ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL

A2A S.p.A.

a2a LIFE COMPANY

(Update approved by the Board of Directors on 18 December 2025)

pursuant to Legislative Decree No. 231 of 8 June 2001

ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL

A2A S.p.A.

GENERAL PART

pursuant to Legislative Decree No. 231 of 8 June 2001

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1. Regulatory Framework

1.1. Introduction

Legislative Decree No. 231 of 8 June 2001 (hereinafter also referred to as "**Legislative Decree No. 231/2001**", or simply the "**Decree**"), enacted pursuant to the delegation granted to the Government under Article 11 of Delegating Law No. 300 of 29 September 2000, governs the "*liability of entities for administrative offences arising from criminal offences*". The Decree applies to entities having legal personality, as well as to companies and associations, including those without legal personality[1].

The Decree primarily originates from certain international and EU conventions ratified by Italy, which require the introduction of forms of liability for collective entities in relation to specific criminal offences. Such entities may, in fact, be held "liable" for certain offences committed or attempted, also in their interest or to their advantage, by individuals holding senior management positions (the so-called "senior management persons" or simply "Senior Management") as well as by persons subject to their direction or supervision (Article 5, paragraph 1, of Legislative Decree No. 231/2001).

Legislative Decree No. 231/2001 has supplemented the Italian legal system by introducing, directly and autonomously, both pecuniary and disqualifying sanctions applicable to entities in relation to offences attributable to persons functionally connected to them pursuant to Article 5 of the Decree.

The administrative liability of the entity is autonomous with respect to the criminal liability of the natural person who committed the offence; it does not replace, but rather adds to, the personal liability of the individual offender.

Such liability is, however, excluded where the entity concerned has, inter alia, adopted and effectively implemented, prior to the commission of the offence, Organisational, Management and Control Models pursuant to Legislative Decree No. 231/2001 that are suitable to prevent the commission of such offences (hereinafter the "**Models**", or individually the "**Model**"). These Models may be adopted on the basis of codes of conduct (Guidelines) prepared by representative business associations, including Confindustria, and communicated to the Ministry of Justice.

In any event, administrative liability is excluded where the Senior management and/or their subordinates have acted in the exclusive interest of themselves or of third parties.

1.2. Nature of Administrative Liability

With regard to the nature of administrative liability pursuant to Legislative Decree No. 231/2001, the Explanatory Report to the Decree highlights the "*emergence of a tertium genus combining the essential features of the criminal system and the administrative system, with the aim of reconciling the requirements of preventive effectiveness with those, even more unavoidable, of maximum safeguards*".

[1] Entities falling within this scope of application include public economic bodies and private entities operating a public service under concession. Excluded from such application, in addition to the State and territorial public bodies, are non-economic public bodies and entities performing functions of constitutional relevance.

Legislative Decree No. 231/2001 has therefore introduced into the Italian legal system a form of "administrative" liability of entities — in compliance with Article 27, paragraph 1, of the Italian Constitution "*Criminal liability is personal*" — albeit characterised by numerous points of contact with "criminal" liability.

1.3. Criteria for the Attribution of Liability

The commission (or attempted commission) of one of the offences listed in the Decree constitutes the prerequisite for the applicability of the rules set forth therein.

The Decree provides for both objective and subjective criteria for the attribution of liability (the latter in a broad sense, given that entities are concerned).

Objective Criteria for the Attribution of Liability

The first, fundamental and essential objective criterion for the attribution of liability is the condition that the offence — or the administrative wrongdoing — be committed "*in the interest or to the advantage of the entity*".

Accordingly, the entity is liable where the unlawful conduct has been committed in its *interest* or in order to *benefit* it, without any requirement that the intended objective be actually and concretely achieved. This criterion therefore concerns the *purpose* — even if not exclusive — for which the unlawful act was carried out.

The criterion of advantage, on the other hand, relates to the *positive outcome* objectively obtained by the entity as a result of the offence, irrespective of the intention of the perpetrator.

The entity is not liable where the unlawful act has been committed by one of the subjects identified by the Decree "*in the exclusive interest of the perpetrator or of third parties*". This confirms that, while exclusivity of the pursued interest precludes the entity's liability, such liability arises where there is a *common* interest between the entity and the natural person, or is attributable partly to one and partly to the other.

The second objective criterion for the attribution of liability concerns the author of the unlawful conduct. As anticipated above, the entity is liable for offences committed in its interest or to its advantage only where they are carried out by one or more qualified individuals, grouped by the Decree into two categories:

1) *"Persons with representative, administrative or managerial functions for the entity or one of its organisational units with financial and functional autonomy", or persons who "exercise, even de facto, management and control of the entity"*, such as, by way of example, the legal representative, a director, the general manager, or the head of a branch or subsidiary, as well as persons who exercise, *even de facto*, management and control of the entity[2] (the so-called "Senior management" or "senior management persons"; Article 5, paragraph 1(a), of Legislative Decree No. 231/2001);

[2] Such persons may include the so-called *de facto* director (see now Article 2639 of the Italian Civil Code) or the dominant / controlling shareholder.

2) *"Persons subject to the direction or supervision of a member of the Senior management"* (the so-called persons subject to another's direction; Article 5, paragraph 1(b), of Legislative Decree No. 231/2001). This category includes those who, in the interest of the entity, implement decisions adopted by Senior management under their direction and supervision. In addition to employees, this category also includes all those who act in the name of, on behalf of, or in the interest of the entity, such as, by way of example, collaborators, quasi-employees and consultants.

Where several persons act together in the commission of the offence (giving rise to *joint criminal participation* pursuant to Article 110 of the Italian Criminal Code — a principle that substantially also applies to administrative offences), it is not necessary that the "qualified" person perform, even in part, the typical conduct provided for by law. It is sufficient that such person provides a conscious causal contribution to the commission of the offence.

Subjective Criteria for the Attribution of Liability

The Decree qualifies the entity's liability as direct liability for its own culpable conduct; the subjective criteria for attribution concern the entity's culpability.

The entity is deemed liable where it has failed to adopt or comply with *standards* of sound management and control relating to its organisation and the conduct of its business. The entity's *fault* — and therefore the possibility of reproaching it — depends on the ascertainment of an incorrect corporate policy or structural deficiencies in the corporate organisation that failed to prevent the commission of one of the predicate offences.

The entity's liability is excluded where, prior to the commission of the offence, it has adopted and effectively implemented an Organisational, Management and Control Model pursuant to Legislative Decree No. 231/2001 that is suitable to prevent offences of the same type as the one committed.

1.4 Exemption under the Organisational, Management and Control Model

The Model operates as an exemption from liability both where the predicate offence has been committed by a senior management person and where it has been committed by a person subject to the direction or supervision of a senior management person.

Offences committed by senior management persons

For offences committed by senior management persons, the Decree introduces a form of presumption of the entity's liability, in that the exclusion of liability is provided for only where the entity proves that[3]:

a) *"the governing body adopted and effectively implemented, prior to the commission of the offence, organisation and management models capable of preventing offences of the kind that occurred"*;
b) *"the task of supervising the functioning of and compliance with the models, and of ensuring their updating, was entrusted to a body of the entity vested with autonomous powers of initiative and control"*;

[3] Article 6 Decree.

c) *“the persons committed the offence by fraudulently circumventing the organisation and management models”*;
d) *“there was no omission or inadequacy of supervision on the part of the body vested with autonomous powers of initiative and control”*.

All of the above conditions must be met *cumulatively* in order for the entity’s liability to be excluded.

Without prejudice to the fact that the burden of proof always lies with the prosecution—which must therefore demonstrate the existence of the offence and the entity’s organisational fault—the Company is afforded the opportunity to prove its lack of involvement in the acts attributed to the senior management person by demonstrating the existence of the above-listed concurrent requirements and, consequently, that the commission of the offence did not arise from its own “organisational fault”.

Offences committed by persons subject to the direction or supervision of a senior management person

For offences committed by persons subject to the direction or supervision of a senior management person, the entity may be held liable only where it is established that *“the commission of the offence was made possible by the failure to comply with the obligations of direction or supervision”*[4].

In other words, the entity’s liability is based on the violation of duties of direction and supervision—duties attributed *ex lege* to senior management or transferred to other persons by virtue of valid delegations.

In any event, the violation of the obligations of direction or supervision is excluded *“if the entity, prior to the commission of the offence, adopted and effectively implemented an Organisational, Management and Control Model pursuant to Legislative Decree No. 231/2001 capable of preventing offences of the kind that occurred”*[5].

Under the scenario contemplated by Article 7 of the Decree, the prosecution must prove the failure to adopt and effectively implement an Organisational, Management and Control Model pursuant to Legislative Decree No. 231/2001 capable of preventing offences of the kind that occurred.

Legislative Decree No. 231/2001 defines the content of organisation and management models, providing that—having regard to the scope of delegated powers and the risk of the commission of offences, as specified in Article 6.2—such models must:
- identify the activities within whose scope 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 managing financial resources capable of preventing the commission of offences;
- provide for information obligations towards the body entrusted with supervising the functioning of and compliance with the models;

[4] Article 7, para. 1, Decree
[5] Article 7, para. 1, Decree

- introduce a disciplinary system capable of sanctioning non-compliance with the measures indicated in the Model.

Article 7(4) of Legislative Decree No. 231/2001 further defines the requirements for the effective implementation of the organisational models:
- periodic verification and any amendment of the Model where significant violations of the provisions are discovered or where changes occur in the organisation or in its activities;
- a disciplinary system capable of sanctioning non-compliance with the measures indicated in the Model.

With reference to offences relating to health and safety from which the entity's administrative liability may arise, Legislative Decree No. 81/2008 (Consolidated Act on Health and Safety at Work) provides, in Article 30 (Organisation and Management Models), that an Organisation and Management Model capable of having an exempting effect from administrative liability, if adopted and effectively implemented, must ensure a corporate system for the fulfilment of all legal obligations relating to:

a) compliance with statutory technical and structural standards concerning equipment, plant, workplaces, and chemical, physical and biological agents;
b) risk assessment activities and the preparation of consequent prevention and protection measures;
c) organisational activities, such as emergencies, first aid, contract management, periodic safety meetings, and consultation of workers' safety representatives;
d) health surveillance activities;
e) information and training activities for workers;
f) supervisory activities with regard to workers' compliance with safe-working procedures and instructions;
g) the acquisition of legally required documentation and certifications;
h) periodic checks on the application and effectiveness of the procedures adopted.

Pursuant to Legislative Decree No. 81/2008, said organisational and management model must also provide for:
- appropriate systems for recording the performance of the above-mentioned activities;
- insofar as required by the nature and size of the organisation and the type of activities carried out, a functional structure that ensures the technical skills and powers necessary for the verification, assessment, management and control of risk;
- a disciplinary system capable of sanctioning non-compliance with the measures indicated in the Model;
- an appropriate control system for the implementation of the Model itself and the maintenance over time of the adequacy of the measures adopted. The review and any amendment of the organisational model must be adopted where significant violations of the rules on accident prevention and occupational hygiene are discovered, or where changes occur in the organisation or in its activities in relation to scientific and technological progress.

At the stage of first application, corporate Organisation Models are presumed to comply with the requirements set out above, for the corresponding parts, where they are defined in accordance with the UNI-INAIL Guidelines for an Occupational Health and Safety Management System (SGSL) of 28 September 2001 or with UNI EN ISO 45001:2023+A1:2024 (Article 30(5), Legislative Decree

No. 81/2008). For the same purposes, additional corporate Organisational, Management and Control Models may be indicated by the Permanent Consultative Commission for Occupational Health and Safety.

1.5. Offences under the Decree

The offences whose commission may give rise to the administrative liability of the entity are those expressly and exhaustively set out in Legislative Decree No. 231/2001, as subsequently amended and supplemented.

Listed below are the "offence categories" currently falling within the scope of application of Legislative Decree No. 231/2001; reference is made to ANNEX 1 to this document for details of the individual offences included in each category.

1	Improper receipt of public funds, fraud against the State, a public body or the European Union for the purpose of obtaining public funds, computer fraud against the State or a public body, and fraud in public supplies (Art. 24)
2	Computer-related crimes and unlawful processing of data (Art. 24-bis)
3	Offences relating to organised crime (Art. 24-ter)
4	Embezzlement, misappropriation of public funds or movable property, extortion, undue inducement to give or promise benefits, bribery (Art. 25)
5	Counterfeiting of currency, public credit instruments, revenue stamps and instruments or signs of identification (Art. 25-bis)
6	Crimes against industry and commerce (Art. 25-bis 1)
7	Corporate offences (Art. 25-ter)
8	Offences with Terrorist or Subversive Aims against the Democratic Order under the Criminal Code and Special Laws (Art. 25-quater)
9	Practices of female genital mutilation (Art. 25-quater 1)
10	Crimes against individual personality (Art. 25-quinquies)
11	Market abuse (Art. 25-sexies)
12	Offences of manslaughter and serious or very serious negligent bodily harm, committed in violation of occupational health and safety regulations (Article 25-septies)
13	Receiving, laundering and use of money, goods or other assets of illicit origin, including self-laundering (Article 25-octies)
14	Offences relating to payment instruments other than cash and fraudulent transfer of assets (Art. 25-octies.1)
15	Offences relating to infringement of copyright (Art. 25-novies)
16	Inducement not to make statements or to make false statements to the judicial authority (Art. 25-decies)
17	Environmental offences (Art. 25-undecies)
18	Employment of third-country nationals whose stay is irregular (Art. 25-duodecies)
19	Racism and xenophobia offences (Art. 25-terdecies)

20	Sports fraud offences (Art. 24-quaterdecies)
21	Tax offences (Art. 25-quinquiesdecies)
22	Smuggling offences and customs violations(Art. 25-sexiesdecies)
23	Offences against cultural heritage (Art. 25-septiesdecies)
24	Laundering of cultural property and devastation and plundering of cultural and landscape assets (Art. 25-duodevicies)
25	Offences against animals (Art. 25-undevicies)
26	Transnational offences (Law No. 146/2006)

1.6. Sanctions framework

Pursuant to Articles 9–23 of Legislative Decree No. 231/2001, the following sanctions may be imposed on the entity as a consequence of the commission or attempted commission of the above-mentioned offences:

- pecuniary sanctions (and precautionary attachment by way of interim measure);
- disqualifying sanctions (also applicable as interim measures), which may consist of:

  - disqualification from carrying out business activities;
  - suspension or revocation of authorisations, licences or concessions instrumental to the commission of the offence;
  - prohibition on entering into contracts with the Public Administration, except for the provision of public services;
  - exclusion from benefits, financing, grants or subsidies, and possible revocation of those already granted; prohibition on advertising goods or services;

- confiscation of the proceeds of the offence (and preventive seizure by way of interim measure);
- publication of the judgment (where a disqualifying sanction is applied).

The pecuniary sanction is determined by the criminal court through a system based on “units”, in a number not fewer than one hundred and not more than one thousand, with an amount varying between a minimum and a maximum as provided by law. In assessing the pecuniary sanction, the court determines:

- the number of units, taking into account the seriousness of the offence, the degree of the entity’s liability, as well as the activity carried out to eliminate or mitigate the consequences of the offence and to prevent the commission of further offences;
- the amount of each individual unit, based on the entity’s economic and financial conditions.

The entity is liable for payment of the pecuniary sanction with its own assets or with the common fund (Article 27, paragraph 1, of the Decree)[6].

[6] The concept of assets refers to companies and entities with legal personality, whereas the concept of “common fund” applies to unrecognised associations.

Disqualifying sanctions are applied only in relation to the offences for which they are expressly provided, including as interim measures, provided that at least one of the following conditions is met:

a) the entity has derived a significant profit from the commission of the offence and the offence was committed by senior management persons, or by persons subject to the direction or supervision of others where, in the latter case, the commission of the offence was determined or facilitated by serious organisational deficiencies;
b) in the event of repeated offences.

The court determines the type and duration of the disqualifying sanction, taking into account the suitability of each sanction to prevent offences of the type committed and, where necessary, may apply them jointly (Article 14, paragraphs 1 and 3, Legislative Decree No. 231/2001). The sanctions of disqualification from carrying out business activities, prohibition on contracting with the Public Administration and prohibition on advertising goods or services may, in the most serious cases, be applied on a permanent basis.

Pursuant to and under the conditions set out in Article 15 of the Decree, the court may allow the entity to continue its business activities (instead of imposing the disqualifying sanction) by appointing a judicial commissioner for a period equal to the duration of the disqualifying sanction.

Pursuant to Article 17 of the Decree, the disqualifying sanctions referred to in Articles 13 et seq. do not apply to the entity which, prior to the declaration opening the first-instance trial:

a) has fully compensated the damage and eliminated the harmful or dangerous consequences of the offence, or has in any case taken effective steps to do so;
b) has eliminated the organisational deficiencies that led to the offence by adopting and effectively implementing organisational models suitable to prevent offences of the same type as that which occurred;
c) has made available the profit obtained for the purposes of confiscation.

1.7. Attempt

In cases where the offences sanctioned pursuant to Legislative Decree No. 231/2001 are committed in the form of an attempt, pecuniary sanctions (in terms of amount) and disqualifying sanctions (in terms of duration) are reduced by one third to one half.

The imposition of sanctions is excluded where the entity voluntarily prevents the completion of the conduct or the occurrence of the event (Article 26 of Legislative Decree No. 231/2001). In such cases, the exclusion of sanctions is justified by the interruption of any relationship of identification between the entity and the persons purporting to act in its name and on its behalf.

1.8. Changes affecting the Entity

Articles 28–33 of Legislative Decree No. 231/2001 govern the impact of corporate changes on the entity's financial liability arising from transactions such as transformation, merger, demerger and transfer of a business.

In the event of a transformation (consistent with the nature of this transaction, which entails merely a change in the corporate form without extinguishing the original legal entity), the entity’s liability for offences committed prior to the date on which the transformation took effect remains unaffected (Article 28 of Legislative Decree No. 231/2001).

In the event of a merger, the entity resulting from the merger (including by incorporation) is liable for the offences for which the entities participating in the merger were responsible (Article 29 of Legislative Decree No. 231/2001).

Article 30 of Legislative Decree No. 231/2001 provides that, in the event of a partial demerger, the demerged company remains liable for offences committed prior to the date on which the demerger took effect.

Article 31 of Legislative Decree No. 231/2001 sets out provisions common to mergers and demergers concerning the determination of sanctions where such extraordinary transactions occur before the conclusion of the proceedings. In such cases, the court shall determine the pecuniary sanction in accordance with the criteria set out in Article 11, paragraph 2, of Legislative Decree No. 231/2001, in any event making reference to the economic and financial conditions of the entity originally liable, and not to those of the entity to which the sanction would be attributed following the merger or demerger.

1.9. Offences Committed Abroad

Pursuant to Article 4 of the Decree, the entity may be held liable in Italy also in relation to predicate offences committed abroad, provided that the objective and subjective attribution criteria established by the Decree are met.

However, the Decree makes the prosecution of the entity for offences committed abroad subject to the existence of the following additional conditions:

- the State in whose territory the offence was committed is not already prosecuting the entity;
- the entity has its registered office in the territory of the Italian State;
- the offence was committed abroad, in the interest or to the advantage of the entity, by a senior management person or by a person subject to the direction or supervision of others, pursuant to Article 5, paragraph 1, of the Decree; the conditions for prosecution set out in Articles 7, 8, 9 and 10 of the Criminal Code are met.

These rules apply to offences committed entirely abroad by senior management persons or by persons subject to the direction or supervision of others.

Where criminal conduct has occurred even only in part in Italy, the principle of territoriality pursuant to Article 6 of the Criminal Code applies, according to which “*an offence is deemed to have been committed within the territory of the State where the act or omission constituting it occurred wholly or in part, or where the event that is the consequence of the act or omission occurred*”.

1.10. Proceedings for the Determination of the Administrative Offence

Liability for an administrative offence arising from a crime is determined within the context of criminal proceedings.

Moreover, the proceedings against the entity are, where possible, joined with the criminal proceedings brought against the natural person who committed the predicate offence giving rise to the entity's liability. The entity participates in the criminal proceedings through its legal representative, unless such representative is charged with the offence from which the administrative offence derives.

In light of the above, and taking into account that case law has highlighted the need for the entity's organisational model to provide precautionary rules for potential conflicts of interest involving a legal representative under investigation for the predicate offence—such rules being intended to ensure that the entity is provided with defence counsel appointed by a specifically delegated person to safeguard its interests—the Company provides that:

- where one or more members of the Board of Directors are under investigation, the other Board members not involved in the facts under investigation shall resolve to grant a specific mandate to one of them, who shall act in accordance with Article 39 of Legislative Decree No. 231/2001, providing for the appearance of the entity and the appointment of defence counsel;
- where all members of the Board of Directors are under investigation, the Shareholders' Meeting shall resolve to appoint a Company Attorney, who shall act in accordance with Article 39 of Legislative Decree No. 231/2001.

1.11. Codes of Conduct issued by Associations Representing Entities

Article 6, paragraph 3, of Legislative Decree No. 231/2001 provides that: *"Organisational and management models may be adopted, ensuring the requirements set out in paragraph 2, on the basis of codes of conduct prepared by associations representing entities, communicated to the Ministry of Justice, which, in agreement with the competent Ministries, may issue observations within thirty days on the suitability of the models to prevent offences."*

The Confindustria Guidelines were approved by the Ministry of Justice by Ministerial Decree of 4 December 2003. The subsequent update, published by Confindustria on 24 May 2004, was approved by the Ministry of Justice, which deemed the Guidelines suitable for achieving the objectives set out by the Decree. These Guidelines were most recently updated by Confindustria in June 2021.

In defining the Organisational, Management and Control Model, the Confindustria Guidelines provide for the following phases:

- risk identification (i.e., analysis of the company context to highlight in which business areas, and in what manner, the offences under Legislative Decree No. 231/2001 may occur) and control measures (i.e., the establishment of a control system suitable to prevent the risks identified in the previous phase, through the assessment of the existing control system within the entity and its adequacy with the requirements of Legislative Decree No. 231/2001);

- adoption of certain general tools, including primarily a Code of Ethics referring to the offences under Legislative Decree No. 231/2001 and a disciplinary system;

- definition of the criteria for the appointment of the Supervisory Body, specifying its requirements, duties and powers, and information obligations.

The most relevant components of the control system outlined in the Confindustria Guidelines to ensure the effectiveness of the Organisational, Management and Control Model are:

- establishment of ethical principles and behavioural rules in a Code of Ethics or Code of Conduct;

- a sufficiently updated, formalised and clear organisational system, particularly regarding the allocation of responsibilities, lines of hierarchical reporting, and task descriptions, with specific reference to control principles;

- procedures regulating the performance of activities, including appropriate controls;

- authorisation and signature powers consistent with the organisational and managerial responsibilities assigned by the entity, including, where appropriate, adequate spending limits;

- integrated control systems capable of providing timely reporting of the existence or emergence of general and/or specific critical situations, taking into account all operational risks;

- information and communication to personnel, characterised by thoroughness, effectiveness, authority, clarity, and adequate detail, and periodically repeated, complemented by an appropriate training programme for personnel, tailored to the different levels of addressees.

The Confindustria Guidelines also specify that the components of the control system described above must comply with a series of control principles, including:

- verifiability, traceability, consistency, and appropriateness of every operation, transaction and action;

- application of the principle of segregation of duties and functions (no one may manage an entire process independently);

- establishment, execution, and documentation of control activities over processes and activities at risk of offences.

In preparing this Model, A2A S.p.A. has primarily drawn inspiration from the Confindustria Guidelines, as well as the codes of conduct of major representative associations and best practices relevant to the various business areas. Any deviations from specific points of the Confindustria Guidelines reflect the need to adapt organisational and management measures to the activities actually carried out by the Company and to the context in which it operates.

2. Governance Model and Organisational Structure of A2A S.p.A

2.1. A2A S.p.A. and the A2A Group

A2A S.p.A. (hereinafter "A2A" or the "Company") is an Italian multi-utility company resulting from the merger between AEM S.p.A. and ASM Brescia S.p.A., effective as of 1 January 2008.

A2A acts as the Parent Company holding, exercising management and coordination activities pursuant to Article 2497 of the Italian Civil Code over its subsidiaries. The latter are organised, depending on their relevant business, into Business Units.

The Corporate Services provided by the Parent Company under specific intercompany service agreements include steering, coordination and control activities such as business development, strategic guidance, planning and control, financial management and coordination of Group activities; as well as central services supporting the business and operational activities (e.g. administrative and accounting services, legal services, procurement, human resources management, information technology, communications, etc.).

A2A S.p.A., whose shares are listed on the Italian Stock Exchange, adheres to the Corporate Governance Code issued by the Corporate Governance Committee of *Borsa Italiana* (hereinafter the "Code") and has adopted a governance system inspired by the principles set out therein. The Company publishes an annual report on its compliance with the Code and on the observance of the commitments arising therefrom.

The main activities carried out by A2A, directly and through Group companies and investee entities, in accordance with the provisions of its Articles of Association, include:

- production, sale and distribution of electricity;
- trading activities on the main international energy markets;
- sale and distribution of gas;
- production, distribution and sale of heat through district heating networks;
- waste management (from collection and street sweeping to disposal) and the construction, operation and provision to other operators of plants and integrated systems for waste treatment;
- integrated water cycle management;
- provision of telecommunications, video-surveillance and smart-city services;
- management of renewable energy plants.

The Group is also assuming an increasingly significant role at international level, with a presence in multiple foreign contexts through subsidiaries and participation in joint ventures and consortia.

The Company pursues performance levels aimed at the full satisfaction of its stakeholders, framing all initiatives within a sustainable development perspective, in order to excel in the energy sector, environmental services, district heating and network services, in line with the growing competitiveness and complexity of both national and international markets.

The Company’s mission includes the provision of services ensuring quality, safety and environmental protection for its stakeholders (customers, shareholders, authorities, citizens, financial partners, employees and suppliers). A2A’s objectives include the implementation of preventive measures to reduce risks to workers’ health and safety and to the environment, as well as ongoing dialogue with authorities, customers, shareholders, employees and the general public, in order to translate their expectations into internal requirements.

2.2. Institutional Framework: Corporate Bodies and Relevant Stakeholders

Shareholders’ Meeting

When duly convened, the Shareholders’ Meeting represents all shareholders and its resolutions, adopted in compliance with the law and the Articles of Association, are binding on all shareholders, including those absent or dissenting.

The powers vested in the Shareholders’ Meeting, as provided for by the Italian Civil Code, are set out in the Articles of Association.

Board of Directors

Pursuant to the Articles of Association, the Company is managed by a Board of Directors consisting of 12 (twelve) members, who need not be shareholders. Directors remain in office for three financial years and expire on the date of the Shareholders’ Meeting convened to approve the financial statements for the last year of their term. They may be re-elected and cease to hold office in accordance with the law.
Members of the Board of Directors must meet the integrity and professionalism requirements laid down by applicable laws and regulations.

The Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the Company, without limitation, and may carry out all acts deemed necessary or appropriate to achieve the corporate purpose, with the sole exception of those matters which are expressly reserved by law or by the Articles of Association to the Shareholders’ Meeting. In accordance with the terms and procedures set out by law, the Board of Directors prepares the draft annual financial statements which, together with the documents required by law, are submitted to the Board of Statutory Auditors at least 30 (thirty) days before the date set for the Shareholders’ Meeting called to approve them.

The Board of Directors may also appoint and remove the Executive in charge of preparing the Company’s accounting documents, after consulting the Board of Statutory Auditors.

As provided for under Article 22 of the Articles of Association, resolutions of the Board of Directors are adopted by a majority of the Directors in office.
By way of exception, resolutions concerning:

a) approval of industrial and financial plans and annual budgets;
b) appointment of the Executive Committee;
c) appointment of any General Managers;
d) mergers and demergers of subsidiaries whose revenues exceed Euro 200,000,000;
e) disposal of shareholdings in companies whose revenues exceed Euro 200,000,000;

f) acquisition of controlling interests in companies whose revenues exceed Euro 200,000,000;
g) indications to subsidiaries whose annual revenues exceed Euro 200,000,000 regarding the appointment of their respective Chief Executive Officers;

require the favourable vote of at least 9 (nine) Directors.

Pursuant to Articles 25 and 26 of the Articles of Association, the Chair of the Board of Directors:

a) has legal representation of the Company and signing authority;
b) convenes the Board of Directors, sets the agenda, coordinates its activities and ensures that adequate information on agenda items is provided to all Directors;
c) oversees external relations and general affairs, and manages relations with financial institutions, the media, independent authorities and public institutions;
d) represents the Company, actively and passively, vis-à-vis third parties and in legal proceedings before any court of any level, and holds unrestricted signing authority;
e) may initiate legal proceedings in relation to all acts concerning corporate management and administration, submit appeals before judicial and administrative authorities and commissions, and grant general or special powers of attorney;
f) may appoint special attorneys for specific acts or categories of acts within the scope of his powers.

Article 24 of the Articles of Association further provides that the Board of Directors may delegate part of its powers, in accordance with the law and the Articles of Association, to the Chief Executive Officer and/or to the Executive Committee. The Board may also assign special technical or administrative duties to one or more of its members.

The Board of Directors may appoint an Executive Committee from among its members, determining the number of members (up to a maximum of five), their term of office and the powers delegated to them.

The Executive Committee is vested with all powers delegated to it by the Board of Directors, within the limits set by law and the Articles of Association. Powers relating to the preparation of the financial statements, the convening of the Shareholders' Meeting and the distribution of interim dividends are expressly excluded from delegation.

Directors report to the Board of Statutory Auditors in a timely manner and, in any case, at least on a quarterly basis—generally at meetings of the Board of Directors or directly by means of a written report to the Chair of the Board of Statutory Auditors—on the activities carried out and on transactions of major economic, financial or equity significance undertaken by the Company or its subsidiaries. Directors also report on transactions in which they have an interest, whether on their own behalf or on behalf of third parties, or which are influenced by the entity exercising management and coordination activities.

Board of Statutory Auditors

Pursuant to Article 30 et seq. of the Articles of Association, the Board of Statutory Auditors consists of three standing auditors and two alternate auditors, appointed by the Shareholders' Meeting, which also appoints the Chair.

The Board of Statutory Auditors remains in office for three financial years.
Its composition, chairmanship, termination and replacement of auditors are governed by the provisions of the Italian Civil Code and special laws.
The Board of Statutory Auditors performs all functions assigned to it by law and supervises compliance with the law and the Articles of Association, as well as observance of the principles of proper management. In particular, it oversees the adequacy of the organisational, administrative and accounting structure adopted by the Company and its proper functioning.

External Audit Firm

Pursuant to Article 32 of the Articles of Association, the statutory audit of the accounts is carried out by an External Audit Firm meeting the legal requirements.
Upon a reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting appoints the External Audit Firm entered in the relevant special register and determines its remuneration. The engagement has a term in line with applicable regulations and expires on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year covered by the engagement.

Board Committees

The following committees have been established within the Board of Directors:
- Control and Risks Committee;
- Remuneration and Appointments Committee;
- Related-Party Transactions Committee;
- ESG and Relations with Local Communities Committee.

2.3. A2A Governance Instruments

The organisational governance instruments developed internally to ensure the proper functioning of the Company may be summarised as follows:

➢ ***Articles of Association*** **–** In compliance with applicable laws and regulations, they include specific provisions concerning corporate governance aimed at ensuring the proper conduct of management activities.

➢ ***Corporate Governance Rules and Internal Control System*** **–** A2A S.p.A. is a listed company that has adopted Corporate Governance rules and an Internal Control System consistent with the recommendations set out in the Corporate Governance Code issued by the Corporate Governance Committee of Italian Stock Exchange for listed companies.

➢ ***Organisational Notices (i.e. Service Orders)*** **–** The issuance of specific Service Orders and Organisational Communications makes it possible, at any time, to understand the corporate structure, the allocation of key responsibilities and the identification of the persons to whom such responsibilities are assigned.

➢ ***System of Delegations and Powers of Attorney*** **–** This consists of a set of specific powers of attorney (notarial and non-notarial) for the exercise of management powers vis-à-vis third parties, internal delegations for the exercise of management powers within the Company, as well as delegations of functions relating to health, safety and environmental matters. Powers of attorney and delegations are updated following changes in the organisational structure, corporate guidelines and procedures, and the allocation of management responsibilities within the Company.

- ***Management and Coordination Notice*** **–** Addressed to Group companies, it describes the scope within which management and coordination activities are carried out by A2A in its capacity as Parent Company.

- ***Service Agreements between A2A and Subsidiaries*** – These formally regulate intercompany services, ensuring transparency with regard to the scope of the services provided and the related consideration.

- ***System of Procedures, Policies and Guidelines*** **–** A2A has adopted an internal regulatory system designed to govern the Company's key processes in a clear and effective manner. Administrative and accounting processes are also regulated within the set of Procedures falling under the responsibility of the Executive in charge of preparing the Company's accounting documents pursuant to Article 154-bis of the Consolidated Law on Finance (hereinafter the "Executive in Charge"). A2A has also adopted specific rules governing the functioning of Board Committees.

- ***Integrated Quality, Environment and Safety Management System*** **–** This consists of the set of documents describing the processes that comply with quality, environmental and health and safety requirements.

- ***A2A Group Code of Ethics*** **–** This sets out the ethical and professional principles recognised by the A2A Group and whose observance is required of all those operating to achieve the Group's objectives. The Code of Ethics also defines principles of conduct aimed at preventing the offences referred to in Legislative Decree No. 231/2001 and expressly refers to the Model as a tool for operating in compliance with applicable laws. It forms an integral and substantive part of the Model.

- ***Anti-Corruption Policy*** **–** This provides a systematic framework for preventing and combating corruption and aims to promote the principles and rules to be followed in order to exclude corrupt conduct of any kind.

- ***Human Rights Policy*** **–** This affirms the commitment to respect values relating in particular to human dignity, freedom and equality, labour protection, trade union freedoms, health, safety, the environment and biodiversity, as well as the system of values and principles concerning the circular and efficient use of resources and sustainable development.

- ***Guidelines on the Composition and Remuneration of the Supervisory Body of Group Companies*** **–** Approved by the Board of Directors of A2A and addressed to subsidiaries, these Guidelines set out the requirements of the Supervisory Body and the criteria to be followed in identifying its members.

2.4. Internal Control and Risk Management

The A2A Group, in line with the provisions of the Code, has adopted an internal control system designed to ensure the ongoing management of the risks inherent in the Company's business activities.

The internal control system consists of a set of rules, procedures and organisational structures aimed at monitoring compliance with strategies and at achieving the following objectives:

- effectiveness and efficiency of business processes and operations (administrative, production, distribution, commercial, etc.);
- quality and reliability of economic and financial information;
- compliance with laws and regulations, as well as with internal rules and procedures;
- safeguarding the value of corporate assets and shareholders' equity and protection against losses.

In accordance with the provisions of the Company's Internal Control System Guidelines, the main parties currently responsible for control, monitoring and supervisory processes within the Company and the Group to which it belongs are:

- the Board of Directors;
- the Board of Statutory Auditors;
- the Control and Risks Committee;
- the Manager in charge of preparing the Company's financial reports;
- Internal Audit;
- Group Risk Management;
- Group Compliance;
- the Supervisory Body pursuant to Legislative Decree No. 231/2001.

2.5. Organisational Structure

For the purposes of implementing the Organisational, Management and Control Model pursuant to Legislative Decree No. 231/2001, the Company's organisational structure is of fundamental importance, as it defines the essential organisational units, their respective areas of responsibility and the main duties assigned to them.

The governing bodies of A2A have devoted, and continue to devote, the utmost attention to defining organisational structures and operating procedures in a unified manner, both to ensure efficiency, effectiveness and transparency in the management of activities and the allocation of related responsibilities, and to minimise malfunctions, inefficiencies and irregularities (including unlawful conduct or conduct not aligned with the Company's policies).

A2A has prepared an internal organisational document outlining the Company's organisational structure and defining the responsibilities of the Organisational Units. Updates to the organisational chart are implemented through specific Organisational News, which set out the responsibilities of the Organisational Units. The organisational chart and the above-mentioned documents are published on the Company intranet.

2.6. Intra-Group Relationships

In compliance with the principle of sound and proper corporate and business management, the Parent Company carries out management and coordination activities in specific areas (pursuant to Articles 2497 et seq. of the Italian Civil Code) in relation to consolidated and/or controlled companies. Such activities are aimed at ensuring guidance and coordination of the Group companies in the overall interest of the Group and at enhancing potential synergies among the various entities, within the framework of their common membership of the same Group.

As part of its management and coordination activities, A2A provides Group companies with a range of services performed on a centralised basis for their benefit and, in turn, receives additional services from other Group companies.

The provision of such services is governed by specific service agreements, which set out standard contractual clauses (scope, duration, etc.), the essential characteristics of the services and the criteria used to allocate the costs and expenses incurred in performing them[7].

These agreements include a commitment to comply with Organisational, Management and control principles suitable to prevent the commission of offences pursuant to Legislative Decree No. 231/2001 by the service-providing company.

The services provided by A2A also take into account the specific characteristics of each subsidiary, which may decide to perform certain services independently, using its own resources, instead of availing itself of those offered by the Parent Company.

In certain cases, in order to facilitate effective operations, A2A may perform such activities in the name and on behalf of Group companies, exercising only the powers of representation necessary to perform the services envisaged under the contract entered into between the parties, on the basis of a specific Power of Attorney granted by the subsidiary. Such powers do not include those relating to the operational and business management of the subsidiary, which remain within the remit of its administrative body.

In any event, the granting of powers to the Parent Company does not occur on an “exclusive” basis: the administrative bodies of the subsidiaries retain, either collectively or individually, the powers inherent in their role. Under the existing governance model, the responsibilities and managerial prerogatives of the administrative bodies of the subsidiaries are safeguarded, and the Parent Company is also subject to reporting obligations and verification of the proper performance of the agreed activities, while monitoring of the activities entrusted to the Parent Company remains the responsibility of the subsidiary.

At the most significant stages of the process, several interactions are envisaged between the requesting Organisational Unit/Company and the Organisational Units responsible for the relevant activities.

Activities carried out under service agreements by A2A and/or other Group companies are subject to monitoring by the Supervisory Body of the service-providing company, the Supervisory Body of the service-addressee company and by the competent structures of the Parent Company, through the implementation of information flows and the performance of audits in the context of Legislative Decree No. 231/2001.

[7] The cost allocation criteria have been defined in accordance with principles of fairness and, where applicable, in compliance with the prevailing regulatory framework, with particular reference to the provisions set out in Annex A to ARERA Resolution No. 137/2016/R/com on accounting unbundling, as subsequently amended and supplemented.

3. Organisational, Management and Control Model of A2A

3.1. Introduction

The adoption of an Organisational, Management and Control Model pursuant to Legislative Decree No. 231/2001, in addition to constituting grounds for exemption from the Company's administrative liability in relation to the commission of certain categories of offences, represents an act of corporate social responsibility. For this reason, the companies that gave rise to A2A had already adopted their own Organisational, Management and Control Models pursuant to Legislative Decree No. 231/2001.

On 16 February 2009, the Management Board updated the Model, in implementation of the applicable regulatory provisions and within the scope of its general guidelines, in order to align it with A2A's new organisational structure, also in light of the adoption of the dualistic administration and control system.

In 2012, in response to the numerous organisational and corporate changes that had occurred over the years, as well as to the significant legislative developments progressively introduced within the framework of Legislative Decree No. 231/2001 — including, in particular, the introduction of environmental crimes — the Company's Management Board deemed it appropriate to proceed with a further update of the Model in order to ensure its continued effectiveness. This project led, in December 2012, to the approval of a new version of the Model.

In 2014, following changes in the Company's Governance (transition from a dualistic to a traditional system), as well as organisational and corporate changes and the introduction of new criminal offences by the legislator (including, inter alia, private-to-private bribery and self-money laundering), a further update of the Model was carried out to ensure its ongoing effectiveness.

In July 2016, the Company completed an update of its Model to incorporate additional offences introduced by the legislator (i.e. self-money laundering, amendments to the offence of false corporate accounting, the introduction of so-called "environmental crimes", and new provisions relating to offences against the Public Administration).

During 2017, a further update was initiated in order to incorporate offences introduced after the date of the previous approval ("Illegal intermediation and labour exploitation" and amendments to private-sector bribery), as well as changes affecting the organisational and operational structure of the Group.

In 2018, following the entry into force of Law No. 179 of 30 November 2017 on the protection of whistleblowers, as well as the introduction of new criminal offences (including offences relating to illegal immigration and crimes of racism and xenophobia), a further update of the Model was undertaken to ensure its continued effectiveness.

In 2019, a specific update was initiated to incorporate legislative developments introduced after the previous approval, with particular reference to amendments to market abuse offences following Legislative Decree No. 107/2018 implementing Regulation (EU) No. 596/2014 (Market Abuse Regulation – MAR), as well as the introduction of the offences of trading in influence (Law No. 3/2019), fraud in sports competitions and unlawful exercise of gambling or betting activities (Law

No. 39/2019), and amendments to Article 416-*ter* of the Italian Criminal Code ("Political–mafia electoral exchange", Law No. 43/2019).

In 2020, following the entry into force of Law No. 157 of 19 December 2019, converting Decree Law No. 124 of 26 October 2019 (the so-called "Tax Decree"), a new update was launched to extend the Model's scope to include so-called "tax offences", which were added to the list of predicate offences under Legislative Decree No. 231/2001.
As part of the above-mentioned update intervention, the amendments introduced by Legislative Decree No. 75/2020 (implementing EU Directive 2017/1371 on the fight against fraud affecting the Union's financial interests through criminal law – the so-called 'PIF Directive') were further incorporated, mainly relating to the inclusion, under Article 25-*quinquiesdecies*, of additional tax offences, to the punishability of certain declaratory tax offences also in cases of attempted commission, to the inclusion among the offences pursuant to Legislative Decree No. 231/2001 of fraud in public procurement, agricultural fraud and smuggling, of the offences of embezzlement and abuse of office, and to the extension of corruption offences to certain areas within the EU context.

In parallel, the Model was reviewed with regard to IT crimes under Article 24-*bis* of the Decree, in order to update sensitive activities and control measures in line with current operating methods and relevant best practices.

During 2022, a further update of the 231 Model was deemed appropriate in order to incorporate the organisational changes affecting the Company, as well as the legislative developments introduced after its most recent approval date, namely Legislative Decree No. 184/2021, implementing Directive (EU) 2019/713 on the fight against fraud and counterfeiting of non-cash means of payment, which introduced Article 25-*octies.1 "Offences relating to non-cash payment instruments"*, and Law No. 22 of 9 March 2022 (*"Provisions on offences against cultural heritage"*), which introduced into Legislative Decree No. 231/2001 Article 25-*septiesdecies* concerning offences against cultural heritage, as well as Article 25-*duodevicies* concerning offences of laundering of cultural property and devastation and looting of cultural and landscape assets.

As part of the same update intervention, the amendments made to certain relevant offence categories already provided for under Legislative Decree No. 231/2001 were also incorporated, namely Article 24 (*undue receipt of public funds, fraud to the detriment of the State, a public body or the European Union or for the purpose of obtaining public funds, computer fraud to the detriment of the State or a public body, and fraud in public procurement), Article 24-bis (computer-related offences and unlawful data processing), Article 25-quinquies (offences against individual personality), Article 25-sexies (market abuse offences), and Article 25-quinquiesdecies (tax offences).*

In 2023, the Model was further updated to incorporate the new whistleblowing framework introduced by Legislative Decree No. 24/2023, implementing Directive (EU) 2019/1937, also with a view to aligning the Model with A2A's whistleblowing management system.

During 2024, a further update of the 231 Model was deemed appropriate in order to incorporate the organisational changes affecting the Company, as well as the legislative developments introduced after its most recent approval date: i) Legislative Decree No. 19/2023, "Implementation of Directive (EU) 2019/2121 of the European Parliament and of the Council amending Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions", which introduced, within the scope of corporate offences pursuant to Article 25-*ter* of Legislative Decree No. 231/2001, the offence of 'false or omitted statements for the issuance of the preliminary certificate' pursuant to Article 54 of Legislative Decree No. 19/2023; ii) Law No. 206/2023, which amended Article 517 of the Criminal Code 'sale of industrial products with misleading signs', referred to in Article 25-*bis*.1 (Offences against industry and commerce) of Legislative Decree No. 231/2001; iii) Law No. 6/2024, which amended the offence pursuant to Article 518-*duodecies* of the Criminal Code 'destruction, dispersal, deterioration, defacement and unlawful use of cultural or landscape assets', included under Article 25-*septiesdecies* (Offences against cultural heritage) of Legislative Decree No. 231/2001; iv) Law No. 137/2023, converting with amendments Decree-Law No. 105/2023, which introduced, under Article 24 of Legislative Decree No. 231/2001 (relating to offences in dealings with the Public Administration), the offences of 'Disruption of public auctions' (Article 353 of the Criminal Code) and 'Disruption of the procedure for selecting the contractor' (Article 353-bis of the Criminal Code), and, under Article 25-*octies.1* of Legislative Decree No. 231/2001 (now entitled 'Offences relating to non-cash payment instruments and fraudulent transfer of assets'), the offence of 'Fraudulent transfer of assets' (Article 512-bis of the Criminal Code); v) Decree-Law No. 19/2024, converted into Law No. 56/2024, which introduced a second paragraph into Article 512-*bis* of the Criminal Code 'Fraudulent transfer of assets'; vi) Law No. 90/2024, entitled 'Provisions on strengthening national cybersecurity and on cyber offences', which amended the computer-related offences pursuant to Article 24-*bis* of Legislative Decree No. 231/2001; vii) Legislative Decree No. 87/2024, entitled 'Revision of the tax sanctioning system', which introduced a ground for exclusion of punishability for the conduct referred to in Article 10-*quater*, paragraph 1 ('Undue offsetting') of Legislative Decree No. 74/2000, an offence included under Article 25-quinquiesdecies (Tax offences) of Legislative Decree No. 231/2001; viii) Law No. 144/2024, which repealed the offence of 'Abuse of office' (Article 323 of the Criminal Code) and amended the offence of 'Trading in unlawful influences' (Article 346-*bis* of the Criminal Code), both included under Article 25 (Embezzlement, extortion, undue inducement to give or promise benefits, corruption and abuse of office) of Legislative Decree No. 231/2001; ix) Law No. 112/2024, converting with amendments Decree-Law No. 92/2024, which inserted, under Article 25 of Legislative Decree No. 231/2001 (relating to offences in dealings with the Public Administration), the new offence pursuant to Article 314-*bis* of the Criminal Code 'Misappropriation of money or movable property'.

In 2025, the Model was subject to a further update aimed at incorporating the following legislative developments: i) Legislative Decree No. 141/2024, which amended Article 25-*sexiesdecies* of Legislative Decree No. 231/2001 relating to smuggling offences, also introducing offences concerning excise duties on energy products, alcohol and tobacco; ii) Law No. 166/2024, converting with amendments Decree-Law No. 131/2024, which amended Articles 171-*bis*, 171-*ter* and 171-septies of Law No. 633/1941, already predicate offences included under Article 25-*novies* 'Offences relating to infringement of copyright' of Legislative Decree No. 231/2001; iii) Law No. 80/2025, converting Decree-Law No. 48/2025, which inserted, under Article 25-quater of Legislative Decree No. 231/2001 (Offences with terrorist or subversive aims), the new offence of 'Possession of material for terrorist purposes' pursuant to Article 270-*quinquies.3* of the Criminal Code; iv) Law No. 82/2025, which inserted into Legislative Decree No. 231/2001 the new Article 25-*undevicies* (Offences against animals); v) Law No. 147/2025, converting Decree-Law No. 116/2025, which amended Article 25-*undecies* 'Environmental offences' of Legislative Decree No. 231/2001 by introducing new offence categories relating to environmental crimes and by amending certain aggravating circumstances and sanctions in relation to some offences already included under the aforementioned Article 25-undecies; vi) Law No. 132/2025, which supplemented the offences of market rigging (Article 2637 of the Italian Civil Code) and market manipulation (Article 185 of the Consolidated Finance Act), already predicate offences included respectively under Articles 25-*ter*

'Corporate offences' and 25-*sexies* 'Market abuse offences' of Legislative Decree No. 231/2001, by introducing a specific aggravating circumstance where such offences are committed through the use of Artificial Intelligence systems.

The update activities were undertaken in order to ensure that A2A's organisational Model is:
- consistent with the existing governance and organisational structure;
- compliant with the requirements of Legislative Decree No. 231/2001, as amended;
- aligned with the principles embedded in the Company's governance culture and with the guidelines issued by leading industry associations, first and foremost Confindustria.

In carrying out the update activities, account is taken of:
- organisational changes within the Company and the Group;
- legislative developments;
- the evolution of case law and legal doctrine;
- considerations arising from the application of the Model, including criminal litigation experience;
- market practice adopted by Italian and foreign companies;
- the outcomes of supervisory activities carried out by the Supervisory Body;
- the results of Internal Audit activities;
- experience gained from the adoption and implementation of previous versions of the Model;
- the findings arising from reviews of the Company's Model.

The approach adopted:
- maximises the Company's accumulated knowledge;
- enables consistent management of corporate operating rules, including those relating to "sensitive" areas;
- facilitates the continuous implementation and timely adaptation of internal processes and regulatory frameworks to changes in the organisational structure and business operations.

3.2. Addressees of the Model

The addressees of the provisions of the Model, pursuant to the Decree and within the scope of their respective duties, are identified as the members of the corporate bodies, management and employees, as well as business partners, consultants, suppliers and any other party having contractual relationships with the Company, where such parties operate in activities deemed sensitive under the Model (hereinafter, the "**Addressees**").

3.3. Function of the Model

A2A intends to affirm and promote a corporate culture founded on:
- lawfulness, as no unlawful conduct, even if carried out in the interest or to the benefit of the Company, may be considered consistent with the policies adopted by the Company;
- control, which must govern all decision-making and operational phases of corporate activities, with full awareness of the risks arising from the potential commission of offences.

The achievement of the above purposes is realised through a coherent system of principles, Organisational, Management and control procedures, and provisions that together constitute the Model which the Company, in light of the foregoing considerations, has prepared and adopted.
The objectives of the Model are to:

- raise awareness among all parties collaborating with the Company in any capacity (employees, external collaborators, suppliers, etc.), requiring them, within the scope of the activities carried out in the interest of A2A, to adopt correct and transparent conduct consistent with the ethical values inspiring the Company in pursuing its corporate purpose, and aimed at preventing the risk of commission of the offences contemplated by the Decree;
- ensure that such parties are aware that any violation of the provisions issued by the Company may result in disciplinary and/or contractual measures, as well as criminal and administrative sanctions applicable to them;
- establish and/or strengthen controls enabling A2A to prevent or promptly respond so as to hinder the commission of unlawful acts by senior management or persons subject to their direction or supervision, which may give rise to the Company's administrative liability;
- enable the Company, through monitoring of risk areas, to intervene in a timely manner in order to prevent or counter the commission of offences as well as sanction conduct contrary to the Model;
- safeguard the Company's integrity by adopting the measures expressly required under Article 6 of the Decree;
- enhance the effectiveness and transparency of the management of corporate activities;
- ensure full awareness, on the part of any potential offender, that the commission of unlawful conduct is strongly condemned and is contrary not only to statutory provisions, but also to the ethical principles upheld by the Company and to the Company's own interests, even where such conduct might appear to generate an advantage.

3.4. Methodology for the Preparation and Updating of the Model of A2A S.p.A.

The Model of A2A S.p.A. was prepared and subsequently updated taking into account the activities actually carried out by the Company, its organisational structure, as well as the nature and size of its organisation.

In particular, the drafting of the Model was based on a risk self-assessment process structured into the following phases:

- preliminary analysis of the corporate context through a review of documentation relating to the Company's organisational and operational structure, as well as the roles and responsibilities assigned, as defined in the organisational chart;

- identification of corporate processes and activities sensitive to the commission of offences, carried out through interviews with the function managers identified in the organisational chart, together with the mapping, analysis and assessment of the adequacy of existing internal controls;

- identification of areas for improvement within the internal control system and definition of a specific implementation plan addressing such aspects;

- adjustment of the internal control system, aimed at reducing the identified risks, through the implementation of the defined action plan.

The ultimate aim of the activities described above was to define and update the Organisational, Management and Control Model pursuant to Legislative Decree No. 231/2001 of A2A, structured in all its components, aligned with relevant best practices, tailored to the Company's specific context, and to be submitted to the Board of Directors for approval.

3.5. Structure of the Model

The Organisational, Management and Control Model is structured as follows:

(i) the General Section, which describes the relevant regulatory framework and governs the overall functioning of the Organisational, Management and control system adopted to prevent the commission of the predicate offences;

(ii) (ii) the Special Sections, which supplement the content of the General Section by providing a description of:
- the categories of offences referred to by the Decree that the Company has deemed relevant in light of the characteristics of its activities;
- the processes and/or sensitive activities identified by the Company as relevant in relation to the aforementioned offences, taking into account the Company's business activities and the related control measures;

(iii) the Risk Assessment, which provides a detailed description of the risk profiles relating to the commission of the offences referred to in Legislative Decree No. 231/2001 within the scope of the Company's activities. This document identifies the corporate activities (so-called "sensitive activities") within which the predicate offences under the Decree could theoretically be committed, the corporate structures responsible for overseeing such activities, and the relevant internal regulatory documentation.

No provision contained within the internal regulatory system may, in any event, justify non-compliance with the provisions set out in this Model.

The A2A Group Code of Ethics, as further specified in the following paragraph, as well as all procedures and documents relevant for the purposes of Legislative Decree No. 231/2001, shall be considered an integral part of the Company's Model.

3.6. Relationship between the Model and the Code of Ethics

In addition to the control instruments provided for under Legislative Decree No. 231/2001, the Company has adopted the A2A Group Code of Ethics (hereinafter, the "**Code of Ethics**"), which reflects a corporate environment in which the primary objective is to best meet the needs and expectations of the Group's stakeholders (e.g. employees, customers, consultants and suppliers).

The Code of Ethics is intended, among others, to promote and foster high standards of professionalism and to prevent behavioural practices that are inconsistent with the Company's interests, unlawful, or contrary to the values that the Company and the Group to which it belongs intend to uphold and promote.

The Code of Ethics is addressed to the members of the Corporate Bodies, all employees of the Group at every level, and all persons who, on a permanent or temporary basis, interact with the Group.

Accordingly, the Code of Ethics sets out and formalises the principles, ethical and social values, and behavioural guidelines recognised by the Group as its own, compliance with which is required not only of its Corporate Bodies and employees, but also of third parties who, in any capacity, maintain relationships with the Group.

The Model presupposes compliance with the Code of Ethics and, together with it, constitutes a coherent and systematic body of internal rules aimed at promoting a culture of ethics and corporate transparency.

The Code of Ethics, including any future amendments thereto, is hereby fully incorporated by reference and constitutes an essential foundation of the Model.

3.7. Adoption, Updating and Amendment of the Model

The Board of Directors holds exclusive authority to adopt, amend and update the Model.

The Model shall be subject to specific amendments whenever the opportunity or need for updating arises as a result of particular circumstances, including, by way of example:

- violations of, or attempts to circumvent, the provisions of the Model which have demonstrated its ineffectiveness or inconsistency for the purposes of preventing offences sanctioned pursuant to Legislative Decree No. 231/2001;
- significant changes in the Company’s organisational structure and/or in the manner in which business activities are carried out (e.g. following the acquisition of a business unit);
- amendments to the relevant regulatory framework applicable to the Company (e.g. the introduction of new categories of offences relevant under the Decree);
- findings of inadequacy resulting from control activities carried out.

In the cases described above, any amendments and/or integrations to the Model must be approved by the Board of Directors.

Where, instead, purely formal amendments to the Model are required, the Compliance 231 organisational unit, acting on its own initiative or upon proposal of the Supervisory Body, may autonomously implement such amendments—following an assessment of the manner and timing of the intervention—without submitting them to the approval of the Board of Directors.

For these purposes, purely formal amendments include updates to regulatory provisions already relevant under Legislative Decree No. 231/2001, as well as changes to the names of internal organisational units and corporate processes.

The operating procedures adopted in implementation of this Model are amended by the competent corporate organisational units where they prove ineffective for the proper implementation of the Model’s provisions. The competent corporate organisational units also ensure that any amendments or integrations to operating procedures necessary to implement revisions to this Model are duly adopted.

The Supervisory Body is kept constantly informed of updates to, and the implementation of, new operating procedures.

3.7.1. Reviews and Controls on the Model

The Supervisory Body (hereinafter also referred to as the "**Supervisory Body**" or "**SB**"), within the scope of the powers conferred upon it pursuant to Article 6, paragraph 1, letter b), and Article 7, paragraph 4, letter a), of the Decree, retains specific duties and powers relating to the maintenance, development and promotion of the continuous updating of the Model.

To this end, the Supervisory Body submits observations and proposals concerning the organisational structure and the internal control system to the relevant corporate organisational units or, in cases of particular significance, to the Board of Directors.

The Supervisory Body has a duty to promptly report in writing to the Board of Directors—either immediately or, at the latest, in its semi-annual report—any facts, circumstances or organisational shortcomings identified in the course of its supervisory activities that indicate the need or opportunity to amend or supplement the Model.

Also for this purpose, the Supervisory Body resolves upon the Annual Supervisory Plan, through which it broadly plans its activities, providing for:

– a schedule of meetings with management to be held during the year;
– the supervisory activities resolved upon.

With reference to the latter, by way of example only, the main supervisory tools available to the Supervisory Body include: i) sample checks and testing of sensitive activities; ii) information flows; iii) acquisition of any reports prepared by A2A Group Health, Safety, Environment and Quality relating to the Company; iv) acquisition of any audit reports prepared by A2A Internal Audit; v) on-site inspections; vi) analysis of accident trends; vii) analysis of disciplinary proceedings; viii) monitoring of the 231 Action Plan (where applicable).

The planned verification activities are carried out by the Supervisory Body also with the support of the competent organisational units of A2A (e.g. Group Health, Safety, Environment and Quality, Internal Audit, competent Human Resources units).

3.8. Extension of the Principles of the Model

3.8.1. The A2A Group Companies Model

The companies of the A2A Group undertake to adopt their own Organisational, Management and Control Model, following a resolution by their respective administrative bodies, after analysing and identifying risk activities and the measures suitable to prevent them.

In defining their own Model, A2A Group companies take into account the principles identified by the Parent Company, without prejudice to their specific corporate characteristics, which may justify the implementation of additional and different organisational principles and rules.

Pending the adoption of their own Model, the companies belonging to the Group ensure the prevention of criminal offences through appropriate organisational and internal control measures.

Each Group company is responsible for the implementation of its own Model and appoints its own Supervisory Body.

3.8.2. Extension of the Principles of the Model to Investee Companies, Consortia and Joint Ventures

Representatives designated or appointed by A2A to the corporate bodies of investee companies, consortia and joint ventures are required to promote the principles and contents of the Model within the scope of their respective powers, without prejudice to the autonomy and independence of such investee companies, consortia and joint ventures in adopting their own Model.

4. Supervisory Body

4.1. Role and Functions of the Supervisory Body

Pursuant to the provisions of Legislative Decree No. 231/2001 – Article 6, paragraph 1, letters a) and b) – an entity may be exempt from liability arising from the commission of offences by the persons referred to in Article 5 of Legislative Decree No. 231/2001, provided that the management body has, inter alia, entrusted the task of supervising the functioning of and compliance with the Model (adopted and effectively implemented), as well as overseeing its updating[8], to a body of the entity vested with autonomous powers of initiative and control. The task of continuously monitoring the widespread and effective implementation of the Model, ensuring compliance therewith by the Addressees, and proposing updates aimed at improving its effectiveness in preventing offences and unlawful conduct, is entrusted to such body established within the Company.

4.2. Requirements applicable to the Supervisory Body

Subjective Requirements

Appointment as a member of the Supervisory Body is subject to the fulfilment of specific subjective requirements[9].

Upon appointment, the individual designated to hold the position of member of the Supervisory Body shall issue a declaration certifying the existence of the subjective requirements of integrity and good repute provided for by Ministerial Decree No. 162 of 30 March 2000, applicable to members of the

[8] The Explanatory Report to Legislative Decree No. 231/2001 states, in this regard: *"The entity (…) must also supervise the effective operation of the models, and therefore their actual compliance. To this end, in order to ensure the maximum effectiveness of the system, it is provided that the company shall make use of a structure that must be established within the entity itself (so as to avoid easy manoeuvres aimed at artificially creating a presumption of legitimacy of the company's conduct through recourse to accommodating bodies, and above all to ground a genuine form of fault of the entity), vested with autonomous powers and specifically entrusted with these tasks (…). Of particular importance is the provision of an information obligation towards the said internal control body, intended to ensure its operational effectiveness (…)".*

[9] The Confindustria Guidelines, under paragraph 2.2 "Duties, Requirements and Powers of the Supervisory Body – Autonomy and Independence", state as follows:

"In order to ensure the effective existence of the above-mentioned requirements, both where the Supervisory Body is composed of one or more internal resources and where it also includes external members, it is appropriate that the members possess formal subjective requirements that further guarantee the autonomy and independence required by the role, such as integrity, absence of conflicts of interest and family relationships with senior management. Such requirements should be specified in the Organisational Model.

The requirements of autonomy, integrity and independence may also be defined by reference to the provisions applicable in other areas of corporate law.

This applies in particular where a multi-member composition of the Supervisory Body is adopted and where all the various professional skills contributing to the oversight of corporate management under the traditional corporate governance model are concentrated therein (for example, a member of the Board of Statutory Auditors or the head of internal control). In such cases, the existence of the aforementioned requirements may already be ensured, even in the absence of further specific provisions, by the personal and professional characteristics required by the legal framework for statutory auditors and for the head of internal controls."

Board of Statutory Auditors of listed companies, adopted pursuant to Article 148, paragraph 4, of the Consolidated Law on Finance (TUF).

In any event, the following shall constitute grounds for ineligibility or removal from office as a member of the Supervisory Body:

- a conviction judgment (or plea bargain judgment), even if not final, for one of the predicate offences provided for under the Decree or, in any case, a conviction judgment (or plea bargain judgment), even if not final, imposing a penalty entailing, even on a temporary basis, disqualification from holding management positions in legal persons or enterprises;
- the imposition of a sanction by CONSOB for the commission of one of the administrative offences concerning market abuse pursuant to the Consolidated Law on Finance (TUF).

Any subsequent overturning of a non-final conviction judgment (or plea bargain judgment) removes the ground for ineligibility but does not affect the removal from office that has already occurred.

Where any of the above-mentioned grounds for ineligibility arise in respect of an appointed member, such member shall automatically cease to hold office following ascertainment of the ineligibility by the Board of Directors by resolution.

Autonomy and Independence

The Confindustria Guidelines identify autonomy and independence as key requirements of the Supervisory Body.

In the performance of its functions, the Supervisory Body of A2A operates with autonomy and independence from the Corporate Bodies and from other internal control bodies, and is vested with autonomous powers of expenditure—based on an annual budget approved in writing by the Board of Directors, or by a person delegated thereby, upon proposal of the Supervisory Body—to be used in support of the technical verification activities necessary for the performance of the duties assigned to it by law[10].

In any event, the Supervisory Body may request an increase in the allocated funds where they are insufficient for the effective performance of its duties, and may independently extend its spending autonomy in the presence of exceptional or urgent circumstances, which shall be reported to the Board of Directors thereafter.

Furthermore, the activities carried out by the Supervisory Body may not be subject to review or interference by any other corporate body or organisational unit.

In the course of audits and inspections, the Supervisory Body is granted the broadest powers necessary to effectively carry out the tasks entrusted to it[11].

In performing their functions, members of the Supervisory Body must not be in situations, even potential, of conflict of interest arising from any personal, family or professional relationship. In such

[10] As provided for by the Confindustria Guidelines, paragraph 2.2 *"Duties, Requirements and Powers of the Supervisory Body – Autonomy and Independence"*.
[11] Reference is made, in this regard, to Section 4.8.

cases, they are required to immediately inform the other members of the Supervisory Body and must abstain from participating in the relevant deliberations. Moreover, the Confindustria Guidelines provide that "*where the Supervisory Body has a mixed collegiate composition, as it includes internal members of the entity—preferably without operational roles—absolute independence cannot be required of such members. Accordingly, the level of independence of the Supervisory Body must be assessed as a whole*".

Professionalism

The requirement of professionalism refers, as also specified by the Confindustria Guidelines, to the "*set of tools and techniques*" possessed[12].

The Supervisory Body must be composed of individuals with specific expertise in the specialist techniques typical of inspection activities, as well as in advisory activities relating to the analysis of control systems and in legal matters, particularly in criminal law, necessary for the effective performance of the functions of the Supervisory Body, ensuring the presence of adequate professional skills for the exercise of its duties.

Where necessary, the Supervisory Body may, in relation to the performance of the technical activities required for the supervisory function, also make use of external consultants. In such cases, the consultants shall always report the results of their activities to the Supervisory Body[13].

Continuity of Action

The Supervisory Body must be able to ensure the necessary continuity in the performance of its functions, also through the scheduling of activities and controls, the preparation of minutes of meetings, and the regulation of information flows from corporate organisational units.

4.3. Composition, Appointment and Term of Office

[12] Confindustria Guidelines, paragraph 2.2 "*Duties, Requirements and Powers of the Supervisory Body – Professionalism*". These are techniques that can be used to verify that day-to-day behaviours actually comply with those codified in the Model:

- Preventively, to adopt—at the time of designing the Model and in subsequent updates—the measures most suitable to reasonably ensure the prevention of offences (consultancy-based approach);
- Alternatively, retrospectively, to ascertain how a predicate offence may have occurred (inspection-based approach).

By way of example, the Confindustria Guidelines mention the following techniques:

- statistical sampling;
- risk analysis, assessment and mitigation techniques (authorisation procedures, segregation of duties, etc.);
- flow-charting of procedures and processes to identify potential weaknesses;
- preparation and evaluation of questionnaires;
- methodologies for detecting fraud (Court of Milano, 20 September 2004).

[13] Confindustria Guidelines, paragraph 2.3.4 "*Establishment of an ad hoc Supervisory Body*": "*This approach allows for the combination of the principle of responsibility, which the law assigns to the body attributable to the entity, with the specific professional expertise of external consultants, thereby making the activities of the Supervisory Body more effective and incisive.*" This refers to the possibility of establishing an ad hoc Supervisory Body as an alternative to assigning the role of Supervisory Body to the Internal Control Committee or to the Internal Auditing function.

Legislative Decree No. 231/2001 does not provide guidance regarding the composition of the Supervisory Body[14].

In compliance with the provisions of Legislative Decree No. 231/2001, the Board of Directors of A2A, taking into account the complexity of the Company's organisational structure, has opted for a collegiate Supervisory Body, composed of individuals selected on the basis of their professional expertise and personal characteristics, such as control skills, independence of judgement and moral integrity.

In the selection of its members, the only relevant criteria are those relating to the specific professionalism and expertise required for the performance of the functions of the Supervisory Body, as well as integrity and absolute autonomy and independence with respect to the Company itself. These elements are communicated to the Board of Directors, also through the curricula of the candidates considered.

The Board of Directors appoints and removes:

– the members of the Supervisory Body;
– the Chairperson of the Supervisory Body.

The Supervisory Body is established by resolution of the Board of Directors, which, at the time of appointment, must acknowledge the assessment of the existence of the members' independence, autonomy, integrity and professionalism.

Upon acceptance of their appointment, members of the Supervisory Body undertake to perform their functions ensuring the necessary continuity of action and to immediately inform the Board of Directors of any event that may affect the maintenance of the above-mentioned requirements. The loss of subjective requirements by a member of the Supervisory Body results in immediate termination of office. In the event of termination, death, resignation or removal, the Board of Directors shall promptly proceed with the replacement of the outgoing member.

The term of office of the Supervisory Body is determined by the Board of Directors in the resolution establishing the Body. In any case, the members of the Supervisory Body shall remain in office beyond the expiry date set in the Board resolution until the Board of Directors has either appointed the Supervisory Body in its new composition or confirmed the previous composition by a specific resolution.

4.4 Removal from Office

[14] The Confindustria Guidelines clarify that the provisions of Legislative Decree No. 231/2001 "do not provide detailed indications regarding the composition of the Supervisory Body. This allows for either a single-member or multi-member composition. In the latter case, both internal and external individuals may be appointed to serve on the Supervisory Body (…). Despite the legislator's indifference regarding composition, the choice between one solution or the other must take into account the purposes pursued by the law, and therefore ensure the effectiveness of controls. As with every aspect of the Model, the composition of the Supervisory Body must be tailored to the size, type of activity and organisational complexity of the entity." Confindustria Guidelines, paragraph 2.1 *"Composition of the Supervisory Body"*.

Members of the Supervisory Body may be removed only for just cause, by resolution of the Board of Directors.
For these purposes, "just cause" for the revocation of the powers associated with the role of a member of the Supervisory Body includes, by way of example and without limitation:

- serious negligence in performing the duties connected to the office, such as failure to prepare the semi-annual Informative Report or the annual summary report on activities carried out by the Supervisory Body, or failure to prepare the annual supervisory plan;
- "*omission or inadequate supervision*" by the Supervisory Body—in accordance with Article 6, paragraph 1, letter d), of Legislative Decree No. 231/2001—resulting from a conviction, even if not final, against the Company or other companies in which the individual served as a member of the Supervisory Body under Legislative Decree No. 231/2001, or from a plea bargain (so-called settlement mechanism);
- for an internal member, assignment of operational functions and responsibilities within the Company incompatible with the requirements of "*autonomy and independence*" and "*continuity of action*" inherent to the Supervisory Body. Any organisational measure affecting the member (e.g., termination of employment, transfer to another role, dismissal, disciplinary measures appointment of a new manager) must in any case be notified to the Board of Directors;
- serious and verified reasons of incompatibility that compromise independence and autonomy.

Any decision regarding individual members or the Supervisory Body as a whole is the exclusive competence of the Board of Directors.

4.5. Grounds for Suspension

The following circumstances constitute grounds for suspension from office as a member of the Supervisory Body:

- discovery after appointment, that the member has previously served as a member of a Supervisory Body in companies subject to non-final sanctions under Article 9 of the Decree (including judgments pursuant to Article 63), for offences committed during such office;
- the fact that the member is subject to an indictment relating to one of the predicate offences under the Decree, or to an offence whose commission carries temporary disqualification from management positions in legal persons or companies, or in relation to one of the administrative offences concerning market abuse under the Consolidated Law on Finance (TUF).

Members of the Supervisory Body must immediately inform the Board of Directors under their own responsibility of the occurrence of any of the above grounds for suspension.

The Board of Directors, including in all other cases in which it becomes directly aware of the occurrence of one of the above grounds for suspension, shall declare the suspension of the person (or persons) concerned from their position as a member of the Supervisory Body.
In such cases, the Board may decide to temporarily supplement the Supervisory Body by appointing one or more members for the duration of the suspension.

If the Board of Directors does not consider it necessary to temporarily integrate an additional member to the Supervisory Body, the Supervisory Body continues to operate in its reduced composition. In such situations, for the adoption of resolutions by the Supervisory Body, the favourable opinion of the Chairperson is required.

Any decision on the possible removal of suspended members shall be taken by the Board of Directors. Any members who are not removed shall be reinstated with full powers.

4.6. Temporary Impediment

Where circumstances temporarily prevent a member of the Supervisory Body from performing their functions, or from performing them with the necessary autonomy and independence of judgement, the member must declare the existence of the legitimate impediment and, if due to a potential conflict of interest, specify the cause, abstaining from participating in the relevant meetings or deliberations until the impediment ceases or is removed.

By way of example, illness or injury extending for more than three months that prevents participation in Supervisory Body meetings constitutes a temporary impediment.

In the event of temporary impediment, the Board of Directors shall assess the opportuneness of temporarily supplementing the Supervisory Body by appointing one or more members, whose term of office shall last for the duration of the impediment.

If the Board of Directors does not consider it necessary to supplement the Supervisory Body, the Body continues to operate in its reduced composition. In such situations, for the adoption of resolutions, the favourable opinion of the Chairperson is required.

The Board of Directors shall in any event retain the right, where the impediment continues for a period exceeding six months—extendable for a further six months on no more than two occasions—to resolve upon the removal of the member or members in respect of whom the aforementioned causes of impediment have arisen.

4.7. Resignation of a Member

In the event of a member's resignation, the member must promptly submit a written communication to the Board of Directors and to the Chairperson of the Supervisory Body, including the reasons for resignation.
If the resignation concerns the Chairperson, the duties of the Chairperson are performed by the external member, if present, or otherwise by the oldest member.
Subject to the decisions of the Board of Directors regarding the replacement of the resigning member, the Supervisory Body composed of the remaining two members is considered validly constituted.

4.8. Functions and Powers

The Supervisory Body is vested with autonomous powers of initiative, intervention, and control extending to all areas and functions of the Company. These powers are exercised to ensure the effective and timely performance of the functions assigned under the Model and its implementing procedures, thereby guaranteeing an effective and efficient supervision over the operation and compliance of the Model, in accordance with Article 6 of Legislative Decree No. 231/2001.

Activities carried out by the Supervisory Body cannot be questioned or challenged by any other corporate body or function. The verification and control activities performed by the SB are strictly functional to the effective implementation of the Model and cannot replace or substitute the Company's institutional control functions.

The Supervisory Body may appoint a Secretary, who may be chosen from outside its membership.

In particular, the following duties and powers are entrusted to the SB for the performance of its functions[15]:

- regulate its own operation, including through the adoption of internal rules ("**SB Regulations**");
- monitor the functioning of the Model to prevent the commission of offences referred to in Legislative Decree No. 231/2001;
- verify compliance with the Model, the Code of Conduct, internal control measures, and procedures established under the Model, and identify any deviations emerging from the analysis of information flows or reports provided by responsible function holders, taking action as provided in the Model;
- carry out periodic inspections and controls, including surprise audits, according to the various areas of intervention, types of activities, and critical points, to assess the efficiency and effectiveness of the Model. In the course of such activity, the SB may:
    - freely access any Company Organisational Unit—without prior consent—to request and acquire information, documents, and data necessary to perform the duties assigned under Legislative Decree No. 231/2001, from all employees and managers. In case of a justified denial of access, the SB shall prepare a report, in case of disagreement, to be submitted to the Board of Directors;
    - request relevant information or the submission of documents, including electronic records, concerning risk activities, from directors, statutory auditors, audit firms, collaborators, consultants, and, in general, all persons required to comply with the Model;
- propose updates to the Model, submitting to the Board of Directors, where necessary, proposals for modifications and/or integrations deemed necessary;
- manage relationships and ensure the receipt of relevant information flows with Company Organisational Units and corporate bodies;
- promote awareness and understanding of the Model, the contents of Legislative Decree No. 231/2001, its impact on Company activities and behavioural standards, including training

[15] *Confindustria, Guidelines,* Title IV, para. 2.2 *"Duties, Requirements and Powers of the Supervisory Body":*
The activities entrusted to the Supervisory Body, also on the basis of the indications set out in Articles 6 and 7 of Legislative Decree No. 231/2001, may be summarised as follows:

- *supervision over the **effectiveness** of the Model, namely the consistency between actual conduct and the adopted Model;*
- *assessment of the **adequacy** of the Model, i.e. its real (and not merely formal) ability to prevent prohibited conduct;*
- *analysis of the Model's ability to **maintain** over time its soundness and functionality;*
- *ensuring the necessary dynamic **updating** of the Model, where the analyses carried out make corrections and adjustments necessary. This latter aspect is implemented through:*
    - ***recommendations and proposals for updating the Model** addressed to the corporate bodies or functions capable of giving them concrete implementation within the organisation, depending on the nature and scope of the interventions: proposals concerning formal or less significant aspects shall be addressed to the Human Resources and Organisation function or to the Managing Director, whereas proposals of greater relevance shall be submitted to the Board of Directors;*
    - ***follow-up activities**, including verification of the implementation and the actual effectiveness of the proposed solutions."*

initiatives and employee awareness programmes, verifying attendance; verify the existence of an effective internal communication system to ensure the transmission of information relevant under Legislative Decree No. 231/2001, safeguarding the confidentiality of whistleblowers;
- provide clarifications to employees and corporate bodies, upon request, regarding the meaning and application of the provisions contained in the Model, correct interpretation and implementation of control standards, implementing procedures, and the Code of Ethics;
- report promptly to the governing body any violations of the Model that could expose the Company to liability, proposing the sanctions referred to in Chapter 5 of the Model;
- assess the adequacy of the disciplinary system pursuant to and for the purposes of Legislative Decree No. 231/2001.

In carrying out its duties, the SB may avail itself of support from Company Organisational Units with specific expertise in the areas under review. Such support may include, by way of example:
- *Internal Audit*, e.g., for the execution of special audits;
- *Legal Affairs and Compliance*, e.g., for interpretation of relevant legislation, drafting contractual clauses with partners and external collaborators, monitoring regulatory developments, supporting Group companies in updating their 231 Models and related training, etc.;
- *Group Health, Safety, Environment and Quality*, e.g., for controls and audits in their areas of competence (environment, health, and safety);
- *Talent Acquisition and Development*, e.g., for classroom and e-learning training activities.

In general, the SB coordinates with the relevant Company Organisational Units on all aspects concerning the implementation of operational procedures under the Model.

The SB does not hold management powers, decision-making authority, organizational powers, or powers to modify the corporate structure, nor does it have sanctioning powers.

Members of the SB, as well as any persons used by the SB in any capacity, are bound by confidentiality obligations regarding all information acquired in the exercise of their duties.

All information, reports, notifications, and documents required by the Model are stored by the SB in a dedicated archive, in compliance with personal data protection regulations

4.9. Information flows to and from the Supervisory Body

4.9.1. *Reporting* by the Supervisory Body to the Corporate Bodies

The Supervisory Body reports on the implementation of the Model, on the emergence of any critical issues, and on the need for corrective or amending measures.
Separate reporting lines are established, whereby the Supervisory Body:

i) reports to the Board of Directors, informing it, whenever deemed appropriate, of significant circumstances and facts relating to its activities. The Supervisory Body shall promptly notify the Board of the occurrence of extraordinary situations (for example: significant violations of the principles set out in the Model, relevant regulatory developments concerning the administrative liability of legal entities, etc.) and of any information received that is of an urgent nature;

ii) submits a written report, on a periodic basis at least every six months, to the Board of Directors, the Board of Statutory Auditors, the Control and Risk Committee (CRC), and the Internal Audit function. This report shall include, at a minimum, the following information:

a) a summary of the activities carried out during the relevant period and a plan of activities for the subsequent period;
b) any issues or criticalities that have arisen during supervisory activities;
c) where not already covered by previous specific reports:

- corrective actions required to ensure the effectiveness and/or proper functioning of the Model, including those necessary to remedy identified organisational or procedural shortcomings that could expose the Company to the risk of relevant offences being committed, including a description of any newly identified "sensitive" activities;
- in compliance with the terms and procedures set out in the disciplinary system adopted by the Company pursuant to the Decree, details of identified conduct found to be non-compliant with the Model, together with a proposal regarding the most appropriate sanction to be applied to the person responsible for the violation or to the relevant function and/or process and/or area;

d) a report on whistleblowing reports (including anonymous reports) handled pursuant to the A2A Group Whistleblowing Guidelines, as well as any other reports received outside the scope of those Guidelines, including any direct findings relating to alleged violations of the Model, control measures and related implementing procedures, or of the Code of Ethics, and the outcome of the related investigations;
e) information on the possible commission of offences relevant under the Decree;
f) any disciplinary measures and sanctions applied by the Company with reference to violations of the Model, control measures and related implementing procedures, and of the Code of Ethics;
g) an overall assessment of the functioning and effectiveness of the Model, with any proposals for additions, corrections or amendments;
h) identification of changes in the regulatory framework and/or significant changes in the Company's internal organisation and/or business activities of which the Supervisory Body has been informed and which require an update of the Model;
i) notification of any actual or potential conflict of interest involving a member of the Supervisory Body;
j) any proposals for updating the Model, where facts, circumstances or organisational shortcomings identified during supervisory activities indicate the need or opportunity to amend or supplement it.

The Board of Directors, the Board of Statutory Auditors and the Control and Risk Committee may convene the Supervisory Body at any time in order to obtain information on matters within its remit.

Meetings between the Supervisory Body and the corporate bodies to which it reports must be duly documented.

4.9.2. Information flows between the Supervisory Body, the Board of Statutory Auditors and Internal Audit

With a view to ensuring the optimal functioning of the Company's internal control system, it is essential to promote the exchange of information among its main actors. This allows, while respecting the prerogatives of each party, the sharing of the outcomes of verification activities carried out in areas of common interest.

Accordingly, the Board of Statutory Auditors, in addition to receiving information from the Supervisory Body as described above, also provides the Supervisory Body with information whenever it identifies shortcomings or violations that are relevant to the Model, as well as any facts or anomalies detected within processes deemed sensitive under Legislative Decree No. 231/2001.

Likewise, the Supervisory Body may draw on the results of verification activities carried out by the Internal Audit function that are relevant and/or have implications under Legislative Decree No. 231/2001.

4.9.3. Information to the Supervisory Body

Legislative Decree No. 231/2001 identifies, among the requirements that the Model must satisfy, the establishment of specific information obligations towards the Supervisory Body by the Company's corporate functions, aimed at enabling the Supervisory Body to carry out its supervisory and verification activities.

In general terms, the Supervisory Body must be promptly informed of any circumstance relevant to ensuring the effectiveness of the Model and of any data useful in facilitating checks on its correct implementation.

For this purpose, a summary schedule of information flows to the Supervisory Body has been prepared and made available to all relevant Organisational Structures, to which reference should be made for details of the required information.

In particular, the Heads of Organisational Structures operating within sensitive activities must transmit to the Supervisory Body—using the email addresses odv@odv.a2a.it or, where indicated in the summary schedule of information flows, flussi231@a2a.it:

a) on a periodic basis, according to pre-agreed deadlines, or on an ad hoc basis, information, data, notices and documents relating to the "sensitive" activities identified in the Company's Model, as specified in the summary schedule, as well as any other information concerning the implementation of the Model in areas at risk of offences that may be useful for the performance of the Supervisory Body's duties;
b) any information formally requested by the Supervisory Body, in accordance with the methods and timelines defined by the Body itself.

By way of example, the identified functions, in line with their respective organisational responsibilities, must promptly notify the Supervisory Body of any information relating to:

- the issuance and/or updating of company procedures relevant under Legislative Decree No. 231/2001;
- changes in the Company's operating activities;

- the issuance and/or updating of organisational documents (organisation charts, powers of attorney and corporate delegations);
- changes in the composition of corporate bodies;
- reports prepared by corporate organisational structures and/or control bodies (including the audit firm) in the context of their verification activities;
- disciplinary actions indicating the individual concerned, the alleged misconduct and the sanction imposed;
- requests for legal assistance submitted by personnel in the event of criminal proceedings being initiated against them in relation to offences under Legislative Decree No. 231/2001 committed in the course of their employment, unless expressly prohibited by the judicial authority;
- measures and/or information received from judicial police bodies or any other authority indicating the conduct of investigations into offences contemplated by Legislative Decree No. 231/2001 that may involve the Company and/or the addressees of the Model.

With regard to reports concerning the commission, alleged commission, or reasonable risk of commission of offences under Legislative Decree No. 231/2001, as well as any actual or alleged violation of the Code of Ethics, the Model or the procedures adopted in its implementation (so-called *231 Whistleblowing reports*), reference is made to the following paragraph 4.9.4.

4.9.4. Whistleblowing

On 14 December 2017, Law No. 179 of 30 November 2017 was published in the *Official Journal*, introducing "provisions for the protection of persons who report offences or irregularities of which they have become aware in the context of a public or private employment relationship" (hereinafter, the "**Whistleblowing Legislation**"). This law amended Article 54-bis of Legislative Decree No. 165/2001 and Article 6 of Legislative Decree No. 231/2001.

Subsequently, on 15 March 2023, Legislative Decree No. 24 of 10 March 2023 was published, implementing EU Directive 2019/1937 on the protection of persons who report violations of Union law.

This Decree further amended Article 6 of Legislative Decree No. 231/2001, introducing paragraph 2-bis, pursuant to which the Organisational, Management and Control Models must provide for: internal reporting channels for whistleblowing reports, a prohibition of retaliation, and a disciplinary system adopted pursuant to paragraph 2, letter (e), in compliance with the provisions of Legislative Decree No. 24/2023.

In order to ensure the effectiveness of the whistleblowing system, in accordance with Legislative Decree No. 24/2023, the Group has strengthened its internal system for managing reports, which may also concern violations of the Model and unlawful conduct relevant under Legislative Decree No. 231/2001.

In particular, the internal reporting system consists of an IT platform accessible via the corporate intranet and the websites of the Group companies, and ensures the confidentiality of the identity of the reporting person, the person concerned by the report and any person mentioned therein, as well as the content of the report and the related documentation, without prejudice to statutory obligations and the protection of the rights of the Company or persons wrongly accused and/or accused in bad faith.

The internal reporting system is described in detail in the document "Guidelines for reports, including anonymous reports, of the A2A Group (Whistleblowing)" – Guideline 001.0032/*. Reference is made to this document, available on the Group's website, for detailed information regarding:

- reporting channels and submission methods;
- persons entitled to submit reports;
- the subject matter of reports;
- the report handler, identified as the Reporting Committee;
- report handling procedures;
- safeguards for reporting persons, for persons reported in bad faith, and for other persons identified by the legislation;
- sanctions for violations of the provisions of Legislative Decree No. 24/2023.

With regard to safeguards and the disciplinary system, reference is made respectively to Sections 5.6 and 5.1.

In addition, specific information on reporting channels has been made available on the A2A Group's website.

4.9.5. Information flows to and from the Supervisory Body and the Supervisory Bodies of Subsidiaries

Each subsidiary that has adopted an Organisational, Management and Control Model pursuant to Legislative Decree No. 231/2001 establishes, for the purposes set out in the Decree and under its own responsibility, its own autonomous and independent Supervisory Body.

The Supervisory Body of each subsidiary must inform the Supervisory Body of the company to which employees are seconded of facts relevant to the performance of its duties, of any violations committed by A2A Group employees seconded to the subsidiary, and of any disciplinary sanctions imposed.

The Supervisory Bodies of the subsidiaries controlled by A2A S.p.A. cooperate with the Supervisory Body of A2A S.p.A., ensuring an adequate communication channel.

In this respect, the Supervisory Body of A2A S.p.A. is entitled to request the acquisition of relevant documentation and information from the Supervisory Bodies of the subsidiaries.

The Supervisory Body of each subsidiary, in compliance with the autonomy and confidentiality of the information pertaining to the respective entities, may transmit to the Parent Company's Supervisory Body, for information purposes, the periodic reports prepared for the relevant management body concerning the activities carried out.

For the purpose of establishing a coherent control system, the Supervisory Body of A2A S.p.A. may also organise joint meetings ("Conference") involving the Chairpersons of the Supervisory Bodies of the subsidiaries, focusing on:

i) matters relating to supervisory activities within the framework of the Models;
ii) regulatory updates;
iii) ongoing verification of the completeness of the identification of sensitive activities, often transversal within the Group;
iv) the use of uniform control tools suitable for identifying potential critical issues and analysing any problematic factors arising from operations.

Any corrective measures to the organisational models of subsidiaries of A2A S.p.A. resulting from supervisory activities fall exclusively within the competence of the subsidiaries concerned.

5. The Disciplinary and Sanctions System

5.1. General Principles

Article 6, paragraph 2, letter (e), and Article 7, paragraph 4, letter (b) of Legislative Decree No. 231/2001 identify, as a condition for the effective implementation of the Organisational, Management and Control Model, the introduction of a disciplinary system suitable to sanction non-compliance with the measures set out in the Model.

Accordingly, the definition of an adequate disciplinary system constitutes an essential prerequisite for the liability-mitigating effectiveness of the Organisational, Management and Control Model pursuant to Legislative Decree No. 231/2001 with respect to the administrative liability of entities.

The sanctions provided for shall be applied to any violation of the provisions contained in the Model (including the internal regulatory documents referred to therein), regardless of whether a criminal offence has been committed and irrespective of the commencement or outcome of any criminal proceedings initiated by the judicial authority.

Failure to comply with confidentiality obligations provided for by the whistleblowing legislation, as well as the submission of reports made with wilful misconduct or gross negligence that prove to be unfounded, shall also constitute a violation of the Model and grounds for the application of sanctions, in accordance with the provisions of the "A2A Group Guideline for reports, including anonymous reports (Whistleblowing)" – Guideline 001.0032/*.

The sanctions envisaged for violations of the provisions of the Model shall also apply in the event of violations of the provisions of the Code of Ethics.

With regard to the reporting, investigation of violations and the application of disciplinary sanctions, the powers already granted to the Company Management shall remain in force, within the limits of their respective responsibilities and competences.

Where information concerning a potential violation is received by the Supervisory Body, the latter, having carried out any investigations it deems appropriate, shall formulate a proposal regarding the opportuneness of adopting disciplinary measures and shall communicate it to the competent corporate bodies in accordance with the disciplinary system, which shall assess it autonomously and, where appropriate, activate the relevant organisational structures for the actual implementation of the measures.

In any event, the stages of contesting the violation, as well as those relating to the determination and effective application of sanctions, shall be carried out in compliance with the applicable laws and regulations, as well as with the provisions of collective bargaining agreements and Company Disciplinary Codes, where applicable.

5.2. Measures Applicable to Employees

Any violation of the individual provisions and rules of conduct set out in the Model by A2A employees shall always constitute a disciplinary offence.

The Company encourages its employees to report any violations and positively values the contribution made, even where the reporting individual may have contributed to the violation.

With regard to the ascertainment of violations of the Model, disciplinary proceedings and the imposition of the related sanctions, the powers already conferred on A2A Management shall remain in force, within the limits of the respective delegations and competences.

As regards the types of sanctions applicable in the context of an employment relationship, any disciplinary measure must comply with the procedures set out in Article 7 of the Workers' Statute, which is characterised not only by the principle of typification of violations, but also by the principle of typification of sanctions.

A2A may have its own employees performing their duties at Group companies. In the performance of their work activities, such employees shall be subject to the instructions issued by the managers of the host company and shall therefore be required to comply with:

a) the principles of conduct set out in this Model;

b) the Code of Ethics;

c) the provisions of the Model adopted by the host company.

Where one or more employees of another company (including companies within the A2A Group) carry out their work activities at A2A pursuant to a secondment agreement, such individuals shall be required to comply with the provisions of the Company's Code of Ethics and this Model.

Dismissal and any other disciplinary measures shall not prejudice any civil liability for damages incurred by the employee.

5.2.1. Measures Applicable to Non-Executive Employees

Any conduct engaged in by employees in violation of the rules of conduct set out in the Model and in the Code of Ethics constitutes a failure to comply with a primary obligation arising from the employment relationship and, consequently, a disciplinary offence.

With reference to the measures applicable to non-executive employees, the Company's disciplinary system, as set out in the Group Disciplinary Code, is primarily based on the National Collective Bargaining Agreements (CCNL) applicable to the relevant industry sector.

It is specified that the sanction imposed must be proportionate to the seriousness of the violation committed and, in particular, account shall be taken of:

- the subjective element, namely the intentional nature of the conduct or the degree of fault (negligence, recklessness or lack of competence);
- the employee's overall conduct, with particular regard to the existence or absence of prior disciplinary records;
- the level of responsibility and autonomy of the employee who committed the disciplinary offence;
- the involvement of other persons;
- the seriousness of the effects of the disciplinary offence, i.e. the level of risk to which the Company may reasonably be exposed as a result of the contested violation;

- any other specific circumstances accompanying the offence.

The sanctions that may be imposed are those provided for by the National Collective Bargaining Agreements in force and applicable to the Company's employees, together with the specific additions set out in the applicable Disciplinary Code.

The following conduct may give rise to the application of disciplinary sanctions pursuant to Legislative Decree No. 231/2001:

1. an employee who fails to perform, with due care, the duties and tasks provided for by internal procedures, or who violations the provisions of the Model and the documents referred to therein concerning information to be provided to the Supervisory Body or controls to be carried out, or who, in any event, in the performance of activities classified as 'sensitive' for the purposes of the Model, commits a minor violation of the provisions of the Model for the first time, provided that such violation does not result in a greater negative external impact for the Company;

2. an employee who repeatedly fails to perform, with due care, the duties and tasks provided for by internal procedures, or repeatedly violations the provisions of the Model and the documents referred to therein concerning information to be provided to the Supervisory Body or controls to be carried out, or who, in any event, in the performance of activities classified as 'sensitive' for the purposes of the Model, repeatedly adopts conduct that does not comply with the provisions of the Model;

3. an employee who fails to perform, with due care, the duties and tasks provided for by internal procedures, or who violations the provisions of the Model and the documents referred to therein concerning information to be provided to the Supervisory Body or controls to be carried out, or who, in any event, in the performance of activities classified as 'sensitive' for the purposes of the Model, adopts conduct that does not comply with the provisions of the Model, performing acts contrary to the interests of the Company and exposing it to a situation of risk to the integrity of corporate assets;

4. employee who, by violating the internal procedures set out in the Model or by adopting, in the performance of activities classified as 'sensitive' for the purposes of the Model, conduct that does not comply with the provisions of the Model, causes damage to the Company by performing acts contrary to its interests, or an employee who is a repeat offender, more than three times in the same year, with respect to the violations referred to in points 1, 2 and 3 above;

5. an employee who, in the performance of activities classified as 'sensitive' for the purposes of the Model, adopts conduct that does not comply with the provisions of the Model and is unequivocally directed towards the commission of an offence sanctioned under Legislative Decree No. 231/2001;

6. an employee who, in the performance of activities classified as 'sensitive' for the purposes of the Model, adopts conduct in violation of the provisions of the Model such as to result in the actual application to the Company of the measures provided for by Legislative Decree No.

231/2001, as well as an employee who is a repeat offender, more than three times in the same year, with respect to the violations referred to in point 4 above.

All references to Group-level disciplinary rules and procedures are to be understood as those adopted within the framework of the Gruppo A2A.

5.2.2. Measures Applicable to Executives

In the performance of their professional duties, the Company executives are required both to comply with, and to ensure that their direct reports comply with, the provisions set out in the Model.
Within the Company, executive employees are subject to the National Collective Agreement for Company Executives applicable to the relevant sector.

By way of example, the following unlawful conduct carried out by an executive shall be considered sanctionable for violation of the provisions of the Model, where the executive:

- fails to supervise personnel hierarchically reporting to them, so as to ensure compliance with the provisions of the Model in the performance of activities in areas exposed to the risk of offences and in activities instrumental to operational processes at risk of offences;
- fails to report any non-compliance and/or anomalies relating to the fulfilment of obligations under the Model, of which they become aware, such as to render the Model ineffective and consequently expose the Company to the potential application of the sanctions provided for by Legislative Decree No. 231/2001;
- fails to report to the Supervisory Body any critical issues relating to the performance of activities in areas exposed to the risk of offences, identified in the course of monitoring activities carried out by the competent authorities;
- personally commits one or more serious violations of the provisions of the Model, such as to result in the commission of the offences contemplated therein, thereby exposing the Company to the application of sanctions pursuant to Legislative Decree No. 231/2001.

In the event of a violation of the provisions and rules of conduct set out in the Model by an executive, A2A, on the basis of the principles of seriousness, recidivism, direct violation and failure to exercise supervision, shall adopt the measure deemed most appropriate in accordance with the applicable contractual and statutory framework.

Where the violation of the Model results in an irreparable breakdown of the relationship of trust between the Company and the Executive, the sanction shall consist of dismissal.

5.3. Measures Applicable to Directors

Upon becoming aware of a confirmed violation of the provisions of the Model, including those concerning supplementary documentation, by one or more Directors, the Supervisory Body shall promptly inform the Board of Directors as a whole, so that the most appropriate and proportionate actions may be taken or promoted, in relation to the seriousness of the violation detected and in accordance with the powers provided under applicable law and the Company's Articles of Association.

In the event of a confirmed violation of the provisions of the Model, including those concerning supplementary documentation, by the Board of Directors as a whole, the Supervisory Body shall immediately inform the Board of Statutory Auditors, so that it may take the necessary steps.

5.4. Measures Applicable to Statutory Auditors

Upon becoming aware of a violation of the provisions or behavioural rules of the Model by one or more Statutory Auditors, the Supervisory Body shall promptly inform the other members of the Board of Statutory Auditors and the Board of Directors.

5.5. Measures Applicable to Business Partners, Consultants, or Other Parties having Contractual Relationships with the Company

Any violation of the behavioural principles set out in the Model by commercial partners, consultants, suppliers, or other contractual counterparties of the Company, or any commission of the offences envisaged by Legislative Decree no. 231/2001 by the same parties, shall be sanctioned in accordance with the specific contractual clauses included in the relevant agreements.

These clauses require the aforementioned parties to fulfil their contractual obligations in compliance with the principles set out in Legislative Decree no. 231/2001, the Code of Ethics, the Anti-Corruption Policy, and the Human Rights Policy of A2A.

In the event of a violation of such obligations, the Company shall have the right to terminate the contract, with possible application of penalties, without prejudice to A2A's right to claim compensation for damages arising from the violation of Legislative Decree no. 231/2001, the Code of Ethics, or the aforementioned policies.

5.6. Protective Measures for Reporting Persons pursuant to Whistleblowing Legislation

To ensure the effectiveness of the reporting management system in compliance with the Whistleblowing Legislation, the Company prohibits any form, direct or indirect, of retaliation, discrimination, or penalisation (for example, application of disciplinary measures, demotion, dismissal, transfer, or imposition of any other organisational measure having direct or indirect negative effects on working conditions) for reasons connected, directly or indirectly, to a report made in good faith by a whistleblower, and undertakes to guarantee the protection of whistleblowers and other persons/entities protected under the Whistleblowing Legislation against such acts.

The adoption of discriminatory measures against individuals making reports in good faith may be reported to ANAC or notified to the National Labour Inspectorate for its competent action, both by the whistleblower and by trade unions.

In disputes concerning the imposition of disciplinary sanctions, demotions, dismissals, transfers, or other organisational measures negatively affecting the whistleblower's working conditions, it is the employer's responsibility to prove that such measures were adopted for reasons unrelated to the report.

Retaliatory or discriminatory dismissal of the whistleblower shall be null and void. Likewise, any change in duties pursuant to Article 2103 of the Italian Civil Code, as well as any other retaliatory or discriminatory measure adopted against the whistleblower, shall be null and void.

Misuse of the disciplinary system may result in the imposition of sanctions on the author of the abuse. Under the Whistleblowing Legislation, the protection described above does not apply in cases of reports made with intent or gross negligence that are found to be unfounded.

For further details, reference should be made to the document “Guidelines for Reporting, including Anonymous Reports, within the A2A Group (Whistleblowing) – Guideline 001.0032/*”.

6. Training and Communication Plan

As emphasised in the Confindustria Guidelines, the implementation of training and information activities for personnel constitutes—together with periodic monitoring and the existence of a dedicated disciplinary system—one of the pillars for the effective implementation of the Model.

The Company, aware of the importance of training and information in a preventive perspective, defines a communication and training programme aimed at ensuring that all Addressees are made aware of the key contents of the Decree and the obligations arising therefrom, as well as the requirements set out in the Model.

Training and communication are central tools for the dissemination of the Model and the Code of Ethics adopted by the Company, representing an essential vehicle for the regulatory framework that all employees are required to know, observe, and implement in the exercise of their respective functions.

To this end, information and training activities for personnel are organised with different levels of depth depending on the degree of involvement of employees in activities at risk of offences. In any case, training aimed at spreading knowledge of Legislative Decree no. 231/2001 and the provisions of the Model is differentiated in content and delivery methods according to the role of the Addressees, the risk level of the area in which they operate, and whether or not they hold representation or management functions within the Company.

With regard to the dissemination of the Model within the corporate context, the Company undertakes to carry out the following communication activities:

- Upon hiring, the Company provides new employees with information on the Model and the Code of Ethics and ensures that they can consult these documents, for example, directly on the company Intranet in a dedicated area;
- In any case, for employees without access to the Intranet, such documentation is made available through alternative means, such as posting on company noticeboards.

Training activities involve all current personnel over time, as well as any resources who may join the organisation in the future. In this regard, training activities are planned and effectively carried out both at the time of hiring, upon changes in duties, and following updates or modifications to the Model.

Courses are mandatory. Documentation relating to training activities is maintained by the Company and is available for consultation by the Supervisory Body and any other authorised party.

Furthermore, the Company promotes awareness and compliance with the Code of Ethics, the Anti-Corruption Policy, and the Human Rights Policy among partners, consultants, collaborators, clients, and suppliers, who, at the time of entering into a contract, are informed that the aforementioned documents are available on the A2A Group website, where the General Part of the Company's Model is also accessible.

Annex 1 – List of Predicate Offences Giving Rise to Administrative Liability Pursuant to Legislative Decree no. 231/2001

- **Improper receipt of public funds, fraud against the State, a public body or the European Union for the purpose of obtaining public funds, computer fraud against the State or a public body, and fraud in public supplies (Art. 24):**

  - Misappropriation of public funds (Art. 316-bis of the Italian Criminal Code);
  - Improper receipt of public funds (Art. 316-ter of the Italian Criminal Code);
  - Disruption of public tenders (Art. 353 of the Italian Criminal Code);
  - Disruption of the procedure for the selection of a contracting party (Art. 353-bis of the Italian Criminal Code);
  - Fraud in public supplies (Art. 356 of the Italian Criminal Code);
  - Fraud to the detriment of the State, another public body or the European Union (Art. 640, paragraph 2, no. 1, of the Italian Criminal Code);
  - Aggravated fraud for the purpose of obtaining public funds (Art. 640-bis of the Italian Criminal Code);
  - Computer fraud to the detriment of the State or another public body (Art. 640-ter of the Italian Criminal Code);
  - Fraud to the detriment of the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (Law no. 898/1986, Art. 2).

- **Computer-related crimes and unlawful processing of data (Art. 24-bis):**
  - Computer documents (forgery of a public computer document or a computer document having evidentiary value) (Art. 491-bis of the Italian Criminal Code);
  - Unauthorised access to a computer or telematic system (Art. 615-ter of the Italian Criminal Code);
  - Unlawful possession, dissemination or installation of equipment, codes or other means enabling access to computer or telematic systems (Art. 615-quater of the Italian Criminal Code);
  - Unlawful interception, prevention or interruption of computer or telematic communications (Art. 617-quater of the Italian Criminal Code);
  - Unlawful possession, dissemination or installation of equipment or other means designed to intercept, prevent or interrupt computer or telematic communications (Art. 617-quinquies of the Italian Criminal Code);
  - Cyber extortion (Art. 629, paragraph 3, of the Italian Criminal Code);
  - Damage to computer information, data and programs (Art. 635-bis of the Italian Criminal Code);
  - Damage to public or publicly relevant computer information, data and programs (Art. 635-ter of the Italian Criminal Code);
  - Damage to computer or telematic systems (Art. 635-quater of the Italian Criminal Code);
  - Unlawful possession, dissemination or installation of equipment, devices or computer programs intended to damage or disrupt a computer or telematic system (Art. 635-quater.1 of the Italian Criminal Code);
  - Damage to computer or telematic systems of public interest (Art. 635-quinquies of the Italian Criminal Code);

- Computer fraud by providers of electronic signature certification services (Art. 640-quinquies of the Italian Criminal Code);
- National and cybersecurity perimeter (Law no. 133/2019, Art. 1).

- **Offences relating to organised crime (Art. 24-ter):**
  - Criminal association (Art. 416 of the Italian Criminal Code);
  - Mafia-type criminal association, including foreign associations (Art. 416-bis of the Italian Criminal Code);
  - Mafia-style political-electoral exchange (Art. 416-ter of the Italian Criminal Code);
  - Kidnapping for the purpose of extortion (Art. 630 of the Italian Criminal Code);
  - Association aimed at the illicit trafficking of narcotic or psychotropic substances (Presidential Decree no. 309/1990, Art. 74);
  - All crimes offences committed by taking advantage of the conditions set out in Art. 416-bis of the Italian Criminal Code or to facilitate the activities of associations referred to therein (Law no. 203/1991);
  - Crimes relating to the illegal manufacture, introduction into the State, sale, transfer, possession and carrying in public or open-to-the-public places of weapons of war or war-type weapons, parts thereof, explosives, clandestine weapons, as well as multiple common firearms (Art. 407, paragraph 2, letter a), no. 5, of the Italian Code of Criminal Procedure).

- **Embezzlement, misappropriation of public funds or movable property, extortion, undue inducement to give or promise benefits, bribery (Art. 25):**
  - Embezzlement (Art. 314 of the Italian Criminal Code);
  - Misappropriation of public funds or movable property (Art. 314-bis of the Italian Criminal Code);
  - Embezzlement by exploiting another person’s error (Art. 316 of the Italian Criminal Code);
  - Extortion by a public official (Art. 317 of the Italian Criminal Code);
  - Bribery for the performance of official duties (Art. 318 of the Italian Criminal Code);
  - Bribery for acts contrary to official duties (Art. 319 of the Italian Criminal Code);
  - Aggravating circumstances (Art. 319-bis of the Italian Criminal Code);
  - Bribery in judicial proceedings (Art. 319-ter of the Italian Criminal Code);
  - Undue inducement to give or promise benefits (Art. 319-quater of the Italian Criminal Code);
  - Bribery of a person entrusted with a public service (Art. 320 of the Italian Criminal Code);
  - Penalties applicable to the person offering/giving a bribe (Art. 321 of the Italian Criminal Code);
  - Incitement to bribery (Art. 322 of the Italian Criminal Code);
  - Embezzlement, misappropriation of public funds or movable property, extortion, undue inducement, bribery and incitement to bribery involving members of international courts or bodies of the European Communities, international parliamentary assemblies or international organisations, as well as officials of the European Communities and foreign States (Art. 322-bis of the Italian Criminal Code);
  - Trading in illicit influence (Art. 346-bis of the Italian Criminal Code).

- **Counterfeiting of currency, public credit instruments, revenue stamps and instruments or signs of identification (Art. 25-bis):**

- Counterfeiting of currency, spending and introduction into the State, by agreement, of counterfeit currency (Art. 453 of the Italian Criminal Code);
- Alteration of currency (Art. 454 of the Italian Criminal Code);
- Spending and introduction into the State, without agreement, of counterfeit currency (Art. 455 of the Italian Criminal Code);
- Spending of counterfeit currency received in good faith (Art. 457 of the Italian Criminal Code);
- Counterfeiting of revenue stamps, introduction into the State, purchase, possession or circulation of counterfeit revenue stamps (Art. 459 of the Italian Criminal Code);
- Counterfeiting of watermarked paper used for the manufacture of public credit instruments or revenue stamps (Art. 460 of the Italian Criminal Code);
- Manufacture or possession of watermarks or instruments intended for the counterfeiting of currency, revenue stamps or watermarked paper (Art. 461 of the Italian Criminal Code);
- Use of counterfeit or altered revenue stamps (Art. 464, paragraphs 1 and 2, of the Italian Criminal Code);
- Counterfeiting, alteration or use of trademarks or distinctive signs, or of patents, models and designs (Art. 473 of the Italian Criminal Code);
- Introduction into the State and trade of industrial products bearing false marks (Art. 474 of the Italian Criminal Code).

Crimes against Industry and Commerce (Art. 25-bis.1):

- Obstruction of the freedom of industry or commerce (Art. 513 of the Criminal Code);
- Unlawful competition through threats or violence (Art. 513-bis of the Criminal Code);
- Fraud against national industries (Art. 514 of the Criminal Code);
- Fraud in the exercise of trade (Art. 515 of the Criminal Code);
- Sale of non-genuine foodstuffs as genuine (Art. 516 of the Criminal Code);
- Sale of industrial products bearing misleading signs (Art. 517 of the Criminal Code);
- Manufacture and sale of goods made by usurping industrial property rights (Art. 517-ter of the Criminal Code);
- Counterfeiting of geographical indications or designations of origin of agri-food products (Art. 517-quater of the Criminal Code).

- **Corporate Offences (Art. 25-ter):**

  - False corporate disclosures (Art. 2621 of the Civil Code);
  - Minor offences (Art. 2621-bis of the Civil Code);
  - False corporate disclosures by listed companies (Art. 2622 of the Civil Code);
  - Obstruction of supervision (Art. 2625 of the Civil Code);
  - Unlawful return of capital contributions (Art. 2626 of the Civil Code);
  - Illegal distribution of profits and reserves (Art. 2627 of the Civil Code);
  - Unlawful transactions involving company shares or quotas or those of the controlling company (Art. 2628 of the Civil Code);
  - Transactions detrimental to creditors (Art. 2629 of the Civil Code);
  - Failure to disclose a conflict of interest (Art. 2629-bis of the Civil Code);
  - Fictitious formation of capital (Art. 2632 of the Civil Code);
  - Unlawful distribution of company assets by liquidators (Art. 2633 of the Civil Code);
  - Corruption between private parties (Art. 2635 of the Civil Code);

- Incitement to corruption between private parties (Art. 2635-bis of the Civil Code);
- Unlawful influence over the shareholders' meeting (Art. 2636 of the Civil Code);
- Market rigging (Art. 2637 of the Civil Code);
- Obstruction of the exercise of supervisory authorities' functions (Art. 2638, paragraphs 1 and 2, of the Civil Code);
- False or omitted statements for the issuance of the preliminary certificate (Art. 54 of Legislative Decree No. 19/2023).

- **Offences with Terrorist or Subversive Aims against the Democratic Order under the Criminal Code and Special Laws (Art. 25-quater):**

  - Subversive associations (Art. 270 of the Criminal Code);
  - Associations with terrorist aims, including international terrorism, or aims of subversion of the democratic order (Art. 270-bis of the Criminal Code);
  - Assistance to members of such associations (Art. 270-ter of the Criminal Code);
  - Recruitment for terrorist purposes, including international terrorism (Art. 270-quater of the Criminal Code);
  - Organisation of transfers for terrorist purposes (Art. 270-quater.1 of the Criminal Code);
  - Training for activities with terrorist purposes, including international terrorism (Art. 270-quinquies of the Criminal Code);
  - Financing of conduct with terrorist purposes (Art. 270-quinquies.1 of the Criminal Code);
  - Misappropriation of assets or funds subject to seizure (Art. 270-quinquies.2 of the Criminal Code);
  - Possession of material for terrorist purposes (Art. 270-quinquies.3 of the Criminal Code);
  - Conduct carried out for terrorist purposes (Art. 270-sexies of the Criminal Code);
  - Terrorist or subversive attack (Art. 280 of the Criminal Code);
  - Act of terrorism involving lethal or explosive devices (Art. 280-bis of the Criminal Code);
  - Acts of nuclear terrorism (Art. 280-ter of the Criminal Code);
  - Kidnapping for terrorist or subversive purposes (Art. 289-bis of the Criminal Code);
  - Kidnapping for coercive purposes (Art. 289-ter of the Criminal Code);
  - Incitement to commit any of the offences provided for in Chapters I and II (Art. 302 of the Criminal Code);
  - Political conspiracy by agreement (Art. 304 of the Criminal Code);
  - Political conspiracy by association (Art. 305 of the Criminal Code);
  - Armed gang: formation and participation (Art. 306 of the Criminal Code);
  - Assistance to participants in conspiracy or armed gang (Art. 307 of the Criminal Code);
  - Seizure, hijacking and destruction of an aircraft (Law No. 342/1976, Art. 1);
  - Damage to ground installations (Law No. 342/1976, Art. 2);
  - Provisions concerning offences against the safety of maritime navigation and the safety of fixed installations on the continental shelf (Law No. 422/1989, Art. 3);
  - Urgent measures for the protection of the democratic order and public security (Legislative Decree No. 625/1979, Art. 1, as amended by Law No. 15/1980);
  - International Convention for the Suppression of the Financing of Terrorism, New York, 9 December 1999 (Art. 2).

- **Practices of Female Genital Mutilation (Art. 25-quater.1):**

    - Practices of female genital mutilation (Art. 583-bis of the Criminal Code).

- **Crimes against Individual Personality (Art. 25-quinquies):**

    - Enslavement or maintenance in slavery or servitude (Art. 600 of the Criminal Code);
    - Child prostitution (Art. 600-bis, paragraph 1, of the Criminal Code);
    - Child pornography (Art. 600-ter of the Criminal Code);
    - Possession of or access to pornographic material (Art. 600-quater of the Criminal Code);
    - Virtual child pornography (Art. 600-quater.1 of the Criminal Code);
    - Tourism initiatives aimed at exploiting child prostitution (Art. 600-quinquies of the Criminal Code);
    - Trafficking in persons (Art. 601 of the Criminal Code);
    - Purchase and sale of slaves (Art. 602 of the Criminal Code);
    - Unlawful labour intermediation and exploitation (Art. 603-bis of the Criminal Code);
    - Grooming of minors (Art. 609-undecies of the Criminal Code).

- **Market Abuse (Art. 25-sexies):**

- Insider dealing or unlawful disclosure of inside information; recommendation or inducement of others to commit insider dealing (Legislative Decree No. 58/1998, Arts. 184 and 187-quinquies);
- Market manipulation (Legislative Decree No. 58/1998, Arts. 185 and 187-quinquies).

• Offences of manslaughter and serious or very serious negligent bodily harm, committed in violation of occupational health and safety regulations (Article 25-septies):

- Manslaughter caused by negligence (Article 589(2) of the Italian Criminal Code);
- Personal injury due to negligence (Article 590(3) of the Italian Criminal Code).

• Receiving, laundering and use of money, goods or other assets of illicit origin, including self-laundering (Article 25-octies):

- Receiving stolen goods (Article 648 of the Italian Criminal Code);
- Money laundering (Article 648-bis of the Italian Criminal Code);
- Use of money, goods or other assets of illicit origin (Article 648-ter of the Italian Criminal Code);
- Self-laundering (Article 648-ter.1 of the Italian Criminal Code).

- **Offences relating to non-cash payment instruments and fraudulent transfer of assets (Article 25-octies.1):**

- Unlawful use and counterfeiting of non-cash payment instruments (Article 493-ter of the Italian Criminal Code);
- Possession and dissemination of equipment, devices or computer programmes intended for the commission of offences relating to non-cash payment instruments (Article 493-quater of the Italian Criminal Code);

- Computer fraud aggravated by the execution of a transfer of money, monetary value or virtual currency (Article 640-ter of the Italian Criminal Code);
- Any other offence against public trust or property, or otherwise prejudicial to property, provided for under the Italian Criminal Code, where it concerns non-cash payment instruments;
- Fraudulent transfer of assets (Article 512-bis of the Italian Criminal Code).

- **Offences relating to infringement of copyright (Article 25-novies):**

  - Dissemination of works of authorship via telematic networks (Law No. 633/1941, Article 171(1)(a-bis) and (3));
  - Offences relating to software and databases (Law No. 633/1941, Article 171-bis);
  - Unlawful duplication, reproduction, transmission or public dissemination, by any means, in whole or in part, of works of authorship intended for television or cinema distribution, sale or rental of discs, tapes or similar media, or any other medium containing phonograms or videograms of musical, cinematographic or assimilated audiovisual works or sequences of moving images; literary, dramatic, scientific or educational works; musical or dramatic-musical works; multimedia works, including where incorporated in collective or composite works or databases; unlawful reproduction, duplication, transmission or dissemination, sale or trade, transfer by any title or unlawful importation of more than fifty copies or specimens of works protected by copyright and related rights; making available in telematic networks, by connections of any kind, of a work of authorship protected by copyright, or part thereof; unlawful fixation on digital, audio, video or audiovisual media, in whole or in part, of a cinematographic, audiovisual or publishing work, or the reproduction, performance or communication to the public of such unlawfully made fixation (Law No. 633/1941, Article 171-ter);
  - False declarations (Law No. 633/1941, Article 171-septies);
  - Fraudulent manufacture, sale, importation, promotion, installation, modification or use, for public or private use, of equipment or parts of equipment capable of decoding conditional-access audiovisual transmissions broadcast by terrestrial, satellite or cable means, whether in analogue or digital form (Law No. 633/1941, Article 171-octies).

- **Inducement not to make statements or to make false statements to the judicial authority (Article 25-decies):**

  - Inducement not to make statements or to make false statements to the judicial authority (Article 377-bis of the Italian Criminal Code).

- **Environmental offences (Article 25-undecies):**

  - Environmental pollution (Article 452-bis of the Italian Criminal Code);
  - Environmental disaster (Article 452-quater of the Italian Criminal Code);
  - Negligent offences against the environment (Article 452-quinquies of the Italian Criminal Code);
  - Trafficking in and abandonment of highly radioactive material (Article 452-sexies of the Italian Criminal Code);
  - Obstruction of inspections (Article 452-septies of the Italian Criminal Code);
  - Aggravating circumstances (Article 452-octies of the Italian Criminal Code);

- Failure to carry out remediation (Article 452-terdecies of the Italian Criminal Code);
- Organised activities for the illicit trafficking of waste (Article 452-quaterdecies of the Italian Criminal Code);
- Killing, destruction, capture, taking, possession or detention of specimens of protected wild animal or plant species (Article 727-bis of the Italian Criminal Code);
- Destruction or deterioration of habitats within a protected site (Article 733-bis of the Italian Criminal Code);
- Importation, exportation, possession, use for profit, purchase, sale, offering for sale or for commercial purposes of protected species (Law No. 150/1992, Articles 1, 2, 3-bis and 6);
- Discharge of industrial wastewater containing hazardous substances; discharges onto soil, subsoil and groundwater; discharge into sea waters from ships or aircraft (Legislative Decree No. 152/2006, Article 137);
- Abandonment of non-hazardous waste in specific cases (Legislative Decree No. 152/2006, Article 255-bis);
- Abandonment of hazardous waste (Legislative Decree No. 152/2006, Article 255-ter);
- Unauthorised waste management activities (Legislative Decree No. 152/2006, Article 256);
- Unlawful burning of waste (Legislative Decree No. 152/2006, Article 256-bis);
- Site remediation (Legislative Decree No. 152/2006, Article 257);
- Violation of obligations relating to communications, mandatory registers and consignment notes (Legislative Decree No. 152/2006, Article 258);
- Illegal shipment of waste (Legislative Decree No. 152/2006, Article 259);
- Negligent offences relating to waste (Legislative Decree No. 152/2006, Article 259-ter);
- Exceeding emission limit values resulting in air quality limit values being exceeded (Legislative Decree No. 152/2006, Article 279);
- Intentional pollution caused by ships (Legislative Decree No. 202/2007, Article 8);
- Negligent pollution caused by ships (Legislative Decree No. 202/2007, Article 9);
- Cessation and reduction of the use of harmful substances (Law No. 549/1993, Article 3).

• **Employment of third-country nationals whose stay is irregular (Article 25-duodecies):**

- Provisions against illegal immigration (Legislative Decree No. 286/1998, Article 12, paragraphs 3, 3-bis, 3-ter and paragraph 5);
- Employment of third-country nationals whose stay is irregular (Legislative Decree No. 286/1998, Article 22, paragraph 12-bis).

• **Racism and xenophobia offences (Article 25-terdecies):**

- Propaganda and incitement to commit offences on grounds of racial, ethnic or religious discrimination (Article 604-bis of the Italian Criminal Code).

• **Sports fraud offences (Article 25-quaterdecies):**

- Fraud in sporting competitions (Law No. 401/1989, Article 1);
- Other offences connected with the exercise, organisation or sale of gaming and betting activities carried out in violation of administrative authorisations or concessions (Law No. 401/1989, Article 4).

• **Transnational offences (Law No. 146/2006):**

- Provisions against illegal immigration (Consolidated Immigration Act under Legislative Decree No. 286/1998, Article 12, paragraphs 3, 3-bis, 3-ter and 5);
- Criminal association aimed at the illicit trafficking of narcotic or psychotropic substances (Consolidated Act under Presidential Decree No. 309/1990, Article 74);
- Criminal association aimed at the smuggling of foreign manufactured tobacco products (Consolidated Act under Presidential Decree No. 43/1973, Article 291-quater);
- Inducement not to make statements or to make false statements to the judicial authority (Article 377-bis of the Italian Criminal Code);
- Aiding and abetting (Article 378 of the Italian Criminal Code);
- Criminal association (Article 416 of the Italian Criminal Code);
- Mafia-type criminal association (Article 416-bis of the Italian Criminal Code).

• **Tax offences (Article 25-quinquiesdecies):**

- Fraudulent tax return through the use of invoices or other documents relating to non-existent transactions (Legislative Decree No. 74/2000, Article 2);
- Fraudulent tax return by other deceptive means (Legislative Decree No. 74/2000, Article 3);
- Inaccurate tax return (Legislative Decree No. 74/2000, Article 4);
- Failure to file a tax return (Legislative Decree No. 74/2000, Article 5);
- Issuance of invoices or other documents relating to non-existent transactions (Legislative Decree No. 74/2000, Article 8);
- Concealment or destruction of accounting records (Legislative Decree No. 74/2000, Article 10);
- Improper set-off (Legislative Decree No. 74/2000, Article 10-quater);
- Fraudulent evasion of tax payment (Legislative Decree No. 74/2000, Article 11).

• **Smuggling offences and customs violations (Article 25-sexiesdecies):**

- Evasion of assessment or payment of excise duty on energy products (Legislative Decree No. 504/1995, Article 40);
- Evasion of assessment or payment of excise duty on manufactured tobacco products (Legislative Decree No. 504/1995, Article 40-bis);
- Sale of manufactured tobacco products without authorisation or purchase from persons not authorised to sell (Legislative Decree No. 504/1995, Article 40-quinquies, paragraph 3);
- Clandestine manufacture of alcohol and alcoholic beverages (Legislative Decree No. 504/1995, Article 41);
- Criminal association for the purpose of clandestine manufacture of alcohol and alcoholic beverages (Legislative Decree No. 504/1995, Article 42);
- Evasion of assessment and payment of excise duty on alcohol and alcoholic beverages (Legislative Decree No. 504/1995, Article 43);
- Tampering with devices, marks and seals (Legislative Decree No. 504/1995, Article 46);
- Smuggling by failure to declare (Legislative Decree No. 141/2024, Article 78);
- Smuggling by false declaration (Legislative Decree No. 141/2024, Article 79);
- Smuggling in maritime, air and border-lake movement of goods (Legislative Decree No. 141/2024, Article 80);
- Smuggling through improper use of goods imported with total or partial reduction of duties (Legislative Decree No. 141/2024, Article 81);

- Smuggling in the export of goods eligible for duty refunds (Legislative Decree No. 141/2024, Article 82);
- Smuggling in temporary export and under special and inward processing regimes (Legislative Decree No. 141/2024, Article 83);
- Smuggling of manufactured tobacco products (Legislative Decree No. 141/2024, Article 84);
- Criminal association aimed at the smuggling of manufactured tobacco products (Legislative Decree No. 141/2024, Article 86);
- Equating attempted offences with completed offences (Legislative Decree No. 141/2024, Article 87).

• **Offences against cultural heritage (Article 25-septiesdecies):**

  - Theft of cultural property (Article 518-bis of the Italian Criminal Code);
  - Misappropriation of cultural property (Article 518-ter of the Italian Criminal Code);
  - Receiving stolen cultural property (Article 518-quater of the Italian Criminal Code);
  - Forgery in private documents relating to cultural property (Article 518-octies of the Italian Criminal Code);
  - Violations concerning the alienation of cultural property (Article 518-novies of the Italian Criminal Code);
  - Unlawful importation of cultural property (Article 518-decies of the Italian Criminal Code);
  - Unlawful removal or export of cultural property (Article 518-undecies of the Italian Criminal Code);
  - Destruction, dispersal, deterioration, defacement, soiling or unlawful use of cultural or landscape assets (Article 518-duodecies of the Italian Criminal Code);
  - Counterfeiting of works of art (Article 518-quaterdecies of the Italian Criminal Code).

• **Laundering of cultural property and devastation and plundering of cultural and landscape assets (Article 25-duodevicies):**

  - Laundering of cultural property (Article 518-sexies of the Italian Criminal Code);
  - Devastation and plundering of cultural and landscape heritage (Article 518-terdecies of the Italian Criminal Code).

• **Offences against animals (Article 25-undevicies):**

  - Killing of animals (Article 544-bis of the Italian Criminal Code);
  - Maltreatment of animals (Article 544-ter of the Italian Criminal Code);
  - Prohibited shows or events (Article 544-quater of the Italian Criminal Code);
  - Prohibition of animal fighting (Article 544-quinquies of the Italian Criminal Code);
  - Killing or damage to animals belonging to others (Article 638 of the Italian Criminal Code).