



T E R N A G R O U P

**ORGANIZATIONAL AND MANAGEMENT MODEL
PURSUANT TO ITALIAN LEGISLATIVE DECREE**

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ANNEX 1 TO THE GENERAL SECTION

1

**"PREDICATE OFFENCES" OF ADMINISTRATIVE LIABILITY OF ENTITIES
ENVISAGED BY THE DECREE**

DEFINITIONS

The following definitions refer to all parts of the Model, without prejudice to any further definitions contained in the special part.

Any reference to a law or regulation is understood to refer to the current law or regulation in force, including any subsequent amendments or additions.

ALG: the Legal Affairs department within TERNA's Corporate Affairs department.

Chief Executive Officer: the CEO of TAMINI TRASFORMATORI S.r.l.

Risk Areas: Tamini S.r.l.'s areas of activity in which there is a greater risk of crimes being committed.

UNI EN ISO 45001-2018: Identifies the standard relating to occupational health and safety management systems.

CCNL: the National Labour Collective Agreement applied by the Company.

CMP: the Compliance structure within TERNA's Corporate Affairs department.

Code of Ethics: the Code of Ethics adopted within the Terna Group and approved by TERNA's Board of Directors on December 21, 2006 and any subsequent updates, aimed at defining the ethical and behavioural principles with which Company Representatives and anyone who works in the name and on behalf of TERNA or Terna Group companies must comply.

Public Contracts Code: Italian Legislative Decree no. 50 dated April 18, 2016, commonly referred to as the "Public Contracts Code".

External Collaborators: all external collaborators considered as a whole, i.e. consultants, partners, suppliers, persons acting in the name and/or on behalf of TERNA by virtue of a mandate contract or other contractual relationship of professional collaboration, including atypical contracts.

Compliance Officer(CO): a person identified in each Foreign Company, by resolution of the administrative body, with the task of fostering, within the Company, the dissemination of knowledge of the GCP and/or of the Local Compliance Programs and of the Parent Company's policies, as well as facilitating their operation through training and education and by implementing specific information flows.

Antitrust Compliance Program ("ACP"): compliance programme designed to formalise compliance with competition rules within the Group, integrating them with existing principles and policies.

Local Compliance Programmes: compliance programmes aimed at preventing corporate liability adopted by Foreign Companies in accordance with the local regulations applicable in the country of reference and in line with the general control standards and principles of conduct provided by the Global Compliance Programme.

Recipients: TERNA's Corporate Representatives, Outside Collaborators, and customers, in the parts of the Model that specifically pertain to them.

Employees: persons with a subordinate employment relationship with TERNA, of any kind, including managers and seconded employees.

Executive In Charge of Preparing the Company's Accounting Documents: the Company Representative as stated in 154-*bis* of the Consolidated Law on Finance (CLF).

Italian Legislative Decree no. 231/2001 or the Decree: Italian Legislative Decree no. 231 dated June 8, 2001.

Italian Legislative Decree no. 24/2023 or the Whistleblowing Decree: Italian Legislative Decree no. 24 of 10 March 2023, (in Off. Journ. no. 63 of 15-3-2023) "*Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council, of 23 October 2019, regarding the protection of persons who report breaches of the laws of the Union and containing*

provisions regarding the protection of persons who report breaches of the national legislative provisions”.

Privacy Regulation: EU Regulation 2016/679 of the European Parliament and of the Council, of 27 April 2016, on the protection of natural persons with regard to the processing of personal data, and on the free movement of such data (GDPR), Italian Legislative Decree no. 196/2003, Italian Legislative Decree no. 196 of 30 June 2003, Italian Legislative Decree no.101 of 10 August 2018, as well as any other data protection law applicable in Italy, including the provisions of the Italian Data Protection Authority.

Entity/Entities: an entity with legal personality or a company or association, including those without legal personality.

Corporate Representatives: TERNA’s directors, auditors, liquidators, managers, and Employees.

Facilitating Payments: payments made for the purpose of expediting or securing the performance of an activity in the exercise of a public function considered routine (e.g. granting of a residence permit, granting of a police protection service, organisation of an inspection activity, granting of a business licence, formalities connected with the loading and unloading of goods).

Manager: the persons, identified by the Company, competent for the management of Whistleblowing reports, under the terms of Italian Legislative Decree No. 24/2023 and of the legislation on the subject of personal data protection.

Global Compliance Program (GCP): TERNA’s control system, implemented to guide the Groups business activities abroad and aimed at the Foreign Companies, who are required to adopt it.

HSE: TERNA’s Health & Safety and Environmental Protection departments that monitor regulations and laws on health, safety and the environment, responsible for coordinating, supporting, monitoring, and auditing workplace health and safety and the environment.

Offenses: the administrative crimes of insider trading (Article 187-*bis*, CLF) and market manipulation (Article 187-*ter*, CLF).

Person in charge of a public service: pursuant to Article 358 of the Italian Criminal Code, "persons in charge of a public service are those who carry out a public service, with any professional qualification. Public service must be understood as an activity governed in the same manner as the public function, but characterised by the absence of the powers typical of the latter, and with the exclusion of the performance of simple order tasks and the performance of merely material work".

ISO-14001: UNI EN ISO 14001:2015 identifies the standard for an environmental management system.

ISO-37001: UNI ISO 37001:2016 identifies the standard relating to the management system for the prevention of corruption.

ISO-45001: UNI ISO 45001:2018 identifies the standard relating to the occupational health and safety management system.

Confindustria Guidelines: "Guidelines for building an organization, management, and control models pursuant to Italian Legislative Decree no. 231 dated June 8, 2001", as adopted by Confindustria and occasionally updated.

054 Guidelines (of Whistleblowing Guidelines): TERNA's whistleblowing guidelines.

Anti corruption Guidelines: the document prepared taking into account the main international conventions, Community legislation, the United States FCPA and the United Kingdom Bribery Act. Bribery Act on preventing and combating corruption. It contains principles and rules of conduct adopted by each Group company and by persons acting in the name of and/or on behalf of one of the same also in relation to individual transactions.

Model: the organizational, management and control model adopted by the Parent Company as per Italian Legislative Decree 231/2001.

Electricity Sector Operators: electricity sector operators representing the contract counterparts of the Group companies in performing institutional activities included in the At-Risk Areas and the users of the electricity system managed by TERNA.

Corporate Bodies: the Board of Directors' Meeting, the Board of Statutory Auditors' Meeting of the Company and their members.

Vigilance Body or VB/ Supervisory Body or SB: the internal control body, responsible for supervising the operation of and compliance with the Model as well as its updating.

P.A.: the public administration, Public Officials, and Persons in Charge of a Public Service

PCR: the Corporate Liability e Compliance Risk structure, within the CMP Department, that acts as Technical Secretary for the Group's Supervisory Bodies.

POC: Terna's People Organisation and Change department.

Public Officials: pursuant to Article 357 of the Italian Criminal Code, "public officials" are those who perform a public legal, juridical or administrative service. For the same purposes, the administrative function governed by public law and by authoritative acts is public and characterised by the formation or manifestation of the decisions of the public administration or by its being carried out by means of authoritative or certifying powers".

Crimes: the criminal offences cited in Italian Legislative Decree 231/2001.

231 Officer: the person, identified in the context of the people reporting first to first and second-level managers, with the task of supporting increased knowledge regarding the Model within the relevant department, facilitating its operation and providing feedback and any further details requested by the Supervisory Bodies of the Group Companies, also via Auditing.

IMS: the structure management systems as part of the HSE Quality and Risk area.

Integrated Management System: the Terna Group's integrated management system implemented to define criteria for managing quality, environment, employee health and safety, information security, preventing significant incidents, energy efficiency, preventing corruption, and the adequacy of the system for testing equipment used for live line work and calibrating electricity metering systems used to check energy flows of assets for tax purposes. The integrated management system is aimed at ensuring full compliance with existing laws and the policy established by the CEO and pursuing continuous improvement and the most effective way to meet customers' and stakeholders' needs by managing company processes appropriately.

Foreign Companies: Terna Group companies that are not Italian.

CPS: the Company Protection and Services structure within TERNA's Corporate Affairs department.

Company or TAMINI: Tamini Trasformatori S.r.l.

TERNA or Parent Company or Company: TERNA – Rete Elettrica Nazionale Società per Azioni, with headquarters in Rome, Italy.

Trade Compliance Policy: document prepared in order to ensure full compliance with the applicable legislation on export control and international economic sanctions, as well as compliance with any commitments made by TERNA in the context of negotiations with third parties such as, by way of example, lenders, banks, export credit agencies, suppliers, etc.

TUF: Italian Legislative Decree no. 58 dated Tuesday, February 24, 1998 and subsequent amendments and additions.

Whistleblowing: the substantiated reports made by the persons specifically identified in art. 3, paragraph 3, of the Whistleblowing Decree, of illicit conduct related to "*breaches of the national or European Union legislative*

provisions which harm the public interest or the integrity of the public administration or of the entity” as governed by art. 1 of the same including significant ones under the terms of Italian Legislative Decree 231/2001 or of breaches of the Model, of which they have become aware in the context of their work.

ITALIAN LEGISLATIVE DECREE 231/2001

1.1 The administrative liability regime for legal persons, companies and associations

On 8 June 2001, Italian Legislative Decree 231 was issued, containing the "Regulation of the administrative liability of legal entities, companies and associations without legal status", pursuant to articles 11 and 14 of Italian Law 300 of 29 September 2000, which delegated the Government to adopt a legislative decree governing this matter.

Indeed, it is an obligation deriving from the provisions contained in International Conventions to which Italy had adhered and, in particular:

- the Brussels Convention of 26 July 1995 on the protection of the European Communities' financial interests;
- the Brussels Convention of 26 May 1997 on the fight against corruption involving officials of the European Community or officials of Member States;
- the OECD Convention of 17 December 1997 on combating corruption of foreign public officials in economic and international transactions.

Following introduction of the Decree, a system was introduced into the Italian legal structure of "administrative liability for a crime" for Organizations for crimes committed in the interest or to the advantage of the these Organizations (i) by individuals having in representative, administrative, or managerial positions within the Organizations or within a business unit linked to them, albeit financially and functionally independent, as well as by individuals managing, even *de facto*, such Organizations, as well as (ii) by individuals subject to the management or supervision of one of the above-mentioned parties. This liability is in addition to that of the natural person who physically carried out the act.

In this regard, it should be noted that liability under Italian Legislative Decree 231/2001 is also attributable to the organization in the case of

attempted crimes pursuant to Article 56 of the Italian Criminal Code or in the event of a natural person committing “qualifying actions, clearly aimed at committing a crime” from among those defined by Italian Legislative Decree 231/2001. In particular, art. 26 of the Decree establishes that, in cases of realisation in the form of attempted offences, the pecuniary sanctions (in terms of amount) and the disqualifying sanctions (in terms of time) are reduced from one third to one half and that their imposition is excluded in cases where “...voluntarily prevents the completion of the action or the realisation of the event...”.

It should also be noted that the liability provided for by the Decree is also configured in the event that the Offences are “committed abroad” pursuant to art. 4 of Italian Legislative Decree 231/2001 or are “transnational” pursuant to art. 10 of Italian Law 146 of 16 March 2006.

Regarding the types of Crimes defined by the Decree and, therefore in the abstract qualifying as a foundation for responsibility of the Organization, please see Annex A. In this regard, it is noted that the tendency of the legislator is to extend the scope of subjective application of the regulation to an increasing number of crimes.

1.2 The adoption of the “Organisation and Management Model” as a possible exemption from administrative liability

The Decree, in introducing the above-mentioned regime of administrative liability dependent on crime, provides for a specific form of exemption should the Entity demonstrate that:

- a) the executive body of the Entity adopted and successfully implemented, prior to the commission of the event, “organisation

and management models” suitable to prevent crimes such as the ones committed;

- b) the task of supervising the functioning and compliance with the aforementioned models as well as to ensure their updating has been entrusted to a body of the Entity endowed with autonomous powers of initiative and control;
- c) the crime was committed fraudulently avoiding the above-mentioned organisation and management models;
- d) there has been no or insufficient supervision by the body referred to in (b) above.

Articles 6.2 and 6.2-*bis* of the Decree also state that the models indicated under letter (a) must meet the following requirements:

- “identify the activities in which offences may be committed;
- provide for specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the offences to be prevented;
- identify methods for the management of financial resources suitable for preventing the commission of crimes;
- provide for information obligations vis-à-vis the body appointed for supervising the functioning and compliance with the models;
- introduce a disciplinary system suitable for punishing non-compliance with the measures indicated in the Model;
- *make provision under the terms of the legislative decree implementing Directive (EU) 2019/1937 of the European Parliament and of the Council, of 23 October 2019, for the internal whistleblowing channels, the prohibition of retaliation and the disciplinary system adopted under the terms of the previous point.”*

It should also be added that with specific reference to the preventive effectiveness of the Model with reference to (culpable) workplace health

and safety crimes, **art. 30 of Italian Legislative Decree 81/2008** establishes that:

"The organisation and management model suitable for having an effective exemption from the administrative liability of legal entities, companies and associations, even without legal status pursuant to Italian Legislative Decree 231 of 8 June 2001, must be adopted and effectively implemented, ensuring a corporate system for the fulfilment of all the legal obligations relating to:

- a) compliance with legal technical-structural standards relating to equipment, plants, workplaces, chemical, physical and biological agents;*
- b) the risk assessment activities and preparation of the consequent prevention and protection;*
- c) organisational activities, such as emergencies, first aid, procurement management, periodic safety meetings, consultations with workers' for safety;*
- d) health surveillance activities;*
- e) information and training activities for employees;*
- f) supervisory activities with regard to workers' compliance with safe working procedures and instructions;*
- g) the acquisition of documentation and certifications required by law;*
- h) periodic checks on the application and effectiveness of the adopted procedures".¹*

The same Decree provides that the organisation and management models can be adopted, guaranteeing the above-mentioned needs, taking into

¹ Again, according to Article 30: *"The organizational and management model must provide for appropriate registration systems to record the effective completion of activities. The organisational model must in any case provide, as required by the nature and size of the organisation and the type of activity carried out, an articulation of functions that ensures the technical skills and powers necessary for the verification, assessment, management and control of risk, as well as a disciplinary system suitable for punishing non-compliance with the measures indicated in the model. The organisational model must also provide for an adequate control system on the implementation of the same model and on the maintenance over time of the suitability conditions of the measures adopted. The review and possible amendment of the organisational model must be adopted, when significant breaches of the rules relating to accident prevention and hygiene at work are discovered, or on the occasion of changes in the organisation and in the activity in relation to scientific and technological progress. "At the time of first application, the business organization models defined in accordance with the UNI-INAIL Guidelines for an occupational health and safety management system (SGSL) of 28 September 2001 or the British Standard OHSAS 18001:2007 are presumed to comply with the requirements of this article for the corresponding parts". For the same purposes, further business organisation and management models may be indicated by the Commission referred to in article 6".*

account the codes of conduct drawn up by the representative trade associations, communicated to the Ministry of Justice. The first association to draw up a guidance document for the construction of the models was Confindustria which, in March 2002, issued Guidelines, subsequently amended and updated.

Finally, it is envisaged that, in small entities, the task of supervision may be performed directly by the management body and that, in corporations, the board of auditors, Vigilance Body and management control committee may perform the functions of the Vigilance Body.

1.3 Model and Code of Ethics

The Code of Ethics is one of the fundamental protocols for the construction of a suitable Model, pursuant to the Decree, suitable to prevent the predicate offences indicated by the same Decree.

The rules of conduct contained in the Model complement those of the Code of Ethics, although the Model, due to the purposes it intends to pursue in implementing the provisions of the Decree, has a different scope from the Code itself.

Under this profile, in fact:

- the Code of Ethics represents an instrument adopted autonomously and susceptible of general application by the Group companies in order to express the principles of "corporate ethics" that the Group recognises as its own and on which it calls for compliance by all Employees;
- the Model instead meets specific requirements contained in the Decree, aimed at preventing the commission of particular types of crimes.

The Code of Ethics is structured into 5 sections: (i) TERNA's fundamental ethical principles; (ii) the conduct required, especially of employees, on three cross-cutting issues: loyalty to the company, conflict of interest and the integrity of company assets; (iii) the main indications on the conduct to be adopted in relations with stakeholders; (iv) TERNA's commitments to comply with the Code and the conduct required of certain stakeholders in this regard; (v) the Code's implementation rules and the reference persons, responsible for updating and collecting reports, to whom to turn for any clarifications.

As the Code of Ethics is considered always as an integral part of the corporate liability oversight, specifically in Italy the Model, also for reports related to the Code of Ethics itself reference is made to the general Whistleblowing measures introduced for the said legislative context on the basis of the procedures adopted by the Company (LG054).

In its ethical principles (section 1), for the parts relating to loyalty to the company, the conflict of interest and the integrity of the company's assets (section 2) and in the general guidelines concerning the relationship with stakeholders (at the beginning of each chapter of section 3), the Code of Ethics applies to the entire Group, therefore, also to subsidiaries, directly or indirectly, both in Italy and abroad.

Referring, therefore, to the Code of Ethics for further study, the following are the four fundamental ethical principles of TERNA:

- **good management** at all levels or the ability to lead and govern the company in a balanced and profitable way, but also the commitment of each person to carry out their work effectively and efficiently, always providing and demanding high quality standards;
- **respect** understood as relating to the individual in his or her personal and professional sphere as well as to the company's attitude towards the undertakings made with its stakeholders;

- **fairness** that represents the ability to maintain a constant balance between the particular and general interests of the individual and of the company, of all shareholders, of each user of the network and of each supplier;
- **transparency**, both in acting and in communicating and informing considered a central element of reliability towards internal and external stakeholders. It concerns the sphere of business management, which must be clear and verifiable, and concerns the communication of information about the company to the outside world.

1.4 TAMINI and the preparation of the Model

TAMINI is a limited liability company, managed and coordinated by TERNA S.p.A. and 100% controlled by Terna Energy Solutions S.r.l.

The Company, operating in the electromechanical sector, deals with the construction, repair and trade in Italy and abroad of electrical machines, in particular transformers and autotransformers.

Furthermore, the Company may carry out, but not predominantly with respect to the corporate purpose, commercial, industrial and financial transactions, but the latter not with respect to the public, movable and immovable property, which shall be deemed necessary and convenient by the administrative body for the achievement of the corporate purpose.

In compliance with its company policies, Tamini Trasformatori S.r.l. has adopted its own organisation and management model pursuant to Italian Legislative Decree 231/01.

This initiative was taken in the belief that the adoption of the Model - beyond the provisions of the Decree, which indicate it as an optional and not mandatory element - can be a valid tool for raising the awareness of all those working in the name and on behalf of Tamini Trasformatori S.r.l., so

that they can follow, in the performance of their activities, a correct and linear conduct, such as to prevent the risk of committing the crimes contemplated by the Decree.

The adoption and effective implementation of the Model improve, in fact, the Company's Corporate Governance system as they limit the risk of committing crimes and allow you to benefit from the exemption provided by Italian Legislative Decree 231/2001; therefore, the purpose of this Model is to establish a structured and organic system of prevention, deterrence and control aimed at reducing the risk of committing crimes through the identification of sensitive activities and the principles of behaviour that must be followed by the Recipients.

The Model was prepared taking into consideration, in addition to the provisions of Italian Legislative Decree 231/2001 and of the Whistleblowing Decree, the Confindustria and ANAC Guidelines under the terms of art. 10 of the Whistleblowing Decree², as well as the principles prepared for TERNA. This Model was adopted by the Board of Directors' of Tamini Trasformatori S.r.l. with a resolution on 31 May 2005 and subsequently updated.

In implementing the provisions of the Decree, the Board of Directors also entrusted a collective body with the task of undertaking the functions of an internal control body (Vigilance Body - VB) with the task of supervising the functioning, effectiveness and observance of the Model itself, as well as ensuring that it is updated.

² Art. 10 of the Whistleblowing Decree states that the ANAC, after discussions with the Personal Data Protection Authority, shall adopt, within three months from the date of entry into force of the Whistleblowing Decree, the guidelines related to the procedures for the presentation and management of the external reports. On 1 June 2023 the ANAC published on its website for consultation the "*Draft Guidelines on the subject of protection of persons who report breaches of the laws of the Union and protection of persons who report breaches of the national legislative provisions – procedures for the presentation and management of the external reports*", available at the publication date of the present Model.

2. TAMINI 'S ORGANISATION, MANAGEMENT AND CONTROL MODEL AND INTERNAL CONTROL SYSTEM

2.1 Objectives and function of the Model

The purpose of the Model is the construction of a structured and organic system of procedures and control activities, to be carried out also in a preventive manner (ex ante control), aimed at preventing the commission of the different types of crime contemplated by the Decree.

In particular, through the identification of Risk Areas and their consequent proceduralisation, the Model aims to:

- determine, in all those who work in the name of and on behalf of the Company in the Risk Areas, the awareness that they may incur, in the event of breach of the provisions therein, an offence liable to penal and administrative penalties, not only against themselves but also against the Company;
- reiterate that these forms of unlawful behaviour are strongly condemned by the Company, given that (even if it were apparently in a position to take advantage of them) they are in any case contrary, in addition to the provisions of the law, also to the ethical and social principles to which TAMINI intends to adhere in the performance of its corporate mission;
- allow the Company, thanks to a monitoring action on the Risk Areas, to intervene promptly to prevent or combat the commission of such crimes.

The key points of the Model are, in addition to the principles already indicated:

- ⇒ raising awareness and dissemination at all levels of the company of the rules of conduct and the procedures established;
- ⇒ the map of the Risk Areas, i.e. the activities in the scope of which the possibility of the Offences or Offences being committed is considered the highest;
- ⇒ the prevention of risk also through the adoption of specific procedural principles that regulate the process of formation and implementation of the Company's decisions in relation to the crimes to be prevented;
- ⇒ the identification - also through reference to company procedures adopted at Group level - of methods for the management of financial resources that allow the traceability of each individual transaction;
- ⇒ respect for the principle of segregation of roles;
- ⇒ the definition of authorising powers consistent with the responsibilities assigned;
- ⇒ the verification of company behaviours, as well as the operation of the Model with periodic updating (*ex post* control);
- ⇒ the adoption of a specific disciplinary system suitable for prosecuting and punishing non-compliance with the organisational measures adopted;
- ⇒ the attribution to the VB of specific supervisory tasks on the effective and correct functioning of the Model.

2.2 Model's Structure: General Section and Special Section by process

The current version of this Model is composed of: (i) a General Section, which describes how the logic of the logic and function of the Model and summarizes the Predicate Offenses referred to in Italian Legislative Decree 231/2001, in Annex 1 to the General Section; (ii) a Special Section, created by taking a "process-based approach to the crime risk pursuant to Italian Legislative Decree 231/2001".

In particular, for each process at risk of a crime, the following have been identified:

- Risk Areas and, in the scope of each Area, “sensitive” activities, namely those specific activities the performance of which is linked to the risk of the commission of Crimes;
- the families of Crimes that apply and the individual Crimes that could theoretically be committed (for a brief description of the families of Crimes that apply and the individual crimes that could theoretically be committed, see Annex 1 to the Special Section);
- the company structures involved performing “sensitive” activities in the context of which the Crimes referred to in the Decree could theoretically be committed; although, this identification of roles/functions should not be considered in any way mandatory, given that each company subject (regardless of the structure to which they belong) could, in theory, be involved as competition. The identified roles/functions involved are reported in the document drawn up for this purpose, called “Mapping internal processes”;
- the audit scope.

The audit scope is broken down as follows:

- general control principles that apply universally to each process at risk across all Risk Areas and sensitive activities, as described in Section II of the Special Part;
- specific control principles, established for each process and with reference to the individual Risk Areas, in addition to the rules defined in the Model and its protocols (relating to the legal system, the Code of Ethics, etc.) aimed at ensuring the clear definition of the roles and responsibilities of the actors involved in the process; and
- general rules of conduct set forth based on the individual classes of crime covered in the Model and directed at all Recipients, as described in Section XVII of the Special Part.

As regards all the **Crimes listed in Annex 1 to the General Section**, it is specified that, following the analyses, TAMINI did not deem some of the crimes involving forging coins, banknotes, public credit cards and revenue stamps, some of the crimes against industry and trade, female genital mutilation, some crimes against individuals, racism and xenophobia, fraud in sports competitions, illegal gaming, betting and gambling operations using banned equipment, and fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development, as being relevant to TAMINI and listed them in Annex 1 to the Special Section.

To this end, it should be noted that, after careful analysis of the company and its documentary system, no particular Areas of Risk were highlighted for the commission of the aforementioned Crimes.

Furthermore, it should be noted that, with particular reference to associative crimes, also of a transnational nature, these are normally linked to the commission of so-called end crimes (e.g., association with crime aimed at fraud, corruption, money laundering, etc.) and, therefore, they have been mapped together with the types of crimes considered relevant. This is in consideration of the fact that any crime is potentially susceptible to be challenged both to the individual and in associative form.

In this regard, for the aforementioned crimes, the controls and procedures already adopted and applied by the Holding were deemed sufficient to prevent the commission of such crimes, which will also be ensured by compliance with the Code of Ethics and the Model, the set of procedures and the company's system of delegated powers, as well as strict compliance with the provisions of the law.

2.3 Adoption and application of the Model by TAMINI within the Group

TAMINI's adopts the Model pursuant to the following criteria:

a) Adopting and updating the Model

TAMINI is responsible for preparing and updating the Model in relation to the adjustment requirements that will be determined over time.

Every Group company will consider, according to at-risk situations and to the regulations in force in the countries in which it operates, the adoption a Model or Local Compliance Program of their own, with an exception for adjustments that may be needed to guarantee the Model's effectiveness based on the activities carried out by each company.

For this purpose, the administrative body of each Group Company is required to adopt, by means of a specific resolution, a Model for their company, in compliance with the risk profiles relevant to the activities carried out by the company involved.

While adopting the Model, the managing bodies of each Group company will at the same time also appoint their Supervisory Body (SB) entrusted with the task of monitoring the application of the Model within their companies.

PCR is assigned the task of driving the Group companies to adopt the Model, without prejudice to the responsibilities assigned to the individual companies regarding the implementation of the Model and the appointment of the individual SBs. This role is performed under the terms of the intercompany contracts, based on which PCR is appointed to guarantee compliance with Italian Legislative Decree 231/2001 by all Group companies.

b) Amendments and supplements to the Model

Since this Model is a “document passed by a resolution of the Board of Directors” (in compliance with the provisions of Article 6, paragraph I, point a of the Decree), any subsequent amendments or additions – if of noteworthy importance - are the responsibility of the CEO, by virtue of the power assigned to him by the Company’s Board of Directors.

Furthermore, the CEO of TAMINI has the right to make any changes that may be necessary or appropriate due to organisational or regulatory changes.

These faculties are deemed justified by the need to ensure the constant and timely adaptation of the Model to any changes of a regulatory, operational and/or organisational nature within the Company.

In any case, the aforementioned changes will be reported annually to the Board of Directors’ Meeting.

Proposals to amend and supplement the Model may also be submitted by the TAMINI Vigilance Body to the Board of Directors or the Managing Director for approval.

PCR assesses the applicability of the changes and additions made in the other Group companies, if necessary transposing them into the respective Models.

c) Application of the Model by each company and their implementation of controls over At-Risk Areas.

Each Group Company will be responsible for the implementation of its own Model with regard to the specific activities each Company carries out in Risk Areas.

The Supervisory Body of each Group Company is assigned the task of carrying out controls on the activities of each company in Risk Areas according to what is described below.

d) Adoption and implementation at Foreign Companies.

Taking into account the indirect applicability of Italian Legislative Decree 231/2001 abroad, the individual Foreign Companies, based on their related risk profiles, adopt the GCP and/or a Local Compliance Programme drafted considering the local laws on the liability of entities, where applicable.

To ensure the effective and efficient implementation of the aforementioned documents, the companies' managing bodies appoint control bodies for the GCP and/or Local Compliance Programs (for example a Compliance Officer), as indicated in the GCP.

c) In order to ensure an adequate exchange of information, the Compliance Office, whose work is autonomous and independent, reports annually to the VB of the Group's Parent Company, and also to the VB of its immediate parent company with regard to the activities carried out.

2.4 Whistleblowing System

TAMINI, in order to guarantee responsible management in line with the legislative prescriptions, already in September 2016 has implemented a system aimed at enabling Whistleblowing, subsequently updated to adjust it to the legislative amendments made first in 2017 and later in 2023, with Italian Legislative Decree No. 24/2023, which among other things amended art. 6 of Italian Legislative Decree 231/2001.

In particular, the Company activated the opportune internal reporting channels, aimed at enabling the persons specifically identified in art. 3,

paragraph 3, of the Whistleblowing Decree, to make the reports of breaches of which they have become aware in a public or private working context.

The breaches, committed or not yet committed, that can be reported under the terms of art.1 of the Whistleblowing Decree are "*breaches of the national or European Union legislative provisions which harm the public interest or the integrity of the public administration or of the private entity*".

In particular, conduct, actions or omissions likely to harm the public interest or the integrity of the public administration or of the private entity indicated by Italian Legislative Decree no. 24/2023, in art. 2, paragraph 1, lett. a) nos 1, 2, 3, 4, 5 and 6, are the subject of reporting for the Company, as is conduct aimed at hiding the breaches related, among other things, to significant illicit conduct under the terms of Italian Legislative Decree no. 231/2001 or breaches of the 231 Model (not included in the previous categories of breaches of the national or European provisions indicated in the Whistleblowing Decree).

The information which is the subject of the report must regard breaches that the whistleblower has become aware of in the "working context" of relations with the Company.

In this regard, in fact, reports can be made by all those who operate in the "working context" of the Company, both internal: such as employees, volunteers or trainees, also if unpaid, and shareholders (natural persons), members of the administration and control bodies also in the absence of a regular investiture, etc.); and external who maintain business relationships with the Company (e.g.: suppliers, but also independent professionals or self-employed workers) or who supply goods or services or who do work for the Company.

Reports can also be made by those who:

- report information acquired in the context of an employment relationship with the Company terminated in the meantime provided that the information on the breaches was acquired before the termination of the said relationship;

- report information acquired in the case in which the employment relationship has not yet begun when the information regarding a breach was acquired during the selection process or other stages of the pre-contractual negotiations;
- report information acquired during performance of the trial period at the Company.

By “working context” is meant the work or professional activities, in being but also past, performed in the context of the employment relationships indicated above, irrespective of the nature of these activities.

The reports must be duly substantiated in order to enable assessment of the facts and founded on precise, substantiated facts in order to enable assessment of the facts presented in them.

In particular it is necessary for the following to be clear:

- the circumstances of time and place in which the event being reported occurred;
- the description of the event;
- the personal details or other elements that make it possible to identify the person to whom to attribute the events reported and the persons involved.

It is useful also to attach documents that can provide elements of proof of the events being reported, and an indication of the other persons potentially aware of the events.

The Company, in compliance with the Whistleblowing Decree, has defined the following reporting channels with selective access only on the part of specifically authorized personnel, capable of ensuring that the identity of the whistleblower remains confidential and that the information is secure. In particular, the following are available:

- a dedicated IT channel through which it is possible to make reports in writing and orally (accessible from the specific portal on the website www.whistleblowing.terna.it) which guarantees, through an advanced communication encryption system, the security and the protection of the identity data of the whistleblower and enables, in the management of the report, the confidentiality of the person involved and of persons in any

case mentioned in the report, as well as the content of the report and the related documentation, in line with the provisions of the Whistleblowing Decree;

- a direct reporting method, aimed at enabling the reports to be made through a meeting agreed with the Company exclusively with the persons specifically authorized to collect reports. This meeting may be requested by the whistleblower on the aforesaid IT channel or via a specific e-mail to the address whistleblowing@terna.it, specifying the name of the Terna Group company involved in the report.

The aforesaid reporting methods are more specifically detailed in a procedure prepared for the purpose, entitled "Whistleblowing Guidelines" (LG054).

Any reports that can be made in other ways (by ordinary mail), will be permitted if they are addressed to the Company, for the attention of the Audit Manager c/o TERNA S.p.A., Viale Egidio Galbani, 70 – 00156 Rome, using the following wording "*whistleblowing report, confidential – do not open*" and, if duly substantiated in order to enable assessment of the facts and founded on precise, substantiated facts according to the provisions of the Whistleblowing Decree, may be permitted although they cannot be considered reports under the terms of the Whistleblowing Decree for the purposes of managing the communications with the whistleblower.

All the most opportune measures will be adopted to guarantee, also with respect to this method, the confidentiality of the information and data reported.

The management of the reports for the Terna Group companies is carried out on the basis of suitable intra-group agreements with the Company which provide for the involvement of the Audit Manager, tasked with ensuring observance of the legislative prescriptions on the subject of receiving, analyzing and responding to the reports received, without prejudice to the central role of the Ethics Committee and the separate collection, processing and management of the reports received for each company.

The internal channels set up must be understood as privileged channels.

This principle, in addition, is aimed on the one hand, "*at fostering a culture of good communication and social responsibility of the company within the organizations*", and on the other hand at ensuring that whistleblowers, bringing to light illicit actions, omissions or conduct, contribute significantly to the improvement of their organization.

For reports that concern the private sector not related to the concession of a public service, the whistleblower may make use of the external reporting channel set up and managed by the ANAC, available in the specific section of the ANAC website, only when the following conditions established by the Whistleblowing Decree are fulfilled:

- a) in the working context the activation of the internal channel is not provided for as obligatory or, if provided for, has not been activated;
- b) the report has not been followed up;
- c) he or she has good reason to believe that, if he or she made an internal report, this would not be followed up or he or she would be subject to retaliation.

As regards good reasons, it is specified that the whistleblower must be able to believe reasonably on the basis of the concrete circumstances attached and information effectively acquirable and, therefore, not on simple conjectures, that, if he or she were to make an internal report³:

- the same would not be effectively followed up. This happens when, for example, the person ultimately responsible in the working context is involved in the breach, there is the risk that the breach or the related proof may be hidden or destroyed, the effectiveness of the investigations performed by the competent authorities could be compromised in other ways or also because it is believed that the ANAC would be most indicated to tackle the specific breach, above all in the matters it is responsible for;

- this could determine the risk of retaliation (for example also as a consequence of a breach of the obligation of confidentiality of the whistleblower's identity).

d) he or she has good reason to believe that the breach may constitute an imminent or clear danger for the public interest. Consider, for example, the case in which the breach requires urgent action, to safeguard the health and safety of people or to protect the environment.

Whistleblowers may also make public the information on the breach that has come into their possession in the working context, only on fulfillment of the conditions provided for in the law and the implementing regulations.

The Company has identified the persons competent for the management of reports, under the terms of Italian Legislative Decree no. 24/2023 and of the legislation on the subject of personal data protection.

Observing the obligation of confidentiality provided for in the Whistleblowing Decree and in the applicable corporate procedures, the receipt of any reports regarding breaches of the Model and/or illicit conduct representing the types of crime referred to in the Decree, also potential, is communicated promptly to the SB, according to what is provided for in the specific internal procedures, and in particular in the Whistleblowing Guidelines, for receiving and managing reports: the SB is updated on the subject of the results of the analysis and investigation activities carried out.

If the SB receives reports erroneously, it will transmit them confidentially to the Manager (through the Audit Manager) within 7 days of receiving them, giving notice also at the same time of the transmission to the whistleblower if possible.

The Company acts so as to guarantee the whistleblowers against any form of retaliation, discrimination or penalization, according to the conditions and requirements provided for in the Whistleblowing Decree, also ensuring the confidentiality of the identity of the whistleblower and of the other persons involved, without prejudice to the obligations provided for by the law and the

protection of the rights of the company or of the persons involved, and the reputation of the whistleblower(s).

By “retaliation” under the terms of the Whistleblowing Decree is meant: any conduct, action or omission, also only attempted or threatened, carried out owing to the whistleblowing, to the report to the judicial or accounting authority or to the public communication and which causes, or can cause for the whistleblower or the person who has made the report, directly or indirectly, unjust harm, to be understood as unjustified harm, as an effect caused by the retaliation⁴.

The Company has provided for specific measures to protect the whistleblower and the other persons identified by art. 3 of Italian Legislative Decree no. 24/2023, so that they are not the subject of retaliation, discrimination or, in any way, penalizations connected with the whistleblowing.

The Company guarantees to the whistleblower the protections against retaliation as provided for in the Whistleblowing Decree, if the same has reported on the basis of a reasonable conviction that the information on the breaches reported is truthful.

Every action taken in breach of the aforesaid measures and of the provisions Italian Legislative Decree no. 24/2023 is null under the terms of art. 19, paragraph 3, of the same decree.

Without affecting the sanctions imposable by the civil or penal authority under the terms of art. 16 of Italian Legislative Decree no. 24/2023, and without prejudice to the administrative sanctions applied by the ANAC under the terms of art. 21 of Italian Legislative Decree no. 24/2023, the Disciplinary System adopted by the Company provides for, among other things, the imposition of disciplinary measures in relation to anyone who breaches the

⁴ The Whistleblowing Decree contains a useful list, although only by way of example, of cases that can be considered retaliation in art. 17 of Italian Legislative Decree no. 24/2023: a) dismissal, suspension or equivalent measures; b) demotion or non-promotion; c) change in duties, change in the workplace, reduction of the salary, modification of working hours; d) suspension of training or any restriction of access to the same; e) negative merit notes or negative references; f) adoption of disciplinary measures or other sanctions, also financial; g) coercion, intimidation, harassment or ostracism; h) discrimination or unfavorable treatment; i) non-conversion of a temporary work contract into a permanent work contract, if the worker has a legitimate expectation of the said conversion; l) non-renewal or early termination of a temporary work contract; m) harm, also to the person's reputation, in particular on social media, or economic or financial harm, including the loss of economic opportunities and the loss of income; n) inclusion in improper lists on the basis of a formal or informal sectoral or industrial agreement, which may entail the impossibility for the person to find a job in the sector or in the industry in the future; o) early conclusion or cancellation of the contract for the supply of goods and services; p) cancellation of a license or a permit; q) request to submit to psychiatric or medical examinations.

provisions of Italian Legislative Decree no. 24/2023 on the subject of reports of illicit conduct, as described in paragraph 5 below.

Management of reports is governed by specific Guidelines (LG054): these regulate the reporting channels activated by the Company and their operation, the significant reports and the persons that can make them, the competence and the methods of managing the activities of analysis and investigation consequent to reports and the related terms, the measures to protect the whistleblower, the conditions for making external reports and/or the public communication, and the methods and terms of conservation of the data appropriate and proportionate for the purposes of the Whistleblowing procedure.

The Company, as well as what is provided for in paragraph 4.1 for the initiatives to raise the awareness of and train the personnel, promotes the knowledge of the Whistleblowing system and the procedure for its use also in relation to the outside world, publishing this information in a specific section of the corporate website and referring to the whistleblowing procedures in the context of the contracts that govern the significant relationships for the purposes of the Whistleblowing Decree.

We can note that all the personal data processed in the context of managing the reports received will be processed in full observance of confidentiality according to the provisions of the Whistleblowing Decree and in full observance of the current legislation on personal data protection (Italian Legislative Decree no. 196/2003 and GDPR).

2.5 Management Systems

TAMINI wants to ensure full compliance with the legislation in force and the policy established by the Managing Director regarding health and safety of workers and environmental protection.

For this purpose, the Company has certified the compliance of the environmental management system adopted at the plants of Legnano, Ospitaletto, Novara and Valdagno with the ISO-14001 standard.

The Company has also certified the compliance of the management system for the health and safety of workers adopted at the Legnano, Ospitaletto, Valdagno and Novara plant with the ISO-45001 standard.

Additionally, the Company is certified according to ISO 37001 for the prevention of corruption.

The Company undertakes to monitor and improve its management systems at all plants.

2.6 Anti-corruption Guidelines

The contents of this Model are supplemented by the principles and rules of conduct contained in the Anti-corruption Guidelines (LG059).

The Anti-corruption Guidelines constitute a check against the phenomenon of corruption and is drafted in the light of the main international conventions, EU regulations and the provisions contained in the Foreign Corrupt Practices Act ("FCPA") and the Bribery Act ("BA") on public and private corruption.

The Anti-Corruption Guidelines provide rules and guidelines relating to the anti- corruption programme adopted by Terna and the Group, the policies and procedures to be followed, as well as some minimum standards of behaviour.

In particular, without prejudice to the prohibition of any form of corruption, the following is explicitly prohibited:

(i) offering, promising, giving or authorising the giving - directly or indirectly - of any form of gratuity to a public official to a private body or to any other person;

(ii) the acceptance of a request, solicitation or authorisation given to someone to accept a request or the solicitation, directly or indirectly, of any form of gratuity from anyone where such conduct is aimed at:

- enticing a public official or private entity or other person to unlawfully perform a public function or any activity connected with a certain business, or to remunerate such persons for carrying out such activities;
- influence any act or omission or decision of a public official or any breach of a legal obligation;
- influencing or remunerating a public official, a person or a private body for an act pertaining to their office;
- obtain, secure or retain an illegitimate deal or advantage in connection with a business activity;

The Anti-Corruption Guidelines also contain standards of conduct to be observed by all Recipients, concerning, for example, giving gifts and donations and their registration, sponsorship and charity activities, managing relations with third parties, the prohibition of facilitating payments and political contributions.

Referring to the above-mentioned Anti-Corruption Guidelines for further details, the following general principles of conduct, to which the Recipients must adhere (insofar as applicable), are highlighted by way of example only:

- declare any conflict of interest or potential conflict of interest with the Company or a third party, as soon as they become aware of such conflict or suspect its existence;
- before committing third parties to act in the name of and/or on behalf of the Company, conduct appropriate reputational due diligence and properly manage the relevant contractual relationship;
- make no Facilitating Payments or political contributions;
- exercise caution when making charitable donations and sponsorship

activities on behalf of the Company, and in making and receiving (either directly or indirectly through an intermediary) investments in securities, derivatives or other financial products;

- report, without delay, any act of corruption of which you become aware or suspect, in compliance with the procedures expressly indicated.

The Anti-Corruption Guidelines are approved by TERNA's Board of Directors and adopted by the corresponding body of each Group company.

The Company undertakes to disseminate its contents and to provide special training sessions on the subject, during which the contents of the Anti-Corruption Guidelines (including how to make reports and handle alleged or reported corruptive episodes) and related documents will be highlighted, and practical cases will be described on how corruptive conduct may affect the Recipients.

Violating Anti-Corruption regulations can have criminal, civil, and administrative consequences, including the penalties and imprisonment, and seriously damage the Group's reputation.

Therefore, the circumvention or non-compliance with the Anti-Corruption Guidelines by the Recipients may result in the adoption of disciplinary actions.

2.7 The Global Compliance Program and Local Compliance Programs

The Global Compliance Program (GCP) is approved by TERNA as a document that guides the Foreign Companies required to adopt it.

It is a safeguard aimed at aligning the efforts of Foreign Companies in avoiding corporate criminal liability and provide them with a shared, consistent, and uniform approach against possible unlawful conduct and crimes of international significance (including corporate crimes, financing terrorism, money laundering, copyright violation, crimes relating to workplace health and safety).

The GCP aims to define the general control standards and rules of conduct that apply to directors and other members of the managing and control bodies of Foreign Companies, as well as any other parties acting in the name and/or on behalf of the Foreign Company, if applicable.

The GCP has is guided by the main international regulations and best practices, including but not limited to:

- Italian Legislative Decree 231/2001;
 - the Corporate Governance Code of listed companies promoted by Borsa Italiana S.p.A.;
- the 2010 Federal Sentencing Guidelines Manual & Supplement, adopted by the United States Sentencing Commission on 1 November 2010;
- the Foreign Corruption Practice Act ("FCPA") of 1977 and subsequent updates;
 - the UK Bribery Act of 2010 and subsequent updates;
 - Good Practice Guidance on Internal Controls, Ethics, and Compliance adopted by the OECD Council on 18 February 2010;
 - the "Resource Guide to the U.S. Foreign Corrupt Practices Act" issued by the Criminal Division of the U.S. Department of Justice (DOJ) and the Enforcement Division of the U.S. Securities and Exchange Commission of 2012 and subsequent updates;
 - the "Evaluation of Corporate Compliance Programs" of 2017 and subsequent updates;
 - the "Anti-Corruption Ethics and Compliance Programme for Business": A Practical Guide adopted by the United Nations Office on Drugs and Crime (UNODC) in September 2013;
 - the recommendations adopted by the Financial Action Task Force - Gruppo d'Azione Finanziaria Internazionale (FATF-GAFI or GAFI) on money laundering and terrorist financing of 2012 and subsequent updates;
 - European regulations on money laundering, search, seizure and confiscation of the proceeds of crime and on the financing of terrorism (including Directive (EU) 2015/849 of the European Parliament and of the

Council of 20 May 2015 and Delegated Regulation (EU) 2016/1675 and subsequent updates).

It remains understood that each Foreign Company, if appropriate or required by applicable local laws, also defines and adopts its own Local Compliance Program. Therefore, the GCP shall supplement the rules established in the Local Compliance Programs and any other relevant local procedures.

Foreign Companies are required to:

- a) assess risk based on applicable local regulations as well as the unique circumstances of their own business activities and organizational structures;
- b) if necessary, define their own integrated control principles and specific rules of conduct based on the ones in the GCP.

Specifically, Foreign Companies must identify:

- a) their own processes and risk areas that may entail a specific risk of commission of a crime through an analysis of their own business processes and of the possible ways in which crimes identified as relevant on the basis of applicable local regulations may be committed;
- b) additional control standards and rules of conduct to be implemented through Local Compliance Programs and/or local internal procedures that all company representatives and, if applicable, other parties must comply with to prevent the commission of crimes.

Each Foreign Company must adopt appropriate penalties for: (i) violating local corporate liability regulations (if applicable); (ii) direct or indirect retaliatory or discriminatory acts against whistleblowers for reasons related to whistleblowing, as well as violating whistleblower protection measures and malicious or grossly negligent reporting that proves to be unfounded.

2.8 Trade compliance policy

The "Trade Compliance Policy" Guidelines (LG061) is intended to provide a framework of the controls that TERNA has put in place to meet compliance requirements and is intended to ensure full compliance with applicable regulations on export control and international economic sanctions, as well as compliance with any commitments undertaken by TERNA in the context of negotiating relations with third parties such as, for example, lenders, banks, export credit agencies, suppliers, etc.

In order to ensure that all Group transactions are carried out in full compliance with the regulations of the countries in which it operates, TERNA and its subsidiaries undertake, before carrying out any transaction:

- to conduct research as to whether the products to be exported comply with the provisions of the European Union in force on the control of exports, with particular regard to the rules on dual use products and technologies included in Regulation (EC) no. 428/2009 and restrictive measures in relation to certain countries;
- to properly manage products of US origin considering the limitations imposed by the United States of America on the countries of destination of material produced in their territory;
- to carry out an investigation into the existence of alerts or the application of penalties or restrictive measures of any kind against foreign counterparts.

As regards relations with counterparts that have offices, or subsidiaries, even indirectly, with companies resident in countries deemed sensitive pursuant to the Trade Compliance Policy, TERNA deems it appropriate to carry out an overall assessment of the transactions in advance with the aim of verifying that the Transaction is carried out in compliance with the relevant European and US regulations. This overall assessment is carried out through the execution of a due diligence (objective and subjective).

Please refer to the Trade Compliance Policy for more details.

The Trade Compliance Policy is approved by TERNA's Board of Directors. The operating instructions for implementing the Trade Compliance Policy are prepared by the CPS, which will be assisted by ALG, CMP and POC.

TERNA will periodically organise training sessions on compliance issues in the field of export control and international economic sanctions. Each TERNA subsidiary may decide — with the support of the POC Department — to provide more frequent and specific training sessions for employees who are more likely to be involved in the subjects in question.

2.9 Anti-trust Compliance Program

In demonstration of its own desire to always act in accordance with the highest ethical standards and to strictly comply with national and European antitrust legislation, TERNA has implemented an Antitrust Compliance Program that supplements the current compliance rules.

The CPA is fully in line not only with European and international best practices regarding antitrust compliance programs, but also with the Guidelines of the Competition and Market Authority relating to the "methods of application of the criteria for the quantification of administrative fines", and "antitrust compliance".

The CPA consists of (i) an Antitrust Code of Conduct; (ii) an Antitrust Manual; (iii) Guidelines aimed at regulating the management, monitoring and implementation of the CPA.

The management and monitoring of the CPA, as well as all other activities relating to its concrete implementation and updating, is entrusted to the Compliance Antitrust Officer, with whom the Vigilance Body will liaise to ensure any exchange of information on issues of mutual interest.

Terna shall periodically organize training sessions on the subject, and all of

Terna's subsidiaries can — with support from POC — decide to provide more frequent and specific training sessions for employees who are more likely to be involved in the matters in question.

3. VIGILANCE BODY (VB)

3.1 Identification and appointment of the VB

In implementing the provisions of the Decree — which, in Art. 6(b), establishes as a condition for exemption from administrative liability that a body of the Organization with autonomous powers of initiative and control must be assigned to supervise the functioning of and compliance with the Models and ensure that they are updated — TAMINI has set up a collective Supervisory Body.

The SB is an independent body endowed with autonomous powers of initiative and control and, in performing its activities, it must guarantee the requirement of continuity of action through the support provided by a dedicated structure.

The individuals who make up the SB and the terms of their mandates are defined by resolution of the Board of Directors, which, as a rule, establishes the term as three years, it being understood that, if the Company is affected by extraordinary operations that involve the termination of corporate bodies or changes in corporate control, the term must be understood as set for a shorter term, coinciding with such terminations and/or changes.

Professionals are selected based on an evaluation of their respective CVs, also considering their experience, as long as there are candidates with adequate experience in corporate liability pursuant to Italian Legislative Decree 231/2001 and/or of risk prevention and management in relation to the characteristics of the Company and/or internal auditing and internal control.

The Board of Directors can also establish that one of the members of the SB be internal to the corporate structure when they are suitable for the position, considering regulations and best practices.

The following must be considered when appointing the SB:

- The Independence of the body is not to be taken as merely a formality. The SB's position within the Organization must guarantee the control initiative's independence from any form of interference or influence by any part of the Organization and, specifically, the governing body. Moreover, the SB has the powers of inspection and control, the ability to access all the company's relevant information, and adequate resources as well as tools, support, and experts in its monitoring activities;
- as regards the independence requirement, members of the SB are not influenced by, at the financial level or the personal level⁵, and cannot become subject to conflicts of interest or potential conflicts of interest with TERN, and they may not perform any executive functions within TERN. For individuals internal to the company structure, they must also have a sufficiently important position and have autonomous initiative and control powers as well as the appropriate qualifications for their position. However, they must under no circumstances be employed by executive bodies. In any case, it should be emphasized that the SB's level of independence must be assessed as a whole.

With regard to the requirements of integrity, a conviction with a sentence, even in the first instance, for having committed one of the crimes Referred to in the Decree and/or one of the Offenses, or being sentenced to a penalty that involves disqualification, even temporary, from holding public offices, or temporary disqualification from holding executive offices of legal entities constitutes grounds for being dismissed from or becoming ineligible to be a member of the SB.

⁵*It is clear, in any case, that the payment of a fee to the person, internal or external to the entity, for the activity in question does not constitute a cause for "employment" (See Confindustria Guidelines, p. 77).*

The Board of Directors' Meeting ascertains the existence of the aforementioned requirements, not only through the acquisition of the CV in the Board's records, but also through the signing by each member of a special declaration, in which he/she certifies that he/she meets the requirements envisaged by current laws to hold such office and that he/she is not in any of the situations of incompatibility envisaged by the law and the Model, also undertaking to promptly notify the loss of the aforementioned requirements.

As indicated in the GCP, a supervisory body for the GCP and/or the Local Compliance Program shall be appointed (for example the Compliance Officer).

Taking into account the unique circumstances of the SB's powers and to guarantee the requirement of continuity of action, in performing its supervisory duties, the SB is supported by a dedicated staff with Technical Secretary functions, identified in TERNA's PCR structure which, as part of intercompany contracts, performs this function for all the SBs of the Group companies. PCR will also support the activities of the Compliance Officers of Foreign Companies.

The Vigilance Body, when necessary for the execution of the appointment, may use external professionals with the knowledge and skills required by the specific case.

The SB may also rely on additional support from management departments as and when deemed necessary to perform its supervisory duties.

3.2 The duration of the assignment and causes of termination

The termination of the appointment of the VB, understood as a unitary body, may occur for one of the following reasons:

- expiry of the appointment;
- in the event that the Company is affected by extraordinary operations involving the termination of the corporate bodies or changes in corporate control;
- revocation of the VB by the Board of Directors' Meeting;
- resignation of all members of the VB, formalised by means of a specific written communication sent to the Board of Directors' Meeting.

The revocation of the VB as a body can only take place for just cause, also in order to guarantee its absolute independence.

Just cause for revocation may include, but is not limited to:

- i) gross negligence in the performance of the tasks connected with the assignment;
- ii) the possible involvement of the Company in a criminal or civil proceeding, which is connected to an omitted or insufficient supervision.

Revocation for just cause is ordered by resolution of the Board of Directors' Meeting.

In the event of expiry, revocation or resignation, the Board of Directors' Meeting appoints the new VB without delay. During the period between the termination of the mandate and the resolution of the Board of Directors' Meeting, the VB operates under an extension regime.

Outside of the assumptions regarding the entire VB, the termination of the assignment of a single member can take place:

- as a result of revocation for just cause of the assignment by the Board of Directors' Meeting;
- following resignation from office, formalised by means of a specific written communication sent to the Board of Directors' Meeting;
- if one of the causes of ineligibility and disqualification referred to in the preceding paragraph arises.

In addition to the hypotheses envisaged above for the entire body, the following hypotheses, by way of example, must also be understood as just cause for revocation:

- a) in the event of a breach of the confidentiality obligations imposed on the members of the VB;
- b) a member who, without a justified reason, fails to attend two meetings of the VB in the course of a year, or who fails to fulfil the obligations of the function, forfeits his or her office upon the reasoned proposal of the Chairman of the VB, or of the other two members.

In any case, revocation is ordered by resolution of the Board of Directors' Meeting.

In the event of the termination of a single member, for the reasons set out above or by resignation of the same, the latter remains in office until his/her replacement, which is provided without delay by the Board of Directors' Meeting. The replacement member expires together with the other members of the VB.

3.3 Functions and powers of the Vigilance Body (VB)

The VB of TAMINI is entrusted on a general level with the task of supervising:

- A. compliance with the provisions of the Model by the recipients, in relation to the different types of offences covered by the Decree;
- B. on the actual effectiveness and capacity of the Model, in relation to the company structure, to prevent the commission of the Offences referred to in the Decree;
- C. on the appropriateness of updating the Model, in relation to changed business conditions and new laws and regulations.

On a more operational level, the VB of the Company is entrusted with the task of:

- Activating control procedures, bearing in mind that primary responsibility for the control of activities, including those relating to Risk Areas, remains with operational management and forms an integral part of the corporate process (*line control*); which confirms the importance of a staff training process.
- Conducting reconnaissance of the company's activities for the purposes of the updated mapping of Risk Areas and carrying out targeted checks on certain operations or acts performed within Risk Areas.
- Promote appropriate initiatives for the dissemination of knowledge and understanding of the Model and prepare organisational documentation containing instructions, clarifications or updates for the operation of the Model.
- Collect, process and store the relevant information in order to comply with the Model, as well as check the actual presence, regular maintenance and effectiveness of the required documentation in compliance with the provisions of the Special Part of the Model for the different types of crimes. In addition, update the list of information that must be obligatorily transmitted to the VB or kept at its disposal.
- Coordinate with management and other company structures for the best monitoring of activities in Risk Areas. To this end, TAMINI's VB is kept constantly informed on the evolution of activities in the Risk Areas and has free access to all relevant company documentation, including the relevant update data. The VB must also be informed by the management of any situations of the company activity that may expose the company to the risk of crime.
- conduct internal activities to ascertain alleged breaches of the provisions of this Model with the support of the control structures provided within the company in accordance with the provisions of the Whistleblowing Guideline.

- verify that the control measures provided for in the Special Part of the Model for the different types of crimes (adoption of standard clauses, completion of procedures, etc.) are in any case adequate and responsive to the requirements of compliance with the provisions of the Decree, providing, otherwise, an update of the elements themselves.
- coordinate with the 231 Contact Persons and, in any case, with the Managers of the corporate structures for the various aspects relating to the implementation of the Model.

In order to facilitate the aforementioned supervision and verification activities on the effectiveness and efficacy of the Model, the VB is the recipient of information flows from the Recipients of the Model. Such information flows may have general or specific content.

For details of the information flows due to the VB, please refer to the company procedure governing the matter.

The Vigilance Body regulates its own functioning, including relations with the corporate bodies, by means of its own rules of procedure unanimously adopted.

In order to ensure that the VB carries out the supervisory activity in full autonomy, the Company can define and approve a budget for the VB.

In any case, the Company shall make available to the VB any resources that may be necessary or appropriate for the effective performance of its supervisory functions, including the support of external professionals identified by the VB itself for particularly complex technical assessments.

3.4 Functions of the SB: Reporting to company bodies

Two reporting lines are assigned to the VB of TAMINI:

- a) the first, on a continuous basis, directly with the CEO;
- b) the second, on a periodic basis, to the Board of Directors' Meeting, the Sole Statutory Auditor and the External Audit Company.

The presence of the aforementioned relations of a functional nature, even with top management bodies that have no operational tasks and are therefore free from management activities, constitutes a factor capable of ensuring that the task is performed by the VB with the greatest guarantees of independence.

The Company's VB may be called at any time by the aforementioned bodies or may submit a request to that effect, to report on the functioning of the Model or on specific situations.

At least annually, as a rule every six months, TAMINI' VB submits a written report on the implementation of the Model to the bodies referred to in point b).

3.5 Functions of the SB: Information flows to the SB

Within the company - without prejudice to the provisions on whistleblowing set out in paragraph 2 - in addition to the documentation prescribed in the Special Part of the Model in compliance with the procedures contemplated therein, any other information, of any kind, also coming from third parties and pertaining to the implementation of the Model in the Risk Areas, as governed by the Procedure for the management of information flows to the Vigilance Body pursuant to the Decree, must be brought to the attention of the Vigilance Body. The information flows will be transmitted by sending to the e-mail address OdV_Tamini@terna.it.

The following general provisions are valid in this regard.

On the one hand, this obligation is implemented through the establishment by TAMINI of reporting flows that the VB receives on a regular basis - through the Technical Secretariat - from the Corporate Representatives, so that it has timely information useful to be constantly able to perform its monitoring role.

These reporting flows can be classified as follows:

- operation and updating of the Model;
- verification of the effectiveness of the Model;
- information on training and information activities.

Moreover, the Company has formalised the establishment of a flow that, on a six- monthly basis, is transmitted to the VB by the Manager of the individual structures.

Without prejudice to the peculiarities of each structure, the flows must contain information regarding:

- knowledge of criminal proceedings registered for one of the crimes envisaged by Italian Legislative Decree 231/2001;
- the completion of checks and/or inspections carried out by public security authorities and/or law enforcement;
- behaviours that are not in line with the Company's rules of conduct;
- deficiencies or malfunctions of the internal control system;
- planning and delivery of training in the scope of Italian Legislative Decree 231/2001;
- changes in the system of proxies and corporate powers of attorney;
- changes to the Group's corporate structure.

On the other hand, the Company Representatives have the duty to report to the VB:

1. any information concerning the commission, or the reasonable belief of the commission, of the Offences. In particular, information concerning the following must be compulsorily and promptly forwarded to the VB:
 - measures and/or news coming from Criminal Investigation Departments or any other authority, from which it is inferred that investigations for Offences are being carried out, even against unknown persons, if such investigations involve TAMINI, its Company Representatives or its corporate bodies;
 - requests for legal assistance made by Company Representatives in the event of legal proceedings being commenced for the Offences envisaged by Italian Legislative Decree 231/2001;
 - the reports prepared by the managers of the Holding structures that perform, on the basis of contractual agreements, certain activities in the name of and on behalf of the Company, and from which facts, acts, events or omissions with profiles of criticality with respect to compliance with the Model may emerge;
 - information on the punishment proceedings carried out and any measures imposed (including measures against Company Representatives) or of the measures to dismiss such proceedings with the relevant reasons, if they are related to the commission of Offences or breach of the rules of conduct or procedures of the Model. In such a case, it will be appropriate to send the letter of dispute and relevant penalty applied to the VB with an express indication of the breach of the provisions of the Model and/or of the relevant policies, as well as - on a periodical basis - a list of the breaches occurred that may be considered relevant for the purposes of the Italian Legislative Decree 231/2001;
 - breaches of the Anti-Corruption Guidelines which include or may include an action pursuant to Legislative Decree 231/2001;

2. any breach or alleged breach of the rules set out in the Model, or any conduct not in line with the rules of conduct adopted by the Group.

All Company Representatives who have supervisory functions towards other Company Representatives have the obligation to exercise the same with the utmost diligence, reporting to the VB, pursuant to the methods provided for in paragraph 3.5., any irregularities, breaches and non-fulfilments.

In the event of failure to comply with the aforementioned obligations, Company Representatives with supervisory functions may be punished in accordance with the position held within TAMINI as envisaged in Chapter 5 below.

The Company guarantees initiatives aimed at providing the VB with an adequate knowledge of the sector of activity in which it operates, the company dynamics and their evolution, the principles of correct risk management as well as the regulatory and reference regulatory framework.

For this purpose, PCR illustrates to the VB the structure and dynamics of the Company and the Group, indicating the relevant internal procedures adopted.

Update meetings on significant regulatory and case-law changes relating to the Decree with a high impact on the Group may also be scheduled.

External Collaborators will be obliged, on the basis of their contract, to report the information mentioned in point 1, with the exception for those originating from TAMINI.

Moreover, the SB holds regular meetings, for information purposes, with the Chief Risk Officer (CRO), the Data Protection Officer (DPO), the Antitrust Compliance Officer (ACO) and foreign Compliance Officer in relation to the aspects for which they are responsible.

Finally, further information flows to be transmitted to the VB are provided for in the internal procedures, which indicate the subject of the flow, the person responsible for its preparation and the frequency with which the competent VB must be informed.

Periodically, the VB proposes, if necessary, to the CEO any changes to the list indicated above.

3.6 Reporting methods

Observing the confidentiality obligation provided for in the Whistleblowing Decree and the applicable corporate procedures, the Manager (through the Audit Manager) informs the Company's SB, with a specific e-mail to the SB's e-mail address OdV_Tamini@terna.it), of the receipt of reports regarding breaches of the 231 Model and/or illicit conduct representing the types of predicate crime of Italian Legislative Decree 231/2001, also potential. The content of these reports will be shown and thus made known to the Company's SB (through the technical Secretariat of the SB, which handles the information to be provided to the body) ensuring the protection of confidentiality.

Processing of personal data gathered in the context of the reporting procedure occurs fully observing the Privacy Regulation, in keeping with what is provided for in the Whistleblowing Decree, taking into account the correct balance between the rights of the party indicated by the report and the whistleblower's right to confidentiality of their identity.

3.7 TAMINI Trasformatori's VB in the general control system and verification of the general plan

Without prejudice to the fact that the supervisory activity of TAMINI's VB is carried out exclusively within the Company, if from the reports received relevant for 231 purposes and transmitted to it according to the provisions of

paragraph 3.6, the VB considers that the case is of interest of the Group, it informs the Manager (through the Audit Manager) so that the Supervisory Bodies of the Group companies involved will be informed.

Likewise, if the VB, during its control activities, identifies an inadequacy of the Model that could also affect the Organization, Management and Control Model adopted by Group companies pursuant to Italian Legislative Decree No. 231/2001, it shall report such event to the VB of the companies involved.

In any case, at least once a year, the VBs of all Group companies, at the initiative promoted by TERNA's VB, meet in order to exchange information and represent situations of particular importance or critical issues. The bodies appointed to monitor the GCP and/or the Local Compliance Programs also participate in the joint meetings for a similar exchange of information (as explained in section 2.3).

4. RECIPIENTS, COMMUNICATION AND TRAINING FOR THE MODEL

The principles and contents of the Model and the Code of Ethics are addressed to members of corporate bodies, managers, employees of TAMINI as well as to all those who work in the interest of the Company regardless of the contractual relationship in place.

4.1 Selection, communication and training of staff

Through the POC department, TAMINI will put in place a specific evaluation system for personnel in the selection phase, taking into account the requirements of the company regarding the Decree's application.

The Model and the Code of Ethics are communicated to all personnel who sign a declaration of knowledge and commitment to comply with its provisions, and are published on the company intranet.

Regarding implementation of the Model, personnel training is managed by the POC department, alongside the PIC department that defines training requirements, taking into account updates to mapping Risk Areas and the Model, relevant new regulations and case law and internal changes of an organizational or corporate nature and developments in business activity.

The structure in charge of driving training activities and delivering the contents of training courses is PCR, which also acts on the instructions of the VB.

At the start of the year, PCR made a proposal to the POC department for a biannual training plan which includes classroom-based and online courses.

The Company then approves the long-term training plan.

The training courses are aimed at previously identified personnel, as a rule, based on the contractual framework and/or the structure to which they belong.

In any case, the contents of the training sessions are calibrated according to the Risk Areas in which the respective recipients operate. Therefore, the personnel training project can be articulated through the following initiatives:

- a) basic online courses intended for a corporate population deemed to be at low risk of commission of the offences relevant to Italian Legislative Decree 231/2001;
- b) basic online courses with specific focus on certain subjects aimed at a corporate population deemed to be at low or medium risk of committing the Offences covered by the subjects on which the focus is carried out;
- c) basic classroom courses dedicated to new employees and new recruits on the contents of Italian Legislative Decree 231/2001, the Organisational Model and Code of Ethics and other compliance measures adopted by the Company on the subject. These persons are also given appropriate information in the letter of employment, expressly specifying that attendance at training courses is compulsory;
- d) specific classroom courses aimed at a medium-high-risk company population in several areas/activities at risk or with an active role in the activities subject to verification by the VB;
- e) updates on the most significant regulatory and legal developments aimed at the senior management of the Company and the members of the VB;
- f) refresher courses for Contact Persons 231.

The provision of training courses is generally entrusted to the competent company structures for the individual topics covered by the study. In the case of courses related to specific subjects, the delivery of the contents can be entrusted to external teachers, after selection of the same by the competent corporate structure.

Attendance at training courses is compulsory. At the beginning and at the end of the training session, as a rule, an evaluation test is distributed on the topics covered by the course in order to verify the knowledge on the topic before and after the course and to be able to evaluate the quality of the teaching.

The POC Manager makes the training plan available to the VB, prior to its approval, and periodically informs it about the degree of participation in the courses and the outcome of the evaluation tests.

The teaching material and tests are filed by the POC department.

In addition, initiatives to raise the awareness of and train the personnel are promoted to divulge the purposes of the Whistleblowing system and the procedure for its use (such as specific communications, training events, newsletters and the intranet portal). Specific professional training initiatives are promoted for all employees involved in the management of Whistleblowing reports.

4.2 External Collaborators: selection and policy

TAMINI adopts (and periodically evaluates its adequacy) specific evaluation systems for the selection of External Collaborators.

External Collaborators must be made aware that the Company has adopted this Model pursuant to Italian Legislative Decree 231/2001, the Anti-Corruption Guidelines and the Code of Ethics.

The Model and the Code of Ethics are published in full on the Company's website.

External Collaborators may also be provided with specific information on the

policies and procedures adopted by TAMINI on the basis of this Model containing requirements applicable to them as well as the texts of the contractual clauses customarily used in this regard.

Furthermore, External Collaborators - by signing appropriate contractual clauses - must explicitly declare that they are familiar with the contents of the Model, the Code of Ethics, the Anti-Corruption Guidelines, the Global Compliance Program, the Antitrust Compliance Program, the Trade Compliance Policy and the Whistleblowing Guidelines, and undertake to act in accordance with the principles laid down in the aforementioned documents.

Any derogation or refusal on the part of External Collaborators with respect to the above must be promptly reported in writing to PCR, which will liaise with the VB to assess any specific risks relevant to Italian Legislative Decree 231/2001.

5. DISCIPLINARY SYSTEM

5.1 General principles

The main feature for Model effectiveness is the preparation of an appropriate penalty system for violations of the rules of conduct imposed by the Model and to prevent Crimes and, in general, the internal procedures provided for in the Model.

The application of disciplinary penalties is irrespective of the outcome of any criminal proceedings, since the rules of conduct imposed by the Model are adopted by the company in full autonomy regardless of the offence that any conduct may determine.

The identification and application of penalties must take into account the principles of proportionality and appropriateness to the alleged breach. In this regard, the following circumstances are relevant:

- i. type of offence in dispute;
- ii. the specific circumstances in which the offence was committed;
- iii. methods of committing the act;
- iv. severity of the conduct, also taking into account the subjective attitude of the agent;
- v. possible commission of multiple breaches within the same conduct;
- vi. any recidivism of the perpetrator.

5.2 Employee Penalties

Observance of the provisions and rules of conduct provided for in the Model, including those on the subject of whistleblowing in compliance with the rules pursuant to Italian Legislative Decree no. 24/2023, as governed by the present Model (cf. paragraph 2.4) and in LG054, constitutes fulfillment by the Employees of the obligations provided for in art. 2104, second paragraph, of

the Italian Civil Code; obligations of which the content of the said Model represents a substantial and integral part.

The conduct of employees that violate any conduct rules included in this Model can acquire significance as disciplinary offenses. With reference to the penalties that can be imposed on Employees, excluding managers, they fall within those provided for in the company disciplinary code, in compliance with the procedures envisaged in article 7 of Italian Law 300 of 30 May 1970 (Workers' Statute) and any applicable special regulations.

In relation to the above, the Model refers to the categories of punishable acts as provided for by the existing penalties system, i.e. the collective bargaining regulations set out in the National Collective Labour Agreement for workers employed in the private metalworking and plant installation industry (see Section Four – Title VII - Art. 8 “Disciplinary measures”, Art. 9 “Written warnings, fines and suspensions”, Art. 10 “Dismissals for failures”).

These categories describe the conduct punished according to the importance of the individual facts considered and the penalties actually provided for the commission of those facts according to their seriousness.

In particular, in application of the aforementioned CCNL and Article 7 of Italian Law 300/1970, the following measures may be adopted:

- a) verbal or written warning;
- b) fine;
- c) suspension from work and wages;
- d) transfer as punishment or dismissal with compensation in lieu of notice;
- e) dismissal without notice.

The type and extent of each of the aforementioned penalties will be applied, pursuant to the provisions of the disciplinary code in force in TAMINI, in relation to:

- the intentionality of the behaviour or degree of carelessness or inexperience with regard to the predictability of the event;

- the overall behaviour of the worker with particular regard to the existence or absence of disciplinary precedents of the same, within the limits permitted by the law
- to the other particular circumstances that accompany the disciplinary breach.

For that which regards the ascertainment of the aforesaid breaches, the disciplinary procedures and the imposition of penalties, the powers granted, within the limits of the respective competence, to the competent company structure remain unchanged.

The disciplinary system is constantly monitored by the SB and by the Head of TERNA's POC department.

5.3 Measures against managers

In the event of breaches by the Company's managers of the internal procedures laid down in this Model or the adoption, in the performance of activities in the Risk Areas, of a conduct that does not comply with the provisions of the Model, the most appropriate measures shall be applied against the persons responsible, in compliance with the provisions of current laws and the National Collective Labour Agreement for Managers of companies producing goods and services.

5.4 Penalties on the subject of Whistleblowing

The breach of the provisions of Italian Legislative Decree no. 24/2023 on the subject of reports of illicit conduct constitutes a reason for application of the penalties provided for in the present document. In particular, the following are subject to disciplinary penalties:

- cases in which it is ascertained, also with a judgment of first instance, the criminal liability of the whistleblower for the crimes of defamation or

calumny or in any case for the same crimes committed with the report to the judicial or accounting authority or his or her civil liability, for the same reason, in cases of misconduct or gross negligence, without prejudice to the ANAC penalties under the terms of art. 21 of the aforementioned Whistleblowing Decree;

- retaliatory conduct in breach of art. 17 of Italian Legislative Decree no. 24/2023⁶, that is conduct, actions or omissions also only attempted or threatened, carried out owing to the whistleblowing and that may cause unjust harm to the whistleblower directly or indirectly;
- conduct likely to obstruct the report;
- breaches of the whistleblower protection measures with reference to the confidentiality obligation;
- non-performance of the activities of checking and analyzing the reports.

The disciplinary measures, if adoptable, are identified by the Company on the basis of the principles of proportionality and appropriateness, in relation to the ability to perform a deterrent and, subsequently, penalizing function.

In addition, in compliance with the provisions of art. 19 paragraph 3 of Italian Legislative Decree no. 24/2023, the retaliatory dismissal of the whistleblower, is null.

Also null are the change of duties under the terms of art. 2103 of the Italian Civil Code, and any other retaliatory or discriminatory measure adopted in relation to the whistleblower which can cause to the same "unjust harm", according to the provisions of art. 2 paragraph 1 letter m) of Italian Legislative Decree no. 24/2023.

⁶ By way of example:

- a) dismissal, suspension or equivalent measures;
- b) demotion or non-promotion;
- c) change in duties, change in the workplace, reduction of the salary, modification of working hours;
- d) suspension of training or any restriction of access to the same;
- e) negative merit notes or negative references;
- f) the adoption of disciplinary measures or other sanctions, also financial;
- g) coercion, intimidation, harassment or ostracism;
- h) discrimination or in any case unfavorable treatment;
- i) non-conversion of a temporary work contract into a permanent work contract, if the worker has a legitimate expectation of the said conversion;
- l) non-renewal or early termination of a temporary work contract;
- m) harm, also to the person's reputation, in particular on social media, or economic or financial harm, including the loss of economic opportunities and the loss of income;
- n) inclusion in improper lists on the basis of a formal or informal sectoral or industrial agreement, which may entail the impossibility for the person to find a job in the sector or in the industry in the future;
- o) early conclusion or cancellation of the contract for the supply of goods and services;
- p) cancellation of a license or a permit;

In the case of disputes linked to the imposition of disciplinary sanctions, or job downgradings, dismissals, transfers, or subjecting the whistleblower to other retaliatory measures with direct or indirect negative effects, on the work conditions, subsequent to presentation of the report, it is presumed that this conduct has been carried out owing to the report. The Company has the duty of proving that this conduct or action is motivated by reasons other than the report, according to the provisions of art. 17 paragraph 2 and paragraph 3 of Italian Legislative Decree no. 24/2023.

q) request to submit to psychiatric or medical examinations.

6. OTHER PROTECTION MEASURES IN THE EVENT OF NON-COMPLIANCE WITH THE REQUIREMENTS OF THE MODEL

6.1 Measures against Directors and Auditors

In the event of a breach of the Model by Directors and/or the Auditor of TAMINI, the VB of the Company will inform the entire Board of Directors' Meeting of the same who will take the appropriate initiatives provided by current legislation.

In the event of a conviction, even in the first degree, for the Offences set forth in the Decree as amended, the convicted Director and/or Auditor must immediately notify the VB, which will proceed to inform the entire Board of Directors and/or the Sole Statutory Auditor as indicated above.

6.2 Measures against External Collaborators

Any conduct carried out by External Collaborators that assumes relevance regarding the possible application of the sanctions envisaged by the Decree or that is in contrast with the lines of conduct indicated by this Model applicable to the same may determine, as provided for by the specific contractual clauses included in the letters of appointment or in the partnership agreements, the termination of the contractual relationship.

This is, in any case, without prejudice to any request for compensation should such conduct result in material damages for the Company, as in the case of application by the court of the measures envisaged by the Decree.

6.3 Measures against members of the VB

In the event of breaches of this Model by one or more members of the VB, the other members of the VB, or any of the auditors or directors, shall

immediately inform the Single Statutory Auditor and the Board of Directors of the Company: these bodies, after having contested the breach and granted the appropriate means of defence, shall take the appropriate measures, including, for example, the revocation of the appointment of the entire body and the consequent appointment of a new VB.

7. PERIODIC CHECKS

In order to verify its adequacy and operation, as well as its improvement, this Model is subject to checks carried out on various levels, as indicated below:

- i. verification by the VB: the VB annually approves the Italian Legislative Decree 231/2001 audit plan on the basis of the Risk Areas of the Model and carries out checks by interviewing Company Representatives, acquiring corporate documents and/or requesting ad hoc checks from the most appropriate company departments;
- ii. verification by the PCR department: the PCR, which is responsible for updating the Model, mainly performs checks on the adaptation of the Model at the legislative and organizational levels, subsequently adjusting the mapping of risk areas within the Company and the relative assessment of risk levels;
- iii. verification by HSE: the Health & Safety and Environmental Protection departments plan on-site inspections and monitor incident figures. The records will be subject to an information flow towards the SB;
- iv. verification by Audit: in the context of Italian Legislative Decree 231/01, the Audit department annually presents the Audit Plan to the SB, once approved by the BoD, that identifies certain checks to be performed in addition ad-hoc activities.

The result of the above checks may result in one or more of the following actions:

- adaptation of the Model to current legislation and/or the organisational structure;
- updating Risk Areas;
- adaptation of company documentation;
- reports and information flows to the management body.

For subsidiaries, these checks may be planned and performed by the SBs/Compliance Officers of the Companies with the support of the departments indicated above, based on intercompany contracts.



T E R N A G R O U P

**ORGANIZATIONAL AND MANAGEMENT MODEL
PURSUANT TO ITALIAN LEGISLATIVE DECREE**

No. 231 DATED JUNE 8, 2001

GENERAL SECTION – ANNEX 1

ANNEX 1 TO THE GENERAL SECTION

"PREDICATE OFFENCES" OF ADMINISTRATIVE LIABILITY OF ENTITIES ENVISAGED BY THE DECREE

The Crimes and Offences for which the Decree provides the possibility of liability of the Entity are the following:

- 1) crimes as per Articles 24 and 25 of the Decree (**so-called crimes against the Public Administration and its assets**), namely:

Article 317 of the Italian Criminal Code - Official misconduct

Article 318 of the Italian Criminal Code - Corruption for official acts

Article 319 of the Italian Criminal Code - Corruption in acts against official duties

Article 319-*bis* of the Italian Criminal Code - Aggravating circumstances

Article 319-*ter*, section 1 of the Italian Criminal Code - Corruption in judicial acts

Article 319-*quater* of the Italian Criminal Code Undue incitement to give or promise benefits

Article 320 of the Italian Criminal Code - Corruption of a person in charge of a public service

Article 321 of the Italian Criminal Code - Penalties for the corrupter

Article 322 of the Italian Criminal Code - Incitement to corruption

Article 322-*bis* of the Italian Criminal Code - Embezzlement, abuse of office, graft, undue incitement to give or promise benefits, corruption and incitement to corruption of members of International Criminal Courts or the European Community bodies or international parliamentary assemblies or those organised at an international level and officials of the European Community and of foreign States.

Article 640, section 2, no. 1 of the Italian Criminal Code Fraud against the State or other public bodies

Article 640-*bis* of the Italian Criminal Code Aggravated fraud to obtain public funds

Article 316-*bis* of the Italian Criminal Code - Misuse of public funds

Article 316-*ter* of the Italian Criminal Code - Unlawful receipt of public funds

Article 346-*bis* of the Italian Criminal Code – Trading in illicit influence

Article 640-*ter* of the Italian Criminal Code - Computer fraud

Article 356 of the Italian Criminal Code - Fraud in public procurement

Article 314-*ter*, section 1 of the Italian Criminal Code - Peculation*

Art. 316 of the Italian Criminal Code - Misappropriation through profiting from the errors of others*

Article 323 of the Italian Criminal Code - Abuse of office*

Art. 2, Italian Law 898 of 23 December 1986 – Fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development

* *When the act harms the financial interests of the European Union.*

2) The crimes as per Article 24-*bis* of the Decree (**computer crimes and illegal data processing**), namely:

Article 491-*bis* of the Italian Criminal Code - Electronic documents

Article 615-*ter* of the Italian Criminal Code Unauthorized access to a computer or telecommunication system

Article 615-*quater* of the Italian Criminal Code - Unauthorized possession, distribution, or installation of equipment, codes, or other means of accessing IT systems

Article 615-*quinquies* of the Italian Criminal Code Unauthorized possession, distribution, or installation of equipment, devices, or computer programs aimed at damaging or interrupting an IT system's operation;

Article 617-*quater* of the Italian Criminal Code - Wiretapping, blocking or illegally interrupting computer or information technology communications

Article 617-*quinquies* of the Italian Criminal Code Unauthorized

possession, distribution, or installation of devices aimed at intercepting, blocking or interrupting IT communications

Article 635-*bis* of the Italian Criminal Code - Damaging computer information, data and programs

Article 635-*ter* of the Italian Criminal Code - Damaging computer information, data and programs used by the Government or any other public body or of public service

Article 635-*quater* of the Italian Criminal Code - Damaging computer or telecommunication systems of public service

Article 635-*quinquies* of the Italian Criminal Code - Damaging computer or telecommunication systems of public service

Article 640-*quinquies* of the Italian Criminal Code - Computer crime by the certifier of a digital signature

Article 1.11 of Italian Decree-Law no. 105 of September 21, 2019 (**National cybersecurity**).

- 3) criminal offences envisaged by art. 24-*ter* of the Decree (**Organized Crime**) (these types of crimes were introduced by Law no. 94 dated July 15, 2009), namely:

Article 416 of the Italian Criminal Code – Criminal conspiracy

Article 416-*bis* of the Italian Criminal Code - Mafia conspiracy, including foreign Mafia conspiracy

Article 416-*ter* of the Italian Criminal Code - Mafia related political election exchange

Article 630 of the Italian Criminal Code - Kidnapping for purposes of robbery or extortion

Article 74 of Italian Presidential Decree 309 of October 9, 1990 - Association aimed at the illegal trafficking of narcotic and psychotropic substances Crimes referred to in Article 407.2(a)(5) of the Italian Code of Criminal Procedure - Terms of maximum duration of preliminary investigations (i.e. the unlawful manufacturing, introduction into the State, selling, transfer, possession and carrying

in a public place or place open to the public of weapons of war or war-type weapons or parts thereof, explosives, concealed weapons, as well as several common firearms, excluding those referred to in Article 2.3 of Italian Law no. 110 of April 18, 1975).

- 4) criminal offences envisaged by art. 25-*bis* (introduced by Italian Law 409 of 23 November 2001) - so-called **Crimes relating to counterfeiting money, public credit cards, revenue stamps and identification instruments or signs**, and namely:

Article 453 of the Italian Criminal Code - Forging coins or banknotes, circulating and introducing into the State, with conspiracy, forged coins or banknotes

Article 454 of the Italian Criminal Code - Forging coins and banknotes

Article 455 of the Italian Criminal Code - Circulating and introducing into the State, without conspiracy, forged coins or banknotes

Article 457 of the Italian Criminal Code - Circulating forged coins or banknotes received in good faith

Article 459 of the Italian Criminal Code - Forgery of revenue stamps, introduction into the State, purchase, possession or putting into circulation of counterfeit revenue stamps

Article 460 of the Italian Criminal Code - Counterfeiting of watermarked paper used to manufacture public credit notes or revenue stamps

Article 461 of the Italian Criminal Code - Manufacturing or possession of watermarks or equipment designed to forge coins or banknotes, revenue stamps or watermarked paper.

Art. 464, sub. 1 and 2 of the Italian Criminal Code - Use of counterfeit or altered revenue stamps

Article 473 of the Italian Criminal Code - Counterfeiting, altering or using counterfeit or altered distinctive signs identifying intellectual works or industrial products;

Article 474 of the Italian Criminal Code - Introducing into the State

and trading in products identified with fake signs.

- 5) criminal offences envisaged by art. 25-*bis*.1 (introduced by Law no. 99 dated July 23, 2009) (**crimes against industry and commerce**), namely:

Article 513 of the Italian Criminal Code - Unfair interference in industrial or commercial activities

Article 513-*bis* of the Italian Criminal Code - Unfair competition with use of threats or violence

Article 514 of the Italian Criminal Code - Fraud against national industries

Article 515 of the Italian Criminal Code - Fraudulent commercial activities

Article 516 of the Italian Criminal Code - Sale of non-genuine foodstuff as genuine

Article 517 of the Italian Criminal Code - Selling industrial products displaying untrue signs

Article 517-*ter* of the Italian Criminal Code - Manufacturing and selling goods using intellectual property rights belonging to others

Article 517-*quater* of the Italian Criminal Code - Counterfeiting of the geographical indications or designation of origin of agricultural foodstuffs.

- 6) crimes envisaged by art. 25-*ter* (introduced by Italian Legislative Decree 61 of 11 April 2002) – **so-called corporate crimes**, namely:

Article 2621 of the Italian Civil Code - False statements in company notices

Article 2621-*bis* of the Italian Civil Code - Minor events

Article 2622 of the Italian Civil Code - False statements in notices of listed companies

Article 2625 of the Italian Civil Code - Obstruction to supervision

Article 2626 of the Italian Civil Code - Undue return of

contributions

Article 2627 of the Italian Civil Code - Illegal distribution of profits and reserves

Article 2628 of the Italian Civil Code - Unlawful transactions concerning the company's or its parent company's shares or quotas

Article 2629 of the Italian Civil Code - Transactions to the detriment of creditors

Article 2629-*bis* of the Italian Civil Code - Non-disclosure of any conflict of interests

Article 2632 of the Italian Civil Code - Fictitious formation of corporate capital

Article 2633 of the Italian Civil Code - Undue distribution of corporate assets by liquidators

Article 2635 of the Italian Civil Code - Corruption between individuals

Article 2635-*bis* of the Italian Civil Code - Incitement to corruption between individuals

Article 2636 of the Italian Civil Code - Illicit influence on the general meeting

Article 2637 of the Italian Civil Code - Agiotage

Article 2638 of the Italian Civil Code - Obstruction to the exercise of public supervisory authorities' functions.

Art. 55 of Italian Legislative Decree no. 19 of 2 March 2023, implementing Directive (EU) 2019/2121 of the European Parliament and of the Council of 27 November 2019, which amends Directive (EU) 2017/1132 as regards cross-border transformations, mergers and demergers - Crime of false or omitted declarations for the issue of the preliminary certificate.

- 7) crimes as per Article 25-*quater* (introduced by Italian Law no. 7 dated January 14, 2003), with which the responsibility of Organizations also exists when committing **crimes associated with terrorism or**

subverting democracy, as established by the Italian Criminal Code and by special laws, namely:

Article 270 of the Italian Criminal Code - Subversive associations

Article 270-*bis* of the Italian Criminal Code - Associations with terrorism or subversive purposes, also of an international nature, against the democratic order

Article 270-*bis* 1 of the Italian Criminal Code - Aggravating and attenuating circumstances

Article 270-*ter* of the Italian Criminal Code - Crime involved in assisting the associates

Article 270-*quater* of the Italian Criminal Code - Recruitment with the aim of terrorism, also of an international nature

Article 270-*quater*.1 of the Italian Criminal Code - Organization of transfers with the aim of terrorism

Article 270-*quinquies* of the Italian Criminal Code - Training and activity aimed at terrorism, also of an international nature

Article 270-*quinquies*.1 of the Italian Criminal Code - Financing of conduct with terrorist purposes

Article 270-*quinquies*.2 of the Italian Criminal Code - Theft of assets or money subject to seizure

Article 270-*sexies* of the Italian Criminal Code - Conduct with terrorist purposes

Article 280 of the Italian Criminal Code - Act of terrorism or subversion

Article 280-*bis* of the Italian Criminal Code Terrorist act with lethal or explosive devices

Article 280-*ter* of the Italian Criminal Code - Acts of nuclear terrorism

Article 289-*bis* of the Italian Criminal Code - Unlawful restraint for terrorist or subversive purposes

Article 289-*ter* of the Italian Criminal Code - Kidnapping aimed at coercion

Article 302 of the Italian Criminal Code - Incitement to commit one of the crimes against the figure of the State

Article 304 of the Italian Criminal Code - Political conspiracy by means of an agreement

Article 305 of the Italian Criminal Code - Political conspiracy by means of association

Article 306 of the Italian Criminal Code - Armed band: formation and participation

Article 307 of the Italian Criminal Code - Assistance to participants in a conspiracy or armed band

Art. 1 Italian Law 342/1976 - Possession, hijacking and destruction of an aircraft

Art. 2 Italian Law 342/1976 - Damage to ground installations

Art. 3 Law 422/1989 - Sanctions

Article 5 of Italian Legislative Decree 625/1979 - Active repentance

New York Convention of December 9, 1999 (Article 2).

- 8) criminal cases provided for by Art. 25-*quinquies* (introduced by Italian Law 228 of 11 August 2003) with which the administrative liability of the Entities is also extended to cases of commission of **so-called crimes against the individual personality**, namely:

Article 600 of the Italian Criminal Code - Enslavement or servitude

Article 600-*bis* of the Italian Criminal Code - Prostitution of minors

Article 600-*ter* of the Italian Criminal Code - Child Pornography

Article 600-*quater* of the Italian Criminal Code - Possessing pornographic material

Art. 600-*quater* 1 - Virtual pornography

Article 600-*quinquies* of the Italian Criminal Code - Tourism aimed at exploiting child prostitution

Article 601 of the Italian Criminal Code - Trafficking in human beings

Article 602 of the Italian Criminal Code - Buying and selling slaves

Article 603-*bis* of the Italian Criminal Code – Illicit brokering and exploitation of labour (illegal recruitment)

Article 609-*undecies* of the Italian Criminal Code - Child grooming.

- 9) The crimes as per Article 25-*sexies* of the Decree and Art. 187 *quinquies* of the Consolidated Law on Finance (**administrative crimes and market abuse**), and specifically:

Article 184, CLF - Insider trading or disclosing insider information
Recommending or inducing others to commit
insider trading.

Art. 185 Italian Consolidated Law on Financial Intermediation -
Market manipulation

Art. 187-*bis* Italian Consolidated Law on Financial Intermediation -
Administrative offence of abuse of insider information

Art.187-*ter* Italian Consolidated Law on Financial Intermediation -
Administrative offence of Market manipulation.

- 10) criminal offences envisaged by art. 25-*septies* with which the responsibility of Organizations was extended to **manslaughter and serious or very serious injuries committed by violating the accident prevention regulations and the standards for the prevention of occupational safety**, namely:

Article 589 of the Italian Criminal Code - Involuntary manslaughter

Article 590-*ter*, section 3 of the Italian Criminal Code - Involuntary
personal injuries.

- 11) The crimes as per Article 25-*octies* which extends the crimes included in the Decree to **crimes involving the handling of stolen goods, money laundering and the employment of money, assets or benefits of illegal origin and self-laundering**, namely:

Article 648 of the Italian Criminal Code - Handling of stolen goods

Article 648-*bis* of the Italian Criminal Code - Money laundering

Article 648-*ter* of the Italian Criminal Code - Use of money, assets or benefits of illegal origin

Article 648-*ter* of the Italian Criminal Code - Self-laundering.

- 12) The crimes as per Article 25-*octies*¹ which extends the crimes included in the Decree to **Crimes involving payment instruments other than cash**, or:

Article 493-*ter* of the Italian Criminal Code - Unauthorized use and forgery of credit and payment cards

Article 493-*quater* of the Italian Criminal Code - possessing and distributing equipment, devices, or computer programs aimed at committing crimes involving payment instruments other than cash

Article 640-*ter* of the Italian Criminal Code – Computer fraud

every other crime against the public trust, property or that violates property and is stated in the Italian Criminal Code.

- 13) criminal offences envisaged by art. 25-*nonies* of the Decree (introduced by Law no. 99, dated July 23, 2009, Article 15) (**crimes involving the infringement of copyright**), namely:

Article 171, section 1, point a *bis* and section 3 of the Italian Copyright Law - Copyright protection and other rights connected to its exercise

Article 171-*bis* of the Italian Copyright Law - Copyright protection and other rights connected to its exercise

Article 171-*ter* of the Italian Copyright Law - Copyright protection and other rights connected to its exercise

Article 171-*septies* of the Italian Copyright Law - Copyright protection and other rights connected to its exercise

Article 171-*octies* of the Italian Copyright Law - Copyright protection and other rights connected to its exercise.

- 14) criminal offences envisaged by art. 25-*decies* of the Decree (introduced by Italian Law no. 116 dated August 3, 2009) (**crimes involving incitement not to make a statement or to make a false statement to a Judicial Authority**), namely:

Article 377-*bis* of the Italian Criminal Code - Incitement not to make statements or to make false statements to the Judicial Authority.

- 15) criminal cases envisaged by art. 25-*undecies* of the Decree (introduced by Italian Legislative Decree 121 of 7 July 2011) **so-called environmental offences** or:

Article 452-*bis* of the Italian Criminal Code – Environmental Pollution;
Article 452-*quater* of the Italian Criminal Code – Environmental disaster;

Article 452-*quinquies* of the Italian Criminal Code – Culpable crimes against the environment;

Article 452-*sexies* of the Italian Criminal Code – Trading and discarding highly radioactive material;

Article 452-*octies* of the Italian Criminal Code – Aggravating circumstances;

Article 452-*quaterdecies* of the Italian Criminal Code - Organized activities for the illegal waste trafficking;

Article 727-*bis* of the Italian Criminal Code - Killing, destruction, seizure, taking, possession of protected wild fauna and flora species;

Article 733-*bis* of the Italian Criminal Code - Destruction or deterioration of a habitat within a protected site;

Article 137, sections 2, 3 and 5, of the Environmental Code. – Illegal dumping of industrial waste water containing harmful substances and/or exceeding threshold values established by the law and/or competent authorities;

Article 137, section 11, of the Environmental Code. - Violation of the ban on dumping on and in the land and in groundwater;

Article 137, section 13, of the Environmental Code. - Illegal dumping in sea waters by vessels or aircraft of substances or materials for which spill is forbidden;

Article 256, section 1, points a and b, of the Environmental Code. - Unauthorized waste management;

Article 256, section 3, first and second sentences, of the Environmental Code. - Unauthorized creation and management of a waste disposal site;

Article 256, section 5, of the Environmental Code. Mixing of hazardous waste;

Article 256, section 6, first sentence, of the Environmental Code. - Temporary storage of hazardous sanitary waste;

Article 257, sections 1 and 2, of the Environmental Code. - Failure to provide draining of polluted sites and failure to file notices of site contamination;

Article 258, section 4, of the Environmental Code. - Breach of obligations regarding reporting and the keeping of mandatory registers and forms;

Article 259, section 1, of the Environmental Code. - Illegal waste trafficking;

Article 260-*bis* of the Environmental Code. - Waste tracking computer system;

Article 279, section 5, of the Environmental Code. - Violation of the emission values limits and of the regulations established by legislative provisions or by competent authorities.

Articles 1, subsection 1 and 2; art. 2, subsection 1 and 2; art. 6, subsection 4 and art. 3 *bis*, subsection 1 of Law 150/1992 - Crimes related to international trade in endangered species of animals and plants, as well as crimes related to the breach of regulations for the marketing and possession of live specimens of mammals and reptiles that can constitute a danger for public health and safety;

Art. 3 subsection 6 of Italian Law 549 of 28 December 1993 on "Measures for the protection of the ozone layer and environment" - Breach of the provisions relating to the production, consumption, import, export, possession and marketing of substances that are damaging;

Articles 8, sections 1 and 2; Article 9, sections 1 and 2, of Italian Legislative Decree 202/2007 - Pollution by fraud and pollution by negligence on the part of vessels.

- 16) criminal offences envisaged by art. 25-*duodecies* of the Decree (introduced by Italian Legislative Decree 109 of 16 July 2012) which provides for the extension of administrative liability to Entities if the minimum standards relating to the **employment of illegally staying third-country nationals** are exceeded and if (as envisaged by Italian Law 161 of 2017) **migrant trafficking** conduct established in Italian Legislative Decree 286 of 25 July 1998 (so-called Consolidated Law on Immigration), or:

Article 22, section 12-*bis*, of Italian Legislative Decree 286/1998 - Subordinate employment under temporary and permanent contracts; Article 12, section 3, 3-*bis*, 3-*ter* and 5 of Italian Legislative Decree no. 286 of July 25, 1998) - Provisions against illegal immigration.

- 17) criminal offences envisaged by art. 25-*terdecies* of the Decree (inserted by Italian Law 167 of 20 November 2017, containing "Provisions for the fulfilment of the obligations arising from Italy's membership in the European Union - European Law 2017"), entitled "**Racism and Xenophobia**". The regulation incriminates any organisation, association, movement or group whose purposes include incitement to discrimination or violence on racial, ethnic, national or religious grounds, as well as propaganda or incitement and incitement from which the tangible danger of dissemination derives, based in whole or in part on the denial of the Shoah or crimes of genocide,

crimes against humanity and war crimes, referred to in art. 3, subsection 3 *bis*, of Italian Law 654 of 13 October 1975, repealed and replaced by art. 604-*bis* of the Italian Criminal Code - Propaganda and incitement to commit racial discrimination.

18) The crimes as per Article 10 of Italian Law no. 146/06, that extends the Organizations' administrative responsibility for certain crimes, indicated hereinafter, when they are committed at a "**transnational**" level, namely:

Article 416 of the Italian Criminal Code - Criminal conspiracy

Article 416-*bis* of the Italian Criminal Code - Mafia conspiracy

Article 377-*bis* of the Italian Criminal Code - Incitement not to make a statement or to make a false statement to a Judicial Authority

Article 378 of the Italian Criminal Code - Aiding and abetting of another person

Article 291-*quater* of Italian Presidential Decree no. 43 dated 23 January 1973 - Criminal conspiracy to smuggle processed foreign tobacco

Article 74 of Italian Presidential Decree no. 309 dated October 9, 1990 - Criminal conspiracy for illegal trafficking of narcotics and psychotropic substances

Article 12, section 3, 3-*bis*, 3-*ter* and 5 of Italian Legislative Decree no. 286 of July 25, 1998) - Provisions against illegal immigration.

19) criminal offences envisaged by art. 25-*quaterdecies* of the Decree (inserted by art. 5, subsection 1, of Italian Law 39 of 3 May 2019) and indexed as "**Fraud in sports competitions, unlawful gaming or betting and gambling exercised by means of prohibited devices**", namely:

Art. 1 of Italian Law 401 of 13 December 1989 - Fraud in sports competitions

Art. 4 of Italian Law 401 of 13 December 1989 - Abusive exercise of

gambling or betting activities.

20) crimes provided for by Article 25-*quinquiesdecies* of the Decree (introduced by Italian Law no. 157 of December 19, 2019, containing “urgent provisions on fiscal matters and due to urgent needs”, subsequently amended by Article 5 of Italian Legislative Decree no. 75 of July 14, 2020) labelled as “Tax crimes”, namely:

Article 2 of Italian Legislative Decree 74/2000: misrepresentation using invoices or other documents for non-existent operations

Article 3 of Italian Legislative Decree 74/2000: fraudulent misrepresentation by other devices

Article 4 of Italian Legislative Decree 74/2000 misrepresentation*

Article 5 of Italian Legislative Decree 74/2000: non declaration*

Article 8 of Italian Legislative Decree 74/2000: issuing invoices or other documents for non-existent operations

Article 10 of Italian Legislative Decree 74/2000: concealment or destruction of accounting records

Article 10-*quater* of Italian Legislative Decree 74/2000: undue offsetting*

Article 11 of Italian Legislative Decree 74/2000: tax evasion.

** If committed in the context of cross-border fraudulent systems and in order to evade value added tax for a total amount of not less than ten million Euro.*

21) crimes provided for by Article 25-*sexiesdecies* of the Decree (introduced by Article 5, section 1, point d), of Italian Legislative Decree no. 75 of July 14, 2020) labelled as “**Smuggling**”, namely:

Art. 282 Italian Presidential Decree 43/1973 - Smuggling of goods across land borders and customs areas

Art. 283 of Italian Presidential Decree 43/1973 - Smuggling of goods in border lakes

Art. 284 Italian Presidential Decree 43/1973 - Smuggling of goods by sea

Art. 285 Italian Presidential Decree 43/1973 - Smuggling goods by air

Art. 286 of Italian Presidential Decree 43/1973 - Smuggling in non-customs areas

Art. 287 Italian Presidential Decree 43/1973 - Smuggling for undue use of imported goods with customs benefits

Art. 288 of Italian Presidential Decree 43/1973 - Smuggling in customs warehouses

Art. 289 of Italian Presidential Decree 43/1973 - Smuggling in coastal navigation and traffic

Art. 290 Italian Presidential Decree 43/1973 - Smuggling in the export of goods eligible for duty drawback

Art. 291 of Italian Presidential Decree 43/1973 - Smuggling in temporary import or export

Art. 291-*bis* of Italian Presidential Decree 43/1973 - Smuggling of foreign tobacco products

Art. 291-*ter* Italian Presidential Decree 43/1973 - Aggravating circumstances of the crime of smuggling of foreign tobacco

Art. 291-*quater* Italian Presidential Decree 43/1973 - Conspiracy to smuggle foreign tobacco products

Art. 292 of Italian Presidential Decree 43/1973 - Other cases of smuggling

Art. 295 of Italian Presidential Decree 43/1973 - Aggravating circumstances of smuggling.

22) crimes referred to in Articles 25-*septiesdecies* and 25-*duodevicies* of the Decree, **Crimes against cultural heritage**, or:

Article 518-*bis* of the Italian Criminal Code - Theft of cultural assets and possessing archaeological assets

Article 518-*ter* of the Italian Criminal Code - Misappropriation of cultural assets

Article 518 *quater* of the Italian Criminal Code - Receiving cultural assets

Article 518-*octies* of the Italian Criminal Code - Falsifying, destroying, or concealing private documents relating to cultural assets

Article 518-*novies* of the Italian Criminal Code - Violations concerning alienating cultural assets and placing them on the market

Article 518-*decies* of the Italian Criminal Code - Illegal importation of cultural assets

Article 518-*undecies* of the Italian Criminal Code - Illegal exportation of cultural assets

Article 518-*duodecies* of the Italian Criminal Code - Destruction, dispersion, degradation, defacement, staining, and illicit use of cultural or environmental assets

Article 518-*quaterdecies* of the Italian Criminal Code - Forging works of art

Article 518-*sexies* of the Italian Criminal Code - Laundering cultural assets

Article 518-*terdecies* of the Italian Criminal Code - Ransacking and looting cultural and environmental assets