



ANTI-CORRUPTION COMPLIANCE STANDARD

PREPARATION, PROCESSING, CONSENT AND APPROVAL	
PREPARATION:	Compliance & Anti-Corruption Unit
PROCESSING:	Certifications Unit
CONSENT:	Legal Services Division
	CEO
APPROVAL:	Board Of Directors

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REVISIONS

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CONTENTS

REVISIONS.....	3
1 ABSTRACT.....	6
2 DEPARTMENTS INVOLVED	7
3 COMPLIANCE PRINCIPLES.....	8
3.1 GENERAL PRINCIPLES.....	8
3.2 POLICY DECLARATION.....	9
3.3 FACILITATION PAYMENTS	12
3.4 GIFTS, EXPENSES AND HOSPITALITY – OFFERED AND RECEIVED	12
3.4.1 Gifts, financial advantages or other benefits offered to, or received from, Italgas Group Personnels	13
3.4.2 Gifts, financial advantages or other benefits given to third parties	13
3.5 POLITICAL AND TRADE UNION CONTRIBUTIONS.....	14
3.6 CHARITABLE CONTRIBUTIONS/DONATIONS.....	15
3.7 SPONSORSHIPS.....	16
3.8 SUPPLIERS.....	18
3.9 BUSINESS PARTNERS.....	18
3.9.1 Requirements for contracts with Business Partners	18
3.9.2 Joint Ventures	20
3.9.3 Intermediaries.....	21
3.9.4 Consultants.....	24
3.9.5 Prior assessment of changes.....	25
3.10 SELECTION AND HIRING OF PERSONNEL.....	26
3.11 ACQUISITIONS AND DISPOSALS	26
3.12 ACCOUNTING PROCEDURES	27
3.13 ACCOUNT-KEEPING AND INTERNAL CONTROLS	28
3.14 PERSONNEL TRAINING AND DISCLOSURE.....	29
3.15 ANTI-CORRUPTION DUE DILIGENCE AND RED FLAG MANAGEMENT ..	31
3.16 REPORTING SYSTEM.....	31
3.16.1 Request reporting system	31
3.16.2 Violation reporting system.....	32
3.17 DISCIPLINARY MEASURES AND CONTRACTUAL REMEDIES.....	32
3.18 MONITORING AND IMPROVEMENTS	33
4 CONSERVATION OF DOCUMENTATION AND RESPONSIBILITY FOR UPDATES.....	34
5 LIST OF ANNEXES.....	34



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GIFTS REGISTRATION FORM 35

1 ABSTRACT

One of the key factors in the Italgas Group's¹ reputation is its ability to conduct its business with loyalty, fairness, transparency, honesty and integrity, in compliance with the laws, regulations, similar mandatory requirements, international standards and domestic and foreign guidelines that apply to the Italgas Group's business.

This Anti-Corruption Compliance standard is being adopted for the purpose of providing a systematic reference framework to the anti-corruption standards.

This Anti-Corruption Procedure also complies:

- with the tenth principle of the Global Compact², according to which “*businesses should work against corruption in all its forms, including extortion and bribery*”, signed by Italgas;
- of the standard UNI ISO 37001:2016³, which requires “*an undertaking to meet the requirements of the management system for the prevention of corruption*” and “*an undertaking to continuously improve the management system for the prevention of corruption,*” with which Italgas Group has decided to comply.

Generally speaking, it is unlawful under the Anti-Corruption Laws for Personnel of the Italgas Group, its Business Partners⁴ or any individual carrying out activities benefiting or on behalf of the Italgas Group, to promise, offer, pay or accept, either directly or indirectly, money or any other benefit for the purpose of obtaining or maintaining a transaction, or securing an unfair advantage in relation to business activities, including if carried out abroad.

This Anti-corruption Laws draws on the conduct principles set out in Italgas' Group Code of Ethics, representing a Compliance Standard, and represents a prescriptive document, applicable to all Group processes, which aims to provide Italgas Group personnel with the rules to follow to ensure the compliance with the Anti-corruption Laws.

¹ Italgas S.p.A. is listed on the FTSE MIB index of Borsa Italiana and the entities that exercise control over it are (i) indicated in the “*Corporate Governance and Ownership Structure Report*” which provides a general overview of the corporate governance system adopted by Italgas and approved annually by Italgas' Board of Directors and published on Italgas' website and (ii) made available by the Commissione nazionale per le Società e la Borsa (CONSOB) on its official website <http://www.consob.it/web/consob/home>.

² Launched in July 2000, the Global Compact is an international initiative of the United Nations to promote ten universal principles relating to human rights, labour, environment and anti-corruption, which brings together governments, businesses, United Nations agencies, labour organisations and civil society with the aim of creating “*a more inclusive and sustainable global economy*” by incorporating compliance with, and application of, shared values..

³ The technical standard UNI ISO 37001 of December 2016 specifies requirements and provides guidelines to establish, implement, maintain, update and improve the management system for the prevention of corruption.

⁴ “*Business Partner*” means: “*any non-dependent third party that receives or provides products or services from/for the Italgas Group, or which acts on behalf of Italgas, or which is likely to have Significant Contact in performing its task on behalf of Italgas (e.g. Joint Ventures, Intermediaries, Consultants, agents, franchisees, etc.)*”.

2 DEPARTMENTS INVOLVED

The Board of Directors of each company of the Italgas Group is responsible for the internal control and risk management system, including the Anti-corruption control system, in relation to which its role is to guide and assess the adequacy of the system itself.

The Chief Executive Officers of each company of the Italgas Group oversees the establishment and maintenance of an effective internal control and risk management system.

The Board of Directors and the Chief Executive Officers of each company of the Italgas Group, on the basis of the powers and the responsibilities recognised to them, are respectively identified as the “governing body” and “top management” pursuant to the standard UNI ISO 37001:2016.

The Compliance and Anti-Corruption Unit, pursuant to the powers and responsibilities attributed as the compliance department for the prevention and fight against corruption and bribery, ensures the operation of the prevention and fight against corruption and bribery system, assessing its adequacy over time and its effective implementation, and keeping the “governing body” and “top management,” as identified above, periodically informed.

The review of the management system for the prevention and fight against corruption is coordinated by the Compliance and Anti-Corruption Unit. The review is in any case always referred to the Board of Directors (as the “governing body”) and the Chief Executive Officers (as the “top management”) of each company of the Italgas Group, also by means of a specific committee (for Italgas S.p.A. it is the Control, Risk and Related Party Transactions Committee, which, in compliance with its regulations, summarises and delivers the results to the Board of Directors and the Chief Executive Officer, informing the Board of Statutory Auditors).

The departments mentioned in this Anti-corruption Compliance Standard are listed below.

DIVISION MENTIONED IN THIS DOCUMENT	ORGANISATIONAL UNIT
Legal Services	Compliance and Anti-Corruption
Legal Services	Legal Services
Communications and Sustainability	Media Relations & Digital Communication
Human Resources & Organization	Training & Development
Internal Audit	Internal Audit of Italgas
Institutional and Regulatory Affairs	Regulatory or Institutional Affairs

3 COMPLIANCE PRINCIPLES

3.1 GENERAL PRINCIPLES

The Anti-Corruption Laws

Almost all countries have laws prohibiting bribery of their Public Officials, and many countries have laws criminalizing corruption of other countries' Public Officials. Many countries, including Italy, also have laws that prohibit bribery among private parties.

As the Italgas Group Companies have their registered offices in Italy and in Greece, each company of the Group is subject to the law of the country where it operates.

Moreover, the Italgas Group and its Personnel may also be subject to the laws ratifying International Conventions, which prohibit the bribery of Public Officials and bribery between private citizens, such as:

- the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions;
- the United Nations Convention against Corruption;
- the Foreign Corrupt Practices Act (FCPA) issued by the United States;
- the UK Bribery Act issued by the United Kingdom;
- and their and subsequent amendments and supplements.

The Greek Anti-Corruption Laws:

- prohibit any Public Official from requesting or receiving, directly or through a third party, for himself or another, an unfair advantage of any nature, or accepting the promise of such an advantage, for an action or omission in connection with the performance of his duties, future or already finished (passive bribery, art. 235 Greek Criminal Code)
- prohibit any person from offering, promising, or giving to a Public Official, directly or through a third party, an improper benefit of any kind, for himself or for another, for an action or omission of the public official in connection with the performance of his duties, whether future or past (active bribery, art. 236 Greek Criminal Code)
- prohibit and punish whoever works or provides services in any capacity or relationship in the private sector and, in the course of the business activity, requests or receives, directly or indirectly, any unfair benefit of any nature for himself or for another or accepts a promise of such a benefit in return for his action or omission in violation of his duties, as these are deleted by law, or arise from the nature of his position or service. The same applies to anyone who, in the exercise of business activity, promises, offers or provides, directly or indirectly, an unfair benefit of any nature to a person who works or provides services in any capacity in the private sector, for himself or for a third party, for energy or for omission in breach of his duties (art. 396 Greek Criminal Law)

- a promise of benefit/gain constitutes bribery (even before been awarded). Gains & benefits are not only cash but also intangible benefits (i.e. promotion).
- liability relies on individuals and not on legal entities. Liability of entities within the context of criminal proceedings, takes the form of fines and/or administrative penalties.

Consequences of non-compliance with the Anti-Corruption Laws

Natural or legal persons that breach the Anti-Corruption Laws may incur in considerable fines and natural persons may receive custodial sentences or be subject to other kinds of sanctions. Such violations may give rise to other consequences provided for by applicable laws, such as the ban on contracting with public entities, the prohibition to participate in public tenders, confiscation of the proceeds of the crime or the payment of damages. Even more important is the fact that the Company's reputation could be seriously harmed.

Legal support

The content of applicable laws and the Anti-Corruption Laws may change at any time, so it is important to obtain an updated legal advice before making any commitment on behalf of the Italgas Group. To this purpose, questions relating to:

- the content of the Anti-Corruption Laws, the Code of Ethics or any matter discussed in this Anti-Corruption Procedure or its application in specific situations; and/or
- the provisions on internal controls in the Anti-Corruption Laws or any other matter discussed in this Anti-Corruption procedure, or their application in specific situations;

must be directed to the Compliance and Anti-Corruption Unit.

3.2 POLICY DECLARATION

In accordance with its Code of Ethics and with the Prevention and Fight Against Corruption Policy⁵, Italgas Group prohibits bribery of any public or private party, without exception. In particular, Italgas Group prohibits:

- offering, promising, giving, paying, or authorising someone to give or pay, directly or indirectly, an economic advantage or other benefit to a Public Official or private citizen (**Active Bribery**);

⁵ Available on the website www.italgas.it in the Governance/Anti-corruption section.

- accepting a request from, or solicitation by, or authorising someone to accept or solicit, directly or indirectly, an economic advantage or other benefit from any person (**Passive Bribery**);

when the intention is to:

- induce a Public Official or private party to perform improperly any public function, or any activity connected with a business, or compensate them for having carried it out;
- influence any official act (or failure to act) by a Public Official, or any decision in violation of any official duty;
- influence or compensate a Public Official or private party for an act by his or her office;
- remunerate a person for their mediation with and their influence over a Public Official, with reference to which they have existing or alleged relations;
- obtain, secure or maintain a business or an improper advantage in relation to business activities, carried out in Italy and abroad; or
- in any case, violate national, EU or international laws as applicable at the time.

The prohibited conduct includes offering to, or receipt by, Italgas Group Personnel (direct bribery) or by any person acting on behalf of the Group (indirect bribery) of an economic advantage or other benefit in relation to business activities.

This prohibition is not limited to payments in cash and includes the following for the purposes of bribery:

- gifts;
- entertainment, meal and transport expenses;
- contributions in kind, such as sponsorship;
- commercial activities, employment or investment opportunities;
- confidential information that could be used to trade in regulated securities and products;
- discounts or personal loans;
- Facilitation Payments;
- family assistance or support;
- other advantages or benefits.

The Italgas Group prohibits any form of bribery, including but not limited to those described above, on behalf of any person, including in respect of foreign parties.

The main objectives for the prevention of corruption are established, defined and measured annually, in implementation of the provisions of this Anti-corruption Compliance Standard and on the basis of the results of the half-yearly report by the Compliance and Anti-Corruption Unit of enaon referred to in paragraph 3.18.

The Business Partners are identified, with regard to their respective category (such as, for example, suppliers and consultants) and from a risk-based perspective, by the specific rules and procedures.

The Internal Policies/Procedures of Italgas provide for the performance of specific controls and assessments of the Business Partners considered each time, with different procedures, even based on the relative level of risk, both prior to the establishment of the relative relations with any company of the Italgas Group and during the course of the same, making a sole exception for counterparties with a low level of risk in terms of reputational accreditation.

In addition, pursuant to the general transparency standard of “Segregation of duties” set out in Italgas’ Code of Ethics, any party undertaking relations or carrying out negotiations with external public or private counterparties, including foreign ones, may not alone and freely:

- (i) conclude contracts with the above counterparties;
- (ii) access financial resources;
- (iii) conclude contracts for consultancy, professional services or intermediation;
- (iv) grant benefits (presents, advantages, etc.);
- (v) hire personnel.

Any person subject to this Anti-Corruption procedure shall be deemed “aware” that the payment or other benefit will benefit a Public Official or private party or his/her Family Member or persons indicated by them, if this person has acted with conscious disregard or avoidance of warning signs or grounds for suspicion (Red Flags), or has acted with gross negligence, for example a failure to conduct the appropriate level of due diligence under the circumstances.

Compliance with the Anti-Corruption Laws and this Anti-Corruption procedure is mandatory for all the companies of the Italgas Group, Italgas Group Personnel and Business Partners.

As a result:

- all of the Italgas Group's transactions with, or related to or involving a Public Official, including foreign ones, must be conducted in compliance with the Anti-Corruption Laws, this Anti-Corruption procedure, the relative Policies/Procedures⁶ and the Code of Ethics;
- all of the Italgas Group's transactions with, or related to, private parties, including foreign ones, must be conducted in compliance with this Anti-Corruption procedure, the relative Policies/Procedures and the Code of Ethics;
- Italgas Group Personnels are responsible for their own compliance with this Anti-Corruption procedure and the relevant Policies/Procedures. In particular, the Units and Departments of each company of the Italgas Group or project managers are responsible, inter alia, for supervising compliance

⁶ Without prejudice to the application of individual legal provisions that apply to specific cases from time to time, Italgas Group personnel are obliged to comply with corporate procedures governing relations with the Public Administration.

with them by their project workers and for adopting measures to prevent, detect and report potential violations;

- no questionable or illegal practice (including Facilitation Payments) can be in any way justified or tolerated because it is “customary” in the industrial sector or in the countries where the companies of the Italgas Group operate. No service may be rendered or accepted if it can be achieved only by compromising the ethical standards defined by Italgas Group;
- financial resources obtained as part of business activities are managed in compliance with the relative corporate regulations, which incorporate the principles and contents of the Code of Ethics and, if applicable the specific control standards set out in Model 231, and in any case using procedures that avoid the possibility of creating undue or unexpected availability of finances;
- Italgas Group Personnel who violate this Anti-Corruption procedure and/or the Anti-Corruption Laws will be subject to disciplinary action, and any other legal action to the extent necessary to protect the interests of the Group. Business Partners who breach this Anti-Corruption procedure and/or the Anti-Corruption Laws will be subject to contractual remedies, including suspension of its execution up to the termination of the agreement, a ban on commercial relations with the Italgas Group and claims for damages;
- Italgas Group Personnels will not be dismissed, relieved of their duties, suspended, threatened, bullied or discriminated against in any way at work because they have refused to make a payment or give presents or any prohibited benefit, even if such refusal results in a loss of a business deal or other adverse consequences to the business.

3.3 FACILITATION PAYMENTS

In accordance with the Code of Ethics, Facilitation Payments are expressly prohibited. It is not acceptable for any Company of the Italgas Group, Italgas Group Personnel or Business Partner to make these sorts of payments under any circumstances.

3.4 GIFTS, EXPENSES AND HOSPITALITY – OFFERED AND RECEIVED

In accordance with the Code of Ethics, gifts, payments or other benefits may be given or received, if they can be qualified as acts of commercial courtesy and are of modest value, such that they do not compromise the integrity and/or the reputation of any of the parties, and such that they could not be interpreted by an impartial observer as aimed at creating an indebtedness or to obtain undue advantages.

Gifts, financial advantages or other benefits offered, made or received in any circumstance must be reasonable and in *bona fide*. In any case, all gifts, financial

advantages and other benefits offered, made or received must comply with the internal rules defined by the Italgas Group, and must be registered and supported by appropriate documentation.

Any gift, financial advantage or other benefit must have all the following characteristics. It must:

- not be a cash payment;
- be provided in connection with a bona fide and legitimate business purposes;
- not be motivated by the desire to exercise improper influence or the expectation of reciprocity;
- be reasonable according to the circumstances;
- be tasteful and commensurate with generally accepted standards of professional courtesy;
- comply with local laws and regulations applicable to the Public Official or private party.

3.4.1 Gifts, financial advantages or other benefits offered to, or received from, Italgas Group Personnels

As described in the previous section, any gift, financial advantage or other benefit offered to, or received from, Italgas Group Personnels must, from an objective point of view, be reasonable and in *bona fide*.

Any person receiving offers of gifts, hospitality, financial advantages or other benefits that cannot be regarded as acts of commercial courtesy of modest value, must refuse them and immediately inform: (i) his or her direct superior or the representative of the Business Partner and/or (ii) the Compliance and Anti-Corruption Unit of enaon.

In the specific case when the value of the gift received exceeds the limits set by the Code of Ethics, appropriate notification (using the form in Annex 1) must be sent to the Compliance and Anti-Corruption Unit of enaon so that the case can be checked.

3.4.2 Gifts, financial advantages or other benefits given to third parties

As described in paragraph 3.4, any gift, financial advantage or other benefit given by Italgas Group Personnels to a Public Official or private citizen must, from an objective point of view, be reasonable and in *bona fide*.

A gift, financial advantage or other benefit is reasonable and in *bona fide* when it is directly connected to:

- (i) the promotion, demonstration or illustration of products or services; or
- (ii) participation in training seminars or workshops; or
- (iii) the development and maintenance of cordial business relations.

Gifts, financial advantages or other benefits that are reasonable and in *bona fide* must be approved in accordance with all the relevant Anti-Corruption

Policies/Procedures, as adopted by each Company of the Italgas. These expenses must be registered in an accurate and transparent manner as part of the Company's financial information, in sufficient detail, and must be supported by reference documentation to identify the name and title of any beneficiary, as well as the purpose of the payment or other benefit.

Any gift, hospitality or other benefit for a Family Member or person indicated by a Business Partner, a Public Official or a private party, which was offered at the request of a Business Partner or Public Official or in connection to the recipient's relationship with a Business Partner or Public Official, must be dealt with as a benefit provided to that Business Partner or Public Official, and is therefore subject to the limitations set out in this Anti-Corruption procedure and any other relevant Procedure/Policy.

3.5 POLITICAL AND TRADE UNION CONTRIBUTIONS

Political contributions could constitute corruption offences and therefore present a risk of consequent liability. The risks arising from political contributions are that they may be used by a company as an improper means of bribery to maintain or obtain a business advantage, such as winning a contract, obtaining a permit or licence, or influencing legislation to favour the business.

Due to these risks, as provided in the Code of Ethics, the Italgas Group does not permit any direct or indirect contribution in any form to political parties, movements, committees, political organisations or trade unions, nor to their representatives and candidates, except for those to trade unions specifically mandated by applicable laws and regulations. In case of any doubt as to the mandatory nature of the contribution, the Compliance and Anti-Corruption Unit of enaon shall be consulted.

If mandatory, these contributions nevertheless must be made in compliance with the following minimum standards:

- a) all contributions must be submitted for the authorisation of the Chief Executive Officer of enaon by enaon's Institutional Affairs or/and Regulatory Affairs Department;
- b) contributions must only be given to beneficiaries that are well known, reliable and with outstanding reputation for honesty;
- c) the beneficiary must demonstrate that it is an officially recognised entity in compliance with the applicable laws;
- d) an adequate due diligence review on the beneficiary entity shall be carried out, to be subject to the evaluation of Compliance and Anti-Corruption Unit;
- e) a request for a legal opinion on the legitimacy and mandatory nature of the contribution under the applicable laws must also be submitted to the Compliance and Anti-Corruption Unit of enaon;

- f) in accordance with Italgas Group's internal provisions in this regard, payments to the beneficiary entity must be made exclusively on the bank account registered in the name of the beneficiary entity; payments to numbered accounts, in cash or to a party other than the beneficiary entity, or in a country other than that of the beneficiary entity, are prohibited;
- g) contributions must be properly and transparently recorded in the Company's books and registers;
- h) the beneficiary entity must undertake to record properly and transparently contributions received in its own books and registers;
- i) the original documentation related to the approval of the contribution and the controls of compliance with the relative regulatory instruments must be kept for at least 10 years.

3.6 CHARITABLE CONTRIBUTIONS/DONATIONS

Donations to charitable organisations, entities and administrative bodies, including foreign ones, present a risk that funds or valuable assets will be diverted for personal use or to benefit a Public Official or a private party.

Even if a Public Official or a private party does not receive a direct economic benefit, a legitimate charitable contribution made in exchange for obtaining or maintaining a business activity or to secure an improper advantage could be regarded as an unlawful payment under the Anti-Corruption Laws.

All charitable contributions must be approved by the CEO to ensure their compliance with the Anti-Corruption Laws, in accordance with the relevant internal Policies/Procedures as adopted by each Company of the Italgas Group.

Any relevant internal Policy/Procedure must comply with the following minimum standards:

- a) all contributions/donations must be submitted for the authorisation of the Chief Executive Officer of enaon by enaon's Communications & Sustainability Department;
- b) all contributions must be made within the approved budget;
- c) contributions must only be made in favour of entities that are not recently created, are well known and reliable and with outstanding reputation for honesty and correct business practices;
- d) the beneficiary entity must demonstrate that it has all the certifications and has satisfied all the requirements to operate in accordance with the applicable laws;
- e) an appropriate Policy/Procedure must be adopted to govern the procedure for approving contributions that stipulates, for the purposes of approval, the provision of an adequate description of the nature and purposes of the individual contribution, due diligence on the beneficiary entity and

verification of the legitimacy of the contribution according to the applicable laws;

- f) in accordance with the Italgas Group's internal provisions in this regard, payments to the beneficiary entity must be made exclusively on the bank account registered in the name of the beneficiary entity; payments to numbered accounts, in cash or to any party other than the beneficiary entity, or in a third country other than that of the beneficiary entity, are prohibited;
- g) contributions must be properly and transparently recorded in the Company's books and registers;
- h) the beneficiary entity must undertake to register properly and transparently the contributions received in its own books and registers;
- i) the original documentation related to the approval of the contribution and controls of compliance with the related regulatory instrument must be kept for at least 10 years.

3.7 SPONSORSHIPS

Sponsorships activities may also raise anti-corruption issues. All sponsorships activities must be approved, for anti-corruption compliance purposes, in line with Italgas' Sponsorship procedure that governs request, authorization, drafting and management of sponsorship agreement as adopted by each Company of the Group. Any Policy/Procedure relating to sponsorships activities, even with respect to foreign parties, must comply with the following minimum standards:

- a) all contributions/donations must be submitted for the authorisation of the Chief Executive Officer of enaon by enaon's Communications & Sustainability Department;
- b) all sponsorships activities shall be carried out within the approved budget;
- c) partners under sponsorship agreements must only be well-known and reliable entities or individuals;
- d) in the case of a company, a sponsorship agreement partner must demonstrate that it has all the certifications and has satisfied all the requirements for operating in compliance with the applicable laws;
- e) a Policy/Procedure must be adopted to govern an approval process of sponsorship initiatives and, for the aim of such approval, the provision of an adequate description of the nature and purpose of the individual initiative, a due diligence review on the potential partner of the sponsorship agreement and a check on the legitimacy of the initiative under the applicable laws;
- f) the sponsorship contract must be drawn up in writing and must include:
 - (i) a declaration by the counterparty that the amount paid by the Company of the Italgas Group executing the sponsorship activities will be used exclusively as a consideration for the service rendered by the counterparty,

- and that these sums will never be given to a Public Official or private party for corrupt purposes or transferred, directly or indirectly, to members or the corporate bodies, directors or employees of the Italgas Group Company;
- (ii) a declaration by the counterparty that, as of the signing of the agreement and during its execution, neither the counterparty nor, in the case of a company, the company itself or its owners, directors or employees are or may become Public Officials;
 - (iii) the currency and the amount paid pursuant to the sponsorship agreement;
 - (iv) the terms for invoicing (or payment methods) and the conditions of payment, taking into account that these payments may exclusively be made to the counterparty and in the counterparty's country of incorporation, exclusively to the counterparty's registered account, as indicated in the contract, and never to numbered accounts or in cash;
 - (v) the counterparty's commitment to comply with the applicable laws, the Anti-Corruption Laws and the anti-corruption provisions of the relevant sponsorship agreement, and to register properly and transparently the amount received in its own books and registers;
 - (vi) a clause on the compliance with the Anti-Corruption Laws and with the Anti-Corruption Policies/Procedures that Italgas and its Subsidiaries must include in the contracts they sign;
 - (vii) the right of the Company of the Italgas Group executing the sponsorship activities to terminate the contract, stop payments and receive compensation for damages in the case of a counterparty's breach by of the obligations, declarations and warranties described above, or in the case of a breach of the Anti-Corruption Laws or the anti-corruption commitments set out in the contract; and
 - (viii) the right of the Company of the Italgas Group executing the sponsorship activities to carry out checks on the counterparty, if the Company has a reasonable suspicion that the counterparty has breached the measures stipulated by the relative Policy/Procedure and/or in the agreement;
- g) in accordance with the Group's internal provisions in this regard, the amount paid pursuant to the sponsorship contract must be registered in the Italgas Group Company's books and registers in a proper and transparent fashion;
 - h) the Company of the Italgas Group executing the sponsorship activities must ensure that payments are made exclusively as indicated in the sponsorship agreement, subject to the verification that the service has been effectively provided;
 - i) the original documentation relating to approval of the contribution and controls of compliance with the relative procedure must be kept for at least 10 years.

3.8 SUPPLIERS

To prevent Italgas Group from being held liable in certain circumstances for corrupt activities by suppliers that render services to or on behalf of the Italgas Group and their sub-suppliers or subcontractors, suppliers of the Italgas Group must comply with the ethical standards and qualification requirements established at Group level.

Suppliers must avoid giving rise to corrupt conduct with regard to any party with whom they may happen to be operating, whether this is a Public Official or a private party, including foreign ones. In particular, any conduct or behaviour that is contrary to the duties of diligence, loyalty and professionalism, and intended to offer or obtain from a Public Official or private citizen a sum of money or other benefit that is illegitimate or, in any case, not owed for the services respectively received or rendered, is prohibited.

The procurement process and the relative activities are subject to Procurement regulations that define the roles and responsibilities of the key players involved in the procurement process, as well as general rules for the main activities of the procurement process, such as suppliers management, procurement reporting and control and documentation management.

The Procurement regulations are defined in compliance with the anti-corruption principles set out in this Anti-Corruption procedure, with particular reference, *inter alia*, to the suppliers' selection and the qualification process and updating of the qualification status of suppliers, contract allocation, contract management post-allocation, management of feedback on suppliers, standard protection contractual clauses, including the commitment to comply with the Anti-Corruption Laws, and verification that suppliers meet ethical requirements. When a supplier is also a Business Partner, the principles in the following paragraph shall also apply.

3.9 BUSINESS PARTNERS

3.9.1 Requirements for contracts with Business Partners

The Italgas Group informs and requires its Business Partners to comply with the applicable laws, including the Anti-corruption Laws, as well as the principles contained in the Prevention and Fight Against Corruption Policy, within the scope of the business activities performed with the Italgas Group.

To prevent the Italgas Group from being held liable in certain circumstances for corruption or bribery activities performed by its Business Partners, the latter must comply with the Anti-Corruption Laws and the ethical standards established by the Italgas Group. In particular, Italgas Group Personnel must comply with this Anti-Corruption procedure and any other Policy/Procedure with regard to the selection, maintenance of relations with and commitments of Business Partners as described below.

Business Partners must enter into written agreements before they carry out any activity for or on behalf of the Italgas Group and must be paid only in accordance with the terms of such agreement. All written agreements with Business Partners must include a reasonable and adequate compensation and compliance provisions.

The Italgas Group requires that contracts with Business Partners, including foreign ones, include provisions that require Business Partners, *inter alia*, to:

- a) comply with the Anti-Corruption Laws and this Anti-Corruption procedure and, for high-risk Business Partners (such as Intermediaries and Joint Ventures), to create and maintain, throughout the term of the contract, their own regulatory instruments to ensure compliance with the Anti-Corruption Laws and this Anti-Corruption procedure;
- b) in the case of subcontracting or subsupplying:
 - obtain prior authorisation from the Company of the Italgas Group involved for any subcontracting or subsupplying arrangement (e.g. sub-agents, sub-representatives, sub-consultants or similar) in accordance with the Group's internal rules;
 - ensure that every subcontractor or subsupplier executing services under the contract performs these exclusively on the basis of a written contract that imposes conditions on the subcontractor or subsupplier equivalent to those imposed on the Business Partners;
- c) notifies the Company of the Italgas Group involved in a timely manner of any request or demand relating to any undue or cash payment or other benefit received by the Business Partner in relation to the contract;
- d) if the Company of the Italgas Group involved has a reasonable suspicion that the Business Partner may have violated contract provisions relating to compliance, to allow Italgas to carry out an audit of the Business Partner;
- e) the right of the Company of the Italgas Group involved to terminate the contract, suspend its execution and receive damages in the event of violation of the obligations, representations and warranties described above and/or violation of the Anti-Corruption Laws.

If the Business Partner is:

- a partner in a Joint Venture, the provisions in paragraph **Error! Reference source not found.** shall apply;
- an Intermediary, the provisions in paragraph 3.9.3 shall apply;
- a Consultant, the provisions in paragraph 3.9.4 shall apply.

With regard to other Business Partners, subject to a written and detailed request from the concerned business unit, the Compliance and Anti-Corruption Unit of enaon will assess and, if appropriate, indicate to the business unit which exceptions might be authorised in respect of the Policies/Procedures pertaining to due diligence and the Business Partner approval procedure.

3.9.2 Joint Ventures

To prevent the Italgas Group from being held liable in certain circumstances for corrupt activities on the part of its partners in Joint Ventures, it must adopt suitable measures to ensure that Joint Ventures in which it is not a controlling partner also adopt adequate internal control standards.

Before Italgas or one of its Subsidiaries can enter into a new Joint Venture, including foreign ones, the provisions of Italgas' Anti-Corruption Policies/Procedures and the Italgas Joint Venture approval procedure as adopted by each Company of the Group must be complied with.

All Joint Venture agreements must be negotiated, entered into and managed in compliance with Italgas' Anti-Corruption Policies/Procedures as adopted by each Company of the Group.

Any Anti-Corruption Policy/Procedure relating to Joint Ventures must comply with the following minimum standards:

- a) Joint Venture partners shall be only entities or individuals that are well known and reliable and with outstanding reputation for honesty and correct business practices;
- b) a Policy/Procedure that governs the approval process and provides for adequate and documented due diligence on every partner in the Joint Venture and the contractual provisions relating to Joint Venture transactions;
- c) if Italgas or any of its Subsidiaries do not control the Joint Venture, Italgas' representatives or the representatives of any Company of the Italgas' Group acting within the Joint Venture will do everything possible to ensure that the Joint Venture operates in compliance with the principles described in this Anti-Corruption procedure;
- d) Italgas Group Personnel, in negotiating the Joint Venture contract, will do everything possible to include the following provisions in the contract:
 - (i) a commitment by the Joint Venture operator to adopt and a commitment by each partner to make efforts to ensure that the Joint Venture adopts an effective and appropriate internal control system and a compliance programme for the prevention of corruption and money laundering;
 - (ii) a commitment by the Joint Venture operator to act and a commitment by each partner to make efforts to ensure that the Joint Venture acts in compliance with the Anti-Corruption Laws, the internal control system and the compliance programme;
 - (iii) a commitment by each partner that in all the activities directly or indirectly related to the Joint Venture, the partners and the Joint Venture will never pay bribes to Public Officials or private party or their Family Members, or directors or members of corporate bodies or employees of the counterparty with which the Joint Venture proposes to operate;

- (iv) the right of Italgas or any of its Subsidiaries to carry out an audit on the Joint Venture and on the Joint Venture operator, if it has a reasonable suspicion that the Joint Venture or Joint Venture operator (whose activities relate directly or indirectly to the Joint Venture) may have violated the Anti-Corruption Laws or paid bribes to Public Officials or private citizens, or to their Family Members, or directors or members of corporate bodies or employees of the counterparty with which the Joint Venture proposes to operate;
- (v) a clause on the compliance with the Anti-Corruption Laws and with the Anti-Corruption Policies/Procedures that Italgas and its Subsidiaries must include in the contracts they sign;
- (vi) the right of Italgas or any of its Subsidiaries to withdraw from the Joint Venture and the right to claim damages in the event of violation of the anti-corruption obligations in the Joint Venture contract, the Anti-Corruption Laws or the relative joint venture procedure;
- e) the activities of each Joint Venture and each Joint Venture operator must be monitored continuously. The Italgas' representatives or the representatives of any Company of the Italgas' Group in the Joint Venture must promptly inform the Compliance and Anti-Corruption Unit of enaon of any news relating to an investigation or proven violation of the Anti-Corruption Laws by the Joint Venture operator, the Joint Venture partners, members of corporate bodies or their representatives in the Joint Venture; and
- f) the original documentation relating to the selection and approval of partners, the Joint Venture agreement and checks for compliance with this Anti-Corruption procedure must be kept for at least 10 years.

The person responsible for the due diligence process and/or the representative of Italgas or its Subsidiaries in the Joint Venture, if informed of a change in the evaluation elements previously acquired, shall alert the Compliance and Anti-Corruption Unit of enaon so that they can consider a postponement of due diligence, using a power that may have been granted by the contract under execution relating to the formation of Joint Ventures.

3.9.3 Intermediaries

Contracts with Intermediaries, including foreign ones, may give rise to anti-corruption issues and must be negotiated, entered into and managed in compliance with the procedure governing brokerage contracts and the relative transpositions issued by Subsidiaries.

Any Anti-Corruption Policy/Procedure governing contracts with Intermediaries must comply with the following minimum standards:

- a) the Intermediary must have an outstanding reputation for honesty, correct business practices and high ethical standards and, if the Intermediary is a company, must not be recently created;

- b) a Policy/Procedure must be adopted to govern the selection of the Intermediary that stipulates adequate due diligence on the potential Intermediary, including by seeking and requesting from the concerned party information and documents for a preliminary assessment of the expected requirements;
- c) selection of the Intermediary and stipulation of the brokerage contract must be approved under the established approval procedure, and, in any case, after assessment of the information and obtained data based on specific criteria such as, for example, honesty, good reputation, professionalism, financial references, etc.;
- d) the brokerage contract must be drawn up in writing and must also include:
 - (i) a description of the service due from the Intermediary;
 - (ii) a commitment by the Intermediary to all times comply with the Anti-Corruption Laws and this Anti-Corruption procedure and to adopt and maintain Policies/Procedures throughout the brokerage contract to ensure compliance;
 - (iii) a commitment to promptly report to Italgas or to its Subsidiaries involved any request or demand relating to undue payments of money or other benefits received from the Intermediary in relation to the execution of the brokerage contract;
 - (iv) a commitment by the Intermediary to ensure that any person associated with the Intermediary or who renders services in relation to the brokerage contract carries out these tasks only on the basis of a written contract that imposes conditions on these persons that are equivalent to those stipulated for the Intermediary;
 - (v) the currency and amount of the compensation, which must be commensurate with the purpose of the contract, the experience of the Intermediary and the country where the service is rendered;
 - (vi) a declaration and duty on the part of the Intermediary that the sum of money due pursuant to the brokerage contract will be used exclusively as payment for its own professional services and that no part of it will be paid to a Public Official or a private party or to one of his or her Family Members for corrupt purposes, or to the counterparty with which the Italgas Group wishes to conclude the business deal, in any case through the services of the Intermediary in breach of the applicable laws;
 - (vii) the prohibition of transferring by the Intermediary, directly or indirectly, to directors, executives, officers, members of corporate bodies or employees of the Italgas Group or their Family Members;
 - (viii) the terms for invoicing (or payment methods) and conditions of payment, taking into account that:
 - these payments shall not be made to any party other than the Intermediary, or in any country other than that of one of the parties, or that in which the contract will be executed;

- payment shall be subject to the collection by an Italgas Group Company, when the services to be provided by the Intermediary are aimed at the conclusion of an agreement from which the Italgas Group will gain, or, in all other cases, the conclusion of the contract under which the Intermediary's services are to be rendered;
- payments shall be made directly and exclusively to an account in the Intermediary's name and never to numbered accounts or in cash;
- (ix) a commitment by the Intermediary to notify the Contract Manager of any change in its ownership structure and/or relating to information provided by the Italgas Group during the selection phase and/or relating to anything that might affect the Intermediary's ability to conduct the activities pursuant to the contract;
- (x) the right of Italgas or of the Subsidiaries involved to perform checks on the Intermediary and to terminate the contract in the event of a change in the Intermediary's control structure;
- (xi) a clause providing for the non-transferability of the contract;
- (xii) a declaration and duty on the part of the Intermediary that, at the time of signing of the agreement and for so long as the agreement is in effect, neither the Intermediary, nor his or her Family Members, nor, if the Intermediary is a company, its owners, directors and employees, nor the company itself, are or will become Public Officials;
- (xiii) a clause on the compliance with the Anti-Corruption Laws and with the Anti-Corruption Policies/Procedures that Italgas and its Subsidiaries must include in the contracts they sign; and
- (xiv) the right of Italgas or of the Subsidiaries involved to terminate the contract, suspend payment or receive compensation for damages in the event of violation of the obligations, representations and warranties described above and/or violation of the Anti-Corruption Laws or the anti-corruption commitments set out in the brokerage contract;
- e) the services rendered by the Intermediary under the contract must be continuously and adequately monitored by the Contract Manager, to ensure that the Intermediary always acts in accordance with the Anti-Corruption Laws, this Anti-Corruption procedure and the measures stipulated in the brokerage contract;
- f) the amount paid pursuant to the brokerage contract must be properly and transparently recorded in the books and registers of Italgas or of the Subsidiaries involved;
- g) payments are made exclusively subject to the condition that the service has been made and/or the conditions foreseen in the contract relating to payment of the consideration have been met;

- h) the original documentation relating to the selection and approval of the Intermediary and the brokerage contract and the controls for verifying compliance with the relative procedure must be kept for at least 10 years.

The person responsible for the due diligence process and/or the Contract Manager, if informed of a change in the evaluation elements previously acquired, shall alert the Compliance and Anti-Corruption Unit of enaon so that they can consider a postponement of due diligence, using a power that may have been granted by the contract under execution with the Intermediary.

3.9.4 Consultants

The Italgas Group requires all of its Consultants, including foreign ones, to comply with the applicable laws, including the Anti-Corruption Laws.

To prevent the Italgas Group (and/or any parties operating for its benefit) from being held liable in certain circumstances for corrupt activities on the part of Consultants, the latter must comply with the Anti-Corruption Laws and the ethical standards established by the Group. The Italgas Group also imposes specific compliance requirements on Consultants.

In particular, contracts with Consultants must be negotiated, entered into and managed in compliance with the internal Policies/Procedures governing the use of consultancy services by the Italgas Group.

Every Anti-Corruption Policy/Procedure relating to Consultants must comply with the following minimum standards:

- a) the Consultant must have an outstanding reputation for honesty, integrity, professionalism and correct business practices;
- b) a Consultant selection process must be implemented that provides for adequate due diligence on the potential Consultant. Due diligence must include at least the following:
 - (i) establishing the Consultant's identity;
 - (ii) confirming the field of its services;
 - (iii) establishing whether the Consultant has any links with Public Officials;
 - (iv) establishing whether the Consultant has been subject to charges, investigations and/or convictions relating to bribes, corruption or other illegal activities.
- c) Consultant selection and conclusion of the consultancy contract must be approved in accordance with the relative Procedure/Policy;
- d) the consultancy contract must be drawn up in writing and must also include:
 - (i) a declaration by the Consultant that the payment received is only the consideration for the services defined in the contract, and that these sums will never be used for corrupt purposes;

- (ii) the terms for invoicing (or payment methods) and the conditions of payment, taking into account that (i) these payments may be made exclusively in favour of the Consultant and in the Consultant's country of incorporation, exclusively to an account registered in the Consultant's name, as indicated in the contract, and never on numbered accounts or in cash; and (ii) advance payment of the fee (before the complete execution of the contractual terms) may be allowed only in specific cases (properly motivated and stated in the contract) and, in any case, in relation only for a part of the total amount;
- (iii) a commitment by the Consultant to comply with the applicable laws, and in particular the Anti-Corruption Laws and this Anti-Corruption procedure, and to record the sums received in its own books and registers fairly and transparently and, depending on the level of risk presented by the Consultant, create and maintain throughout the term of the contract its own regulatory instruments to ensure compliance;
- (iv) a commitment to promptly report to Italgas or to its Subsidiaries any request or demand relating to undue payments of money or other benefits received from the Consultant in relation to the execution of the contract;
- (v) the right of Italgas or its Subsidiaries to carry out an audit of the Consultant if Italgas has a reasonable suspicion that the Consultant may have violated the obligations, representations and warranties described above and/or the Anti-Corruption Laws;
- (vi) a clause on the compliance with the Anti-Corruption Laws and with the Anti-Corruption Policies/Procedures that Italgas and its Subsidiaries must include in the contracts they sign;
- (vii) the right of Italgas or of its Subsidiaries to terminate the contract, suspend payment and receive damages in the event of violation of the obligations, representations and warranties described above and/or violation of the Anti-Corruption Laws.

3.9.5 Prior assessment of changes

Upon written and detailed request from the Italgas Group business unit concerned, any change, for specific cases, in respect of the rules set out in paragraph 3.9, herein will be subject to prior assessment by Italgas' Anti-Corruption Legal Department and/or the Compliance and Anti-Corruption Unit of enaon.

3.10 SELECTION AND HIRING OF PERSONNEL

Before appointing any new member of the Board of Directors or hiring, transferring or promoting any new employee (i) who probably has Significant Contact with a Public Official in relation to his or her working activity; (ii) who supervises employees or Business Partners who probably have such contact; or (iii) who will be involved in the area of control or other activities governed by the Anti-Corruption Laws, the Italgas Group Companies must investigate about the relevant personal experiences of the party to the extent permitted by the applicable laws, in accordance with the anti-corruption provisions on the selection and hiring of personnel set out in the relevant regulatory instruments of the Italgas Group.

Any Policy/Procedure on seeking, selecting and hiring personnel must at least provide compliance with objective criteria and the implementation of reference checks, and include adequate questions in employment applications, to the extent permitted by the applicable laws, regarding whether the individual: (a) has any previous criminal convictions or charges; (b) is subject to any civil or administrative sanctions or investigations in progress relating to non-ethical or illegal activities, in accordance with and to the extent permissible under the applicable laws; and (c) has any personal relationship with Public Officials, Business Partners, Consultants, Suppliers or Intermediaries.

In case of doubt, or if any of the above are identified, the Compliance and Anti-Corruption Unit of enaon must be kept informed so that the matter can be explored further.

3.11 ACQUISITIONS AND DISPOSALS

The Italgas Group has adopted internal Policies/Procedures that govern business transactions in which the ownership of companies, business organizations, or their operating units are transferred to or consolidated with another company or business organization.

The official website of Italgas indicates and periodically updates the corporate equity investments included in the consolidation area of the financial statements of Italgas itself (<https://www.italgas.it/it/conoscere-italgas/la-nostra-struttura-societaria/>).

Special attention must be paid to the provisions in Italgas' Anti-Corruption Policies/Procedures and the relative transpositions issued by Subsidiaries.

An important aspect of any proposed acquisition or disposal is external (in the case of acquisitions) or internal (in the case of disposals) due diligence (including with regard to compliance with the Anti-Corruption Laws). The Legal Department of Italgas must be consulted as far in advance as possible in relation to any proposed acquisition or disposal.

The Legal Department of Italgas and other consultants engaged for any such transactions will help, with the support of the Compliance and Anti-Corruption Unit

of enaon (in accordance with the monitoring function pursuant to paragraph 3.18 of this Anti-Corruption procedure), to identify the main risk factors and Red Flags associated with acquisitions, and will help the Subsidiary to be sold to prepare any anti-corruption compliance information that the potential acquirer might request, and to draw up anti-corruption declarations and guarantees for inclusion in the sale/purchase/merger contract.

Whenever the Italgas Group makes an acquisition, provisions must be made for a plan for compliance with this Anti-Corruption procedure, as part of the post-acquisition integration plan. Furthermore, the external and internal legal consultants engaged in an acquisition must inform the Compliance and Anti-Corruption Unit of Italgas and enaon of the existence of any new anti-corruption risk or increase in a pre-existing anti-corruption risk that the Italgas Group might be exposed to due to the acquisition, so that this Anti-Corruption procedure and the relative processes, regulatory instruments and models can be reviewed appropriately in order to safeguard the Italgas Group from the new risk in question.

3.12 ACCOUNTING PROCEDURES

The applicable laws and regulations on financial disclosure and tax laws require the Italgas Group to maintain detailed and comprehensive accounting records of every business transaction. The Companies of the Italgas Group must conform their records to the accounting standards in force and must provide a comprehensive and transparent view of the facts on which each transaction is based. All costs and charges, inflows and receipts, income, payments and spending commitments must be included in the financial information in a timely, comprehensive and accurate manner, with adequate supporting documentation, issued in accordance with all laws in force and with the relative internal control system provisions. All information registered in the accounting records and the relative disclosure documentation must be made available to the external auditor so that controls can be carried out.

In accordance with the above provisions, it is Italgas Group policy, as set out in the Code of Ethics, that all Group payments and transactions must be accurately registered in the relative books and registers of the companies concerned, so that the Italgas Group's books, registers and accounting correctly reflect asset transactions and disposals in reasonable detail. This principle applies to all transactions and spending, whether significant or not in accounting terms. Furthermore, as provided for in the related Policies/Procedures, the accounting criteria and balance-sheet accounts to be used for registering business transactions are specifically defined; the fact that all transactions are registered in the accounting books in a truthful and proper form, and that all documentation is available to the external auditor, is reported in the declaration letter issued by Italgas to the external auditor.

3.13 ACCOUNT-KEEPING AND INTERNAL CONTROLS

It is Italgas Group policy, as set out in the Code of Ethics, that all Group payments and transactions must be accurately recorded in the relative books and registers of the Company of the Italgas Group concerned, so that the Italgas Group's books, registers and accounting accurately reflect asset transactions and disposals truthfully, properly and in reasonable detail. This principle applies to all transactions and spending, whether significant or not in accounting terms.

It is also Italgas Group policy, as set out in the Code of Ethics, to establish and implement adequate accounting controls sufficient to provide reasonable guarantees that:

- a) transactions are carried out only with general or specific management authorisation;
- b) transactions are registered as necessary to:
 - (i) enable the financial statements to be drawn up in compliance with generally accepted accounting principles or any other criterion applicable to these financial statements;
 - (ii) keep accounts of all corporate assets;
- c) access to assets is only permitted with general or specific management authorisation;
- d) the value of assets entered in the financial statements is compared with assets effectively existing, with reasonable frequency, and appropriate measures are taken to address any difference observed.

On the basis of a top-down and risk-based approach, focused on accounts/disclosure of the balance sheet, company and significant processes, as defined in the reference regulatory instruments, the Italgas Group maintains a system of internal controls in relation to financial information, to provide reasonable guarantees regarding the reliability of financial statements disclosure and the preparation of financial statements, in accordance with generally accepted accounting principles, including regulatory instruments that:

- pertain to the regular maintenance of registers, so that they reflect the asset transactions and disposals of the issuer in reasonable detail and in an accurate and proper manner;
- provide a reasonable guarantee that transactions are registered as necessary to allow the financial statements to be drawn up in compliance with generally accepted accounting principles, and that issuer inflows and outflows take place only in accordance with the relative authorisations; and
- provide a reasonable guarantee that any unauthorised acquisitions, use or disposal of assets by the issuer that could have a significant impact on the financial statements will be prevented or promptly identified.

This internal control system is intended to provide a reasonable assurance that the risk that inaccurate amounts, that are significant in terms of their impact on the

annual financial statements or interim financial information, are registered in the accounts due to error or fraud but are not promptly identified, is low (remote).

The internal control system relating to financial information provides for specific controls and pervasive controls, as defined below, at a range of organisational levels and with different implementation procedures.

Specific controls are implemented during the normal course of transactions, to prevent, identify and rectify errors and fraud. Typically, these controls include: controls of accounting entries, authorisations, comparison of internal and external information, consistency controls, etc. Considering their correlation with the operational activities, the specific controls are also referred to as process controls.

Pervasive controls regard the structural elements of the internal control system constituting the general reference framework designed to ensure that process activities are executed and controlled in accordance with the objectives set by management. Usually, they include various regulatory instruments within the organisation, or specifically refer to one or more regulatory instruments. The main types of pervasive controls relate to:

- the assignment of powers and tasks at various levels, in line with the required grades of responsibility, with a particular focus on key tasks and their assignment to qualified individuals;
- the identification and segregation of incompatible activities/duties. This type of control involves the separation among the individuals who execute, control and authorise activities. The segregation of duties (which sometimes requires the separation of functions) may be implemented not only through organisational tools, but also by separating physical areas (e.g. limited access to trading rooms) and defining profiles for access to systems and data in accordance with pre-established roles;
- a management control system, which represents all the assessment, organisational and methodological, financial and non-financial (budget and reporting) tools with which management quantifies and directs the performance of the organisational unit on the basis of specific objectives.

3.14 PERSONNEL TRAINING AND DISCLOSURE

Italgas Group Personnel must be periodically informed about and trained in the applicable Anti-Corruption Laws, and the importance of complying with these laws and this Anti-Corruption procedure, so that they can clearly understand and be aware of the various offences, risks, the relevant liabilities for the Companies of the Group and for the individuals and the actions to take in order to contrast and prevent corruption and bribery and any sanctions in the event of a violation of this Anti-Corruption procedure and the Anti-Corruption Laws (of the individuals involved or of the Italgas Group).

In particular, all Personnel at Risk must attend a mandatory anti-corruption training programme. To this end:

- Personnel at Risk will receive a copy of these Anti-Corruption regulations and of the Prevention and Fight Against Corruption Policy and will attend training on these Anti-Corruption regulations and the relative Anti-Corruption Laws within ninety (90) days of being hired or assuming new responsibilities, or, if there are reasons that make this impossible, as soon as it is reasonably possible;
- Personnel at Risk must receive periodic refresher training, and in detail:
 1. each Employee at Risk shall be responsible for keeping him/herself up to date;
 2. each Unit or project manager is responsible for ensuring that all Personnel at Risk under his or her supervision regularly attend training;
 3. with particular reference to the management system for the prevention of and fight against corruption pursuant to the technical standard UNI ISO:37001:2016, the Personnel at Risk⁷ is responsible for participating in the anti-corruption training course at least once every three years or, on the contrary, they must issue, within the same timeframe, a specific statement declaring their compliance with the Policy for the Prevention of and Fight Against Corruption and any other Anti-Corruption Policy/Procedure, including this compliance standard;
- the department responsible for personnel training (hereafter, the Training Department) is in charge of planning and delivering the training. It is also in charge of identifying and bringing to the attention of the Compliance and Anti-Corruption Unit of enaon the individuals for whom training must be provided and the kind of training;
- The Training Department collects attendance registrations, the names and departments of participants, self-assessment results, copies of training material and training dates. It is also responsible for storing all registrations in accordance with the laws in force governing employment, privacy and other laws;
- in defining and implementing the anti-corruption training programme, the Training Department operates in partnership with the Compliance and Anti-Corruption Unit of enaon to define training content and deliver training. The training programme will provide the necessary knowledge of the Anti-Corruption Laws, instructions for recognising Red Flags and avoiding ethically questionable actions. The programme will also help participants by presenting practical questions and situations that might occur in the course of the Company's activities.

⁷ With specific reference to technical standard UNI ISO:37001:2016, Personnel at Risk means the department for the prevention of and fight against corruption and the departments with higher than low risk as identified in Annex I to the corruption risk assessment manual, as well as the CEO and the employees who have high possibility to be involved in corruption and bribery events

3.15 ANTI-CORRUPTION DUE DILIGENCE AND RED FLAG MANAGEMENT

Anti-corruption due diligence activities, carried out by Italgas Group Companies, in order to support their decision-making processes, examine the nature and extent of the corruption risks in relation to each of the activities categories indicated above, governed by distinct Compliance Standards and any other Anti-Corruption Policy/Procedure.

Due Diligence activities are updated with a frequency defined in the reference procedures so that the changes and new information can be adequately taken into consideration, also in order to assess the inclusion of further risk categories.

In general, anti-corruption due diligence aims, inter alia, to check:

- the ethical-professional ethics of the counterparty;
- that there are no specific risk factors (Red Flags) in the relationship with the counterpart.

If Red Flags are identified at the end of the Due Diligence, the head of each process, with the support of the head of the due diligence process and the involvement of the Compliance and Anti-Corruption Unit of enaon:

- a) in the case of an existing relationship, shall suspend or interrupt the relationship, unless there are risk mitigation/non-existence factors that mean it can continue, providing specific evidence of such;
- b) in the case of a new initiative, refuse to implement it, unless there are risk mitigation/non-existence factors that mean it can go ahead, providing specific evidence of such.

3.16 REPORTING SYSTEM

3.16.1 Request reporting system

Any direct or indirect request by a Public Official or a private party for payments (including Facilitation Payments), gifts, business trips, meals or entertainment expenses, employment, investment opportunities, personal discounts or other personal benefits other than expenses that are reasonable and bona fide to the Public Official or a private party or a Family Member or a person indicated by him or her, must be reported immediately to the direct superior (and the Supervisory Body) of the member of the Italgas Group Personnel or the Business Partner who has received such request.

The direct superior will be responsible for advising the member of the Italgas Group Personnel or the Business Partner concerned as to the most appropriate way to proceed, in compliance with the Anti-Corruption Laws and this Anti-

Corruption procedure. To this end, the direct superior must consult the Compliance and Anti-Corruption Unit of enaon.

3.16.2 Violation reporting system

Any violation, suspected or observed, of the Anti-Corruption Laws or this Anti-Corruption procedure must be reported immediately in one or more of the following ways:

- to the employee's direct superior;
- to the Ethics Committee of enaon, pursuant to the Code of Ethics;
- to the Compliance and Anti-Corruption Unit of enaon, as far as specifically competent;
- through the appropriate dedicated channels indicated in the Company's internal whistleblowing procedure for public or anonymous reports.

Any disciplinary measure that will be adopted will be taken in compliance with the Anti-Corruption Laws and this Anti-Corruption procedure.

Italgas Group Personnel will not be dismissed, relieved of their duties, suspended, threatened, bullied or discriminated against in any way at work because they have made a report in good faith in relation to compliance with this Anti-Corruption procedure and/or the Anti-Corruption Laws.

3.17 DISCIPLINARY MEASURES AND CONTRACTUAL REMEDIES

The Italgas Group will make every reasonable effort to prevent any conduct that violates the Anti-Corruption Laws and/or this Anti-Corruption procedure, and to interrupt and sanction any contrary conduct by Italgas Group Personnel.

The Italgas Group will adopt adequate disciplinary measures in respect of Group Personnel (i) whose actions are found to violate the Anti-Corruption Laws or this Anti-Corruption procedure, pursuant to the Code of Ethics and the reference to National Collective Labour Agreement or other national regulations in force; (ii) who fail to conduct or to complete adequate training; and/or (iii) who neglect to observe or report such violations for no reason or who threaten or retaliate against others who report any violations.

The Italgas Group will adopt appropriate measures, including but not limited to contract termination and claims for damages from Business Partners whose actions are found to violate the Anti-Corruption Laws or this Anti-Corruption procedure. Contracts entered into by Italgas Group companies with Business Partners shall include specific provisions to ensure the compliance of Business Partners with the Anti-Corruption Laws and this Anti-Corruption procedure, and to allow the Italgas

Group to adopt adequate remedies, pursuant to any Anti-Corruption Policy/Procedure.

3.18 MONITORING AND IMPROVEMENTS

The Internal Audit Department of Italgas independently reviews and examines the internal control system to check that the requirements of this Anti-Corruption procedure are met, based on its own annual auditing programme. The Internal Audit personnel must attend a training in the Anti-Corruption Laws, in the account-keeping and the internal control system. The audits performed concern anti-corruption compliance in its entirety, including compliance with this Anti-Corruption procedure. The Compliance and Anti-Corruption Unit of enaon (i) monitors the adoption of this Anti-Corruption procedure as well as the adoption of the principles and content of the Anti-Corruption procedure; and (ii) supervises the training of enaon Group Personnel on Anti-Corruption Procedure.

The Compliance and Anti-Corruption Unit of enaon also encourages the review and any updating of this Anti-Corruption procedure:

- (a) if there are new developments relating to the Anti-Corruption Laws;
- (b) when the Code of Ethics is periodically revised, including in relation to significant changes in the Company's organisational structure or business segments;
- (c) in the event of significant violations of this Anti-Corruption procedure, the provisions of the Code of Ethics intended to prevent corruption-related risk, and/or the results of checks of its efficiency or public domain experiences in the sector;
- (d) in any event at least on an annual basis.

In addition, the business units, the Internal Audit Department of Italgas, the Audit and the Ethics Committee of enaon and the external auditors of the Italgas Group may suggest improvements to this Anti-Corruption procedure based on emerging best practices or if gaps or problems have been identified. If a violation is identified, the Compliance and Anti-Corruption Unit of enaon will assess whether any revisions to this Anti-Corruption procedure or improvements to other Policies/Procedures could help to prevent a repeated violation. In addition, every Subsidiary must respond adequately to remedy any problems arising from its compliance programme. The Compliance and Anti-Corruption Unit of enaon will provide a half-yearly report on its activities to the (i) Ethics Committee of enaon, (ii) Audit Committee of enaon and (iii) Top Management of enaon and its subsidiaries for the relevant parts.

4 CONSERVATION OF DOCUMENTATION AND RESPONSIBILITY FOR UPDATES

All the work documentation, arising from the application of this document, shall be conserved by the relevant Departments, in accordance with the applicable Law.

5 LIST OF ANNEXES

Annex		Responsible for Updates
1	Gift Registration Form	Anti-corruption Legal Department

Attachment 1
Gift registration form
02/2024

GIFTS REGISTRATION FORM

To your kind attention
Compliance and Anti-Corruption
Function

I hereby inform you that I have received the following as a gift:

RECEIVER: "indicate the name, company and unit to which the recipient belongs"

SUBJECT: "indicate the type of gift received"

DESCRIPTION: "enter a brief description of the gift received"

ESTIMATED VALUE: "indicate an economic estimate of the value of the gift received"

DATE AND PLACE OF RECEIPT: "indicate the date and place where the gift was received"

SENDER: "indicate the sender of the gift"

DATE AND PLACE

RECEIVING PARTY SIGNATURE