

Organisation, Management and Control Model pursuant to Italian Legislative Decree No. 231/2001

General Section

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IV	<input type="checkbox"/> Changes to the corporate organisational structure	19 April 2016
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VII	<input type="checkbox"/> Revision of the Organisational Model General Section to incorporate the regulatory changes on Whistleblowing and the updated regulatory framework on the prevention of the risk of collective body offences	31 January 2019
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Glossary

- **Chief Executive Officer or CEO:** the Chief Executive Officer of the Company.
- **Relevant Activities:** the activities of the Company in which the risk of committing predicate offences is abstractly possible.
- **CCNL:** the National Collective Labour Contracts applied by the Company (i.e. National Collective Labour Contracts for executives, managerial staff and the personnel of credit, financial and securities companies).
- **CDP or the Company:** Cassa Depositi e Prestiti S.p.A.
- **Code of Ethics:** the internal Code of conduct prepared and approved by the Board of Directors, containing all the ethical principles of conduct that the individuals operating for the Company are required to adopt, also in relation to the activities which may constitute the types of offences set forth in Italian Legislative Decree No. 231/2001.
- **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 the Company under a mandate contract or other contractual relationship concerning a professional service.
- **Counterparties of the business activities:** parties with which CDP enters commercial agreements.
- **Recipients:** members of the corporate bodies, Employees, Associates, Consultants, Partners, Suppliers and Counterparties of the business activities and, in general, all the third parties acting on behalf of the Company in the context of Relevant Activities.
- **Employees:** individuals having an employment relationship with the Company, including executives.
- **Italian Legislative Decree No. 231/2001 or the Decree:** Italian Legislative Decree of 8 June 2001 No. 231 as amended.
- **Suppliers:** suppliers of non-professional goods and services to the Company that do not fall within the definition of Partners.
- **Guidelines:** the Guidelines adopted by Confindustria and ABI for the preparation of organisational, management and control Models pursuant to Art. 6, third paragraph, of Italian Legislative Decree No. 231/2001.
- **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 or SB or Body:** the internal control body, structured as a committee, responsible for overseeing the functioning of and compliance with the Model adopted by the Company, as well as its updating.
- **Partners:** the contractual counterparties with which the Company 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 administrative liability of the collective body set forth in Italian Legislative Decree No. 231/2001.
- **Coordinated Companies:** CDP Group companies which the latter manages and coordinates.
- **Senior Managers:** individuals who, within CDP, have the role of representing, administering or managing the entity or one of its organisational units with financial and functional independence, as well as individuals who, even on a de facto basis, exercise management and control of the entity itself, including for example.
- **Subordinate Persons:** individuals who, within the scope of CDP, are subject to the direction or supervision of one of the Senior Managers.
- **Financial Intelligence Unit (FIU):** Authority established at the Bank of Italy pursuant to Italian Legislative Decree No. 231/2007, in charge of receiving and examining reports of suspicious transactions and other information related to money laundering and terrorist financing transmitted by financial intermediaries.
- **Whistleblowing:** tool through which the Employees and/or Associates, Partners, Consultants, Suppliers, Counterparties of CDP business activities, who, due to the functions performed, become aware of illegal conduct, based on factual and consistent facts, concerning violations and/or possible violations of the 231 Model, the Code of Ethics, internal regulations, both company and Group, legislation on the prevention of money laundering and financing of terrorism, as well as of Italian Legislative Decree of 24 February 1998, No. 58 (so-called Consolidated Law on Finance) and EU Regulation No. 596/2014 on market abuse (so-called MAR) (where applicable) and have the duty to report such conduct through the channels put in place by the Company.

1 Introduction

1.1 Introduction to the Organisation, Management and Control Model

This document constitutes the formalisation of the Organisation, Management and Control Model pursuant to and for the purposes of Italian Legislative Decree No. 231/01. This document is the result of the assessment of the corporate structure and of the operations of Cassa Depositi e Prestiti S.p.A., with the primary purpose of providing the Company with a Model that constitutes a valid and effective organisational tool and a protection from administrative liability in the case of any predicate offences committed by senior managers, subordinates or individuals acting on behalf of CDP and in its name.

The document consists of:

- “General Section” which, based on the general principles set out in the Decree, illustrates the essential components of the Model with particular reference to:
 - Governance Model and Organisational Structure of CDP;
 - Supervisory Body;
 - measures to be taken in case of non-compliance with the provisions of the Model (disciplinary system);
 - staff training and dissemination of the Model within and outside the company.
- “Special Section”, which:
 - identifies, with reference to the type of crime deemed applicable to CDP, the Relevant Activities in the course of which a potential risk of offences being committed is abstractly possible;
 - describes, merely for educational purposes and by way of example and without limitation, the methods of commission of predicate offences;
 - indicates the safeguards and principles of the Internal Control System aimed at preventing the commission of these offences.

In relation to the offences not expressly indicated in the Special Section, it should be noted that, although all predicate offences were considered in the preliminary assessment phase, the probability of their being committed was considered remote, both due to the type of offences and the activities of the Company. With reference to these offences, the Company nonetheless complies with the fundamental principles expressed in the current Code of Ethics, as well as with the general principles of control described in this General Section.

1.2 Illustrative summary of Italian Legislative Decree No. 231/01

1.2.1 Introduction

The Decree introduces the principle of corporate administrative liability.

In particular, Art. 5, paragraph 1, of Italian Legislative Decree No. 231/2001 provides that entities¹ may be held liable for certain offences (generally fraudulent, sometimes negligent), committed or attempted, in the interest or for the benefit of the companies themselves, by members of the senior management (so-called “individuals in a senior position” or simply “senior managers” pursuant to Art. 5, paragraph 1, letter a) and by those who are subject to their direction or supervision (so-called “individuals under another’s direction” pursuant to Art. 5, paragraph 1, letter b).

The entity is not liable if the subjects indicated above have acted in the exclusive interest of themselves or third parties.

The administrative liability of the entity is independent of the criminal liability of the natural person who committed the crime and is coupled with the latter.

The Decree, through the imposition of precise penalties, aims to punish the entity directly, and not only the individuals that administer it (directors, executives, managers, etc.), as set forth by the previous rules. This form of liability, although defined as administrative by the legislator, presents the characteristics of a so-called mixed criminal liability, since it is a criminal-court judge who ascertains the related offences and the entity has the same guarantees recognised to a natural person being investigated or charged in a criminal trial.

The Decree obviously also requires ascertaining the awareness of the entity in order to be able to affirm its liability. This requirement refers to the concept of organisational fault, to be understood as a failure by the entity to adopt measures adequate to prevent the commission of the offences listed in the following paragraph by the individuals identified in the Decree.

The entity is not liable if the senior managers and/or individuals under their direction have acted in their own exclusive interest or that of third parties (in this case lacking the interest or advantage) and/or fraudulently circumventing the Model and the organisational structure of the same entity. Moreover, the liability of the entity may also exist where the employee perpetrator of the crime participated in committing it with individuals unrelated to the organisation of the entity itself.

1.2.2 Types of crime

The administrative liability of entities can result from the commission of the following types of offences:

- i) offences committed in the relations with the Public Administration (Articles 24 and 25 of the Decree);
- ii) cybercrime and unlawful data processing (Art. 24-*bis* of the Decree);
- iii) organised crime offences (Art. 24-*ter* of the Decree);
- iv) counterfeiting of currencies, watermarked paper used for the manufacture of public credit paper, duty stamps and distinguishing instruments or marks (Art. 25-*bis* of the Decree);
- v) offences against commerce and industry (Art. 25-*bis*.1 of the Decree);

¹ Art. 1, paragraph 2, entities with legal personality, companies and associations including without legal personality.

- vi) corporate offences (Art. 25-ter of the Decree);
- vii) offences committed for the purposes of terrorism and subversion of democracy (Art. 25-quater of the Decree);
- viii) offences of female genital mutilation practices (Art. 25-quater.1 of the Decree);
- ix) offences against the individual (Art. 25-quinquies of the Decree);
- x) market abuse offences (Art. 25-sexies of the Decree);
- xi) offences of manslaughter or serious or very serious personal injury through negligence, committed in breach of the rules on occupational health and safety (Art. 25-septies of the Decree);
- xii) offences of receiving stolen goods, money laundering and using money, goods or benefits of illicit origin, as well as self-laundering (Art. 25-octies of the Decree);
- xiii) offences related to copyright infringement (Art. 25-novies of the Decree);
- xiv) offences of inducement to not make statements or to make false statements to the Court (Art. 25-decies of the Decree);
- xv) environmental offences (Art. 25 - undecies of the Decree);
- xvi) offences of employment of illegally staying third-country nationals (Art. 25-duodecies of the Decree);
- xvii) racism and xenophobia (Art. 25-terdecies of the Decree);
- xviii) offences of fraud in sporting competitions, abusive gambling or betting and gambling carried out with prohibited equipment (Art. 25-quaterdecies of the Decree);
- xix) tax offences (Art. 25 - quinquiesdecies of the Decree);
- xx) offences of contraband (Art. 25 - sexesdecies of the Decree);
- xxi) transnational offences, introduced by Law No. 146 of 16 March 2006, “*Law of ratification and execution of the United Nations Convention and Protocols against transnational organised crime*”².

1.2.3 Penalty system

In case of commission or attempted commission of the offences mentioned above, the entity may incur the following penalties:

- financial penalty, whose size is determined in shares³ and is divided into two phases: firstly, the Judge sets the number of shares and in the second phase proceeds to determine the

² Predicate offences recognised as transnational offences are as follows: criminal conspiracy (Art. 416 Italian Criminal Code); mafia-type organisations (Art. 416-bis of the Italian Criminal Code); inducement to not make statements or to make false statements to the judicial authorities (Art. 377-bis of the Italian Criminal Code); criminal conspiracy for smuggling foreign tobacco (Art. 291-quater of Italian Presidential Decree 43 of 23 January 1973); criminal organisation aimed at illicit trafficking of narcotic or psychotropic substances (Art. 74 of Italian Presidential Decree No. 309 of 9 October 1990); offences relating to the smuggling of migrants (Art. 12, paragraphs 3, 3-bis, 3-ter and 5 of Italian Legislative Decree No. 286 of 25 July 1998); aiding and abetting (Art. 378 of the Italian Criminal Code).

³ The amount of one share ranges from a minimum of 258.23 euros to a maximum of 1,549.37 euros.

monetary value of the single share. For the final evaluation the Judge takes into account the severity of the act, the degree of liability of the entity, as well as the activity carried out to eliminate or mitigate the consequences of the act or to prevent the commission of further offences;

- the prohibitory penalty can consist of:
 - ban on performing the activity;
 - suspension or revocation of authorisations, licenses or concessions functional to the commission of the offence;
 - prohibition on contracting with the Public Administration, except to obtain the performance of a public service;
 - exclusion from aid, loans, grants or subsidies and possible revocation of those already granted;
 - prohibition from publicising goods or services.
- confiscation of the price or profit of the crime;
- publication of the conviction.

As an alternative to the prohibitory penalty, which involves interruption of the entity's activity, the Decree also establishes the possibility for the judge to appoint a court-appointed administrator to allow the activity to continue for a period equal to the duration of the penalty applied, when at least one of the following conditions is met:

- a) the entity carries out a public service or a service of public necessity whose interruption could cause severe harm to the community;
- b) the interruption of the activity of the entity could have significant repercussions on employment, given its size and the economic conditions of the territory where it is located.

Finally, please note that the public prosecutor may request the application, as a precautionary measure, of one of the prohibitory penalties set forth in the Decree in cases where, among the various requirements expressly provided by the standard, there is serious evidence of the entity's liability and there are founded and specific elements that make concrete the danger that offences of the same nature may be committed.

In the case of the commission of an administrative offence related to a crime, the entity held liable will always be subject to a financial penalty, while the prohibitory penalty is applied only in relation to the offences for which it has been expressly provided.

In the case of attempted commission of the offences indicated in Chapter I of the Decree, the financial (in terms of amount) and prohibitory penalties (in terms of time) are reduced from one third to one half, while the entity will not be held responsible in case where it voluntarily prevents the completion of the action or the event (Art. 26 of Italian Legislative Decree No. 231/2001).

The Decree expressly sets forth that the administrative liability is excluded if the entity has adopted and effectively implemented an organisation, management and control Model suitable for preventing the offences covered by the Decree.

In particular, for offences committed by senior managers, in order to benefit from the exempting condition established in the Decree, the Company must show that:

- it has adopted and effectively implemented, before the commission of the crime, an Organisation, Management and Control Model suitable for preventing offences of the same type as the one committed;

- the task of supervising the functioning, updating and observance of the Model has been entrusted to a supervisory body of the entity;
- there has been no omission or insufficient⁴ supervision by the Body itself;
- the perpetrator acted fraudulently evading the Model⁵.

In the case of offences committed by individuals subject to the management or supervision of a senior manager, the public prosecutor must, on the other hand, provide evidence that before the commission of the crime, an Organisation and Management Model suitable to prevent such offences was not adopted and effectively implemented, and, the occurrence of the crime was due to the failure to comply with the management and supervision obligations of the senior managers.

Therefore, in the case of offences committed by senior managers, failure to adopt and effectively implement a Model will potentially give rise to the Company's administrative liability. If instead, the offences pursuant to Italian Legislative Decree No. 231/2001 have been committed by subordinate persons, the failure to adopt and effectively implement the Model will not automatically determine the Company's liability, since it is also necessary that the public prosecution prove that the commission of the crime was made possible by the failure to observe the management and supervision obligations. In this last case, therefore, the public prosecutor must prove that there was a so-called organisational fault.

A Model is considered effective if it meets the following requirements:

- identifies the activities in which predicate offences may be potentially committed (so-called mapping of activities at risk);
- provides specific protocols aimed at describing operational procedures, planning the formation and implementation of the entity's decisions in relation to the offences to be prevented;
- defines the methods for managing financial resources that are suitable for preventing the commission of offences;
- provides for information obligations towards the Body appointed to oversee the operation and compliance with the Model;
- introduces a disciplinary system suitable for sanctioning the failure to comply with the measures indicated in the Model.

A Model is effectively implemented if it includes:

- a periodic check and possible resulting modifications, if significant violations of the provisions are discovered or changes occur in the organisation or activity;
- application of penalties in case of violation of the provisions of the Model.

In order to ensure greater effectiveness of the Model, the Company has also prepared its own internal disciplinary system that is referenced.

1.2.4 Offences committed abroad

⁴ It should be noted that according to legal rulings, the supervision carried out by the Body must also be effective.

⁵ It should be noted that according to legal rulings, any organisational controls set up and in force, even if not necessarily referred to in the Model, must also be taken into consideration.

Given that offences committed abroad fall into an area of case law which is continuously evolving, Art. 4 of the Decree also provides that the administrative liability may also arise if the offences referred to in the Decree are committed abroad, provided that the objective and subjective prosecution criteria established are met.

The Decree, in fact, makes conditional the possibility of prosecuting the entity for offences committed abroad on the existence of the following additional conditions:

- the crime must be committed abroad by an individual functionally linked to the entity;
- the entity must have its registered offices in the territory of the Italian State;
- the entity can only be liable in the cases and under the conditions set out in Articles 7, 8, 9, 10 of the Italian Criminal Code (in cases where the law provides that the offender – natural person – be punished at the request of the Minister of Justice, the entity is prosecuted only if the request is also formulated against the entity itself). The reference to Articles 7-10 of the Italian Criminal Code is to be coordinated with the provisions of the offences referred to in Chapter I of Italian Legislative Decree No. 231/2001, so that – also in compliance with the principle of legality referred to in Art. 2 of Italian Legislative Decree No. 231/2001 – in relation to the series of offences mentioned in Articles 7-10 of the Italian Criminal Code, the company will be charged only for those offences for which its liability is set forth in a specific legislative provision;
- if the cases and conditions referred to in the aforementioned articles of the Italian Criminal Code apply and the State of the place where the act was committed does not proceed against the entity.

Moreover, in applying the principle of territoriality⁶, the penalties are enforced against foreign companies operating in the Italian territory whose directors or employees commit one or more of the offences indicated in Italian Legislative Decree No. 231/2001.

However, the presence in the national territory of secondary offices of foreign companies does not entail the prosecution of these entities also for the offences committed in the country of origin or otherwise outside Italy. The decree does not cover acts committed in the interest of a foreign entity whose organisational gap has taken place entirely abroad.

1.2.5 Administrative liability in groups of companies

The application of the principles introduced by Italian Legislative Decree No. 231/2001 within corporate groups raises the delicate question of possibly extending to the holding company or to other companies belonging to the Group the administrative liability resulting from the ascertainment of an offence committed within one of the Group companies.

The Decree, which does not explicitly address aspects related to the liability of the entity belonging to a Group of companies, provides for a criterion for prosecuting the liability attached to the individual entity⁷ and therefore, given that in fact there are examples of migration of

⁶ “Anyone who commits an offence in the territory of the state is punished according to Italian law”, Art. 6, par.1 of the Italian Criminal Code.

⁷ According to Confindustria (Guidelines for the creation of the organisation, management and control Models for 2014): “the group cannot be considered the direct centre of prosecution for liability regarding an offence and cannot be classified among the subjects indicated in Art. 1 of the Decree. The screen of the distinct legal personality of the companies that compose it remains

responsibility from one company to another, it is advisable to raise the legal basis of the phenomenon.

According to an initial overview, the administrative liability of the companies belonging to a group could be anchored to the evidence of a precise involvement of the same in committing the predicate offences or, at least, in the conduct that led to acquiring an illicit profit and gaining any illicit benefits, even if not in terms of assets (Crim. Sup. Court, Ruling No. 24583/2011; 4324/2013; 2658/2014). It was consequently noted that it is not possible to deduce the automatic liability of the subsidiaries from the mere existence of the control or connection relationship within a group of companies. The judge must explicitly identify and justify the existence of the criteria for prosecution of the liability for an offence also for the subsidiaries.

Finally it is stated that: *“if the predicate crime has been committed by a company belonging to a group or grouping of companies, the liability may extend to the associated companies only on condition that the interests or advantages of a company are accompanied by the advantage of another company and that the perpetrator of the predicate crime possesses the necessary subjective qualification, pursuant to Art.5 of Italian Legislative Decree No. 231/2001 for the purposes of the common prosecution of the administrative offence from crime.”*⁸

It should also be noted that corporate control or management and coordination activities are not sufficient conditions to prosecute senior management for the omissive offences set forth in Art. 40 paragraph 2 of the Italian Criminal Code (*“not preventing an event that one is legally obligated to prevent is tantamount to causing it”*), if the offence is committed in the activity of the subsidiary. There is, in fact, absolutely no presumptive position of guarantee for the senior management of the holding company relating to the prevention of the commission of offences in the subsidiaries.

However, to better contain the relevant risks under the Decree within groups, it is recommended⁹ that each corporate entity:

- establish its own autonomous organisational Model;
- appoint its own Supervisory Body.

1.2.6 Adoption of the Organisational Models within the Coordinated 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 by the respective Boards of Directors, bearing in mind the interest of the individual Company as a controlled subject within a more complex Group.

In adopting the Model, the Coordinated Companies may take into account the content of the CDP Model and any guidelines provided by the latter for the direction and coordination.

an insurmountable fact. Therefore, no direct liability of the group can be affirmed under the Decree. On the contrary, the entities that make up the group can be charged according to the offences committed while performing their business activity. It is therefore more correct to examine the liability for offences within the group.”

⁸ Crim. Sup. Court, Ruling No. 52316/2016.

⁹ See Confindustria guidelines for the creation of organisation, management and control Models updated in 2014.

In deciding whether to implement these guidelines, the Coordinated Companies must assess, in relation to the activity carried out, their specific at risk of crime areas identified with an analysis of their organisational structure and specific business operations.

The Parent Company may indicate, among other things, the structure of the code of conduct, common principles of the disciplinary system and some implementing protocols. These components of the Model must, however, be autonomously implemented by the individual companies of the group and implemented in their own corporate environments, providing – where appropriate – further ethical conduct principles specifically defined in relation to the individual entity's operations and the relevant offences.

In adopting its Model, the Boards of Directors 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 only to the latter's Board of Directors and Supervisory 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 periodic 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.

2 Organisation, Management and Control Model of Cassa Depositi e Prestiti S.p.A.

2.1 Cassa Depositi e Prestiti S.p.A.

The regulatory framework

Cassa Depositi e Prestiti S.p.A. (CDP) is a joint stock company, controlled by the Ministry for the Economy and Finance (MEF), resulting from the privatisation of the previous public economic body, which took place with Art. 5 of Italian Decree Law No. 269/2003, converted into Law No. 326/2003. CDP's mission and governance are defined by the Articles of Association in accordance with the provisions of the aforementioned state legislation, which requires the necessary compliance with the requirement of economic and financial sustainability in relation to the performance of its business.

Following the transformation into a joint-stock company, CDP left the public administration perimeter, qualifying, according to the European accounting rules (Eurostat), as a "financial intermediary" and "market unit".

In compliance with European rules on the protection of competition, state aid and transparency in financial relations between public companies and Member States, the aforementioned Art. 5 of Italian Decree Law No. 269/2003 provided for the establishment of a system of organisational and accounting separation between general economic interest activities, based on the postal savings resources guaranteed by the State (so-called Separate Account) and the other activities carried out by CDP based on resources deriving from the market, not guaranteed by the State (so-called Ordinary Account). In fact, since 2003, funding has been diversified and CDP can now obtain funding from the capital market itself, by issuing financial instruments dedicated to institutional investors, without a State guarantee.

From 2009, public interest operations falling under "Separate Account" can take "any form", namely that of granting loans, issuing guarantees, taking on risk or debt capital. Since 2014, the traditional public administration investment financing function has also been accompanied by that of financing public interest activities carried out by private parties in general interest sectors, providing funding to the banking sector for this purpose. This is to promote infrastructure and business development, including small and medium-sized enterprises (SMEs).

Since 2011, CDP (or its investees companies) have also been able to "make equity investments in companies of major national interest" in some key sectors for Italy's development¹⁰, which were later expanded in 2014¹¹. In any event, companies subject to investment must be in a "stable situation of financial, equity and economic equilibrium" and have "adequate profitability prospects"¹².

¹⁰ Defence, security, infrastructure, transport, communications, energy, insurance and financial intermediation, research and innovation of a highly technological nature, public services.

¹¹Tourism-hotel, agri-food and distribution, as well as the management of cultural and artistic heritage.

¹² CDP Articles of Association approved by the CDP shareholder's meeting of March 19, 2020.

With law No. 125/2014, CDP became a “Financial Institution for International Development Cooperation”, thereby a financial entity playing a primary role in a sector defined by Parliament as “integral to and qualifying of Italy’s foreign policy”.

With the approval of the 2016 Stability Law (Art. 1, paragraph 826, of Law No. 208/2015), CDP was designated the National Promotion Institute (NPI), which allows CDP to distribute across Italy European funds coming from:

- European Structural and Investment Funds (ESI Funds), through the implementation of specific financial instruments in collaboration with the national public management authorities;
- the European Fund for Strategic Investments (EFSI and EFSI 2.0) under the Juncker Plan, through the establishment of specific investment platforms, also jointly with the European Investment Bank (EIB).

Secondly, CDP, in its capacity as NPI, is called upon by the legislator to carry out advisory activities, or to provide consultancy and technical assistance to national public administrations for a more efficient and effective use of national and European funds.

The operational framework

Under the 2019-2021 Business Plan, an operating model was adopted based on growing proactivity to accelerate the industrial and infrastructural development of Italy from a sustainable perspective. In line with this:

- a new multi-channel distribution model was introduced for financial support for the national production and entrepreneurial fabric, aimed at the development, innovation and growth of companies, also internationally, which is complementary to the banking system. This distribution model, which requires a progressive expansion of the country-wide network providing at least one representative in each Italian region, allows, among other things, companies to have a single point of contact for access to all the Group’s products. In addition, the digital channel and third-party network collaboration were also improved to support small and medium-sized enterprises;
- with the aim of accelerating the development of infrastructures, a specifically dedicated internal CDP unit has been set up, intended to support local authorities in the design, development and financing of works. CDP has thereby added to its traditional role of financier by becoming a promoter of new strategic works, involving industrial parties in public-private partnership operations;
- CDP has taken a proactive approach in the world of international development cooperation, moving from the role of mere manager of public resources to that of lender, with the ability to direct resources through the identification of investment projects. In this context, loans are granted to sovereign entities, as well as to multilateral financial institutions such as development banks. CDP also supports both Italian and foreign enterprises, by participating in Italian or target country investment funds, including with the presence of Italian industrial partners.

It is important to observe as of now, for the potential significant repercussions on the potential exposure of the Company to the risks of liability pursuant to Italian Legislative Decree No.

231/2001, which will be better described below, that the Separate Account performs functions of public relevance, being legislatively burdened by public service obligations related to the universal service mission entrusted to it (both in the collection and in the use of funding guaranteed by the State), from which derives the qualification of its activities in terms of “service of general economic interest”.

To the same effects of a correct assessment of the “risk of crime” under Italian Legislative Decree No. 231/2001, it should be pointed out that CDP falls within the definition of public law body under the same code for the purposes of the application of the Code of Public Contracts (Italian Legislative Decree No. 50/2016)¹³.

The second branch of activity, from resources not guaranteed by the state, allows the company to operate competitively, like any private economic operator, and therefore at full market conditions (so-called Ordinary Account).

In fact, it uses the resources collected at market conditions, without any form of state support. The Ordinary Account is covered in particular by Art. 5, paragraph 7, lett. b) of Italian Decree Law No. 269/2003, converted into Law No. 326/2003 as amended.

With reference to both types of management, CDP can be part of contracts that are secret or that require particular security measures in accordance with legislative, regulatory or administrative provisions pursuant to Art. 162 of Italian Legislative Decree 50/2016.

2.2 Governance model of Cassa Depositi e Prestiti S.p.A.

The Ministry for the Economy and Finance controls the company with a holding of 82.77% of the capital; the remaining 17.23% of the shareholding is distributed as follows: Foundations of banking origin 15.93%, treasury shares 1.3%.

The CDP stock portfolio – also the result of the shareholdings transferred to it by the MEF when it was transformed into a public limited company in 2003 – is currently composed, among other things, of shares of investment funds and asset management companies.

CDP prepares financial statements consolidated with the companies over which it has a de facto or legal control.

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 referred to as “BoD”), composed of nine members.

Furthermore, for the administration of the Separate Account, the BoD is supplemented by law by the State Accountant General, by the Director General of the Treasury and by three experts in financial matters, chosen from the groups of three presented by the Conference of Regional Shareholders Chairmen, the Union of Provinces of Italy, the National Association of Italian Municipalities, and appointed by decree of the Minister of Economy and Finance representing respectively the regions, provinces and municipalities. These members, in exercising this function, are in all respects the directors of the Company.

¹³ See Coun. State Sec. VI, 12/02/2007, No. 550.

If the Shareholders' Meeting has not done so, the Board of Directors elects its Chairperson from among its members. In addition, it elects a Deputy-Chairperson and appoints a Secretary and a Deputy Secretary, the latter two also from outside the Council itself.

The Board of Directors is invested with the broadest powers for the ordinary and extraordinary management of the Company. It appoints, among its members other than the Chairperson, a Chief Executive Officer to whom, within the limits of the law and the Articles of Association, it delegates its duties. On the Chief Executive Officer's proposal, a General Manager, and possibly one or more Deputy General Managers can be appointed.

After obtaining the mandatory opinion of the Board of Auditors, the Board of Directors appoints, for a period of no less than the term of office of the Board itself and not exceeding six financial years, the Manager responsible for the preparation of the company's financial reports to perform the duties assigned to the same by Art. 154-*bis* of Italian Legislative Decree No. 58/1998. 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.

The representation of the Company is held by the Chairperson of the BoD and, in case of absence or impediment of the latter, by the Deputy Chairperson; it is also the responsibility of the Chief Executive Officer within the scope of the attributed powers to him/her. The Chairperson of the Board of Directors and, within the powers granted to him/her, the Chief Executive Officer, issue special powers of attorney to employees or third parties, also to conduct interviews, third-party statements, and substitutive and decision-making oaths. Representation is also held by the General Manager, and the Deputy General Manager (s) within the scope of the powers attributed to them.

The Board of Auditors consists of five standing auditors and two alternate auditors. The Board of Auditors also performs the functions of the Supervisory Body, pursuant to Art. 6 of Italian Legislative Decree No. 231/2001.

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

The Shareholders' Meeting, following a motivated proposal by the Board of Auditors, confers the task of auditing the accounts, resolving with the majorities established for the Extraordinary Shareholders' Meeting, to a major independent auditors firm having the requisites prescribed by the applicable legislation.

The provisions of Title V of the Italian Consolidated Banking Act (TUB) laid down for financial intermediaries pursuant to Art. 106 of the same Consolidated Law apply to CDP, bearing in mind the peculiarities that characterise the special discipline of its Separate Account. CDP has been classified by the Bank of Italy as a "credit institution" and is, as such, subject to the system of supervisory disclosure and reserve requirement provided for credit institutions by regulation No. 1745/2003 of the ECB of 12 September 2003.

The Company prepares its financial statements according to the principles and structure of the bank financial report and adopts the IAS/IFRS international accounting standards.

The Separate Account is subject to parliamentary control, carried out by means of the Parliamentary Supervisory Committee already in place prior to the transformation into a public limited company (composed of representatives of the Chamber and Senate and representatives of the Council of State and the State Audit Court).

The Company is also subject to the control of the State Audit Court provided for by Art. 12 of Law No. 259/1958, which entails, among other things, the direct presence of a magistrate of

the same Court, entitled to attend meetings of the administrative and control bodies and required to prepare a report on the financial management of the entity for Parliament.

The Articles of Association of CDP provide for the presence of another specific body of the Company: the Non-Controlling Shareholders Support Committee made up of 9 members appointed by non-controlling shareholders.

The Board of Directors is also supported in its decisions by five internal Committees with advisory and proposal functions:

- Strategic Committee, to support the organisation and coordination of the Board itself and to support the strategic supervision of the Company's activities;
- Risk Committee, responsible for the control and formulation of proposals for risk management and assessment of the adoption of new products, determining with appropriate regulations its specific skills, operating methods, objectives, responsibilities and members;
- Appointments Committee, which performs functions in support of the Chief Executive Officer and the Board of Directors as part of the process of appointing members of the corporate bodies of investee companies;
- Related Parties Committee, to support the decision-making bodies with the task of expressing, where required by regulation, a preliminary and motivated opinion on the interest of CDP in carrying out transactions with Related Parties, as well as on the appropriateness and material and procedural correctness of the related conditions;
- Remuneration Committee, which is responsible for making proposals to the Board of Directors for determining the remuneration and performance targets of some senior management figures and, where the conditions are met, of the remuneration of the other bodies provided for by law, the Articles of Association or possibly constituted by the Board.

2.3 Organisational structure of Cassa Depositi e Prestiti S.p.A.

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

In this sense, the Company adopts:

- a Code of Ethics that contains the set of ethical principles of conduct that the individuals operating for the Company are required to adopt, also in relation to the activities in which the types of offences set forth in Italian Legislative Decree No. 231/2001 (hereinafter, "Code of Ethics") can be integrated;
- a detailed internal regulation (company organisational chart, regulations, procedures, corporate directives and notices, etc.) aimed at regulating the various company activities and the related information flows;
- a Group regulation, 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 "Regulations on the exercise of management and coordination activities" – and in compliance with applicable regulations and/or in matters of risk management;

- a composite system of powers of attorney and delegation of powers, aimed at ensuring efficiency, segregation and fairness in the performance of the company's decision-making and representation activities.

This overall organisational structure is made known to – and thereby becomes binding for – all the individuals having a subordinate employment relationship with the Company through the company Intranet.

As regards, in particular, the organisational structure adopted by CDP, it is dynamically referred to the company organisational chart in force at the time.

2.4 Purposes of the 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 or under its direction and coordination, 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:

- allow exemption of the administrative liability of CDP in case any offences are committed;
- improve the Corporate Governance system;
- 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;
- raise the awareness of all those working in the name and on behalf of CDP 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 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 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 censure any conduct committed in violation of the Model through the imposition of disciplinary penalties and/or activation of contractual remedies.

The Decree requires, among other things, that the Model include:

- one or more channels that allow the senior managers and subordinates to submit, in protecting the integrity of the entity, detailed reports of illicit conduct, relevant under the Decree and based on factual and consistent facts or violations of the entity's Model they have come to know due to the functions they perform. These channels guarantee the confidentiality of the identity of the whistleblower as part of managing the whistleblowing report;
- alternative reporting channels, of which at least one can guarantee, also by electronic means, the confidentiality of the whistleblower's identity;

- the prohibition of retaliatory or discriminatory actions, direct or indirect, against the whistleblower for reasons connected directly or indirectly to the whistleblowing report;
- in the disciplinary system, penalties against those who violate the measures protecting the whistleblower, as well as those who submit with malice or gross negligence reports that prove to be unfounded.

2.5 Recipients of the Model

The Model is addressed to:

- the Directors and all those who hold functions of representation, administration and direction, even de facto, of the Company or in any case of an organisational unit with financial and functional autonomy, as well as to the members of the other corporate bodies;
- individuals linked by a subordinate employment relationship (including employees seconded to another Group company);
- individuals who, although external to the corporate structure, are linked to it by a relationships of “subordination” or “quasi-subordination” (e.g. external consultants, those who are bound by a coordinated and continuous collaboration contract or other individuals linked by a contractual or regulatory bond that subjects them to the supervision and control of senior management).

2.6 Methodological approach

The methodology chosen for updating the Model, in terms of organisation, definition of operating procedures, structuring in phases and assignment of responsibilities among the various company functions, is defined by CDP in order to ensure the quality and authoritativeness of the results.

The process of updating the Model, in accordance with the provisions of Art. 6 of Italian Legislative Decree 231/01, with the most significant legal rulings and with the recommendations of the Guidelines drawn up by the ABI and the Confindustria Guidelines, is carried out through the following phases.

2.6.1 Preliminary mapping of activities and analysis of potential risks

The analysis of the company context is carried out in this phase, in order to identify the areas of activity at risk of committing relevant offences for CDP pursuant to the Decree. Preliminary identification of company activities and so-called areas at risk implemented on the basis of the analysis of the specific context in which CDP operates and by examining the Company’s documentation (organisational chart, function chart, processes, internal regulatory body, powers of attorney, etc.). In this context, the offences that could occur within the scope of company activities and the first lines/managers of the areas/services in question (hereinafter also “Key Officers”) were identified.

The result of this analysis was represented in a document containing the preliminary map of all business activities potentially at risk.

2.6.2 Gap Analysis on the internal control system

The identification of the activities at risk, the Key Officers and the related potential offences is then followed by an analysis of the existing preventive controls to protect the areas potentially at risk. The analysis is aimed at formulating a suitability assessment by means of a comparative analysis between the current Model and an abstract Model of reference, based on the content of the Decree's regulations.

In this phase, therefore, the components of the existing preventive control system are surveyed by analysing the related documentation and conducting interviews with Key Officers.

The result of this activity is formalised in a Gap Analysis document, which highlights the weaknesses detected in the existing control system.

In relation to the detailed results of the Gap Analysis, please refer to the interview documents prepared after the meetings with the Key Officers and shared and validated by the latter. These documents are kept in the information archive of the department of the Chief Audit Officer of CDP.

2.6.3 Action plan for the elimination of identified deficiencies

Given the divergences highlighted by the comparative analysis between the current Model and a theoretical reference Model, the areas for improvement of the existing control system are identified, and on the basis of the findings, an action plan is drawn up to identify the requirements characterising a Model conforming to the dictates of the Decree and, where necessary, the related actions to improve the internal control system.

The result of this activity is formalised in a document called the Action Plan, in which the improvement interventions of the internal control system to be implemented – with different degrees of priority – are highlighted, in order to make CDP's Model as consistent as possible with the requirements of the Decree.

2.6.4 Model updates

The updated version of the CDP Model is prepared based on the findings of the previous phases and the choices of the senior management.

The system of preventive controls defined by the Company that must be implemented at the company level to ensure the effectiveness of the Model is structured as follows:

- 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 performing sensitive activities, as well as ways of archiving the relevant documentation;
- segregation of duties between those authorising, executing and controlling;
- existence of a system of proxies and powers of attorney consistent with the assigned organisational and management responsibilities, defined and known within the Company, which envisages – when required – joint signatures and a precise indication of the approval thresholds for expenses, especially in areas considered at risk of crime;
- traceability and ex-post ability to verify the transactions through adequate documentary/IT supporting documents;
- system of ethical principles and rules of conduct aimed at preventing the offences set forth in the Decree and referred to in the Code of Ethics of CDP;
- management control system able to provide timely notification of the existence and occurrence of critical situations, through manual and automatic controls suitable to prevent the commission of offences or to detect *ex post* any irregularities that could contrast with the purposes of the Model;
- communication and training system for all Company personnel, concerning all the elements of the Model;
- disciplinary system suitable to punish the violation of the rules contained in the Model and in the Code of Ethics.

These components constitute valid safeguards for all types of offences set forth in the Decree. With regard to specific control measures, please refer to the Special Section.

The preventive control system for reducing the risk of committing offences is also an integral part of the Company's broader internal control and risk management system.

The Board of Directors, which is ultimately responsible for this system, ensures its constant completeness, functionality and effectiveness, promoting a high level of ethical integrity and a culture of control that makes the entire staff aware of the importance of the monitoring activity. The Model of CDP is therefore constituted, as mentioned, by the various components of the organisational structure, by this **General Section** and by the **Special Section**, which all Recipients are required to know and comply with, based on their type of relationship with the Company.

The **Special Section** reports in an organised form: so-called Relevant activities pursuant to Italian Legislative Decree No. 231/2001, i.e. the areas within which the offences of the type set forth in the Decree could be committed; the Key Officer of the Relevant activity; the offences, that is the types of offence for CDP that could abstractly occur during the execution of the Relevant activity; the examples of ways the crime could be committed; the Principles of the Internal Control System, prepared by the Company also in order to mitigate the risk of illicit conduct.

The Model also consists of the following Annexes to this General Section:

- a **Code of Ethics**, containing the set of ethical principles of conduct that the individuals operating for the Company are required to adopt, also in relation to the activities that can cause the types of offences set forth in Italian Legislative Decree No. 231/2001;
- **List and description of the administrative crimes and offences set forth in Italian Legislative Decree No. 231/2001**, which provides a brief description of the

administrative crimes 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 towards the Supervisory Body pursuant to Italian Legislative Decree No. 231/2001**, which provides, for each relevant activity provided for in the CDP 231 Model, the information that must be transmitted, with the relative frequency, to the SB. In particular, the information flows that are required of the corporate structures have been defined based on a separation of general flows and specific flows, as well as indicating a flow structure for “exceptions”. In relation to the latter flow category, as part of the relevant activities pursuant to Italian Legislative Decree No. 231/01, the company organisational units are also required to communicate the following to the SB: (i) procedural exceptions to methods of carrying out the activities in question; (ii) activities carried out that do not have a procedure; (iii) any other exception identified by the Key Officer.

3 Supervisory Body pursuant to Italian Legislative Decree 231/01

Italian Legislative Decree No. 231/2001 provides for an exemption from liability if the company has, inter alia, adopted organisational, 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 the Board of Directors of CDP has entrusted the functions of the Supervisory Body to the Board of Auditors. The functioning of the Body is established in the specific Regulation that it adopts.

3.1 Requirements of the Supervisory Body

The characteristics of the Body, so that it may carry out its activities on the basis of the guidelines contained in Articles 6 and 7 of the Decree, are, among others:

- autonomy and independence: these requirements are fundamental so that 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 multi-subject structure, reporting to the company's senior management;
- continuity of action; the Body must:
 - constantly monitor the operation and observance of the Model by exercising its investigative powers;
 - have an adequate budget for monitoring activities.

In the context of CDP, these requirements are guaranteed by assigning the duties of the Supervisory Body to the Board of Auditors, and providing for a hierarchical reporting to the highest corporate executive management, or to the Board of Directors as a whole.

Moreover, the autonomy and independence of the SB are ensured by providing, as part of the budgeting process, adequate financial, human and logistical resources that are consistent with the expected and reasonably achievable results. In particular, for its secretarial and operational activities the SB relies on the "Supervisory Body Support" reporting to the Chief Audit Officer.

3.2 Composition, term of office, revocation and replacement of members of the SB

The SB functions of CDP are entrusted to the Board of Auditors, a collective body composed of five standing members and two alternates appointed by the Shareholders' Meeting.

The Chairperson of the Board of Auditors also performs the functions of Chairperson of the SB. The Chief Audit Officer may, in any case, attend the meetings of the SB as an auditor.

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 expire on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their term of office. The termination of SB members due to expiry of their term is effective from the date the Board of Auditors has been reconstituted. The termination of the position of the members may also be caused by renunciation, lapsing or revocation. With regard to the causes of forfeiture and the

possible revocation of the members of the SB, reference should be made to the provisions on the matter set out for the Board of Auditors from Art. 2399 and et seq. of the Italian Civil Code. In the event of death, resignation or lapsing of a standing auditor, 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.

3.3 Functions and powers

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

The following functions are assigned to the Supervisory Body:

- monitor the actual and concrete application of the Model, verifying that the conduct within the Company is consistent with it;
- evaluate the concrete adequacy over time of the Model to perform its function as a crime prevention tool;
- carry out in-depth investigations on reports of violations of the Code of Ethics and the Model (for the offences envisaged);
- periodically report to the competent bodies on the Model's status of implementation;
- draw up proposals for modifying and updating the Model, necessary as a result of changes to the law or the organisational structure;
- verify the implementation and actual functionality of the changes made to this Model.

In carrying out these functions, the Body is responsible for:

- proposing and promoting all the initiatives necessary for the knowledge of this Model and the Code of Ethics inside and outside the Company;
- developing control and monitoring systems aimed at preventing the offences referred to in the Decree;
- carry out targeted checks on certain sectors or specific business procedures and conduct internal investigations to ascertain alleged violations of the provisions of this Model;
- verify that the elements set forth in the Special Section are in any case adequate, effective and compliant with the requirements of observance of the Decree's provisions, and if otherwise, to propose the company carries out updating activity of the elements themselves;
- coordinate with the other company functions, in order to analyse the map of the areas at risk, monitor the implementation status of this Model and propose improvements or additions in relation to the aspects regarding the coordinated implementation of the Model (instructions for the implementation of this Model, inspection criteria, definition of standard clauses, staff training, disciplinary measures, etc.);
- collect, process and store data and information related to the implementation of the Model.

The following powers are assigned to the SB to perform the aforementioned functions and duties:

- broad and widespread access to the various company documents and, in particular, to those concerning contractual and non-contractual relationships established by the Company with third parties;
- make use of the support and cooperation of the various corporate structures and of the corporate bodies that may be interested, or otherwise involved, in control activities;
- in the context of contracts that are secret or requiring special security measures in compliance with the law, regulations or administrative provisions pursuant to Art. 162 of Italian Legislative Decree No. 50/2016, receive information relevant to the prevention of predicate offences pursuant to Italian Legislative Decree No. 231/2001, also with reference to environmental issues and occupational health and safety, through company personnel duly authorised to know the confidential information;
- give specific consultancy and assistance assignments to experts in legal and/or audit matters and implementation of processes and procedures.

Further procedures for exercising the powers of the SB can be defined by an internal act adopted by the Supervisory Body itself, to which the Board of Directors is informed.

3.4 Information flows and reports of wrongdoing (whistleblowing)

3.4.1 Information flows towards the SB

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

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

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@cdp.it. With regard to information flows, any information of any kind also coming from third parties and concerning acts, conducts or events that may be relevant for the implementation of the Model in the areas of activities at risk, must be brought to the attention of the Supervisory Body.

The table of information flows, which constitutes an integral annex of the Model, summarises the information which, at an event or with a pre-established frequency, 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).

3.4.2 Whistleblowing

If as a result of the functions performed, directors and members of all the corporate governance bodies, CDP employees and the Associates, Partners, Consultants, Suppliers and Counterparties of the business activities, as well as any third parties informed of the facts, become aware of conduct that can cause crimes, offences or irregularities and/or behaviour of any nature that constitutes a violation and/or alleged violation of the 231 Model, the Code of Ethics, internal regulations, both company and Group, rules on prevention of money laundering and terrorist financing, as well as of the Consolidated Law on Finance and MAR (where applicable), are required to report such facts through the channels set up for this purpose and listed below.

In particular, in order to facilitate the sending of Whistleblowing reports to the Body, also in accordance with Whistleblowing regulatory requirements (Law No. 179/2017), the following channels have been established:

- IT platform, constituting an alternative IT channel: accessible on the institutional website www.cdp.it, at the following link: <https://ewhistlecdp.azurewebsites.net/>;
- email (encrypted): segnalazioni@odvcdp.it;
- ordinary post addressed to: Cassa Depositi e Prestiti S.p.A. Supervisory Body, via Goito, 4, 00185 Rome.

The IT platform renders the whistleblower's identity unknown to CDP, so as to guarantee the confidentiality of this identity.

Whistleblowing reports must be substantiated and based on factual and consistent facts.

Management of whistleblowing reports is primarily attributed to the Supervisory Body, as the main recipient of the communication, which uses the Chief Audit Officer department (so-called “report managers”) to carry out the necessary checks.

If Whistleblowing reports are received relating to the Chief Audit Officer department, these will be managed by the SB including with the involvement of the business unit/corporate body on which the Chief Audit Officer department depends. In the event that the Whistleblowing reports affect the entire Body, they will be managed by the Chief Audit Officer department, while if they concern one of the SB members, they will be dealt with by the Body and by the Chief Audit Officer department, with the exclusion of the member involved.

The SB will be able to speak with the author of the whistleblowing report, obviously where not anonymous, and/or the individual responsible for the alleged violation.

CDP guarantees the whistleblower will be protected against any retaliatory action and/or discriminatory behaviour as a result of making the Whistleblowing report (for example dismissal, mobbing, demotion, etc.). Therefore, if following the assessment of the Whistleblowing report, the whistleblower deems that they have suffered retaliatory conduct, they can submit a new Whistleblowing report – not anonymous – relating to the behaviour suffered, giving prior authorisation to the SB and the Chief Audit Officer to access their personal data, so that the necessary measures can be taken to restore matters and/or to remedy the negative consequences related to the discrimination, as well as to inform any competent departments when initiating disciplinary action against the individual responsible for the discrimination.

In the event that, following the checks carried out, the validity of the facts reported is confirmed, the SB notifies the competent corporate functions of the results of the investigations carried out, so that the most appropriate disciplinary measures can be taken, as described in the paragraph “Disciplinary system” of this document.

The SB will proceed in the same way in the event that, following the checks carried out, a Whistleblowing report received is discovered to be unfounded and made with wilful misconduct or gross negligence, so that also in this case, the appropriate disciplinary measures indicated in the paragraph “Disciplinary system” can be taken by the competent corporate Organisational Units.

All information relating to Whistleblowing reports is kept by the Supervisory Body in the archive referred to in the previous paragraph.

For anything not expressly mentioned in this paragraph, please refer to the Group “Management of Whistleblowing reports” Policy.

3.4.3 Information flows by the SB

For matters under its responsibility, the Supervisory Body of CDP 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 Supervisory Body of CDP may be called by the Board of Directors at any time, through the Chairperson of the Supervisory Body, 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. The meetings with the corporate bodies to which the SB reports must be minuted. 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 result of such implementation;
- report to the senior management any conduct/action that is significantly out of line with the Model.

4 Disciplinary system

CDP acknowledges and declares that preparing an adequate Disciplinary System for the violation of the rules and provisions contained in the Model is an essential condition for ensuring the effectiveness of the Model itself.

In this regard, the Decree requires that the organisational and management Models must “*introduce a disciplinary system suitable to punishing any failure to comply with the measures indicated in the Model*”, respectively for the senior managers and for the employees.

Applying the penalties described in the Disciplinary System is independent of the outcome of any criminal proceedings, since the rules of conduct imposed by the Model are assumed by the Company in full autonomy and independently of the type of offences referred to in the Decree.

More precisely, failure to comply with the rules and provisions contained in the Model damages the relationship in place with the Company and involves actions of a disciplinary nature regardless of any initiation or outcome of a criminal judgement, in cases where the violation constitutes an offence.

Furthermore, in compliance with the provisions introduced with Law No. 179/2017 on Whistleblowing, if following the checks carried out on the Whistleblowing reports received, the Supervisory Body and the Chief Audit Officer department find the commission of unlawful behaviour by an Employee and/or Associates, Partners, Consultants, Suppliers and Counterparties of business activities, Directors and members of all corporate governance bodies, CDP intervenes through the application of adequate, proportionate measures and sanctions in line with the applicable National Collective Labour Agreements, in the case of Employees, and with the contractual and/or statutory provisions in force in the other cases.

4.1 Violations

Generally and merely as an example, the following constitute “Violations” of this Model:

- a) the commission or omission of actions or conduct not compliant with the law and the provisions contained in the Model which entail the commission of one of the offences contemplated by the Decree;
- b) the commission or omission of actions or conduct not compliant with the law and the provisions contained in the Model which cause a situation of mere risk of commission of one of the offences contemplated by the Decree;
- c) the commission or omission of actions or conduct not compliant with the law and the provisions contained in the Model which do not entail the risk of commission of one of the offences contemplated by the Decree;
- d) the commission or omission of actions or conduct not compliant with the law and the provisions contained in the Model which deprive or reduce the protection of the whistleblower, also in terms of the confidentiality of their identity;
- e) the adoption of retaliatory and/or discriminatory measures against the whistleblower (for example dismissal, mobbing, demotion, etc.) following the Whistleblowing report made;

- f) the transmission, with malice or gross negligence, of reports that prove to be groundless by the Recipients of the Model.

4.2 Criteria for the application of penalties against Employees

Pursuant to Art. 2106 of the Italian Civil Code, with reference to employment relationships, this Disciplinary System, limited to the cases contemplated in the Model, specifies some contents already provided for in the National Collective Labour Contracts applied to Employees.

The Disciplinary System is divided into Sections, according to the category of Employee classification pursuant to Art. 2095 of the Italian Civil Code.

Any Violation committed by the Company's Employees constitutes a breach of the obligations (i.e. duties of diligence, obedience and loyalty) arising from the employment relationship, pursuant to Articles 2104, 2105 and 2106 of the Italian Civil Code, which are referenced.

The type and extent of specific penalties will be applied in proportion to the severity of the Violation and, in any case, based on the following general criteria:

- subjective element of the conduct (wilful misconduct, guilt);
- relevance of the violated obligations;
- potential damage caused to the Company and possible application of the penalties set forth in the Decree and any subsequent amendments or additions;
- level of hierarchical or technical responsibility of the subject involved;
- the presence of aggravating or mitigating circumstances, with particular reference to the previous work performed by the individual receiving the Model and any previous disciplinary measures in the last two years;
- possible sharing of liability with other Recipients or third parties in general who have contributed in determining the Violation.

If a single act resulted in the commission of several offences, punished with different penalties, only the most severe penalties will apply.

Any recidivism committed in the two-year period automatically entails the application of the most severe penalty for the type of violation.

The principles of promptness and immediacy of the allegation impose applying the penalty (also and above all disciplinary) regardless of the possible initiation and/or outcome of a criminal judgement.

In any case, disciplinary penalties to Employees must be imposed in compliance with Art. 7 of the Workers' Charter and all the other legislative and contractual provisions on the matter, both with regard to the applicable penalties and with regard to the form of exercise of such power.

4.3 Penalties

4.3.1 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 must comply with the following principles:

- it must be duly publicised;
- the penalties must comply 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 must be assured (Art. 7 of the Workers' Charter) and, in any case, any disciplinary measures more severe than a verbal reprimand cannot be applied before 7 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 begins again from the date on which the Company gives the worker feedback.

The penalty must be appropriate in order to ensure the effectiveness of the Model.

The penalties which can be imposed on the Company's Employees fall within those set forth in the "*national collective labour contract for managerial staff and for personnel of the professional areas dependent on credit, financial and securities companies*" (hereinafter referred to as "CCNL"), with regard to personnel with the qualifications of "employee" or "manager", while for personnel with the status of "executive", they will be imposed taking into account the particular relationship of trust binding managerial figures to the Company, as well as from the "*national collective labour contract for executives employed by credit, financial and securities companies*" (hereinafter referred to as "Credit Management CCNL").

This Disciplinary System and the Code of Ethics are made accessible to Employees also through their publication on company bulletin boards.

The entire Model is made accessible to Employees through its publication on the company intranet. These methods of publication ensure full compliance with the provisions of paragraph I of Art. 7 of the Workers' Charter.

4.3.2 Penalties for Employees without managerial capacities

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:

- the provision of VERBAL REPRIMAND provided for in letter a), paragraph 1, Art. 44, Chapter V of the CCNL are incurred by any non-executive employee who commits, due to

slight negligence, inattention or imprudence, a Violation among those indicated in letter c) of paragraph 4.1 above or adopts or tolerates conduct not compliant with provisions and directives concerning the implementation of the Model and disseminated through internal company directives or other similar suitable means;

- the provision of WRITTEN REPRIMAND set forth in letter b), paragraph 1, Art. 44, Chapter V, of the CCNL is incurred by any non-executive employee who: (i) has committed recidivism in conduct punished with the disciplinary measure of the verbal reprimand; (ii) omits, with non-severe fault, to carry out an activity assigned to him/her or under his/her responsibility by virtue of the procedures contained in this Model (including, but not limited to: not issuing communications and notifications to the SB; does not carry out expressly prescribed checks; does not report dangerous situations, etc.); (iii) tolerates similar non-severe irregularities committed by other personnel or third parties; (iv) contravenes, with non-severe fault, the express prohibitions resulting from the Model if this does not result in a danger of committing an offence contemplated by the Decree;
- the provision of SUSPENSION FROM SERVICE AND ECONOMIC REMUNERATION FOR A PERIOD NOT EXCEEDING 10 DAYS as per letter c), paragraph 1, Art. 44, Chapter V, of the CCNL are incurred by any non-executive employee who: (i) by negligence, imprudence or inattention of major importance, commits or tolerates a Violation indicated in letter b) of paragraph 4.1 above; (ii) has committed multiple violations punishable with verbal and/or written reprimand;
- the provision of DISMISSAL FOR JUSTIFIED REASON (SIGNIFICANT FAILURE OF THE CONTRACTUAL OBLIGATIONS BY THE WORKER) as per letter d), paragraph 1, Art. 44, Chapter V, of the CCNL is incurred by any non-executive employee who (i) commits a significant Violation referred to in letter a) of the previous paragraph 4.1; (ii) has given to other Employees and/or third parties instructions that are considerably contrary to those laid out by the Company's management; (iii) performs any act that causes significant damage to the health and safety of the workplace; or (iv) has committed recidivism in conducts punished with the disciplinary measure of suspension from service and from economic remuneration;
- the provision of DISMISSAL FOR JUST CAUSE (WITHOUT NOTICE) set forth in letter e), paragraph 1, Art. 44, Chapter V of the CCNL is certainly incurred by any non-executive employee who (i) commits a serious Violation as per letter a) of the previous paragraph 4.1; (ii) performs, in relation to the implementation of the Model, actions so serious as to undermine the trust on which the employment relationship is based, making even a temporary continuation of the relationship impossible; (iii) behaves with very serious negligence, inattention or imprudence or maliciously and intentionally intends to commit a Violation referred to in paragraph 4.1 above; (iv) behaves in a way that is deliberately not compliant with the provisions contained in the Model, with a conduct of such severity as to constitute an offence under the law and to cause, even if only potentially, a moral or material harm to the Company; (v) has committed serious recidivism in conduct punished with a disciplinary measure of suspension from work and economic remuneration.

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.

In the event of violations referred to in letters d), e) and f) of paragraph 4.1 above, one of the penalties indicated above will be applied depending on the seriousness of the violation

4.3.3 Penalties for employees in “managerial” position

In cases where managers 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 National Collective Labour Contract for Credit Managers and by the regulatory system.

Due to the greater degree of diligence and professionalism required by the position, any personnel with the qualification of “manager” 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 “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 manager and the employer, the penalty is dismissal for just cause, pursuant to Art. 2119 of the Italian Civil Code.

4.3.4 Penalties against directors

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

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

If the Violation was committed by several members of the Board of Directors so that any decision, in the absence of the persons involved, cannot be taken with a majority of the members of the Board, the Chairperson of the Company’s Board of Directors convenes without delay the Shareholders’ Meeting 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.

It should be noted that the contents of this paragraph are also valid for Directors for Separate Account and for all members of the various Committees that characterise the corporate governance, with the exception of the members of the Non-Controlling Shareholders Support Committee.

4.3.5 Penalties against members of the Non-Controlling Shareholders Support Committee

Whenever a Violation by one or more members of the Non-Controlling Shareholders Support Committee comes to light, the Supervisory Body, which must be immediately informed, must promptly transmit the information of the event to the entire Board of Directors and the shareholders who appointed them, having the right to do so under the Articles of Association. At the outcome of the checks and discussions between the Board of Directors, the Board of Auditors and the shareholders referred to in the preceding paragraph, the measures deemed appropriate will be adopted in order to avoid the completion of a new Violation and to remedy the consequences deriving from the alleged Violation.

4.3.6 Penalties against auditors

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

It follows that when a Violation by one or more auditors comes to light, the Board of Auditors, in its capacity as Supervisory Body, must promptly notify the incident to the Board of Directors. It is the duty and power of any auditor not involved in the violation to notify the Board of Directors. 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.

4.3.7 Penalties against Associates, Partners, Consultants, Suppliers and Counterparties of business activities

Any Violation committed by Partners, Consultants, Associates, Suppliers and Counterparties of the business activities constitutes a significant breach also for the purposes of terminating the contract between them and the Company, according to appropriately signed clauses, as referenced in chapter 5 below.

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 4.1 above, by Associates, Partners, Consultants, Suppliers and Counterparties of the business activities, CDP 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 executed, or (b) to terminate the contract pursuant to Art. 1456 of the Italian Civil Code, in the case where the execution of the contract has begun.

Associates, Partners, Consultants, Suppliers and Counterparties of the business activities are able to access and consult the Code of Ethics and an extract of the Model on the CDP website. Furthermore, in all contracts the counterparty must undertake to reimburse, indemnify and hold harmless CDP for any cost, expense, loss, liability or burden incurred, where it is demonstrated that it would not have occurred if the statements and guarantees issued by the counterparty contained in the contract were true, complete, correct and accurate and the commitments described above had been duly fulfilled.

5 Dissemination of the Model and contractual clauses

5.1 Information and training of staff and members of the corporate bodies

In order to effectively implement the Model, CDP intends to ensure the proper disclosure of its contents and the rules of conduct contained therein, both inside and outside its organisation, with different degrees of depth based on their different level of involvement in the activities at risk.

Supervision of the information and training system is overseen by the Supervisory Body in collaboration with the heads of the company's Organisational Units involved in applying the Model at the time.

In relation to the communication of the Model, CDP undertakes to disseminate it on the company intranet to all Employees and members of the corporate bodies.

The training of and periodic communication to company personnel and members of the corporate bodies are documented by the Body and the *Chief People & Organization Officer*.

In fact, in order to ensure an effective and rational communication activity, the Company promotes and facilitates the members of the corporate bodies and Employees getting familiar with the contents of the Model, also through specific training, with a degree of diversification based on their degree of involvement in the Relevant Activities.

5.2 Declaration pursuant to Italian Legislative Decree 231/01 of members of the corporate bodies and Employees

Every member of the corporate bodies and every Employee is required to declare:

- to have read and become fully familiar with the principles of the Code of Ethics and the Model;
- their commitment 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 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);
 - c) the external associates of CDP.

The new members of the corporate bodies and the new Employees will be provided with a copy of the General Section and the Special Section of the Model as well as the Code of Ethics and will be required to sign a statement of knowledge of and compliance with the contents therein.

5.3 Information to the outside – Contractual 231 clauses

The activity of communicating the Model's contents is also directed towards those third parties who have contractual relations with the Company, but are not Employees of CDP, nor members of the corporate bodies. These include, by way of example, the parties with which CDP enters into commercial agreements ("Counterparties of the business activities"), those who perform

their work for and in coordination with the Company on an ongoing basis, without there being an employment relationship (“Associates”), those acting in the name and/or on behalf of the Company by virtue of a mandate contract or other contractual relationship concerning a professional service (“Consultants”), the contractual counterparties with which the Company enters into some form of collaboration, including, but not limited to: temporary associations of companies, joint ventures, consortia, licenses, agencies, collaborations in general, etc., where they are intended to cooperate with the Company in the scope of the Relevant Activities (“Partners”), as well as the suppliers of non-professional goods and services to the Company that do not fall within the definition of a Partner (“Suppliers”).

To this end, the aforementioned individuals are guaranteed access to review the Code of Ethics and an extract of the Model on the CDP website. Furthermore, upon establishing any new relationship, the individuals are required to declare: i) to have read and become fully familiar with the principles of the Code of Ethics and the Model; ii) their commitment 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 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 of CDP.

After hearing the opinion of the SB, the Chief Legal Officer approves the appropriate standard contractual clauses aimed at strengthening the effectiveness of the Model in preventing offences pursuant to Italian Legislative Decree No. 231/2001 and the reduction of CDP’s reputational and credit risks.

For contracts entered into with subjects falling within the scope of application of Italian Legislative Decree No. 231/2001, in order to adequately assess the related reputational and credit risks, CDP and the Coordinated Companies require the counterparty to declare:

- to have adopted within their corporate structure precautions necessary to prevent the predicate offences of liability referred to in Italian Legislative Decree No. 231/2001;
- on the possible presence of proceedings, of which they are aware, pending against them to ascertain any liability as set out in Italian Legislative Decree No. 231/2001;
- on the possible existence of final convictions pursuant to Italian Legislative Decree No. 231/2001, including the ruling imposing the penalty requested by the parties pursuant to Art. 444 of the Italian Code of Criminal Procedure;
- on being subject to precautionary measures set forth in Italian Legislative Decree No. 231/2001.

Moreover, for these contracts CDP and the Coordinated Companies require the following commitments of the counterparty for the duration of the contract:

- maintaining the necessary precautions within the company structure for the purpose of preventing the offences set forth in Italian Legislative Decree No. 231/2001;
- communicating any new proceedings, of which they are aware, pending against them to ascertain any liability as set out in Italian Legislative Decree No. 231/2001;
- communicating any new final convictions pursuant to Italian Legislative Decree No. 231/2001, including the ruling imposing the penalty requested by the parties pursuant to Art. 444 of the Italian Code of Criminal Procedure;

- communicating any new precautionary measure under Italian Legislative Decree No. 231/2001.

Finally, contractual remedies are adopted if, after the conclusion of the contract, the statements given appear to be false, incomplete, incorrect or inaccurate, or if in the course of the relationship with the counterparty, one of its commitments as indicated above is not fulfilled, or if, following the occurrence of one or more of the events subject to the notification commitment indicated above, the position of the counterparty has worsened regarding the circumstances disclosed at the time of signing the contract in such a way as to significantly compromise its ability – even economic – to fulfil its obligations under the contract.

Given the purpose of the Model, CDP will evaluate the appropriateness of communicating the contents of the Model to third parties not attributable to the figures mentioned above by way of example and, more generally, to the market.

5.4 Pending and arising circumstances relevant for the purposes of Italian Legislative Decree No. 231/2001

In the event that at the time of stipulation, the counterparty declares in the contract that it is subject to proceedings for ascertaining any liability pursuant to Italian Legislative Decree No. 231/2001 or to be subject to precautionary measures set forth in Italian Legislative Decree No. 231/2001 or has received any final convictions pursuant to Italian Legislative Decree No. 231/2001, including the ruling imposing the penalty requested by the parties pursuant to Art. 444 of the Italian Code of Criminal Procedure, the competent Organisational Units (with the necessary support of the Chief Legal Officer and the Compliance Department) will have to assess whether these circumstances preclude the stipulation of the same, taking into account the reasons of reputational and credit protection of CDP. The same caution must be taken if the aforementioned circumstances occur while the contractual relationship is pending.

The assessment will take into account the need to preserve the reputation of CDP from the risks it would be exposed to as a result of the involvement of a counterparty in a procedure for ascertaining the liability pursuant to Italian Legislative Decree No. 231/2001, as well as the risk that the counterparty, punished with a financial or prohibitory penalty, including as a precautionary measure, sees significantly compromised its ability – even economic – to fulfil its obligations deriving from the contract.

If the competent Organisational Unit deems that, despite the fact that these circumstances are pending at the time the contract is signed, the aforementioned reasons of CDP are still protected (in consideration, for example, of the foreseeable positive conclusion of any ongoing proceedings, or the counterparty's adequate ability to meet its obligations even in view of financial or prohibitory penalties), and it must inform the Supervisory Body, citing the justificatory reasons for the proposed decision.

It remains understood that any definitive assessment regarding the protection of CDP from the risks considered above is left to the body in charge of deciding on the contract to be implemented.

6 Updating and adaptation of the Model

6.1 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, by way of example:

- significant changes to the General Section of the Model;
- the inclusion in the Model of specific sections in the Special Sections relating to different types of offences which, due to other regulations, will be added in the future or, in any case, linked to the Decree's scope of application;
- the suppression of some parts of the Model;
- updating the Model following a significant reorganisation of the company structure and/or of the overall corporate governance model.

For the resolutions pertaining to the collegiate body, the Chief Executive Officer formulates the latter to update the Model with the support of the Chief Audit Officer.

The Chief Executive Officer is entitled to make amendments or additions of a specific or formal nature to the Model, by virtue of the need to ensure a constant and timely adjustment of the same to any operational and/or organisational changes within the Companies, such as:

- additions to the Relevant Activities, indicated in the Special Section of the Model. In this case, the Chief Executive Officer is required to communicate any changes to the Model to the BoD;
- amendments to the Model resulting from changes in the name, merging or separation of certain company functions, or implementation of the Action Plan;
- updating the list of organisational safeguards.

For this purpose, the Chief Executive Officer will reply on the support of the Chief Audit Officer.

The Supervisory Body:

- is consulted first regarding any changes to be made to the Model;
- directs all the proposals for updating the Model to the Chief Executive Officer, with the support of Chief Audit Officer in the updating activity.

Moreover, for the updates to the Code of Ethics, the Chief Audit Officer works in coordination with the Chief People & Organization Officer.

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.

The Company will provide adequate training to personnel and members of the corporate bodies regarding updates to the Model, as well as publish the updated version of the Model on the website.