ORGANISATION, MANAGEMENT AND CONTROL MODEL

A2A S.p.A.

(Approved by the Board of Directors on December 22, 2022)

pursuant to Legislative Decree June 8, 2001, no. 231

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GENERAL PART

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1. Description of the regulatory framework

1.1. Introduction

Legislative Decree no. 231 of June 8, 2001 (hereinafter also referred to as '**Legislative Decree no. 231/2001**' or even just the '**Decree**'), implementing the delegation conferred on the Government by Article 11 of Delegated Law no. 300 of September 29, 2000, lays down the rules on the '*liability of entities for administrative offences resulting from offences*', which applies to entities with legal personality and companies and associations, including those without legal personality[1].

The Decree finds its primary genesis in a number of international and EU conventions ratified by Italy that require forms of liability of collective entities for certain offences: these entities, in fact, can be held "responsible" for some offences committed or attempted, even in their interest or to their advantage, by members of top management (the so-called subjects "in senior positions" or simply "senior") and by those who are subject to the management or supervision of the latter (art. 5, paragraph 1, of Legislative Decree no. 231/2001).

Legislative Decree No. 231/2001 therefore innovates the Italian legal system in that sanctions of both a pecuniary and disqualifying nature are now directly and independently applicable to organisations in relation to offences ascribed to persons functionally linked to organisations pursuant to Article 5 of the Decree.

The administrative liability of entities is independent of the criminal liability of the natural person who committed the offence; it does not replace but is in addition to the personal liability of the individual who committed the offence.

It is, however, excluded if the entity involved has, inter alia, adopted and effectively implemented, before the offences were committed, Organisation, Management and Control Models pursuant to Legislative Decree no. 231/2001 suitable for preventing the offences themselves (hereinafter '**Models**' or in the singular '**Model**'); such Models may be adopted on the basis of codes of conduct (Guidelines) drawn up by associations representing companies, including Confindustria, and communicated to the Ministry of Justice.

Administrative liability is, in any case, excluded if senior persons and/or their subordinates have acted exclusively in their own interest or in the interest of third parties.

1.2. Nature of liability

With reference to the nature of administrative liability pursuant to Legislative Decree No. 231/2001, the Illustrative Report on the Decree emphasises the '*creation of a* tertium genus *that combines the essential features of the criminal and administrative systems in an attempt to reconcile the reasons of preventive effectiveness with those, even more inescapable, of maximum guarantee*'.

[1] Economic public entities and private entities that are concessionaires of a public service fall within this scope, while non-economic public entities and entities that perform functions of constitutional importance, in addition to the State and territorial public entities, are excluded from this application.

Legislative Decree No. 231/2001 has, in fact, introduced into our legal system a form of 'administrative' liability of entities - in deference to the dictates of Article 27, paragraph 1 of our Constitution '*Criminal liability is personal*' - but with numerous points of contact with 'criminal' liability.

1.3. Criteria for imputation of liability

The commission of one of the offences specified in the Decree constitutes a prerequisite for the applicability of the rules laid down therein.

The Decree provides for imputation criteria of an objective nature and criteria of a subjective nature (in a broad sense, since they are *entities*).

Objective criteria for imputation of liability

The first, fundamental and essential criterion of imputation of an objective nature is the condition that the crime - or administrative offence - is committed '*in the interest or to the advantage of the entity*'.

The liability of the entity arises, therefore, where the offence has been committed in the *interest* of the entity or *in order to favour* the entity, without the actual and concrete achievement of the objective being in any way necessary. It is, therefore, a criterion that is substantiated by the *purpose* - even if not exclusive - with which the unlawful act was carried out.
The criterion of advantage, on the other hand, relates *to the positive result* that the entity has objectively derived from the commission of the offence, regardless of the intention of the perpetrator.

The entity is not liable if the offence was committed by one of the persons specified in the Decree '*in its own exclusive interest or that of third parties*'. This confirms that, if the exclusiveness of the interest pursued prevents the liability of the entity from arising, liability arises, on the other hand, if the interest is *common* to the entity and the natural person or relates partly to one and partly to the other.

The second objective criterion of imputation is the perpetrator of the tort. As mentioned above, in fact, the entity is only liable for an offence committed in its interest or to its advantage if it is committed by one or more qualified persons, whom the Decree groups into two categories:

1) '*by persons who hold positions of representation, administration or management of the entity or of one of its organisational units with financial and functional autonomy*', or by those who '*exercise, also de facto, the management and control*' of the entity, such as, for example, the legal representative, the director, the general manager or the director of an office or branch, as well as persons who exercise, *also de facto*, the management and control of the entity[2] (the so-called subjects 'in senior position' or 'senior'; Article 5(1)(a) of Legislative Decree No. 231/2001);
2) '*by persons subject to the direction or supervision of one of the senior persons*' (so-called persons subject to the direction of others; Article 5(1)(b) of Legislative Decree No. 231/2001). This category includes those who *execute* in the interest of the entity the decisions taken by senior management under the direction and supervision of senior persons. This category includes not only employees of the entity, but also all those who act in the name of, on behalf of or in the interest of the entity, such as, by way of example, collaborators, para-employees and consultants.

If several persons cooperate in the commission of the offence (giving rise to *concurrence of persons in the offence*: Article 110 of the Penal Code; essentially the same applies in the case of an

[2] Such as the so-called de facto administrator (see now art. 2639 of the Civil Code) or the sovereign shareholder.

administrative offence), it is not necessary for the 'qualified' person to carry out, even in part, the typical action provided for by law. It is necessary and sufficient that they make a conscious causal contribution to the commission of the offence.

Subjective criteria for imputation of liability

The Decree outlines the liability of the entity as a direct liability, for its own fault and culpability; the criteria for imputation of a subjective nature relate to the profile of the entity's culpability.

The entity is held liable if it has not adopted or has not complied with standards of good management and control relating to its organisation and the performance of its activities. The *guilt* of the entity, and thus the possibility of imposing a reproach on it, depends on the establishment of an incorrect business policy or structural deficits in the company organisation that did not prevent the commission of one of the predicate offences.

The liability of the entity is excluded if the latter - *before the offence was committed* - adopted and effectively implemented an Organisation, Management and Control Model, pursuant to Legislative Decree No. 231/2001, capable of preventing the commission of offences of the kind committed.

1.4. Exempting Value of Organisation, Management and Control Models

The Decree excludes the liability of the entity if, *before the offence is committed*, the entity has adopted and effectively implemented an 'Organisation, Management and Control Model' capable of preventing the commission of offences of the kind committed.
The Model operates as an exemption whether the predicate offence was committed by a senior person or by a person subject to the direction or supervision of a senior person.

Offence committed by a senior person

For offences committed by senior persons, the Decree introduces a kind of *presumption of liability of the entity*, since it provides for the exclusion of its liability only if it proves that[3]:

a) "*its governance body adopted and effectively implemented, before the occurrence of the criminal event, organization and management models capable of preventing the occurrence of crimes such as the one that was committed"*;
b) "*the task of overseeing the implementation of and compliance with the models and keeping them up-to-date has been entrusted to an Organizational Unit of the entity with independent action and control powers"*;
c) "*the individuals who committed the crime did so by fraudulently circumventing the organization and management models"*;
d) "*there has not been omitted or insufficient supervision by the body with autonomous powers of initiative and control*".

The conditions listed above must *all concur together* for the liability of the entity to be excluded.
The Company must, therefore, prove its extraneousness to the facts alleged against the senior subject by proving the existence of the above-mentioned competing requirements and, consequently, the circumstance that the commission of the offence did not derive from its own 'organisational fault'.

[3] Art. 6 of the Decree.

Offence committed by persons subject to the direction or supervision of a senior person

For offences committed by persons subject to the management or supervision of a senior person, the entity can *only* be held liable if it is established that '*the commission of the offence was made possible by failure to comply with the obligations of management or supervision*'[4].

In other words, the liability of the entity is based on the non-fulfilment of management and supervisory duties, duties attributed *ex lege* to senior management or transferred to other persons by virtue of valid delegations.

In any case, the violation of the obligations of management or supervision is excluded '*if the entity, before the offence was committed, adopted and effectively implemented an Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001 that was suitable for preventing offences of the kind committed'*[5].

In the case of an offence committed by a person subject to the direction or supervision of a senior person, there is a reversal of the burden of proof. The prosecution must, in the hypothesis envisaged by the aforementioned Article 7, prove the failure to adopt and effectively implement an Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001 suitable for preventing offences of the kind committed.

Legislative Decree No. 231/2001 outlines the content of the organisation and management models, providing that they, in relation to the extent of the powers delegated and the risk of offences being committed, as specified in Article 6(2) must:
- identify the activities within the scope of which offences may be committed;
- provide specific protocols aimed at planning the formation and implementation of decisions of the entity in relation to the offences to be prevented;
- identify ways of managing financial resources in order to prevent the commission of offences;
- provide for obligation of information to the body responsible for supervising functioning and observance of the models;
- introduce a disciplinary system to punish non-compliance with the measures indicated in the Model.

Article 7(4) of Legislative Decree No. 231/2001 also defines the requirements for the effective implementation of organisational models:
- periodic review and possible amendment of the Model when significant violations of the provisions are identified or when there are changes in the organisation and activity;
- a disciplinary system to punish non-compliance with the measures indicated in the Model.

With reference to health and safety offences from which the entity may incur administrative liability, Legislative Decree No. 81 of April 9, 2008 laying down the Consolidation Act on Occupational Health and Safety establishes, in Article 30 (*Organisation and Management Models*) that the Organisation and Management Model suitable for exempting administrative liability, adopted and effectively implemented, must ensure a corporate system for the fulfilment of all the legal obligations related to:

[4] Art. 7(1) of the Decree.
[5] Art. 7(2) of the Decree.

a) compliance with legal technical and structural standards relating to equipment, facilities, workplaces, chemical, physical and biological agents;
b) activities of risk assessment and preparation of consequent prevention and protection measures;
c) organisational activities, such as emergencies, first aid, contract management, periodic safety meetings, consultations with workers' safety representatives;
d) health surveillance activities;
e) information and training activities for workers;
f) supervisory activities in relation to safe compliance with work procedures and instructions by workers;
g) acquisition of documentation and certificates required by law;
h) periodic verifications of the application and effectiveness of the procedures adopted.

This Organisation and Management Model, pursuant to the aforementioned Legislative Decree No. 81/2008, must provide for:

- appropriate systems for recording the performance of the above-mentioned activities;
- to the extent required by the nature and size of the organisation and the type of activity carried out, an articulation of functions ensuring the necessary technical competences and powers for the verification, assessment, management and control of risk,
- a disciplinary system to punish non-compliance with the measures indicated in the Model;
- a suitable control system for the implementation of the same Model and the maintenance over time of the conditions of suitability of the measures adopted. The review and eventual modification of the Organisation Model must be adopted, upon detection of significant violations of the rules concerning the prevention of accidents and hygiene at the workplace, or in the event of changes in the organisation and activity in relation to scientific and technological progress.

Upon first application, company organisation models are presumed to comply with the requirements of the preceding paragraphs for the corresponding parts if they are defined in accordance with the UNI-INAIL Guidelines for an occupational health and safety management system (SGSL) of September 28, 2001 or the British Standard OHSAS 18001. It should be noted that the new standard UNI ISO 45001 (evolution of OHSAS 18001) is consistent with the standard regulations mentioned in paragraph 5 above. For the same purposes, further Organisation, Management and Control Models may be indicated by the Permanent Advisory Commission on Occupational Health and Safety.

1.5. The offences under the Decree

The offences from the commission of which the administrative liability of the entity may derive are those expressly and exhaustively referred to by the Legislative Decree 231/2001 and subsequent amendments and additions.

Listed below are the 'crime families' currently included in the scope of application of Legislative Decree 231/2001, referring to ANNEX 1 of this document for details of the individual cases included in each family:

1	Undue receipt of payments, fraud against the State, a public entity or the European Union or to obtain public funds, IT fraud to the detriment of the State or a public entity and fraud in public supplies (art. 24)
2	Computer crimes and unlawful processing of data (art. 24-bis)
3	Organised crime (art. 24-ter)
4	Embezzlement, extortion, undue induction to give or promise other benefits, corruption and abuse of office (art. 25)
5	Counterfeiting money, public credit cards, revenue stamps and identification instruments or signs (art. 25-bis)
6	Crimes against industry and trade (art. 25-bis 1)
7	Company crimes (art. 25-ter)
8	Crimes of terrorism or subversion of democratic order envisaged by the Penal Code and special laws (art. 25-quater)
9	Practices of female genital mutilation (art. 25-quater 1)
10	Crimes against the individual person (art. 25-quinquies)
11	Crimes involving market abuse (art. 25-sexies)
12	Manslaughter and injury or grievous bodily harm, committed in violation of the rules on the protection of health and safety at work (art. 25-septies)
13	Receiving, laundering and using money, goods or benefits of unlawful origin, as well as self-laundering (art. 25-octies)
14	Offences relating to non-cash payment instruments (art. 25-octies.1)
15	Crimes relating to breach of copyright (art. 25-novies)
16	Inducement not to make statements or to make false statements to the judicial authorities (art. 25-decies)
17	Environmental offences (art. 25-undecies)
18	Employing citizens of foreign countries with irregular resident status (art. 25-duodecies)
19	Crimes of racism and xenophobia (art. 25-terdecies)
20	Fraud in sports competition, unlawful gaming or betting or gambling exercised through prohibited equipment (art. 24-quaterdecies)
21	Tax offences (art. 25-quinquiesdecies)
22	Smuggling (art. 25-sexiesdecies)
23	Offences against cultural heritage (art. 25-septiesdecies)
24	Laundering of cultural goods and devastation and looting of cultural goods and landscape assets (art. 25-duodevicies)
25	Transnational offences (Law 146/2006)

1.6. Types of Penalties

Articles 9 - 23 of Legislative Decree No. 231/2001 provide for the following sanctions against the entity as a consequence of the commission or attempted commission of the offences mentioned above:

- fines (and precautionary attachment);
- prohibitory sanctions (also applicable as a precautionary measure) which, in turn, may consist of:
  - disqualification;
  - suspension or revocation of those permits, licenses or concessions which were/are functional to the commission of the offence;
  - prohibition of contracting with the public administration, except for the provision of a public service;
  - exclusion from benefits, financing, contributions or subsidies and the possible revocation of those granted;
  - ban on advertising goods or services;
  - confiscation of the proceeds of crime (and preventive seizure as a precautionary measure);
  - publication of the judgment (in case of application of a disqualification sanction).

The pecuniary sanction is determined by the criminal court through a system based on 'quotas' in a number of not less than one hundred and not more than one thousand and in an amount varying between a minimum and a maximum as provided by law. In calculating the fine, the court shall determine:

- the number of the quotas, taking into account the seriousness of the offence, the degree of liability of the entity and the activity performed in order to eliminate or dilute the consequences of the offence and prevent the performance of further offences;
- the amount of the individual quota, based on the economic and equity conditions of the entity.

The entity is liable for the obligation to pay the pecuniary penalty from its equity or from the common fund (art. 27(1) of the Decree)[6].

Disqualification sanctions apply only in relation to offences for which they are expressly provided for and provided that at least one of the following conditions is met:

a) the entity has derived a significant profit from the commission of the offence and the offence was committed by persons in a senior position or by persons subject to the direction of others when, in the latter case, the commission of the offence was determined or facilitated by serious organisational deficiencies;
b) in the event of repeated offences.

The judge determines the type and duration of the disqualification sanctions, taking into account the suitability of the individual sanctions to prevent offences of the type committed and, if necessary, may apply them jointly (art. 14(1) and (3) of Legislative Decree No. 231/2001).

The sanctions of disqualification from carrying on business, prohibition from contracting with the public administration and prohibition from advertising goods or services may be applied - in the most serious cases - on a definitive basis.

The judge may allow the entity's activity to continue (instead of imposing the disqualification sanction), pursuant to and under the conditions set out in Article 15 of the Decree, appointing, for this purpose, a commissioner for a period equal to the duration of the disqualification sanction.

[6] The notion of equity must refer to companies and entities with legal personality, while the notion of 'common fund' concerns unrecognised associations.

Pursuant to Article 17 of the Decree, the prohibitory sanctions set out in Articles 13 et seq. do not apply to the Entity that:

a) has fully compensated for the damage and eliminated the harmful or dangerous consequences of the offence or has otherwise effectively done so;
b) has eliminated the organisational deficiencies that led to the offence by adopting and implementing organisational models capable of preventing offences of the kind committed;
c) has made available the profit obtained for the purposes of confiscation.

1.7. Attempt

In the event of the commission, in the form of attempt, of the offences sanctioned on the basis of Legislative Decree No. 231/2001, the pecuniary sanctions (in terms of amount) and the prohibitory sanctions (in terms of duration) are reduced by between one-third and one-half.

The imposition of sanctions is excluded in cases where the entity voluntarily prevents the performance of the action or the realisation of the event (Article 26 of Legislative Decree No. 231/2001). The exclusion of sanction is justified, in this case, by the severance of any relationship of identification between the entity and the individuals who claim to act on its behalf and in its name.

1.8. Changes in the entity

Articles 28-33 of Legislative Decree No. 231/2001 regulate the impact on the entity's financial liability of alterative events connected with transformation, merger, demerger and transfer of business operations.

In the event of transformation, (in line with the nature of this institution, which implies a simple change in the type of company, without determining the extinction of the original legal entity) the liability of the entity for offences committed prior to the date on which the transformation took effect remains unaffected (Article 28 of Legislative Decree No. 231/2001).

In the event of a merger, the entity resulting from the merger (including by incorporation) is liable for the offences for which the entities participating in the merger were liable (Article 29 of Legislative Decree no. 231/2001).
Article 30 of Legislative Decree no. 231/2001 provides that, in the case of a partial demerger, the demerged company remains liable for offences committed prior to the date on which the demerger took effect.
The entities benefiting from the demerger (whether total or partial) are jointly and severally liable to pay the pecuniary penalties owed by the demerged entity for offences committed prior to the date on which the demerger took effect, up to the actual value of the net assets transferred to the individual entity.

This limitation does not apply to beneficiary companies to which the branch of activity in the context of which the offence was committed has been transferred, even in part.

Disqualification penalties relating to offences committed prior to the date on which the demerger took effect apply to the entities to which the branch of activity in which the offence was committed remained or was transferred, even in part.

Article 31 of Legislative Decree no. 231/2001 lays down provisions common to mergers and demergers, concerning the determination of sanctions in the event that such extraordinary transactions have taken place before the conclusion of the case. The judge must commensurate the pecuniary sanction, according to the criteria laid down in Article 11(2) of Legislative Decree no. 231/2001, referring in any event to the economic and asset conditions of the entity originally liable, and not to those of the entity to which the penalty should be imputed following the merger or demerger.

In the event of a disqualification sanction, the entity that will be liable following the merger or division may ask the court to convert the disqualification sanction into a fine, provided that: (i) the organisational fault that made the commission of the offence possible has been eliminated, and (ii) the entity has compensated the damage and made available (for confiscation) the part of the profit that may have been made. Article 32 of Legislative Decree no. 231/2001 allows the judge to take into account convictions already imposed on the merging or demerged entities in order to establish recurrence, pursuant to article 20 of Legislative Decree no. 231/2001, in relation to offences committed subsequently by the merged or demerged entity. A single set of rules (Article 33 of Legislative Decree No. 231/2001) is laid down for the cases of sale and transfer of a business; the transferee, in the case of the transfer of the business in whose activity the offence was committed, is jointly and severally liable to pay the financial penalty imposed on the transferor, with the following limitations:

- the benefit of the assignor's prior enforcement is not affected;
- the transferee's liability is limited to the value of the business transferred and the fines resulting from the statutory books of account or due for administrative offences of which it had knowledge.

Conversely, disqualification sanctions imposed on the transferor do not extend to the transferee.

1.9. Offences committed abroad

Pursuant to Article 4 of the Decree, the entity may also be held liable in Italy in connection with predicate offences committed abroad, provided that the objective and subjective attribution criteria laid down in the Decree are met.

The Decree, however, conditions the possibility of prosecuting the entity for offences committed abroad on the existence of the following additional prerequisites:

- that the State of the place where the offence was committed does not already proceed against the entity;
- that the entity has its head office in the territory of the Italian State;
- that the offence was committed, in the interest or to the advantage of the entity, abroad by a senior or subordinate person within the meaning of Article 5(1) of the Decree;
- that the procedural conditions provided for in Articles 7, 8, 9, 10 of the Penal Code are met.

These rules concern offences committed entirely abroad by senior or subordinate persons.

The principle of territoriality (Article 6 of the Penal Code) applies to criminal conduct carried out even only in part in Italy, whereby "*the offence is deemed to have been committed in the territory of the State when the act or omission constituting the offence has taken place there in whole or in part, or when the event which is the consequence of the act or omission has occurred there*".

1.10. Infringement proceedings

Liability for administrative offences resulting from a criminal offence is established in criminal proceedings. In this regard, Article 36 of Legislative Decree No. 231/2001 provides: '*The jurisdiction to hear administrative offences committed by the entity belongs to the criminal court having jurisdiction over the offences on which the offences depend. The provisions on the composition of the court and the related procedural provisions relating to the offences on which the administrative offence depends shall be observed in the proceedings for the determination of the administrative offence of the entity*'.

Another rule, inspired by reasons of effectiveness, homogeneity and procedural economy, is that of the mandatory joinder of proceedings: the proceedings against the entity must remain joined, as far as possible, to the criminal proceedings instituted against the natural person who committed the offence giving rise to the liability of the entity (Article 38 of Legislative Decree No. 231/2001). This rule is counterbalanced by Article 38(2) of Legislative Decree No. 231/2001, which, on the other hand, regulates the cases in which the administrative offence is prosecuted separately. The entity participates in the criminal proceedings with its legal representative, unless the latter is charged with the offence on which the administrative offence depends; when the legal representative does not appear, the incorporated entity is represented by the defence counsel (Article 39(1) and (4) of Legislative Decree No. 231/2001).

1.11. Codes of conduct drawn up by the associations representing the entities

Article 6(3) of Legislative Decree No. 231/2001 provides that '*Organisational and management models may be adopted, guaranteeing the requirements set out in paragraph 2, on the basis of codes of conduct drawn up by the associations representing the entities and communicated to the Ministry of Justice, which, in agreement with the competent Ministries, may, within thirty days, formulate observations on the suitability of the models to prevent offences*'.

The Confindustria Guidelines were approved by the Ministry of Justice by Ministerial Decree December 4, 2003. The subsequent update, published by Confindustria on May 24, 2004, was approved by the Ministry of Justice, which judged these Guidelines to be suitable for achieving the purposes of the Decree. These Guidelines were last updated by Confindustria in June 2021.

In the definition of the Organisation, Management and Control Model, the Confindustria Guidelines provide for the following phases:

- identification of the risks (i.e. the analysis of the company context to highlight in which areas of activity and in what ways the offences provided for by Legislative Decree No. 231/2001 may occur) and of the control measures (i.e. the preparation of a control system capable of preventing the risks of offences identified in the previous phase, through the evaluation of the control system existing within the entity and its degree of adaptation to the requirements expressed by Legislative Decree No. 231/2001);
- adoption of some general tools, the main ones being a Code of Ethics with reference to offences under Legislative Decree No. 231/2001 and a disciplinary system;
- identification of the criteria for the selection of the Supervisory Body, indication of its requirements, tasks and powers, and information obligations.

The most relevant components of the control system outlined in the Confindustria Guidelines to ensure the effectiveness of the Organisation, Management and Control Model are as follows:

- provision of ethical principles and rules of conduct in a Code of Ethics or Code of Conduct;
- sufficiently updated, formalised and clear organisational system, in particular with regard to the allocation of responsibilities, hierarchical reporting lines and description of tasks with specific provision for control principles;
- procedures governing the performance of activities, with appropriate controls;
- authorisation and signature powers consistent with the organisational and management responsibilities assigned by the entity, providing, where appropriate, for adequate expenditure limits;
- integrated control systems that, taking into account all operational risks, are capable of providing a timely warning of the existence and emergence of general and/or particular critical situations;
- information and communication to personnel, characterised by capillarity, effectiveness, authoritativeness, clarity and adequately detailed as well as periodically repeated, to which is added an adequate personnel training programme, modulated according to the levels of the recipients.

The Confindustria Guidelines also specify that the components of the control system described above must comply with a number of control principles, including:

- verifiability, traceability, consistency and appropriateness of every operation, transaction and action;
- application of the principle of separation of functions and segregation of duties (no one can manage an entire process independently);
- establishment, execution and documentation of control activities on processes and activities at risk of offences.

In preparing this Model, A2A S.p.A. was mainly inspired by the aforementioned Confindustria Guidelines, in addition to the codes of conduct of the main representative associations and the best practices relating to the various areas of activity. Any deviations from specific points of the Confindustria Guidelines respond to the need to adapt the organisational and management measures to the activity concretely carried out by the Company and the context in which it operates.

2. Governance Model and Organisational Structure of A2A

2.1. A2A S.p.A. and the A2A Group

A2A S.p.A. (hereinafter "A2A" or the "Company") is the Italian multi-utility resulting from the merger between AEM S.p.A. and ASM Brescia S.p.A. as of January 1, 2008.
A2A acts as the parent holding company, exercising management and coordination activities pursuant to Article 2497 of the Civil Code over its subsidiaries. The latter are organised, depending on the business concerned, into Business Units.

The Corporate Services provided by the Parent Company against specific intercompany service contracts include direction, coordination and control activities, such as business development, strategic direction, planning and control, financial management and coordination of the Group's activities; central services to support business and operating activities (e.g. administrative and accounting services, legal services, procurement, personnel management, information technology, communication services, etc.).

A2A S.p.A., which is listed on the Milan Stock Exchange, adheres to the Corporate Governance Code prepared by the Corporate Governance Committee of Borsa Italiana (hereinafter the "Code") and has adopted a governance system inspired by the principles contained in the Code; it publishes an annual report on its adherence to the Code and its compliance with the resulting commitments.

The main activities carried out by A2A, both directly and through Group companies and holding entities, in accordance with the provisions of its articles of association, are as follows:

- production, sale and distribution of electricity;
- trading activities on the main international energy markets;
- sale and distribution of gas;
- production, distribution and sale of heat through district heating networks;
- waste management (from collection and sweeping to disposal) and the construction and management of integrated waste disposal plants and systems, also making these available for other operators;
- integrated water cycle management.
- provision of telecommunications, video surveillance and smart city services;
- management of renewable-energy plants.

The Group is also playing a significant role internationally, with a presence in many foreign contexts through subsidiaries and participation in joint ventures/consortia.

The Company strives for a high level of service, striving for 100% stakeholder satisfaction. Each and every initiative is framed through a lens of sustainable development, excellence in the fields of energy, environmental services, district heating, and networked services, keeping pace with trends, competition, and an increasingly complex national and global landscape.

The Company's mission includes providing services guaranteeing quality, safety and respect for the environment to its stakeholders (customers, shareholders, authorities, citizens, financial partners, employees and suppliers). A2A's objectives include the implementation of preventive measures to reduce risks to the health and safety of workers and the environment and dialogue with authorities,

customers, shareholders, employees and the general public to translate their expectations into internal requirements.

2.2. The Institutional Structure: Bodies and Subjects

Shareholders' Meeting

The Shareholders' Meeting, duly constituted, represents all the shareholders and its resolutions, taken in accordance with the law and the Articles of Association, are binding on them even if not attended or dissenting.

The powers attributed to the Shareholders' Meeting in accordance with the provisions of the Civil Code are set out in the Articles of Association.

Board of Directors

Pursuant to the Articles of Association, the Company is managed by a Board of Directors made up of twelve (12) members, even non-Shareholders, who shall serve for three years. Their terms shall expire at the Shareholders' Meeting convened to approve the financial statements relating to the last year of their term. They can be re-elected and expire in accordance with the law.
The members of the Board of Directors must meet the character and professionalism requirements contemplated by applicable statute or regulation.

The Board holds the broadest powers for ordinary and extraordinary management of the company, without limitations, with the power to perform all acts deemed necessary or appropriate for the achievement of the corporate purposes, excluding only those which are strictly, by law or by these Articles of Association, reserved to the competence of the Shareholders' Meeting. Within the time limits and in the manner prescribed by law, the Board of Directors prepares the draft financial statements, which, accompanied by the documents required by law, are communicated to the Board of Statutory Auditors at least 30 (thirty) days prior to the date set for the Shareholders' Meeting called to approve the financial statements.
The Board of Directors also appoints and removes a manager responsible for the preparation of corporate accounting documents, subject to the opinion of the Board of Statutory Auditors.

As required by art. 22 of the Articles of Association, resolutions of the Board of Directors are adopted with the favourable vote of the majority of the Directors in office.
Exceptions are resolutions concerning:

a) approval of business and financial plans, annual budgets;
b) appointment of the Executive Committee;
c) appointment of possible General Managers;
d) mergers and demergers of subsidiaries whose revenues exceed 200,000,000.00 euro;
e) disposals of participations in companies whose revenues exceed 200,000,000.00 euro;
f) acquisitions of controlling interests in companies whose revenues exceed 200,000,000.00 euro;
g) indications for subsidiaries whose annual revenues exceed 200,000,000.00 euro, of the names of their managing directors, which are adopted with the favourable vote of at least 9 (nine) of its members.

The Chair of the Board of Directors, pursuant to Articles 25 and 26 of the Articles of Association:

a) has the legal representation of the company and the corporate signature;
b) convenes the Board of Directors, sets the agenda, coordinates its work, and ensures that adequate information on the items on the agenda is provided to all members;
c) presides over the external relations function, the general affairs service, handles relations between the company and financial institutions, the media, independent authorities and public institutions;
d) has the active and passive representation of the Company vis-à-vis third parties and in court, before any court of any order and degree, as well as free corporate signature;
e) has the power to initiate legal proceedings for all acts concerning the management and administration of the company, to lodge appeals before all judicial and jurisdictional authorities, administrative and tax authorities and commissions, to issue general and special powers of attorney for litigation with election of domicile, also for the purpose of bringing civil actions;
f) within the scope of its powers, may appoint special attorneys for certain acts or categories.

Article 24 of the Articles of Association also states that the Board of Directors, in the manner and within the limits provided for by law and the Articles of Association, may delegate part of its powers to the Chief Executive Officer and/or the Executive Committee. The Board may also assign special tasks and functions of a technical-administrative nature to one or more of its members.
The Board of Directors may also appoint an Executive Committee from among its members, determining the number of members (up to a maximum of five), the membership, duration and delegated powers.

The Executive Committee is vested with all the attributions and powers delegated to it by the Board of Directors, within the limits provided for by the Articles of Association and the law. The delegation of powers in respect of the drawing up of the financial statements, the convening of the Shareholders' Meeting and the distribution of interim dividends is expressly excluded.

The directors report to the Board of Statutory Auditors promptly and, in any case, at least on a quarterly basis, usually at the meeting of the Board of Directors or also directly by means of a written memorandum sent to the Chair of the Board of Statutory Auditors on the activities performed and on the most significant economic, financial and equity transactions carried out by the Company or its subsidiaries. The directors report on transactions in which they have an interest, on their own behalf or on behalf of third parties, or which are influenced by the person exercising management and coordination activities.

Board of Statutory Auditors

Pursuant to art. 30 et seq. of the Articles of Association, the Board of Statutory Auditors consists of three statutory auditors and two alternate auditors, appointed by the Shareholders' Meeting, which also appoints the Chair.
The Board of Statutory Auditors remains in office for three financial years and its members may be re-elected.
The composition and chairmanship of the Board of Statutory Auditors and the termination and replacement of auditors are governed by the provisions of the Civil Code and special laws.
The Board of Statutory Auditors fulfils every function entrusted to it by law and monitors compliance with the law and the Articles of Association, and compliance with the principles of proper

administration. In particular, it supervises the adequacy of the organisational, administrative and accounting structure adopted by the Company and its proper functioning.

Auditing Company

Pursuant to Article 32 of the Articles of Association, the statutory auditing of the accounts is performed by a statutory auditing company meeting the legal requirements.
The Shareholders' Meeting, upon reasoned proposal of the Board of Statutory Auditors, appoints an auditing company registered in the special register to audit the accounts, determining the relevant fee. The appointment for the statutory audit of the accounts shall have a duration in accordance with the regulatory provisions applicable from time to time, expiring on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of the appointment.

Committees

The following committees have been established within the Board of Directors:
- Control and Risks Committee;
- Remuneration and Appointments Committee;
- Related Parties Committee;
- ESG and Territory Relations Committee.

2.3. A2A's governance tools

The organisation's governance tools that guarantee the functioning of the Company developed internally can be summarised as follows:

- ***Articles of Association***: in accordance with the provisions of the law in force - contain various provisions on corporate governance aimed at ensuring the proper conduct of management activities.

- ***Corporate Governance Rules and Internal Control System*** - A2A is a listed company that has adopted Corporate Governance rules and an Internal Control System in compliance with the indications contained in the "Corporate Governance Code prepared by Borsa Italiana's Corporate Governance Committee for Listed Companies".

- ***Organisational News (i.e. Orders of Service)*** - the drafting of specific Orders of Service and Organisational Notices makes it possible, at any time, to understand the corporate structure, the division of fundamental responsibilities and also the identification of the persons to whom these responsibilities are entrusted.

- ***System of proxies and powers of attorney*** - is represented by the set of specific powers of attorney (notarial and non-notarial) for the exercise of management powers vis-à-vis third parties, deeds of proxy for the exercise of management powers for internal purposes, as well as delegated functions in the field of health, safety and the environment. Powers of attorney and proxies are updated following changes in the organisation, company guidelines and procedures and in the allocation of management responsibilities within the Company.

- ***Management and Coordination Communication*** - addressed to Group Companies with a description of the areas within which the management and coordination activities carried out by A2A as Parent Company are performed.

- ***Service contracts between A2A and its subsidiaries*** - which formally regulate the provision of intercompany services, ensuring transparency in the objects of the services provided and the related fees.

- ***System of Procedures, Policies and Guidelines*** - A2A has an internal regulatory system aimed at clearly and effectively regulating the Company's relevant processes. Administrative and accounting processes are also regulated within the set of Procedures that report to the manager in charge of preparing the company's accounting documents pursuant to Article 154-bis of the TUF - Consolidated Law on Finance (hereinafter the "Financial Reporting Manager"). A2A has also adopted special regulations for the functioning of the Committees.

- ***Integrated Quality, Environment and Safety System*** - is the set of documents describing the processes that meet quality, environmental and safety requirements.

- ***A2A Group Code of Ethics*** - expresses the principles of ethics and deontology that the A2A Group recognises as its own and on which it calls for compliance by all those who work to achieve the Group's objectives. The Code of Ethics expresses, among other things, lines and principles of conduct aimed at preventing the offences referred to in Legislative Decree No. 231/2001 and expressly recalls the Model as a useful tool for operating in compliance with the regulations. It is an integral and substantial part of the Model.

- ***Anti-Corruption Policy*** - represents a systematic framework of reference in the fight against corrupt phenomena and aims to disseminate the principles and rules to be followed to exclude corrupt conduct of any kind.

- ***Human Rights Policy*** - establishes the commitment to respect the values inherent, in particular, to the issues of dignity, freedom, equality of human beings, job protection, trade union freedoms, health, safety, the environment and biodiversity, as well as the system of values and principles regarding the circular and efficient use of resources and sustainable development.

- ***Guidelines for the Composition and Remuneration of the Supervisory Body of Group Companies*** - approved by A2A's Board of Directors and addressed to the subsidiaries in order to communicate the requirements of the Supervisory Body and the criteria to be followed in identifying the members of the Supervisory Body.

2.4. Internal control and risk management system

Consistent with the Code's indications, the A2A Group has an internal control system capable of continuously monitoring the risks typical of the company's business.
The internal control system is a set of rules, procedures and organisational structures whose purpose is to monitor compliance with strategies and the achievement of the following goals:

- effectiveness and efficiency of business processes and operations (administrative, production, distribution, commercial, etc.);
- quality and reliability of economic and financial information;

- compliance with laws and regulations, company rules and procedures;
- safeguarding the value of the company's assets and protecting losses.

Consistent with the guidelines of the Company's internal control system, the main persons currently responsible for the control, monitoring and supervisory processes in the Company and its parent group are:

- Board of Directors;
- Board of Statutory Auditors;
- Control and Risks Committee;
- Financial Reporting Manager;
- Internal Audit;
- Group Risk Management;
- Group Compliance;
- Supervisory Body pursuant to Legislative Decree No. 231/2001.

2.5. Organisational Structure

For the purposes of implementing the Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001, the Company's organisational structure is of fundamental importance, on the basis of which the essential organisational structures, their respective areas of competence and the main responsibilities assigned to them are identified.

A2A's governing bodies have dedicated and continue to dedicate the utmost care to defining organisational structures and operating procedures in a unified manner, both to ensure efficiency, effectiveness and transparency in the management of activities and the allocation of related responsibilities, and to minimise dysfunctions, malfunctions and irregularities (which include unlawful conduct or in any case conduct not in line with the Company's instructions).

A2A has prepared an internal organisational document outlining the Company's organisational structure and defining the responsibilities of the Organisational Structures. The organisation chart is updated through specific Organisational News, which defines the responsibilities of the Organisational Structures. The organisational chart and the above-mentioned documents are published on the company intranet.

2.6. Intra-group transactions

In compliance with the principle of proper corporate and entrepreneurial management, the Parent Company carries out management and coordination activities in specific areas (pursuant to Article 2497 et seq. of the Civil Code) in respect of consolidated and/or subsidiary companies, an activity aimed at guaranteeing the direction and coordination of the companies belonging to the Group in the overall interest of the Group itself and for the enhancement of possible synergies between the various components with a view to common membership of the same Group.

As part of its management and coordination activities, A2A provides the Group companies with a series of services that it carries out centrally for their benefit. The regulation of the provision of these services is contained in specific service contracts, which contain the standard contractual clauses (subject, duration, etc.), the essential characteristics of the services and the criteria on the basis of

which A2A charges the Group companies for the costs and charges incurred in providing the services[7].

The provision of these services also takes into account the peculiarities of the individual subsidiary, which may decide to perform, using its own resources, some of the services made available by the Parent Company.

In certain cases, in order to facilitate effective operations, A2A may carry out these activities in the name and on behalf of Group companies, exercising only such powers of representation as are necessary to perform the services envisaged in the contract signed between the parties, by virtue of a specific power of attorney granted to it by the subsidiary. The powers conferred do not include powers relating to the operational and business management of the subsidiary, which remain the responsibility of the company's Board of Directors.

In any case, the granting of powers to the parent company does not take place 'exclusively': the Boards of Directors of the subsidiaries retain, collectively or individually, the powers implicit in their role. Under the existing governance model, the management responsibilities and prerogatives of the subsidiaries' Boards of Directors are, in fact, safeguarded, and the parent company is also obliged to report and is subject to verification of the proper execution of what has been agreed upon, with the subsidiary company remaining responsible for monitoring the activities entrusted to the Parent Company.

At the most relevant stages of the process, various interactions are foreseen between the requesting Organisational Structure/Company and the responsible Organisational Structures.

[7] The cost allocation criteria have been defined according to principles of fairness and, in the areas of applicability, in compliance with the regulations in force, with particular reference to Resolution No. 11/07 of the AEEGSI on the so-called 'functional and accounting unbundling'.

3. The Organisation, Management and Control Model of A2A

3.1. Introduction

The adoption of an Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001, in addition to representing grounds for exemption from the Company's administrative liability with regard to the commission of certain types of offences, is an act of social responsibility. For this reason, the companies that created A2A had already adopted their own Organisation, Management and Control Models pursuant to Legislative Decree No. 231/2001.

On February 16, 2009, the Management Board updated, in implementation of the regulatory provisions and within the scope of its general guidelines, the Model in order to make it consistent with A2A's new organisational reality, also in light of the adoption of the dualistic administration and control system.

In 2012, in view of the numerous organisational and corporate changes that have taken place over the years, as well as the important regulatory changes progressively introduced by the legislator in the context of Legislative Decree No. 231/2001, including, in particular, the inclusion of environmental offences in the Decree, the Company's Management Board had deemed it appropriate to proceed with updating the Model in order to ensure its constant effectiveness. This project led to the approval of a new version of the Model in December 2012.

In 2014, following the changes in the governance of the Company (transition from a dualistic to a traditional system), in the organisational and corporate structure, as well as the introduction by the legislator of new criminal offences (e.g. bribery between private individuals, self-laundering), it became appropriate to update the Model to ensure its constant effectiveness.

In July 2016, the Company completed the updating of its Model in order to implement the additional offences introduced by the legislator (i.e., self-laundering, revision of the regulation of false accounting, introduction of the so-called 'eco-offences', novelties in the field of offences against the Public Administration).

In the course of 2017, further updating of the Model was initiated to incorporate the offences introduced since the date of its last approval ("Illegal intermediation and exploitation of labour" and revision of the offence of bribery among private individuals), as well as the changes affecting the Group's organisational and operational structure.

During 2018, following the entry into force of Law no. 179 of November 30, 2017 containing the "provisions for the protection of reporting parties of crimes or irregularities of which they have become aware in the context of a public or private employment relationship", as well as the introduction of new types of crime (provisions against illegal immigration and crimes of racism and xenophobia), it became appropriate to update the Model once again, aimed at guaranteeing its constant effectiveness.

In the course of 2019, a specific updating of the Model was started, aimed at incorporating the latest legislative changes introduced after the date of its previous approval, with primary reference to the changes to the market abuse offences following the changes made by Legislative Decree no. 107/2018 laying down "Rules for the adaptation of national legislation to Regulation (EU) no. 596/2014" (so-

called (Market Abuse Regulation or MAR), as well as the introduction of the crimes of trafficking in illicit influences (L. 3/2019) and fraud in sporting competitions and abusive exercise of gaming or betting activities (L. 39/2019) and lastly, the modification of art. 416-ter "Mafia-political electoral exchange" (L. 43/2019).

During 2020, following the entry into force of Law No. 157 of December 19, 2019, which converted, with amendments, Decree-Law October 26, 2019, No. 124, containing 'Urgent provisions on fiscal matters and for unavoidable needs' (so-called Tax Decree), a new updating of the Model has been initiated, aimed at extending its effectiveness also in relation to the so-called "Tax offences", which, as a result of the aforementioned legislation, have been included in the list of offences from which the Company may incur liability pursuant to Legislative Decree No. 231/2001.
As part of the aforementioned update, was the implementation of the changes made by Legislative Decree no. 75/2020 (implementing EU Directive 2017/1371 on the fight against fraud that harms the financial interests of the Union through criminal law - so-called 'PIF Directive'), mainly concerning the inclusion in Article 25-quinquiesdecies of additional tax offences, the punishability of certain types of declaratory tax offences also in cases of attempted crime, the inclusion in the list of offences 231 of offences of fraud in public supply, fraud in agriculture and smuggling, the offences of embezzlement and abuse of office, and the extension of the offence of corruption to certain areas of the EU context.

In parallel with the updating activity in relation to tax offences, the Model was revised with regard to aspects relating to computer offences under Article 24-bis of the Decree, with a view to updating the sensitive activities and control measures, in line with current operating methods and reference best practices.

In the course of 2022, it became necessary to update Model 231 again in order to incorporate the organisational changes concerning the Company, and the legislative changes introduced after the last date of its approval: Legislative Decree 184/2021, which implemented Directive (EU) 2019/713 on combating fraud and counterfeiting of non-cash means of payment, which introduced Article 25-*octies*1 entitled "*Crimes relating to non-cash means of payment*", and Law No. 22 of March 9, 2022 ("*Provisions on offences against cultural heritage*"), which introduced into Legislative Decree No. 231/2001 Article 25-*septiesdecies*, on the subject of offences against cultural heritage, as well as Article 25-*duodevicies*, on the subject of illegally selling cultural assets and damaging and looting cultural landscape assets.
The same update also incorporated the amendments made to certain relevant offences already provided for in Legislative Decree no. 231/2001: Article 24 *(Undue receipt of funds, fraud to the detriment of the State, a public body or the European Union or to obtain public funds, computer fraud to the detriment of the State or a public body and fraud in public procurement),* Article 24-*bis (Computer crimes and unlawful processing of data*), Article 25-*quinquies (Crimes against the individual)*, Article25-*sexies (Market abuse offences)* and Article 25-*quinquiesdecies* (*Tax offences*).

Updating activities were started in order to make A2A's Organisational Model:

- consistent with the governance and organisational structure in place;
- complies with the requirements of Legislative Decree No. 231/2001 and subsequent amendments and additions;
- consistent with the principles already rooted in its own governance culture and with the guidelines of the main trade associations, first and foremost Confindustria.

In carrying out the aforementioned updating activities, account shall be taken:

- of organisational changes in the Company and the Group;
- of legislative changes;
- of the development of case law and doctrine;
- of considerations arising from the application of the Model, including experiences from criminal litigation;
- of the practice of Italian and foreign companies with regard to models;
- of the results of the supervisory activities by the Supervisory Body;
- of the findings of Internal Audit activities;
- of the experience gained in the adoption and implementation of the previous Model;
- of the results of audits of the Company's Model.

The approach followed:

- allows the best use to be made of the Company's knowledge assets;
- allows the company's operational rules, including those relating to 'sensitive' areas, to be managed with unambiguous criteria;
- facilitates the constant implementation and timely adaptation of internal processes and regulations to changes in the organisational structure and business operations.

3.2. Recipients

Recipients of the Model's provisions, pursuant to the Decree and within their respective spheres of competence, are considered to be the members of corporate bodies, management and employees, as well as all those who work to achieve A2A's purpose and objectives (hereinafter, the "**Recipients**").

3.3. Function of the Model

A2A intends to affirm and disseminate a business culture based on:

- *legality*, since no unlawful conduct, even if carried out in the interest or to the advantage of the Company, can be considered in line with the policy adopted by the Company;
- *control*, which must govern all decision-making and operational phases of the Company's activities, in full awareness of the risks arising from the possible commission of offences.

The attainment of the aforementioned aims is realised through a coherent system of principles, organisational, management and control procedures and provisions that give rise to the Model that the Company, in light of the above considerations, has prepared and adopted. This Model has the following objectives:

- raise the awareness of those who collaborate, in various capacities, with the Company (employees, external collaborators, suppliers, etc.), requiring them, within the limits of the activities carried out in the interest of A2A, to adopt correct and transparent conduct, in line with the ethical values which inspire it in the pursuit of its corporate purpose and such as to prevent the risk of the commission of the offences set out in the Decree;
- determine in the aforementioned persons the awareness that they may incur, in the event of violation of the provisions issued by the Company, disciplinary and/or contractual consequences, as well as criminal and administrative sanctions that may be imposed on them;

- establish and/or reinforce controls that enable A2A to prevent or promptly react to prevent the commission of offences by senior persons and persons subject to the management or supervision of the former which entail the administrative liability of the Company;
- enable the Company, by means of monitoring the areas of activity at risk, to intervene promptly, in order to prevent or combat the commission of offences and to sanction any conduct contrary to its Model;
- guarantee its integrity by adopting the fulfilments expressly provided for in Article 6 of the Decree;
- improve effectiveness and transparency in the management of business activities;
- determine full awareness in the potential perpetrator that the commission of an offence is strongly condemned and contrary - in addition to the provisions of the law - both to the ethical principles to which the Company intends to adhere and to the Company's own interests, even when it could apparently gain an advantage.

3.4. Methodology for preparing and updating the Model of A2A S.p.A.

A2A S.p.A.'s Model was drawn up, and subsequently updated, taking into account the activities concretely carried out by the Company, its structure, and the nature and size of its organisation.

In particular, the drafting of the Model was based on a risk self-assessment activity articulated in the phases described below:

- preliminary examination of the corporate context through an analysis of the documentation relating to the organisational and operational structure of the Company, as well as the roles and responsibilities assigned, as defined within the organisational chart;

- identification of corporate processes and activities sensitive to the commission of offences carried out through interviews with the heads of functions identified by the organisational chart, as well as detection, analysis and assessment of the adequacy of existing corporate controls;

- identification of points for improvement in the internal control system and definition of a specific implementation plan for these aspects;

- adaptation of the internal control system, aimed at reducing the identified risks, through the implementation of the defined implementation plan.

The ultimate aim of the activities described above was to define and update A2A's Organisational, Management and Control Model pursuant to Legislative Decree no. 231/2001, articulated in all its components and taking into account reference best practices, customised to the company's reality, to be submitted to the Board of Directors for approval.

3.5. Model Structure

The Model document is structured:

(i) in the *General Part*, which describes the reference regulatory framework and governs the overall operation of the organisation, management and control system adopted to prevent the commission of the predicate offences;

(ii) in the *Special Parts*, aimed at supplementing the contents of the General Part with a related description:
- the types of offences referred to in the Decree that the Company deemed it necessary to take into consideration due to the characteristics of its activity;
- the sensitive processes/activities that the Company has identified as relevant in relation to the offences referred to in the previous point, in view of the Company's activities and the related control measures.

(iii) the Risk Assessment detailing the risk profiles of the offences referred to in Legislative Decree No. 231/2001 in the context of the Company's own activities. This document represents the company's activities (so-called 'sensitive activities') within the scope of which the predicate offences referred to in the Decree could in abstract terms be committed, the company structures that supervise these activities and the internal regulatory reference documents.

No provision contained in the internal regulatory system can in any case justify non-compliance with the rules contained in this Model.

Lastly, an integral part of the Company's Model is the A2A Group's Code of Ethics, as better specified in the following paragraph, as well as all relevant procedures and documents pursuant to Legislative Decree No. 231/2001.

3.6. Relationship between the Model and the Code of Ethics

To supplement the control tools provided for under the aforementioned Legislative Decree no. 231/2001, the Company has adopted the A2A Group's Code of Ethics (hereinafter simply 'the **Code of Ethics**'), an expression of a corporate context where the primary objective is to satisfy, in the best way possible, the needs and expectations of the Group's stakeholders (e.g. employees, customers, consultants, suppliers).

The purpose of the Code of Ethics is, among other things, to foster and promote a high standard of professionalism and to avoid behavioural practices that differ from the interests of the company or deviate from the law, as well as conflict with the values that the Company and the Group to which it belongs intend to maintain and promote.

The Code of Ethics is addressed to the members of the Corporate Bodies, to all employees at all levels of the Group and to all those who, permanently or temporarily, interact with the Group.

The Code of Ethics, therefore, incorporates and formalises the principles, the ethical-social values and the behavioural guidelines that the Group recognises as its own and which must be observed by its corporate bodies and employees, as well as by third parties who, for whatever reason, have relations with it.

The Model presupposes compliance with the Code of Ethics, forming with it a systematic body of internal rules aimed at disseminating a culture of ethics and corporate transparency.

The Code of Ethics, in all its future reformulations, is herein fully referred to and constitutes the essential foundation of the Model.

3.7. Adoption, updating and adaptation of the Model

The Board of Directors has the sole power to adopt, amend and supplement the Model.

The Model must be adapted if the opportunity or need for its updating arises in the face of particular situations, such as, by way of example:

- violations or circumventions of the provisions of the Model that have demonstrated its ineffectiveness or inconsistency for the purposes of preventing the offences sanctioned pursuant to Legislative Decree No. 231/2001;
- significant changes in the organisational structure of the Company and/or in the methods of carrying out business activities (for example, following the acquisition of a business unit);
- changes in the regulatory framework of reference relevant to the Company (e.g. introduction of new types of offences relevant under the Decree);
- inadequacy assessments at the outcome of the checks carried out.

In the cases described above, amendments and/or additions to the Model must be approved by the Board of Directors.

If, on the other hand, it becomes necessary to make merely formal amendments to the Model, the organisational structure of Compliance 231, on its own initiative or at the instigation of the Supervisory Body, may, after assessing the modalities of intervention and the relevant timeframe, intervene autonomously on the Model, without submitting any amendments for approval by the Board of Directors.

To this end, updates of regulatory provisions already relevant under Legislative Decree no. 231/2001 and changes to the names of internal Organisational Structures and corporate processes are considered merely formal amendments.

The operating procedures adopted to implement this Model shall be amended by the competent corporate organisational structures, should they prove ineffective for the purposes of proper implementation of the provisions of the Model. The competent corporate organisational structures also take care of any changes or additions to the operating procedures necessary to implement any revisions of this Model.

The Supervisory Body is constantly informed of the updating and implementation of new operating procedures.

3.7.1. Checks and Controls on the Model

The Supervisory Body (hereinafter also referred to simply as '**Body**' or '**SB**'), within the scope of the powers conferred on it in accordance with Article 6(1)(b) and Article 7(4)(a) of the Decree, retains, in any case, precise duties and powers with regard to the care, development and promotion of the constant updating of the Model.

To this end, it formulates observations and proposals, concerning the organisation and the control system, to the relevant corporate structures or, in cases of particular importance, to the Board of Directors.

The Supervisory Body has the duty to report in writing to the Board of Directors promptly, or at least in its half-yearly report, any facts, circumstances or organisational deficiencies found in its supervisory activities that highlight the need or opportunity to amend or supplement the Model.

Also for this purpose, the Supervisory Body resolves on the annual Supervisory Plan through which it plans, in principle, its activities, providing for:

- a calendar of meetings with management to be held during the year;
- the supervisory activities resolved.

In relation to this last point, by way of example only, the main supervisory tools available to the Supervisory Body are as follows: i) 231 checks; ii) 231 information flows; iii) acquisition of any Group Health, Safety, Environment And Quality reports of A2A relating to the Company; iv) acquisition of any Internal Audit reports of A2A relating to the Company or extracts of audits where evidence relating to the Company has been found; v) inspections; vi) analysis of accident trends; vii) analysis of disciplinary disputes; viii) monitoring of Action Plan 231.

The planned verification activities are carried out by the Supervisory Body with the support of the competent Organisational Structures of A2A (e.g. Group Health, Safety, Environment and Quality, Internal Audit).

3.8. Extension of the principles of the Model

3.8.1. The Model of the companies of the A2A Group

The companies of the A2A Group shall endeavour to adopt their own Organisation, Management and Control Model, subject to a resolution of their Administrative Body, after having analysed and identified the activities at risk of offences and the measures to prevent them.

When defining their own Model, A2A Group companies will take into account the principles identified by the Parent Company, unless specific peculiarities inherent in the nature, size, type of activity, structure of internal delegations and powers require the implementation of different principles and organisational rules.

Until the adoption of their own Model, Group companies ensure the prevention of offences through appropriate organisational and internal control measures.

Each company belonging to the Group takes care of the implementation of its own Model and appoints its own Supervisory Body.

3.8.2. Extension of the Model's principles to investee companies, consortia, joint ventures

The representatives indicated or appointed by A2A in the corporate bodies of investee companies, consortia and joint ventures are required to promote the principles and contents of the Model in the areas of their respective competences.

4. Supervisory Body

4.1. Function of the Supervisory Body

According to the provisions of Legislative Decree No. 231/2001 - Article 6(1)(a) and (b) - the entity may be exonerated from liability resulting from the commission of offences by the persons qualified under Article 5 of Legislative Decree No. 231/2001, if the management body has, inter alia, entrusted the task of supervising the operation of and compliance with the Model (adopted and effectively implemented) and of updating it[8] to a Body of the entity endowed with autonomous powers of initiative and control. The task of continuously supervising the widespread and effective implementation of the Model, its observance by the recipients, as well as proposing its updating in order to improve its efficiency in preventing offences and unlawful conduct, is entrusted to this body set up internally by the Company.

The entrusting of the aforementioned tasks to a body endowed with autonomous powers of initiative and control, together with the correct and effective performance thereof, therefore represents an indispensable prerequisite for exemption from liability under Legislative Decree No. 231/2001.

4.2. Requirements

Subjective requirements

Appointment as a member of the Supervisory Body is conditional on the presence of the subjective requirements[9].

Upon appointment, the person appointed as a member of the Supervisory Body must issue a declaration in which he/she certifies the existence of the subjective requisites of honourableness provided for by Ministerial Decree No. 162 of March 30, 2000 for members of the Board of Statutory

[8] The Explanatory Report to Legislative Decree No. 231/2001 states, in this regard: "*The entity* (...) *shall also supervise the actual operation of the models, and thus their compliance: to this end, in order to ensure the maximum effectiveness of the system, it is provided that the company shall make use of a structure that must be set up internally (in order to avoid easy manoeuvres aimed at pre-establishing a licence of legitimacy for the company's actions through recourse to compliant bodies, and above all to establish a real fault of the entity), endowed with autonomous powers and specifically assigned to these tasks* (..) *of particular importance is the provision of a duty to provide information to the aforementioned internal control body, in order to guarantee its own operational capacity* (...)".

[9] The Confindustria Guidelines, in para. 2.2 "Tasks, Requirements and Powers of the Supervisory Body - Autonomy and Independence" state that " *In order to ensure the effective existence of the requirements described, both in the case of a Supervisory Body composed of one or more internal resources and in the event that it is also composed of external figures, it will be appropriate for the members to possess the formal subjective requirements that further guarantee the autonomy and independence required by the task, such as honourableness, absence of conflicts of interest and family relations with senior management. These requirements should be specified in the Organisational Model.*
The requirements of autonomy, good repute and independence may also be defined by reference to what is provided for in other areas of company law.
This applies, in particular, when a multi-subjective composition of the Supervisory Body is opted for and all the different professional skills that contribute to the control of corporate management in the traditional model of corporate governance (e.g. a member of the Board of Statutory Auditors or the person in charge of internal control) are concentrated in it. In these cases, the existence of the aforementioned requirements may already be ensured, even in the absence of further indications, by the personal and professional characteristics required by law for auditors and the person in charge of internal controls.

Auditors of listed companies, adopted pursuant to Article 148, paragraph 4 of the Consolidated Law on Finance.
The following constitute in any case grounds for ineligibility or disqualification as a member of the Supervisory Body:

- the conviction (or plea bargaining), even if not final, for one of the predicate offences set out in the Decree or, in any case, the conviction (or plea bargaining), even if not final, to a penalty involving the disqualification, even temporary, from the executive offices of legal persons or companies;
- the imposition of a sanction by CONSOB, for having committed one of the administrative offences relating to market abuse set out in the Consolidated Law on Finance.

If the non-final conviction (or plea bargaining) is overturned, the cause of ineligibility is removed, but the disqualification from office is not affected.

Should any of the above-mentioned reasons for ineligibility arise against an appointed person, ascertained by a resolution of the Board of Directors, he/she shall automatically forfeit his/her office.

Autonomy and independence

The Confindustria Guidelines identify autonomy and independence among the main requirements of the Supervisory Body.

In exercising its functions, A2A's Supervisory Body is endowed with autonomy and independence from Corporate Bodies and other internal control bodies, and has autonomous spending powers - based on an annual expense budget, approved in writing by the Board of Directors, or by a person delegated by the latter, upon the proposal of the Body itself - to be used to support the technical verification activities necessary to perform the tasks entrusted to it by the legislator[10].

In any case, the Supervisory Body may request an addition to the funds allocated, should they not be sufficient for the effective performance of its duties, and may extend its spending autonomy on its own initiative in the presence of exceptional or urgent situations, which will be the subject of a subsequent report to the Board of Directors.

Furthermore, the activities carried out by the Supervisory Body cannot be reviewed by any other corporate body or structure.

In the course of audits and inspections, the Supervisory Body is granted the broadest powers in order to effectively perform the tasks entrusted to it[11].

In the performance of their duties, the members of the Supervisory Body must not find themselves in situations, even potential ones, of conflict of interest arising from any personal, family or professional reasons. In such a case, they must immediately inform the other members of the Body and must abstain from taking part in the relevant resolutions.
Moreover, the Confindustria Guidelines themselves provide that '*if the Supervisory Body has a mixed collegial composition, since it is also attended by persons within the entity - preferably without*

[10] As provided for in the Confindustria Guidelines, in para. 2.2. "*Tasks, Requirements and Powers of the Supervisory Body - Autonomy and Independence*".
[11] See in this respect paragraph 4.7.

operational roles - absolute independence cannot be expected from the latter. Therefore, the degree of independence of the Body will have to be assessed in its entirety'.

Professionalism

The connotation of professionalism must refer, also as specified by the Confindustria Guidelines, to the "*wealth of tools and techniques*[12]".

The Supervisory Body must be composed of persons endowed with specific skills in the specialised techniques typical of those who perform "inspection" activities, but also consultancy in the analysis of control systems and of legal and, more specifically, "criminal law" types necessary to effectively perform the activity of the Supervisory Body, in order to ensure the presence of adequate professionalism in the performance of the relevant functions.

Where necessary, the Supervisory Body may also make use of external consultants for the performance of the technical operations necessary for the performance of the control function. In this case, consultants must always report the results of their work to the Supervisory Body[13].

Continuity of action.

The Supervisory Body must be able to guarantee the necessary continuity in the performance of its functions, also through the scheduling of activities and controls, the minuting of meetings and the regulation of information flows from the corporate structures.

4.3. Composition, appointment and term

Legislative Decree No. 231/2001 does not provide any indication as to the composition of the Supervisory Body[14].

[12] Confindustria, *Guidelines*, para. 2.2 *"Tasks, Requirements and Powers of the Supervisory Body - Professionalism"*. These are techniques that can be used to verify that everyday behaviours actually comply with the codified ones:
- as a preventive measure, in order to adopt - at the time of the design of the Model and subsequent amendments - the most appropriate measures to prevent, with reasonable certainty, the commission of offences - advisory approach;
- or, a posteriori, to ascertain how the predicate offence could have occurred (inspection approach).

By way of example, the Confindustria Guidelines mention the following techniques:
- statistical sampling;
- techniques for analysing, assessing and containing risks (authorisation procedures; mechanisms of task balancing, etc.);
- flow-charting of procedures and processes to identify weak points;
- processing and evaluation of questionnaires;
- methodologies for fraud detection (Court of Milan, September 20, 2004).

[13] Confindustria, *Guidelines*, para. 2.3.4 *"Establishment of an ad hoc Supervisory Body"*: "*This approach makes it possible to combine the principle of responsibility that the law reserves to the body with the specific professionalism of external consultants, thus making the activity of the Body more effective and penetrating*". Thus, with reference to the possibility of setting up an *ad hoc* Supervisory Body (alternative possibility to assigning the role of Supervisory Body to the Internal Control Committee or the internal auditing function).

[14] The Confindustria Guidelines specify that the rules laid down in Legislative Decree No. 231/2001 "*do not provide precise indications as to the composition of the Supervisory Body. This makes it possible to opt for both one-subject and multi-subject composition. In the latter case, persons internal and external to the entity may be called upon to make up the Supervisory Body* (...). *In spite of the legislator's indifference to the composition, the choice between one or the other solution must take into account the purposes pursued by the law and thus ensure the effectiveness of the controls.*

In accordance with the requirements of Legislative Decree No. 231/2001, the A2A Board of Directors, taking into account the company's organisational complexity, has opted for a Supervisory Body with a collegial structure, composed of persons identified by virtue of their professional skills and personal characteristics, such as control capacity, independence of judgement and moral integrity.

In the selection of the members, the only relevant criteria are those pertaining to the specific professionalism and competence required to perform the functions of the Body, honourableness and absolute autonomy and independence with respect to the Company itself, elements that are made known to the Board of Directors also through the curricula of the selected candidates.

The Board of Directors appoints and revokes:
- the members of the Supervisory Body;
- the Chair of the Supervisory Body.

The Supervisory Body is established by resolution of the Board of Directors, which, when appointing it, must acknowledge the assessment of the existence of the requirements of independence, autonomy, honourableness and professionalism of its members[15].

Upon accepting office, the members of the Supervisory Body undertake to perform the functions assigned to them, guaranteeing the necessary continuity of action, and to immediately inform the Board of Directors of any event that may affect the maintenance of the above-mentioned requirements.

If a member of the Supervisory Body ceases to meet the subjective requirements, he/she is immediately removed from office. In the event of disqualification, death, resignation or revocation, the Board of Directors shall promptly replace the ceased member.

In order to guarantee its full autonomy and independence, the term of office of the members of the Supervisory Body coincides with that of the Board of Directors that appointed it. Should the Board of Directors fall from office, the Supervisory Body will also fall from office.

In any case, the members of the Supervisory Body shall remain in office until the Board of Directors has provided, by specific resolution, for the appointment of the Supervisory Body.

4.4. Revocation

Members of the Supervisory Body may only be dismissed for just cause, by resolution of the Board of Directors.

In this regard, 'just cause' for the revocation of the powers connected with the office of member of the Supervisory Body means, by way of example and without limitation:
- serious negligence in the performance of the tasks connected with the office, such as: failure to draw up the half-yearly information report or the annual summary report on the activity carried out, which the Body is required to do;
- failure to draw up a supervisory programme;

Like every aspect of the model, the composition of the Supervisory Body must be modulated on the basis of the size, type of activity and organisational complexity of the entity". Confindustria, *Guidelines*, para. 2.1 "*Composition of the Supervisory Body"*.

[15] In the sense of the need for the administrative body, at the time of appointment, *'to give evidence of the existence of the requirements of independence, autonomy, honourableness and professionalism of its members*', Order of June 26, 2007 Court of Naples, Office of the Judge for Preliminary Investigations, Sec. XXXIII.

- the "*omitted or insufficient supervision*" on the part of the Supervisory Body - as provided for in Article 6(1)(d) of Legislative Decree no. 231/2001 - resulting from a conviction, even if not final, issued against the Company or other companies in which the person was a member of the Supervisory Body, pursuant to Legislative Decree no. 231/2001, or from a sentence applying the penalty on request (so-called plea bargaining);
- in the case of an internal member, the assignment of operational functions and responsibilities within the corporate organisation that are incompatible with the requirements of '*autonomy and independence*' and '*continuity of action*' of the Supervisory Body. In any event, any measure of an organisational nature affecting it (e.g. termination of employment, transfer to another post, dismissal, disciplinary measures, appointment of a new manager) must be brought to the attention of the Board of Directors;
- serious and established grounds of incompatibility that would frustrate their independence and autonomy.

Any decisions concerning individual members or the entire Supervisory Body are the sole responsibility of the Board of Directors.

4.5. Causes of suspension

The following constitute grounds for suspension from membership of the Supervisory Body:
- the ascertainment, after the appointment, that the member of the Supervisory Body has held the position of member of the Supervisory Body within companies against which the sanctions provided for in Article 9 of the same Decree, for offences committed while in office, have been applied by a non-definitive measure (including the sentence issued pursuant to Article 63 of the Decree);
- the circumstance that the member is the subject of a committal for trial in relation to one of the predicate offences provided for by the Decree or, in any case, for an offence the commission of which is sanctioned with even temporary disqualification from the executive offices of legal persons or companies or in relation to one of the administrative offences relating to market abuse, as referred to in the Consolidated Law on Finance.

The members of the Supervisory Body must inform the Board of Directors, under their full responsibility, of the occurrence of any of the aforementioned grounds for suspension.

The Board of Directors, also in all further cases in which it becomes directly aware of the occurrence of one of the aforementioned causes of suspension, shall declare the suspension of the person (or persons) in respect of whom one of the aforementioned causes has occurred, from the office of member of the Supervisory Body.
In such cases, the Board of Directors assesses the advisability of temporarily supplementing the Supervisory Body, by appointing one or more members, whose term of office shall be equal to the period of suspension.

If the Board of Directors does not deem it necessary to temporarily supplement the Supervisory Body, the Supervisory Body continues to operate in its reduced composition. In such situations, the favourable opinion of the Chair of the Supervisory Body is required for its resolutions.

The decision on the possible removal of suspended members must be the subject of a resolution of the Board of Directors. The member not revoked shall be reinstated in full.

4.6. Temporary impediment

In the event that causes arise that temporarily prevent a member of the Supervisory Body from performing his/her duties or carrying them out with the necessary autonomy and independence of judgement, he/she is required to declare the existence of the legitimate impediment and, if it is due to a potential conflict of interest, the cause from which it derives, abstaining from attending the meetings of the Board itself or the specific resolution to which the conflict refers, until such impediment persists or is removed.

By way of example, illness or injury lasting more than three months and preventing attendance at meetings of the Supervisory Body constitutes a temporary impediment.

In the event of a temporary impediment, the Board of Directors shall assess the advisability of temporarily supplementing the Supervisory Body by appointing one or more members, whose appointment shall be for a period equal to the period of impediment.

If the Board of Directors does not deem it necessary to temporarily supplement the Supervisory Body, the Supervisory Body continues to operate in its reduced composition. In such situations, the favourable opinion of the Chair of the Supervisory Body is required for its resolutions.

This is without prejudice to the right of the Board of Directors, when the impediment continues for a period of more than six months, extendable by a further six months on no more than two occasions, to remove the member or members for whom the aforesaid causes of impediment have arisen.

4.7. Functions and powers

The Supervisory Body has autonomous powers of initiative, intervention and control, which extend to all the sectors and functions of the Company, powers that must be exercised in order to effectively and promptly perform the functions provided for in the Model and its implementing rules to ensure effective and efficient supervision of the operation of and compliance with the Model in accordance with Article 6 of Legislative Decree No. 231/2001.

The activities carried out by the Supervisory Body cannot be reviewed by any other body or function of the Company. The verification and control activity performed by the Body is, in fact, strictly functional to the objectives of effective implementation of the Model and cannot replace or substitute the institutional control functions of the Company.

The Body may appoint a secretary, who may also be chosen from outside its members.

In particular, the Supervisory Body is entrusted with the following tasks and powers for the performance and exercise of its functions[16]:

[16] Confindustria, *Guidelines*, Title IV, para. 2.2 *"Tasks, Requirements and Powers of the Supervisory Body"*: *The activities that the Body is called upon to perform, also on the basis of the indications contained in Articles 6 and 7 of Decree 231, can be summarised as follows:*

- *supervision of the **effectiveness** of the Model, i.e. consistency between the concrete conduct and the established Model;*
- *examination of the **adequacy** of the Model, i.e. its actual (and not merely formal) capacity to prevent the prohibited conduct;*

- regulate its functioning also through the introduction of a regulation of its activities ('**SB Regulation**');
- supervise the functioning of the Model in order to prevent the commission of the offences referred to in Legislative Decree No. 231/2001;
- verify compliance with the Model, the rules of conduct, the control measures and the procedures laid down in the Model and detecting any behavioural deviations that may emerge from the analysis of the information flows and the reports to which the heads of the various functions are subject, and proceeding in accordance with the provisions of the Model;
- carry out periodic inspection and control activities, also unannounced, in view of the various sectors of intervention or types of activity and their critical points, in order to verify the efficiency and effectiveness of the Model. In carrying out this activity, the Body may:
  - freely access any Organisational Structure of the Company - without the need for any prior consent - to request and acquire information, documents and data, deemed necessary for the performance of the duties provided for by Legislative Decree No. 231/2001, from all employees and managers. In the event of a reasoned refusal to grant access to the documents, the Body draws up a report to be forwarded to the Board of Directors if it does not agree with the reason given;
  - request relevant information or the production of documents, including computerised documents, relevant to risk activities, from directors, auditors, auditing firms, collaborators, consultants and, in general, from all persons required to comply with the Model;
- suggest updates to the Model, formulating, where necessary, proposals to the Board of Directors for any updates and adjustments to be made by means of amendments and/or additions that may be necessary;
- maintain relations and ensuring the relevant information flows with the corporate Organisational Structures and towards the corporate bodies;
- promote initiatives for the dissemination of knowledge and understanding of the Model, of the contents of Legislative Decree No. 231/2001, of the impact of the legislation on the company's activities and on the rules of conduct, as well as initiatives for staff training and awareness-raising on compliance with the Model, verifying attendance;
- verify that an effective internal communication system is in place to allow the transmission of relevant information for the purposes of Legislative Decree No. 231/2001, guaranteeing the protection and confidentiality of the reporter;
- ensure knowledge of the conduct to be reported and how to report it;
- provide all employees and members of the Corporate Bodies with clarification regarding the meaning and application of the provisions contained in the Model and the correct interpretation/application of this Model, the control standards, the relevant implementation procedures and the Code of Ethics;

- *analysis of the **maintenance** of the soundness and functionality requirements of the Model over time;*
- *taking care of the necessary **updating** of the Model in a dynamic sense, in the event that the analyses carried out make it necessary to make corrections and adjustments. The latter aspect passing through:*
  - ***suggestions and proposals to adapt** the Model to the company bodies or functions capable of giving it concrete implementation in the company fabric, depending on the type and scope of the interventions: proposals concerning formal or minor aspects will be addressed to the Personnel and Organisation function or to the Director, while in other cases of greater importance, they will be submitted to the Board of Directors;*
  - ***follow-up**, verification of the implementation and effective functionality of the proposed solutions".*

- promptly report to the management body, for the appropriate measures, any ascertained violations of the Model that may entail the emergence of a liability for the Company and propose any sanctions referred to in chapter 5 of this Model;
- verify and assess the suitability of the disciplinary system pursuant to and for the purposes of Legislative Decree No. 231/2001.

In carrying out its activities, the Supervisory Body may avail itself of the support of the organisational structures of the Company with specific competences in the corporate sectors from time to time subject to control. The Body may, by way of example, make use of the following structures:
- *Internal Audit* (e.g. for control activities and checks on the effective application of the control measures provided for in the Model);
- *Legal Affairs and Compliance* (e.g. for the interpretation of the relevant legislation; for defining the content of the appropriate clauses to be included in contracts with partners, external collaborators, for aspects relating to the interpretation and monitoring of the regulatory framework of reference, for relevant training etc.);
- *Group Health, Safety, Environment and Quality* (e.g. for the control activities and audits it carries out on the issues within its competence, i.e. environment and health and safety);
- *Recruitment, People Development and Inclusion* (e.g. for classroom and e-learning training activities).

In general, the Supervisory Body coordinates with the corporate Organisational Structures concerned for all aspects relating to the implementation of the operational procedures for implementing the Model.

The Supervisory Body has no management or decision-making powers in relation to the performance of the Company's activities, organisational powers or powers to modify the corporate structure, or sanctioning powers.

The members of the Supervisory Body, as well as the persons whose services the Body makes use of in any capacity whatsoever, are obliged to respect the obligation of confidentiality on all the information of which they become aware in the performance of their duties.

All information, notifications, reports provided for in the Model are kept by the Supervisory Body in a special file, in compliance with the legal provisions on the processing of personal data.

4.8. Information flows to and from the Supervisory Body

4.8.1. Reporting by the Supervisory Body to the Corporate Bodies

The Supervisory Body reports on the implementation of the Model, highlighting of any critical aspects and the need for changes.
Separate reporting lines are provided for by the Supervisory Body, which:

i) reports to the Board of Directors, making it aware, whenever it deems it appropriate, of significant circumstances and facts of its office. The Supervisory Body immediately communicates the occurrence of extraordinary situations (e.g. significant violations of the principles contained in

the Model, new legislation on the administrative liability of entities relevant to the Company, etc.) and reports received that are of an urgent nature;

ii) submits a written report, on at least a half-yearly basis, to the Board of Directors, the Board of Auditors, the Control and Risk Committee (CCR) and Internal Audit, which must contain, as a minimum, the following information:

a) summary of the activities carried out during the reporting period and a plan of planned activities for the following period;

b) any problems or critical issues that have arisen in the course of the supervisory activity;

c) if not the subject of previous and specific warnings:

- corrective actions to be taken in order to ensure the suitability and/or effectiveness of the Model, including those necessary to remedy organisational or procedural shortcomings that have been ascertained and that are likely to expose the Company to the risk of offences relevant to the Decree being committed, including a description of any new 'sensitive' activities identified;
- always in compliance with the terms and procedures indicated in the sanctions system adopted by the Company pursuant to the Decree, indication of the conduct ascertained and found to be non-compliant with the Model, with a simultaneous proposal as to the sanction deemed most appropriate against the person responsible for the violation or the function and/or process and/or area concerned;

d) summary of reports received from internal and external subjects, including what has been directly encountered, concerning alleged violations of the provisions of this Model, of the control measures and of the relevant implementation procedures, as well as the violation of the provisions of the Code of Ethics, and the outcome of the consequent checks carried out;

e) information on the possible commission of offences relevant to the Decree;

f) disciplinary measures and sanctions that may be applied by the Company, with reference to violations of the provisions of this Model, of the control measures and of the relevant implementation procedures, as well as to violations of the provisions of the Code of Ethics;

g) overall assessment of the functioning and effectiveness of the Model with any proposals for additions, corrections or amendments;

h) reporting of any changes in the regulatory framework and/or significant changes in the internal structure of the Company and/or in the way business activities are carried out that require an update of the Model;

i) reporting of any conflict of interest, even potential, of a member of the Body;

j) any proposals for updating the Model, if facts, circumstances or organisational deficiencies encountered in the course of supervisory activities have highlighted the need or advisability of amending or supplementing it.

The Board of Directors, the Board of Statutory Auditors and the Control and Risk Committee have the power to convene the Supervisory Body at any time, to inform them of the activities for which it is responsible.

Meetings with corporate bodies to which the Supervisory Body reports must be documented.

4.8.2. Information flows between Supervisory Body, Board of Auditors and Internal Audit

In order to ensure the best functioning of the Company's system of internal controls, it is important to foster the exchange of information between the main players of this system. This makes it possible, while respecting the prerogatives of the individual players, to pool the results of the verification activities respectively carried out in the areas of common interest.

Therefore, the Board of Statutory Auditors, in addition to receiving - as set out above - information from the Supervisory Body, shall also forward it to the latter, in the event it detects shortcomings and violations that are relevant from the standpoint of the Model, as well as with regard to any facts or anomalies found, which fall within the scope of the sensitive processes pursuant to Legislative Decree No. 231/2001.
Similarly, the Supervisory Body may benefit from the outcome of the verification activities carried out by the Internal Audit function, which have relevance and/or in any case impact pursuant to Legislative Decree No. 231/2001[17].

4.8.3. Information to the Supervisory Body

Legislative Decree No. 231/01 sets out, among the requirements that the Model must meet, the establishment of specific information obligations towards the Supervisory Body by the Company's corporate functions, aimed at enabling the Body to perform its supervisory and verification activities.

As a general rule, the Supervisory Body must be promptly informed of those acts, behaviours or events that may lead to a breach of the Model, as well as of any information useful to facilitate the performance of checks on the correct implementation of the Model.

For this reason, a summary table of the Information Flows to the Supervisory Body has been prepared, which will be made available to all the Organisational Structures concerned by the transmission of the relevant information and to which reference should be made for details.

In particular, the Heads of Organisational Structures operating within sensitive activities must transmit to the Supervisory Body:

a) on a periodic basis, at previously agreed deadlines, or on an occasional basis, information, data, news, documents falling within the "sensitive" activities envisaged by the Company's Model, as identified in the specific summary table, as well as any other information concerning the implementation of the Model in the areas of activity at risk of offences, which may be useful for the performance of the tasks of the Body;

b) as formally requested by the Supervisory Body, in accordance with the modalities and timeframes defined by the Body itself.

By way of example, the functions identified, in accordance with their respective organisational powers, must communicate to the Supervisory Body, with the necessary timeliness, any information concerning

- any proposal to update, supplement, amend the control measures defined in this Model and the documents that form an integral part of it, including the procedures;

[17] See also, in this respect, what is stated at the end of paragraph 4.8.4 below.

- issuing and/or updating of relevant company procedures pursuant to Legislative Decree No. 231/2001;
- change in the company's operations;
- issuing and/or updating of organisational documents (organisation charts, company proxies and powers of attorney);
- changes to the composition of corporate bodies;
- reports prepared by the corporate organisational structures/Control Bodies (including the Auditing Company) as part of their verification activities;
- disciplinary objections showing name, dispute and sanction;
- requests for legal assistance made by personnel in the event of criminal proceedings being brought against them in relation to offences under Legislative Decree No. 231/2001 committed in the course of their work, unless expressly prohibited by the judicial authorities;
- measures and/or information from the judicial police, or any other authority, from which it can be inferred that investigations are being carried out for offences covered by Legislative Decree No. 231/2001 that may involve the Company and/or the Recipients of the Model.

In addition, all employees and members of the corporate bodies of the Company must promptly report the commission or alleged commission or the reasonable risk of commission of offences under Legislative Decree No. 231/2001 of which they become aware, as well as any violation or alleged violation of the Code of Ethics, the Model or the procedures established to implement the same of which they become aware (so-called Whistleblowing 231 reports, on which paragraph 4.8.4 applies).

Finally, business partners, consultants, external collaborators and other recipients of the Model external to the Company are required to immediately inform the Supervisory Body if they receive, directly or indirectly, from an employee/representative of the Company a request for conduct that could lead to a violation of the Model. This obligation must be specified in the contracts linking such persons to the Company.

In this respect, the following general requirements apply:

– the Supervisory Body assesses, at its discretion and under its responsibility, the reports received and the cases in which it is necessary to take action[18];
– determinations on the outcome of the inspection must be justified in writing.

In addition to as set out above and as indicated in the schedule of information flows, the Supervisory Body may request any information it deems useful for the performance of its supervisory activities and for updating the Model.

[18] Confindustria, Guidelines, Title IV, para. 3. *"Information obligations towards the Supervisory Body"*:
It should be clarified that the information provided to the Supervisory Body is intended to enable it to improve its own control planning activities and not, on the other hand, to impose on it punctual and systematic verification activities of all the phenomena represented. In other words, the Body is not under an obligation to act every time there is a report, it being left to its discretion (and responsibility) to determine in which cases to act".

The obligation to inform about any conduct contrary to the provisions contained in the Model is part of the employee's broader duty of diligence and duty of loyalty. Correct fulfilment of the information obligation by the employee may not give rise to the application of disciplinary sanctions[19].

In order to enable timely compliance with the provisions of this paragraph, the e-mail box odv@odv.a2a.eu shall be set up.

4.8.4. Whistleblowing

On December 14, 2017, Law No. 179 of November 30, 2017 was published in the Official Journal, containing the "provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship" (hereinafter the "Whistleblowing Law"), which intervened on Article 54-bis of Legislative Decree No. 165/2001 and Article 6 of Legislative Decree No. 231/2001.

The legislator has introduced specific provisions for the recipient entities of Legislative Decree No. 231/2001 by inserting three new paragraphs into Article 6 of Legislative Decree No. 231/2001, namely, paragraphs 2-bis, 2-ter and 2-quater.

In particular, Article 6, following the legislative intervention, provides:

- in paragraph 2-bis that the Organisation, Management and Control Models must provide for:
  - ✓ one or more channels that, to protect the entity's integrity, would enable the parties referred to in Article 5, paragraph 1, letters a) and b), to file detailed reports of unlawful conduct, relevant for the purposes of the Decree and based on precise and consistent elements of fact, or violations of the entity's Organisation and Management Model of which they became aware by virtue of the functions they perform; these channels shall guarantee the confidentiality of the whistleblower's identity throughout the violation report's management activity;
  - ✓ at least one alternative reporting channel able to guarantee, using computerised means, the confidentiality of the identity of the whistleblower;
  - ✓ the prohibition of any acts of direct or indirect retaliation or discrimination against the whistleblower, for reasons connected directly or indirectly with the report made;
  - ✓ in the disciplinary system adopted pursuant to paragraph 2, letter e) sanctions with regards to anyone violating the whistleblower protection measures, as well as anyone making reports that are proven to be unfounded, with wilful negligence or gross misconduct;
- in paragraph 2-ter that the adoption of discriminatory measures against persons who make reports pursuant to paragraph 2-bis may be reported to the Labour Inspectorate, for measures within its competence, not only by the whistleblower, but also by the trade union organisation indicated by the same;
- in paragraph 2-quater that the retaliatory or discriminatory dismissal of the reporting person is 'null and void'. Any change of duties pursuant to Article 2103 of the Civil Code, as well as any

[19] Confindustria, *Guidelines*, Title IV, para. 3 "*Information obligations towards the Supervisory Body*": "*Finally, it should be noted that the regulation of the way in which the obligation to provide information is fulfilled is not intended to incentivise the phenomenon of internal rumour reporting, but rather to implement that system of reporting real facts and/or conduct that does not follow the hierarchical line and that allows staff to report cases of breaches of rules within the entity, without fear of retaliation. In this sense, the Body also takes on the characteristics of the Ethics Officer, however without the disciplinary powers that it would be appropriate to allocate to a special committee or, in the most sensitive cases, to the Board of Directors*".

other retaliatory or discriminatory measure adopted against the whistleblower, are also indicated as null and void.

In order to implement the additions made to Article 6 of Legislative Decree No. 231/2001 and to guarantee the effectiveness of the whistleblowing system, the Group has strengthened its system for managing reports of potential violations of the Model so that it can protect the identity of the whistleblower and the related right to confidentiality.

In particular, the Company adopts suitable and effective measures to ensure the confidentiality of the identity of those who transmit to the Body information useful for identifying conduct that does not comply with the provisions of the Model, the Code of Ethics and the relevant procedures pursuant to Legislative Decree No. 231/2001, without prejudice to legal obligations and the protection of the rights of the Company or persons wrongly accused and/or in bad faith.

Any form of retaliation, discrimination or penalisation against those who make reports to the Supervisory Body in good faith is prohibited. The Company reserves the right to take action against anyone who submits false reports in bad faith.

Reports may also be anonymous and must describe in detail the facts and persons reported.

The Group has therefore defined a specific regulatory document for reports by the Recipients of the Model, who have been made aware of the existence of specific communication channels enabling them to submit any reports, based on precise and concordant factual elements, guaranteeing the confidentiality of the reporter's identity, also by means of computerised procedures.

In addition, in order to facilitate the receipt of reports, A2A has set up special communication channels as follows:

(i) *SAW* platform (accessible from the corporate intranet and the A2A S.p.A. website);
(ii) E-mail (by sending it to the e-mail address of the Supervisory Body odv@odv.a2a.eu and/or of the Internal Audit Organisational Structure);
(iii) ordinary mail (by sending it to the ordinary mail address of the Supervisory Body - Corso di Porta Vittoria 4 - 20122, Milan and/or of the Internal Audit Organisational Structure);
(iv) verbal communication issued to Internal Audit or the Supervisory Body.

Reports are kept by the Supervisory Body in the manner specified in the Supervisory Body Regulation.

For more details on the provisions adopted in this respect, please refer to the document "Guideline for reporting, including anonymous ones, to the A2A Group (Whistleblowing) Guideline 001.0032/*".

4.8.5. Reporting to and from the Supervisory Body and to the Supervisory Bodies of subsidiaries

Each subsidiary, with an Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001, for the purposes indicated in the Decree and under its own responsibility, establishes its own autonomous and independent Supervisory Body.

The subsidiary's Supervisory Body must inform A2A S.p.A.'s Supervisory Body of the facts detected, breaches committed by A2A Group employees seconded to the seconding company, disciplinary sanctions and adjustments to its own Model, and the occurrence of events or circumstances relevant to the performance of the activities falling within the scope of the Supervisory Body's responsibilities.

The Supervisory Bodies of companies controlled by A2A S.p.A. shall cooperate with the Supervisory Body of A2A S.p.A., ensuring an adequate communication channel.

In this regard, the Supervisory Body of A2A S.p.A. has the power to request the acquisition of relevant documentation and information from the Supervisory Bodies of subsidiaries.

The Supervisory Body of the subsidiary company, while respecting the autonomy and confidentiality of the information pertaining to the different realities, may transmit to the Supervisory Body of the parent company, for information, the periodic reports prepared for the reference Administrative Body and relating to the activities carried out.

For the purposes of implementing a consistent system of controls, the Supervisory Body of A2A S.p.A. has the power, inter alia, to organise joint meetings ("Conference") between the Chairpersons of the Bodies of the subsidiary companies regarding:

i) topics of supervision in the context of the Models,
ii) regulatory updates;
iii) constant verification of the completeness of the identification of sensitive activities, often transversal within the Group;
iv) use of unitary control tools suitable for the detection of any criticalities and the analysis of any problematic factors that may have emerged from operations.

Any corrective action on the organisational models of A2A S.p.A.'s subsidiaries, as a result of the checks carried out, is the sole responsibility of the subsidiaries themselves.

5. The sanctioning system

5.1. General Principles

Article 6(2)(e) and Article 7(4)(b) of Legislative Decree No. 231/2001 indicate, as a condition for the effective implementation of the Organisation, Management and Control Model, the introduction of a disciplinary system capable of sanctioning non-compliance with the measures indicated in the Model.

Therefore, the definition of an adequate disciplinary system is an essential prerequisite for the exemption value of the Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001 with respect to the administrative liability of entities.

The sanctions provided for will be applied to any breach of the provisions contained in the Model regardless of whether an offence has been committed and regardless of the course and outcome of any criminal proceedings initiated by the judicial authorities.

It also constitutes a violation of the Model - and a prerequisite for the application of sanctions - to fail to comply with the obligations of confidentiality on the identity of the whistleblower laid down in the Whistleblowing Law for the protection of employees or collaborators who report offences, as well as to make reports made with malice or gross negligence, which prove to be unfounded.

The sanctions envisaged for violations of the provisions contained in the Model are also applicable in the event of violations of the provisions contained in the Code of Ethics.

The powers already conferred, within the limits of their respective attributions of responsibility and competences, on the Company's Management remain valid for the dispute, verification of infringements and application of disciplinary sanctions.

Where news of a possible breach reaches the Supervisory Body, having carried out the checks it deems appropriate, the latter shall formulate a proposal as to the appropriateness of adopting measures and shall communicate it to the competent corporate bodies on the basis of the disciplinary system, which shall assess it independently and, where appropriate, activate the organisational structures competent from time to time with regard to the actual application of the measures.

Regardless, the violation-reporting phase, as well as the phase for setting and actually applying any sanction, shall be conducted in full compliance with applicable law and regulation, as well as the provisions of any applicable collective-bargaining agreement, and company Disciplinary Codes, as applicable.

5.2. Measures against employees

The violation of the individual provisions and rules of conduct set out in the Model by A2A employees always constitutes a disciplinary offence.

The Company asks its employees to report any violations, and it assesses the contribution made in a positive sense, even if the reporting party contributed to the violation.

For ascertaining breaches of the Model, disciplinary proceedings and the imposition of the relevant sanctions, the powers already granted, within the limits of the respective delegated powers and competences, to A2A Management remain valid.

As for the type of sanctions that can be imposed, in the case of employment relationships, any sanctioning measure must comply with the procedures laid down in Article 7 of the Workers' Statute, which is characterised not only by the principle of typicality of violations, but also by the principle of typicality of sanctions.

A2A may have its own employees who perform their functions at Group companies. Under the terms of the secondment documents, these employees are subject - in the performance of their work duties - to the directives issued by the managers of the seconding company. They are, therefore, bound to respect:

a) the principles of conduct set out in this Model;
b) the Code of Ethics;
c) the provisions of the Model prepared by the seconding company.

If one or more employees of a Company (including those of the A2A Group) who are - following the stipulation of a contractual agreement - seconded to A2A carry out their work at the Company, such persons are required to comply with the provisions of the Company's Code of Ethics and this Model.

Dismissal and any other disciplinary measure shall be without prejudice to any civil liability for damages incurred by the employee.

5.2.1. Measures against non-managerial personnel

Conduct by employees in violation of the rules of conduct contained in the Model and the Code of Ethics amounts to a breach of a primary obligation of the relationship itself and, consequently, constitutes a disciplinary offence.

With regard to the measures applicable to non-managerial employees, the Company's system of sanctions, as set out in the Group Disciplinary Code, finds its primary source in the National Collective Labour Agreements (CCNL) of the relevant sector.

It should be noted that the penalty imposed must be proportionate to the seriousness of the breach committed, and, in particular, must take into account:

- the subjective element, i.e. the intentionality of the conduct or the degree of fault (negligence, recklessness or inexperience);
- the employee's overall conduct with particular regard to the existence or otherwise of a disciplinary record;
- the level of responsibility and autonomy of the employee committing the disciplinary offence;
- the involvement of other people;
- the seriousness of the effects of the disciplinary offence, i.e. the level of risk to which the company may reasonably be exposed as a result of the alleged breach;
- other special circumstances accompanying the offence.

The sanctions that may be applied are those provided for in the National Collective Labour Agreements in force and applicable to the Company's employees, with the specific additions provided for in the disciplinary code in force.

Conduct liable to the application of disciplinary sanctions pursuant to Legislative Decree No. 231/2001 are as follows:

1. any employee who fails to perform with due diligence the tasks and duties provided for by the internal procedures or violates the requirements laid down by the Model and the documents referred to therein concerning information to the Supervisory Body or the controls to be carried out or who, in any case, in the performance of activities classified as 'sensitive' within the meaning and for the purposes of the Model incurs a minor violation for the first time of the provisions of the Model, provided that no greater negative impact on the company externally derives from such violation;

2. the employee who repeatedly fails to perform with due diligence the tasks and duties provided for by the internal procedures or violates the requirements laid down by the Model and the documents referred to therein concerning information to the Supervisory Body or the controls to be carried out or who, in any case, in the performance of activities classified as 'sensitive' within the meaning and for the purposes of the Model, repeatedly adopts conduct that does not comply with the requirements of the Model;

3. any employee who omits to perform with due diligence the tasks and duties provided for by the internal procedures or violates the prescriptions laid down by the Model and by the documents referred to therein concerning information to the Supervisory Body or the controls to be carried out or who, in any case, in the performance of activities classified as 'sensitive' pursuant to the Model, adopts conduct that does not comply with the prescriptions of the Model, performing acts contrary to the interests of the Company, exposing it to a situation of danger for the integrity of the Company's assets;

4. any employee who, in violating the internal procedures laid down in the Model, or by adopting, in the performance of activities classified as 'sensitive' within the meaning and to the effects of the Model, conduct that does not comply with the requirements of the Model, causes damage to the company by performing acts contrary to its interests, or any employee who is recidivist more than three times in a year in the offences referred to in points 1, 2 and 3;

5. any employee who adopts, in the performance of activities classified as 'sensitive' within the meaning and for the purposes of the Model, conduct that does not comply with the prescriptions of the Model and is unequivocally directed towards the commission of an offence sanctioned by Legislative Decree No. 231/2001;

6. any employee who adopts, in the performance of activities classified as 'sensitive' within the meaning and for the purposes of the Model, conduct in breach of the provisions of the Model such as to determine the concrete application against the company of the measures laid down in Legislative Decree No. 231/2001, as well as an employee who is repeat offender more than three times in the year of the offences referred to in point 4.

5.2.2. Measures with regards to managers

The Company's managers, in the performance of their professional activities, are obliged both to comply with and to make their collaborators comply with the provisions contained in the Model.
For managerial employees, the National Collective Labour Agreement for Managers in the relevant sector applies in the Company.

By way of example, to be considered punishable for violation of the provisions contained in the Model is any unlawful conduct by managers who:

- omit to supervise the personnel employed hierarchically by them, to ensure compliance with the provisions of the Model for the performance of activities in areas at risk of offences and for activities instrumental to operational processes at risk of offences;
- fail to report failures and/or anomalies relating to the fulfilment of the obligations set out in the Model, should they become aware of them, such as to render the Model ineffective, with the consequent potential danger for the Company to be subject to the imposition of sanctions pursuant to Legislative Decree no. 231/2001;
- fail to report to the Supervisory Body any critical aspects concerning the performance of activities in the areas at risk of offences, discovered during monitoring by the competent authorities;
- commit one or more serious violations of the provisions of the Model, such as to lead to the commission of the offences set out in the Model, thereby exposing the Company to the application of sanctions pursuant to Legislative Decree No. 231/2001.

In the event of a breach of the provisions and rules of conduct contained in the Model by a manager, A2A, on the basis of the principle of seriousness, recidivism, direct non-compliance, failure to supervise, shall adopt against him/her the measure deemed most appropriate in accordance with the applicable contractual and regulatory provisions.

If the breach of the Model leads to a breakdown in the relationship of trust between the Company and the Manager, the sanction is dismissal.

5.3. Measures with regards to directors

Upon receiving notice of an ascertained violation of the provisions of the Model, including that of the supplementary documentation, by one or more Directors, the Supervisory Body shall promptly inform the Board of Directors as a whole, so that the most appropriate and adequate initiatives may be taken or promoted, in relation to the seriousness of the violation detected and in accordance with the powers provided for by the applicable laws and by the Articles of Association.

In the event of an ascertained breach of the provisions of the Model, including that of the supplementary documentation, by the Board of Directors as a whole, the Supervisory Body shall immediately inform the Board of Statutory Auditors, where present, so that it can take the consequent initiatives.

5.4. Measures with regards to auditors

Upon receiving notice of a breach of the provisions and rules of conduct of the Model by one or more auditors, the Supervisory Body shall promptly inform the other members of the Board of Auditors and the Board of Directors.

5.5. Measures with regards to commercial partners, consultants or other subjects having contractual relationships with the Company

Violation by business partners, consultants, or other persons having contractual relations with the Company for the performance of activities deemed sensitive of the provisions and rules of conduct provided for by the Model applicable to them, or the possible commission of the offences contemplated by Legislative Decree No. 231/2001 by them, will be sanctioned in accordance with the provisions of the specific contractual clauses that will be included in the relevant contracts.

These clauses, making explicit reference to compliance with the provisions and rules of conduct laid down in the Model, may provide, for example, for an obligation on the part of these third parties not to adopt acts or engage in conduct that would result in the Company violating the Model.
In the event of breach of this obligation, the Company shall have the right to terminate the contract with possible application of penalties.

This is obviously without prejudice to the Company's prerogative to claim compensation for damages resulting from the violation of the provisions and rules of conduct laid down in the Model by the aforementioned third parties.

5.6. Protection measures with regards to whistleblowers under the Whistleblowing Law

In order to ensure the effectiveness of the whistleblowing management system, in compliance with the provisions of the Whistleblowing Law, the Company prohibits any form, direct or indirect, of retaliation, discrimination or penalisation (application of sanctions, demotion, dismissal, transfer or submission to any other organisational measure having a direct or indirect negative impact on working conditions) for reasons directly or indirectly linked to the whistleblowing carried out by the whistleblower in good faith, and undertakes to ensure the protection of whistleblowers against such acts.

The adoption of discriminatory measures against whistleblowers in good faith can be reported to the National Labour Inspectorate, for measures within its competence, not only by the whistleblower, but also by the trade union organisation.

In the event of disputes concerning the imposition of disciplinary sanctions, demotions, dismissals, transfers or subjecting the whistleblower to other organisational measures with negative effects on working conditions, it is up to the employer to prove that such measures were taken on the basis of reasons unrelated to the whistleblowing.

The retaliation or discriminatory dismissal of the whistleblower is null. Also null are the change of duties pursuant to article 2103 of the Civil Code, as well as any other retaliation or discriminatory measure adopted against the whistleblower.

Illegal use of the disciplinary system may result in measures being taken against the abuser.

Pursuant to Law No. 179/2017, the protection of the whistleblower described above is not guaranteed in the case of reports made with malice or gross negligence, which turn out to be unfounded. In such a circumstance, the whistleblower may incur sanctions.

For more details on the provisions adopted in this respect, please refer to the document "Guideline for reporting, including anonymous ones, to the A2A Group (Whistleblowing) - Guideline 001.0032/*".

6. The training and communication plan

As underlined by the Confindustria Guidelines, the performance of training and information activities for personnel constitutes (together with periodic verification activities and the presence of a specific disciplinary system) one of the pillars of the effective implementation of the Model.

The Company, aware of the importance that the training and information aspects assume in a prevention perspective, defines a communication and training programme aimed at ensuring that the main contents of the Decree and the obligations deriving therefrom, as well as the prescriptions laid down in the Model, are disseminated to all Recipients.

Training and communication are central tools in the dissemination of the Model and the Code of Ethics that the company has adopted, constituting an essential vehicle of the regulatory system that all employees are required to know, observe and implement in the exercise of their respective functions.
To this end, the information and training activities for personnel are organised by providing for different levels of detail according to the different degree of involvement of personnel in risk-crime activities. In any case, the training activity aimed at disseminating knowledge of Legislative Decree No. 231/2001 and of the provisions of the Model, is differentiated in terms of content and dissemination methods according to the Recipients' qualification, the risk level of the area in which they operate, and whether or not they hold representative and management positions in the Company.

With regard to the dissemination of the Model in the corporate context, the Company undertakes to carry out the following communication activities:

– during the recruitment phase, the Company promotes information on the Model and the Code of Ethics to new recruits, and they are guaranteed the possibility of consulting them, for example, directly on the company Intranet in a dedicated area;
– in any case, for employees who do not have access to the Intranet, such documentation is made available to them by alternative means such as posting on company notice boards.

The training activity involves all current personnel over time, as well as all resources that may be included in the company organisation in the future. In this respect, the relevant training activities will be planned and concretely carried out both at the time of recruitment and on the occasion of any changes in duties, as well as following updates or amendments to the Model.

The courses are compulsory. The documentation relating to training activities shall be kept by the Company and available for consultation by the Supervisory Body and any person entitled to view it.

The Company also promotes knowledge of and compliance with the Code of Ethics and the Model among its business and financial partners, consultants, collaborators in various capacities, customers and suppliers, to whom both documents are made available in the manner deemed most appropriate, for example by publishing them on the company website.

Annex 1 - List of offences subject to administrative liability pursuant to Legislative Decree No. 231/2001

- **Undue receipt of payments, fraud against the State, a public entity or the European Union or to obtain public funds, IT fraud to the detriment of the State or a public entity and fraud in public supplies (art. 24):**
    - Embezzlement of public grants (art. 316 bis of the Penal Code);
    - Unlawful collection of public grants (art. 316 ter of the Penal Code);
    - Fraud in public supplies (art. 356 of the Penal Code);
    - Fraud to the detriment of the State or other public entity or the European Union (art. 640, paragraph 2, point 1 of the Penal Code);
    - Aggravated fraud to obtain the disbursement of public funds (art. 640 bis of the Penal Code);
    - Computer fraud against the State or other public entity (art. 640 ter of the Penal Code);
    - Fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (art. 2 of Law 898/1986).

- **Computer crimes and unlawful processing of data (art. 24-bis):**
    - Computer documents (Forgery of a public computer document or having probative effect) (art. 491 bis of the Penal Code);
    - Unauthorised access to information or online systems (art. 615 ter of the Penal Code);
    - Illegal possession, distribution and installation of equipment, codes and other means of access to computer or telecommunications systems (art. 615 quarter of the Penal Code);
    - Illegal possession, distribution and installation of equipment, devices or computer software designed to damage or disrupt information or online systems (art. 615 quinquies of the Penal Code);
    - Unlawful interception, disruption or interruption of communications on information or online systems (art. 617 quater of the Penal Code);
    - Illegal possession, distribution and installation of equipment and other means of intercepting, impeding or interrupting computer or online communications (art. 617 quinquies of the Penal Code);
    - Damaging of information, data or software on information systems (art. 635 bis of the Penal Code);
    - Damaging of information, data or software on information systems used by the government, another public entity or otherwise used for the public good (art. 635 ter of the Penal Code);
    - Damaging of information or online systems (art. 635 quater of the Penal Code);
    - Damaging of information or online systems used for the public good (art. 635 quinquies of the Penal Code);
    - Computer fraud by the party who provides electronic signature certification services (art. 640 quinquies of the Penal Code);
    - National Security and Cyber Perimeter (art. 1 Law 133/2019).

- **Organised crime (art. 24-ter):**
    - Conspiracy to commit crimes (art. 416 of the Penal Code);

- Mafia-type associations, including foreign organisations (art. 416 bis of the Penal Code);
- Political and Mafia-related election dealings (art. 416 ter of the Penal Code);
- Kidnapping for extortion purposes (art. 630 of the Penal Code);
- Association for the purpose of illicit trafficking in narcotic drugs or psychotropic substances (art. 74, Presidential Decree no. 309 of October 09, 1990);
- All offences if committed by availing oneself of the conditions provided for in Article 416-bis of the Penal Code in order to facilitate the activities of the associations provided for in the same Article (Law 203/91);
- Offence of illegal manufacture, introduction into the State, offering for sale, transfer, possession and carrying in a public place or a place open to the public of weapons of war or warlike weapons or parts thereof, explosives, clandestine weapons as well as several common firing weapons (art. 407(2)(a)(5) of the Code of Criminal Procedure).

- **Embezzlement, extortion, undue induction to give or promise other benefits, corruption and abuse of office (art. 25):**

  - Receiving stolen property (art. 314 of the Penal Code);
  - Embezzlement by profiting from another person's error (art. 316 of the Penal Code);
  - Extortion (art. 317 of the Penal Code);
  - Corruption for the exercise of the function (art.318 of the Penal Code);
  - Bribery for an act contrary to the duties of office (art. 319 of the Penal Code);
  - Aggravating circumstances (art. 319 bis of the Penal Code);
  - Corruption in legal acts (art. 319 ter of the Penal Code);
  - Unlawful inducement to give or promise benefits (art. 319 quater of the Penal Code);
  - Bribery of a person in charge of a public service (art. 320 of the Penal Code);
  - Penalties for the corruptor (art. 321 of the Penal Code);
  - Incitement to corruption (art. 322 of the Penal Code);
  - Embezzlement, extortion, undue inducement to give or promise benefits, corruption, incitement to corruption and abuse of office of members of international courts or bodies of the European Communities or of international parliamentary assemblies or international organisations and of officials of the European Communities and of foreign States (art. 322 bis of the Penal Code);
  - Abuse of office (art. 323 of the Penal Code);
  - Illicit traffic of influence (art. 346 bis of the Penal Code);

- **Counterfeiting money, public credit cards, revenue stamps and identification instruments or signs (art. 25-bis):**

  - Counterfeiting currency and spending and introducing counterfeit currency in the State as part of a conspiracy (art. 453 of the Penal Code);
  - Forging currency (art. 454 of the Penal Code);
  - Spending and introducing counterfeit currency in the State absent a conspiracy (art. 455 of the Penal Code);
  - Spending of counterfeit currency received in good faith (art. 457 of the Penal Code);
  - Counterfeiting, introducing into the State, purchasing, possessing or circulating counterfeit tax stamps (art. 459 of the Penal Code);
  - Counterfeiting watermarked paper used to print public credit instruments and tax stamps (art. 460 of the Penal Code);

- Manufacturing or possession of watermarked paper for the purpose of counterfeiting currency, public credit instruments, tax stamps or watermarked paper (art. 461 of the Penal Code);
- Using counterfeit or altered tax stamps (art. 464, paragraphs 1 and 2 of the Penal Code);
- Counterfeiting, alteration, use of trademarks or distinctive signs or of patents, models and designs (art. 473 of the Penal Code);
- Introduction into the State and trade of industrial products with false signs (art. 474 of the Penal Code).

- **Crimes against industry and trade (art. 25-bis. 1):**
  - Tampering with the free exercise of industry and commerce (art. 513 of the Penal Code);
  - Unlawful competition using threats or violence (art. 513 bis of the Penal Code);
  - Fraud against national industries (art. 514 of the Penal Code);
  - Fraud in the exercise of commerce (art. 515 of the Penal Code);
  - Sale of non-genuine food products as genuine products (art. 516 of the Penal Code);
  - Sale of industrial products with deceptive marks (art. 517 of the Penal Code);
  - Production and distribution of goods manufactured unlawfully exploiting intellectually property rights (art. 517 ter of the Penal Code);
  - Counterfeiting geographic designation or origin denomination marks of food products (art. 517 quater of the Penal Code).

- **Company crimes (art. 25-ter):**
  - False corporate communications (art. 2621 of the Civil Code);
  - Misdemeanours (art. 2621 bis of the Civil Code);
  - False corporate communications of listed companies (art. 2622 of the Civil Code);
  - Control obstruction (art. 2625 of the Civil Code);
  - Unlawful repayment of capital contributions (art. 2626 of the Civil Code);
  - Unlawful distribution of earnings and reserves (art. 2627 of the Civil Code);
  - Unlawful transactions involving shares or capital interests of the company or its parent company (art. 2628 of the Civil Code);
  - Transactions that cause injury to creditors (art. 2629 of the Civil Code);
  - Failure to disclose a conflict of interest (art. 2629 bis of the Civil Code);
  - Fictitious capital formation (art. 2632 of the Civil Code);
  - Unlawful allocation of company assets by liquidators (art. 2633 of the Civil Code);
  - Corruption in transactions between private parties (art. 2635 of the Civil Code);
  - Incitement to corruption between private parties (art. 2635 bis of the Civil Code).
  - Unlawful influence over the Shareholders' Meeting (art. 2636 of the Civil Code);
  - Stock manipulation (art. 2637 of the Civil Code);
  - Obstructing the activities of public regulatory authorities (art. 2638, paragraphs 1 and 2 of the Civil Code).

- **Crimes for the purpose of terrorism or subversion of the democratic order provided for in the Penal Code and in special laws (art. 25-quater):**
  - Subversive associations (art. 270 of the Penal Code);

- Crimes committed for purposes of terrorism, also international, or subversion of democratic order (art. 270 bis of the Penal Code);
- Assistance to associates (art. 270 ter of the Penal Code);
- Enlistment for the purposes of terrorism, including international terrorism (art. 270 quarter of the Penal Code);
- Organising transfers for the purposes of terrorism (art. 270 quater 1 of the Penal Code);
- Training in activities for the purposes of terrorism, including international terrorism (art. 270 quinquies of the Penal Code);
- Financing of conduct for the purposes of terrorism (art. 270 quinquies 1. of the Penal Code);
- Misappropriation of seized property or money (art. 270 quinquies 2 of the Penal Code);
- Conduct with the purpose of terrorism (art. 270 sexies of the Penal Code);
- Attacks for terrorist or subversive purposes (art. 280 of the Penal Code);
- Acts of terrorism with deadly or explosive devices (art. 280 bis of the Penal Code);
- Acts of nuclear terrorism (art. 280 ter of the Penal Code);
- Kidnapping for terrorist or subversive purposes (art. 289 of the Penal Code);
- Incitement to commit any of the offences provided for in chapters 1 and 2 (art. 302 of the Penal Code);
- Political conspiracy by agreement (art. 304 of the Penal Code);
- Political conspiracy by association (art. 305 of the Penal Code);
- Armed gang formation and participation (art. 306 of the Penal Code);
- Assisting participants in conspiracies or armed gangs (art. 307 of the Penal Code);
- Possession, hijacking and destruction of an aircraft (art. 1, Law no. 342/1976);
- Damage to ground installations (art. 2, Law no. 342/1976);
- Provisions on offences against the safety of maritime navigation and the safety of fixed installations on the intercontinental shelf (art. 3, Law no. 422/1989);
- Urgent measures for the protection of democratic order and public safety (art. 1 Legislative Decree No. 625/1979 - amend. in L. 15/1980);
- International Convention for the Suppression of the Financing of Terrorism New York December 9, 1999 (art. 2 Conv New York 12/9/1999).

- **Practices of female genital mutilation (art. 25-quater.1)**
  - Practices of female genital mutilation (art. 583 bis of the Penal Code).

- **Crimes against individuals (art. 25 quinquies):**
  - Enslavement or maintaining in slavery (art. 600 of the Penal Code);
  - Child prostitution (art. 600 bis, paragraph 1 of the Penal Code);
  - Child pornography (art. 600 ter of the Penal Code);
  - Possession of or access to pornographic material (art. 600 quater of the Penal Code);
  - Virtual pornography (art. 600 quater 1 of the Penal Code);
  - Tourism initiatives aimed at exploiting child prostitution (art. 600 quinquies of the Penal Code);
  - Person trafficking (art. 601 of the Penal Code);
  - Engaging in the slave trade (art. 602 of the Penal Code);
  - Unlawful intermediation and exploitation of workers (art. 603 bis of the Penal Code);
  - Solicitation of minors (art. 609 undecies of the Penal Code).

- **Crimes involving market abuse (art. 25 sexies):**
  - Abuse or unlawful disclosure of inside information. Recommending or inducing others to abuse inside information (art. 184 of Legislative Decree No. 58/1998);
  - Market manipulation (art. 185 of Legislative Decree No. 58/1998).

- **Manslaughter and injury or grievous bodily harm, committed in violation of the rules on the protection of health and safety at work (art. 25-septies):**
  - Negligent manslaughter (art. 589, paragraph 2 of the Penal Code);
  - Unintentional bodily harm (art. 590, paragraph 3 of the Penal Code).

- **Receiving, laundering and using money, goods or benefits of unlawful origin, as well as self-laundering (art. 25-octies):**
  - Receiving stolen property (art. 648 of the Penal Code);
  - Money laundering (art. 648 bis of the Penal Code);
  - Use of money, assets or benefits of unlawful origin (art. 648 ter of the Penal Code);
  - Self-money laundering (art. 648 ter.1 of the Penal Code).

- **Crimes relating to non-cash payment instruments (art. 25-octies.1):**
  - Misuse and falsification of non-cash payment instruments (art. 493 ter of the Penal Code);
  - Possession and dissemination of computer equipment or programs aimed at committing offences involving non-cash payment instruments (art. 493 quater of the Penal Code);
  - Computer fraud aggravated by the carrying out of a transfer of money, monetary value or virtual currency (art. 640 ter of the Penal Code).

- **Copyright infringement offences (art. 25-novies):**
  - Disclosure of intellectual works through a telematic network (art. 171, L. 633/1941 para. 1 lett. a bis) and para. 3);
  - Offences related to software and databases (art. 171 bis, L. 633/1941);
  - Unauthorised duplication, reproduction, transmission or dissemination in public by any means, in whole or in part, of intellectual property intended for television, cinema, sale or rental of discs, tapes or similar media or any other media containing phonograms or videograms of musical, cinematographic or similar audiovisual works or sequences of moving images; literary, drama, scientific or educational, musical or musical drama, multimedia works, even if included in collective or composite works or databases; unauthorised reproduction, duplication, transmission or dissemination, sale or trade, transfer of any kind or illegal import of more than fifty copies or samples of works protected by copyright and related rights; entry into a system of computer networks, through connections of any type, of a work protected by copyright, or part thereof (art. 171 ter Law 633/1941);
  - Failure to notify the SIAE of media identification data not subject to marking or false statements (art. 171 septies Law 633/1941);
  - Fraudulent production, sale, import, promotion, installation, modification, utilization for public and private use of equipment or parts of equipment for decoding of conditional access audiovisual broadcasts via air, satellite, cable, in both analogue and

digital form (art. 171 octies Law 633/1941).

- **Incitement not to make statements or to make false statements to the judicial authorities (art. 25-decies):**
  - Incitement not to make statements or to make false statements to the judicial authorities (art. 377 bis of the Penal Code);

- **Environmental offences (art. 25-undecies):**
  - Environmental pollution (art. 452 bis of the Penal Code);
  - Environmental disaster (art. 452 quater of the Penal Code);
  - Unintentional environmental offences (art. 452 quinquies of the Penal Code);
  - Trafficking and abandonment of highly radioactive material (art. 452 sexies of the Penal Code);
  - Aggravating circumstances (art. 452 octies of the Penal Code);
  - Activities organised for the purpose of unlawful trafficking in waste (art. 452 quaterdecies of the Penal Code);
  - Killing, destroying, capturing, removing, possessing specimens of protected wild animal or plant species (art. 727 bis of the Penal Code);
  - Destroying or degrading habitats within protected sites (art. 733 bis of the Penal Code);
  - Import, export, possession use for profit, purchase, sale, display or possession for sale or commercial purposes of protected species (L. 150/1992, art. 1, art. 2, art. 3 bis and art. 6);
  - Discharges of industrial waste water containing hazardous substances; discharges into the soil, subsoil and groundwater; discharges into the sea from ships or aircraft (Legislative Decree no. 152/2006, art. 137);
  - Unauthorised waste management activities (Legislative Decree no. 152/2006, art. 256);
  - Pollution of soil, subsoil, surface water or groundwater (Legislative Decree no. 152/2006, art. 257);
  - Illegal waste trafficking (Legislative Decree no. 152/2006, art. 259);
  - Breach of reporting obligations, keeping of mandatory registers and forms (Legislative Decree no. 152/2006, art. 258);
  - Exceeding emission limit values leading to the exceeding of air quality limit values (Legislative Decree no. 152/2006, art. 279);
  - Malicious ship-source pollution (Legislative Decree no. 202/2007, art. 8);
  - Involuntary ship-source pollution (Legislative Decree no. 202/2007, art. 9);
  - Cessation and reduction of the use of harmful substances (Law 549/1993, art. 3).

- **Employing citizens of foreign countries with irregular resident status (art. 25-duodecies)**
  - Provisions against clandestine immigration (art. 12, paragraphs 3, 3 bis, 3 ter and paragraph 5, Legislative Decree no. 286/1998);
  - Employing citizens of foreign countries with irregular resident status (art. 22, paragraph 12 bis, Legislative Decree no. 286/1998).

- **Crimes of racism and xenophobia (art. 25-terdecies)**
    - Propaganda and incitement to commit racial, ethnic and religious discrimination (art. 604 bis of the Penal Code).

- **Sports fraud (art. 25-quaterdecies):**
    - Fraud in sporting competitions (L. 401/1989, art. 1);
    - Other offences relating to the operation, organisation, sale of gaming and betting activities in breach of authorisations or administrative concessions (Law 401/1989, art. 4).

- **Transnational offences (Law 146/2006):**
    - Provisions against clandestine immigration (art. 12, paragraphs 3, 3 bis, 3 ter and 5, of the Consolidated Text referred to in Legislative Decree no. 286/1998);
    - Association for the purpose of illicit trafficking in narcotic drugs or psychotropic substances (art. 74 of the Consolidated Text referred to in Presidential Decree no. 309/1990);
    - Criminal association for the purpose of smuggling foreign manufactured tobacco (art. 291 quater of the Consolidated Text referred to in Presidential Decree No. 43/1973);
    - Incitement not to make statements or to make false statements to the judicial authorities (art. 377 bis of the Penal Code);
    - Personal aiding and abetting (art. 378 of the Penal Code);
    - Conspiracy to commit crimes (art. 416 of the Penal Code);
    - Mafia-type association (art. 416 bis of the Penal Code).

- **Tax crimes (art. 25-quinquesdecies):**
    - Fraudulent declaration by use of invoices or other documents for non-existent transactions (art. 2, Legislative Decree no. 74/2000);
    - Fraudulent return based on other contrivances (art. 3 of Legislative Decree no. 74/2000);
    - Inaccurate return (Legislative Decree no. 74/2000, art. 4);
    - Failure to file a return (Legislative Decree no. 74/2000, art. 5);
    - Issuance of invoices or other documents for non-existent transactions (art. 8, Legislative Decree No. 74/2000);
    - Concealment or destruction of accounting documents (art. 10, Legislative Decree No. 74/2000);
    - Undue compensation (Legislative Decree 74/2000, art. 10 quater);
    - Fraudulent evasion of payment of taxes (art. 11 Legislative Decree 74/2000).

- **Smuggling offences (art. 25 sexiesdecies):**
    - Smuggling in the movement of goods across land borders and customs areas (Presidential Decree No. 43/1973, art. 282);
    - Smuggling in the movement of goods in border lakes (Presidential Decree No. 43/1973, art. 283);
    - Smuggling in the maritime movement of goods (Presidential Decree No. 43/1973, art. 284);

- Smuggling in the movement of goods by air (Presidential Decree No. 43/1973, art. 285);
- Smuggling in non-customs zones (Presidential Decree no. 43/1973, art. 286);
- Smuggling for undue use of goods imported with customs facilities (Presidential Decree no. 43/1973, art. 287);
- Smuggling in customs warehouses (Presidential Decree no. 43/1973, art. 288);
- Smuggling in cabotage and traffic (Presidential Decree no. 43/1973, art. 289);
- Smuggling in the export of goods eligible for duty drawback (Presidential Decree no. 43/1973, art. 290);
- Smuggling on temporary import or export (Presidential Decree no. 43/1973, art. 291);
- Smuggling of foreign tobacco products (Presidential Decree no. 43/1973, art. 291 bis);
- Aggravating circumstances of the offence of smuggling foreign tobacco products (Presidential Decree no. 43/1973, art. 291 ter);
- Criminal association aimed at smuggling of foreign tobacco (Presidential Decree no. 43/1973, art. 291 quater);
- Other smuggling cases (Presidential Decree no. 43/1973, art. 292);
- Aggravating circumstances of smuggling (Presidential Decree no. 43/1973, art. 295).

- **Offences against cultural heritage (art. 25-septiesdecies):**
  - Theft of cultural goods (art. 518 bis of the Penal Code);
  - Misappropriation of cultural goods (art. 518-ter of the Penal Code);
  - Receiving stolen cultural goods (art. 518-quater of the Penal Code);
  - Forgery in a private contract relating to cultural goods (art. 518-octies of the Penal Code);
  - Violations relating to the alienation of cultural goods (art. 518-novies of the Penal Code);
  - Illegal importation of cultural goods (art. 518-decies of the Penal Code);
  - Illegal export or export of cultural goods (art. 518-undecies of the Penal Code);
  - Destruction, dispersal, deterioration, defacement, soiling and unlawful use of cultural or landscape heritage (art. 518-duodecies of the Penal Code);
  - Counterfeiting of works of art (art. 518-quaterdecies of the Penal Code).

- **Laundering of cultural goods and devastation and looting of cultural goods and landscape assets (art. 25-duodevicies):**
  - Laundering of cultural goods (art. 518-sexies of the Penal Code);
  - Devastation and looting of cultural goods and landscape assets (art. 518-terdecies of the Penal Code).