

# WHISTLEBLOWING POLICY

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## 1. FOREWORD

On March 15, 2023, Legislative Decree No. 24 of 2023 came into force, on the “*Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019 on the protection of persons who report breaches of Union law and on provisions concerning the protection of persons who report breaches of national laws*”, which introduced a new system of reporting breaches, providing a common set of rules for public and private entities<sup>1</sup>.

The above-mentioned legislative decree - which repealed Law No. 179 of 2017 (containing “*Provisions for the protection of authors of reports of crimes or irregularities which they have become aware of as part of a public or private employment relationship*”) - has therefore required a revision of this policy in order to bring it into line with the provisions of the new legislation.

## 2. OBJECTIVE AND SCOPE OF APPLICATION

The purpose of this procedure is to govern the process of reporting violations in compliance with the provisions of the above-mentioned legislative decree and, therefore, to provide all of the necessary information to allow the parties concerned to report - including anonymously - civil, criminal, administrative and/or accounting offences, as well as violations of national and/or European regulations, in addition to conduct in violation of the Organisational Model and/or the Code of Ethics pursuant to Legislative Decree No. 231/01 and/or the Anti-Corruption Guidelines.

This procedure **applies to Edison and all of its Italian subsidiaries** (hereinafter also referred to as “the Company”).

Specifically, the procedure is intended:

- to provide information on **who** may make whistleblowing reports (para. 3);

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<sup>1</sup> Specifically, the decree refers to private sector entities that: (i) have employed an average of at least 50 employees in the last year; (ii) operate in the areas of application of the European legislation referred to in Parts I.B. and II of Annex 1 of the Decree, even if they did not reach an average of 50 employees in the last year; and (iii) have adopted a Model pursuant to Legislative Decree 231/01, even if they did not reach an average of 50 employees in the last year.

- to indicate **what** can be reported (para. 4);
- to define the possible **whistleblowing channels** (para. 5);
- to govern the **internal whistleblowing channel** (para. 6), identifying the **parties responsible for receiving** internal **whistleblowing reports** (para. 6.1) and defining the **timeframe** and the **manner in which they are to be managed in order to assess** what has been reported (para. 6.2);
- to indicate what **measures have been put into place to protect the whistleblower**, in compliance with legislation in force (paras. 7 and 8);
- to specify the responsibility of the whistleblower (para. 9) and what the rights of the reported person are (para. 10);
- to indicate which prerequisites allow for the use of the **external whistleblowing channel** (para. 11) and **public disclosure** (para. 12).

For the Italian Edison Group companies, the procedure in question does not alter the periodic information flows to the Oversight Board, as governed by the general part of the Organisational Models adopted pursuant to Legislative Decree No. 231 of 2001.

### 3. PARTIES THAT CAN MAKE WHISTLEBLOWING REPORTS

According to Legislative Decree No. 24 of 2023, the following parties, referred to as **Whistleblowers**, can make whistleblowing reports:

- shareholders and members of the administrative, management or oversight bodies of the Company, or the “Corporate Bodies” (Shareholders' Meeting, Board of Directors, Board of Statutory Auditors, etc.);
- the Company's personnel at any level;
- self-employed workers and those with a collaboration relationship who work for the Company;
- freelance professionals and consultants who work for the Company;
- workers or collaborators of companies supplying goods or services or carrying out works for the Company;
- volunteers and trainees, paid and unpaid, who work for the Company.

Whistleblower protection applies even if the legal relationship has not begun, during the probationary period and after the termination of the relationship.

The protections afforded to Whistleblowers are also extended:

- to “facilitators” (those who assist the worker in the whistleblowing process);
- to *persons in the same work context* as the whistleblower or the person who reported to the judicial or accounting authority or the person who made a public disclosure and who are linked to them by a stable emotional or family relationship up to the fourth degree;
- to *colleagues of the whistleblower or the person who reported* to the judicial or accounting authority or who made a public disclosure, who work in the same work context as the whistleblower or who have a habitual and current relationship with that person;
- *entities owned by the whistleblower or the person who reported* to the judicial or accounting authority or made a public disclosure, or for which the same persons work, as well as entities operating in the same work context as the above-mentioned persons.

#### 4. CONTENT OF THE WHISTLEBLOWING REPORTS

The parties identified in para. 3 may report:

- i. **administrative, accounting, civil or criminal offences occurring within the context of the company;**
- ii. **unlawful conduct relevant pursuant to Legislative Decree no. 231 of 2001 or violations of Model 231 or the Anti-Corruption Guidelines;**
- iii. **offences (always occurring in the business context)** that fall within the scope of the European Union or national acts indicated in the Annex to the Decree or national acts that constitute the implementation of the European Union acts indicated in the European Directive 2019/1937 and that relate to the following areas: **public procurement, services, products and financial markets and prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation protection and nuclear safety; food and feed safety and animal health and welfare; public health; consumer protection; privacy and personal data protection and security of networks and information systems;**
- iv. acts or omissions **detrimental to the interests of the European Union** (Article 325 TFEU);

- v. acts or omissions relating to the **free movement of goods, persons, services and capital in the internal market**, including **infringements** of EU rules on: a) **competition**; b) **state aid**; c) **corporate taxation**;
- vi. acts or conduct undermining the subject and purpose of the EU provisions referred to in points iii., iv. and v. above.

**No reports with content other than that mentioned above are allowed.**

In particular, the following **are not allowed**:

- a) **disputes, claims or demands of a personal nature** relating to individual labour relations or relations with hierarchical superiors, colleagues or collaborators;
- b) **reports of violations already governed by special laws**, already governed by EU regulations or EU directives already transposed;
- c) **reports on security and defence, defence sector and national security contracts.**

Reports must be made in good faith and be **well-founded or at least based on factual evidence**. To this end, the whistleblower must be able to:

- precisely describe the fact being reported;
- indicate the person(s) held responsible for the violation(s), as well as any other persons involved and/or who may provide information about the fact;
- describe the time and place in which the reported event occurred;
- attach all available documents to support the report;
- provide all useful information for reconstructing the event and assessing whether the report is well-founded.

## 5. REPORTING CHANNELS

The violations referred to in para. 4 may be reported through three different channels, under the conditions expressly defined and referred to in Legislative Decree No. 24 of 2023:

1. internal whistleblowing channel;
2. external **whistleblowing channel (ANAC)**;

### 3. public disclosure.

## 6. INTERNAL WHISTLEBLOWING CHANNEL

Internal reports may be made:

- ✓ **in written form** by one of the following alternative means:
  - by ordinary mail to the following address: Edison S.p.A., Internal Audit, Privacy & Ethics - Whistleblowing Reports, Foro Buonaparte no. 31, 20121 - MILAN;
  - via the whistleblowing IT platform, by accessing the "Whistleblowing" webpage in the Governance - Internal Control and Risk Management System section of the corporate website [www.edison.it](http://www.edison.it), or by accessing it directly at <https://segnalazioni.edison.it>.
  
- ✓ **in verbal form:**
  - with a face-to-face meeting, following an express request by the whistleblower made through one of the channels indicated above (ordinary mail or web platform).

In compliance with the provisions of the above-mentioned Legislative Decree No. 24 of 2023, all of the internal whistleblowing tools specified above:

- **protect the confidentiality of the whistleblower**, the person involved and the person in any case mentioned in the report, ensuring that the person who intends to disclose his or her identity receives adequate protection, including through the use of encryption tools;
- **ensure the confidentiality of the content of the report and the relative documentation**;
- make it possible to avoid retaliatory and/or discriminatory acts, as specified in more detail in para. 8;

Please also note the following:

- **personal data** are processed in compliance with the requirements set forth in EU Regulation 2016/679 on privacy and Legislative Decree No. 51 of 2018, through the use of technical and organisational measures suitable to guarantee an appropriate level of security, on the basis of an impact assessment, in light of the obligations imposed by Article 13 of the above-mentioned Legislative Decree No. 24 of 2023;

- **ordinary post and the whistleblowing IT platform** also allow the whistleblower to report **anonymously**, i.e. without the whistleblower having to reveal his or her identity and without the recipient being able to discover it;
- in particular, it should be noted that access to the whistleblowing platform through the Edison website is subject to the "no-log" policy: this means that, even if access to the whistleblowing platform were to be made from a computer connected to the Edison corporate network, it would not be tracked by the company's information systems in any case, as a further safeguard for the whistleblower. In addition, the internet page for accessing the platform contains some additional practical information on the proper use and functioning of the platform;
- in any case, anonymous reports will be managed, provided they are sufficiently substantiated and such so as to allow for the necessary investigations.

## 6.1 PARTIES RECEIVING INTERNAL REPORTS

Internal reports are received by the Manager of the Internal Audit, Privacy & Ethics Department of Edison S.p.A. and by the Manager of the 231 Compliance & Ethics function of the same Department (the "Recipients"), who have been appointed, also on behalf of the subsidiaries, by virtue of the service contracts in force, as suitable and adequately trained persons for receiving and managing reports.

The Recipients will manage the reports in accordance with the principles of confidentiality set forth in paragraph 7 and verify their validity in the manners set forth in the following paragraph.

## 6.2 INTERNAL REPORT ASSESSMENT AND MANAGEMENT PROCEDURES

The Recipients examine the internal reports received and take all steps deemed necessary to assess whether (or not) they are well-founded.

When, at the request of the whistleblower, the report is made verbally during an interview with the Recipients, it, with the consent of the whistleblower, is documented by the responsible personnel via recording on a storage and listening device or in minutes. For minutes, whistleblowers may verify, rectify and confirm the meeting minutes by signing them.

In the case of reports submitted via the IT platform, the system automatically generates a numerical code associated with each report (“ticket”), which confirms receipt of the report. Whistleblowers who choose to use the IT platform may use their ticket number at any time to check the platform for updates on the status of the report and/or supplement it with any additional information, also by exchanging messages with the Recipients (including anonymously if the IT platform is used anonymously).

Whistleblowers who initially used the IT platform and chose to remain anonymous may reveal their identity in the course of the next steps if they change their mind in the meantime by providing their name in chat messages.

The Recipients also perform the following activities:

- a) provide the whistleblower with **acknowledgement of receipt of the report within seven days** of the date of receipt;
- b) maintain contact with whistleblowers and may ask them for additional information if necessary;
- c) diligently follow up on the reports received;
- d) provide **feedback on the report within three months of the date of the notice of receipt** or, in the absence of such notice, within three months of the end of the seven-day term from the submission of the report<sup>2</sup>.

The Recipients shall then examine the facts reported and any documents received and, where they deem it necessary and/or appropriate in order to assess the validity of the report, in accordance with the time limits referred to above they may:

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<sup>2</sup> Reports may require more than a quarter for processing. In such circumstances, the quarterly feedback mandated by law will be provisional, necessitating a subsequent notification to the whistleblower regarding the conclusion of the investigation conducted.

- in the case of a report submitted through the whistleblowing IT platform, request any additional information from the whistleblower via chat messages;
- contact the whistleblower and invite him or her to a personal and confidential interview in order to receive clarifications about and/or additions to the information and documents provided;
- interview any other parties who can provide information about the facts reported;
- carry out any other activity deemed appropriate in order to assess the report.

In carrying out their assessment activities, the Recipients may involve other functions of the Company and/or appoint external consultants as necessary. Under these circumstances, the Recipients will disclose solely the content of the report, ensuring the elimination of any details that could potentially identify the whistleblower. The members of the working group involved in the examination of the report are subject to the same confidentiality constraints and responsibilities as the report Recipients. All of these parties are also required to refrain from managing the report if there are any conflicts of interests.

The Recipients shall draw up and store minutes of any meetings relating to assessment activities conducted independently and/or with the assistance of the corporate functions involved.

If the report is relevant for the purposes of Legislative Decree No. 231/2001 - constituting a violation of the Model or the Code of Ethics and/or one of the offences set forth in Decree 231 - the Recipients shall **immediately notify the Oversight Board** of Edison S.p.A. or of the other Group company concerned, to which the report refers. After being informed of the report, the Oversight Board (OB), in compliance with the principles of whistleblower confidentiality and/or anonymity, shall cooperate in report investigation and management in accordance with the procedures set forth in greater detail in the Regulation of the OB of Edison S.p.A. and that of the subsidiaries concerned.

If the report is also relevant for the purposes of the Anti-Corruption Guidelines - e.g. with reference to reports of alleged bribery events or conduct - the Recipients **shall also immediately notify the Corruption Prevention Compliance Function**

(FCPC) established pursuant to ISO 37001:2025. Such Function, once informed of the report, in compliance with the principles of confidentiality and/or anonymity of the whistleblower, shall collaborate in the investigation and management of the report for the purpose of assessing any actions to be undertaken and/or impacts on the Corruption Prevention Management System.

In particular, when the assessments are completed, the Recipients shall prepare a report on the activities carried out and, in the event of **unfounded reports**, promptly notify the whistleblower and the Oversight Board or the FCPC (if previously involved) with a reasoned justification, proceeding to the simultaneous dismissal of the report.

In the case of **clearly unfounded reports**, made with the sole purpose of discrediting one or more persons or corporate functions or the Company and/or in any case reports that harass other Company employees, the Recipients - in agreement with the Human Resources & Organization function of Edison S.p.A. and, if necessary, with the Board of Directors (or the Shareholders' Meeting) of Edison S.p.A. or the company concerned - shall initiate the procedure for the imposition of a penalty against the author of the above-mentioned unfounded reports, also in compliance with labour laws in force and the applicable National Collective Labour Agreement, and shall take all measures deemed most appropriate from time to time, not excluding - if the relative requirements are met - reporting to the competent Judicial or Accounting Authorities. On the other hand, no action or penalty shall be imposed against those who report in good faith facts that subsequent assessments prove to be unfounded.

Otherwise, in the event that the **report proves to be well-founded** (or at least appears to be) as a result of the assessments conducted, the Recipients shall promptly notify the following parties:

- the Oversight Board of the Company concerned, if the fact is relevant for the purposes of Decree 231;
- to the Corruption Prevention Compliance Function, should the matter concern anti-corruption issues;

- and in any case the Audit and Ethics Committee, the General Counsel of Edison S.p.A. (Ethics & Compliance Officer) and/or the CEOs/Legal Representatives of the companies concerned;

so that they may assess an action and/or intervention plan that may include, depending on the case, (i) reporting/notification to the Judicial or Accounting Authorities of any criminal, civil, accounting and/or administrative offences and/or violations of European and/or national legislation in the sectors specified in the introduction, (ii) the adoption of penalties against the reported person and/or in any case against the parties found to be the perpetrators of the unlawful conduct and/or violations reported; (iii) any other initiative necessary for the adaptation, as required, of the Organisational Model, company procedures and/or practices in force with respect to the violations that have occurred; (iv) particular measures at the Anti-Corruption Management System level

The determination that the report is substantiated shall also be communicated to the whistleblower.

Reports and relevant documentation are accessible only to the Recipients - and to the persons (as specified above) involved by them in the subsequent verification and assessment process - and are kept for the period of time strictly necessary to manage the report. The Recipients are therefore responsible, at every stage of the process described above, for the safekeeping of the documents they have received and for filing them in a manner that guarantees that they remain intact and complete.

In particular, the **data of the whistleblower and the reported person is processed in compliance with personal data protection legislation** in force, expressly referred to in Legislative Decree No. 24 of 2023. Data will be stored only for the period strictly necessary to manage the report, and in any event no longer than the time necessary to follow up on the report. In cases in which the report is considered worthy of further attention by the Company, and in line with the *Data Retention* policy on Personal Data Protection, the report and the relative documentation are stored for no more than up to 5 years after the report is closed.

Naturally, if any judicial proceedings are initiated as a result of the report, the time limit will be extended until the conclusion of such proceedings.

The **processing of personal data** relating to the receipt and management of the report is carried out by the Recipients, in their capacity as Data Controllers, in compliance with the principles set forth in Articles 5 and 25 of the above-mentioned EU Regulation 2016/679 or Articles 3 and 16 of the above-mentioned Legislative Decree No. 51 of 2018.

## 7. PROTECTION OF WHISTLEBLOWER CONFIDENTIALITY

The Recipients (and any other parties involved in the process) shall guarantee the utmost confidentiality of the whistleblower, protecting his or her identity.

Indeed, except in cases where confidentiality cannot be enforced by law (e.g. criminal, tax and/or administrative investigations, inspections by supervisory authorities), **the whistleblower's identity cannot be disclosed to anyone without the consent of the data subject.**

Therefore, subject to the exceptions mentioned above, anyone who receives or is involved in the process of managing reports - and first and foremost the Recipients - is required to protect the confidentiality of the whistleblower and guarantee the utmost discretion with regard to the information received, even indirectly, concerning the facts reported. Likewise, they are required to protect the confidentiality of the person involved and the person otherwise mentioned in the report.

Breach of the duty of confidentiality is a source of disciplinary liability, without prejudice to the additional forms of liability established in our legal system.

## 8. PROTECTION OF WHISTLEBLOWERS FROM RETALIATORY AND/OR DISCRIMINATORY ACTS AND SUPPORT MEASURES IN THEIR FAVOUR

The Company shall not tolerate threats, retaliation and/or discrimination against anyone who, in good faith, reports unlawful conduct and/or conduct that does not comply with the European and/or national laws mentioned above, and/or civil, criminal, accounting and disciplinary offences, as well as violations of the Organisational Model or facts amounting to relevant offences pursuant to Legislative Decree No. 231/2001, or conduct in breach of the Anti-Corruption Guidelines.

Retaliatory and/or discriminatory measures refers to, for example, dismissal, suspension, unjustified disciplinary actions, unjustified changes of job or location, harassment in the workplace, negative reference letters, coercion, intimidation and/or any other type of mobbing connected directly and/or indirectly to the report made (as described in Article 17 of Legislative Decree No. 24 of 2023), which have an effect on the whistleblower's working conditions.

Whistleblowers who believe that they have suffered from **a retaliatory and/or discriminatory act** as a consequence of their whistleblowing may inform their hierarchical superior or the Human Resources & Organization Manager or the Ethics & Compliance Officer of Edison S.p.A. so that they may assess:

- the need/opportunity to reinstate the situation and/or remedy the negative effects of discrimination;
- the existence of grounds for initiating disciplinary proceedings against the perpetrator of the retaliation and/or discrimination.

The whistleblower may also inform the ANAC (National Anti-Corruption Authority), which will then inform the National Labour Inspector, which will take the measures within the scope of its responsibilities.

The whistleblower may also **receive support measures**– of the type described in detail in Article 18 of Legislative Decree No. 24 of 2023 – from **Third Sector entities**. These measures consist of information, advice and assistance free of charge on whistleblowing methods and protection from retaliation.

## 9. RESPONSIBILITY OF THE WHISTLEBLOWER

It is the responsibility of the whistleblower - including anonymous ones - to make reports in good faith and in line with the declared spirit of this procedure: reports that are clearly unfounded, self-serving and/or made with the sole purpose of harming the reported person or persons otherwise concerned by the report will not be taken into consideration and, as mentioned previously, will be liable to penalties and/or actions before the competent Judicial or Accounting Authorities.

## 10. RIGHTS OF THE REPORTED PERSON

During the verification and assessment of the unlawful conduct and violations eligible to be reported, the reported persons may be involved in this activity, but under no circumstances will a penalty procedure be initiated against them on account of the report in the absence of concrete findings as to its content. As mentioned above, any initiatives may be taken based on the evidence found and assessed on the basis of the report.

## 11. EXTERNAL WHISTLEBLOWING CHANNEL

Legislative Decree No. 24 of 2023 also set up an **external whistleblowing channel**, which allows the whistleblower to submit a report to the ANAC (National Anti-Corruption Authority) of a violation of the type referred to in the introduction.

It should be noted, in this respect, that whistleblowers **may only make such a report if**, at the time of its submission, one of the following conditions is met:

- a) there is no internal whistleblowing channel within their work context or, even if activated, it does not meet the requirements of the decree;
- b) the whistleblower has already made an internal report, but there has been no follow-up;
- c) if the whistleblower has justified reasons to believe that, if an internal report were made, it would not be effectively followed up or that the report could lead to the risk of retaliation;

- d) the whistleblower has a justified reason to believe that the violation could constitute a clear or present danger for the public interest.

The report to the ANAC - to be made either in writing through the IT platform or verbally through telephone lines or the voice messaging system or through a direct meeting with an official - guarantees in any case the confidentiality of the whistleblower, the reported party, the person mentioned in the report, the content of the report and the documentation submitted, including through the use of encryption tools.

The ANAC's institutional website publishes all of the information needed to make an external report (contacts, channels and instructions for making the report, report management procedures, etc.), as well as information on how it is managed and filed. To this end, ANAC prepares ad hoc Guidelines.

## 12. PUBLIC DISCLOSURE

Legislative Decree No. 24 of 2023 also provides the possibility for the whistleblower to report offences by means of **public disclosure**, to be understood as that activity in which the whistleblower aims to *“place information on violations in the public domain through the press or electronic means or in any event via means of dissemination capable of reaching a high number of people”*.

It should be noted, in this respect, that the whistleblower **may benefit from the protection established by Legislative Decree No. 24 of 2023 only if**, at the time of the public disclosure, one of the following conditions is met:

1. the whistleblower has previously sent an internal and external report or has directly made an external report, according to the established conditions and procedures, and did not receive a response concerning the measures planned or adopted to follow up on the reports;
2. the whistleblower has a justified reason to believe that the violation could constitute a clear or present danger for the public interest;
3. the whistleblower has a justified reason to believe that the external report may entail the risk of retaliation or may not be effectively followed up on due to the specific circumstances of the actual case.

### 13. UPDATING OF THE PROCEDURE AND PERIODIC REPORTING

This whistleblowing procedure and the relative whistleblowing platform are subject to periodic review, at least every two years, depending on the level of activity.

A statistical summary of the reports received will be made available for reporting purposes in the Consolidated Non-Financial Statement.

### 14. DISTRIBUTION OF THE PROCEDURE AND TRAINING

All parts of this procedure are disclosed, described and distributed to all personnel (collaborators and/or employees), the Corruption Prevention Compliance Function, and the Oversight Boards of Edison S.p.A. and its subsidiaries, as well as to all third parties required to comply with its provisions.

The procedure is distributed and implemented within the organisation by means of a special *organisational instruction* and by publication on the company intranet.

Moreover, it should be noted that - specifically with reference to the whistleblowing platform - Edison has set up a specific section both on the company intranet and on the Company website.

Employee training is carried out by means of IT and/or classroom courses planned on a case-by-case basis depending on specific needs.