



**ORGANISATION, MANAGEMENT AND
CONTROL MODEL
2i Rete Gas S.p.A.**

Pursuant to Italian Legislative Decree No. 231 of 8 June 2001

GENERAL SECTION

Updated on September 2024

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INTRODUCTION

Italian Legislative Decree No. 231 of 8 June 2001, concerning the “*regulation of the administrative liability of legal entities, companies and associations, including those without legal status*”, introduced, for the first time in Italian law, the administrative liability of legal entities for criminal offences committed by individuals employed by Entity’s organisation.

The central aspect of the regulatory framework referred to in the Decree is the adoption and concrete implementation, for the purposes of exempting the Company from liability, of an “*Organisation, Management and Control Model*” which provides, “*in relation to the nature and size of the organisation, as well as the type of business carried out, measures suitable for guaranteeing that the business is carried out in compliance with the law and for promptly discovering and eliminating risk situations*” (Article 7, Paragraph 3).

The Organisation, Management and Control Model of 2i Rete Gas S.p.A. was originally adopted, by resolution of the Board of Directors of 16 March 2011, in order to identify sensitive or at-risk business processes and the related organisational, precautionary and control measures in place, aimed at eliminating the so-called *offence risk*.

The Model was subsequently amended and supplemented on 13 December 2013, then on 23 December 2014 (effective as of 1 January 2015), as a result of the merger by incorporation of 2i Rete Gas S.p.A. into the holding company F2i Reti Italia S.r.l. (with simultaneous transformation into a joint stock company, taking on the name of the incorporated company “2i Rete Gas S.p.A.”). An additional update was approved by resolution of the Board of Directors of 2i Rete Gas S.p.A. on 18 March 2016.

The Organisation, Management and Control Model of 2i Rete Gas S.p.A. was further updated on 29 July 2016, with the introduction of new types of environmental crimes; on 20 June 2017, with the introduction of crimes relating to corruption between private individuals and illegal recruitment and exploitation of labour; on 12 January 2018, in order to comply with the provisions on whistleblowing referred to in Article 6, Paragraph 2-*bis*, of Italian Legislative Decree 231/01, introduced by Law 179/2017; on 25 March 2019 (update on the crime of influence peddling); in February 2020, with the inclusion of: i) new types of predicate offences, introduced with the entry into force of Law No. 157 of 19 December 2019, converting Decree-Law No. 124 of 26 October 2019, containing “*Urgent provisions on tax matters and for needs that cannot be deferred*”; and ii) the new offence and concurrent administrative liability, pursuant to Legislative Decree 231/2001, in case of violation of the obligations established by Law No. 133 of 18 November 2019 converting Decree-Law No. 105 of 21 September 2019, containing “*Urgent provisions*

regarding the national cyber security perimeter and the regulation of special powers in sectors of strategic importance” (see Article 1, Paragraph 11, of the aforementioned Law No. 133), in implementation of which Prime Ministerial Decree No. 131 of 30 July 2020 was issued, which provided the criteria for the identification of entities included in the National Cyber Security Perimeter, including private entities that provide essential services in the energy sector. In any case, it should be noted that 2i Rete Gas S.p.A. was already recognised as an essential services operator in the energy sector (gas and gas distribution sub-sector) for the purposes of the requirements of Italian Legislative Decree No. 65 of 18 May 2018, on the *“Implementation of Directive (EU) 2016/1148 of the European Parliament and of the Council of 6 July 2016 concerning measures for a high common level of security of network and information systems across the Union”*. In light of its role, 2i Rete Gas S.p.A. has therefore already adopted a series of technical and organisational measures suitable for risk management and the prevention of IT incidents, which are analytically illustrated in the document entitled *“Risk Assessment & Treatment - NIS Directive”*, drawn up on 21 November 2019.

The Organisation, Management and Control Model of 2i Rete Gas S.p.A. was further updated in September 2020, with the inclusion, in the general list of offences contained in the General Section, of the new predicate offences introduced with the entry into force of Italian Legislative Decree No. 75 of 14 July 2020, concerning the *“Implementation of Directive (EU) 217/1371 on the fight against fraud to the Union’s financial interests by means of criminal law”*. The new offences, however, were not included in the Special Sections of this Model – with the exception of fraud in public procurement, committed to the detriment of the State or other public entity, pursuant to Article 356 of the Italian Criminal Code – since the distribution of natural gas by 2i Rete Gas S.p.A. is carried out exclusively in Italy and therefore is not transnational in nature. In February 2021 – following the outcome of the tax assessment carried out at the request of the Supervisory Body – it emerged that 2i Rete Gas S.p.A., despite selling to exclusively Italian counterparties, makes use of foreign suppliers for the procurement of certain goods and services.

Therefore, given that the types of offences referred to in Italian Legislative Decree No. 75 of 14 July 2020 (PIF Decree) could be committed, both in terms of customer accounting (distribution of natural gas), and supplier accounting (purchase of goods and services), it is not possible to absolutely exclude the relevance of the provisions contained in the aforementioned decree.

Consequently, the Organisation, Management and Control Model was further updated – compared to the September 2020 version – with the inclusion of the transnational offences referred to in Legislative Decree No. 75/2020, also in the Special Section of the Model in force.

In September 2021, the Organisation, Management and Control Model was further supplemented with the drafting of the new Special Section N, relating to smuggling offences, and additional updates made in light of the latest version of the Confindustria Guidelines of June 2021.

On 29 September 2022 the Board of Directors of 2i Rete Gas S.p.A. approved an updated version of the Organisation, Management and Control Model, properly implemented in light of a series of amendments that concerned: - the introduction of the new Article 25-octies 1, of Legislative Decree 231/2001 concerning *“crimes relating to non-cash means of payment”* (Legislative Decree 184/2021 *“Implementation of Directive (UE) 2019/713 of the European Parliament and of the Council of 17 April 2019 on combating fraud and counterfeiting of noncash means of payment and replacing Council Framework Decision 2001/413/JHA”*, in force since 14 December 2021); - the introduction of the new Articles 25-septiesdecies and 25duodevicies, of Legislative Decree 231/2001, respectively, concerning *“crimes against cultural heritage”* and *“laundering of cultural assets and devastation and looting of cultural and landscape assets”* (Law No. 22 of 9 March 2022, *“Provisions regarding crimes against cultural heritage”*, in force since 23 March 2022); - amendments to the crimes of handling stolen goods, laundering, use of money, goods or benefits of unlawful origin and self-laundering, provided for by Article 25-octies, of Legislative Decree 231/2001 (Legislative Decree 195/2021 *“Implementation of Directive (EU) 2018/1673 on combating money laundering by criminal law”*, in force since 15 December 2021); - amendments to certain offences, provided for by Article 24bis of Legislative Decree 231/2001, in relation to *“cyber crimes and illicit data processing”*, Article 25-quinquies of Legislative Decree 231/2001, in relation to *“crimes against the individual”*, Article 25-sexies of Legislative Decree 231/2001, in relation to *“market abuse offences”* (Law 238/2021 *“Provisions for the fulfilment of obligations arising from Italy’s membership of the European Union – European Law 2019-2020”*, in force since 1 February 2022); - amendments to Article 24 of Legislative Decree 231/2001 in relation to the crimes of *“embezzlement to the detriment of the State”*, of *“undue receipt of funds to the detriment of the State”* and of *“aggravated fraud to obtain public funds”* (Law No. 25 of 28 March 2022, *“Conversion into law with amendments of Decree-Law No. 4 of 27 January 2022 setting out ‘Urgent measures in support of businesses and economic, labour, health and local services operators, related to the Covid-19 emergency, as well as for containing the effects of price increases in the electricity sector’”*, in force since 29 March 2022).

As a result of the implementation of the aforementioned changes, the Organisation, Management and Control Model was supplemented, again in September 2022, with the drafting of the new Special Section O, on crimes relating non-cash means of payment, and the new Special

Section P, relating to crimes against cultural heritage, laundering of cultural assets, devastation and looting.

The current version of the Organization, Management and Control Model was approved by the Board of Directors on September 25, 2024.

The actual document has also incorporated: 1) the new prescriptions of Legislative Decree No. 24/2023 on "whistleblowing," as well as the new predicate offenses under Article 353 of the Italian Criminal Code ("disturbing freedom of invitations to tender"), Article 353-bis of the Italian Criminal Code ("Disturbing freedom of the procedure for choosing a contractor"), Article 512-bis of the Italian Criminal Code (fraudulent transfer of valuables) 2) the new prescriptions of Law No. 90 of 28 June 2024, which entered into force on 17 July 2024, concerning the "provisions on the strengthening of national cybersecurity and computer crimes"; this law has, with reference to the relevant incriminating offences, pursuant to and for the purposes of Legislative Decree 231/2001 and Article 24-bis Legislative Decree 231/2001, introduced the following amendments: - Increased penalties in relation to the aggravating circumstances set out in art. 615-ter of the Italian Criminal Code (abusive access to a computer or telematic system) and in the case where the abusive introduction takes place in a system of military interest or relating to public order or public security or health or civil protection or in any case of public interest (third paragraph of Article 615-ter of the Italian Criminal Code); - increased penalties in relation to the aggravating circumstances set out in art. 615-quarter of the Italian Criminal Code (unauthorized possession, abusive distribution and installation of equipment, codes and other tools for accessing computer or telematic systems); - repeal of art. 615-quinquies of the Italian Criminal Code. (unauthorized possession, abusive distribution and installation of equipment, devices or computer programs aimed at damaging or interrupting a computer or telematic system); - introduction of amendments and penalties increasing in relation to the aggravating circumstances set out in art. 617-quarter of the Italian Criminal Code (Wiretapping, blocking or illegally interrupting computer or information technology communications), with the concomitant repeal of the aggravating circumstance set out in the third paragraph of the crime in question, which provided for a penalty aggravation and the ex officio prosecution, in the event that the crime was committed by "those who illegally exercised the private investigator profession"; - extension of the application of the aggravating circumstances set out in art. 617-quarter, fourth paragraph no. 1 and 2, of the Italian Criminal Code to the crime mentioned in art. 617-quinquies of the Italian Criminal Code; - introduction of the mitigating circumstances set out in the new Article 623-quarter of the Italian Criminal Code, in relation to the offences mentioned in Arts. 615-ter, 615-quarter, 617-quarter and 617-quinquies of the Italian Criminal Code, in case of slight entity

event;- introduction of the new "computer extortion" offence, by inserting the third paragraph of Article 629 of the Italian Criminal Code; - introduction of amendments and penalties increase in relation to the aggravating circumstances referred to in art. 635-bis, 635-ter and 635-quarter of the Italian Criminal Code; - introduction of the new crime of "illegal possession, dissemination and installation of equipment, devices or computer programs aimed at damaging or interrupting a computer or telematic system", provided for by art. 635-quarter.1 of the Italian Criminal Code; - replacement of the regulatory provision in art. 635- quinquies of the Italian Criminal Code; - provision of the new paragraph 1-bis of art. 24-bis of Legislative Decree 231/2001, which provides for the introduction among the predicate crimes of "computer extortion" and the "illegal possession, distribution and installation of equipment, devices or computer programs aimed at damaging or interrupting a computer or telematic system", with the possible application of disqualification sanctions in relation to the crime of "computer extortion"; 3) the introduction, by virtue of Decree-Law No. 19 of 2.3.2024, converted into Law No. 56 of 29.4.2024, of the second paragraph of Art. 512 bis of the Italian Criminal Code (fraudulent transfer of valuables), which establishes that this offence is also applicable to the person who, in order to evade the provisions on anti-mafia documentation, fictitiously attributes to others the ownership of companies, company shares or stocks or corporate offices, if the entrepreneur or company participates in procedures for the award or execution of contracts or concessions; 4) the repeal of art. 323 of the Italian Criminal Code (abuse of office) and the amendment of art. 346- bis of the Italian Criminal Code (trafficking in unlawful influence), by virtue of the entry into force of Law no. 114 of 9.8.2024; 5) the entry into force of art. 314- bis of the Italian Criminal Code (misappropriation of money or movable property) by virtue of Law no. 112 of 8.8.2024. At last, it should be noted that the prevention measures included within the various Special Sections of the Organization, Management and Control Model in force have, also, been grouped into macro-categories, in order to better delineate their purposes, and have likewise been updated in light of the sustainability path pursued by 2i Rete Gas S.p.A., since the year 2018, in order to highlight the points of contact between 231 themes, the processes and the ESG ("Environmental, Social and Governance") controls.

In fact, 2i Rete Gas S.p.A. prepares, annually, a non-financial reporting in relation to its operations, addressed to all stakeholders, in order to share - along with the economic and financial results achieved - also the targets and results in terms of sustainability, ethics, safety and environment that the Company pursues within its own strategy. Starting in 2025, non-financial information (referring to 2024 data) will, moreover, be included in the Company's Financial Report, as a single integrated reporting document, as a result of the entry into force of the Directive

(EU) 2022/2464 of the European Parliament and of the Council (so-called 'CSRD'). In fact, 2i Rete Gas S.p.A. prepares, annually, a non-financial reporting in relation to its operations, addressed to all stakeholders, in order to share - along with the economic and financial results achieved - also the targets and results in terms of sustainability, ethics, safety and environment that the Company pursues within its own strategy. Starting in 2025, non-financial information (referring to 2024 data) will, moreover, be included in the Company's Financial Report, as a single integrated reporting document, as a result of the entry into force of the Directive (EU) 2022/2464 of the European Parliament and of the Council (so-called 'CSRD').

In the year 2020, the Board of Directors of 2i Rete Gas S.p.A. also approved the Company's Sustainability Policy, that is a strategic policy document aimed at guiding 2i Rete Gas's business decisions in a logic of sustainability, combining growth and financial solidity with social and environmental sustainability, creating shared value in the long term for shareholders, other stakeholders and the community.

2i Rete Gas S.p.A.'s path on sustainability has therefore developed on the basis of careful monitoring of performance on ESG themes and has been carried out by taking concrete and achievable commitments, which have become part of the company's strategic planning, managerial goals, and provided for in the Sustainability Plan, approved for the first time ever by the Board of Directors of 2i Rete Gas S.p.A., in 2020, with a multi-year horizon and subject to annual update by the Board itself. Like the previous versions, the current version of the Organisation, Management and Control Model aims to ensure that 2i Rete Gas S.p.A. is managed in compliance with the principles of legality, fairness, transparency and traceability, according to efficient work practices that meet the regulatory requirements.

DEFINITIONS

The definitions provided below are applicable to this General Section, as well as the individual Special Sections, without prejudice to any additional definitions contained in the latter.

Authority: any governmental, jurisdictional, legislative, fiscal or administrative authority, Italian or foreign, or any unit, agency, commission, board or office reporting to the Authority, or any arbitrator.

CCNL: the National Collective Labour Agreements applied by 2i Rete Gas S.p.A..

Code of Ethics: the code adopted by 2i Rete Gas S.p.A., approved by the Board of Directors of the Company on 18 March 2016.

Consultants: persons who provide professional services to 2i Rete Gas S.p.A..

Recipients: the Company Representatives, Suppliers, Partners and Consultants.

Employees: persons that have a subordinate or quasi-subordinate employment relationship with 2i Rete Gas S.p.A., including managers.

Legislative Decree No. 231/2001 or the **Decree:** Italian Legislative Decree No. 231 of 8 June 2001, as subsequently amended.

Legislative Decree No. 24/2023: Legislative decree implementing European Directive No. 1937/2019 concerning the "protection of persons who report breaches of Union law and violations of national rules" (so-called "whistleblowing" decree).

2i Rete Gas S.p.A. or Company: 2i Rete Gas S.p.A., with registered office in Milan (Italy), Via Albricci 10, and the other subsidiaries of 2i Rete Gas S.p.A., pursuant to Article 2359 of the Italian Civil Code.

Entities: entities with legal status or companies and associations, also without legal status (corporations, partnerships, consortia, etc.).

Company Representatives: the directors, attorneys, auditors, liquidators, managers and employees of 2i Rete Gas S.p.A..

Suppliers: persons, not falling within the definition of Consultant or Partner, that supply goods and/or services to 2i Rete Gas S.p.A., with whom 2i Rete Gas S.p.A. has entered into a contract for the supply of goods and/or services.

Company Department/Function/Organisational Unit: each of the Departments/Functions/Organisational Units of 2i Rete Gas S.p.A., as described in Section 3.3.1.

Guidelines: the guidelines adopted by associations representing the entities and, in particular, by Confindustria, for the preparation of Organisation, Management and Control Models, pursuant to Article 6, Paragraph 3, of Legislative Decree 231/2001.

Model: this Organisation, Management and Control Model, as provided for by Articles 6 and 7 of Legislative Decree 231/2001.

Governing Bodies of the Company: the corporate bodies of 2i Rete Gas S.p.A. and its subsidiaries which, in their respective governance systems, have the same management and executive role as the Board of Directors.

Supervisory Body or SB: the collegial body assigned autonomous powers of initiative and control, responsible for supervising the implementation of and compliance with the Organisation, Management and Control Model of 2i Rete Gas S.p.A., and any relative updates.

Corporate Bodies: the Board of Directors, the Tender Executive Committee, the Board of Statutory Auditors and their members.

Public Administration: all Entities of the Public Administration, including any relative Public Officials and Public Service Officers (e.g. concessionaires of a public service).

Partners: the contractual counterparties with which 2i Rete Gas S.p.A. enters into contractually regulated forms of collaboration (temporary business association, joint venture, consortia, license, agency) for cooperation with the Company, as part of the management of sensitive or at-risk processes.

Sensitive or at-risk processes: the processes pertaining to 2i Rete Gas S.p.A., in whose phases or sub-phases the conditions, opportunities or means for the commission of certain types of offences referred to in Legislative Decree 231/2001 could, in abstract terms, arise.

Predicate offences: the types of crime to which the provisions of Legislative Decree 231/2001 on administrative liability apply.

Head: the head of Central Department/Function/Unit or Regional Department, identified on the basis of the company organisation chart and organisational provisions, who is entrusted, through appointment by the CEO of the Company, with the responsibility of ensuring compliance with the Model, in carrying out the activities of the Department/Function/Unit of which they are in charge.

Contact person: any person designated by a third-party company, linked to 2i Rete Gas S.p.A. by a service agreement stipulated for the purpose of carrying out services, in the interest of 2i Rete Gas S.p.A., who is entrusted, through appointment by the CEO of the Company, with the responsibility of ensuring compliance with the Model, in carrying out the activities covered by the service agreement. This figure is appointed as an alternative to the Head, defined above.

Evidence Report: document to be filled out by the Head of Department/Function/Unit, with reference to the specific sensitive or at-risk processes, identified and monitored by the corporate organisation and control procedures.

Company: 2i Rete Gas S.p.A.

Deputy Head: person appointed and supervised by the Head, who assumes responsibility for the at-risk processes and operations entrusted to him/her.

Whistleblower: any individual who report breaches of Union law or violations of national rules

1. THE ADMINISTRATIVE LIABILITY SYSTEM FOR LEGAL ENTITIES, COMPANIES AND ASSOCIATIONS

1.1 Legislative Framework

By way of derogation from the principle of criminal non-liability of the legal person, Legislative Decree No. 231 of 8 June 2001, issued in implementation of Delegated Law No. 300 of 29 September 2000, which came into force on 4 July 2001, introduced the liability of Entities for criminal acts committed, *in their interest or to their advantage*, by persons within the corporate organisation and, specifically, by:

i) Senior Management (i.e., pursuant to Article 5, Paragraph 1, *“individuals acting as representatives, executives or managers of the Entity, or of an organisational unit with financial and functional autonomy, as well as anyone who exercises, even de facto, management and control of the entity”*); **ii) Subordinates subject to the direction and supervision of senior management.**

In other words, the corporate liability of the Entity in whose interest or to whose advantage the unlawful act is committed is additional to the criminal liability of the perpetrator of the offence (Article 5).

The Legislator defines corporate liability as being of an administrative nature; however, it arises from a hybridization of administrative liability with principles and concepts typical of the criminal sphere; in fact, liability is ascertained in criminal proceedings, governed by the rules of criminal procedure and involves the application of punitive sanctions.

Furthermore, administrative liability is independent from that of the individual who committed the crime; the Entity can be declared liable even if the material perpetrator of the offence is not liable or has not been identified (Article 8) and even if the offence has expired, for reasons other than amnesty.

Corporate liability is excluded when the crime is committed in the sole interest of the perpetrator.

1.2 Predicate offences subject to administrative liability

The Entity is not held liable for every offence committed by Senior Management or Subordinates, but only for those strictly envisaged by the Decree and, in particular, for the offences listed below:

i) crimes against the Public Administration and, specifically, **(1)** bribery to discharge a duty (Article 318 of the Italian Criminal Code), **(2)** bribery to commit an act contrary to official duty (Article 319 of the Italian Criminal Code), **(3)** judicial corruption (Article 319-*ter* of the Italian Criminal Code), **(4)** incitement to corruption (Article 322 of the Italian Criminal Code), **(5)** extortion (Article 317 of the Italian Criminal Code), **(6)** unlawful inducement to give or promise benefits (Article 319-*quater* of the Italian Criminal Code); **(7)** influence peddling (Article 346-*bis* of the Italian Criminal Code) amended by Law No. 114 of 9.8.2024); **(8)** embezzlement (Article 314, Paragraph 1 of the Italian Criminal Code; only when the offence harms the interests of the European Union); **(9)** embezzlement by profiting from third-party error (Article 316 of the Italian Criminal Code; only when the offence harms the interests of the European Union); **(10)** abuse of office (Article 323 of the Italian Criminal Code; only when the offence harms the interests of the European Union) repealed by Law No. 114 of 9.8.2024); **(11)** misappropriation of public funds (Article 316-*bis* of the Italian Criminal Code); only when the offence harms the interests of the European Union); **(12)** undue receipt of public funds (Article 316-*ter* of the Italian Criminal Code; only when the offence harms the interests of the European Union)¹; **(13)** disturbing freedom of invitations to tender (Article 353 of the Italian Criminal Code)²; **(14)** disturbing freedom of the procedure for choosing a contractor (Article 353- *bis* of the Italian Criminal Code)³; **(15)** misappropriation of money or movable property (Article 314 *bis* of the Criminal Code) (offence introduced by Law No. 112 of 8.8.2024); **ii) crimes against property through fraud**, i.e., **(1)** fraud against the State or other public entity or the European Union (Article 640, Paragraph 2, No. 1, of the Italian Criminal Code), **(2)** aggravated fraud for securing public funds (Article 640-*bis* of the Italian Criminal Code)³, **(3)** computer fraud against the State or other public entity (Article 640-

¹ Law No. 25 of 27 January 2022 concerning “Conversion into law with amendments of Decree-Law No. 4 of 27 January 2022 setting out ‘Urgent measures in support of businesses and economic, labour, health and local services operators, related to the Covid-19 emergency, as well as for containing the effects of price increases in the electricity sector’”, in force since 29 March 2022, changed the heading of the offence “misappropriation to the detriment of the State” (Article 316-*bis* of the Italian Criminal Code) set out in Article 24 bis of Legislative Decree 231/2001, renaming it “misappropriation of public funds” and extending its applicability to grants, as well as the heading of the offence “undue receipt of funds to the detriment of the state”, set out in Article 24 bis of Legislative Decree 231/2001, renaming it “undue receipt of public funds” and extending its applicability to grants (Article 316-*ter* of the Italian Criminal Code).

² Crime introduced by Law No. 137 of 9 October 2023, in force since 10 October 2023. ³

Crime introduced by Law No. 137 of 9 October 2023, in force since 10 October 2023.

³ Law No. 25 of 27 January 2022 concerning “Conversion into law with amendments of Decree-Law No. 4 of 27 January 2022 setting out ‘Urgent measures in support of businesses and economic, labour, health and local services operators, related to the Covid-19 emergency, as well as for containing the effects of price increases in the electricity sector’”, in force since 29 March 2022, changed the offence “aggravated fraud for securing public funds” (Article 640-*bis* of the Italian Criminal Code) set out in Article 24 bis of Legislative Decree 231/2001, extending its applicability to grants.

ter of the Italian Criminal Code)⁴; (4) fraud in public procurement (Article 356 of the Italian Criminal Code); (5) fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (Article 2 of Law 898/1986);

iii) corporate crimes, specifically (1) false corporate information (Article 2621 of the Italian Civil Code), (2) false corporate information of listed companies (Article 2622 of the Italian Civil Code), (3) obstruction of control (Article 2625 of the Italian Civil Code), (4) contrived formation of capital (Article 2632 of the Italian Civil Code), (5) unlawful repayment of capital contributions (Article 2626 of the Italian Civil Code), (6) unlawful distribution of profits and reserves (Article 2627 of the Italian Civil Code), (7) unlawful transactions in stock or shares of a company or its parent company (Article 2628 of the Italian Civil Code), (8) transactions to the detriment of creditors (Article 2629 of the Italian Civil Code), (9) failure to disclose a conflict of interest (Article 2629-*bis* of the Italian Civil Code), unlawful distribution of corporate assets by liquidators (Article 2633 of the Italian Civil Code), (10) unlawful influence over the shareholders' meeting (Article 2636 of the Italian Civil Code), (11) market rigging (Article 2637 of the Italian Civil Code), (12) obstructing the exercise of duties of public supervisory authorities (Article 2638,

Paragraphs 1 and 2, of the Italian Civil Code); (13) corruption among private individuals (Article 2635 of the Italian Civil Code); (14) incitement to corruption among private individuals (Article 2635-*bis* of the Italian Civil Code). (Article 34 of Law No. 262 of 28 December 2005 (containing provisions for the protection of savings and the regulation of financial markets, also known as the "*Savings Law*") included false statements among the offences envisaged by Legislative Decree 58/98 (Consolidated Law on Finance), specifically under Article 173-*bis*, repealing, at the same time, Article 2623 of the Italian Civil Code. As a result of the aforementioned repeal, the offence of false statements is seemingly eliminated from the list of predicate offences, with the consequent exoneration from administrative liability. This would appear to be the thesis accepted by the majority doctrine; however, it should be noted that a minority position still believes that, despite the transposition of the offence into the Consolidated Law on Finance, false statements continue to be relevant for the purposes of ascertaining corporate liability);

iv) tax crimes and, specifically, (1) fraudulent tax return using invoices or other documents for non-existent transactions (Article 2 of Legislative Decree 74/2000); (2) fraudulent tax return through other means (Article 3 of Legislative Decree 74/2000); (3) issuing invoices for non-existent transactions (Article 8 of Legislative Decree 74/2000); (4) concealing or destroying accounting

⁴ Computer fraud is also punishable when the offence involves a transfer of money, monetary value or virtual currency, due to the entry into force of Legislative Decree No. 184 of 8 November 2021. See, in this regard, Special Section O of the Organisation, Management and Control Model.

documents (Article 10 of Legislative Decree 74/2000); **(5)** fraudulent deduction from the payment of taxes (Article 11 of Legislative Decree 74/2000) (Article 25-*quinquiesdecies* of Legislative Decree 231/2001, introduced by Law No. 157 of 19 December 2019); **(6)** misleading tax return (Article 4 of Legislative Decree 74/2000; offence only relevant for companies if committed in the framework of cross-border fraudulent schemes and with the aim of evading value added tax for a total amount of no less than ten million Euro); **(7)** failure to file a tax return (Article 5 of Legislative Decree 74/2000; offence only relevant for companies if committed in the framework of crossborder fraudulent schemes and with the aim of evading value added tax for a total amount of no less than ten million Euro); **(8)** undue compensation (Article 10-*quater* of Legislative Decree 74/2000; offence only relevant for companies if committed in the framework of cross-border fraudulent schemes and with the aim of evading value added tax for a total amount of no less than ten million Euro) (Article 25-*quinquiesdecies* of Legislative Decree 231/2001, introduced by Law No. 157 of 19 December 2019 and amended by Article 5 of Legislative Decree No. 75 of 14 July 2020;

v) crimes against public trust and, specifically, forgery of coins, public credit cards and revenue stamps;

vi) crimes for the purpose of terrorism and subversion of democratic order, envisaged by the Italian Criminal Code, special laws and the New York Convention;

vii) crimes of enslavement or holding in slavery or servitude, human trafficking, purchase or sale of slaves, inducement, aiding and abetting and exploitation of child prostitution, distribution or advertising of child pornography, including electronically, exploitation of minors for the production of pornographic material, solicitation and sexual exploitation of minors, transfer and possession or access to pornographic material⁵ produced through the sexual exploitation of minors, tourism initiatives intended to exploit child prostitution; female genital mutilation practices;

viii) crimes and administrative offences of insider dealing and market manipulation⁶;

ix) if, committed in the form of “transnational crimes” (category introduced by Law No. 146/2006), that is through the commission of a “*crime punishable with a prison sentence with a*

⁵ Law No. 238 of 23 December 2021 concerning “*Provisions for the fulfilment of obligations arising from Italy’s membership of the European Union - European Law 2019-2020*”, in force since 1 February 2022, amended the crime of possession of pornographic material (Article 600-*quater* of the Italian Criminal Code), to include the hypothesis of intentional access to child pornography and the crime of solicitation of minors (Article 609-*undecies* of the Italian Criminal Code), providing for aggravating circumstances (crimes envisaged by Article 24-*bis* of Legislative Decree 231/2001).

⁶ Law No. 238 of 23 December 2021, concerning “*Provisions for the fulfilment of obligations arising from Italy’s membership of the European Union - European Law 2019-2020*”, in force since 1 February 2022, amended the crime of insider dealing (Article 184 of the Consolidated Law on Finance), to include unlawful disclosure, recommendation or inducement of others to commit insider dealing;

maximum term of no less than four years, if an organised criminal group is involved, and: a) is committed in more than one State; b) or is committed in one State, but a substantial part of its preparation, planning, direction or control occurs in another State; c) or is committed in one State, but involves an organised criminal group, engaged in criminal activities in more than one

State; d) or is committed in one State, but has substantial effects in another State”: i) criminal association (Article 416 of the Italian Criminal Code), ii) mafia-type associations including foreign (Article 416-bis of the Italian Criminal Code), iii) inducement not to make statements or to make false statements to judicial authorities (Article 377-bis of the Italian Criminal Code), iv) aiding and abetting (Article 378 of the Italian Criminal Code), v) money laundering (Article 648bis of the Italian Criminal Code), vi) use of money, goods or other assets of unlawful origin (Article 648-ter of the Italian Criminal Code), vii) criminal conspiracy for smuggling tobacco products processed in other countries (Article 291-*quater* of Presidential Decree 43/1973), viii) association for the purpose of unlawful trafficking in narcotics or psychotropic substances (Article 74 of Presidential Decree 309/1990), ix) measures against illegal immigration (Article 12, Paragraphs 3, 3-bis, 3-ter and 5, of Legislative Decree 286/98);

x) crimes of manslaughter, serious bodily harm and grievous bodily harm, committed in violation of accident prevention regulations and occupational health and safety protection (crimes introduced by Article 9 of Law No. 123 of 3 August 2007);

xi) crimes of handling stolen goods, laundering, use of money, goods or benefits of unlawful origin (Articles 648, 648-bis and 648-ter of the Italian Criminal Code);

xii) crime of self-laundering (Article 648-ter.1 of the Italian Criminal Code).

xiii) cyber crimes and, in particular, the distribution of equipment, devices or software with the intention of damaging or crashing an IT or electronic system (Article 615-*quinquies* of the Italian Criminal Code), repealed by Law No. 90 of 28.6.2024), damage to information, data and software (Article 635-bis of the Italian Criminal Code), damage to information, data and software used by the State or other public body or public service provider (Article 635-ter of the Italian Criminal Code), damage to IT or electronic systems (Article 635-*quater* of the Italian Civil Code), damage to IT or electronic systems providing a public service (Article 635-*quinquies* of the Italian Civil Code), computer fraud by a digital signature service provider (Article 640-*quinquies* of the Italian Criminal Code)

(crimes introduced by Law No. 48 of 18 March 2008)⁷ and tightened, in terms of sanctions, by Law No. 90 of 28.6.2024)⁸; computer extortion (art. 629 third paragraph of the Italian Criminal Code introduced by Law no. 90 of 28.6.2024); unlawful possession, distribution and installation of equipment, devices or computer programs aimed at damaging or interrupting an IT or telematic system" (Article 635-quarter.1 of the Criminal Code, introduced by Law No. 90 of 28.6.2024); **xiv) crime pursuant to Article 1, Paragraph 11, of Decree-Law No. 105 of 21 September 2019, converted by Law No. 133 of 18 November 2019**, entitled "*Urgent measures regarding the national cyber security perimeter*", in case of violation of the obligations provided therein;

xv) organised crimes and, specifically: criminal association aimed at committing multiple crimes (also in case of aggravating circumstances, pursuant to Article 452-*octies* of the Italian Criminal Code, since aimed at committing crimes against the environment); mafia-type associations including foreign; political-mafia vote rigging; kidnapping for the purpose of extortion; association for the purpose of unlawful trafficking in narcotics or psychotropic substances; unlawful production, trafficking or possession of narcotics or psychotropic substances;

xvi) crimes against industry and trade and, in particular: disruption to the freedom of industry or trade, unlawful competition using threat or violence, fraud against national industries, fraudulent trading, sale of non-genuine food products as genuine, sale of industrial products with misleading markings, production and sale of goods made by infringing industrial property rights, counterfeiting of geographical indications or designations of origin of agricultural food products, fraudulent transfer of valuables provided for article 512-bis of the Italian Criminal Code⁸;

xvii) xvii) copyright infringement crimes and, specifically: making available to the public, on an electronic network system and using connections of any kind, all or part of intellectual property protected by copyright, the unauthorised duplication, sale, or possession for business or leasing purposes of software or databases, the unauthorised duplication, dissemination or public transmission of cinematographic works, of sequences of moving images, of works or parts of literary, dramatic, scientific or didactic, musical or dramatic-musical works, or multimedia works, even if part of collective or composite works or databases, failure to fulfil or false certification in

⁷ Law No. 238 of 23 December 2021 extended the offences referred to in Articles 615-*quarter* and 617-*quinquies* of the Italian Criminal Code, set out in Article 24-*bis* of Legislative Decree 231/2001.

⁸ Crime introduced by Law No. 137 of 9 October 2023, in force since 10 October 2023.

the fulfilment of SIAE (the (Italian society of authors and publishers) obligations, as well as the fraudulent production, sale, importation, promotion, installation, alteration or application for personal and private use, of devices or parts of devices for decoding restricted-access audio-visual transmissions via air, satellite or cable, in analogue or digital format;

xviii) inducement not to make statements or to make false statements to judicial authorities;

xix) environmental crimes and, in particular: illegal discharge, emission or introduction of dangerous substances or ionizing radiation (Article 137, Paragraphs 2, 3, 5, 11 and 13 of Legislative Decree 152/2006); abandonment or uncontrolled deposit of waste committed by a business owner and entity manager (Article 255 of Legislative Decree No. 152/2006); unauthorised waste management activities (Article 256, Paragraphs 1, Letters a) and b), 3, 5 and 6 of Legislative Decree 152/2006); failure to comply with the requirements relating to waste management authorisations, registrations and communications (Article 256, Paragraph 4, of Legislative Decree 152/2006); pollution of soil, subsoil, surface water or groundwater, exceeding the concentration risk level (Article 257, Paragraphs 1 and 2, of Legislative Decree 152/2006); waste transport in the absence of the documentation required by sector regulations (Article 258, Paragraph 4, of Legislative Decree 152/2006); shipment of waste, deemed illegal traffic pursuant to Article 26 of Regulation (EEC) No. 259 of 1 February 1993; shipments of waste listed in Annex II, in violation of Article 1, Paragraph 3, Letters a), b) and c) of the aforementioned regulation (Article 259, Paragraph 1, of Legislative Decree 152/2006); organised illegal waste trafficking (Article 452-*quaterdecies* of the Italian Criminal Code); violation of air pollution limits in the operation of a plant (Article 279, Paragraph 5, of Legislative Decree 152/2006); trade, transport or possession of certain protected animal and plant species (Article 1, Paragraphs 1 and 2; Article 2, Paragraphs 1 and 2; Article 6, Paragraph 4, of Law No. 150/1992); falsification of C.I.T.E.S. certificates in relation to protected species (Article 3-*bis*, Paragraph 1, of Law No. 150/1992); use of substances harmful to the ozone layer and the environment (Article 3, Paragraph 6, of Law No. 549/1993); intentional or negligent pollution caused by vessels (Article 8, Paragraphs 1 and 2, Article 9, Paragraphs 1 and 2 of Legislative Decree 202/2007); killing or possession of protected wild animal or plant species (Article 727-*bis* of the Italian Criminal Code); damage of habitats in a protected area (Article 733-*bis* of the Italian Criminal Code); environmental pollution (Article 452-*bis* of the Italian Criminal Code); environmental disaster (Article 452-*quater* of the Italian Criminal Code); environmental offences due to negligence (Article 452-*quinquies* of the Italian Criminal Code); trafficking and dumping of highly radioactive material (Article 452-*sexies* of the Italian Criminal Code); criminal association aimed at committing crimes against the environment

(Article 452-*octies* of the Italian Criminal Code); waste dumping provided for Article 255 of Legislative Decree No. 152 of 3.4.2006⁹;

xx) employment of foreign nationals without valid residence permits; **xxi)** illegal recruitment and exploitation of labour (Article 603-*bis* of the Italian Criminal Code); **xxii)** incitement to racism and xenophobia (European Law No. 167 of 20 November 2017); **xxiii)** smuggling crimes, pursuant to Presidential Decree No. 43 of 23 January 1973, if the excise duties due exceed ten thousand Euro (Article 25-*sexiesdecies* of Legislative Decree 231/2001); **xxiv)** crimes relating to non-cash means of payment, pursuant to Article 25-*octies.1* of Legislative Decree 231/2001, introduced by Legislative Decree No. 184 of 8 November 2021, “*Implementation of Directive (EU) 2019/713 of the European Parliament and of the Council of 17 April 2019, on combating fraud and counterfeiting of non-cash means of payment and replacing Council Framework Decision 2001/413/JHA*”, in force since 14 December 2021, and namely: unlawful use and forgery of non-cash means of payment (Article 493-*ter* of the Italian Criminal Code), possession and dissemination of equipment, devices, or computer programs aimed at committing crimes concerning non-cash means of payment (Article 493-*quater* of the Italian Criminal Code), computer fraud when it involves a transfer of money, monetary value or virtual currency (Article 640-*ter* of the Italian Criminal Code), any other crimes against public trust, against property or otherwise offending against property, provided for in the Italian Criminal Code, when concerning non-cash means of payment; **xxv)** crimes against cultural heritage, pursuant to Article 25-*septiesdecies* of Legislative Decree 231/2001 and the laundering of cultural assets, devastation and looting of cultural and landscape assets, pursuant to Article 25-*duodevicies* of Legislative Decree 231/2001, both introduced by Law No. 22 of 9 March 2022 setting out “*Provisions regarding crimes against cultural heritage*”, in force since 23 March 2022.

⁹ Crime introduced by Law No. 137 of 9 October 2023, entered into force on 10.10.2023. This offence has also been amended, by virtue of Decree-Law No. 19 of 2.3.2024, converted into Law No. 56 of 29.4.2024, with the introduction of a further paragraph establishing that the incriminating offence also applies to the person who, in order to circumvent the provisions on anti-mafia documentation, fictitiously attributes the ownership of companies to others, company shares or stocks or corporate offices, if the entrepreneur or company participates in procedures for the award or execution of contracts or concessions.

1.3 Offences committed abroad

In accordance with Article 4 of Legislative Decree 231/2001, entities may be held liable in Italy in relation to the offences envisaged by the same, even if committed abroad. The explanatory report to Legislative Decree 231/2001 highlights the need not to leave a frequently occurring criminal situation without sanctions, also to avoid easy circumvention of the entire regulatory system in question.

Administrative liability for offences committed abroad is based on the following conditions (provided for by the law or deduced from Legislative Decree 231/2001 as a whole):

- a) the offence must be committed abroad by a person functionally linked to the entity, pursuant to Article 5, Paragraph 1, of Legislative Decree 231/2001;
- b) the registered office of the entity must be located in Italy;
- c) the entity may only be held liable in the cases and under the conditions provided for by Articles 7, 8, 9 and 10 of the Italian Criminal Code. This reference should be coordinated with the provisions of Articles 24 to 25-*nonies* of Legislative Decree 231/2001, so that – also in compliance with the principle of legality referred to in Article 2 of Legislative Decree 231/2001 – in relation to the series of offences listed in Articles 7-10 of the Italian Criminal Code, the company may only be held liable for offences in relation to which its liability is provided for by a specific legislative provision;
- d) the entity may be held liable in cases where the State in which the offence was committed does not take action against it;
- e) in cases where the law establishes that the guilty party be punished, at the request of the Minister of Justice, proceedings are taken against the entity only if the request is also formulated against such entity.

1.4. Sanctions envisaged by Legislative Decree 231/2001

The sanctions envisaged for administrative offences can be:

- i) pecuniary sanctions; ii) disqualifying sanctions; iii) confiscation; iv) publication of judgment.

i) Pecuniary sanctions

Pecuniary sanctions are administrative in nature and are always applied even if the legal person remedies the consequences arising from the offence. The sanction is quantified on the basis of dual criteria:

- a) the determination of quotas, from a minimum of 100 up to a maximum of 1,000;

b) the attribution, to each individual quota, of a value between a minimum of € 258.00 and a maximum of € 1,549.00 (based on the economic and financial situation of the entity).

In concrete terms, pecuniary sanctions may vary from a minimum of € 25,822.84 (reduced, pursuant to Article 12 of the Decree, by up to half) and a maximum of € 1,549,370.69.

The judge determines the number of quotas, taking into account:

- a) the gravity of the offence;
- b) the extent of the entity's liability;
- c) any activities carried out to eliminate or mitigate the consequences of the offence and prevent the commission of further offences.

ii) Disqualifying sanctions

Disqualifying sanctions are applied in addition to pecuniary sanctions and have the purpose of preventing the recurrence of the offence. These sanctions include the following measures:

- a) disqualification from carrying out the activity;
- b) prohibition of contracting with the Public Administration;
- c) suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
- d) exclusion from benefits, financing, grants and subsidies, and/or the revocation of any already granted;
- e) prohibition of advertising goods or services.

In the event of multiple offences, the sanction for the most serious offence is applied. Disqualification is generally temporary (from a minimum of 3 months up to a maximum of 2 years), with the exception of some mandatory cases, in which the temporary nature of the disqualification becomes definitive. By way of example:

- a) in case of recurrence of the criminal act;
- b) in case of a significant profit;
- c) in case of recurrence at least three times in the last seven years.

It should also be noted that the continuation of the entity's activity (instead of imposition of the sanction) by a commissioner appointed by the Judge, pursuant to Article 15 of Legislative Decree 231/2001, is also possible when one of the following conditions is met:

- a) the entity provides a public service or service of public necessity, the interruption of which could cause serious damage to the community;

b) the interruption of the entity's activity could have significant repercussions on employment, taking into account its size and the economic conditions of the local area. iii)

Confiscation

This sanction is applicable at the time the judgment of conviction is issued and consists in the confiscation, by the Judicial Authority, of the price or profit generated by the offence, excluding the part that can be returned to the injured party.

If confiscation of the product or profit of the offence is not possible, sums of money, goods or other benefits of equivalent value to the price or profit of the offence are confiscated. iv)

Publication of judgment

Publication of the judgment of conviction is ordered when a disqualifying sanction is applied against the entity.

The judgment is only published once (at the expense of the convicted legal person), in extract or in full, in one or more newspapers indicated by the Judge in the judgment, and posted in the Municipality where the entity has its headquarters.

1.5. Attempted crimes

In case of attempted commission of the crimes indicated in Chapter I of the Decree (Articles 24 to 25-*octies*), the pecuniary and disqualifying sanctions are reduced by one third to one half; the imposition of sanctions, however, is excluded in cases where the entity voluntarily prevents the perpetration of the action or the occurrence of the event (Article 26); in this case, the non-application of the sanction is justified by virtue of the interruption of all relationships of identification between the entity and the persons acting in its name and on its behalf.

1.6. Exemption from liability

Articles 6 and 7 of Legislative Decree 231/2001 provide for the exemption from liability if the entity demonstrates that:

- 1) the governing body has adopted and effectively implemented, prior to the commission of the crime, **Organisation, Management and Control Models**, suitable for preventing the commission of criminal offences;
- 2) the task of supervising the implementation, effectiveness and compliance with the models and ensuring their updating has been entrusted to a **body with autonomous powers of initiative and control**;
- 3) the perpetrators committed the offence by **fraudulently** evading the organisation and management models;

4) **supervision** by the Supervisory Body was not omitted or insufficient.

In relation to the extension of delegated powers and the risk of crimes being committed, the models must:

- i) identify the activities within which crimes can be committed;
- ii) establish specific protocols aimed at planning the decision-making and implementation processes of the entity, in relation to the crimes to be prevented;
- iii) identify the methods of managing financial resources, suitable for preventing the commission of crimes;
- iv) establish reporting obligations vis-à-vis the body responsible for supervising the implementation of and compliance with the models;
- v) introduce a disciplinary system, suitable for sanctioning failure to comply with the measures indicated in the Model.

In any case, the following distinction should be made:

- a) if the crime was committed by individuals acting as representatives, executives or managers of the entity or one of its organisational units with financial and functional autonomy, as well as by individuals who exercise, even de facto, management and control of the same, the entity is not liable if it can prove the previous points;
- b) if the crime was committed by individuals subordinate to the management or supervision of one of the persons mentioned above, the entity is liable if the commission of the crime was made possible by failure to comply with management and supervisory obligations; however, such non-compliance is excluded if the entity, prior to the commission of the crime, adopted and effectively implemented an Organisation, Management and Control Model, suitable for preventing crimes of the type that occurred.

Finally, Article 6 of the Decree provides that Organisation and Management Models can be adopted, on the basis of codes of conduct, drawn up by representative trade associations, communicated to the Ministry of Justice, which, in agreement with the competent Ministries, can formulate observations on the relative suitability.

1.7. Suitability of the Organisation, Management and Control Model

The adoption and effective implementation, by the entity, of an Organisation, Management and Control Model prior to the commission of the crime may result in exemption from liability (Article 6, Paragraph 2), provided that the Model:

i) identifies the areas in which crimes can be committed (risk mapping); ii) establishes specific protocols aimed at planning the decision-making and implementation processes of the entity, in relation to the crimes to be prevented; iii) identifies the methods of managing financial resources, suitable for preventing the commission of crimes; iv) establishes reporting obligations vis-à-vis the body responsible for supervising the implementation of and compliance with the Model;

v) establishes a disciplinary system to sanction failure to comply with the measures indicated in the Model.

The assessment of the suitability and the concrete implementation of the Organisation, Management and Control Model by the entity is carried out by the Criminal Judicial Authority, as part of the relevant proceedings.

In fact, Article 36 of the Decree states that: *“jurisdiction to investigate the administrative offences of the entity lies with the criminal court having jurisdiction over the crimes from which they arise. The provisions on the composition of the Court and the related procedural provisions relating to the crimes from which the administrative offence arises shall be observed in the proceedings to ascertain the administrative offence of the Entity”*.

Proceedings for the administrative offence of the entity are, as a rule, combined with the criminal proceedings brought against the perpetrator of the crime from which the offence arises. In the context described above, the Company’s liability is ascertained through:

- i) verification of the existence of the predicate offence for which the Company is liable; ii) a suitability review of the Organisational Model adopted.

1.8 Confindustria guidelines

Following numerous legislative measures which have extended the scope of application of the administrative liability of companies to additional types of crime, Confindustria updated its Guidelines for the preparation of organisation models.

The latest version was approved in June 2021 and takes into account the new legislative, jurisprudential and application practices that have been introduced the meantime.

The key points identified in the Guidelines for the preparation of models can be summarised as follows:

- i) mapping or identification of areas or processes at **risk**;
- ii) creation of a **control system**, capable of preventing “crime risk” through the adoption of specific protocols.

The most relevant elements of the control system, identified by Confindustria, are the: i) code of ethics; ii) organisational system; iii) manual and IT procedures; iv) authorisation and signing powers; v) integrated control and management systems, also for tax compliance purposes to guarantee compliance with the provisions of tax legislation and to adopt an effective “tax risk detection, measurement, management and control system”; vi) existence of an organisational structure and a structure of company functions that ensures the adequate technical skills and powers necessary to evaluate, manage and control the risk to the health and safety of workers, taking into account the nature and size of the company and the characteristics of the business carried out; vii) staff communication, training, engagement and coaching; viii) planned monitoring of risk prevention and protection measures in the area of occupational health and safety management; ix) identification and effective implementation of information flows to the Supervisory Body and the possibility to exchange information flows between Control Bodies (SB, Board of Statutory Auditors, Internal Audit), on the results of audits that are relevant pursuant to Legislative Decree 231/2001, to avoid duplication of activities and the risk of an “information short circuit”; x) introduction of a reporting system already in compliance with the provisions of Article 6, Paragraph 2-*bis* of Legislative Decree 231/2001, in relation to the reporting channels, the confidentiality of the whistleblower, the prohibition of retaliatory acts and the integration of the disciplinary system and now compliant with Legislative Decree No. 24/2023 implementing European Directive No. 1937/2019 concerning "the protection of persons who report violations of Union law and violations of national regulatory provisions (so-called "whistleblowing" decree).

The elements of the control system must be inspired by the following principles: i) verifiability, possibility to provide documentary evidence, consistency and coherence of all operations; ii) application of the separation of functions (no one can manage an entire process independently); iii) documentation of audits; iv) whistleblowing; v) communication of nonfinancial information; vi) introduction of an adequate sanctioning system for violations of the code of ethics and the procedures envisaged by the model; vii) identification of the requirements of the Supervisory Body, which can be summarised as: autonomy and independence; professionalism; continuity of action; viii) identification of methods for managing financial resources; ix) reporting obligations vis-à-vis the Supervisory Body.

Failure to comply with the specific points of the aforementioned Guidelines does not affect the validity of the Model adopted, which, conversely, must necessarily take into account the concrete and specific situation of the company concerned.

The dynamic nature of the aforementioned Guidelines should also be noted, which, over time, may undergo further updates and revisions to be taken into account during analysis.

2. THE ORGANISATION, MANAGEMENT AND CONTROL MODEL OF 2i RETE GAS S.P.A.

2.1 Purpose of the Organisation, Management and Control Model of 2i Rete Gas S.p.A.

In order to improve the overall organisation and management of the Company and to prevent the risk of committing offences, considered abstractly attributable to its business activity, 2i Rete Gas S.p.A. has adopted an Organisation, Management and Control Model, which consists of:

- i) an *institutional structure* and an *organisational structure*, consistent with the nature and size of the organisation, as well as with the type of business carried out (see the corporate purpose) and such as to (1) guarantee the performance of business activities in compliance with the law; (2) promptly identify and eliminate risk situations; (3) ensure clear identification and limitation of the *senior* or *top management functions*; (4) allow transparent representation of the organisation's decision-making and implementation process;
- ii) the *Code of Ethics*, aimed at establishing the ethical principles and rules of conduct which inspire or must inspire the behaviour of everyone operating on behalf and in the interest of the Parent Company 2i Rete Gas S.p.A. and its subsidiaries;
- iii) the *operational instructions* and *procedures* aimed at regulating the business processes identified as *sensitive*, since implying the *potential risk* of committing certain predicate offences referred to in the Decree;
- iv) the *corporate governance* rules, adopted by 2i Rete Gas S.p.A., in transposition of the relevant corporate regulations, as well as any other documentation relating to the control systems in place at the Company;
- v) a *continuous monitoring* IT system, aimed at monitoring the company processes identified as most sensitive;
- vi) the *information flow system*, aimed at tracking the actions of individual company functions, to ensure the monitoring of *potentially sensitive or at-risk* processes;
- vii) the *information and training system*, concerning the Organisation, Management and Control Model adopted;
- viii) the *disciplinary system*, aimed at sanctioning the infringement of or failure to apply the Organisation, Management and Control Model, by the Recipients;

ix) the establishment of a *Supervisory Body*, consisting of both internal and external members, reporting to 2i Rete Gas S.p.A., with broad decision-making and spending powers, appointed the task of supervising the implementation of and compliance with the Organisation Model adopted and ensuring its updating.

In the preparation of the Organisation, Management and Control Model of 2i Rete Gas S.p.A., the procedures and control systems already in place and operating within the Company were taken into account, suitable, as such, to also be used as prevention measures for the offences referred to in Legislative Decree 231/2001.

The rules, operational instructions and procedures listed above are not illustrated in detail in this Model, but are part of the company's broader organisation and internal control system, to which the Organisation Model refers and which all Recipients, in relation to their type of relationship with 2i Rete Gas S.p.A., must observe.

The Organisation Model in force at 2i Rete Gas S.p.A. is also adopted by the subsidiaries of 2i Rete Gas S.p.A., subject to the necessary and appropriate adaptations referred to in section 2.5 below.

2.2 Structure of the Organisation, Management and Control Model of 2i Rete Gas S.p.A.

The Model consists of a General Section and several Special Sections.

The **General Section** defines the structure of the Organisation Model: i) regulating its purposes and functions; ii) establishing a Supervisory Body and describing the related functions and powers, in the specific Regulations attached; iii) creating an information flow system; iv) creating an information and training system; and v) establishing a disciplinary system, suitable for sanctioning failure to comply with the Model.

The **Special Sections** are identified in relation to the types of offences envisaged by the Decree, the commission of which is considered more likely in abstract terms, taking into account the core business of 2i Rete Gas S.p.A..

Of course, this does not rule out the possibility that, in the event of regulatory changes aimed at introducing new types of offences, pursuant to the Decree, 2i Rete Gas S.p.A. might promptly renew its risk mapping activities and existing organisational and control measures, in order to establish whether there is a potential risk within the company regarding the commission of the new types of offences introduced.

In light of the above, the Board of Directors of 2i Rete Gas S.p.A., also taking into account the suggestions and indications of the Supervisory Body appointed, will prepare new Special Section

chapters where necessary, formalising the additions and/or amendments made through specific resolutions in this regard.

2.3 Recipients of the Organisation, Management and Control Model of 2i Rete Gas S.p.A.

The Organisation, Management, and Control Model of 2i Rete Gas S.p.A. applies to:

i) the senior management of 2i Rete Gas S.p.A. (individuals acting as representatives, executives or managers of the Company) and anyone exercising such powers, even *de facto*; ii) individuals subject to the management or supervision of others (or subordinates), employed by 2i Rete Gas S.p.A., i.e., the individuals who implement, in the interests of the Company, the decisions taken by top management (the 2i Rete Gas S.p.A. Staff); iii) attorneys who operate in the name and on behalf of 2i Rete Gas S.p.A.; iv) members of the Board of Statutory Auditors of 2i Rete Gas S.p.A.;

v) third-party companies and/or individuals that provide services, in the interest of 2i Rete Gas S.p.A., pursuant to duly signed contracts and within the limits of what is specifically provided for therein.

2.4 Amendments to the Organisation, Management and Control Model of 2i Rete Gas S.p.A.

Article 6, Paragraph 1, of Legislative Decree 231/2001 establishes that the Organisation, Management and Control Model must be adopted and effectively implemented by the “*Governing Body*”.

Therefore, in compliance with regulatory provisions, any substantial amendments to the Organisational Model fall under the exclusive competence of the Board of Directors of 2i Rete Gas S.p.A..

Moreover, the Chairman and/or CEO of 2i Rete Gas S.p.A. shall be entitled to make any formal amendments or additions to the text.

In this case, the Chairman and/or CEO shall report to the Board of Directors on any amendments made.

The Supervisory Body of 2i Rete Gas S.p.A. may propose any additions and/or amendments to this Model to the Chairman and the CEO of 2i Rete Gas S.p.A..

Depending on the type of amendment, the proposal will be communicated directly to the Chairman and/or CEO or submitted, by the latter, to the approval of the Board of Directors of 2i Rete Gas S.p.A..

2.5 Adoption of the Model by the subsidiaries of 2i Rete Gas S.p.A.

The adoption of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. by its subsidiaries is implemented according to the following criteria:

i) preparation and updating of the Model, by 2i Rete Gas S.p.A.

2i Rete Gas S.p.A. is responsible for the preparation and effective implementation of the Organisation, Management and Control Model, which shall then be adopted also by the subsidiaries in relation to the sensitive or at-risk processes managed by the latter.

2i Rete Gas S.p.A. is also responsible for updating the Organisation Model in relation to any need for adaptation or integration, which may arise over time. ii) implementation and adaptation of the Model, by each individual subsidiary.

The individual subsidiaries are responsible for the adoption and implementation of the Organisation Model prepared by 2i Rete Gas S.p.A., in relation to the sensitive processes under their management.

During the adoption by the individual subsidiaries, the 2i Rete Gas S.p.A Model may be subject to adaptations necessary to guarantee its effectiveness, considering the specific activities carried out by the companies which are required to adopt the Model.

The Governing Bodies of the subsidiaries have the task of ensuring, through specific resolutions, the adoption of this Organisation Model, in relation to the General Section as well as the Special Sections, always taking into account the specific risk profiles involved in the activities carried out by the subsidiaries.

When adopting the Organisation Model of 2i Rete Gas S.p.A., the Governing Bodies of the individual subsidiaries will simultaneously appoint a Supervisory Body, responsible for monitoring the performance of the aforementioned activities and the application of the Model within their respective companies.

Any amendments to the Organisation Model of 2i Rete Gas S.p.A. will be implemented by the subsidiaries as a result of the initial resolution, adopted by the respective Governing Bodies.

3. ELEMENTS OF THE ORGANISATION, MANAGEMENT AND CONTROL MODEL OF 2i RETE GAS S.P.A.

3.1 THE BUSINESS OF 2I RETE GAS S.P.A.

2i Rete Gas S.p.A. carries out the distribution and metering of gas of any kind, in all its applications, throughout the national territory.

In particular, the Company deals with the management of gas distribution networks following the awarding of concessions by public bodies, the study, planning, coordination, management, construction and execution of works relating to the operation of the gas industry of any kind, as well as the provision of technical, logistical and commercial services and any other instrumental activity, connected or consequent to services of general utility, whether public or on the free market.

2i Rete Gas S.p.A. also carries out its activities in favour of the subsidiaries with which it has stipulated specific service agreements, namely, at present, Cilento Reti Gas S.r.l., and 2i Rete Dati S.r.l., to which 2i Rete Gas S.p.A. conferred, on 1 January 2021, infrastructure and activities for the remote reading and management of smart meters installed in compliance with ARERA resolution 155/2008 as subsequently amended, and which in turn carries out metering services for 2i Rete Gas S.p.A. and Cilento Reti Dati S.r.l.. The parent company also provides services, by virtue of a specific contract, to 2i Servizi Energetici S.r.l., a company that carries out energy efficiency services, which is owned through a joint venture with Tekne Esco S.r.l. and is not included in the scope of consolidation.

The identification of the core business of 2i Rete Gas S.p.A., carried out directly or through services entrusted to third-party companies, in its own interest or in that of its subsidiaries, allows the identification of potential connections with certain types of crime envisaged by the Decree (crimes against the Public Administration, crimes against property through fraud, corporate crimes, work-related injuries, environmental crimes, cyber crimes and other types identified in the Special Parts), given that it:

- (a) involves a constant and intense relationship with public Entities;
- (b) gives rise to relevant and significant financial, administrative and tax obligations;
- (c) consists of carrying out activities, which are subject to specific occupational health and safety obligations;
- (d) consists of performing services, which are subject to specific environmental protection obligations;
- (e) involves the use of IT resources (hardware and software);
- (f) presents the normal risk profiles of any entrepreneurial activity.

With a view to compliance with the provisions of the Decree, this results in the need to evaluate the effectiveness and consistency of these risk profiles and to prepare suitable prevention tools in the context of the Organisation, Management and Control Model.

3.2 CORPORATE STRUCTURE

3.2.1 Company structure and corporate governance

In accordance with the articles of association, 2i Rete Gas S.p.A. is currently governed by a Board of Directors, made up of 8 members from among which a Chairman is elected.

The Board of Directors also appointed a CEO to whom it assigned broad decision-making and operational powers, without prejudice to decisions on matters which, on the same date, the Board reserved to its own competence.

Acting on the authorisation of the Shareholders' Meeting, with resolution of 22 April 2021, the Company's Board of Directors also established a Tender Executive Committee, with the purpose of supporting the Board of Directors and the Company in the evaluation phase aimed at deciding on the Company's participation in significant tenders. However, the Board decided to postpone the establishment of the Committee and, given the small number of tenders announced so far, resolved that participation in upcoming tenders falling within the Committee's competence continue to be discussed in Board Meetings, in order to consolidate the evaluation and decisionmaking processes and common standards for the evaluation process and criteria in general.

The legal representation of the Company and corporate signature are vested in both the Chairman of the Board of Directors and the CEO. The aforementioned legal representatives may, in turn, confer powers of legal representation, including in court proceedings, also with the right to sub-delegate.

The governing body exercises the broadest powers for the ordinary and extraordinary management of the Company, without exceptions of any kind, with the sole exception of those powers which by law or by virtue of the Company's articles of association are expressly reserved to the Shareholders' Meeting. Where required by applicable pro-tempore laws and regulations in force, the Board of Directors, subject to the mandatory opinion of the Board of Statutory Auditors, appoints a financial reporting manager. The Board of Directors also has the power to revoke such financial reporting manager.

Management control is delegated to a Board of Statutory Auditors, made up of three standing members and two alternate members, which ensures the compliance with the law and the bylaws, the observance of the proper administration principles and, in particular, the adequacy of the organizational, administrative and accounting structure adopted by 2i Rete Gas S.p.A. and of its actual functioning and that, in accordance with Article 19 of Legislative Decree No. 39/2010, having the company placed bonds listed in an EU member state, it has also the role of internal

control and audit committee, with supervisory duties regarding financial reporting, internal control systems and statutory audit.

The statutory audit of the accounts is currently entrusted to an audit firm.

3.3 ORGANISATIONAL STRUCTURE

3.3.1 Company Departments/Functions/Units

The organisational structure of 2i Rete Gas S.p.A. is described below.

In particular:

The Administration, Finance, Control and Sustainability Department, which reports to the CEO, is entrusted the task and responsibility of planning and optimising financial resources; ensuring the correctness of financial statements; guaranteeing the tax burden and an effective planning and control system, through adequate reporting; ensuring the correct management of taxes; and handling relationships with the audit firm, the Board of Statutory Auditors and investors. Moreover, it supports the Operations Department and the Tender and M&A function in strategic decisions.

It is divided into the following organisational functions:

- *Administration and Integrated Reporting;*
- *Finance and Strategic Planning;*
- *Budgeting and Management Control;* whose tasks and responsibilities are specified below.

Administration and Integrated Reporting: i) prepares the financial statements and unbundling financial statements; ii) deals with tax planning and tax payment; iii) takes care of asset accounting; iv) manages accounts receivable (customer accounting) and accounts payable (supplier accounting); v) supervises general accounting; vi) defines the administrative-accounting principles and procedures; viii) manages insurance risk;

Finance and Strategic Planning: i) manages and optimises resources and short, medium and long-term financial needs, in coordination with Budgeting and Management Control; ii) supervises the financing, structuring and guarantee management process; iii) manages relationships with credit institutions, investors and rating agencies; iv) manages financial and credit risk; v) manages the purchase of Energy Efficiency Certificates (*Titoli di Efficienza Energetica*), based on the guidelines received; vii) supports the economic evaluation process for participation in tenders and business development; viii) plans and manages the preparation of the Business Plan;

Budgeting and Management Control: i) defines and implements business performance control models and systems, also through the identification of appropriate KPIs; ii) participates in the definition and planning of corporate objectives, providing assistance to management in identifying the targets and, upon completion, any necessary corrective actions; iii) defines and coordinates the monthly closures, the controlling cycle and the guidelines for management reporting; iv) coordinates the annual budgeting and forecasting process; v) supervises internal financial (procedures, reports) and accounting control; vi) supports Finance and Strategic Planning in economic evaluations for participation in tenders, providing the relevant data; vii) coordinates the annual budget and forecast process.

Procurement and Services, which reports to the CEO, is entrusted the task and responsibility of: defining the purchasing strategy, reflected in the commissioning plans and annual requirements; supervising the management of supplies and contracts, in compliance with the general spending and budget policy; coordinating and supervising supplier qualification and reporting activities; guaranteeing the general services of the Company; and managing the warehouses and local (non-instrumental) properties.

It is divided into the following organisational functions:

- *Operations Contracts;*
- *Corporate Contracts;*
- *Supplies;*
- *Supplier Qualification;*
- *Property and Logistics;* • *General Services;* whose tasks and responsibilities are specified below.

Operations Contracts: i) defines, with the structures involved, the commissioning plan for contracts relating to core works and services; ii) manages the procurement process, negotiation and contractual definition using the procurement platform; iii) produces reports for monitoring formalised contracts;

Corporate Contracts: i) defines, with the structures involved, the commissioning plan for contracts relating to staff services; ii) manages the procurement process, negotiation and contractual definition using the procurement platform; iii) produces reports for monitoring formalised contracts;

Supplies: i) defines, with the structures involved, the commissioning and material requirement plans; ii) manages the material purchasing process, negotiation and contractual definition using the procurement platform; iii) produces reports for monitoring supply contracts;

Supplier Qualification: i) scouts suppliers in order to guarantee their constant availability; ii) verifies that suppliers meet the requirements for inclusion/permanence in the Supplier Register, collaborating with the Operations Contracts, Corporate Contracts and Supplies units to identify and select new suppliers; iii) organises supplier audits for the headquarters and local technical units involved;

Property and Logistics: i) studies, adapts and optimises local properties; ii) identifies the requirements and supports Local Managers for ordinary and extraordinary maintenance works at local properties; iii) guarantees the management of the properties through external Global Service agreements; iv) supports central technical structures and Departments for aspects related to the management of materials and inventories; vi) produces reports for monitoring spending;

General Services: i) manages common office supplies services (stationery, printed materials, furnishings and work equipment); ii) guarantees general services at external, noninstrumental and head office properties, not covered by external Global Service contracts (reception/switchboard, security, cleaning); iii) manages the benefit and service car fleet, ensuring the correct application of the car policy, including Telepass service and fuel cards; iv) manages the mail service and monitors incoming/outgoing mail flows; v) produces reports for monitoring spending;

Internal Audit, which reports to the CEO, is entrusted the task and responsibility of: i) developing a risk analysis process, to be conducted at least once a year, for the internal control system; ii) developing the three-year audit plan proposal, using feedback from the risk analysis and other specific reports from management and control bodies; iii) implementing the audit plan, approved in compliance with the methods, timing and standards of the internal audit profession; iv) providing top management and the control bodies with the summary results of the activities carried out, accompanied by plans for improving the control system; v) coordinating, to the extent applicable, with other corporate control functions and internal and external control bodies; vi) developing an evaluation of the internal control system, to be submitted, at least every six months, to top management and the control bodies.

The **Operations Department**, which reports to the CEO, is entrusted the task and responsibility of coordinating the activities and processes relating to the operational management of the gas distribution business, as well as relating to the assets of the 2i Rete Gas S.p.A. distribution network. It is divided into the following organisational functions:

- *Engineering;*
- *Network Commercial Services;*

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- *Quality, Safety and Environment;*
 - *Operations;*
 - *Network Digitisation and Transmission Systems Unit;* whose tasks and responsibilities are specified below.

- *Engineering:* is responsible for defining the guidelines for the correct management of the company's distribution network, taking care of the technical aspects of the activities for the approval of materials and components of the systems, the design of the same and the definition of the instructions regarding the operation and maintenance interventions required by law or undertaken on company initiative. The organisational structure of the Engineering function is divided into: *Technical Guidelines, Safety and Service Continuity, Planning, Monitoring Systems, Network Analysis and Design, Network Simulation and Maps, and New Technology Unification and Approvals.*

- Specifically, *Technical Guidelines, Safety and Service Continuity* is responsible for: i) defining the directions, carrying out the control, economic simulation and reporting of activities concerning the safety and continuity of the service; ii) taking care of the implementation, development and maintenance of technical support systems (maps, call centers, emergency response, cathodic protection, automation and remote control of networks, etc.); *Planning* is responsible for: i) drawing up the documents and technical offers for participation in tenders for the gas distribution service; ii) taking care of the design of relevant gas plants and/or with innovative and/or complex technological content; *Monitoring Systems, Network Analysis and Design* is responsible for: i) defining the technical specifications for the design, operation and maintenance of distribution network monitoring systems, ii) ensuring the continuous monitoring of plant and network status through the management and analysis of alarm signals generated by the equipment; *Network Simulation and Maps* is responsible for: i) verifying and updating the distribution structures (fluid dynamics) of plants; ii) validating and consolidating the values of assets constituting the plants and elaborating their industrial value; *New Technology Unification and Approvals* is responsible for: i) defining and updating the technical specifications of materials, plant components and equipment; ii) carrying out activities for the technical qualification of suppliers and the approval of materials; iii) supervising the operation of remote control systems for the plants and the network, defining the technical specifications for its design, construction and operation, and regulating the related maintenance plan.

- *Network Commercial Services*: is responsible for managing relationships with network users and end customers, in relation to the correct processing of commercial requests received, consumption metering and service invoicing, providing indications for the development and implementation of commercial information systems in compliance with corporate guidelines and current legislation. The organisational structure of Network Commercial Services is divided into: *Performance and Reporting; Relations with Traders and Customer Care; Metering; Invoicing and Gas Balances and Commercial Development*. Specifically, *Performance and Reporting* is responsible for: i) supporting the continuous improvement of processes in the individual areas, through the monitoring and analysis of operational performance, suggesting appropriate interventions, in agreement with the other Units of the function; ii) managing the preparation of reports for the Department; iii) managing communications with Administration, Finance and Control in the budgeting and

forecasting process, supporting the other relevant units. *Relations with Traders and Customer Care* is responsible for: i) managing relationships with network users who request access, ensuring the contracting of transport services, the management of commercial requests, commercial call center services, and requests for switches and gas bonuses; ii) managing the last resort supply process, ensuring relations with Traders and the entities responsible for last-resort supply services and default distribution services and the correct exchange of information with the Departments; iii) providing commercial support for activities related to the documentary verification envisaged by ARERA Resolution 40/14; iv) ensuring the management of complaints and requests for written information, with regulatory relevance, defining guidelines and criteria for managing responses in agreement with the Units involved; v) ensuring the monitoring of commercial quality levels, carrying out customer satisfaction surveys relating to the gas distributor's commercial services, identifying any actions for continuous improvement, in agreement with the Units involved. *Metering* is responsible for: i) managing the centralised metering process; ii) guaranteeing the performance of the local units allocated to the process; iii) ensuring relations with Traders, guaranteeing the sending, reception and validation of meter data; iv) managing relations with external meter companies, verifying compliance with contractual obligations; v) preparing budgets and forecasts for outsourced activities. *Invoicing and Gas Balances* is responsible for: i) managing the monthly billing process for gas transport and social bonuses; ii) managing settlement processes, ensuring the calculation of the monthly balance and the annual calculation of adjustment sessions; iii) managing the invoicing processes to Traders and end customers for ancillary gas transport services and works on the gas network, ensuring the recognition of compensation linked to commercial quality.

- *Commercial Development* is responsible for: i) analysing opportunities to increase the number of customers by developing relevant commercial offers on the basis of profitability parameters and feasibility analyses, developed in collaboration with the other staff and business functions; ii) coordinating promotional and awareness activities on the use of gas also in comparison with alternative energy sources; iii) preparing price lists for ancillary services and works, satisfying the specific requests of the various concession contracts; iv) updating the commercial content published on the company website in coordination with the other functions involved.

Quality, Safety and Environment: whose organisational structure is divided into *Prevention and Protection Service, Integrated Quality, Safety and Environment Management System, and Worksite Inspection Coordination*.

Specifically: The *Prevention and Protection Service* (i) supports Employers and their delegates in ensuring compliance with the obligations of Italian Legislative Decree 81/08 on occupational safety, in line with the decisions of the Employer, the Risk Assessment Report and the organisation of workers' health and safety; (ii) supports the relevant functions and guarantees homogeneous standards and conduct at a Group level for the prevention and protection activities carried out by the production units; (iii) contributes to aspects relating to the prevention and protection service with specific reference to monitoring the UNI ISO 45001 standard of 2018, also in relation to the company's Integrated Management System, as well as the coordination and supervision of obligations connected to procurement, works or supply contracts for suppliers within the scope of Article 26 of Legislative Decree 81/08.

The *Integrated Quality, Safety and Environment Management System* is responsible for: i) continuously managing and improving the Integrated Quality, Safety and Environment (QSE) System, in accordance with the company's QSE policy, by monitoring the key performance indicators and objectives established by top management; ii) guaranteeing compliance with the reference standards, through internal audit activities and the functional coordination of local QSE employees; iii) guaranteeing the compliance of the process for collecting and finalising commercial and technical quality data, as well as safety and service continuity data, according to the obligations and methods imposed by ARERA; iv) carrying out compliance checks according to the methods set out in the IMS documents; v) managing the company's document system, assisting the structures involved in drafting their documents and supervising the drafting, updating and publication process; vi) assisting and coordinating the Certification Body for the renewal and maintenance of integrated certification; vii) defining, in coordination with the Prevention and Protection Service unit and according to the indications of the Employers, the drafting of technical specifications relating to PPE; viii) guaranteeing the control process for testing of materials at suppliers according to the specifications issued by the relevant functions.

- *Worksite Inspection Coordination* is responsible for i) supporting the staff assigned to the roles of Principal and Works Manager so that homogeneous standards and conduct are guaranteed at a Group level for safety coordination activities at worksites falling within the scope of Title IV of Legislative Decree 81/08, both in the design and execution stages; ii) supporting the Procurement and Services function in the verification of technical-professional suitability for contracts with headquarters or department suppliers and the related preparation of the DUVRI

(combined interference risk assessment report); iii) supporting local representatives in ensuring compliance with the obligations of Italian Legislative Decree 156/06 on the environment; iv) identifying opportunities to improve the efficiency, effectiveness and synergy of verification processes for the worksite activities carried out by various corporate figures.

Operations: i) guarantees the performance of local plant management activities, according to the times and methods agreed with the various corporate functions; ii) consolidates local budget proposals and subsequent monitoring of approved investments and maintenance; iii) proposes annual plans for material, work and service requirements and subsequently monitors the same; iv) plans, coordinates and monitors plant development activities, in line with the contents of the concession contracts; v) defines local operational processes and the related guidelines, monitoring performance and identifying opportunities for improving efficiency, with relative implementation in agreement with the various corporate functions; vi) manages the centralised metering process for traditional meters and guarantees the performance of the local units allocated to the same; vii) manages the acquisition and disposal of plants, coordinating the corporate functions and managing relations with the contracting function and/or other operator for the specific matter.

The organisational structure of the Operations function is divided into Central Units: *Network Activity Programming, Operational Processes, Operational Support* and *Local Units*, namely, six *Local Departments*.

Specifically, *Network Activity Programming* is responsible for:

i) consolidating local budget proposals and monitoring the execution of approved investments and maintenance, also in line with the obligations of the concession contracts and the indications contained in the company's Technical Guidelines; ii) supporting the Departments in planning the management and maintenance of plant activities and in the management of the related contracts; iii) preparing annual plans for material, work and service requirements, monitoring their evolution and guaranteeing any operational requirements; iv) supporting the Procurement and Services function in the preparation of the Commissioning Plan; v) managing contracts for technical services, materials and interdepartmental professional services; vi) planning orders for mass market smart meters and managing the related contracts; vii) managing the issue of work execution certificates, SOA certification and the technical documentation necessary for the recovery of public funding for gas network works carried out.

Operational Processes is responsible for: i) defining local operational processes and the related guidelines, monitoring performance and identifying opportunities for improvement in coordination with the various corporate functions involved; ii) overseeing the implementation of new processes and their modification, up to acceptance by the Departments, supporting the local

units alongside Information Systems; iii) monitoring consumption relating to industrial processes and pursuing energy saving activities, also through specific energy efficiency projects. The following functional areas are identified within the Unit: 1. Smart Meter Operation and Maintenance; 2. Utility Services; 3. Cathodic Protection; 4. Distribution Plant Operation and Maintenance; 5. Network Works.

Operational Support is responsible for: i) managing relations with other distributors during the acquisition/disposal of plants, supporting the Department and the Central Units in the consequent activities; ii) coordinating the activities of the Operations function for projects relating to biomethane and renewable gases; iii) supporting the Operations function in examining new regulations that impact its area of competence; iv) managing agreements with other distributors in case of interconnections and overlaps between plants; v) managing properties instrumental to business activities (land registry, certifications, easements, etc.) including city gates and units; vi) carrying out certification of the volumes injected into the network; vii) supporting and monitoring activities carried out by the Departments and Areas relating to the metering of the gas injected.

Local Departments are responsible for: i) coordinating the activities of the hierarchically dependent operational Areas, with regard to customer and network (maintenance and operation) management, in line with the provisions of current regulations, corporate regulations and concession contracts; ii) ensuring the planning and coordination of activities related to the safety of staff and systems, service quality and continuity and aspects that impact the environment, according to the powers granted; iii) coordinating operational activities connected with the management of the relevant ARERA resolutions; iv) managing relations with the concessiongranting authorities, aimed at managing the gas distribution concessions; v) guaranteeing the technical and commercial management of electricity co-generation and distribution, insofar as they are present; vi) preparing the budget proposal, after consulting the respective dependent Areas; vii) preparing estimates and commercial offers for end customers or sales companies, for works with amounts that exceed the delegated powers of the Area Managers and within the limits of the powers of attorney received; viii) guaranteeing, in the person of its Manager acting as Employer, pursuant to Italian Legislative Decree 81/08, the safety of plants and staff, as well as compliance with any environmental obligations.

Network Digitisation and Transmission Systems is responsible for pursuing technological innovation and improving the performance of digital field equipment and related data transmission systems, both in terms of metering and monitoring network status with a view to constant evolution, and is divided into two functional areas: *Metering and Network Monitoring Technology* and *Communication Network Infrastructure*.

- The **Human Resources Department**, which reports to the CEO, is entrusted the task and responsibility of improving and optimising the Company's human capital, supporting the corporate functions in the implementation of the defined organisational models; guaranteeing the correct size of the each function's workforce in compliance with the labour cost budget, as well as the development of skills to achieve business objectives; guaranteeing correct relationships with employees, in accordance with the rules and provisions regarding work and social security and ensuring effective trade union relations. It is divided into the following organisational functions:

- *Organisation;*
- *Staff Management and Development;*
- *Industrial Relations;*
- *Staff Administration;* whose tasks and responsibilities are specified below.
- *Organisation:* i) supports the corporate Functions in defining organisational structures and designing processes in response to emerging operational needs; ii) defines and updates the list of professional profiles within the company; iii) monitors the size of the workforce, supporting Staff Management and Development in managing the recruiting plan; iv) supports the corporate Functions in identifying KPIs for monitoring staff activities; v) provides Management with analytical reporting for specific actions and assessments;
- *Staff Management and Development:* i) defines staff development policies, integrated evaluation systems and the correct implementation of remuneration and benefit policies; ii) coordinates the resource planning process and monitors staff numbers, producing the relevant reports; iii) manages the staff training and selection process; iv) supervises internal communications.
- *Industrial Relations:* i) ensures the management of trade union relations; ii) supports the Functions of the Human Resources Department in the correct interpretation of regulatory provisions in the field of labour law; iii) monitors labour costs, ensuring the related detailed reports; iv) manages legal disputes in the field of labour law; v) supports the Human Resources Department in compliance with privacy obligations and Legislative Decree 231/01.
- *Staff Administration:* i) guarantees the application of legal and contractual regulations for remuneration, contribution and tax matters; ii) oversees the payroll and salary process, monitoring the service provided by the external supplier; iii) manages the Business Travel service; iv) manages the final approval and checking of expense reports; v) updates and

maintains the database relating to employee records and monitors the expiry of individual contracts in force; vi) submits mandatory declarations in relation to staff, representing the Company with public institutions (INPS, INAIL, Revenue Agency, Job Centers).

- **Governance and Legal Affairs**, which reports to the CEO and which is divided into the following organisational structures:

- *Corporate Affairs and Corporate Governance* which is responsible for (i) takes care of corporate affairs for the Company and its subsidiaries (convening and taking minutes of Board of Directors' and Shareholders' Meetings) and ensures coordination of the information process regarding resolutions, significant management and regulatory aspects and integrated compliance; (ii) supports the Company's Management in managing relationships with directors, shareholders, the Board of Statutory Auditors and, to the extent applicable, with the SB; (iii) updates the system of powers and issues general and special powers of attorney, implementing the contributions of the competent functions in legal, organisational and safety matters; (iv) supports the company's Management in matters of corporate and financial law, corporate governance, extraordinary transactions, M&A, corporate finance, competition and industrial property law, in coordination with Legal Affairs for compliance with sector regulations and any other applicable regulations; (v) coordinates the corporate initiatives and contributions of the General Affairs Department for compliance with ESG regulations and principles (Legislative Decree 254/2016) also through participation in the Sustainability Working Group; (vi) ensures, in accordance with Legislative Decree 231/2001, regular and periodic information flows to the company's Management and the Board of Directors; (vii) coordinates all corporate initiatives or actions, also based on the findings and reports from the Supervisory Body, for compliance with the rules and principles of the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 and for the implementation and monitoring of appropriate safeguards; (viii) works to ensure privacy compliance, providing support and assistance to the DPO and the corporate functions involved; takes care of all corporate obligations with particular reference to the Business Register at the Chamber of Commerce; (ix) takes care of corporate matters for non-controlling interests and joint ventures;
- *Legal Affairs*, which i) provides specialist advice and assistance to the Company and its subsidiaries with the primary objective of ensuring compliance with current regulations; ii) ensures the correct formalization of contractual relationships; iii) manages out-of-court, judicial and arbitration litigation as well as relations with external legal professionals appointed to represent, defend and assist the company; (iv) provides specialist advice and assistance to the

competent functions and to the Group Companies, in labour law matters both in and out of court, v) provides specialist advice in relation to compliance with sector regulations and any other applicable rule in the event of extraordinary transactions and is divided into "Contracts, Labour, Safety and Environment" and "Concessions, Infrastructure and Serial Disputes" which deal with the following, respectively. "Contracts, Labour, Safety and Environmen": providing advice and specialist assistance to the competent corporate functions with regard to relations with customers (sales companies and end customers, including the activity of judicial debt recovery), the conclusion, stipulation and management of contracts for the supply of goods and services, including the selection of the contractor, criminal law issues and related procedures, relations with the sector authorities for the legal aspects of competence and in proceedings for the application of administrative sanctions, legislation on occupational safety and environmental legislation. Concessions, Infrastructure and Serial Disputes: providing advice and specialist assistance to the competent corporate functions and group companies, both in and out of court, with regard to: obtaining gas distribution concessions, the relationship with the granting entity, including the stipulation of any amendment, executive or supplementary deed, debt collection from concessionaires and public entities in general, loans related to the plants and the definition of the sale value, concession fees, property fees and other sums to be paid to public administrations in relation to the management of the plants, the stipulation and management of easement contracts and for the provision of the areas on which the plants are located and the management of compensation for active and passive damage resulting from the operation of the plants, the so-called "default" issue, also in relation to relations with ARERA, the drafting of the final document relating to the risk provision, coordinating with the other units of the function that will contribute for the part of competence.

- **Regulatory Affairs and Institutional Relations, which reports to the CEO and to which the following structures report:**

- *Regulatory Affairs:* i) takes care of regulatory and antitrust activities of interest to the Company, coordinating with the functions involved and supporting them in the implementation and application of the regulatory provisions issued by the Sector Authority; ii) monitors and takes care of institutional issues within its competence, coordinating with the corporate functions involved; iii) ensures, in agreement with the functions involved, compliance of the company's organisational documents with current regulatory and antitrust legislation; iv) represents the interests of the Company, for the regulatory issues within its competence, with sector associations.

- *Legal Affairs:* i) provides specialist advice and assistance to the Company and its subsidiaries with the primary objective of ensuring compliance with current regulations; ii) ensures the correct formalisation of contractual relationships; iii) manages out-of-court and court litigation and arbitration disputes, as well as relations with external legal professionals appointed to represent, defend and assist the Company; iv) provides specialist advice and assistance to the competent functions and Group companies, on labour law matters both out-of-court and in court; v) in coordination with Corporate Affairs and Corporate Governance, provides specialist advice in relation to compliance with sector regulations and any other rules applicable in connection with extraordinary transactions, and is divided into “*Commercial and Procurement*” and “*Concessions, Plants and Serial Disputes*”, which respectively deal with the following aspects. *Commercial and Procurement:* provides specialist advice and assistance to the relevant corporate functions regarding relations with customers (sales companies and end customers, including judicial debt collection), the conclusion, stipulation and management of procurement and supply contracts for goods and services, including contractor selection, criminal law issues and related proceedings, relations with sector authorities for the relevant legal aspects, and in procedures for the application of administrative sanctions, occupational safety legislation and environmental legislation. *Concessions, Plants and Serial Disputes:* provides specialist advice and assistance to the relevant corporate functions and Group companies, both out-of-court and in court, regarding: the granting of gas distribution concessions, relations with the concession-granting authorities, including the stipulation of any amending, executive or supplementary deeds, debt collection from concession-granting authorities and public entities in general, funding connected to plants and the definition of transfer value, concession fees, property fees and other sums to be paid to public administrations in relation to plant management, the conclusion and management of easement contracts and contracts for making available the areas in which the plants are located, and the management of active and passive damage compensation resulting from plant operation, “default” issues also with regard to relations with ARERA, the drafting of the final report relating to the provision for risks, in coordination with contributions from the other units of the function.

- *Relations with Local Authorities:* i) interfaces with the public administration for issues related to the concession relationship; ii) supports local and central functions in the interpretation of the Conventions; iii) coordinates internal activities for communications with the Contracting Authorities (until the publication of the tender notice) and Local Authorities for the relevant activities; iv) supports Legal and Corporate Affairs in the management of disputes and arbitrations.

- *Tariffs and Fees*: i) defines the tariff policies of the gas distribution network and other network services of interest to the Company; ii) ensures the estimate and final verification of tariff economic items and the management of equalisation mechanisms; iii) provides indications for the development and implementation of information systems relating to activities for the management of gas tariffs; iv) manages concession fees with the authorities granting the gas distribution service.

Tender and M&A, which reports to the CEO: i) has the task and responsibility of coordinating activities relating to the Company's participation in tenders; ii) evaluates the Company's business development opportunities; iii) guides the process of participation in tenders for the awarding of gas distribution service concessions, ensuring the complete and correct evaluation of bids, with the support of the other corporate functions involved; iv) constantly monitors the outcome of tenders for the awarding of gas distribution service concessions, analysing competitors' bids and assisting the other corporate functions in any administrative appeals; v) coordinates and manages activities relating to the acquisition/disposal of assets, business units and equity investments in companies in the gas and water distribution sector.

Information Systems, which reports to the CEO: i) guarantees suitable tools and technologies to support business needs, through the maintenance and development of the current application platform and the identification and creation of new solutions; ii) defines the technical specifications for the purchase of IT services; iii) plans the IT investments necessary for the development of the information system and monitors their progress; iv) monitors and guarantees the service levels of external suppliers; v) carries out cost and performance benchmarking. The organisational structure of Information Systems is divided into: *Applications; Infrastructure, Services and Security* and *Planning & Performance Management*.

Applications is responsible for: i) implementing and managing application solutions to support the business areas, ensuring compliance and performance during the entire life cycle of the applications in their different phases; ii) ensuring the updating of the application map through the implementation of developments and transformation projects; carry out project and management activities, in full compliance with planned time and cost schedules; iii) monitoring technological innovation, promoting the adoption of new solutions aimed at optimising business operational processes; iv) guaranteeing, with the support of the Smart Meter Project unit, the implementation of the remote management system for smart meters, defining and implementing, together with the Operations function, the Mobile solutions necessary for the management of smart meters.

Infrastructure, Services and Security is responsible for: i) supervising and monitoring the services distributed, ensuring the continuity of data and voice connectivity of the local offices, local

assistance and the supply of individual and headquarters assets, as well as the management of mobile telephony, coordinating the technological renewal process; ii) supervising and monitoring the infrastructural services of the Data Center, data telecommunications, toll-free numbers and the Control Room, guaranteeing the continuity of ICT services and the infrastructure technological renewal process; iii) implementing IT security, managing the correct implementation of profiling criteria for user access to the operational management of corporate applications and infrastructure; iv) designing, implementing and managing, with the support of the business units involved, the Control Room with the aim of ensuring the supervision and monitoring of processes, services and systems, acting as a service center to support the business lines in charge of the related operational processes; v) guaranteeing the process for planning the requirements of the services distributed, the relevant procurement and activation.

Planning & Performance Management is responsible for: i) defining, planning and controlling, with the support of the Function's Units, the operational progress of ICT investments and costs, the service levels and performance indicators of ICT services, also using market benchmarks, and the related impact on the business operational processes; ii) managing contracts with ICT service providers, monitoring and ensuring compliance with service levels by defining and implementing the relevant evaluation criteria; iii) coordinating external requirements for services, infrastructures and telecommunications, supporting the Procurement function in the technical negotiation process.

Communications, which reports to the CEO, has the task of: i) overseeing the Group's corporate and brand identity by monitoring the presence of the parent company and its subsidiaries on communication channels; ii) supporting Management in handling situations with reputational impact by taking care of media relations; iii) supporting the corporate functions in the planning and implementation of communication initiatives and events both inside and outside the Company.

Following the acquisition of Cilento Reti Gas S.r.l., the **Cilento Methane Supply Project** Unit was established, which reports to a Steering Committee composed of the CEO of the Parent Company and the managers of the General Affairs and Operations Departments. For the geographical area of competence and in reference to the activities carried out by the network construction companies, this Unit is responsible for: i) high surveillance of the construction sites of the distribution network; ii) verifying the quality and regular execution of the works; iii) implementing the acquisition plan for new users with relative identification of the underground routes to be prepared and updating maps.

The governance of processes with ESG relevance is based on three main principals:

- a Steering committee, composed by the function's directors (AFCS Director, General Affairs, HR, Operations) and the CEO. It has the task of providing guidelines for action arising from the BoD;
- an ESG Working Group, formed by managers of the company (Head of Corporate Affairs & Corporate Governance, Head of Staff Development and Training, Head of Quality Safety and Environment, Head of Communications). It has the task of implementing data collection for the DNF and for stakeholders requests, monitoring and updating the Sustainability Plan, and transmitting its tasks to the relevant functions.
- Sustainability Manager. Nominated in 2023 to have a singular reference figure on sustainability themes and in view of the entry into force of European directives that provide for the upcoming convergence of financial and non-financial reporting, he is the Administration and Integrated Reporting Manager from the Administration, Finance, Control and Sustainability Department.

3.3.2 Services outsourced to third-party companies by 2i Rete Gas S.p.A.

In carrying out its business, 2i Rete Gas S.p.A. may also make use of services provided by third-party companies under individual service agreements.

In specific cases in which the individual company entrusted with the service acts in the name and on behalf of 2i Rete Gas S.p.A., the latter will legitimately require, through an express provision in the relevant service agreement, compliance with the Code of Ethics and the Organisation, Management and Control Model in force at the company, as well as compliance with the obligation to report relevant information to the Supervisory Body, through the Contact Person referred to in section 3.6.5 below, identified by the company providing the service and appointed by the CEO of 2i Rete Gas S.p.A..

3.4 CODE OF ETHICS OF 2i RETE GAS S.P.A.

The Organisation, Management and Control Model of 2i Rete Gas S.p.A. also includes the corporate Code of Ethics, prepared and adopted by the Company, in order to guide the conduct of all those who operate on behalf and in the interest of the Company towards respect for ethics, moral integrity and legality (see Annex 1 to the Organisation, Management and Control Model of 2i Rete Gas S.p.A.).

This document is therefore an integral part of the Organisation Model, setting out the principles of corporate ethics and rules of conduct that the Company recognises as its own, which must be observed by all Recipients.

The Code of Ethics must be disseminated to the various Recipients, in different manners based on the type of existing relationship with the Company and, in any case, in such a way as to ensure effective knowledge of the same.

3.5 SUPERVISORY BODY

3.5.1 Criteria and functions

In accordance with Article 6, Paragraph 1, Letter b), of the Decree, in order to be exempted from liability, Entities that adopt an Organisation, Management and Control Model must be able to prove not only to have adopted and effectively implemented the safeguards provided therein, but also to have entrusted the task of supervising the implementation of and compliance with the Organisation Model to a Body of the Entity, vested with autonomous powers of initiative and control.

In line with the provisions of the Decree, the Board of Directors of 2i Rete Gas S.p.A. appointed, upon approval of the Company's Organisation, Management and Control Model, a Supervisory Body, consisting of both internal and external members.

In selecting its members, the Company took into account the fact that the aforementioned Supervisory Body must meet the following criteria:

- *autonomy and independence* are guaranteed by the collegial composition of the Body, which must not be directly involved in the decision-making processes delegated to the Board of Directors, so that it can operate impartially, with operational and budgetary autonomy. Autonomy must not be understood as merely formal. In order to better guarantee the autonomy and independence of the Body, members are appointed from both inside and outside the Company, for a total of no fewer than three and no more than five. In particular, at least one member (if the total members are three) or two members (if the total members are five) of the Supervisory Body must be external to the Company (understood as individuals who do not have a working, fiduciary or contractual relationship with the Company).

Decisions relating to the determination of the actual number of members on the Supervisory Body, the identification and appointment of the members and the remuneration due to the external members, as well as the budget assigned to the Supervisory Body, are delegated to the Board of Directors, following the indications provided by the Supervisory Body. The Supervisory Body is granted free access to all 2i Rete Gas S.p.A. premises, without the need for

prior consent, in order to obtain any information and/or documents and/or data deemed necessary to carry out its functions, and directly reports to the Board of Directors. Its work cannot be questioned by any corporate function;

- *professionalism* is ensured by the specific professional skills of the members of the Supervisory Body, who must have adequate expertise in legal matters, control and management of corporate risks; in any case, the Supervisory Body is guaranteed the possibility to consult, in the performance of its functions, external consultants on legal matters, business organisation, auditing, accounting, finance and occupational safety;

- *continuity of action* is ensured by two requirements: 1) the Supervisory Body must carry out its duties at the Company; 2) it is entitled to rely on any support from the corporate functions of 2i Rete Gas S.p.A. which, from time to time, may be necessary for the performance of its functions.

The members of the Supervisory Body must also meet the requirements of good repute and not have any conflicts of interest.

Adequate information on the fulfilment of the above requirements will be provided to the Board of Directors of 2i Rete Gas S.p.A., at the time of the appointment of the members of the Supervisory Body, whose CV will be briefly described during the meeting.

The subsidiaries of 2i Rete Gas S.p.A. are also required to appoint a Supervisory Body, upon implementation of the Organisation, Management and Control Model of the aforementioned Company, it being understood that the competent bodies of the subsidiaries may appoint, as members of their respective Supervisory Bodies, the same members of the Supervisory Body of 2i Rete Gas S.p.A..

The Supervisory Body appointed must perform the following **functions**:

- i) *supervision* of the implementation of and compliance with the Organisation, Management and Control Model adopted by the Company; ii) verification of the actual *suitability* and *adequacy* of the Organisation, Management and Control Model adopted, i.e. its effective ability to prevent the predicate offences referred to in the Decree; iii) monitoring of the *effective implementation* of the Organisation, Management and Control model and the need to supplement and/or amend the same, in order to guarantee its ongoing compliance with the organisation and/or business activity; iv) *consultancy*, aimed at updating and/or supplementing or amending the Organisation, Management and Control Model adopted and the Code of Ethics, due to subsequent regulatory changes or changes in the company's organisational structure;
- v) collection, examination and storage of all reports and information received.

More specifically, from an operational point of view, the Supervisory Body is responsible for multiple **tasks and responsibilities**, all described in detail the **Regulations of the Supervisory Body** which form an integral part of this Organisation, Management and Control Model and to which reference should be made.

The Regulations specifically govern the functioning of the aforementioned Body, identifying, in particular: 1) appointment criteria, composition, reasons for revocation or replacement, term of office; 2) powers and responsibilities; 3) confidentiality obligations; 4) mandatory information flows from the Supervisory Body to the Board of Directors of 2i Rete Gas S.p.A..

The Regulations may only be amended by resolution of the Board of Directors of 2i Rete Gas S.p.A..

3.5.2 Reporting by the Supervisory Body to the corporate bodies

As part of the performance of the duties conferred, the Supervisory Body of 2i Rete Gas S.p.A. is assigned two reporting lines:

- (1) the first, on an ongoing basis, directly to the Chairman of the Board of Directors of 2i Rete Gas S.p.A. and the CEO of 2i Rete Gas S.p.A.;
- (2) the second, on a regular basis, to the Board of Directors of 2i Rete Gas S.p.A. and the Board of Statutory Auditors of 2i Rete Gas S.p.A..

The Supervisory Body of 2i Rete Gas S.p.A. may be convened, at any time, by the aforementioned bodies or may in turn submit a request to this effect, to report on the functioning of the Model or specific situations.

The Supervisory Body of 2i Rete Gas S.p.A. shall send to the Board of Directors, on an annual basis:

- 1) a written report, summarising: i) the activities carried out during the year; ii) any proposed updates and/or additions and/or amendments to risk mapping activities, referred to in the Organisational Model in force, as well as to company procedures in force and any additional controls or related requirements;
- 2) a plan of activities to be carried out the following year;

The Supervisory Body must also promptly inform the Board of Directors of:

- 1) any violations of the Organisation Model, whether discovered on their own initiative or following a report, with a proposal for the relevant disciplinary sanctions to be applied;

2) any criminal proceedings pending, against the SB or other corporate functions, registered on the basis of an allegation of one of the offences referred to in Legislative Decree 231/2001, implying possible consequent proceedings to ascertain the administrative liability of 2i Rete Gas S.p.A..

The aforementioned reporting lines, from the Supervisory Body to the Board of Directors of 2i Rete Gas S.p.A., have the purpose of facilitating the completion of the following verifications:

- verification of the *adequacy* of the Organisation Model, understood as its correspondence to the concrete situation of the company and the evolution of legislation and jurisprudence on the subject;
- verification of the *specific preventative suitability* of the Organisation Model, understood as its ability to prevent the commission of the predicate offences underlying the administrative liability of the company, referred to in Legislative Decree 231/2001.

3.6 INFORMATION FLOWS TO THE SUPERVISORY BODY

3.6.1 Purpose

Article 6, Paragraph 2, Letter d), of the Decree states that the Organisation, Management and Control Model adopted by the Company must “*provide for reporting obligations vis-à-vis the body responsible for supervising the implementation of and compliance with the Models*”.

Article 6, Paragraph 2-*bis*, of the Decree, introduced by Law No. 179 of 30 November 2017, concerning “*provisions for the protection of persons who report offences or irregularities of which they have become aware, in a public or private work environment*”, also prescribes how, inside the Model itself, must be provided for: i) one or more channels that allow the apical or subordinate persons, referred to in Art. 5 d.lgs. 231/2001, to “*submit, in order to protect the integrity of the entity, circumstantiated reports about illegal conducts, relevant, pursuant to the decree and based on precise and concordant factual elements, or about violations of the organization and management model of the entity, coming to their knowledge by reason of their performed functions; these channels guarantee the privacy of the reporter's identity*”; ii) one or more alternative reporting channels “*suitable to guarantee, by IT modalities, the privacy of the reporter's identity*.”

On 15 march 2023 was published in the Official Journal n. 63 the Legislative Decree No. 24, implementing European Directive No. 1937/2019 concerning “the protection of persons who report violations of Union law and violations of national regulatory provisions (so-called “whistleblowing” decree).

The provisions of the aforementioned decree entered into force on 30 march 2023, with effective date from 15 July 2023, except for "*entities from the private sector that have employed, in the last year, an average of employees, with permanent or fixed-term employment contracts, up to two hundred and forty-nine*" (Article 24 paragraph 2 of Legislative Decree No. 24/2023).

In relation to this category of entities, in fact, "*the obligation to set up the internal reporting channel*" takes effect "*from 17 December 2023*" and, until then, continue to apply the discipline provided by Article 6 paragraph 2-bis letter a) and b) of Legislative Decree 231/2001.

The first new measure introduced by Legislative Decree 24/2023 consists in the expansion of the entities targeted by the new discipline, which are no longer only public entities and companies that have adopted the Organization, Management and Control Model, pursuant to Legislative Decree 231/2001, but now also "private sector entities" that, alternatively:

- have employed, in the last year, an average of at least fifty employees with permanent or fixed-term employment contracts;
- are in the area of so-called "sensitive" sectors (services, financial products and markets, prevention of money laundering and terrorist financing, security and transportation, environmental protection), even if they have not reached an average of fifty employees in the last year (thus, regardless of the number of employees on the payroll of the private sector company);
- are included in the application field of Legislative Decree No. 231/2001 and adopt the Organization, Management and Control Model, even if in the last year they have not reached an average of fifty employees (thus, regardless of the number of employees in force at the private sector company).

The list of so-called "whistleblowers" is also considerably larger than the discipline provided for in Art. 6 paragraph 2 - bis lett. a) and b) of Legislative Decree 231/2001, which identifies the whistleblower exclusively in the apical or subordinate corporate subject.

In fact the Legislative Decree 24/2023 prescribes that the persons entitled to "*report, disclose or denounce to the judicial or accounting authority, violations of national or EU regulatory provisions that harm the public interest or the integrity of the public administration or private entity, of which they have become aware in a public or private work environment*" fall into the following categories:

- public employees; private sector employees; self-employed persons working for entities in the public or private sector; collaborators, freelancers, consultants working for entities in the public or private sector; volunteers and trainees, paid and unpaid; shareholders and persons with administrative, management, control, supervisory or representative functions, even if such functions are exercised on a de facto basis, for entities in the public or private sector.

In addition, the protective measures also apply:

- to facilitators (i.e., those who assist the reporting person in the reporting process operating within the same work context and whose assistance must be kept confidential (see Art. 2 paragraph 2 letter h) Legislative Decree 24/2023);
- to persons in the same work environment of the reporting person and who are related to him or her by a stable emotional or kinship relationship within the fourth degree;
- to co-workers of the reporting person or of the person who has made a judicial or accounting complaint or made a public disclosure, who work in the same work context of the reporting person and who have a habitual or current relationship with that person;
- to entities owned by the reporting person or the person who made a complaint to the judicial or accounting authority or made a public disclosure, or for which the same persons work, as well as entities operating in the same work environment as the aforementioned persons (see Art. 3, paragraph 4, Legislative Decree 24/2023).

Regarding the time when it is allowed to make the report, Legislative Decree 24/2023 legitimizes its execution:

- when the relationship is ongoing; - when the legal relationship has not yet begun, if the information on violations was acquired during the selection process or other pre-contractual stages; - during the probationary period; - after the dissolution of the legal relationship, if the information on violations was acquired before the dissolution of the legal relationship ("pensioners").

As for the subject of the report, the new decree expands the types of violations that can be reported by the "whistleblower."

In fact, not only illegal conduct that can integrate the predicate offenses under Legislative Decree. 231/2001 and violations of the Organizational, Management and Control Model, but also additional "violations ("behaviors, acts or omissions") of national or European Union legislative provisions that harm the public interest or the integrity of the public administration or private entity, of which persons have become aware in a public or private work context" (see Art. 1 paragraph 1 of Legislative Decree No. 24/2023) and consisting of:

- administrative, accounting, civil or criminal offenses.
- unlawful conduct relevant under Legislative Decree 231/2001 or violations of the organization and management models provided therein.
- offenses falling into the scope of European Union acts relating to the following areas:

public procurement; services, products and financial markets and prevention of money laundering and financing of terrorism; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and personal data protection and security of networks and information systems;

- acts or omissions damaging the Union's financial interests.
- acts or omissions concerning the internal market (as an example: competition or state aid violations);

Union
acts.

The report may, in addition, concern:

- information regarding conduct directed to cover up the violations indicated above;

- the illegal activities not yet carried out, which the "whistleblower" believes may reasonably occur in the presence of concrete, precise and concordant elements;

- the well-founded suspicions, the notion of which is to be subject to interpretation in the

"guidelines" that ANAC (national anti-corruption authority) will be required to adopt, after consulting the Guarantor for the protection of personal data, within three months from the date of entry into force of the decree (see Art. 10 Legislative Decree No. 24/2023).

On the other hand, the provisions of the decree do not apply "to objections, claims, or demands related to a personal interest of the reporting person that are exclusively connected with his or her individual employment or public employment relationships, or connected with his or her employment or public employment relationships with hierarchically subordinate figures."

Regarding the form of reporting, Legislative Decree 4/2023 provides for:

- the oral form, through telephone lines, voice messaging systems or, at the request of the reporting person, through a face-to-face meeting;

- the written form, including through IT methods.

The information obligations to the Supervisory Body, established pursuant to and for the purposes of Legislative Decree 231/2001, therefore respond to the following purposes:

- i) verifying the concrete *suitability* and *adequacy* of the Organisation Model adopted, its effective (and not merely formal) ability to prevent, in general, unwanted and punishable behaviour, pursuant to the Decree; ii) verifying the *effective implementation* of the Organisation

Model, pursuant to Article 7, Paragraph 4, Letter a), of the Decree, i.e., its constant correspondence with the institutional and organisational structures of the company and/or with the company's business, so as to modify the contents of the management and control system established or introduce additional procedures or controls or eliminate control measures that have become impracticable or redundant, in the event of strategic and/or organisational changes; iii) reporting, to the Supervisory Body, the possible existence of corporate processes found and/or perceived to lack, in whole or in part, adequate safeguards, as well as the possible malfunction of operating instructions and/or existing procedures; iv) proposing any additions and/or amendments to the Organisation Model in force;

v) facilitating the performance of the function of updating the Organisation Model delegated to the Supervisory Body; vi) facilitating the performance of supervisory activities regarding the compliance of all Recipients with the Organisation Model, so as to i) verify its *effectiveness*, understood as checking the consistency between concrete conduct and the Organisation Model adopted and ii) ascertain any violations, in view of the application of the disciplinary sanctions introduced for this purpose; vii) facilitating the performance of supervisory activities, to protect the integrity of the entity, also through the detailed reporting of unlawful conduct, relevant pursuant to Legislative Decree 231/2001, based on precise and consistent facts, as well as through the reporting of any further violations of national or EU regulatory provisions that harm the public interest or the integrity of the public administration or private entity, of which they have become aware in a public or private work environment, pursuant to Article 2 of Legislative Decree No. 24/2023.

The purposes highlighted above can be pursued by 2i Rete Gas S.p.A., through a reporting activity, towards the Supervisory Board, to be carried out by different channels, in written form (e-mail, communications and/or written reports), in oral form or in telephone form, by voice recording.

The reports referred to this Organisation, Management and Control Model must be sent to the Supervisory Body, at the dedicated email address Odv231@2iReteGas.it, so as to guarantee the confidentiality of the identity of the person making the report, without prejudice to legal obligations.

In accordance with the corporate Code of Ethics, an additional IT reporting channel is also in force – namely the dedicated email address 2iReteGas.CodiceEtico@2iReteGas.it – to which, without prejudice to the reporting obligations for the Recipients of the Model referred to above, all stakeholders of 2iRete Gas S.p.A. may report any violations or suspected violations of the Code of Ethics of which they have become aware, if based on precise and concordant facts.

Without prejudice to the aforementioned whistleblowing channels, the 2i Rete Gas Group has updated, for the Parent Company 2i Rete Gas S.p.A. and the companies controlled by it, the existing system for the collection and management of the reports related to any possible wrongdoing, adapting it to the provisions of Legislative Decree No. 24/2023.

Pursuant to the provisions of the aforementioned decree, the 2i Rete Gas Group has set up additional specific internal channels for receiving whistleblowing reports, which are always addressed to the attention of the Supervisory Body of 2i Rete Gas S.p.A., as well as to the additional Supervisory Bodies established at the subsidiaries.

The internal reporting channels activated, in compliance with Legislative Decree No. 24/2023, have been designed and are managed, in order to ensure the confidentiality of the identity of the reporting person, of those involved and of those who are otherwise mentioned in the report, as well as the content of the report and the related documentation.

The internal reporting channels activated in relation to 2i Rete Gas S.p.A. are the following:

- 1) encrypted e-mail: WB.2irg@2iretegas.it;
- 2) dedicated telephone switchboard: +390293899300- univocal telephone number in force for all the companies of the Group with the request to make explicit, at the end of the first voice message, the reference company, by typing alphanumeric keys;
- 3) letter to be sent to 2i Rete Gas S.p.A. Organismo di Vigilanza - Codice Etico - Via Alberico Albricci, 10, 20112 Milan;
- 4) oral communication: on request of the reporter to the Supervisory Body, to be set within a reasonable period of time.

2i Rete Gas S.p.A. has also updated the relevant privacy policies in accordance with Article 13 of EU Regulation 2016/679, aimed to describe in a punctual manner the methods of processing and storage of the reporting person's personal data and personal data in any case included in the above mentioned reports.

In accordance with the provisions of Article 17 of Legislative Decree No. 24/2023, whistleblowers may not suffer any retaliation.

Pursuant to Article 19 of Legislative Decree No. 24/2023, any retaliation that the whistleblower believes he or she has suffered may be reported to ANAC.

In case of retaliation committed in a public work context, ANAC immediately informs the Department of Public Administration at the Prime Minister's Office and any guarantee or disciplinary bodies, for measures within their competence. In case of retaliation committed in a

private work context, ANAC shall inform the National Labor Inspectorate, for measures within its competence.

In order to acquire investigative elements indispensable for the ascertainment of retaliation, ANAC may avail, within the respective powers, of the collaboration of the Civil Service Inspectorate and of the National Labor Inspectorate, without prejudice to the exclusive competence of ANAC with regard to the evaluation of the elements acquired and the possible application of the administrative sanctions referred to in Article 21. Acts taken in violation of Article 17 are null and void.

Persons who have been fired, as a result of reporting, public disclosure or complaint to the Judicial or Accounting Authority have the right to be reinstated in their jobs.

The Judicial Authority shall take all measures, including provisional measures, necessary to ensure the protection of the subjective legal situation being asserted, including compensation for damages, reinstatement in the workplace, the order to desist from the conduct engaged in, in violation of Article 17, and the declaration of nullity of the acts taken in violation of the same article.

3.6.2 Mandatory information flows from the Recipients of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. to the Supervisory Body

The Recipients of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. have the **obligation** to communicate, promptly and in writing, to the established Supervisory Body at the dedicated email address Odv231@2iReteGas.it:

- i)** any violations of the Organisation Model found, or of which they have become aware, as a result of the functions performed; **ii)** any unlawful conduct, relevant pursuant to the Decree and based on precise and consistent facts, of which they have become aware as a result of the functions performed; **iii)** any serious irregularities regarding the implementation of the Organisation Model, or **iv)** the possible engagement in unusual conduct that, although not constituting violations, significantly deviates from ordinary business practice;
- v)** any criminal proceedings pending against them, due to the notification of one of the offences referred to in the Decree, implying possible consequent proceedings to ascertain the administrative liability of 2i Rete Gas S.p.A., or any orders and/or notifications from judicial police bodies, or from any other authority, from which it can be inferred that investigations are being carried out against other Corporate Representatives, for the offences referred to in the

Decree, again implying possible consequent proceedings to ascertain the administrative liability of 2i Rete Gas S.p.A..

3.6.3 Optional (event-based) information flows from the Recipients of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. to the Supervisory Body

Without prejudice to the reporting obligations set out above, the Recipients of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. shall have the **right to send** a written (event-based) report to the Supervisory Body of 2i Rete Gas S.p.A. in order to report: **i)** any critical issues that emerge during the performance of their activity; **ii)** any requests for clarification on the conduct to be followed in specific cases, in order to comply with the provisions of the Organisation Model and/or the Code of Ethics; **iii)** any information regarding application issues encountered; **iv)** any further written communications, which are considered relevant, for the purposes of correct application of the Organisation Model.

The Supervisory Body will carefully and impartially evaluate all information and reports received, ascertaining the truthfulness and validity of the same and guaranteeing the anonymity of the name of the person submitting the report, under penalty of the application of sanctions pursuant to the disciplinary system in force; to this end, it will adopt measures to guarantee the confidentiality of the identity of the person submitting the report and, consequently, to avoid any form of retaliation or discrimination.

3.6.4 Information flows from the Board of Directors of 2i Rete Gas S.p.A. to the Supervisory Body

The Board of Directors of 2i Rete Gas S.p.A. shall communicate to the Supervisory Body:

- i)** any changes to the institutional and/or organisational structure;
- ii)** any changes to the ownership of equity investments, resulting from transformations, mergers or demergers;
- iii)** any assessments carried out, jointly with the Board of Statutory Auditors acting as the Internal Control and Audit Committee, regarding the choice of the audit firm responsible for certifying the company's financial statements.

3.6.5 Appointment of the *Head* at 2i Rete Gas S.p.A. and *Contact Person* at thirdparty companies linked to 2i Rete Gas S.p.A. by service agreements

Without prejudice to the information flows detailed above, from the Recipients of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. to the appointed Supervisory

Body, the figure of “*Head or Contact Person according to the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001*” of 2i Rete Gas S.p.A. is also established.

This figure, whose characteristics and functions are analytically described in a specific organisational procedure, in force at 2i Rete Gas S.p.A., is required to ensure the following **mandatory information flows** vis-à-vis the Supervisory Body:

i) *timely and urgent* information flows pursuant to section 3.6.2, like any other Recipient of the Organisation Model; **ii) an additional *periodic*** report, aimed at communicating relevant information (detailed in the organisational procedure establishing the figure of Head or Contact Person): **i)** relating to the concrete implementation of the Organisation, Management and Control Model of 2i Rete Gas S.p.A.; **ii)** relating to the potentially sensitive processes or process phases managed by the Department/Function/Unit, pursuant to the Organisation Model adopted by 2i Rete Gas S.p.A..

For the sake of completeness, it should be noted that 2i Rete Gas S.p.A. has also envisaged the possibility of extending the procedure appointing the *Head* to third-party companies that, by virtue of service agreements, are required to carry out services in the interest of 2i Rete Gas S.p.A. (see, in this regard, section 3.3.2).

In this case, the Company shall assess the appropriateness, in relation to the specific case, of appointing, as *Contact Person*, the person designated by the third-party company to carry out the service, in the name and on behalf of 2i Rete Gas S.p.A.; in case of appointment, this figure (equivalent to the *Head* appointed with reference to the organisation chart of 2i Rete Gas S.p.A.) will send the periodic report described above to the Supervisory Body of 2i Rete Gas S.p.A..

The *Head* may in turn appoint, by written document, a *Deputy Head*, who, under the supervision of the former, assumes responsibility for the individual at-risk operations entrusted to him/her.

In light of the appointment of the above figures, at 2i Rete Gas S.p.A., control activities are organised on three distinct levels:

- i) the *Deputy Head* (if appointed);
- ii) the *Head* or *Contact Person*;
- iii) the Supervisory Body.

3.6.6 System of powers

It is mandatory to communicate the system of powers adopted by the Company and any modifications or changes thereto to the Supervisory Body of 2i Rete Gas S.p.A. in a periodic

report by the appointed Heads, according to the methods described in the relevant corporate organisational procedure.

3.7 SELECTION, TRAINING AND INFORMATION

3.7.1 Staff selection

2i Rete Gas S.p.A. has adopted a staff selection process based on transparency and respect for human rights, personal dignity and impartiality, in compliance with the Model, the Group's Code of Ethics, Legislative Decree 231/01 and the "Integrated Policy for Quality, Safety and the Environment", making use of electronic management tools for both search and recruitment, benefiting from the traceability of all phases of the process. The selection process includes, *inter alia*, verification of the existence of potential situations of conflict of interest pursuant to the Model and the Code of Ethics, as well as the existence of any other situations of incompatibility in light of the applicable legislation.

3.7.2 Staff training

Staff training relating to the implementation of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. is managed by the Human Resources Department, in close collaboration with the Supervisory Body. Periodically, also in relation to any regulatory and/or organisational changes that may occur, the Human Resources Department submits a training plan to the Supervisory Body, which is responsible for verifying the adequacy of its contents regarding the aspects relevant to the Decree, proposing any appropriate additions, if necessary.

This training plan must include detailed actions that differ depending on: i) the company position (senior manager or subordinate) of the training recipients; ii) the type of sensitive or at-risk processes managed within the company.

For example: a) classroom training; b) specific training for new managers; c) training for new hires on Corporate Social Responsibility, including the analysis of issues concerning the Decree.

The training courses are mandatory.

The Head of the Human Resources Department at 2i Rete Gas S.p.A. is responsible for informing the Supervisory Body on the results, in terms of participation and satisfaction, of these courses.

Failure to participate in the aforementioned training programs, without justification, will result in a disciplinary sanction which will be imposed according to the rules indicated in section 3.8.2 below.

3.7.3 Selection of consultants, partners and suppliers

2i Rete Gas has established specific evaluation systems for the selection of consultants, partners and suppliers. In particular 2i Rete Gas has established a Register of Suppliers, valid for all companies of the 2i Rete Gas S.p.A. Group, which requires the qualification of all parties interested in becoming Suppliers. During the qualification process, 2i Rete Gas undertakes to evaluate and verify multiple variables, including the ethical reliability of the candidate supplier, as well as its references and its ability to fight corruption and comply with occupational health and safety regulations. 2i Rete Gas has also approved an Operational Instruction that defines the criteria adopted, actions and responsibilities aimed at verifying the ethical reliability of the suppliers present in the Register of Suppliers of 2i Rete Gas and of those pending qualification, and has established a Cross-functional Group for Ethical Control over suppliers, which has the aim of supporting top management in decisions that concern maintaining or suspending commercial relations with its suppliers.

3.7.4 Information to consultants, partners and suppliers

Appropriate information on the policies and procedures adopted by the Company, on the basis of this Organisation, Management and Control Model, as well as the texts of the contractual clauses generally used in this regard, may also be provided to parties external to 2i Rete Gas S.p.A. (consultants, partners and suppliers).

3.8 DISCIPLINARY SYSTEM

3.8.1 General principles

In accordance with Article 6 of the Decree, the definition of a sanctioning system is an essential requirement of the Organisation Model.

The effective implementation of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. must, therefore, envisage the adoption of a disciplinary system, aimed at sanctioning non-compliance with the organisational and preventive measures contained in the Model itself (Article 7, Paragraph 4, Letter b) of the Decree).

Disciplinary sanctions are a tool for dissuading and punishing the conduct of individuals who, by infringing the rules dictated by the Company, expose the latter to the risk of administrative liability, pursuant to the Decree.

Therefore, the application of these disciplinary sanctions implies the simple violation of the provisions, instructions and procedures and, more generally, of the contents of the Organisation, Management and Control Model adopted by 2i Rete Gas S.p.A., independently of

the existence and outcome of criminal proceedings taken against the perpetrator by the Judicial Authority.

3.8.2 Sanctions for employees

Employee conduct in violation of the Organisation, Management and Control Model is considered a disciplinary offence. For Managers see, in this regard, section 3.8.3 below. The sanctions that can be imposed on Employees are included among those provided for by the corporate disciplinary code, in compliance with the procedures referred to in Article 7 of Law No. 300 of 30 May 1970 (Workers' Statute) and any special regulations applicable.

In relation to the above, the Organisation, Management and Control Model of 2i Rete Gas S.p.A. refers to the categories of punishable offences provided for by the existing sanctioning system, i.e. the contractual provisions referred to in the National Collective Labour Agreement (see Article 21 "*Disciplinary measures*").

These categories describe the conduct sanctioned, depending on the importance of the individual cases considered and the sanctions specifically envisaged for the commission of the offences based on their severity.

In particular, in application of the "*correlation criteria for employee misconduct and disciplinary measures*", in force at the Company and referred to in the National Collective Labour Agreement:

1) **Verbal or written reprimands** are imposed on employees who:

i) violate the internal procedures established by the Organisation, Management and Control Model of 2i Rete Gas S.p.A. (for example, employees who do not observe the prescribed procedures, fail to communicate the prescribed reports to the Supervisory Body, make unfounded allegations with intent or gross negligence, fail to carry out checks, etc.) or engage, in the management of sensitive or at-risk processes, in conduct that does not comply with the provisions of the Model, recognising in such conduct, "*in any way*", "*minor transgressions of the provisions of the National Collective Labour Agreement or company regulations*", pursuant to the provisions of Article 21, Points 1-2, of the National Collective Labour Agreement.

2) **Fines** are incurred by employees who:

i) repeatedly violate the internal procedures established by the Organisation, Management and Control Model of 2i Rete Gas S.p.A. or repeatedly engage, in the management of sensitive or at-risk processes, in conduct that does not comply with the provisions of the Model, even before said misconduct has been individually ascertained and contested, such conduct being recognised as repeated "*non-compliance with the rules or non-application of measures on safety and hygiene at work, of which they were duly made aware*" or the "*recurrence of violations sanctioned with a*

written reprimand”, pursuant to the provisions of Article 21, Point 3, of the National Collective Labour Agreement.

3) **Suspension from service and pay**, for 1 to 5 days, is imposed on employees who:

i) violate the internal procedures established by the Organisation, Management and Control Model of 2i Rete Gas S.p.A. or engage, in the management of sensitive or at-risk processes, in conduct that does not comply with the provisions of the Model, carrying out acts contrary to the interests of 2i Rete Gas S.p.A., that cause damage to the Company or expose it to an objective situation of danger to the integrity of the company’s assets, when such conduct is recognised as *“constituting a damage or a dangerous situation for the integrity of the Group’s assets or the commission of acts contrary to its interests also resulting from the infringement of the provisions of the National Collective Labour Agreement or company regulations”*, pursuant to the provisions of Article 21, Point 34, of the National Collective Labour Agreement.

4) **Suspension from service and pay**, for 6 to 10 days, is imposed on employees who:

i) violate the internal procedures established by the Organisation, Management and Control Model of 2i Rete Gas S.p.A. or engage, in the management of sensitive or at-risk processes, in conduct that does not comply with the provisions of the Model, carrying out acts contrary to the interests of 2i Rete Gas S.p.A., that cause damage to the Group or expose it to an objective situation of danger to the integrity of the company’s assets, when such conduct is recognised as *“constituting a damage or a dangerous situation for the integrity of the Group’s assets or the commission of acts contrary to its interests also resulting from the infringement of the provisions of the National Collective Labour Agreement or company regulations”*, pursuant to the provisions of Article 21, Point 5, of the National Collective Labour Agreement.

5) **Termination with notice** is imposed on employees who:

i) engage, in the management of sensitive or at-risk processes, in conduct that does not comply with the provisions of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. and is aimed, unequivocally, at the commission of an offence, when such conduct is recognised as resulting in considerable damage or a situation of material injury, pursuant to the provisions of Article 21, Point 6, of the National Collective Labour Agreement.

6) **Termination without notice** is imposed on employees who:

i) engage, in the management of sensitive or at-risk processes, in conduct that is in clear violation of the provisions of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. and such as to determine the concrete application, against the Company, of measures provided for by the Decree, when such conduct is recognised as constituting *“acts that radically undermine the*

Entity's trust in the same", or the misconduct referred to in the previous points, resulting in serious damage to the Company, pursuant to the provisions of Article 21, Point 7 of the National Collective Labour Agreement.

The type and severity of each of the sanctions mentioned above shall be applied, in accordance with the provisions of the corporate disciplinary code in place at 2i Rete Gas S.p.A., taking into account:

- i) the intentionality of the conduct or degree of negligence, imprudence or incompetence also with regard to the predictability of the event;
- ii) the overall conduct of the employee, with particular regard to the existence of any disciplinary precedents, within the limits permitted by law; iii) the employee's duties;
- iv) the functional position of the people involved in the events constituting the misconduct;
- v) any other particular circumstances that accompany the disciplinary infringement.

As regards the verification of the aforementioned infringements, the disciplinary proceedings and the imposition of sanctions, the powers already conferred remain unchanged, within the limits of their respective responsibilities.

The disciplinary system is constantly monitored by the Supervisory Body and the Head of the Human Resources Department.

3.8.3 Measures against Managers

In case of violation of the internal procedures established by the Organisation, Management and Control Model of 2i Rete Gas S.p.A. by managers, or conduct, in the management of sensitive or at-risk processes, that does not comply with the provisions of the Model and, in particular, the direct or indirect adoption of retaliatory or discriminatory acts against whistleblowers pursuant to Article 6, Paragraph 2-*bis* of Legislative Decree 231/2001 for reasons linked directly or indirectly to the report, the most suitable measures will be imposed on those responsible, in compliance with the provisions of the National Collective Labour Agreement for Industrial Managers, including termination of the employment relationship.

3.9 OTHER PROTECTION MEASURES IN CASE OF NON-COMPLIANCE WITH THE REQUIREMENTS OF THE MODEL

3.9.1 Measures against Directors

In case of violation of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. by directors, the Supervisory Body shall inform the entire Board of Directors and the Board of Statutory Auditors, which will adopt the appropriate measures, provided for by current legislation.

In the event the aforementioned violations are committed by directors of the Subsidiaries, it is necessary to promptly inform the Supervisory Body of 2i Rete Gas S.p.A., which will report to the competent corporate bodies for the adoption of the relevant measures; if the aforementioned directors are also managers of the Company, the sanctions referred to in section 3.8.3 above may, in any case, be applied.

3.9.2 Measures against Consultants, Partners and Suppliers

Any conduct by Consultants, Partners or Suppliers that does not comply with the lines of conduct indicated in the Organisation, Management and Control Model of 2i Rete Gas S.p.A. and that entails the risk of committing an offence may result, according to the provisions of the specific contractual clauses included in the letters of appointment or partnership agreements, in termination of the contractual relationship or any other sanctions specifically provided for, without prejudice to requests for compensation if such conduct causes concrete damage to the Company, as in the case of application, by the Judge, of the measures envisaged by the Decree.

3.9.3 Measures against members of the Supervisory Body

In case of violation of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. by one or more members of the Supervisory Body, the other members of the aforementioned body or any of the statutory auditors or directors shall immediately inform the Board of Statutory Auditors and the Board of Directors of 2i Rete Gas S.p.A. (or of the Subsidiary concerned, in case of violation by the members of the Supervisory Body of a Subsidiary).

These bodies, after notifying the violation and granting adequate defence mechanisms, shall take appropriate measures including, by way of example, revocation of the mandate of the entire body and consequent appointment of a new Supervisory Body.

3.9.4 Measures against members of the Board of Statutory Auditors

Upon being informed of a violation of the Organisation, Management and Control Model of 2i Rete Gas S.p.A. by one or more statutory auditors, the Supervisory Body shall promptly inform the entire Board of Statutory Auditors and the Board of Directors of the incident. The recipients

notified by the Supervisory Body may adopt, in accordance with the Articles of Association and the law, appropriate measures such as convening the Shareholders' Meeting, in order to apply the most suitable measures provided for by law.