevent and counter unlawful conduct not in line with its values, Sisal has put in place an **independent system** for receiving and managing reports.

Sisal management and all employees are encouraged and required to report any conduct, also omissive, that constitutes or may constitute a breach or inducement to a breach of laws and regulations, as well as of the values and principles enshrined in Sisal's Code of Ethics and Code of Conduct, Model 231 (where applicable) or company policies and procedures.

To facilitate the receipt of reports, Sisal has set up the following communication channels accessible to all Sisal employees and stakeholders, in particular:

- access to the Speak Up! platform ([link](#)) (available in many different languages);
- registered telephone line/recorded voice messaging system accessible 24/7;
- direct meeting with the Whistleblowing Committee, i.e., the body responsible for managing reports, with the possible involvement of the Supervisory Body ("Organismo di Vigilanza") in the case of relevant reports pursuant to Legislative Decree 231/2001 where applicable (in case of reports coming from suppliers, held outside of supplier site).

Third parties who become aware of a breach, even a potential breach, may use the abovementioned notification channels to report what has occurred.

Regardless of the notification channel used, the **protection and confidentiality of the identity of the Whistleblower and of the Reported Party** is always guaranteed, their data being processed in accordance with the law and all useful measures being taken. Sisal accepts anonymous reports, where required by law.

It is essential for Sisal to **protect Whistleblowers**, therefore **retaliatory or discriminatory acts**, direct or indirect, against the Whistleblower for reasons directly or indirectly linked to the report are **forbidden** and sanctioned.

## 4.8. Transparency of information

Sisal is aware of the importance of accurate, consistent and strategic communication towards our stakeholders, to promote the Group's products and services and to provide adequate accounting information in line with the criteria indicated by law.

All actions, operations and negotiations carried out and, in general, **the conduct implemented in the performance of their activities must be inspired by the utmost fairness and integrity** in terms of management, completeness and transparency of information, legitimacy in formal and substantive terms, and clarity and truthfulness in accounting records in accordance with current regulations and internal procedures.

**Adequate documentation must also be kept supporting each transaction**, to allow for easy and timely bookkeeping and accurate reconstruction of the transaction.

Should any **information**, even sensitive **information**, become known during activities, it shall not be disclosed without **prior authorisation** from Sisal and shall be treated in accordance with **confidentiality agreements**.

## 4.9. Protection of industrial and intellectual property

Sisal acts in full respect of **industrial and intellectual property rights**, as well as of the laws, regulations and conventions, also at EU and/or international level, protecting such rights. Third parties that collaborate with Sisal are subject to the same obligations.

## 5. Community relations

### 5.1. Wagering Policy

For Sisal, guaranteeing the integrity of its products and promoting responsible and transparent gaming inspired by the principles of fairness are essential factors as well as objectives of primary importance in conducting business, consistent with the Group's corporate purpose and values, codes of conduct and sustainability strategy.

Sisal has therefore adopted a Wagering Policy that establishes the **prohibition** for Sisal personnel, as well as collaborators, temporary staff and interns who have an effective possibility of **acting on the integrity of the games themselves** (e.g. by exploiting their technical knowledge, company tools and position to obtain personal financial advantages), **to carry out gaming activities**.

This obligation extends to third parties that collaborate with Sisal, if during their activities they may gain access to information or knowledge that could allow the integrity of the game to be jeopardised.

Furthermore, also in compliance with the law in force, it is forbidden for the owners of the Point of Sales, their family members (by this meaning the spouse, first and second degree relatives and first degree in-laws, as well as any further family members, including different degree and affinity, if living with the owner), cohabitants and employees to open gaming accounts on Sisal websites and carry out gaming activities on amusement and entertainment machines (AWP and VLT machines) and on betting horse racing and sports offered by the Company.

### 5.2. Combating illegal gaming activity, responsible gaming and the protection of minors

Sisal considers the **fight against illegal gaming activity** as a fundamental element to ensure legality and transparency in the sector, as well as to **protect consumers** from the risks of gaming addiction and fraud.

In addition, Sisal is committed to ensuring that the gaming experience for all players is one of **responsible fun**: this means intercepting and responding promptly to the different needs of players and promoting a **culture of safe gaming** away from excesses.

Furthermore, **Sisal prohibits gaming activity by minors under the age of 18**. To this end, it gives precise instructions to the entire sales network not to accept gaming requests from minors and provides visibility of this prohibition in all communications.

Third parties collaborating with Sisal guarantee the same commitments.

### 5.3. Respect for the environment

**Sisal is committed to reducing the environmental impact of its activities**, for example by using certified energy from renewable sources, purchasing paper from certified supply chains and reducing waste of natural resources.

Sisal is constantly committed to **safeguarding natural resources** and pursuing **their sustainable use** in the company's value chain, to prevent pollution, reduce waste and facilitate recycling and recovery.

Sisal constantly strives to develop **energy efficiency initiatives** to reduce energy consumption and emissions. Sisal **makes its people aware of the importance of environmental protection** and provides them with information and suggestions on how to adopt more sustainable behaviour.

**Sisal involves its suppliers** in its decarbonisation journey in the most effective ways.

**Sisal raises awareness among sales network managers** to adopt solutions and behaviours to reduce energy consumption at points of sale.

Most recently, Sisal has implemented **management systems for the environment, UNI:ISO 14001, and for energy, UNI:ISO 50001.**

Sisal requires that the third parties it works with share these values and we have taken measures to protect the environment.

## 6. Information security and privacy

### 6.1. Privacy Protection and Data Ethics

Sisal is committed to putting the care of data and the protection of the privacy of employees, customers and third parties, generated or acquired in business relations, first. It adopts fair and correct practices regarding the method, type and purpose of collecting and processing personal data, as well as respecting maximum transparency.

In particular, in Sisal:

- we have adopted a **governance model** aimed at defining and monitoring the supervision, commitment and responsibilities and strengthening the ethics, compliance and sustainability of our products and services, which are always designed and implemented in compliance with the applicable requirements and in a **privacy by design and default** perspective, in order to ensure adequate measures in terms of personal data protection.
- we adopt **fair and correct** practices, the objective of which is to **minimize discrimination and penalizing or non-impartial processing**.
- we process personal data in compliance with privacy principles and regulations, guaranteeing their **minimization, limitation of conservation, use for specific and transparent purposes and control at any time**.
- we pursue a high level of data quality in terms of **accuracy, exactness and updating**, adopting all measures to allow its cancellation or timely rectification.
- we guarantee a high level of **transparency** and clarity regarding the methods, types and purposes of the collection and processing of personal data on the channels, products and services provided to customers.
- we guarantee that the necessary **technical and organizational measures** are implemented to protect the personal data processed also by third parties acting in our name and on our behalf. In fact, a Responsible Data Sharing must be based on processes that actively consider, prioritize and protect the interests of individuals. To this end, we conduct **periodic audits** on third parties who process personal data in order to verify compliance with privacy and security requirements, and we organize **specific data protection training** aimed at third parties, so as to ensure that they are adequately trained on the company processes and the procedures to be followed, as well as on the applicable requirements.

Third parties with which Sisal establishes business relations share these principles and implement similar procedures.

### 6.2. Information Security

Sisal considers the protection of corporate information assets and the management of ICT and security risks, including cyber risks, to be objectives of primary importance. It therefore works to achieve their pursuit with a view to continuous improvement.

In particular, in Sisal:

- **We provide central security governance** to preserve confidentiality, integrity and availability of corporate information assets.
- **We promote innovation in security** to ensure constant alignment with technological developments and the use of innovative methods, processes and solutions.
- **We ensure compliance with applicable laws, regulations and standards** that affect information security, as well as with specific contractual agreements with various stakeholders.
- **We promote the adoption of a risk-based approach** as regards adopting security measures using a framework integrated into the overall corporate risk management model.

In addition, Sisal has implemented the **UNI:ISO 27001 Information Security Management System** and the **UNI:ISO 22301 Business Continuity Management System**, as well as **WLA-SCS Certification for the Information Security Management System - Gaming Sector**.

Third parties with whom Sisal establishes business relations, share these principles and implement similar procedures, as well as complying with security provisions concerning information exchanged and managed in the context of activities carried out with and/or for Sisal.

## 7. Training and Communication

At Sisal we consider the Code of Ethics and Conduct a fundamental document for the success of all our activities. We therefore undertake to share it with all our stakeholders and promote its correct distribution and implementation, also through the adoption of measurable indicators. We also ask third parties who work with us to comply with this Code of Conduct and participate in the training sections provided. We also ask them to adopt similar practices and procedures to support the creation of a culture of legality and oriented towards responsible and sustainable business.

## 8. Violations of this Code

Sisal will deem third parties responsible for compliance with this Code. The third parties must disclose these expectations to their employees and suppliers. In case of non-compliance with the provisions of this Code, the third parties are required to implement the actions necessary to adapt their activities and operations.

Sisal encourages everyone to report any violation or suspected violation of this Code through one of the dedicated channels made available by Sisal and described in the Whistleblowing Policy, available on the [institutional website](#). Sisal also reserves the right to initiate a process of verifying the third party's compliance with this Code by requesting documentation or carrying out on-site audits directly and/or through its representatives, and to investigate any possibility of violation of this Code committed by a third party.

Violations will be analysed on a case-by-case basis and dealt with in accordance with all applicable internal procedures, agreements and legal requirements. Corrective action plans to remediate non-compliance will be agreed and monitored, and re-audits to check on improvements will be carried out. Violations may also affect the qualification of the third party and result in warnings or, in the most serious cases, interruption or termination of the commercial relationship at any time against the non-compliant recipient, as well as requesting compensation for damages, if any the conditions.

# **Anticorruption Policy**

**Approved by the Board of Directors of Sisal S.p.A. on 17/06/2025**

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## OBJECTIVES OF THE ANTICORRUPTION POLICY

Sisal S.p.A. and all of its subsidiaries (hereinafter also referred to as the “Group”, “Sisal” or “Sisal Group”), in alignment with Flutter Entertainment Plc (“Flutter”), are committed to conducting their business activities with honesty and integrity, in full compliance with the laws, regulations and all the prescriptions set forth by international standards and guidelines, as well as with the principles, roles, and responsibilities set out in Flutter’s Anti-Bribery and Corruption Policy. The purpose of adopting this Anticorruption Policy (hereinafter the “Policy”) is to identify a systematic framework of reference for the ethical-behavioural principles and rules for preventing and combating corruption, further raising awareness of the conduct that must be observed by the Group’s subjects.

The Sisal Group’s Anticorruption Policy aims to achieve the following objectives:

- ban corruption and ensure the achievement of higher compliance with national and international anti-corruption regulatory standards;
- ensure the sustainability, honesty and transparency of its business by counteracting any form of dishonesty;
- contribute to the dissemination of the culture of doing business by upholding loyalty, integrity, honesty, competition and transparency as a fundamental element of work;

- promote and develop ethics in economic relations to protect the market, combating all forms of illegality;
- adopt the Management System for the Prevention of Corruption as a tool for effectively combating corruptive phenomena by requiring continuous commitment and leadership of the Management and by strengthening the system of controls at every level of the Organisation;
- develop or nurture awareness of the commitment to preventing and combating corruption on the part of all stakeholders;
- create an integrated control system that can be easily understood, implemented and monitored to ensure the effectiveness of the preventive function of control;
- encourage the reporting of any suspicion of a corruption act by means of dedicated channels and methods that allow, on the one hand, investigations and in-depth analyses to be carried out in order to assess the merits of the report and to prepare effective countermeasures and, on the other hand, to ensure protection of the reporter from any form of retaliation;
- pursue the continuous improvement of the Anti-Bribery and Corruption Management System through the periodic monitoring of system performance, the analysis of non-conformities, the review of policies and procedures, and the integration of feedback from internal or external audits, second-level controls, reports, and business performance evaluations. The goal is to ensure the long-term effectiveness of anti-bribery and corruption actions, adapt to regulatory and organizational changes, and respond to business and regulatory needs.



## SCOPE OF APPLICATION

This Policy applies to the following persons (hereinafter also referred to as “Recipients”):

- workers of all Sisal Group companies (employees, self-employed, volunteers, paid and unpaid trainees, former employees, job applicants);
- members of the administrative, management or supervisory and control bodies of Sisal, including non-executive members;
- any person working under the supervision and direction of contractors, subcontractors, business partners and, more generally, all business associates working in the interest or on behalf of Sisal, including all the Subsidiaries and associated companies of the Sisal Group.

The foreign subsidiaries of the Sisal Group and, in particular, the local functions responsible for anti-corruption compliance, are committed to – and accountable for – adopting local guidelines, as well as designing and managing the related procedures, processes, risk assessments, and second-level controls, in line with the anti-corruption regulations and practices of their respective legal and cultural frameworks. They must also ensure compliance with the principles of fairness, integrity, transparency, and corruption prevention as defined by Flutter and Sisal.



## DEFINITION OF CORRUPTION

The following definitions are given for the purposes of this Policy:

- **active corruption:** the conduct of anyone who **offers or promises undue benefits and/or compensation to third parties**, directly or indirectly, for a personal advantage, or to Group companies or third parties;
- **passive corruption:** the conduct of anyone who **receives or accepts undue benefits and/or remuneration from third parties**, directly or indirectly, for a personal advantage, or from Group companies or third parties.

### Examples of corruption

- Offering money or other benefits to a public official so that the latter performs an act contrary to their duties
- Offering money or other benefits to the sales manager of a supplier in order to obtain a significant discount on the supply of goods/services
- Offering money or other benefits to a public official on the evaluation committee of a tender launched to award an important works or goods supply contract
- Hiring staff in exchange for an improper advantage for oneself or for Sisal

MAIN CORRUPTION PREVENTION MEASURES

Flutter Anti-Bribery and Corruption Policy

Defines the commitment to achieving anti-bribery and corruption objectives

Anticorruption Policy

Establishes a systematic framework of ethical and behavioural principles, as well as rules for the prevention and mitigation of corruption

Code of Ethics and Conduct

Explains the principles of conduct to which Sisal staff and counterparties must adhere

Organisational Model pursuant to Legislative Decree 231/2001

Defines the set of internal organisational rules and procedures to prevent the commission of offences, including corruption offences

Supervisory Body

Supervises the suitability and implementation of the Organisation, Management and Control Model

Internal Control System

Provides for specific measures to prevent, counter and detect external and internal corruption acts

Compliance function for the prevention of corruption

Supervises and ensures the proper functioning of the corruption prevention system

Training and Communication

Ensures knowledge and dissemination of the anti-corruption system

Violation Reporting Channel

Allows the reporting of alleged violations, also anonymously

Protection of the reporter

Protects the reporter from retaliatory acts linked to the reporting of alleged violations

Sanctions

Provision of specific sanctions targeting breaches of the control system for preventing and combating corruption

MAIN AREAS EXPOSED TO CORRUPTION RISK



## 1. MANAGING RELATIONS WITH THE PUBLIC ADMINISTRATION



Sisal, in managing its business and business relations, as well as in its relations with any Public Official and person in charge of a public service, complies with the principles of loyalty, correctness and transparency defined in its Code of Ethics.

**The offering of money, gifts, entertainment, valuables or other benefits** to any Public Official or Person in Charge of a Public Service for the purpose of influencing their decision in order to obtain, retain or secure a business or commercial advantage (whether proper or improper) or in connection with decisions that may be seen as favourable to the interests of the Group's business is therefore **prohibited**.



Sisal prohibits any form of **facilitation payments** (namely payments requested in exchange for expediting or securing the performance of routine administrative acts, such as obtaining visas, permits or licences) regardless of their amount. Attempts to make and/or conceal facilitation payments are considered a serious breach of this Policy.





Sisal **does not issue** direct or indirect **contributions** in any form whatsoever to **parties, movements, committees and political and trade union organisations**, their representatives and candidates.



If in doubt, consult the Sisal Code of Ethics and Conduct ([link](#)), or contact the Corruption Prevention Department (FCPC - [Funzione-anticorruzione@fluttersea.com](mailto:Funzione-anticorruzione@fluttersea.com)).



## 2. MANAGING RELATIONS WITH THIRD PARTIES



Agents, representatives, consultants, intermediaries, suppliers, points of sale, business partners and other third parties appointed to represent the Group's interests are obliged to comply with this Policy. Before assigning a task to a third party, it is important to assess:



whether the involvement of a **third party is necessary**.



whether the involvement of the third party is in **line with the local laws and regulations** in force in the country where the third party will provide the services.



whether the **fee charged** by the third party for performing the task is **appropriate**.







A proper risk assessment and **due diligence** must be carried out and completed **before any agent**, representative, intermediary, supplier, business partner or other **third party is engaged** to act on behalf of the Group.



Due diligence must be carried out when **selecting, renewing or re-contracting** with new and existing suppliers or agents, representatives, intermediaries or other third parties and must be **proportionate** to the **corruption risk** inherent in the **specific** business relationship. For further details, please refer to the relevant company procedures.



**Contracts with third parties** must be approved in accordance with the policies and procedures of the Group company to which they relate, must contain **standard protection clauses** (e.g. 231 clauses, provisions that require the adoption of policies and procedures similar to those of Sisal to verify their anti-corruption compliance, anti-fraud provisions, verification of ethical requirements, termination and/or cancellation rights) and, where possible, the **criteria for performance assessment** must be clearly stated.







Any **payments made** to suppliers, agents, representatives, consultants, intermediaries and other third parties must be properly **recorded, approved** and **executed** in accordance with the provisions of the contract concluded with the third party and in compliance with any other applicable legal requirements.



In relations with **Points of Sale**, Sisal ensures that the selection and choice process is preceded by adequate due diligence, proportionate and appropriate to the exposure to corruption risk. The contractualisation process must be based on the **principle of transparency** and transactions and the credit management process during the course of the relationship must be **traced** and **verifiable**.





## 3. MANAGING CONFLICT OF INTEREST

All Sisal employees must avoid any situation in which a conflict with the interests of the company may arise that may interfere with their ability to make impartial decisions in full compliance with the principles of legality, loyalty, correctness, transparency and the rules defined by the Code of Ethics, the Model as per Legislative Decree 231/2001, and by this Policy. Positions of conflict of interest (actual, presumed or potential) must be manifested and communicated at any time they arise.

In order to avoid situations of potential conflict of interest, Sisal employees are required to **declare**, by way of example:



- **any positions held in public administration and/or politics** (e.g. mayor, municipal councillor, politician);
- relationships of cohabitation, kinship up to the second degree or habitual visits with **employees, directors, shareholders**, members of the **board of statutory auditors**, members of the **Supervisory Body** or **other decision-making body of Sisal**;
- relationships of cohabitation, kinship up to the second degree or habitual visits with **executives, directors, partners**, members of the **board of statutory auditors**, members of the **Supervisory Body** or **other body of a Sisal Supplier or a company competing with Sisal**.



By way of example, the following constitute situations of potential conflict of interest:

- economic or financial interests of the employee and/or their family in the activities of suppliers, customers and competitors;
- performance of past employment (one's own or that of one's family members) with customers, suppliers or competitors;
- obtaining information by reason of one's job or position that may create a conflict with one's own interests or the interests of one's family members.



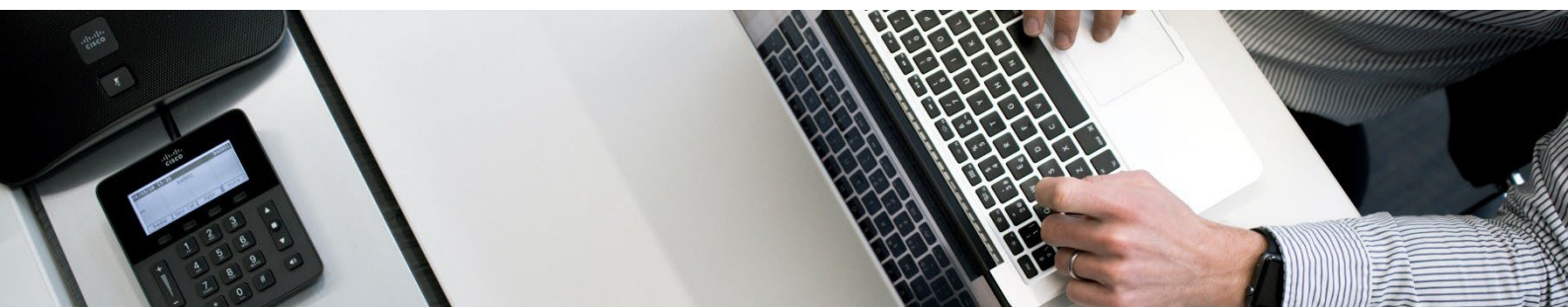
Personnel are always **prohibited from political involvement on behalf of Sisal**.





## 4. MANAGING THE TREASURY

The Group maintains a sound financial and accounting control system, including an appropriate segregation of roles and controls for authorising accounting entries and their amendment, to ensure the accuracy and completeness of its books of accounts, and to prevent or detect any irregularities. This system is subject to periodic review and audit.



The Group accurately records all operations and transactions in the relevant books and records in accordance with applicable legal provisions and accounting principles. In particular, every operation and transaction must be verifiable, documentable, consistent and congruous. To this end, every operation/transaction must be accompanied by adequate supporting documentation, to ensure the accurate and easy formal and chronological reconstruction of the operation, segregation of duties, implementation of differentiated levels of authorisation, verification of the beneficiary, restriction on the use of cash, periodic financial checks and audits and due diligence on transactions presenting a particular corruption risk.

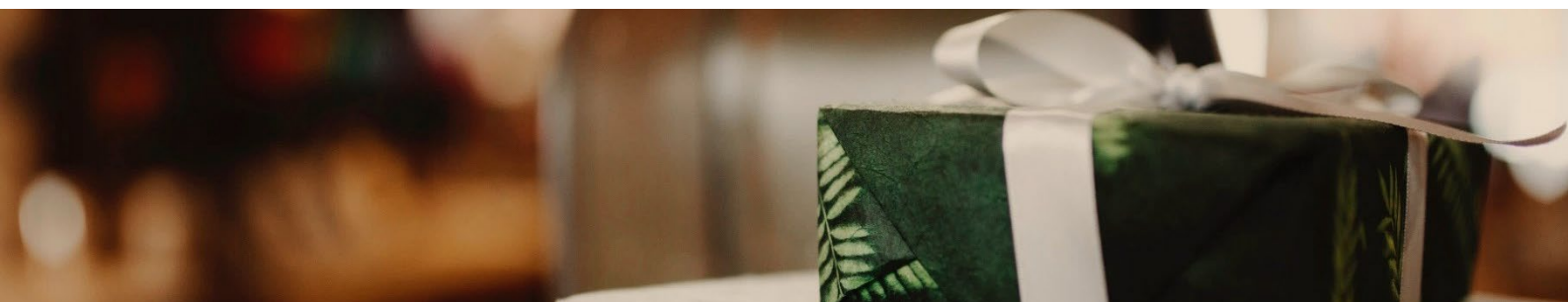




## 5. MANAGING GIFTS

Gifts may be made or received if they fall within the context of acts of commercial courtesy and are such that they do not compromise the integrity and/or reputation of either party and such that they cannot be interpreted by an impartial observer as being intended to create an obligation of gratitude or to acquire improper advantages. This section contains general principles of conduct to be followed whenever offering or receiving a gift.

For further information, please refer to the Sisal Gifts and Donations Procedure.



If in doubt, consult the Sisal Code of Ethics and Conduct ([link](#)), or contact the Corruption Prevention Department (FCPC – [funzione-anticorruzione@fluttersea.com](mailto:funzione-anticorruzione@fluttersea.com)).





## All gifts offered and received must respect the following principles:



they must be **permitted by the relevant company procedures** and by local laws.



they are **not** offered to obtain an **improper advantage** or to **influence an action**.



they must be presented in an **open and transparent** manner and must be properly **recorded**.



In the case of **gifts to third parties exceeding €150** per deed or that are linked or could be linked to a **public official** or their **associated parties** or **close associates** or to a charitable organisation or event sponsorships, **the due diligence and approval of the CEO** are required.



It is **prohibited to receive**, for oneself or for others, gifts or other benefits of a value **greater than €150**. If you are **offered a gift** that **exceeds** the established limits, **politely decline it** and explain the **principles of conduct** set out in the relevant company procedures.



The total value of gifts given to the same third party or received from the same third party cannot exceed **€600 per year**.



**It is always forbidden to accept or offer:**



**cash or cash equivalents** (e.g. gift certificates, cheques, loans, shares or stock options).



gifts of an **inappropriate** nature **or that would damage the integrity** or reputation of the Group.



gifts that **violate any local law or regulation**.





## 6. MANAGING DONATIONS

Donations are understood to be payments made to non-profit organisations, Onlus organisations, Religious Institutions, Foundations and Associations for the Protection of Historical-Artistic and Landscape Heritage and for Scientific Research, Non-Governmental Organisations (NGOs), Universities, University Foundations, Public Research Organisations, and the like.



Donations typically have the function of supporting humanitarian, social and cultural purposes and must not be linked to sponsorship initiatives or advertising of corporate brands, products or events.

This section contains the rules of conduct to be followed each time a donation is made.



If in doubt, consult the Sisal Code of Ethics and Conduct ([link](#)), or contact the Corruption Prevention Department (FCPC – [funzione-anticorruzione@fluttersea.com](mailto:funzione-anticorruzione@fluttersea.com)).





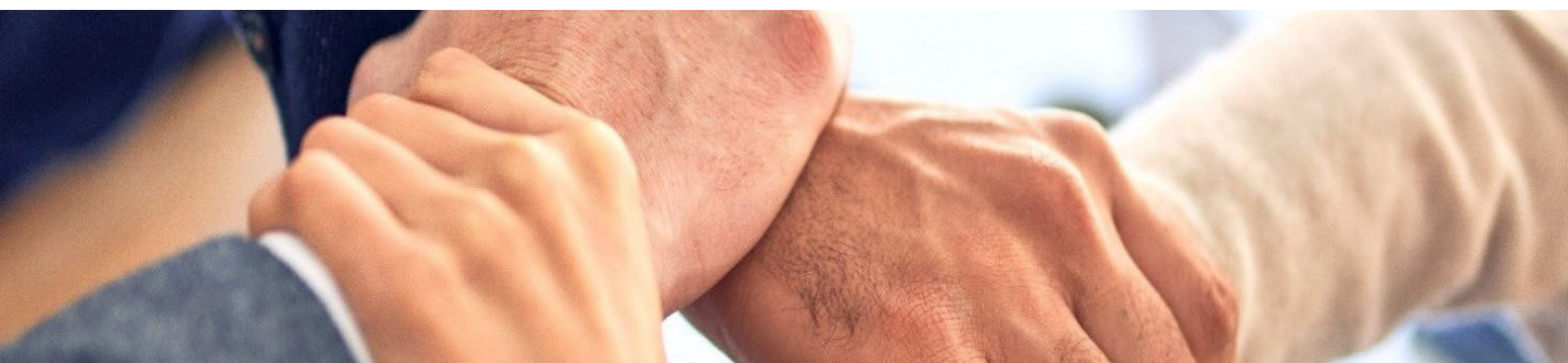
**Before proceeding to the issue of the Donation,  
the relevant Functions:**



verify the conformity of proposals with the group's **ethical** and behavioural **principles** and the system of **policies and procedures**.



perform a reputational check on recipients according to the **third party due diligence** process.



**no donations may be made to political parties** and/or organisations associated with political figures.



## 7. MANAGING PERSONNEL AND ORGANISATION



**The Group ensures transparency and integrity in the conduct of research and recruitment activities:**



new employees are required to accept the provisions of the **Code of Ethics**, the **Organisational Model** pursuant to **Legislative Decree 231/2001** and **this Policy**.



the principles of non-discrimination, professionalism, transparency, impartiality, autonomy and independence of judgement are respected, in order to ensure that the choice falls on the **most suitable candidates for the open position** and that the **economic offer** is consistent with reference **market values**.



the evaluation process is properly **traced and formalised** by the Human Resources Department.





Both at the personnel selection stage and at the time of transfers or job changes, the Human Resources Department carries out **checks** to ascertain, in compliance with applicable laws, the **existence of any situations considered relevant by the Group** for the continuation of the selection process, such as the presence of **potential conflicts of interest**.



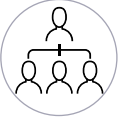
Where permitted and/or required by law, the Corruption Prevention Department carries out a **background check**, with particular regard to the verification of the presence of any **negative press reports** concerning the candidate, with advanced searches of public sources of information, concerning the presence of **criminal records, ongoing investigations, administrative sanctions**.



**Payroll, bonuses and incentives** are strictly linked to the achievement of corporate or personal objectives defined and assessed by a specific committee. The **expense reimbursement management** process is formalised in a specific procedure and adequately tracked.



## 8. MANAGING POWERS OF ATTORNEY AND PROXIES



In order to facilitate the achievement of the objectives of this Policy, Sisal undertakes to implement **a transparent system for the management of proxies and powers of attorney**, which allows for an unambiguous identification of roles and functions and facilitates the decision-making process within the organisation.





## 9. MANAGING COMMUNICATION ACTIVITIES

In carrying out its communication activities, Sisal undertakes:

- to use clear and simple terms, formulated in a language that is as direct and commonly used as possible, in order to facilitate comprehension of the content by the recipients;
- to provide accurate and truthful information about products and services so that customers can make informed decisions;
- to comply with consumer protection provisions and the rules contained in the Sisal Code of Ethics and Conduct.

Furthermore, Sisal undertakes to ensure the dissemination to all stakeholders of this Policy and to promote its observance, application and adoption by Recipients by arranging:

- to publish it on the company website;
- to ensure its availability to all staff through publication on the company intranet;
- to hand it out to newly recruited staff;
- to disseminate its contents during regular training sessions;
- to communicate its adoption and call for compliance as well as subscribing to the knowledge thereof by suppliers and business associates.



## ANTI-BRIBERY COMPLIANCE FUNCTION

The Anti-Bribery and Corruption Compliance Function (Funzione per la Prevenzione della Corruzione, FCPC) oversees the design and implementation of the corruption management system.

In particular:

- it verifies the update status of the management system;
- it is responsible for monitoring, measuring, analysing and evaluating the performance of the system;
- it monitors the status of implementation of anti-corruption measures resulting from the Top Management and Governing Body review, Risk Assessment, internal and external audits or other checks and investigations;
- it assesses the suitability, adequacy and implementation of preventive measures;
- it provides the Top Management and the Governing Body with a report containing information on the performance of the management system (status of implementation and effectiveness of actions taken, opportunities for improvement);
- it sends specific information to the Supervisory Body where it has direct knowledge of facts, acts or situations relating to the risk of corrupt offences being committed;
- it promotes and participates in regular meetings with the Supervisory Body;
- it participates in the handling of reports received on acts of corruption/violation;
- it advises Sisal resources on how the management system works and the reporting process;

- communicates this Policy to the local compliance functions of Sisal's foreign subsidiaries, and monitors, including through risk-based compliance reviews and monitoring activities, the adoption, implementation, and effectiveness of local guidelines, processes, procedures, risk assessments, and second-level controls by these entities, aligned with local anti-corruption regulations and practices, as well as with the principles of fairness, integrity, transparency, and corruption prevention established by Flutter and Sisal.

The FCPC can be contacted at [funzione-anticorruzione@fluttersea.com](mailto:funzione-anticorruzione@fluttersea.com).



## MANAGING TRAINING ACTIVITIES

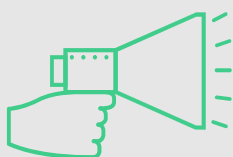


Sisal establishes and implements **specific training plans** addressed to its Staff concerning its **commitment to the prevention of corruption**, this Policy, the procedures, protocols and other anti-corruption tools, the international and national anti-corruption regulations and the regulations concerning the broader prevention of the risk of crime (Legislative Decree 231/2001), and **aimed at ensuring their dissemination and proper understanding**.



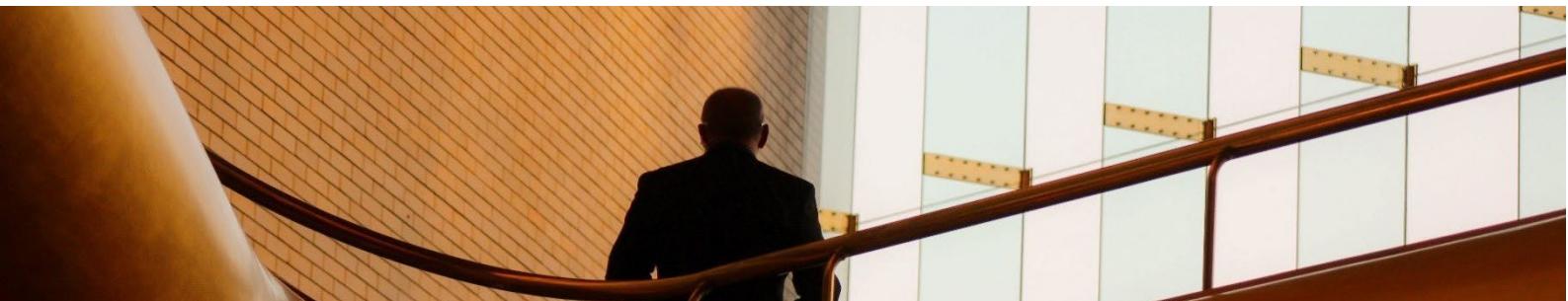
All **new employees** whose daily activities may be affected by this Policy **will receive appropriate training** within a reasonable period of time from the date of commencement of employment, as well as an **annual refresh**. Furthermore, in order to **ensure its dissemination**, Sisal requires the **acceptance of this Policy by new employees**. In addition, Sisal requires all personnel to **issue, on an annual basis, a statement attesting to their compliance** with this Policy. Specific training activities are also planned for the **Board of Directors**, every two years.

## REPORTING VIOLATIONS

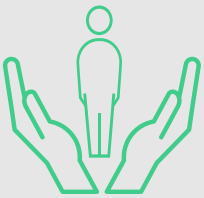


Anyone who becomes aware of any violations of this Policy shall report them using the dedicated channels.

For more information, see the **Whistleblowing Policy** ([link](#)).



## PROHIBITION OF ACTS OF RETALIATION



**Retaliation or discriminatory acts**, whether direct or indirect, against the **reporting person for reasons directly or indirectly linked to the report**, for example: demotion, dismissal, intimidation, suspension, non-renewal or early termination of a fixed-term employment contract, are **prohibited** and sanctioned.

It is also **prohibited**, and consequently sanctioned, to send **reports** for **reasons** that are not related to the violation of this Policy, but are merely **personal** to the **reported** person.



## REGULATORY REFERENCES

- United Nations Convention Against Corruption (UNCAC);
- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions;
- OECD Recommendation for Further Combating Bribery of Foreign Public Officials in International Business Transactions and Good Practice Guidance on Internal Controls, Ethics, and Compliance;
- OECD Guidelines for Multinational Enterprises;
- Business Principles for Countering Bribery by Transparency International;
- Foreign Corrupt Practices Act USA (FCPA);
- UK Bribery Act 2010 (entered into force in 2011) and its “Guidance about procedures which relevant commercial organisations can put into place to prevent persons associated with them from bribing”;
- so-called “seven pillars”, namely the seven principles set out in the U.S. Sentencing Commission’s “Federal Sentencing Guidelines Manual - Chapter 8 - Part B Effective compliance and ethics program” of 1.11.2010 for compliance with the Foreign Corruption Practice Act;
- Principle X of the UN Global Compact;

- Law No. 190/2012 (Italian legislation), containing “Provisions for the prevention and repression of corruption and illegality in the public administration”;
- The international standard ISO 37001 developed by the Technical Committee ISO/PC278 “Anti-Bribery management systems”.