

Organisation, Management and Control Model pursuant to Legislative Decree 231/2001

General Section

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Glossary

- **Senior Management:** the direct reports to the chairman and the Chief Executive Officer of CDP Reti S.p.A.
- **Chief Executive Officer or CEO:** Chief Executive Officer of CDP Reti S.p.A.
- **Operational Activities:** sub-divisions of the Relevant Activities within which the risk of committing the predicate offences under Italian Legislative Decree no. 231/2001 deemed relevant to the Company can be theoretically identified.
- **Relevant Activities:** macro-activities within which the risk of committing the predicate offences under Italian Legislative Decree no. 231/2001 deemed relevant to the Company can be theoretically identified. They are sub-divided into Operational Activities.
- **CCNL:** the National Collective Labour Contracts applied by the Company (i.e. National Collective Labour Contracts for senior managers, middle management and the personnel of credit, financial and securities companies).
- **CDP or Parent Company:** Cassa depositi e prestiti S.p.A.
- **CDP Reti or the Company:** CDP Reti S.p.A.
- **Code of Ethics:** Code of Ethics of Cassa Depositi e Prestiti S.p.A. and of the companies subject to management and coordination containing the set of principles, core values, models and rules of conduct recognised, accepted and shared in the day-to-day work at all levels of CDP Reti's and CDP's organisational structure.
- **Associates:** those who perform their work for the Company on an ongoing basis, in coordination with it, without any relationship of employment.
- **Consultants:** individuals who act in the name and/or on behalf of CDP Reti under a mandate contract or other contractual relationship concerning a professional service.
- **Business counterparties:** parties with whom CDP Reti enters into commercial and/or investment agreements.
- **C.C.:** Italian Criminal Code.
- **Recipients:** all members of the various corporate bodies, Employees, Associates, Consultants, Partners, Suppliers, Counterparties of the business activities and, in general, all the third parties acting in the name and/or on behalf of the Company in the context of Relevant and Operational Activities.
- **Employees:** individuals with an employment relationship with CDP Reti, including senior managers and seconded personnel from other companies of the CDP Group.
- **Italian Legislative Decree No. 231/2001 or the Decree:** Italian Legislative Decree No. 231 of 8 June 2001 as amended.
- **ESG:** Environmental, Social and Governance sustainability criteria.
- **Suppliers:** suppliers of non-professional goods and services to the Company that do not fall within the definition of Partners.
- **Wrongdoing:** administrative wrongdoing falling within the scope of the Decree.

- **Cassa Depositi e Prestiti Group or CDP Group:** Cassa Depositi e Prestiti S.p.A. and the companies subject to management and coordination by CDP pursuant to articles 2497 and following of the Italian Civil Code.
- **Guidelines:** the Guidelines adopted by Confindustria and ABI for the preparation of organisation, management and control models pursuant to Art. 6, third paragraph, of Italian Legislative Decree No. 231/2001.
- **Model or 231 Model:** this Organisation, Management and Control Model, drawn up, adopted and implemented pursuant to Italian Legislative Decree No. 231/2001 (as subdivided into General Section and Special Section), including the Code of Ethics and any internal regulations (regulation, procedure, guideline, service order, etc.) referred to therein.
- **Supervisory Body, SB or Body:** body in the form of a board vested with autonomous powers of initiative and control entrusted with the task of (i) supervising the operation of and compliance with the 231 Model, as well as (ii) submitting proposals for its updates to the relevant bodies/functions, overseeing the activities instrumental in the pursuit of this purpose.
- **Management Body:** the Board of Directors of the Company.
- **Partners:** the contractual counterparties with which the CDP Reti enters into some form of contractually regulated collaboration (temporary association of companies, joint venture, consortium, licence, agency, collaboration in general, etc.), where they cooperate with the Company in the context of the Relevant Activities.
- **Public Administration or PA:** public entities and/or similar entities (e.g. concessionaires of a public service) regulated by the laws of the Italian State, the European Union, foreign States and/or international law, and, with reference to offences against the public administration, public officials and individuals in charge of a public service that they work for.
- **Offences or Predicate Offences:** the types of crime that underlie the collective entity's administrative liability set forth in Italian Legislative Decree No. 231/2001, detailed in Annex 1 of this Model.
- **Reporting Person:** a natural person (either a CDP Reti employee or a third party¹ as defined in the "Management of Whistleblowing Reports" Group Policy) who submits a report in accordance with the provisions of said Policy.
- **Report:** written or oral communication by the Reporting Person concerning information on violations the Reporting Person has become aware of in the work environment as governed by the "Management of Whistleblowing Reports" Group Policy.
- **Coordinated Companies:** CDP Group companies which the latter manages and coordinates, including CDP Reti.
- **Senior Managers:** individuals who, within CDP Reti, have the role of representing, administering or managing the Company or one of its organisational units with financial and functional independence,

¹ As specifically set out in Article 3 of Italian Legislative Decree No. 24 of 10 March 2023 implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions regarding the protection of persons who report violations of national regulatory provisions, the so-called "Whistleblowing Decree".

as well as individuals who, even on a de facto basis, exercise management and control of the Company itself.

- **Subordinate Persons:** individuals who, within the scope of CDP Reti, are subject to the direction or supervision of one of the Senior Managers.
- **Stakeholder:** parties or groups whose interests are or may be affected by the organisation's business activities, including individuals, group of individuals or organisations that influence and/or may influence the organisation's business activities and performance.
- **Third Parties:** external parties having a legal relationship with CDP Reti (for example self-employed workers, freelance professionals and consultants, shareholders, suppliers, associates, etc.).
- **Top Management:** Chairman and Chief Executive Officer of the Company.
- **Whistleblowing:** a process that allows individuals to report potential misconduct they have become aware of in their working environment to designated individuals or bodies.

1. Italian Legislative Decree No. 231 of 8 June 2001

1.1. The administrative liability of Entities

Italian Legislative Decree No. 231/2001 introduced the so-called “Regulations on the administrative liability of legal persons, companies and associations, including those without legal personality”.

This legislative framework establishes the administrative liability of companies and associations, with or without legal personality (hereinafter, the “Entity(ies)”) arising from certain types of offences (so-called “predicate offences”, more fully described in Annex 1) committed in the interest or for the benefit thereof by:

- a. natural persons holding representation, administration or management positions in the Entity or in a financially and functionally independent organisational unit thereof; and by natural persons who exercise, also *de facto*, powers of management and control in the Entity (“Senior Managers”);
- b. natural persons subject to the management or supervision of one of the persons indicated above (“Subordinate Persons”).

The Entity is not liable if the persons indicated above have acted in the exclusive interest of themselves or third parties (Article 5).

In order to establish the Entity’s liability, it is also necessary to ascertain its organisational fault, meaning the failure to adopt measures capable of preventing the commission of the Offences specifically referred to in the Decree by the individuals listed in points a) and b) above.

The Entity’s administrative liability is therefore additional to and distinct from that of the individual and is subject to independent assessment in the same proceedings against the individual charged with the predicate offence, before the criminal court. Moreover, the Entity’s liability remains even if the individual who committed the offence is not identified or cannot be held liable, or if the offence is extinguished for a reason other than amnesty (Article 8).

The Entity may also be held liable if the predicate offence is attempted (Article 26), meaning that the perpetrator carries out actions clearly aimed at committing the offence but the act is not completed or the event does not occur.

Italian Legislative Decree No. 231/2001 provides for specific penalties for Entities found liable for an administrative offence resulting from an offence (Articles 9 *et seq.*), which fall into four categories: financial penalties, disqualification penalties, confiscation of the price or proceeds of the offence and publication of the conviction. In particular:

- the financial penalty, calculated in quotas, is always applied;
- the disqualification penalty may apply only with respect to offences for which it is expressly envisaged;
- confiscation of the price or proceeds of the offence is always ordered upon conviction;
- publication of the conviction may be ordered where a disqualification penalty is imposed on the Entity.

Italian Legislative Decree No. 231/2001 identifies the grounds for the Entity’s exemption from liability depending on whether the predicate offence was committed by a Senior Manager or a Subordinate Person (Articles 6 and 7). Specifically, if the predicate offence is committed by a Senior Manager, the Entity must demonstrate the following in order to be exempt from liability:

- 1) the adoption and effective implementation of an organisational model capable of preventing the unlawful conduct committed;
- 2) the establishment of the so-called Supervisory Body;
- 3) the Supervisory Body's actual performance of its tasks and duties;
- 4) the Senior Manager's fraudulent circumvention of the organisational model.

If, on the other hand, the predicate offence is committed by a Subordinate Person, the breach of management and supervisory obligations is deemed excluded if prior to the offence the Entity adopted and effectively implemented a model capable of preventing offences of the type that occurred.

Pursuant to Article 4 of Italian Legislative Decree No. 231/2001, an Entity with its head office in Italy may be held liable before an Italian criminal court for an administrative offence resulting from Offences committed abroad in the cases and under the conditions set out in Articles 7 to 10 of the Italian Criminal Code provided that the State where the offence was committed does not prosecute the Entity.

2. *Guidelines drawn up by trade associations*

At the express instruction of the Legislator, models may be adopted based on codes of conduct drawn up by representative trade associations and communicated to the Italian Ministry of Justice, which, in agreement with the relevant ministries, may submit observations on the adequacy of the models for preventing the Offences within 30 days.

In preparing and updating this Model, CDP Reti drew on the Guidelines for the development of organisation, management and control models under Italian Legislative Decree No. 231/2001 issued by Confindustria, the ABI Guidelines as well as the most significant best practices regarding occupational health and safety and environmental protection.

Lastly, in preparing and updating this 231 Model, CDP Reti also took into account the main case law on the administrative liability of Entities.

3. *The Organisation, Management and Control Model of CDP Reti S.p.A.*

3.1. CDP Reti S.p.A.

CDP Reti S.p.A. is an investment company subject to the direction and coordination of Cassa Depositi e Prestiti S.p.A., established in October 2012 and subsequently transformed in May 2014 from a limited liability company into a joint-stock company.

The Company's corporate purpose is to directly and/or indirectly hold and manage its equity investments in Snam S.p.A. ("Snam"), Italgas S.p.A. ("Italgas") and Terna S.p.A. ("Terna"), as a long-term investor, with the objective of supporting the development of transport, dispatching, regasification, storage and distribution infrastructures for natural gas, as well as energy transmission.

In fact, in light of the provisions set out in the Decree of the President of the Council of Ministers of 25 May 2012 (DPCM), which defined the terms and conditions of the ownership separation of Snam from ENI S.p.A., CDP Reti acquired an equity investment in Snam from ENI S.p.A. Subsequently, in 2014, with the aim of making the equity investments in infrastructure networks of strategic national interest part of the assets of a single entity and as part of the operation to open CDP Reti's share capital to third-party investors, the entire shareholding held by CDP in Terna was contributed to CDP Reti. The contribution of this equity investment enabled CDP Reti to assume the role of sub-holding of the CDP Group in the energy infrastructure sector. In 2016, following the partial and proportional demerger of Snam, shares in Italgas were allocated to CDP Reti. In 2017, CDP Gas S.r.l., already a shareholder of Italgas, was merged by incorporation into CDP, to which the Italgas shares held by CDP Gas S.r.l. were transferred, which then transferred them to CDP Reti, thereby increasing the equity investment already held by the latter in Italgas. CDP Reti prepares consolidated financial statements.

The Company may also carry out all movable, immovable, commercial, industrial and financial transactions that are useful and/or appropriate provided that they are instrumental to achieving its corporate purpose.

3.2. Governance model of CDP Reti S.p.A.

The share capital of CDP Reti is divided into special shares with no nominal value, split into Class A, B and C Shares, which grant their holders the same administrative and economic rights, except as provided for by specific provisions of the Articles of Association, and which may be converted into ordinary shares in the cases provided for therein.

The shares are distributed as follows:

- Cassa Depositi e Prestiti S.p.A. (holding **59.1%** of the shares of CDP RETI), shareholder holding all the Class A Shares issued by the Company;
- State Grid Europe Limited (holding **35.0%** of the shares of CDP RETI), shareholder holding all the Class B Shares issued by the Company.

While Class C Shares may be subscribed and held only by entities meeting the following requirements: bank foundations, private pension and social security funds, insurance companies, pension funds and insurance funds having their registered office in the territory of the Italian Republic. In order to regulate their respective rights and obligations, CDP and State Grid Europe Limited entered into a shareholders' agreement registered with the Companies' Register offices of Rome and Milan.

With a view to ensuring appropriate corporate governance arrangements, decision-making processes and an adequate organisational structure over time, CDP Reti has adopted a “traditional” governance model in accordance with the Italian Civil Code.

The Shareholders’ Meeting has the powers established by the Italian Civil Code and exercises them according to the provisions of the law and the Articles of Association.

The Company is managed by a Board of Directors (hereinafter for brevity the “BoD”) composed of five members appointed by the Shareholders’ Meeting in accordance with applicable regulations and in compliance with the principles of equal access to company bodies for the less represented gender. The directors may be reappointed and remain in office for three financial years unless otherwise resolved by the Shareholders’ Meeting, expiring on the date of the meeting called to approve the financial statements for the last year of their term.

The Chairman of the Board of Directors is appointed by the Shareholders’ Meeting from among the directors designated by the holders of Class A Shares.

As Management Body, the BoD holds all powers for the ordinary and extraordinary management of the Company, with express authority to carry out all acts deemed appropriate for achieving the corporate purpose, excepting only those reserved by law and the Company’s Articles of Association to the Shareholders’ Meeting. It may appoint a Chief Executive Officer from among its members other than the Chairman, such CEO being selected from among the directors elected from the list submitted by the holders of Class A Shares, to whom it may delegate its powers within the limits of the law and the Articles of Association. Upon proposal of the Chief Executive Officer, the BoD may appoint a General Manager and determine their powers.

After obtaining the mandatory opinion of the Board of Statutory Auditors, the Board of Directors also appoints, for a period of no less than the term of office of the Board itself and not exceeding six financial years, the Manager in charge with preparing the Company’s financial reports to perform the duties assigned to the same by Art. 154-*bis* of Italian Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Financial Intermediation Provisions).

The Chief Executive Officer, among other things, ensures that the organisational, administrative and accounting structure is adequate to the nature and size of the company, on the basis of the powers granted thereto for the ordinary and extraordinary management of the Company.

The representation of the Company is vested in the Chairman of the BoD and may be granted to the Chief Executive Officer at the moment of appointment as part of the powers assigned to them, as well as to other members of the BoD for specific acts or categories of acts. The Chairman of the Board of Directors and, within the scope of the powers assigned to them, the Chief Executive Officer may appoint general managers and attorneys for specific acts or categories of acts, including persons external to the Company where necessary, defining their duties, powers and responsibilities in compliance with legal limits.

The Board of Statutory Auditors consists of three standing auditors and two alternate auditors, who remain in office for three financial years, expiring on the date of the Shareholders’ Meeting called to approve the financial statements for the last year of their term, and may be reappointed. The Shareholders’ Meeting appoints the statutory auditors in accordance with the applicable legal provisions and in compliance with the regulations in force on equal access to company bodies for the less represented gender and on the basis of the provisions of the Company’s Articles of Association.

Accounting control and auditing are carried out by independent auditors pursuant to the law.

3.3. Organizational structure of CDP Reti S.p.A.

CDP Reti is equipped with an organisational structure aimed at pursuing its complex mission, ensuring operational efficiency and effectiveness, managerial and accounting transparency, adequate management of risks and full compliance with the applicable regulatory framework.

In this sense, the Company:

- adopted the Group Code of Ethics (hereinafter for brevity the “Code of Ethics”), which defines the ethical principles, core values, models and rules of conduct recognised, accepted and shared in the day-to-day work at all levels of CDP Reti’s organisational structure. The values of the Code of Ethics are binding on anyone working for CDP Reti, regardless of the nature of their relationship and the type of activities performed, and it forms an integral part of the Organisation, Management and Control Model adopted pursuant to Italian Legislative Decree no. 231/2001;
- adopted the Group regulations, which include the rules that CDP – as the Parent Company – issues in exercising its functions of direction, coordination and control, in order to govern the activities considered relevant – on the basis of the “General Principles on exercising management and coordination activities” – and in compliance with applicable regulations and/or regulations on risk management;
- adopted a detailed internal regulation (company organisational chart, regulations, procedures, operating instructions, service orders and service notices, etc.) aimed at regulating the various company activities and the related information flows;
- adopted a composite system of powers of attorney and delegated powers, aimed at ensuring efficiency, segregation and fairness in the performance of the Company’s decision-making and representation activities;
- adopted an integrated risk management system, including risks relating to compliance, divided into three levels, in line with sector regulations and applicable best practices: the first-level controls carried out by the operating structures, the second-level controls carried out by the functions of the Parent Company, based on the relevant service agreements (which ensure the monitoring of the overall risk profile, defining methods and monitoring exposures to the various types of risks) and the third-level controls carried out by the Internal Audit Department, outsourced to CDP, on the completeness, adequacy, functionality and reliability of the overall internal control system, pursuing the continuous improvement of its effectiveness and efficiency;
- adopted Management Systems compliant with the requirements of UNI ISO 45001:2018 (Occupational Health and Safety), UNI EN ISO 14001:2015 (Environment) for all company activities. Indeed, the Company, aware of its role and responsibilities in the economic and social community, has made the protection of health and safety in the workplace and the environment a cornerstone of its corporate culture and a fundamental objective in the context of its activities and relations with Stakeholders.

The entire organisational structure described above is communicated to all individuals having an employment relationship with the Company through access to the company intranet, thereby becoming

binding on each of them. Below is an analysis of the various components of CDP Reti's overall organisational structure.

3.3.1. The organisational system

CDP Reti has adopted an organisational structure consistent with its company activities, designed to ensure a clear and systematic allocation of tasks and appropriate segregation of duties, in order to pursue its complex mission while ensuring operational effectiveness, transparency in management and accounting and full compliance with the applicable regulatory framework. Specifically, for certain areas the Company relies on the operational support of the Parent Company and other Group Companies on the basis of contractual agreements that provide the Company with all the expertise and services necessary for the proper performance of its activities and which provide for:

- the formal definition of the obligations and responsibilities of the principal (CDP Reti) and agent company;
- clear identification of the operational areas covered by the services to be provided to CDP Reti;
- the inclusion of specific clauses under which the companies undertake to strictly comply with their respective Organisation, Management and Control Models adopted pursuant to the Decree, which the parties declare they are fully aware of and accept.

Specifically, CDP Reti has adopted a Function Chart that, in accordance with the directives and guidelines of Top Management, is the tool that the Company uses to define:

- its internal organisational model;
- the set of roles, powers and related responsibilities assigned to the different entities that it uses for the achievement of its objectives.

The Company also ensures the ongoing updating and alignment between the system of powers and the organisational and management responsibilities defined for instance during revisions of the Company's macro-organisational structure, significant changes in responsibilities and key personnel turnover, the departure of individuals with corporate powers or the arrival of new individuals requiring such powers.

As regards, in particular, the organisational structure adopted by CDP Reti, reference is made to the company Organisational Chart in effect.

3.3.2. The regulatory system

The Company's regulatory framework comprises the set of rules governing CDP Reti's operations for the effective and efficient achievement of its strategic, operational and proper financial reporting objectives, consistent with the Articles of Association and applicable external regulations.

Specifically, the regulatory framework consists of Group-and Company-level regulatory sources.

The regulatory sources of CDP Reti include the rules that CDP – as the Parent Company – issues in exercising its functions of direction, coordination and control, in order to govern the activities considered relevant at the Group level – on the basis of the “General Principles on exercising management and

coordination activities” – and in compliance with applicable regulations and/or regulations on risk management.

Group regulations are divided into three levels of regulatory sources, as illustrated in the table below.

LEVEL	DOCUMENT TYPE
FIRST LEVEL	General principles on exercising management and coordination activities
SECOND LEVEL	Group Policy
THIRD LEVEL	Group Processes and Operating Instructions

Company-level regulatory sources, beginning with the Articles of Association – which among other things define the Company’s corporate purpose, governance model and the main rules on the organisation and functioning of its corporate bodies – are structured in a hierarchy of five levels, as illustrated in the table below:

LEVEL	DOCUMENT TYPE
FIRST LEVEL	the Code of Ethics and Model 231
SECOND LEVEL	Corporate Function Chart
THIRD LEVEL	General Policies and Sector Policies
FOURTH LEVEL	Regulations
FIFTH LEVEL	Procedures

The structure of the regulatory system ensures a hierarchy that guarantees consistency between lower-level tools and the principles and guidelines expressed at higher levels, as well as the integration of control principles within process-related regulatory documents, as set out in compliance and governance models and more generally in the relevant framework documents mentioned above. In addition, Group regulations, whether Group Policy or Group process and operating instructions, may become part of it, where expressly indicated, (i) both directly, considering them as Corporate Regulations, through Service Orders, and ensuring consistency with other corporate regulations in force, (ii) and through the internal implementation of the related contents.

3.3.3. *The system of powers*

The system of powers provides that the BoD, the Chairman of the BoD and the Chief Executive Officer, each within the scope of their respective purviews, may grant powers through internal delegation or through notarial powers of attorney.

Specifically:

- the BoD (i) may appoint attorneys-in-fact, agents and general representatives for specific actions or categories of actions, specifying their respective powers (Article 21 of the Articles of Association); (ii) grants powers to the Chief Executive Officer with a specific resolution;

- within the limits of the management powers assigned, the Chief Executive Officer of CDP Reti may wholly or partially sub-delegate such powers for the performance of specific actions or categories of actions to Company Employees (Article 21 of the Articles of Association).

In all cases, the powers subject to delegation or notarised powers of attorney are always:

- assigned and updated according to the organisational role, content and nature of the activities performed;
- assigned in compliance with the organisational hierarchy (the person with hierarchical authority holds all the powers of their subordinates);
- exercised within the areas of responsibility of the organisational units (as defined in the Corporate Function Chart) and in accordance with the applicable Company and Group regulations;
- exercised consistently with the responsibilities assigned and in compliance with the Code of Ethics and 231 Model.

CDP Reti's power of representation lies with both the Chairman and the Chief Executive Officer (Article 21 of the Articles of Association).

However, Article 39 of Italian Legislative Decree No. 231/2001 stipulates that if the legal representative of an entity is charged with the predicate offence giving rise to the entity's administrative liability, they may not represent it in such proceedings, as this would constitute a conflict of interest. To address this potential conflict of interest, the Chief Executive Officer appoints a Company representative authorised to appoint CDP Reti's defence counsel, granting them the necessary powers by notarised power of attorney, without prejudice to the BoD's general power to resolve on the appointment of the entity's defence counsel if required.

3.4. CDP Reti S.p.A.'s internal control and risk management system

The 231 Model is part of the internal control and risk management system adopted by the Company. Indeed, this 231 Model aims to identify the relevant activities where there is a theoretical, potential risk of committing predicate offences, and to define the safeguards and principles of the internal control system designed to prevent the commission of said Offences, thereby becoming an integrated part of the broader internal control system.

Therefore, in order for the 231 Model to be effective, all preparatory activities to ensure its operation, observance, updating and adequacy must be carried out in an integrated manner within the broader internal control system.

3.4.1. Key compliance and risk management models

CDP Reti has developed an internal control system consisting of a set of controls, rules, functions, structures, resources, processes and procedures aimed at identifying, measuring or assessing, monitoring, preventing or mitigating, and communicating in a timely manner to the appropriate levels all the risks taken or that may be taken by the various operating segments within which it conducts its business, as well as ensuring compliance with the relevant regulations, compliance with corporate strategies (including sustainability strategies) and the achievement of the objectives set by Management.

Therefore, the internal control system aims to ensure, in compliance with a sound and prudent management approach, the achievement of the following goals:

- to verify the implementation of corporate strategies and policies;
- to monitor that all risks are within the acceptable limits indicated in the reference framework for determining the Company's risk appetite;
- to safeguard the value of assets and to protect against losses;
- to guarantee the effectiveness and efficiency of corporate processes;
- to ensure the reliability and security of corporate information and of IT procedures;
- to prevent the risk that the Company is involved, even involuntarily, in unlawful activities;
- to ensure the compliance of operations with law and regulations, as well as with internal policies, regulations and procedures in force from time to time.

The internal control system has been devised on three levels of control and is based on current industry laws and regulations and applicable best practices, including the recommendations issued by the reference international organisation for the internal auditing profession such as the Institute of Internal Auditors (IIA).

First-level controls (or line controls) are conducted by operational, administrative and business structures (so-called "First-level control functions"). These controls are built into organisational procedures and are designed to ensure that operations are carried out correctly, within the assigned risk limits and objectives.

Second level controls (risk management controls) are carried out by separate Organisational Units and are designed to contribute to the definition of the risk measurement methodologies, verify that the operational limits set for the various departments are respected, verify that operational activities and results achieved by production units comply with their allocated risk objectives and performance targets, and to ensure that the risk governance policies are properly implemented and that the activities and internal rules comply with applicable laws and regulations. The functions responsible for such controls (so-called "second-level control functions") include, for example, the Parent Company's functions – operating in favour of CDP Reti under a specific service agreement – of risk control (risk management), including operational and ICT risk control, and regulatory compliance (compliance). Moreover, the Manager in charge with preparing the Company's financial reports is assigned specific control tasks under applicable law, including verifying the adequacy and effective operation of internal administrative and accounting procedures carried out through the support of the relevant CDP functions.

Third-level controls are performed by Internal Audit (so-called "Third-level control function"), which is an independent and objective function that seeks to continuously improve the effectiveness and efficiency of the Company's governance, risk management and control processes through professional and systematic oversight.² Internal Audit prepares an annual audit plan that defines the activities to be performed and the objectives to be pursued, according to a risk-relationship logic aimed at determining the priorities of intervention based on the level of risk identified for each corporate process and also on the basis of discussions with other corporate control functions. The plan incorporates any guidance from

² Note that the CDP Reti Internal Audit Function is outsourced to Cassa Depositi e Prestiti S.p.A. and operates under a specific service agreement.

the Chairman of the BoD, the Chief Executive Officer and other Corporate Bodies and is approved by the Board of Directors after review by the Board of Statutory Auditors. The annual audit plan is also shared with the Supervisory Body so that it can provide any input and assess integration with its own annual Plan.

Through the performance of its activities, the Internal Audit function evaluates the regular functioning of processes, the safeguarding of corporate assets, the reliability and integrity of accounting and management information, as well as compliance with applicable internal and external regulations in force (including the Code of Ethics) and management guidelines. Additionally, the function brings to the attention of the Management, the Board of Statutory Auditors, the Supervisory Body and BoD the results of the audits and possible improvements applicable to the internal control system, with particular emphasis on risk management policies, risk measurement tools and various corporate procedures. It also promotes a culture of sound risk and control management at the Company.

In addition, at least every six months and after review by the Board of Statutory Auditors and the Supervisory Body, this function provides information to the BoD on the progress and outcomes of the activities set out in the plan, the main deficiencies identified and the progress made on the corrective actions identified, highlighting any risks that have not been adequately mitigated in relation to the failed or ineffective removal of the anomalies found in its audits. Each year it provides an independent, objective assessment of the completeness, adequacy, functionality (in terms of effectiveness and efficiency) and reliability of CDP Reti's overall internal control system.

Internal Audit and Second-level control functions cooperate to share the different perspectives on risks and controls in order to provide the Corporate Bodies with a representation as accurate as possible of the overall level of risk, coordinate annual activity plans and exchange information on critical issues, inefficiencies, weaknesses or irregularities identified in their respective control activities. Cooperation between these functions is intended to develop synergies and avoid overlaps, while ensuring adequate coverage of control objectives.

Beyond the roles and responsibilities of the corporate functions described above, the ultimate responsibility for the completeness, adequacy, functionality (in terms of effectiveness and efficiency) and reliability of the internal control system lies with the corporate bodies, each according to their respective duties.

As the body with strategic supervisory duties, the BoD defines and approves the internal control system guidelines, ensuring they are consistent with the established strategic directives and risk appetite, and capable of remaining in step with the evolution and interaction of Company risks. To mitigate operational and reputational risks and promote a proper risk and internal control culture, the BoD also adopts the Group Code of Ethics, an integral part of the 231 Model, and an instrument defining the principles of conduct to be followed in Company activities, which must be complied with by all Recipients of the Model. If deficiencies or anomalies are identified in the internal control system, it promptly promotes appropriate corrective measures and evaluates their effectiveness over time through follow-up procedures. Finally, the BoD ensures that the strategic plan (business plan), budgets and internal control system are consistent and integrated, also in light of the evolving internal and external conditions that CDP Reti operates in.

As the control body, the Board of Statutory Auditors is responsible for overseeing the completeness, adequacy, functionality and reliability of the internal control system, relying on internal Company structures and control functions to conduct and direct its audits and necessary assessments. To this end, it receives adequate periodic information flows or flows relating to specific Company situations or

trends from the other corporate bodies and control functions. Given the plurality of actors with control responsibilities, the Board of Statutory Auditors must verify the adequacy of all Company functions involved in the control system, ensure their proper performance of duties and adequate coordination and promote corrective actions to address deficiencies and irregularities found.

3.4.2. Financial and operational risk management systems

CDP Reti also benefits from the adoption of specific compliance and risk management and monitoring models designed to strengthen the effectiveness of the Company's internal control system, including with respect to the objectives of risk oversight under the Decree.

Set out below are the main compliance models and internal control and risk management systems that, as described above, inform CDP Reti's operations.

❖ Anti-Corruption management system

The Company operates on an ongoing basis and in full compliance with the provisions and guidelines issued by CDP on the Anti-Corruption management system, as it is subject to the direction and coordination of the Parent Company. For this purpose, the Company fully adopts and applies the control measures provided for by the Parent Company in this area, ensuring their strict compliance, as well as the Group Anti-Corruption Policy which, together with the values and principles of the Code of Ethics, provides a comprehensive and systematic overview of the Anti-Corruption tools adopted.

A key reputational factor for the Company is the ability to perform its institutional role with loyalty, fairness, transparency, honesty and integrity, and in compliance with laws, regulations, mandatory regulations, international standards and guidelines, both domestic and international, that apply to the business of CDP Reti.

In accordance with the principle of "zero tolerance" and promoting the principles of integrity and transparency, the Company is committed to preventing and countering any form of "corrupt behaviour".

❖ Risk management and internal control systems in the financial reporting process

The internal control system overseeing corporate reporting is structured – even at the Group level – to ensure the reliability, accuracy, dependability and timeliness of corporate information related to Financial Reporting.

The information in question consists of sets of data and information contained in the periodic accounting documents required by law - annual financial report and half-yearly financial report, also consolidated - as well as any other document or external communication having an accounting content, such as press releases and prospectuses prepared for specific transactions, which constitute the subject of the certification required by article 154-bis of the Italian Consolidated Law on Finance (TUF).

At CDP Reti, as an issuer (debt securities listed on a regulated market) with Italy as its home Member State, subject to the mandatory opinion of the Board of Statutory Auditors, the Board of Directors appoints the Manager in charge with preparing the Company's financial reports to perform the duties assigned to them by Article 154-bis of the Consolidated Law on Finance, identifying a person possessing the required integrity, professionalism and expertise for this purpose.

The Company's control system is structured to comply with the model adopted in the CoSO Report,³ an international reference model for the establishment, update, analysis and assessment of the internal control system.

In line with the adopted model, the controls are monitored on a periodic basis in order to assess their operational effectiveness and efficiency over time.

The internal control system relating to financial reporting has been structured and applied according to a risk-based approach, in relation to the potential impacts on financial reporting.

At the methodological level, CDP RETI follows the CDP Group Policy that defines the methodological framework and operational instruments that the Parent Company CDP and the subsidiaries are required to comply with for the application of Italian Law no. 262/2005, for the purposes of both individual and consolidated company reporting.

The control model is based on an initial company-wide analysis of the control system in order to verify that the environment is, generally speaking, organised to reduce the risk of error or improper conduct with regard to the disclosure of accounting and financial information.

At the process level, the approach consists of an assessment phase to identify specific potential risks which, if the risk event were to occur, could prevent the rapid and accurate identification, measurement, processing and representation of corporate events in the accounts. This process involves the development of risk and control association matrices that are used to analyse processes on the basis of their risk profiles and the associated control activities.

Monitoring the effective operation of the control system is another key component of the CoSO Report framework. This activity is carried out on a regular basis, addressing the periods covered by the reporting.

Based on the potential risk identified and taking into account the results of the overall assessment of the control, the "residual risk" is obtained, which represents the qualitative measurement of the risk that the Company is exposed to in relation to the actual implementation of the controls identified.

A corrective action plan is defined if any anomalies are detected.

To enable the Financial Reporting Manager and the delegated administrative bodies of the CDP RETI Group to issue the certification referred to in Article 154-bis of the Consolidated Law on Finance, an intra-group "cascade" certification system has been established regarding the data and information provided for the preparation of the consolidated financial statements of the CDP RETI Group.

Since the internal control system defined at the CDP Group level to comply with Italian Law 262/2005 also places particular attention on managing information systems used to support the administrative-accounting processes, the Parent Company CDP maps and tests the IT General Controls by preparing a matrix of the ITGC controls based on the COBIT 5 framework.

The control system envisaged by the matrix considers three levels of check: Entity, Application and Infrastructure.

³ Committee of Sponsoring Organizations of the Treadway Commission.

Within the CDP Group, the Board of Directors and Board of Statutory Auditors of each company are periodically informed of assessments of the internal control system and on the results of controls carried out, in addition to any shortfalls emerging and the initiatives taken for their resolution.

❖ **Antitrust**

CDP Reti conducts its business in the market in compliance with competition law and consumer protection regulations, fully respecting the principles of legality and integrity.

The Company has adopted a Policy from the Parent Company that sets out principles of conduct and controls to mitigate the risk of committing potential antitrust violations.

Like the Coordinated Companies, CDP Reti adopted an Antitrust Manual that outlines and details the principles contained in both domestic and EU antitrust laws applicable to the Company's conduct and in the Consumer Code (Italian Legislative Decree no. 206 of 6 September 2005, as amended), with the aim of promoting awareness and understanding of the risks related to violating applicable regulations. The Manual also provides a description of the main prohibitions and guidance on how to handle risky situations.

❖ **Transactions with Related Parties**

Although not legally required to adopt regulations on Related Parties, in response to a suggestion of the Internal Audit department and in light of the regulations adopted by the Parent Company, CDP Reti voluntarily adopted a Regulation governing transactions with Related Parties (hereinafter the "Regulation") drawing inspiration – where compatible with CDP Reti's nature, governance and objectives – from the Consob Regulation on the matter for listed companies (Resolution no. 17221 of 12 March 2010, as amended).

The rules governing Related-Party transactions aim to ensure transparency and substantive and procedural propriety of transactions to protect non-controlling shareholders and provide greater safeguards for the market.

In this context, among other things CDP Reti's internal Regulation defines the criteria and procedures for identifying the Company's Related Parties, as well as the quantitative criteria for identifying transactions of "greater significance" or of "lesser significance". This Regulation also sets out procedures for reviewing and approving Related-Party transactions, and the information flows relating to such transactions.

❖ **Integrated Environment, Health and Safety Management System**

Aware of its role and responsibilities within the economic and social community, CDP Reti considers the protection of the Environment and Workplace Health and Safety, not to mention the energy performance of its facilities, to be core elements of its culture and key objectives within its activities and dealings with Stakeholders. To this end, CDP has chosen to adopt an Integrated Management System at its sites that complies respectively with the UNI EN ISO 14001:2015 and UNI EN ISO 45001:2018 (as updated in 2024 with the inclusion of section A1:2024).

This Management System – which defines requirements and provides clear behavioural guidelines for all employees working at the registered office of the Company – is adopted appropriately according to the context CDP Reti operates in and Stakeholder expectations, applying the following principles:

- ensure that personnel are consciously involved in the implementation of the Management System;

- ensure staff awareness and training by spreading the concept that responsibility in the management of the Environment and of the Workplace Health and Safety concerns the entire company Organisation at all levels, each according to its tasks and responsibilities;
- commit to involving and consulting workers in the planning and monitoring of the Management System, including through their Workplace Health and Safety Representatives;
- ensure strict, continuous compliance with applicable binding regulations on the Environment and Workplace Health and Safety, as well as with requirements adopted voluntarily;
- prevent and mitigate the effects of occupational injuries, work-related illnesses and accidents;
- promote people's health in accordance with principles of social responsibility, in collaboration with Company Physicians and other relevant entities;
- optimise waste management, aiming to maximise recovery and minimise landfill disposal;
- work towards minimising environmental impacts (e.g. atmospheric emissions, impacts on water bodies, soil and subsoil, management of environmental emergencies, etc.);
- for all strategic and operational decisions, commit to adopting the best available and economically sustainable technologies, with a view to eliminating hazards, reducing risks and continuously improving performance related to the Environment and Workplace Health and Safety;
- regularly assess the adequacy and effectiveness of this Policy and the Integrated Management System to define and implement appropriate corrective and improvement actions where necessary;
- define improvement objectives in the areas of Environment and Workplace Health and Safety and related implementation plans, monitoring the achievement of the targets set;
- maintain open and transparent communication channels with Stakeholders to raise awareness of Environment, Health and Safety topics.

Note also that, with regard to negligent offences related to workplace health and safety under Article 25-*septies* of Italian Legislative Decree No. 231/2001, Article 30 of Italian Legislative Decree no. 81/08 (Consolidated Act on Occupational Health and Safety) establishes that in order to be considered as grounds for exemption, the 231 Model must include specific components, be adopted and effectively implemented and ensure that the company system includes internal procedures and provisions capable of guaranteeing compliance with all legal obligations set out in the said Consolidated Act on Occupational Health and Safety.

Lastly, pursuant to paragraph 5 of the aforementioned Article 30, the 231 Model is presumed to comply with the requirements of said Article in the corresponding parts where the company adopts a health and safety Management System compliant with ISO 45001 standards.

3.5. The structure of CDP Reti's Organisation, Management and Control Model

CDP Reti has developed a Model that reflects its specific organisational structure, aligns with its governance system and makes use of the existing control system and related monitoring bodies.

The Model therefore represents a consistent set of principles, rules and provisions that:

- impact CDP Reti's internal operations and how it interacts with the outside world;

- govern the diligent management of a control system for risky processes designed to prevent the commission or attempted commission of the Offences referred to in the Decree.

The Company's Model consists of this **General Section** – which sets out the Model's core principles – and the **Special Section** – which contains a series of sections outlining the associations between Relevant Activities, processes and the categories of offences applicable to CDP Reti. Specifically, the Special Section aims to define specific control standards that all Recipients of the Company's Model must follow to prevent the commission of predicate offences considered relevant to the Company in the context of the specific operations carried out and deemed “at risk”, as well as to ensure propriety and transparency in all operations.

The “Special Section” is further divided into four sections, namely:

- **Section 1 – “Relevant Activities and related Operational Activities”** listing the Relevant Activities, each accompanied by an illustrative description and the corresponding Operational Activities.
- **Section 2 – “Specific Control Standards”** listing the controls aimed at preventing the risk of committing Offences under the 231 Decree that are considered relevant for CDP. The Specific Control Standards may relate to one or more Relevant Activities and are designed to mitigate the risks of committing specific offences.
- **Section 3 – “Relevant Activities and Specific Control Standards – Process-Based Representation”**, which for each Company process mapped during the risk assessment provides an overview of the Relevant Activities and Specific Control Standards for each Process.
- **Section 4 – “Relevant Activities and Specific Control Standards – Offence-Based Representation”**, which for each Category of Offence under Italian Legislative Decree No. 231/2001 deemed relevant following the risk assessment identifies the corresponding Relevant Activities and associated Specific Control Standards.

The Model also includes the following documents:

- CDP Group **Code of Ethics**;
- **Predicate offences pursuant to Italian Legislative Decree no. 231/2001, (Annex 1 to the General Section)**, which provides a brief description of the administrative wrongdoings and offences whose commission determines, on the basis of the conditions laid down by the Decree, the onset of the administrative liability of the entity pursuant to and for the purposes of the aforementioned regulations;
- **Information flows to the Supervisory Body pursuant to Italian Legislative Decree no. 231/2001, (Annex 2 to the General Section)**, which provides, for each Relevant Activity provided for in the CDP Reti 231 Model, the information that must be transmitted, with the relative frequency, to the SB. In particular, the information flows that are required from the corporate structures have been defined, based on a separation of general/periodic flows and specific/event-based flows. See section 4 for more details on the information flows and the SB's monitoring.

3.5.1 The components of the 231 Model

The system of preventive controls defined by the Company has the following structure:

- sufficiently formalised organisational system, which highlights the tasks and responsibilities of each individual Organisational Unit;

- internal control system, characterised by the following general control principles, as the basis of the tools and methodologies used to structure the specific control principles present in the Special Section of the Model:
 - existence of formalised procedures, suitable for providing principles of conduct, which describe operating procedures for Relevant and Operational Activities;
 - segregation of duties between those executing, controlling and authorising;
 - existence of a formal, properly authorised system of delegations and powers of attorney;
 - traceability and ex-post ability to verify operations through documentary/IT media;
- system of ethical principles and rules of conduct set out in the Code of Ethics and aimed at preventing the Offences set out in the Decree that are considered relevant for CDP Reti;
- existence of manual and automatic safeguards to correct any material errors / operational irregularities;
- a remuneration and incentive system applying to all individuals working for the Company. This system sets reasonable objectives, also considers qualitative and behavioural aspects of the Recipients' conduct and is based on principles of fairness and moderation, performance, skills, medium/long-term economic and financial sustainability and ESG factors;
- communication, dissemination and training system for all Company personnel, concerning all the elements of the Model;
- Whistleblowing system adopted in accordance with Italian Legislative Decree no. 24/2023 (as described in section 5 "Whistleblowing" of this document);
- disciplinary system for punishing violations of the Model and the Code of Ethics.

These components constitute valid safeguards for all types of offences set forth in the Decree. For the Specific Control Standards, see the Special Section.

3.6. Purposes of the 231 Model

The Model was adopted in the belief that, beyond the provisions of the Decree which indicate it as an optional and non-mandatory element, it can be a valuable tool to raise awareness of all those working in the name and on behalf of CDP Reti, so that in carrying out their activities they may follow the correct conduct, such as to prevent the risk of committing the offences contemplated in the Decree.

Therefore, the Model aims to:

- prepare a structured and organic prevention, protection and control system aimed at reducing the risk of committing Offences related to corporate activities, with particular regard to the prevention of any illegal conduct;
- improve the Corporate Governance system;
- raise the awareness of all those working in the name and on behalf of CDP Reti in the areas of activities at risk that they may incur, in case of violation of the provisions contained therein, in an unlawful act punishable with criminal and administrative penalties, not only against him/her but also against the Company;

- inform all those who work for any reason in the name, on behalf or in any case in the interest of CDP Reti that violating the provisions contained in the Model will result in the application of appropriate penalties, including termination of the contractual relationship;
- reiterate that the Company does not tolerate unlawful conduct of any kind and with any purpose, since this (even if CDP Reti were apparently in a position to take advantage of it) is in any case contrary to the ethical principles with which the Company intends to comply;
- actively reprimand any conduct committed in violation of the Model by inflicting disciplinary penalties and/or relying on contractual remedies;
- consequently, allow exemption of the administrative liability of CDP Reti if offences are committed.

3.7. The process of constructing and updating CDP Reti's 231 Model

CDP Reti ensures the ongoing implementation and updating of the Model in accordance with the method outlined in the Confindustria Guidelines and relevant best practices taking into account regulatory updates, past operational experience (so-called "historical analysis" or "case histories") as well as changes in the Company's organisation and processes.

The risk areas relating to the management of intra-group relationships between the Parent Company and CDP Reti, as well as between the latter and other Group companies connected to it through specific service agreements, have also been considered.

Specifically, CDP Reti periodically identifies and verifies the processes exposed to the risk of the commission of the Offences set out in the Decree (so-called risk assessment) through the analysis of the Company context as well as the study of case histories. To this end, in accordance with Confindustria Guidelines the risk assessment also considers issues that have previously arisen in CDP Reti's operations.

The risk assessment also includes interviews with the Company's key functions (representatives of Top Management, support and business departments) during which a self-assessment of risks and the internal control system is carried out. Involving the Company's Senior Managers in updating the Model reflects its strong commitment to legality, propriety, ethics and integrity, and the increasing value of their application within CDP Reti. The outcome of this activity is set out in a document containing a map of Company processes, listing the Relevant/Operational Activities and the potentially relevant predicate Offences for CDP Reti and their methods of commission.

For all Relevant/Operational Activities, any indirect relationships – those CDP Reti has or may have through third parties – have also been examined. Note that the risk profiles associated with CDP Reti's activities are assessed also by reference to cases in which corporate officers cooperate with persons/entities outside the Company (known as "persons acting in concert") as well as when they set up with such persons an organisation that tends to be stable and with the purpose of committing an undetermined series of offences (known as "offences of association"). Furthermore, the analysis also looked at the possibility that the offences considered could be committed abroad, or using "transnational" means.

In summary, based on the possible risks of commission of the Offences, the Company:

- analyses the preventive control systems already existing for the Relevant/Operational Activities (organisational system, authorisation system, management control system, document monitoring

and control system, procedures, etc.) to assess their effectiveness in mitigating the risk of committing an offence (as-is analysis);

- identifies areas in the control system to be updated and/or reinforced (gap analysis);
- defines the corresponding corrective actions to be taken (implementation plan);
- ensures consistent application of the behavioural principles and procedural rules set out in the Model and verifies the actual adequacy and operation of the control mechanisms, continuously monitoring compliance with the Model.

3.8. The most relevant Offences

In light of CDP Reti's specific operations, the following offences have been identified as most relevant, and are therefore subject to specific discussion in the Special Section of the Model: the offences under Articles 24 and 25 (offences against the Public Administration), 24-*bis* (cyber crimes), 24-*ter* (organised crime, including international crime under Italian Law no. 146/2006), 25-*bis*.1 (offences against industry and commerce), 25-*ter* (corporate crimes), 25-*quater* (crimes for terrorism or subversion of the democratic order), 25-*quinquies* (crimes against individual persons, limited to Article 603-*bis* of the Italian Criminal Code "Unlawful intermediation and labour exploitation"), 25-*sexies* (market abuse), 25-*septies* (manslaughter or serious or very serious injuries resulting from breach of occupational health and safety regulations), 25-*octies* (receiving, laundering and use of money, goods or benefits of illicit origin and self-laundering), 25-*octies*.1 (crimes related to non-cash payment instruments and fraudulent transfer of assets), 25-*novies* (copyright infringement), 25-*decies* (inducing others not to make statements or to make false statements to judicial authorities), 25-*undecies* (environmental offences), 25-*duodecies* (employment of third-country nationals with undocumented residence status), 25-*quinquiesdecies* (tax crimes), 25-*septiesdecies* (offences against cultural heritage) and 25-*duodevicies* (laundering of cultural assets and devastation and looting of cultural and landscape assets) of the Decree. The conduct and preventive control principles described in the Code of Ethics and the Special Section apply to these categories of offences.

With regard to offences of corruption against the Public Administration and private parties, to strengthen the general principles of conduct and control safeguards adopted in the Relevant Activities, as noted above the Company has also adopted the Anti-Corruption Group Policy.

3.9. Irrelevant Offences

With regard to the Offences under Articles 25-*bis* (counterfeiting of currency, legal tender, revenue stamps, and instruments or identification marks), 25-*quater*.1 (female genital mutilation), 25-*terdecies* (racism and xenophobia), 25-*quaterdecies* (fraud in sports competitions, illegal gaming or betting, and gambling using prohibited machines), 25-*sexiesdecies* (smuggling), 25-*undevicies* (offences against animals), the outcome of the risk assessment concluded that their commission is not considered relevant with respect to the Company's activities. In any case, the associated risk is adequately mitigated through the general principles of conduct outlined in the Code of Ethics.

3.10. Recipients of the Model

The following are Recipients of this Model and are, as such, required to know and comply with said Model within the context of their specific duties and tasks:

- the members of the BoD (hereinafter also the “Directors”), and in any case those who perform functions of representation, management, administration, direction or control of CDP Reti or of one of its organisational units with financial and operational autonomy, including in a de facto manner;
- the members of the Board of Statutory Auditors (hereinafter also the “Statutory Auditors”);
- Employees and Associates with whom contracts have been signed, on any basis whatsoever, including occasional and/or temporary contracts.

Additionally, the Recipients of the Model – and therefore those bound to observe the full set of principles, requirements and behavioural rules valued by CDP Reti in the conduct of its business (specifically the Code of Ethics, which is an integral part of the Model) – also include external parties who carry out activities in collaboration with CDP Reti in its name and/or on its behalf, and who must be considered as subject to the direction or supervision of one of the individuals in a senior position. This category includes but is not limited to:

- institutional and/or purpose-driven Partners (companies with stable business agreements, financial partners, etc.);
- Suppliers;
- Consultants.

3.11. Adoption of organisational models within the CDP Group

In performing its management and coordination pursuant to Article 2497 of the Italian Civil Code, and while respecting the organisational, managerial and operational autonomy of Group Companies, CDP issued the “Guidelines for the Preparation and Updating of the 231 Model of the CDP Group” Policy, promoting the adoption and implementation of Models by its Subsidiaries, taking into account the specific risk profiles related to their actual operations, with the following objectives:

- ensure proper conduct in compliance with laws, sector-specific regulations and the principles set out in the Anti-Corruption Group Policy and the Group Code of Ethics adopted by the Company;
- raise awareness among everyone operating within the Group that unlawful conduct may lead to the application of criminal and administrative sanctions, seriously damaging the assets, operations and reputation not only of the Company directly involved, but also of CDP and the other Group Companies.

In exercising their autonomy, the individual Coordinated Companies are directly and exclusively responsible for the adoption and implementation of their respective Model, complying with the provisions of Articles 6 and 7 of the Decree and the requirements set out below.

The adoption of the Model is resolved upon by the respective BoD, bearing in mind the interest of the individual Company as a controlled entity within a more complex Group.

In adopting its Model, the BoDs of the individual Coordinated Companies identify their SB. These Supervisory Bodies are exclusively responsible for the supervision of the functioning, observance and

updating of the Model of the relevant Company and report the outcomes to the latter's Board of Directors and control body.

Without prejudice to the autonomy of each of the Supervisory Bodies established within the Coordinated Companies, their coordination is however ensured by a dialogue between them through the scheduling of any meetings, the circulation and mutual sharing of information useful for the best prevention of risks related to the Group's operations, as well as the assessment of the performed activities and the implementation of the adopted Models.

4. Supervisory Body pursuant to Italian Legislative Decree no. 231/2001

Italian Legislative Decree No. 231/2001 provides for an exemption from liability if the Entity has, inter alia, adopted organisation, management and control models to prevent the Offences and has entrusted the task of monitoring and updating this Model to a Supervisory Body with autonomous powers of initiative and control.

In compliance with the provisions of Art. 6 paragraph 4-*bis*, of the Decree, the BoD of CDP Reti has entrusted the functions of the Supervisory Body to the Board of Statutory Auditors.

The functioning of the Body is established in the specific Regulation that it adopts, and among other things must envisage:

- that the contents and decisions of SB meetings are recorded in the minutes;
- the scheduling of the activities of the SB, organising at least quarterly meetings, whenever deemed appropriate by the Chairman, or if requested by the other two members, or, in general, when this is necessary for the effective performance of its tasks.

4.1. Requirements of the Supervisory Body

In order that it may carry out the activities on the basis of the provisions contained in Articles 6 and 7 of the Decree and in compliance with the provisions of Confindustria Guidelines and relevant case law, CDP Reti's Supervisory Body is required to meet the following requirements, which refer to the Body as such and characterise its action:

- autonomy and independence: these requirements are fundamental as the SB is not directly involved in the management and operational activities that constitute the object of its control activity. These can be preserved by ensuring that the Body has a hierarchical independence, to the highest extent possible, and a board structure, reporting to the Company's Top Management;
- integrity and no conflicts of interest;
- professional expertise, meaning a set of tools and techniques necessary to carry out the assigned activity;
- continuity of action. In fact, the Body must:
 - constantly monitor the operation of and compliance with the Model by exercising its investigative powers;
 - have an adequate budget for monitoring activities.

4.2. Composition, term of office, revocation and replacement of members of the SB

CDP Reti has assigned the functions of the Supervisory Body to the Board of Statutory Auditors, a collegial body composed of three (3) standing auditors and two (2) alternate auditors, appointed by the Shareholders' Meeting. The Chairperson of the Board of Statutory Auditors also performs the functions of Chairperson of the SB.

As with the Board of Statutory Auditors, the members of the SB remain in office for three years and, in any case, until the appointment of their successors, and they are re-electable. They shall cease to hold office on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their term of office in the Board of Statutory Auditors. The termination of SB members due to expiry of their term is effective from the date the Board of Statutory Auditors has been reconstituted. The termination of the position of the members may also be caused by renunciation, lapsing or revocation. As far as causes of disqualification from office (and ineligibility) are concerned, see the regulations on the subject laid down for the Board of Statutory Auditors in Articles 2399 et seq. of the Italian Civil Code.

In the event of death, resignation or disqualification of a standing auditor – and therefore of a member of the SB – the alternate auditors shall take his/her place, in an order that ensures compliance with the provisions of law and regulations on gender balance.

The ongoing fulfilment of the integrity requirements by the members of the SB is periodically verified by the Board of Directors.

The person designated as Internal Audit Director of CDP or a person designated thereby may in any case attend SB meetings as an observer.

At the end of its mandate, the SB prepares a report for the BoD detailing the activities carried out over the three years of its mandate.

4.3. Functions and powers

CDP Reti's SB is responsible for checking and overseeing the adequacy of the Model, effective compliance with the Model and for ensuring that it is updated as necessary.

The duties, activities and operation of the Body are governed by specific Regulations approved by the same.

More particularly, the SB has the following tasks and duties:

- ensure that the Model is adequately and effectively tailored to the Company's corporate structure and can effectively prevent the Offences referred to in the Decree, proposing any updates to the Model where deemed necessary, particularly in light of changes in the Company's organisational structure and operations and/or legislative or regulatory changes as well as in the event of violations of the Model's provisions;
- monitor the periodic validity of the Model and associated procedures, taking any action and steps required to ensure its effectiveness, also in consultation with the relevant Company functions for this purpose;

- carry out checks and controls in Company departments/areas/organisational units that are deemed vulnerable to the potential risk of predicate offences, in accordance with the approved action plan or also by means of unscheduled checks and surprise callouts, in order to ascertain whether the activity in question is being conducted in conformity with the Model adopted;
- verify, by means of follow-up activities, that the proposed solutions have been implemented and actually work;
- assess acts carried out by Company officers with signatory authority through a suitable scheduling of interventions;
- periodically audit – with the support of the other competent functions – the existing system of powers, recommending changes in cases where the management authority and/or job title in question fails to correspond with the representation powers granted to the internal manager or to the sub-managers;
- define and supervise, in the context of implementing the Model, the information flow that facilitates the Supervisory Body to receive constant updates, from Company functions concerned, about activities that are deemed vulnerable to offence risk, and also determine – where deemed necessary – the other communication/reporting methods by which it shall be notified of any infringements of the Model;
- monitor the effective application of the Model and identify and register any conduct anomalies which may be revealed following the analysis of information flows and from reports received;
- in accordance with the Model, implement a flow of information to the relevant corporate bodies concerning the effectiveness and observance of the Model;
- promptly notify the BoD of any infringements of the Model's procedural or substantive provisions which could give rise to Offences under the Decree;
- promote personnel education and training by means of initiatives to disseminate knowledge and understanding of the Model, monitoring their implementation;
- ensure, by suitable monitoring, that the internal managers of areas vulnerable to offence risk are informed about the specific tasks and duties associated with supervision of the relevant area in order to prevent the commission of Offences pursuant to the Decree;
- report any violations of the Model to the relevant bodies for the adoption of any disciplinary measures, and monitor the outcomes of any disciplinary proceedings initiated;
- monitor the functioning of the system for the Management of Whistleblowing Reports, including through the receipt of the relevant information flows, with a view to monitoring (i) the adoption and activation of internal reporting channels, (ii) the establishment of internal procedures for receiving and handling Whistleblowing Reports, and (iii) the implementation of training and awareness activities related to Whistleblowing.

The Body is vested with the following powers to implement its compliance obligations as listed above:

- access to all Company documents and/or information relevant to the performance of its duties;
- use external consultants with proven expertise where necessary for the performance of its activities;
- require that function Managers promptly provide the information and data requested of them;

- directly interview Employees, Directors and members of the Company's Board of Statutory Auditors when necessary;
- request information from Consultants, Associates, Partners, Suppliers and auditors with respect to activities carried out on behalf of the Company.

In addition, as part of the budgeting process, the SB is given adequate financial, human and logistical resources to carry out its functions, consistent with reasonably achievable expected results. To ensure a more efficient and effective performance of the tasks and duties assigned, the Body makes use of the Supervisory Body Support Area of CDP by virtue of the relative Service Agreement (outsourcer).

The Body may also decide to delegate one or more specific tasks to its individual members, in accordance with their respective competences, subject to reporting obligations to the Body. This is without prejudice to the Body's collective responsibility, also in relation to the functions which it has delegated to individual members.

4.4. Information flows

4.4.1. Information flows towards the SB

The Supervisory Body must be promptly informed, by means of a specific internal communication system, regarding any acts, conduct, events or news that:

- can be considered relevant for the purposes of the Decree;
- may cause a violation or suspected violation of the Model such as to expose CDP Reti to the risk of offence (specific flows).

CDP Reti has implemented an information flow system that distinguishes between general/periodic flows (i.e. periodic information relating to the Company's management that may be relevant to the Body in the performance of its assigned duties) and specific/event-based flows (i.e. information of immediate interest to the SB regarding issues and/or anomalies and/or non-compliance in corporate processes, potential or actual violations of the Model or certain events that may be abstractly associated with categories of offence under the Decree).

The information flows to the SB implemented by CDP Reti are provided in Annex 2, which forms an integral part of the Model to which reference should be made.

For each Relevant Activity:

- the subject of the information flow was defined;
- the person(s) responsible for sending the information flow was identified;
- the frequency of transmission was defined.

The information flows, aimed at ensuring the correct functioning of the Model and facilitating the supervisory activity, are sent to the Body at the email address organismo.vigilanza@cdpreti.it.

Any information of any kind also coming from third parties and concerning actions, conduct or events that may be relevant for the implementation of the Model in Relevant Activities must be brought to the attention of the Supervisory Body.

The information or reports set forth in the Model are kept by the Supervisory Body in a special archive (electronic or paper).

For the management of information flows and related documentation, the SB relies on the Internal Audit Function of the Company, which operates in close coordination with CDP's Supervisory Body Support Area.

Lastly, please note that as part of the internal control and risk management system there is coordination between the SB and the various parties involved in the system (Financial Reporting Manager pursuant to Italian Law no. 262/2005, Employer pursuant to Italian Legislative Decree no. 81/2008, Internal Audit Officer); coordination is managed through periodic meetings and information flows.

4.4.2. Information flows by the SB

For matters under its responsibility, the SB of CDP Reti reports to the Board of Directors all the information it deems relevant pursuant to the Decree, as well as the proposals for modifying the Model to prevent the Offences.

The SB of CDP Reti may be called by the BoD at any time, through the Chairperson of the SB, to report on the functioning of the Model or on specific situations.

More specifically, the SB is required, in respect of the Board of Directors, to:

- promptly communicate any problems related to the activities, where relevant;
- report at least every six months on the completed activity and the implementation of the Model.

The SB may request to be called by the aforementioned body to report on the functioning of the Model or on specific situations. Minutes must be taken of any meetings with the BoD. A copy of these minutes will be kept by the SB.

The SB may, after assessing the individual circumstances:

- communicate the results of their assessments to the heads of the organisational units and/or of the processes if the activities reveal aspects that can be improved. In this case it will be necessary for the SB to obtain a corrective action plan from the managers of the processes, including an indication of the related timetable, for the implementation of the activities to be improved, as well as the outcome of such implementation;
- inform Top Management and Senior Managers of any conduct/action that is significantly out of line with the Model.

Furthermore, the SB of CDP Reti shall submit to the SB of CDP S.p.A.:

- copies of the periodic reports prepared for the Board of Directors of CDP Reti;
- information on any violations by one or more members of the Board of Directors of CDP Reti, for appropriate assessments regarding potential risk implications for the Parent Company.

5. Whistleblowing

Reports are managed by CDP Reti in compliance with regulatory requirements on Whistleblowing (Italian Legislative Decree no. 24 of 10 March 2023 and Directive (EU) 2019/1937) concerning the persons submitting Reports.

The reports concern information on violations consisting of:

1. administrative, accounting, civil or criminal offences (which do not concern the points 3, 4, 5 and 6 below);
2. unlawful conduct considered as relevant pursuant to Italian Legislative Decree No. 231 of 8 June 2001, or violations of the organisation, management and control models thereunder (which do not concern points 3, 4, 5 and 6 below);
3. offences falling within the scope of application of the European Union or national acts indicated in the annex to Italian Legislative Decree No. 24/2023 or of the national acts that implement the European Union acts relating to the following areas: public procurement contracts; financial services, products and 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; protection of privacy and personal data and security of networks and information systems;
4. acts or omissions that are detrimental to the financial interests of the European Union as referred to in Article 325 of the Treaty on the Functioning of the European Union (TFEU);
5. acts or omissions concerning the internal market (goods, persons, services and capital) as referred to in Article 26(2) of the TFEU, including violations of European Union competition and state aid regulations, as well as violations concerning the internal market related to acts in violation of corporate tax rules or mechanisms whose purpose is to obtain a tax advantage that frustrates the objective or purpose of the applicable corporate tax law;
6. acts or conduct that frustrate the purposes of the provisions of the European Union in the sectors indicated under points 3, 4 and 5.

The individuals referred to in Article 3 of Italian Legislative Decree 24/2023 (employees, former employees, unhired workers or workers still in their trial period, self-employed workers, associates, freelancers, consultants, volunteers, trainees even if not paid, shareholders, persons with administrative, management, control, supervisory or representative functions), who as part of their working activities within CDP Reti have become aware of information on the violations referred to above, will submit the Reports through the following internal channels established at CDP Reti:

- **IT platform:** for the submission of reports in written and oral form, accessible on the corporate website at the following link https://www.cdp.it/sitointernet/en/cdp_reti_whistleblowing.page;
- **ordinary mail:** addressed to Internal Audit Department of CDP Reti, Piazza Verdi, 10, 00198, Roma;
- direct and confidential meeting with the Reporting Manager, organised by conveying the request through one of the channels mentioned above.

In the case of Reports submitted by ordinary mail, to ensure confidentiality the Report must be placed in three sealed envelopes: the first with the Reporting Person's details and a copy of their ID document; the second with the Report. Both envelopes must then be placed in a third closed envelope that bears

the word “Confidential – *CDP Reti - Whistleblowing*” on the outside, addressed to the Reporting Manager.

These channels ensure the confidentiality of the identity of the Reporting Person, the person concerned, the person in any case referred to in the Report, as well as the content of the report itself and the related documentation.

The management of the reports is the responsibility of the CDP Reti Internal Audit Function (hereinafter also the “Reporting Manager”). Where the Report concerns areas relating to the 231 Model, the Reporting Manager must promptly inform the SB. From that point on the Report and its management shall be handled with the involvement of the SB, with appropriate updates provided at all stages of the process. In all other cases, the Reporting Manager will carry out the preliminary inquiry independently, providing the SB with subsequent aggregate information where necessary.

Moreover, in order to enable the SB to fulfil its oversight duties regarding the proper functioning of the Whistleblowing system adopted by the Company, the Reporting Manager provides the Body with a six-monthly report on its overall reporting management.

CDP Reti ensures the protection measures set out in Italian Legislative Decree no. 24/2023, taking into account the conditions and specifics contained therein.

CDP Reti prohibits any direct or indirect retaliatory or discriminatory action against the Reporting Person – and any other persons protected under Italian Legislative Decree no. 24/2023 – for reasons directly or indirectly related to the report made (e.g. dismissal, harassment, demotion etc.). In any case, any actions taken in violation of such prohibition against retaliation shall be deemed null and void under the conditions of Italian Legislative Decree no. 24/2023.

In the event that, following the checks carried out, the validity of the facts reported is confirmed, the Reporting Manager, with the involvement of the SB only in respect of reports concerning aspects regarding the Model or conduct that is in any case relevant under Decree no. 231/2001 and exclusively according to the procedures of involvement described above, will notify the relevant corporate functions of the results of the investigations carried out, so that the most appropriate disciplinary measures can be taken, as described in the “Disciplinary System” section of this document.

When the criminal liability of the Reporting Person for crimes of defamation or slander or his or her civil liability with respect thereto is established, including in a first instance judgment, in cases of wilful misconduct or gross negligence, a disciplinary sanction will then be inflicted. All information relating to reports is retained for no longer than five years, except in the case of initiated or ongoing judicial proceedings.⁴

For anything not expressly mentioned in this paragraph, please refer to the Group “Management of Whistleblowing reports” Policy. To ensure compliance with legal obligations, CDP Reti publishes an excerpt of this Policy (in both Italian and English) in a specific section of its website (https://www.cdp.it/sitointernet/en/cdp_ret_i_whistleblowing.page), with the aim of providing all parties with clear information on the channels, procedures and prerequisites for filing internal and external reports.

⁴ In accordance with Article 14 of Italian Legislative Decree no. 24/2023.

6. Disciplinary System

6.1. General Principles

The establishment of a disciplinary system to punish infringements of Model's provisions is an essential precondition to ensuring the Model's effective implementation.

In fact, in this regard Articles 6, paragraph 2, letter e), and 7, paragraph 4, letter b), of the Decree provide that organisation, management and control models must introduce a disciplinary system capable of punishing non-compliance with the measures set out therein.

In addition, in compliance with the provisions introduced by Italian Legislative Decree 24/2023 on Whistleblowing, if, as a result of the checks on the reports received, the Internal Audit Function, with the involvement of the SB to the extent as lying within its province and according to the methods outlined in the previous paragraph, finds that unlawful conduct has been committed, then CDP Reti will take action by adopting measures that are adequate, proportionate and in line with the applicable National Collective Labour Agreements, in the case of employees, and with contractual and/or statutory provisions in force in other cases.

For the purposes of this disciplinary system, and in compliance with applicable collective bargaining provisions, any conduct that violates the Model is subject to disciplinary measures. Since the Model also comprises the internal regulatory framework, which forms an integral part thereof, "violation of the Model" also includes violations of one or more principles or rules defined by the various corporate documents that make up this framework.

Disciplinary sanctions are imposed (or otherwise) regardless of the existence and/or outcome of any criminal proceedings that may be in place, insofar as the Model's rules of conduct are adopted by CDP independently of the type of offence represented by violations of the Model.

6.2. Violations

The main types of violations include but are not limited to the following:

- a) failure to comply with the Model, including the Company's internal regulations that form an integral part thereof, where such violations are aimed at committing one of the Offences covered by the Decree, or in any case where there is a risk that the Company may be held liable under the Decree;
- b) failure to comply with the Model, including the Company's internal regulations that form an integral part thereof, where such violations are connected in any way with the Relevant Activities or Operational Activities set out in the Special Section of the Model, including documentation, record-keeping and controls envisaged by the internal regulations;
- c) failure by line managers to oversee their subordinates' conduct in order to ensure the proper, effective application of the Model's provisions;
- d) failure by Recipients to participate in training on the Model's contents and of the Decree in general;
- e) violations and/or circumventions of the control system through the removal, destruction or alteration of documentation required by procedures, or by preventing control or access to information and documentation by those responsible, including the SB;

f) any other violation envisaged by applicable internal or external regulations.

The following conduct is also subject to punishment:

- a) violations relating to the Whistleblowing system (as described in section 6.3.7. of this document);
- b) violation of the obligation to provide information to the SB.

The identification and application of sanctions must take into account the principles of proportionality and adequacy with regard to the violation alleged. The following circumstances are of relevance in this context:

- type of offence alleged;
- factual circumstances in which the offence was committed (timing and actual means by which the violation occurred);
- overall conduct of the worker;
- responsibilities of the worker;
- seriousness of the breach, also considering the perpetrator's state of mind (intent or degree of carelessness, imprudence or malpractice with regard to the foreseeability of the event);
- extent of the damage or risk caused to the Company as a result of the violation;
- possibility of multiple violations inherent in the same conduct;
- possible complicity of more than one person in the offence;
- possible recidivism of the perpetrator.

Below are the penalties based on the type of relationship between the individual and the Company, and the related disciplinary procedure.

6.3. Penalties

6.3.1. *General principles in the application of penalties for Employees*

The conduct of Employees in the cases of violations described above constitute a disciplinary offence, which results in the application of disciplinary penalties.

In particular, the disciplinary system is compliant with the following principles:

- it is duly disseminated in accordance with Article 7, paragraph 1, of the Workers' Statute;
- the penalties are imposed in accordance with the principle of proportionality with the violation, whose specification is assigned to the sector's collective bargaining, pursuant to Art. 2106 of the Italian Civil Code;
- suspension from service and economic remuneration for Employees without managerial capacities cannot exceed 10 days;
- the right to defence of Employees whose conduct has been alleged is assured (Art. 7 of the Workers' Statute) and, in any case, any disciplinary measures more severe than a verbal warning cannot be applied before 5 days have elapsed from the allegation in writing of the fact in question. Within the aforementioned term, the worker can make a written request for access to specific documents relating to the facts that are the subject of the disciplinary dispute, necessary for the full exercise of the right of defence, without prejudice to the limitations provided for by the legislation on the processing of personal data. The term is consequently interrupted from the date

of the request and resumes from the date on which the Company provides the worker with feedback.

- the penalty imposed is appropriate in order to ensure the Model's effectiveness;
- the penalties which can be imposed on the Company's Employees fall within those set forth in the CCNL, with regard to personnel with the qualifications of "employee" or "first-line manager", while for personnel with the status of "senior manager", they will be imposed taking into account the particular relationship of trust binding managerial figures to the Company, as well as the "national collective labour agreement for executives employed by credit, financial and securities companies" (hereinafter referred to as "CCNL for Credit Executives").

6.3.2. **Penalties for Employees who are not executives**

Without prejudice, in any case, to what is indicated in the disciplinary system used by the Company, as well as the provisions of the law and the CCNL, Employees who are not executives managerial position are:

- subject to a VERBAL WARNING⁵ in cases of: (i) minor breach of contractual rules or directives and instructions issued by management or superiors; (ii) minor carelessness in the performance of work and forbearance of minor misconduct by other personnel or third parties;
- subject to a WRITTEN WARNING⁶ in cases of: (i) repeated violations punishable by verbal warning; (ii) non-serious breach of contractual rules or directives or instructions issued by management or superiors; (iii) non-serious carelessness in the performance of work; (iv) failure to report or forbearance of non-serious misconduct by other personnel or third parties;
- subject to SUSPENSION FROM WORK AND PAY FOR A PERIOD NOT EXCEEDING 10 DAYS⁷ in cases of: (i) breaches punishable by lesser sanctions that, due to objective circumstances, specific consequences or repeat offending, are more serious; (ii) repeated or moderately serious breaches of contractual rules or directives and instructions issued by management or superiors; (iii) failure to report or forbearance of serious misconduct by other personnel or third parties; (iv) moderately serious carelessness or carelessness that has had negative consequences for the Company or third parties;
- subject to DISMISSAL FOR CAUSE⁸ in cases of breach of contractual rules or disciplinary obligations, obligations related to Company directives or work performance such as to constitute a "serious" breach of the relevant obligations either by the nature of the breach or its recurrence;
- surely subject to DISMISSAL FOR CAUSE (WITHOUT NOTICE)⁹ in cases of breaches of such seriousness (due to intent, criminal or financial implications, repeat offending or particular nature) as to undermine the trust underpinning the employment relationship, rendering its continuation – even temporarily – impossible.

⁵ As envisaged in letter a), paragraph 1, Article 48, Chapter V, of the CCNL.

⁶ As envisaged in letter b), paragraph 1, Article 48, Chapter V, of the CCNL.

⁷ As envisaged in letter c), paragraph 1, Article 48, Chapter V, of the CCNL.

⁸ As envisaged in letter d), paragraph 1, Article 48, Chapter V, of the CCNL.

⁹ As envisaged in letter e), paragraph 1, Article 48, Chapter V, of the CCNL.

When required by the nature of the violation and by the methods related to its commission or by the necessity of investigations resulting from the same, the Company – pending the resolution of the definitive disciplinary measure – can order the temporary removal of the worker from service for whatever period is strictly necessary.

Disciplinary measures are applied in proportion to the seriousness or recurrence of the breach or the degree of fault.

6.3.3. Penalties for Employees who are executives

In cases where Executives violate the rules of the Model as well as of the Code of Ethics and the internal regulatory body, the penalty measures to be adopted will be evaluated according to the principles of this Disciplinary System relating to the Employees collectively and, considering the particular relationship of trust that bond managers to the Company, also in accordance with the principles expressed by the CCNL for Credit Executives and by the regulatory system.

Due to the greater degree of diligence and professionalism required by the position, any personnel with the qualification of “executive” can be punished with a more serious measure than an Employee with another qualification committing the same violation.

In assessing the seriousness of the violation committed by the personnel with the capacity of “senior manager”, the Company takes into account the conferred powers, the technical and professional skills of the individual concerned, with reference to the operating area in which the Violation occurred, as well as possible involvement in the violation, even only in terms of mere knowledge of the alleged facts, of personnel with lower qualifications.

If the committed violation irreparably and severely damages the relationship of trust that must necessarily exist between the Executive and the Employer, the penalty is dismissal for cause, pursuant to Art. 2119 of the Italian Civil Code.

6.3.4. Penalties for members of the Board of Directors

Whenever a violation by one or more members of the Board of Directors comes to light, the Supervisory Body by any Recipient of the Model, which must be immediately informed, must promptly transmit the information of the event to the entire BoD.

The Board of Directors, with the abstention of the person(s) involved, carries out the necessary checks and assumes, after consulting the Board of Statutory Auditors, the measures deemed appropriate that may also consist in the precautionary revocation of the delegated powers and in convening the Shareholders’ Meeting to arrange for any replacement of those involved.

If more than one member of the Board of Directors has committed the violation, in the absence of whom no decision can be taken with the majority of the members of the Board, the Chairman of the BoD shall convene the Shareholders’ Meeting without delay in order to decide on the possible revocation of the mandate. If one of the Directors involved is the Chairperson of the Board of Directors, reference should be made to the provisions of the law regarding the urgent convocation of the Shareholders’ Meeting.

In any case, the rules governing the convening of the Shareholders’ Meeting within a public limited company are reserved.

6.3.5. Penalties for members of the Board of Statutory Auditors

The Statutory Auditors could also conceivably commit any type of Violation, which must therefore be prevented.

It follows that when a violation by one or more Statutory Auditors comes to light, each member of the Board of Statutory Auditors, in its capacity as Supervisory Body, must promptly notify the incident to the Board of Directors. It is therefore the duty and power of any Statutory Auditor not involved in the violation to notify the BoD, as well as of any Recipient of the Model who becomes aware of it, to send. In accordance with the provisions of the Articles of Association and the law, the Board of Directors will be able to take the appropriate measures, including the convocation of the Shareholders' Meeting, in order to adopt the most suitable and appropriate measures.

6.3.6. Penalties for Associates, Partners, Consultants, Suppliers and Counterparties of business activities

Any violation committed by Partners, Consultants, Associates, Suppliers and Counterparties of the business activities shall constitute a significant breach, including for the purposes of terminating the contract between them and the Company, according to appropriately signed clauses.

In the context of all the types of contracts referred to in this paragraph, the adoption of contractual remedies is contemplated as a consequence of committing a violation.

In particular, if a violation is committed, as referred to in paragraph 6.2, by Associates, Partners, Consultants, Suppliers and Counterparties of the business activities, CDP Reti will be entitled, depending on the different types of contracts and/or different progress of execution of the obligations arising from the contract, (a) to withdraw from the relationship, in the event that the contract has not yet been performed, or (b) to terminate the contract pursuant to Art. 1456 of the Italian Civil Code, in the case where the performance of the contract has begun.

Associates, Partners, Consultants, Suppliers and Counterparties of the business activities can access and consult the Code of Ethics and an extract of the Model (General Section) on the CDP Reti website.

Furthermore, in all contracts the counterparty must undertake to reimburse, indemnify and hold harmless CDP Reti in respect of any cost, expense, loss, liability or charge incurred and backed up by evidence that would not have occurred if the statements and guarantees issued by the counterparty contained in the contract had been true, complete, correct and accurate and the commitments described above had been duly fulfilled.

6.3.7. Sanctions for violations relating to the Whistleblowing system

Whistleblowing regulations (Italian Legislative Decree no. 24/2023) introduced a system of sanctions relating to breaches of the rules on Reports. Specifically, the Italian National Anti-Corruption Authority (ANAC) has the power to impose administrative pecuniary sanctions pursuant to Article 21 of Italian Legislative Decree no. 24/2023. Specifically, ANAC may punish:

- the individual identified as responsible who a) engaged in retaliation; b) engaged in conduct obstructing the Report (or attempted to do so); c) breached the confidentiality obligation referred to

in Article 12 of Italian Legislative Decree no. 24/2023, without prejudice to sanctions applicable by the Data Protection Authority for matters within its purview under personal data protection laws;

- the Governing Body if a) Reporting channels have not been established; b) procedures for making and handling Reports have not been adopted, or their adoption is not compliant with Articles 4 and 5 of Italian Legislative Decree no. 24/2023;
- the Reporting Manager if it is found that the activity of verifying and analysing the Reports received was not carried out;
- the Reporting Person if it is found (including by a first-instance judgment) that they are civilly liable for defamation or slander in cases of wilful misconduct or gross negligence, unless they have already been convicted (even at first instance) for defamation or slander or in any case for the same offences committed by reporting to the judicial authorities.

Where unlawful or irregular conduct is identified, CDP Reti takes action by applying appropriate and proportionate sanctions and disciplinary measures in accordance with the applicable collective labour agreements (CCNL) for Employees, and with contractual and/or statutory provisions for all other cases.

7. Dissemination of and training on the 231 Model

7.1. Information and training of staff and members of the corporate bodies

In order to effectively implement the Model, CDP Reti intends to ensure the proper disclosure of its contents and the rules of conduct contained therein, both inside and outside its organisation, with different degree of detail depending on their different level of involvement in the Relevant/Operational Activities.

The information and training system is supervised by the Supervisory Body in collaboration with the heads of the Company's organisational units involved in disseminating the Model at the time.

In relation to the communication of the Model, CDP Reti undertakes to use the shared folder on the company's intranet network to make it available to all Employees, and using specially prepared documentation to the members of the corporate bodies.

CDP Reti also uses its institutional website and the company intranet to disseminate accurate information on the use of internal and external channels for Whistleblowing Reports.

Training and periodic communication activities for company staff and members of statutory bodies will be documented by the Supervisory Body, with the support of the company functions concerned for the matters within their purviews.

In fact, in order to ensure the effective implementation of the Model, the Company promotes and facilitates learning about the Model's contents and of the Whistleblowing system, including through specific training initiatives, possibly modulated with varying degrees of detail depending on the levels of the Recipients and the extent of involvement in the Relevant/Operational Activities.

Training must at least cover:

- a summary of the legislation in question and key concepts of Italian Legislative Decree No. 231/2001;

- the regulatory changes introduced in the Decree and case law on the administrative liability of the entity;
- the structure and contents of the 231 Model;
- analysis of the safeguards and principles adopted for the management of the risk of commission of predicate offences;
- a non-exhaustive illustration of examples of relevant Offences;
- a summary of corruption prevention measures, in line with the contents of the Anti-Corruption Group Policy;
- the values and principles contained in the Code of Ethics;
- the Whistleblowing framework.

Using a risk-based approach, training courses are delivered via e-learning and/or in person depending on the professional background of those involved.

Training sessions must be held at least every two years as well as following updates to the 231 Model, and participation is mandatory for members of the corporate bodies and Employees of CDP Reti.

To ensure the effectiveness of the training, intermediate and/or final tests are required to verify the level of detailed knowledge of the content.

The Supervisory Body, through the Internal Audit Function, oversees and monitors Recipients' actual participation in the training.

7.2. Declaration pursuant to Italian Legislative Decree 231/2001 of members of the corporate bodies and Employees

When establishing a relationship with CDP Reti, every member of the corporate bodies and every CDP Reti employee is required to declare:

- to have received a copy of the Code of Ethics, 231 Model and the Anti-Corruption Policy adopted by CDP Reti (the "Principles");
- to have read and become fully familiar with the principles of the Code of Ethics and the Model;
- not to engage in any conduct aimed at inducing and/or imposing the violation of the principles specified in the Code of Ethics and in the Model: (a) individuals who hold representation, administration or management positions in CDP Reti or in an organisational unit with financial and functional autonomy; (b) individuals subject to the management or supervision of one of the individuals referred to in letter (a) and (c) the external associates;
- to be aware that compliance with the provisions contained in the aforementioned documents is an essential part of the obligations related to the performance of their duties and that the violation of these provisions may also be punishable under the disciplinary system provided for therein.

For CDP Reti employees, the General Section and the Special Section of the Model, the Code of Ethics and the Anti-Corruption Policy are made available on the Company intranet.

For members of the corporate bodies, the General Section, the Special Section and the Code of Ethics are made available on the dedicated virtual platform/folder containing the documentation used in meetings of the Company Bodies.

7.3 External reporting on 231 control measures

In order to ensure adequate monitoring of risks under Italian Legislative Decree No. 231/2001, the 231 Model (General Section), the CDP Group Code of Ethics and the Group Anti-Corruption Policy are brought to the attention of all those with whom CDP Reti has contractual relationships and are made available to all through the CDP Reti website.

Furthermore, during the initial phase of business relationships, CDP Reti carries out specific due diligence using a risk-based approach focusing on ethical-reputational and compliance aspects relating to the counterparty. CDP Reti requires the counterparty to declare: a) whether it has adopted organisational safeguards to mitigate the commission of offences that could give rise to liability for the entity; b) whether it has been involved in any proceedings for the commission of offences that could give rise to liability for the entity.

Moreover, when entering into contracts with Third Parties and following risk-based assessments, specific contractual clauses are included requiring the counterparty to behave in accordance with the organisational/regulatory safeguards adopted by CDP Reti, where applicable, and to act in compliance with applicable laws and regulations, international best practices and the highest ethical standards.

8. Update and adaptation of the Model

8.1. Updating and adaptation

The Board of Directors resolves on the subsequent amendments and additions to the Model of a material nature.

The updates of a material nature include but are not limited to:

- significant changes to the General Section and the Special Section of the Model that involve a change in the Company's 231 risk profile (i.e. removal of sections of the Model, inclusion of new categories of predicate offences relevant to CDP Reti, launch of new processes/activities/products not covered by the operational activities already mapped in the Model and/or that entail a change in the assessment of the applicability of predicate offences to CDP Reti);
- updating of the Code of Ethics;
- updating of the Model following a significant reorganisation of the company structure and/or of the overall corporate governance model.

For resolutions falling within the remit of the board, the Chief Executive Officer submits proposals to it for updating the Model, with the support of Internal Audit.

The inclusion of purely formal changes in the Model – i.e. changes that do not imply a variation in the Company's 231 risk profile – is the responsibility of the Chief Executive Officer, with the support of the Internal Audit Function. This includes but is not limited to:

- updates to the names of the departments/organisational units involved;

- changes to the Annex on information flows (i.e. introduction and elimination of flows, changes in frequency or ownership structures);
- formal updates to the list of predicate offences and to the processes described.

The Supervisory Body:

- is consulted in advance for any amendments to the Model (whether substantive or formal), and its comments are formally recorded in the minutes of meetings and filed accordingly;
- submits all proposals for updating the Model to the Chief Executive Officer, and through them to the BoD, with support from Internal Audit for the updating process.

The Board of Directors also adopts any updates to the Group Code of Ethics.

Following their approval, the changes are communicated to the Supervisory Body and to the relevant corporate structures. The latter are responsible for the adoption of any consequent provision in order to make the changes consistent with the procedures and control systems.