

# Anti-Corruption Guidelines





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Corruption is an extremely serious crime that has negative effects on the economy and the proper functioning of markets, threatening the fundamental principles of the economic system and its very reliability.

In recent years, many countries, as well as the international institutions themselves, have therefore intensified their long-standing efforts to prevent and counteract possible acts of corruption.

In this context, the Edison Group aware of the negative effects of corrupt practices on economic and social development in the areas where it operates, has always promoted a culture of integrity and professional ethics among its employees and with external counterparties also by adopting internal policies aimed at ensuring—at both national and international levels—full compliance with the relevant regulations in the exercise of business activities.



Purpose



In light of the regulatory attention and the sensitivity towards corruptive phenomena, the Edison Group (Edison S.p.a. - hereinafter the 'Company'; and its subsidiaries - hereinafter the 'Subsidiaries'), by adopting this document, intends to reiterate and reaffirm their position of rejection and opposition to any form of corrupt conduct and undertakes to create and maintain an Integrated Management System in compliance with the UNI EN ISO 37001:2025 Standard.

In order to achieve this goal, the Edison Group is committed to

- reject and prevent corruption, following the principle of 'zero tolerance';
- prohibit and prosecute any conduct that does not comply with this document, the principles of the Group's Code of Ethics, the Organisation and Management Model pursuant to Legislative Decree 231/01 and the provisions of the UNI EN ISO 37001:2025 Standard, with the application of the company's penalty system;
- monitor the adequacy of the Management System for the Prevention of Corruption, and promote its continuous improvement;
- designate a Compliance Function for the Prevention of Corruption (hereinafter also referred to as 'FCPC'), which is granted full authority and independence in its task;
- develop an adequate Internal Regulatory System to manage activities at risk of corruption and to effectively monitor this risk;
- apply and comply with the tools of the Internal Regulatory System relating to the implementation of the Anti-Corruption Guidelines, and conduct the required anti-corruption audits;
- raise awareness of corruption prevention issues among their employees through appropriate training;
- in the event of violations, carry out appropriate checks, initiate the necessary disciplinary proceedings, and take appropriate corrective measures;
- implement mechanisms for monitoring and improving the Anti-Corruption Guidelines and the Anti-Corruption System, as well as for coordination with the Internal Regulatory System;
- foster the creation of an ethical and responsible environment in the management of climate change, reducing the possibility of corrupt behaviour and respecting the SDGs.

Edison S.p.A. and its Subsidiaries have consistently demonstrated their commitment by adopting and regularly updating the Code of Ethics, which outlines the values and principles of conduct for achieving corporate objectives. Furthermore, for the Italian companies, this commitment was expressed through the adoption and regular updating of the Organisational Model pursuant to Legislative Decree 231/01, in which possible corruption risk profiles, including those between private individuals, are assessed and effective control measures are put in place.



Recipients  
of the guidelines

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This document applies to all Italian and foreign Edison Group companies, as well as to all their employees. The principles expressed in this document must also be respected by external counterparties—such as business partners, industrial or commercial partners, suppliers, subcontractors, service providers, partners in joint ventures or groupings of companies, agents/agencies/business brokers, and all external counterparties to which the Group might resort in the context of its activities—to whom this document will be disclosed in the manner indicated hereafter.

All the above-mentioned persons, as Recipients of the Guidelines, are called upon to respect and implement the principles and rules set out in every area in which they operate to achieve the company's objectives and in accordance with their roles and responsibilities, to ensure full compliance with the anti-corruption legislation.

The Edison Group undertakes to promote the adoption of these Anti-Corruption Guidelines even in companies in which it holds a non-controlling interest, including those based abroad, which are required to implement an internal control system in line with anti-corruption principles.



The definition  
of corruption

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It is initially useful to provide an explanatory description of the most common ways in which the crime of corruption can occur.

**Corrupt conduct** consists of making (or even just offering and promising) payments or gifts of any value, advantages, or benefits that are not due or permissible under current national legislation to public officials and/or representatives of public entities or authorities and Italian and foreign political parties, or in any case to third parties, in order to:

- influence 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;
- induce an official to use their influence within a public administration or authority in order to affect or influence, in any manner, an action or decision;
- induce 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 represents instances of corruption, regardless of whether the payment, offer, or promise is accepted, and whether or not the person concerned conducts themselves in compliance with what has been agreed.

Moreover, corruption can also occur in relations between private parties. Therefore, offering or promising payments, gifts of any value, advantages, or benefits to directors, members of corporate bodies, employees, or any representatives of a company or a private law entity to induce them to perform or omit acts related to their office in violation of their duty of loyalty is also considered corrupt conduct.



Roles and  
responsibilities

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#### 4.1 Commitment of the Management

The Management of Edison S.p.A. and its Subsidiaries consistently endorses the ongoing enhancement of strategies for preventing and managing activities susceptible to corruption, through

- constant commitment to compliance with all laws and regulations that are related to the direct and indirect aspects of its activities, relations with the Public Administration and relations with business partners/third parties, as well as aspects of the Company's criminal and administrative liability and ethical and compliance values;
- ongoing improvement of the integrated management system presentations;
- enhancing the training of internal and external human resources in order to qualify them and make them aware and participative in aspects of preventing the risk of corruption (both at the time of recruitment, throughout their tenure in the Company, and at the start of a business relationship);
- development of a comprehensive internal and external communication system to ensure the efficient and effective implementation of anti-corruption rules, both those mandated by law and those voluntarily adopted;
- development and implementation of procedures to determine all corruption risks present for employees during the performance of work activities, document all processes, and define appropriate corruption risk prevention measures;
- maximum internal and external transparency of work processes;
- creation of a programme and procedures for carrying out regular audits of the Integrated Management System by auditors (internal or external) who maintain objectivity and impartiality in relation to the Company and its corporate roles.

Management periodically reviews the performance of the Corruption Prevention Management System, in accordance with ISO 37001:2025 Standard, to review the adequacy and level of application of this document, and defines objectives and improvement plans consistent with the Company's activities and the aspects identified as most critical, in order to identify possible improvement actions and implement them.

In order to spread anti-corruption awareness and culture within the Group, Management is committed to:

- define and implement methodologies for the identification of corporate activities at risk and the definition of appropriate prevention, protection, and impact control measures;
- carry out their work activities with the commitment to prevent the commission of corruption offences;
- cooperate with public authorities, trade associations, trade unions, and all other institutional and social stakeholders to promote risk awareness;
- seek out suppliers of goods and services that share, in terms of their intentions and implemented behaviour, the principles of ethics and compliance, and develop stable and mutually beneficial partnerships with them;

- train and inform their employees on the best behaviour to adopt when faced with a risk situation.

#### 4.2 Compliance function for the prevention of corruption

The Compliance Function for the Prevention of Corruption (FCPC), referred to in paragraph 5.2 of the UNI ISO 37001:2025 Standard, is in charge of supervising the implementation of the anti-corruption management system and advising staff on corruption-related issues.

The individuals collectively and jointly identified by Edison's Board of Directors as FCPCs for the Edison Group meet the requirements expected by the UNI ISO 37001:2025 Standard in terms of experience and competence, status, authority, and independence necessary to perform the tasks envisaged in the role (in terms of: adequate level of education, training, and experience; independence concerning the activities exposed to the risk of corruption, i.e. the absence of criminal proceedings and/or final convictions for corruption or similar offences; possession of the necessary powers, ability, and possibility of interfacing directly with Management/Function Managers, Control Bodies, and the Board of Directors) and have adequate resources to perform their duties.

The FCPC is responsible for reporting to the Governing Body and Senior Management on the performance of the system, highlighting any critical issues and violations, thus helping to ensure compliance with the requirements of the UNI ISO 37001:2025 Standard.



Corruption risk  
prevention  
measures

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To prevent the risk of corruption and ensure compliance with anti-corruption laws, the Group has implemented a programme of measures based on:

- communication of the commitment to ethics and integrity (Code of Ethics);
- monitoring of business relationships (compliance/due diligence/integrity check);
- compliance with Legislative Decree 231/2001 through the adoption of the Organisation and Management Model;
- identification of risk areas and principles to which the conduct must conform;
- communication and training on anti-corruption;
- whistleblowing system;
- disciplinary sanctions;
- control and evaluation system of the measures adopted.

### 5.1 The Code of Ethics

The Code of Ethics applies 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 it operates.

In compliance with the provisions of the Code of Ethics, the Edison Group undertakes to combat fraud and corruption, requiring all Associates and external counterparties to adopt a “zero tolerance” policy with respect to fraud and corruption of any form.

Specifically, the Code contains behavioural principles that must be applied in relations with the Public Administration and representatives of political parties and associations, including the prohibition on giving and receiving gifts and gratuities outside small-scale commercial courtesies.

Finally, it should be noted that the Group has adhered to the Global Compact since 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.

### 5.2 Group Integrity Check Guidelines

In order to more effectively prevent corrupt practices, the Edison Group has adopted Integrity Check Guidelines, which serve as a support tool for assessing the ethical and reputational reliability of counterparties with whom it conducts business, both commercially and professionally. The concept of external counterparty includes:

- sponsorships, partners and gratuities;
- project partners: JVs, consortia, temporary groupings and acquisitions;
- intermediaries – brokers – sales agencies – technical partners – developers;

- suppliers of commodities;
- consultants;
- vendors of goods and services;
- counterparties in development and real estate transactions

Under the Guidelines, the companies of the Edison 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 drivers against which to assess the counterparty involve reputational reliability in fields such as money laundering, terrorism financing, organised crime, antitrust, and respect for human rights, among which the prevention of corruption plays a fundamental role.

Checks on the counterparty are carried out in advance, namely before the signing of contractual commitments, and periodically, that is, during the monitoring phase, to verify that integrity requirements are continuously met.

### **5.3 The Organization and Management Model adopted pursuant to legislative decree 231/2001**

Edison S.p.A and the Italian Subsidiaries have adopted an Organisation and Management Model pursuant to Legislative Decree 231/2001, which provides in its Special Part A the specific protocols and procedures for organisation, management and control identified by the Companies in order to counteract the possible commission of crimes concerning relations with the Public Administration, as well as those of corruption between individuals and incitement to corruption between individuals.

### **5.4 Areas at risk and the principles to which conduct must conform**

To ensure that all Associates of Edison S.p.A. and its Subsidiaries clearly understand which behaviours are allowed and which are not, the areas with the main risk profiles related to corrupt conduct are identified below, considering both bribery offences against the Public Administration and those that occur between individuals as identified from the Organisation and Management Model and the Risk Assessment.

For each area, summary details will also be provided on the measures currently in place to prevent cases of corruption.

These prevention and control measures are detailed within the Organisational and Management Models pursuant to the Legislative Decree 231/2001 and the Group's Internal Regulatory System. They are mandatory for all Collaborators of Edison S.p.A. and its Subsidiaries, as well as for all parties who have economic and commercial relations with the aforementioned companies.

### 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 relations with public officials are exclusively maintained by company representatives who have specific official proxies or, alternatively, by parties appointed by them with an appropriate written delegation, following the sharing of information with the internal department that managed the request in the preliminary phases. In particular, where the management of relations with public representatives is entrusted to persons outside the company, the contract or letter of appointment must contain a precise description of the methods of fulfilling the mandate and the limits within which it can be exercised.

Personnel involved in the process of requesting and obtaining authorisations, permits, and concessions are not permitted to:

- 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 Italian or foreign public officials or public service representatives;
- 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

During company activities, Edison S.p.A. and its subsidiaries may undergo 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 are 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 all documentation

and information that may be necessary and ultimately drafting a summary listing the documentation that was requested and supplied.

The company's personnel involved in the inspection cannot:

- 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 Italian or foreign public officials or public service representatives;
- 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 permitted to sponsor social, cultural, sporting, or artistic initiatives proposed by public or private entities or by non-profit associations, as well as make contributions in any form for the realisation of events or activities (for example, seminars or studies on topics of interest to the Company's operations).

Within this context, it is, however, necessary that sponsorships fall within a budget approved in advance by the competent bodies and are consistent with the objectives and activities of the Group. It is required that the proposing department or function specifies 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 concerned department or function is required to obtain evidence of the actual use of the amount disbursed for the originally specified purposes (for example, through brochures or advertising billboards).

In any event, company representatives involved in sponsorship activities 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 levels in order to regulate administrative and economic relations with said entities. Agreements and/or conventions may outline obligations for the Company such as, by way of example, the financing of structural public works or projects of public interest, the possibility of initiatives aimed at the use of renewable energy sources, or the implementation of projects for the restoration of cultural and environmental heritage.

In this context, the annual budget includes the total cost of the agreements and conventions, subject to the verification by the competent corporate functions. It also provides for the verification of the correctness of the amounts reported on the invoice and a monitoring activity of the contributions paid to public entities. Additional controls concern the adequacy of the supporting documentation.

More specifically, during the process of managing agreements and conventions with public entities, it is forbidden to:

- promise or pay sums of money, promise or give 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;
- circumvent 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, promise or pay sums of money, promise or give 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;
- conceal or destroy correspondence or other documents.
- boast about non-existent relations with Italian or foreign public officials or public service representatives;
- 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, 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.

The candidate selection process must be conducted based on organisational consistency and in compliance with the approved staffing budget. A substantive review of the personnel request must be carried out by the manager of the requesting Division/Department by verifying the actual need for human resources; a consistency check of the request with the organisational profiles of the requesting Division/Department and its 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.

In the selection and recruitment activities, there are also checks on candidates' conflicts of interest, proportional to the position for which they are applying. To ensure maximum transparency and integrity, in addition to collecting self-declarations relating to possible conflicts of interest, pending charges, or criminal or administrative proceedings, internal checks are carried out using the support of the Security team and external sources, such as, for example, the Chamber of Commerce, personal records, and lists of PEPs (Politically Exposed Persons). In addition to the assessment of conflicts of interest, the integrity and kinship ties with Edison Group employees are also verified. With regard to managerial positions, the monitoring of conflicts of interest is continuous and includes, through a specific contractual clause, the obligation for the employee to communicate any changes in the requirements, followed by a check to ensure the communication has been made.

The Group has adopted a conflict-of-interest prevention mechanism that includes raising awareness among collaborators and external counterparts regarding at-risk situations. There is a system for declaring ties with entities or companies with which the Collaborators have a personal interest, whether sentimental, familial, financial, or political. Collaborators are obligated to withdraw from an activity or to refrain from entering into business relations with a business partner in the presence of a potential conflict of interest.

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 and are, in any case, aligned with ANAC provisions.

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 involved in managing gifts and gratuities are required to comply with existing legal provisions, as well as the behavioural rules referenced in the Code of Ethics and those listed 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, it may be necessary to incur representation expenses for the purposes of promoting, enhancing, and improving the company's image while adhering to the principles of utility and moderation. Representation expenses related to external events organised and/or sponsored by the company are also possible (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 external events, these expenses must be authorised in advance in writing, with documentation that highlights their characteristics and purposes.

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

In addition, a periodic verification of the reliability of the suppliers of goods and services must 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 re-tracing 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;
- entertaining relationships with vendors of goods and services who do not meet the 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 Group 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 Group awards and manages professional assignments to third parties, i.e., consulting engagements or intellectual professional services of any nature (legal, tax-related, technical, labour law-related, administrative, organisational, etc.), including consulting services aimed at managing relational and authorisation processes assigned to third parties whom the Group, regardless of the specific competence profile, considers suitable to represent corporate interests in the context of relations with local, national, and international Public Administrations.

As part of the 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, it is prohibited to initiate consulting engagements with parties who have organic relationships, even indirectly, with the Public Administration or with parties that belong to the PA.

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 as per the contract shall be required, as well as approval from the competent department for

the payment of invoices. In this regard, verifying the consistency of the charges listed on the invoice with the contractual specifications and the intended objectives is anticipated.

In any case, it is forbidden for the Associates involved in the management of consultancy and professional assignments to:

- provide 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;
- execute transactions with consultants and/or consultancies that do not meet the reliability requirements;
- pay associates, suppliers, consultants, partners or other outsiders who operate on behalf of the Company compensation amounts that are not adequately justified based on the assignment they are being asked to perform and local practices;
- promise or pay 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;
- resort to different forms of aids or contributions that, although disguised as sponsorships, assignments, consulting engagements or advertising services, pursue (in practice) the aforementioned forbidden objectives.

#### L) Management of Legal Disputes and Judicial and Out-of-Court Settlements

In carrying out business activities, Edison and its Subsidiaries may be called upon to manage disputes and/or settlement agreements (judicial and extrajudicial) with third parties, whether public (judicial authorities, registrars, etc.) or private (external lawyers, technical consultants, etc.).

On these occasions, the behaviour of Associates must comply with the principles of transparency, fairness, objectivity, and traceability, acting in good faith and with a sense of responsibility.

In any case, it is forbidden to:

- offer, promise, give, pay, accept any request for money or other benefits to/from a public official, judicial authority or other private party with the aim of favouring the Company or injuring another party in civil, criminal, administrative or tax proceedings;
- offer money or other benefits with the aim of influencing a party in any way or through any behaviour, to induce them to give false testimony or refrain from providing information that could be used in a criminal trial, in the interest or for the benefit of the Company;
- provide external lawyers, consultants, etc., or other third parties who operate on behalf of the Company with services or payments that are not adequately justified under the contractual relationship established with them;
- interact with a public official or otherwise support them so that they act in a manner contrary to their official duties in order to promote or favour the interests of Edison S.p.A. and/or one or more of its Subsidiaries.

### M) Management of selection procedures

While conducting business activities, Edison and its Subsidiaries may participate in selective, comparative, or competitive procedures initiated by Public Bodies, aimed at obtaining public incentives and/or securing the award of public concessions, partnerships, project finance, and shareholdings in companies with mixed public-private capital.

In such cases, Collaborators must act in compliance with the applicable legislation (such as, first and foremost, the Public Procurement Code), as well as in accordance with the principles of transparency, fairness, objectivity and traceability.

In any case, it is forbidden to:

- offer, promise or deliver sums of money or other benefits in any form, directly or indirectly, to Public Officials and in any case to Public Bodies in general, or to the representatives of competing Companies, to promote or unduly favour the interests of Edison or its Subsidiaries;
- engage in misleading conduct that may lead the contracting authority to errors in the technical-economic or administrative evaluation of the documentation submitted for participation in the tender;
- omit required information or documents, with the aim of influencing the decisions of Public Bodies in their favour;
- engage with Public Bodies, either directly or through intermediaries, relationships aimed at unduly influencing the decision-making process of the contracting authority or obtaining confidential information to their own advantage, discouraging the participation of other operators in tenders and in any case obtaining any information useful to procure an unfair advantage to the detriment of other parties involved;
- participate in the preparation of the contents of the call for tenders and/or the tender documents and/or equivalent documents, in agreement with the contracting authority, in order to favour the Company in the award of the tender/direct assignment/competitive procedure;
- recognise fees for external collaborators/consultants that are not adequately justified in relation to the type of task they are to perform, especially related to tender procedures and/or involving a relationship with Public Bodies;
- create any form of anti-competitive and/or collusive understanding likely to distort the outcome of the auctions, or make threats, gifts or promises to a potential participant, inducing them not to take part in the procedure, to withdraw a bid already submitted, or to disclose information relating to their bid that must remain confidential;
- agree with the other participants in the tender in order to agree on their respective bids, thus affecting the outcome.

### 5.5 Anti-corruption communication and training

This document is disclosed through the internal (corporate intranet) and external communication channels of the Edison Group (website) to all Collaborators and external counterparties and, in general, to all subjects who have relations with the Group and who may expose it to a risk of corruption classified as “not low”.

In addition, the Group develops preventive actions and continuous training, implementing plans dedicated to corruption risks, tools to prevent corrupt practices, and the contents of this document, regulatory instruments and anti-corruption laws. These initiatives aim to ensure the dissemination and correct understanding of the principles expressed in the Guidelines, raising awareness among Group employees and enabling them to identify risk situations, appropriate behaviour to adopt, and good practices to follow.

### 5.6 Whistleblowing system

As part of the implementation of Italian legislation on whistleblowing, the Group has adopted measures to protect whistleblowers who report unlawful acts, irregularities, or episodes of corruption related to business activities.

It is envisaged that, should a Collaborator or an external counterparty become aware of behaviours constituting corrupt conduct, or which may in any case represent a breach of the anti-corruption principles enshrined in the Code of Ethics and/or referred to in this document, they shall report it as detailed in the Whistleblowing Policy published on the website [www.edison.it](http://www.edison.it) in the Whistleblowing/Reports section.

The Whistleblowing Policy states that reports can also be submitted through the online platform: <https://www.edison.it/it/whistleblowing>

The same platform can also be accessed directly via the address: <https://segnalazioni.edison.it>

### 5.7 Disciplinary sanctions

The commission of acts in breach of this Document, as well as the violation of regulations for the prevention of corruption and the misuse of reporting activities, constitutes a breach of contractual obligations and a violation of corporate rules, and triggers disciplinary proceedings for the imposition of sanctions as provided for in the corporate system, and may also give rise to possible consequences of a criminal and/or civil nature. Disciplinary sanctions are provided for by the Disciplinary System and are also described within the General Part of the Organisation and Management Model pursuant to the

Legislative Decree 231/2001 by several Group Companies and in the National Collective Labour Agreement; they may vary in severity and range from mere verbal reprimands to the termination of the employment relationship.

### **5.8 Control and evaluation system of the measures adopted**

The Group, fully aware of the importance and strategic significance of the application of the principles of ethics and compliance, and of the ISO 37001:2025 Standard and the realisation of the related objectives, has appointed the following figures:

- the Compliance Officer;
- the Supervisory Board pursuant to Legislative Decree 231/2001;
- the Compliance Function for the Prevention of Corruption pursuant to the UNI ISO 37001:2025 Standard.

To ensure the effectiveness and adequacy of measures to prevent and counter the risk of corruption, Edison and its subsidiaries in Italy have an anti-corruption compliance programme that is assessed on an ongoing basis by entities such as the Supervisory Board and the Compliance Function, including through certified external professionals.



Approval  
and updating

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The first version of the Anti-Corruption Guidelines was approved by the Board of Directors of Edison S.p.A. at its meeting on 7 May 2015 and has been subject to periodic revisions, most recently in December 2022.

The Anti-Corruption Guidelines and related updates have been progressively adopted by the Boards of Directors of the Subsidiaries.

Following the regulatory and organisational evolution of the Group and the decision to undertake the certification process in accordance with the UNI ISO 37001:2025 Standard, the document was reissued and approved by the Board of Directors of Edison S.p.A. at its meeting on 12/06/2025 and will be progressively adopted by the boards of directors of the Subsidiaries, with particular regard to those concerned by the 37001 Certification.

Edison S.p.A. also undertakes to maintain and periodically update the Anti-Corruption Guidelines, ensuring that they always remain active and applied, are appropriate to the context of the Group, the objectives set, and are in compliance with current regulations on the prevention of corruption.

This Document is being made available through its publication on the company intranet and the website [www.edison.it](http://www.edison.it).



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