

Anti-Corruption Guidelines





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Corruption is an extremely serious crime, capable of negatively affecting the economy and even the correct course of markets by undermining the basic principles of the economic system and its reliability.

In recent years, many countries, as well as transnational institutions themselves, have therefore further increased their previous extensive efforts to combat and prevent the commission of crimes of corruption, precisely because they are deemed particularly intolerable due to their ability to disrupt regular economic activities.

Merely by way of example, it shall suffice to mention here the publication of the UN Convention Against Corruption, in 2003, and the 2010 Bribery Act in the UK, in 2010. The Italian parliament—in implementation of the aforementioned UN Convention of 2003—approved Law No. 190/12, titled “Provisions for the prevention and repression of corruption and of illegal activities within the public administration” and (also) increased the penalties applicable to crimes of corruption in addition to introducing the crime of corruption between private citizens, which can also result in the administrative liability of an entity, in accordance with Legislative Decree No. 231/01. At a later time, Law No. 69/2015 imposed significantly stricter penalties and court proceedings (including) for crimes of corruption and Legislative Decree No. 38/2017 added the crime of corruption between private parties, introducing the *brand new* crime of *enticement to commit corruption*. More recently, Law no. 3/2019 (the so-called “spazzacorrotti” Law- sweep away corrupt people), in addition to introducing the crime of *trafficking in illicit influences*, imposes tighter penalties for corruption crimes, providing for the “daspo” for the corrupt, ie the perpetual interdiction from public offices and the inability in perpetuity to negotiate with the Public Administration, in case of conviction for corruption crimes. The aforementioned law also provided for the use of undercover agents to conduct investigations on corruption crimes.

Within this context, the Edison Group has always been committed to maximizing the professional ethics of its Associates, including through the adoption of internal policies that aim to guarantee, both at the national and international level, full and unconditional compliance with relevant regulations in the conduct of company activities.

The constant commitment provided by Edison S.p.A. and its subsidiaries in guaranteeing full respect of the law has already been expressed through the adoption and constant updating of the Code of Ethics, which is binding on all Associates, as well as on all those who, for any reason and regardless of the type of contractual relationship, contribute towards the attainment of company purposes and objectives in Italy and abroad.

Edison S.p.A. and its Italian subsidiaries have also adopted and periodically update an Organisational Model pursuant to Legislative Decree No. 231/01, through which the company assessed potential risk profiles for the commission of crimes of corruption, including corruption between private parties, and implemented the most effective safeguards, including



those explicitly referring to foreign operations and with explicit reference to the specific characteristics of each company.

The Group also operates abroad through foreign companies governed by local laws, while some Italian subsidiaries of Edison S.p.A..

All the Associates of Edison S.p.A. and its subsidiaries are therefore required to comply with Italian laws and those in force in the foreign countries where they operate in addition to always (and in all cases) complying with the provisions of the Group's Code of Ethics, specifically regarding the principles and precautions pertaining to the prevention of corruption.

The risk of commission of corrupt conduct, even if carried out outside the national borders, is therefore already the subject of appropriate safeguards within the policies of the Group.

Given the renewed regulatory focus and increased sensitivity towards corruption, Edison S.p.A. and its subsidiaries, by adopting this document, intend to underscore and reaffirm their strong opposition to and rejection of any form of corrupt conduct including, with even greater specificity, operations conducted in foreign countries.

This Document therefore aims to provide all of the Associates of Edison S.p.A. and its subsidiaries, as well as any other parties who, for any reason, contribute towards attaining the corporate purposes and objectives of these companies in Italy and abroad, with a systematic framework of currently effective principles and rules that must be complied with (in accordance and consistent with the existing provisions of the Code of Ethics and the Organizational Model of each company) in order to guarantee full compliance with anti-corruption regulations.

In order to ensure the unconditional implementation of this Document, it was approved by the Board of Directors of Edison S.p.A. at its meeting of May 7, 2015, with explicit specification that it is binding (both morally and legally) on all company Associates and on any third parties who, for any reason, interface with the company. Following changes in the regulatory framework and the Group's organisation, this Document underwent updates, which were approved by the Board of Directors of Edison S.p.A. at its meeting of December 7, 2022.

This Document is being made available to all Associates through its publication on the company intranet and its website www.edison.it.



Corrupt conduct

1



It may be initially useful to provide an explanatory description of the most recurrent modalities through which crimes of corruption can occur, both at the national level and at the international and transnational level.

Going beyond the definitions found in Article 318 et seq. and Article 346 *bis* of the Italian Criminal Code and Article 2635 of the Italian Civil Code (which are not applicable beyond the national territory) and aiming instead for a description that is (in itself) substantive, it is possible to state that corrupt conduct consist of making (or even just offering and promising) payments, gifts of any value, privileges or benefits that are not due or permissible under current national laws with respect to public officials and/or representatives of public entities or authorities or Italian and foreign public parties, or in any case third parties, for the purposes of:

- influencing an action or decision by an official or a public administration or authority, inducing them to implement, or not implement, any action in compliance with or violation of their legal duties, or in any case to secure an unfair advantage;
- inducing an official to use his/her influence within a public administration or authority in order to affect or influence, in any manner, an action or decision;
- inducing any private party to exercise influence or pressure on a public official or a public administration or authority for the aforementioned purposes or, nonetheless, remunerating it for its mediation activities.

The conduct described represent instances of corruption regardless of the whether the payment, offer or promise are accepted and also the fact that (despite having accepted them) the person concerned has or has not conducted himself in compliance with what has been agreed.

The assumption whereby a representative/associate of Edison S.p.A. or another subsidiary solicits or accepts cash or another benefit (including if only promised) as consideration for its interest in a public official for the purposes indicated above, outside of his job role, is similar, from a criminal perspective, to the instances just exemplified.

Within certain legal systems (including the Italian one), corruption may also arise in relations between private parties and, therefore, it is also a crime of corruption to make (or even just offer or promise) payments, gifts of any value, privileges or benefits with respect to directors, members of company bodies, employees or any other representatives of a company or a private law entity for the purposes of inducing them to carry out or omit actions pertaining to their office, in violation of their obligation of loyalty to their company, including when the offer or promise is not accepted or the agreed action is not carried out.

Similarly, it is considered a crime of corruption for any party holding the office of director, or for a member of a company body, employee or any other representative/ Associate of Edison S.p.A. or one of its subsidiaries, to only receive payments or promises of payments, gifts and/or offers of any value, privileges or benefits for the purposes of implementing or omitting actions pertaining to their office, in violation of their loyalty obligation, regardless of the whether those acts are carried out or not.

The crime of public corruption, in its various manifestations, is a presupposed crime under the legislation on the liability of entities, referred to in Legislative Decree no. 231/01. Thus, the legislation on the liability of entities may hold liable not only the company to which the 'corrupting party' belongs, but also the company to which the 'corrupt party' belongs. On the other hand, corruption between private parties only plays a significant role for the purposes of Legislative Decree no. 231 of 2001 with reference to the so-called *active corruption*. Consequently, the company to which the 'corrupting party' belongs is the only to be liable under that legislation.



The Code of Ethics

2



The Code of Ethics is applicable to Edison S.p.A. and its subsidiaries and is valid both in Italy and abroad, taking into account the cultural, social and economic diversity of the various countries in which Edison operates.

In compliance with the provisions of the Code of Ethics, Edison S.p.A. and its subsidiaries therefore undertake to combat fraud and corruption of any form (Part One, Section A) and require all Associates and business partners to adopt a “zero tolerance” policy with respect to fraud and corruption of any type (Part Two, Section A).

Within the section dedicated to “Ethics in managing the Company’s businesses and activities”, and with regard to “Relationships with the Public Administration,” the Code of Ethics states that *“No Edison Associate shall promise or pay sums of money, or promise or deliver consideration in kind or other benefits to government officials on a personal basis with the purpose of promoting or fostering the interests of Edison S.p.A. and/or one or more of its subsidiaries, even if the Associate is the target of unlawful pressure. No Edison Associate may circumvent these provisions by resorting to assistance or contributions of a different type that, although disguised as sponsorships, assignments, consulting services, advertising services, etc., serve the forbidden purposes described above.”* It is also worth mentioning that these provisions are applicable with respect to transactions with *“the public administration, public entities or similar ones which are part of the Italian government or of EU and/or foreign nations and entities”*.


With regard to “Relationships with Representatives of Political Organizations and Special Interest Groups,” the Code of Ethics states that *“No Associate shall promise or pay sums of money, promise or deliver consideration in kind or other benefits on a personal basis to promote or foster the interests of Edison S.p.A. and/or one or more of its subsidiaries, even if the Associate is the target of unlawful pressure. No Edison Associate may circumvent these provisions by resorting to assistance or contributions of a different type that, although disguised as sponsorships, assignments, consulting services, advertising services, etc., serve the forbidden purposes described above.”*

Within the section dedicated to “Ethics in Employment and Protection and Empowerment of Associates” it is also stated that *“It is forbidden to offer, either directly or indirectly, money, gifts or benefits of any sort on a personal basis to directors, managers, officers or other employees, or, at any rate, representatives of customers, suppliers, contractual counterparties, competitors, government agencies, public institutions or other organizations, or private law bodies for the purpose of obtaining undue advantages. Demonstrations of business courtesy, such as small gifts or acts of hospitality, are allowed, consistent with normal use and custom, provided they are of limited value and are not of a nature that could compromise the integrity and reputation of one of the parties or affect the independent judgment of the recipient. In all cases, expenditures of this type must always be approved by the Department designated for this purpose in the Company’s procedures and must be documented adequately.”*

“Conversely, Associates may not receive gifts or preferential treatment, unless they are within the normal bounds of courtesy and the value involved is small. If an Associate receives a gift that exceeds these guidelines, the Associate must contact his or her supervisor immediately. The supervisor, in cooperation with the Compliance Officer, will immediately return the gift or dispose of it appropriately and inform the gift giver of Edison’s policy in this area. This rule about promised or offered and received gifts also applies in those Countries where it is customary to give valuable gifts to business partners.”

Within the section of the Code of Ethics dedicated to “Ethics in Communications and External Relations,” regarding relations with Public Institutions the Code of Ethics states that *“The Edison Group represents and promotes its interests transparently, fairly and consistently, avoiding any approach that could convey an impression of collusion.”* Regarding “Relationships with Representatives of Political Organisations,” the Code of Ethics states that *“The Group neither finances nor supports political parties or their representatives and takes a strictly neutral stance toward contending political groups during election campaigns or events involving political parties.”*

Finally, it should be noted that Edison S.p.A. has adhered to the Global Compact as of the year 2005, undertaking to respect ten principles pertaining to human rights, the protection of labour and the environment as well as the fight against corruption in all its forms, including extortion and bribery, thereby re-confirming its commitment to support the application of these principles and supplying evidence of its progress.



Integrity check
guidelines
of the group

3



In order to prevent more effectively the occurrence of corruption events, it is essential to monitor the risk deriving from counterparties.

Consequently, Edison S.p.A. and its subsidiaries adopted Integrity Check Guidelines that provide a supporting tool to the relevant functions in the process of assessing the ethics and reputational reliability of the counterparties with whom it executes business transactions, both commercially and professionally. The concept of counterparty encompasses the following:


- Sponsorships, partners and gratuities;
- Project partners: JV - Consortia, ATI; Acquisitions
- Intermediaries, business brokers, sales agencies, technical partners, developers;
- Suppliers of commodities
- Consultants;
- Suppliers of goods and services
- Counterparties in development and real estate operations.

Under the Guidelines, the companies of the Edison S.p.A. Group are required carry out an integrity check—broken down based on the areas of business and the characteristics and activities of the organizations of their counterparties - before undertaking any commitment towards them.

The parameters applied to assess a counterparty concerned reputational reliability in various areas: money laundering, financing of terrorism, organized crime, antitrust issues and respect of human rights. Among them, the prevention of corruption plays a primary role, underscoring the commitment of Edison S.p.A. and its subsidiaries to operate always in full compliance with the laws currently in effect and rejecting any type of corrupting activity.

Checks on the counterparty are conducted both in advance, i.e. before the signing of any contractual commitments, and periodically, i.e. during monitoring, to verify that integrity requirements are continuously met during commercial relationships.

Therefore, the Integrity Check Guidelines are closely linked with these Guidelines, the Group's Code of Ethics and the complex of internal company rules.



Areas at risk
and principles
that conduct
must adhere to

4



Given the above, and for the purposes of immediately rendering intelligible to all Associates of Edison S.p.A. and its subsidiaries which behaviours are allowed and which are not, the areas of operation with the highest risk profiles for the commission of corrupt conduct are outlined below, together with an overview of the existing safeguards implemented to prevent the occurrence of instances of corruption.

These safeguards, developed within the framework of the organizational models adopted pursuant to Legislative Decree No. 231/2001, are based upon and derive their binding nature from the contents of the Code of Ethics as well as relevant national and international regulations and shall be considered binding on all the Associates of Edison S.p.A. and its subsidiaries, as well as on any parties that execute economic and commercial transactions with the aforementioned companies.

Therefore, any verified violation of internal regulations pertaining to anti-corruption will also produce the imposition of the penalties set forth in the Disciplinary Code, part of the organizational models adopted by the individual companies.

Only Group companies that are not subject to Italian law and, therefore, to the provisions of Legislative Decree No. 231/01 and, consequently, did not adopt an Organizational Model, must adopt a penalty system that is suitable for preventing and repressing violations of these guidelines in a manner that, on each occasion is proportional to the seriousness of the violation and in compliance with national legislation.

A) Management of authorizations, permits and concessions

When implementing company activities, it frequently occurs that authorizations, permits and concessions from entities that are part of the local, national or potentially even foreign public administration are requested and obtained.

It is therefore necessary that transactions with public officials be exclusively implemented by company representatives that have specific notarial proxies or, alternatively, by parties delegated by the latter with appropriate written proxies following the sharing of information with the internal department that managed the authorization request during the preliminary phases. In particular, where the management of relations with public officials is entrusted to subjects outside the company, the contract or the letter of appointment also contains an analytical and precise description of the methods of fulfillment of said power and the limits within which it can be exercised.

Any personnel of the company who, for any reason, is involved in the process of requesting and obtaining authorizations, permits and concessions may not in any manner (and in any case):

- promise or pay sums of money, goods in kind or other benefits to public officials for the purposes of promoting or favouring the interests of Edison S.p.A. or its subsidiaries;
- resort to the use of other forms of aid or contributions (sponsorships, assignments, consulting services, etc.) the purposes of which are analogous to those prohibited by the preceding paragraph or which are (in any case) surreptitiously aimed at obtaining advantages or benefits that, otherwise, one would not be entitled to receive;
- boast about non-existent relations with public officials or representatives of Italian or foreign public service;
- request or accept the promise or pledge of cash or another benefit as consideration for unlawful mediation with an Italian or foreign public agent;
- unlawfully promise or deliver cash or other benefits, including of a non-monetary nature to a third party based on his alleged relationship with an Italian or foreign public agent.

B) Management of inspections at company headquarters, industrial facilities and construction sites

Within the realm of company activities, Edison S.p.A. and its subsidiaries may be the subject of inspections at their headquarters, industrial facilities and construction sites by representatives of the relevant national and foreign public entities.

On these occasions, the behaviour of Associates must comply with the principles of transparency, fairness, objectivity and traceability.

It is also mandatory that, at the time of the inspection, the public officials be received by a representative of the company who is formally delegated for this purpose and who oversees the entire process of the inspection, making available to the public official all documentation and information that may be necessary and ultimately drafting a summary listing the documentation that was requested and supplied.

Company employees who, for any reason, may be involved in the performance of an inspection by public officials may not, in any case and in any manner:

- promise or pay sums of money, goods in kind or other benefits to public officials for the purposes of promoting or favouring the interests of Edison S.p.A. or its subsidiaries;
- resort to the use of other forms of aid or contributions (sponsorships, assignments, consulting services, etc.) the purposes of which are analogous to those prohibited by

- the preceding paragraph or which are (in any case) surreptitiously aimed at obtaining advantages or benefits that, otherwise, one would not be entitled to receive;
- boast about non-existent relations with public officials or representatives of Italian or foreign public service;
- request or accept the promise or pledge of cash or another benefit as consideration for unlawful mediation with an Italian or foreign public agent;
- unlawfully promise or deliver cash or other benefits, including of a non-monetary nature to a third party based on his alleged relationship with an Italian or foreign public agent.

C) Management of sponsorships, association contributions and charitable donations

Edison S.p.A. and its subsidiaries are allowed to sponsor social, cultural, sports or artistic initiatives that are proposed by public or private entities or by non-profit associations; or disburse contributions in any form for the implementation of events or activities (for example, seminars or studies on issues of interest for company operations).

Within this context, it is however necessary (in the meantime) that sponsorships fall within a budget approved in advance by the competent company bodies, are consistent with strategic objectives and are therefore approved in advance. In addition, the proposing department or function must specify in detail:

- the identity of the recipients, who must be the subject of control and information collection activities implemented to verify their reliability with respect to the risk of creating slush funds for use in corrupt activities;
- the specific goals of the disbursement/expected benefits;
- the contents and type of the project;
- expected geographical area of impact;
- estimate of related costs.

Lastly, the affected department or function is required to confirm the use of the sponsorship in the sense of providing evidence of the actual use of the sum disbursed for the originally specified purposes (for example, through advertising brochures or billboards).

In any event, company representatives who are involved in any manner in sponsorship projects are prohibited from:

- promising or paying sums of money, delivering goods in kind or other benefits to public officials on a personal basis or to private parties for the purposes of promoting or favouring the interest of the company or its subsidiaries, even if subjected to unlawful pressure;

- circumventing the aforementioned provisions by resorting to different forms of aid or contributions which, under the guise of sponsorships, charitable contributions, assignments, consulting engagements, advertising, etc. pursue instead the aforementioned forbidden goals;
- promising or paying sums of money, promising or giving goods in kind or other benefits on a personal basis for the purposes of promoting or favouring the interest of the company or its subsidiaries, even following unlawful pressures by the company or its subsidiaries, during transactions with representatives of political parties and special interest associations;
- directly or indirectly offering money, gifts or benefits of any nature on a personal basis to executives, officials or employees or any other representatives of customers, suppliers, contractual counterparties, competitors, entities of the public administration, public institutions or other organizations or private law entities in order to obtain unfair advantages; acts of commercial courtesy, such as gifts or forms of hospitality, are allowed provided they are of moderate value and, in any case, do not compromise the integrity and reputation of one of the parties and do not influence the decision-making autonomy of the recipient; in any event, this type of expense must always be authorised by the position defined in the internal company procedure procedures and documented in an adequate manner;
- contracting the use of consultants, third party representatives or others for the preparation of sponsorship agreements or donations.

D) Management of agreements and conventions with public entities

The implementation of company activities may involve the stipulation of agreements and conventions with entities that are part of the public administration at the local, regional, national and international level in order to regulate administrative and economic relations with said entities. More specifically, as a consequence of the aforementioned agreements and/or conventions, the company may assume obligations such as, merely by way of example, the financing of structural public works or public-interest projects, as well as the possibility of projects aimed at developing the use of renewable energy sources or the implementation of projects for restoring cultural and environmental assets.

Within this context, a specific budget/plan of investments or contribution projects is drafted each year and approved by top company management and reviewed by multiple company departments. A specific controlling activity is therefore provided regarding both the existence of an agreement with the public administration and the compliance of this agreement with the annual plan. The same controlling activities are also applied to the authorization mechanisms of activities outside of the plan and to the correctness of the amounts listed in the invoices. Additional controls (also) cover the adequacy of the supporting documentation.

More specifically, during the process of managing agreements and conventions with public entities, all Associates of the affected companies are prohibited from:

- promising or paying sums of money, promising or giving goods in kind or other benefits to public officials on a personal basis for the purposes of promoting or favouring the interest of the company or its subsidiaries, even if subjected to unlawful pressure;
- circumventing the aforementioned provisions by resorting to different forms of aid or contributions that, under the guise of sponsorships, assignments, consulting engagements, advertising, etc., pursue instead the aforementioned forbidden goals;
- in interactions with representatives of political parties or special interest associations, promising or paying sums of money, promising or giving goods in kind or other benefits on a personal basis for the purposes of promoting or favouring the interest of the company or its subsidiaries, even if subjected to unlawful pressure;
- concealing or destroying correspondence or other documents.
- boast about non-existent relations with public officials or representatives of Italian or foreign public service;
- request or accept the promise or pledge of cash or another benefit as consideration for unlawful mediation with an Italian or foreign public agent;
- unlawfully promise or deliver cash or other benefits, including of a non-monetary nature to a third party based on his alleged relationship with an Italian or foreign public agent.

In addition, it shall be understood that, when selecting initiatives to support, the utmost care must be exercised to avoid any potential conflict of interest situation at either the personal or company level.

E) Selection and hiring of personnel

With regard to the selection and hiring of personnel, it is mandatory to comply with currently effective regulations pertaining to privacy as well as with the rules of conduct specified in the Code of Ethics.

Therefore, the candidate selection process must be implemented in accordance with a principle of organizational consistency and in compliance with the approved staffing budget. A substantive merit review of the personnel request must be carried out by the manager of the requesting Division/Department through a verification of the effective need for human resources on the part of the affected organizational units; a consistency check of the request with the organizational profiles of the requesting Division/Department and with the latter's available budget must also be implemented.

The candidate selection process and their evaluation must be implemented on the basis of objective meritocratic criteria, while guaranteeing perfect traceability of the selection and hiring process, utilizing specific forms that allow retracing of the responsibilities and justifications underlying the choices made.

Promising to hire or hiring persons in any way linked with representatives of Italian or foreign public administrations or with directors, executives, managers, employee or other representatives of customers, suppliers, contractual counterparties, competitors or other private law entities for the sole purpose of influencing their independence of judgement or inducing them to provide any other advantage to the company is forbidden. Accepting payments, gifts of any value, privileges or benefits from representatives of other companies or other private law entities for the purpose of hiring persons whom they designated or are acceptable to them is also forbidden. More in general, the hiring of human resources merely because they were designated by (or otherwise acceptable to) representatives of Italian or foreign public administrations or representatives of customers, suppliers, contractual counterparties, competitors or other private law entities is forbidden when the resources do not meet the requirements necessary for their hiring, taking also into account the requirements and qualifications of other candidates.

F) Gifts and gratuities

These refer to goods that are offered as gifts and acts of commercial courtesy to third parties (customers, suppliers, entities of the public administration, public institutions or other organizations).

Such acts of commercial courtesy are allowed if they are of modest value and, in any case, if they do not compromise the reputation of any of the parties and cannot be interpreted, by an impartial observer, as aiming to obtain undue and/or inappropriate advantages.

Consistent with the principles stated in the Code of Ethics, the company does not allow the giving of gifts and gratuities to public or private third parties (customers, suppliers, contractual counterparties, competitors or other private law entities, entities of the public administration, public institutions or other organizations). Conversely, Associates cannot receive gifts or special treatment outside the bounds of normal courtesy behaviour and provided that the value involved is modest.

Associates who, for any reason, are involved in managing the giving of gifts and gratuities are required to comply with the provisions of the laws currently in effect and the rules of conducts listed in the Code of Ethics, as described below.

More specifically, the following actions are prohibited:

- directly or indirectly promising and offering sums of money, goods in kind or other benefits to public officials and/or private parties on a personal basis for the purposes of promoting or favouring the interest of the company or its subsidiaries, even if subjected to unlawful pressure;

- circumventing the aforementioned provisions by resorting to different forms of aid or contributions that instead pursue the aforementioned forbidden goals.

G) Management of entertainment expenses

During the course of company operations (and in particular during work activities), it may be necessary to incur entertainment expenses for the purposes of promoting, strengthening and improving the company's image while complying with the principles of usefulness and sobriety. It is also possible that entertainment expenses may be incurred in connection with significant external events organized and/or sponsored by the company (e.g., cultural events linked to sponsorships).

Entertainment expenses must be authorized in advance by the relevant company managers and contained within certain limits and cost levels. If connected to significant external events, they must be authorized in advance and in writing with documentation that highlights the characteristics and purposes of the expense in detail.

Associates are required to specify cases in which the expenses are sustained for the benefit of parties that are part of the public administration.

The following actions are also prohibited:

- promising or paying sums of money, promising or giving goods in kind or other benefits to public officials on a personal basis for the purposes of promoting or favouring the interest of the company or its subsidiaries, even if subjected to unlawful pressure;
- circumventing the aforementioned provisions by resorting to different forms of aid or contributions that instead pursue the aforementioned forbidden goals;
- authorising reimbursements of travel expenses that are not sufficiently justified in light of the employee's job description;
- authorizing reimbursements of entertainment expenses that are not sufficiently justified in relation to current local practices and/or for the purposes of promoting or favouring the company's interest, even if subjected to unlawful pressure;
- creating funds entirely (or even partially) through the reimbursement of non-existent expenses.

H) Management of the procurement of goods and services

During the implementation of activities for the procurement of goods and services, an adequate selection must be made among the different offering parties and the offers must be objectively compared on the basis of objective and documented criteria.

A periodic verification of the reliability of the suppliers of goods and services must also be implemented, particularly in cases where the company utilizes organizations of any type and nature operating in areas of the country with a high risk of organized criminal activity or in foreign countries with a high terrorism risk or a high organized crime risk and/or interacts with or executes financial and commercial transactions with parties that have a registered office or reside in the aforementioned locations.

A verification of the reliability of suppliers and of contractors in particular in relation to the risk of criminal infiltration and terrorism financing—with the exception of those who already hold qualifications or certifications showing that they meet the reliability requirement—must be carried out during the supplier qualification phase and periodically in the course of the contractual relationship, for example through the:

- use of an international databases (UN, OFAC and EU lists);
- findings in the general criminal records certificate and the certificate of pending charges, not older than three months.

All Associates who are involved in the procurement of goods and services must guarantee the traceability of the individual phases of the supplier selection process (supporting documents, level of formalization and modalities/timing for archiving data) so as to allow the retracing of the responsibilities and rationale for the choices made and the information used.

In any case, Associates who are involved in the process for the procurement of goods and services are prohibited from:

- providing services or payments to suppliers, external associates, consultants or other third parties who operate on the Company's behalf that cannot be adequately justified in terms of the contractual relationship that was established or in terms of currently applicable local practices;
- engaging in transactions with suppliers of goods and services who do not meet reliability requirements;
- promising or paying sums of money that are not owed to a public official or a private individual for the purposes of promoting or favouring the company's interests, even if subjected to unlawful pressure;
- resorting to different forms of aids or contributions that, although disguised as sponsorships, assignments, consulting services or advertising services, pursue the aforementioned forbidden objectives;
- creating funds entirely, or even partially, through non-existent purchases of goods or professional services.

The Company undertakes to comply with objective and transparent selection mechanisms and adequately document all the phases in the award and management of transactions with suppliers and external associates.

I) Management of professional assignments to third parties

The company awards and manages professional assignments to third parties, i.e. consulting engagements or intellectual professional services of any type (legal, tax related, technical, labour law related, administrative, organizational, etc.), including consulting services that aimed at managing relational and authorization processes assigned to third parties, which, regardless of the specific jurisdictional profile, the company deems suitable to represent its interest within the framework of transactions with local, national, international or transnational public administrations.

As part of the consultant verification process, the relevant company functions shall verify and obtain the necessary individual self-certifications, including a verification of the reliability of the consultant/professional with respect to the risk of criminal infiltration and the financing of terrorism by ensuring the archiving and availability of this information for potential auditing. In any event, initiating consulting engagements with parties who, directly or indirectly, organically engage in transactions with the public administration or with parties that are part of the public administration is forbidden.

In the case of multi-year consulting contracts, continuing compliance with the aforementioned requirements for the consultant must be periodically monitored.

The monitoring and verification of the correct performance of the professional service consistent with the stipulated terms shall be required, as is an authorization from the competent company department for the payment of invoices presented by the consultant hired on each occasion. In this regard, a verification of the consistency of the charges listed on the invoice with the official contract specifications and the objectives of the consulting engagements is also required.

In any case, the Associates of the company or its subsidiaries involved in the management of consulting and professional assignments are prohibited from:

- providing services or payments benefiting Associates, suppliers, consultants, partners or other entities that operate on the company's behalf and which are not adequately justified in terms of the contractual relationship that was established;
- executing transactions with consultants and/or consultancies that do not meet the reliability requirements;
- paying compensation to Associates, suppliers, consultants, partners or other third parties who operate on the company's behalf and are not adequately justified in terms of the type of task that must be performed and current local practices;

- promising or paying sums of money to a public official on a personal basis or to private parties for the purposes of promoting or favouring the company's interest, even if subjected to unlawful pressure;
- resorting to different forms of aids or contributions that, although disguised as sponsorships, assignments, consulting engagements or advertising services, pursue the aforementioned forbidden objectives.

L) Management of legal disputes, judicial and out-of-court settlements

In carrying out its business activities, Edison and its subsidiaries may be called upon to manage legal disputes and/or settlements (judicial and out-of-court) with third parties, public (judicial authorities, registrars, etc.) or private parties (external lawyers, technical consultants, etc.).

On such occasions, the conduct of Associates must comply with the principles of transparency, correctness, objectivity and traceability.

All employees must act in good faith and with a sense of responsibility. In any event, the following activities are specifically prohibited:

- offering, promising, giving, paying, accepting any request for money or other benefits to/from a public official, judicial authority or other private party with the aim of favoring the Company or injuring another party in civil, criminal, administrative or tax proceedings;
- offering money or other benefits to, or conditioning in any other way or with any other conduct a party to induce him/her to give false testimony or refrain from providing information that could be used in a criminal trial or in the interest or for the benefit of the Company;
- providing outside lawyers, consultants or other third parties who are working on behalf of the Company with services or payments that are not adequately justified under the terms of the contractual relationships established with them;
- intervening with a public official or otherwise supporting such an official so that he or she acts in a manner in contrast with his or her official duties in order to promote or favor the interests of Edison S.p.A. and/or one or more of its subsidiaries.



Reporting
violations

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In order to ensure full implementation of these anti-corruption guidelines, any Associate who becomes aware of behaviours that could qualify as corrupt conduct or may otherwise represent a violation of the anti-corruption principles set forth in the Code of Ethics and/or referred to in this Document, shall report this information to the manager of the Internal Auditing Department of Edison S.p.A. or the manager of the Ethics & 231 Compliance Function, part of the same Department, in accordance with the modalities explained in greater detail in the Whistleblowing Policy published on website www.edison.it, whistleblowing page.

Pursuant to the Whistleblowing Policy, violation reports may also be filed through the on-line platform provided at the following address:

<http://www.edison.it/it/whistleblowing>

The whistleblowing platform can also be accessed directly at the address:

<https://segnalazioni.edison.it>

Any verified violation of the anti-corruption principles set forth in the Code of Ethics and/or cited in this Document shall entail for the Associate in question the corresponding penalties specified in the Disciplinary Code included in the Organizational Model adopted by the individual companies.

With regard to companies of the Group that are not subject to Italian law or to the provisions of Legislative Decree No. 231/01 and, consequently, lack an Organizational Model, the violation report shall be forwarded in writing to the company's control body or (in the absence of the latter) to the administrative body or to the whistleblower's direct hierarchical superior, in accordance with the modalities that are specifically required as part of the penalty system that shall be established in compliance with the foreign national legislation of each company. In the instances mentioned above, violation reports may also be filed through the aforementioned on-line platform. The recipient of the violation report shall manage it in accordance with the Whistleblowing Policy, while promptly informing the control body or (in the absence of the latter) to the administrative body of the foreign subsidiary affected by the violation report.



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