

EXTRACT SPECIAL PART - 231 MODEL
OF ACEA S.p.A.

PRINCIPLES OF CONDUCT TO BE
OBSERVED BY ALL RECIPIENTS OF THE
MODEL



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Introduction



The Special Part of the Organizational, Management and Control Model of Acea S.p.A. constitutes an integral part of the Model which Acea S.p.A. has adopted in order to meet the preventive requirements of Italian Legislative Decree 231/01.

All Recipients of the Model, as identified in the General Part thereof, are required to comply with the principles and rules of conduct set out below, as well as to adopt, each one in relation to the function and role effectively exercised, conduct that complies with any other rule and/or regulatory instrument that regulates in any way the activities falling within the scope of Legislative Decree 231/01.

In view of the above and also for external use, this publication contains an extract of the cross-cutting and specific (where applicable) principles of conduct referred to in the Special Part of Acea S.p.A.'s Model 231, which the Recipients of the Model must diligently acknowledge and observe.

Cross-cutting principles of conduct

As a general rule, and in order to prevent the commission of offences within all macro processes, Recipients are required to comply with the following principles of conduct:

- the prohibition of engaging in, collaborating in or giving cause to conduct that - considered individually or collectively - directly or indirectly constitutes the offences provided for in the Decree;
- the prohibition of adopting conduct which, although not such as to constitute an offence per se, could potentially become one;
- the obligation to acknowledge, respect and carry out the activities and powers/delegations assigned in compliance with the authorisation system and powers in force and with the principles of conduct defined in the Code of Ethics, in the Anti-Corruption Guidelines, in the 231 Model and in the documentation adopted by the Company, insofar as applicable to the recipient;
- the obligation to adopt conduct inspired by the value of honesty and integrity, so that the benefits of individuals and of the company are lawful and shared, operating with loyalty, fairness, transparency, integrity, professionalism, impartiality and cooperation, in compliance with the relevant sector rules/regulations and guaranteeing clear, accurate, complete and truthful information. Under no circumstances may the pursuit of Acea's interests justify dishonest conduct;
- the obligation to ensure that everyone working in the interests of Acea complies with the principles of fairness, impartiality and integrity in the performance of their duties, whether internal or external, also for the purpose of maintaining the Company's image and the relationship of trust established with the stakeholders;
- the prohibition of establishing and maintaining relations with persons who do not meet the ethical and professional reliability requirements defined by the Company;
- while conducting any activity, situations must be avoided where the people involved in the transactions are, or may even appear to be, in conflict of interest¹. Management representatives, employees, collaborators and company officers operating in the interest of Acea, as well as third parties that have established relations with the Group or intend to do so, are required to report situations in which conflicts of interest may arise, even potential ones, and to refrain from taking personal advantage of business opportunities of which they have become aware due to the relationship/assignment assigned by Acea, also with reference to commercial relations with suppliers².
- the prohibition of engaging in conduct that may compromise the integrity and reputation of the Company and the Group (e.g. undue requests / solicitations, both direct or indirect, in order to obtain an advantage for Acea), including conduct that may constitute, or give rise to the doubt of constituting, corrupt conduct towards public or private entities or individuals, without exception. Specifically, it is forbidden to give, promise or offer and/or solicit and/or propose to third parties money, goods or, more generally, utilities of various kinds in order to achieve the performance of acts contrary to the duties of their office or professional activity and/or of loyalty and trust in the company for which the person works (including the omission of acts that should have been performed in accordance with their duties of office, professional activity or in compliance with their loyalty obligations); furthermore, no conduct must be engaged in that is likely to be interpreted as aimed at unduly influencing the relations between the Company and the person, regardless of the purpose of pursuing, even exclusively, the Company's interest or advantage;

¹ A conflict of interest exists in all situations from which conduct or decisions, within the scope of one's work activities, may arise that are likely to generate an immediate or deferred advantage, even of a non-economic nature, for an individual or their family members or other people with whom they have close personal or business relations. Therefore, conflicts of interest, even potential, are considered situations in which the aforementioned interests of a personal nature may interfere with the ability to make decisions and/or perform impartial assessments in the interest of Acea or may be favoured by the individual by virtue of their position in the company, also in light of the information to which they have access (Extract from the Acea Group Code of Ethics).

² For details, please also refer to the Acea Group Anti-Corruption Guidelines.

- the prohibition of making so-called "*facilitating payments*"³ and the obligation to report any "extortion payments" in accordance with the procedure governed by the Group Anti-Corruption Guideline;
- the prohibition of performing services/receiving remuneration in favour of third parties that are not adequately justified in the context of the contractual relationship established with them or in relation to the type of assignment to be performed and the practices in force in the local area;
- the obligation to carry out, when establishing business relations, whether active or passive, all the controls required by the reference regulations and by the corporate regulatory system adopted to govern the activities, and/or which in any case appear appropriate on account of the subjective characteristics of the third party with whom the Company comes into contact, or of the objective characteristics of the service covered by the business relationship;
- the obligation to ensure the traceability and correct filing of the activities performed and the related checks carried out in order to guarantee information flows where foreseen and ex-post verifiability;
- the obligation to ensure adequate operational separation in the performance of activities⁴ in order to reduce the risk that the same person may carry out an entire activity independently, unless justified;
- the prohibition of using the company's computer systems for purposes in violation of the principles of conduct defined by the Company and for purposes and in a manner contrary to Company regulations;
- the obligation to ensure that the management of financial flows and accounting records is carried out in line with the principles of truthfulness, accuracy and punctuality, in compliance with the principles and procedures adopted by the Company and the relevant regulations (including the reference accounting standards). Specifically, the following principles must be observed in the management of financial flows: i) tracking of financial flows, to the point of identifying the decision-making path of the payment; ii) filing of accounting documentation relating to the payment; iii) compliance with the internal separation of duties as well as with the delegations and powers of attorney conferred; iv) observance of the authorised budget limits; v) prohibition of transactions with counterparties that are not registered or on the basis of incompletely recorded information vi) prohibition of accepting collections from unidentifiable parties (name, address and account number); vii) prohibition of adopting irregular payment methods with respect to the nature of the transactions or splitting payments in a way that differs from what was contractually agreed; viii) strict limits on the use of cash. The management of accounts must also be guided by principles of: i) truthfulness and transparency; ii) compliance with all national, regulatory or procedural rules on accounting; accuracy and timeliness of accounts. In all cases, it must be ensured that all transactions are verifiable and legitimate, and that an internal control system is established in relation to the financial information for the purpose of ensuring, with reasonable certainty, that situations of inexact accounting records, caused by errors or fraud, do not occur⁵;
- the obligation to provide the Supervisory Body with periodic or event-determined reports and to report any breach of 231 regulations and the provisions of the 231 Model adopted by the Company⁶ in general, in compliance with the provisions of the General Part of the Model.

With regard to the principles of conduct relating to cross-cutting processes (e.g, management of relations with the P.A., management of intercompany relations and management of gifts), please refer directly to the information provided below.

For more details on the principles adopted by the Group, please refer to the Acea Group's Code of Ethics and Anti-Corruption Guidelines.

³ i.e., any type of payment or giving of other benefits in favour of Public Officials, managers of public services and/or officers of the Public Administrations or private individuals aimed at facilitating, accelerating and/or ensuring the performance of a legal and legitimate activity in the context of the duties of these persons. These payments are forbidden irrespective of the fact that they are permitted by the local laws of some countries.

⁴ In terms of separation between those responsible for executing, verifying and approving the same activity.

⁵ For more details, please refer to the Administration, Finance and Control process described later in this document.

⁶ Including undue pressure, threats, intimidation or demands, which may be related in any way to criminal organisations.

I Accounts payable



1.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences in the context of the “Accounts payable” macro-process, Recipients are required to comply with the “Cross-cutting Principles of Conduct” set out in the introduction to this document and the additional principles of conduct identified below:

- the obligation to activate the procurement process only in the presence of a documented and justified procurement need;
- the obligation to select the suppliers on the basis of specific qualification criteria and selection according to principles of lawfulness, fairness, transparency, traceability, equality of treatment and rotation on the basis of objective criteria linked to the competitiveness and quality of the products and services offered;
- the prohibition of providing services or recognising fees of any kind in favour of Consultants and Business Partners that are not adequately justified in the context of the contractual relationship established with them or in relation to the type of assignment to be performed;
- the obligation to use direct awards exclusively in the cases provided for in the internal procedures and adequately justified;
- the obligation to verify, in advance and during the contractual relationship, that counterparties meet the “ethical, reputational and professional reliability”⁷ criteria required by the Group, in compliance with the applicable regulations and the criteria defined in the internal regulatory system, also verifying any incompatibilities and conflicts of interest;
- the prohibition of entering into relationships with third parties that do not comply with the ethical and reputational standards required by the Group and formalised in the internal regulatory system;
- the obligation to verify that assignments are actually concluded with the natural and legal persons identified in advance;
- the obligation to formalise the “contract” before the actual performance of the service and in compliance with the reference standards including specific clauses, which require, among other things, the third party to read the Model, the Code of Ethics and the Company's Anti-Corruption Guidelines, and to agree to comply with the provisions contained therein; moreover, the contracts/purchase orders with the same must contain the disciplinary/contractual sanctions provided for in the event of non-compliance with the commitments undertaken;
- the obligation, when selecting suppliers of services of a continuous type at Acea SpA (e.g. cleaning, canteen, etc.), to carry out checks on the regularity of the residence permits held by the workers they employ, and on the working conditions applied;
- the obligation to monitor compliance with the defined contractual conditions⁸;
- the observance, within the procurement process of the powers/proxies system (authorisation procedure), of the organisational principles of separation between incompatible tasks and responsibilities and in general of the procedures of reference;
- the commitment to respect the common principles and values contained in the “*Charter of the Person and Participation*”⁹ and its implementing “protocols”¹⁰

⁷ Also through the collection of data and appropriate documentation (name, registered office and tax code, tax domicile, deed of incorporation and articles of association, and identification data of the directors) and specific background search activities.

⁸ With particular reference to: (i) the service provided and correspondence of what was received with respect to what was agreed; (ii) the appropriateness of the amount paid with respect to the service received; (iii) the conduct maintained by the counterparty during the course of the relationship (e.g. with reference to corrupt behaviour and/or aimed at influencing decisions; iv) the accounting for and payment of the services received are carried out in accordance with the timeframes and procedures set out in the contracts and company procedures; v) also by means of on-site checks at the supplier's premises, in compliance with the contractual agreements.

⁹ Protocol signed on 15 May 2023 between Acea and the most representative trade unions to strengthen labour relations by enhancing involvement and participation and adopting a person-centric approach.

¹⁰ Ref. Protocol on Procurement of 20 October 2023.

2 Human Resources



2.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences in the context of the “Accounts payable” macro-process, Recipients are required to comply with the “Cross-cutting Principles of Conduct” set out in the introduction to this document and the additional principles of conduct identified below:

- the prohibition of circumventing the provisions of the Code of Ethics, the anti-corruption documents, and all existing procedures, by resorting to various forms of contributions that, in the form of appointments and consultancies, advertising, or promises of employment and internships, have purposes that are not in line with the regulatory documents in force. Specifically, the following principles of conduct must be ensured in the area of personnel selection and recruitment:
 - ensure that the selection process is only activated when there is a real need for a new resource;
 - ensure the traceability of the selection and recruitment process (from the search phase to hiring) in compliance with existing authorisation processes and procedures;
 - ensure that checks are carried out on the ethical and reputational reliability of potential candidates (and of any intermediaries to be used in the selection process, e.g. Head Hunters) and on the absence of situations that the Group might consider relevant to the continuation of the selection process¹¹;
 - the obligation to formalise the employment relationship.
- ensure that HR management in compliance with the principles of fairness and transparency with respect to all employees, also ensuring that remuneration, bonuses and career advancement are linked to the achievement of specific objectives that are documented, communicated and objectively assessable;
- track the allocation of any benefits and ensure that they are linked to objective and transparent criteria and compliant with other criteria regulated by law;
- the prohibition of submitting untruthful declarations to national or EU public bodies in order to obtain public grants, contributions or subsidised loans, for example for the training of employees, such as to mislead and cause damage to the State or other public body;
- the prohibition of receiving funding from/making donations to domestic or foreign persons convicted of, or from companies or organisations found to be responsible for, money laundering, self-laundering, receiving stolen goods, terrorist activities or activities subverting public order and, in general, who do not meet the Group's ethical and professional reliability requirements;
- the prohibition of reimbursement of expenses (travel, entertainment, etc.) that are not adequately justified in relation to the type of activity carried out or in the absence of appropriate supporting documentation;
- the obligation to ensure that hospitality/expenses of representation (offered and received) are part of professional and business courtesy, limited to normal business relations and consistent with the business activity, without prejudice to the prohibition of offering or accepting sums of money or equivalent benefits (such as fuel coupons, restaurant tickets, gift vouchers, etc.);
- the obligation to make/receive hospitality/representation expenses that are reasonable, of modest value and in any case such that they cannot be interpreted as aimed at influencing the recipient's independence of judgement, obtaining favourable treatment or inducing them to secure any advantage for the Company;
- the prohibition of making/receiving hospitality/representation expenses in favour of third parties other than the primary recipient (e.g. family members);

¹¹ Such as, for example, situations of conflict of interest, family relationships and/or situations that could expose Acea to situations of "influence" from third parties, criminal convictions, failure to comply with the Group's ethical requirements).

- the prohibition of employing under-age workers at the Company in violation of the legal provisions governing the matter;
- the prohibition of subjecting workers to particularly exploitative working conditions such as, but not limited to:
 - offering workers remuneration that is clearly inconsistent with national collective agreements or otherwise disproportionate to the quantity and quality of the work performed;
 - imposing working conditions on workers in systematic violation of regulations on working time, weekly rest, compulsory leave, holidays;
 - exposing workers to danger to their health, safety or personal safety as a result of violation of occupational safety and hygiene regulations;
 - subjecting workers to particularly degrading working conditions, surveillance methods, or housing situations;
 - exposing workers to situations of serious danger, having regard to the characteristics of the services to be performed and the working conditions.
- the obligation to verify the completeness and administrative regularity of the entry and residence permits of foreign workers in the territory of the State for the purposes of recruitment or establishment of any other relationship with the Company; or a system for monitoring events relating to residence permits (expiry dates, renewals, etc.). In particular, it is forbidden to employ foreign workers at the Company who do not have a residence permit, or whose permit has expired and/or whose renewal has not been applied for within the legal deadlines, or whose permit has been revoked or cancelled;
- the obligation to ensure correctness, truthfulness, completeness and adequate documentation of data relating to HR management and administration, including data to be subjected to tax treatment;
- the obligation to protect, maintain and defend the rights of Acea SpA as well as of all other entities or persons, in all areas of intellectual and commercially relevant property and to exercise such rights in a responsible manner;
- the prohibition of disseminating or duplicating, reproducing, transmitting and broadcasting in public in an abusive manner, e.g. on the occasion of advertising campaigns, content covered by copyright or intellectual works, or parts thereof, protected by copyright, unless prior consent has been obtained, or the right has been assigned by the owner of the work or the holder of the economic usage rights;
- the prohibition of duplicating, reproducing, transmitting and disseminating intellectual works in public in an abusive manner, i.e. without having obtained the appropriate consent or assignment of the right from the owner of the work or the holder of the economic usage rights;
- the prohibition of reproducing, transferring to another medium, disseminating, communicating, presenting or demonstrating in public the contents of a database without having first obtained the necessary authorisation from the lawful owner of the copyright and/or the economic usage rights of that database;
- the commitment to respect the common principles and values contained in the “*Charter of the Person and Participation*”¹² and its implementing “protocols”¹³.

¹² Protocol signed on 15 May 2023 between Acea and the most representative trade unions to strengthen labour relations by enhancing involvement and participation and adopting a person-centric approach.

¹³ Ref. Protocol on Procurement of 20 October 2023.

3 Administration, Finance and Control



3.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences within the "Administration, Finance and Control" macro-process, Recipients are required to comply with the "Cross-cutting Principles of Conduct" set out in the introduction to this document and with the additional principles of conduct identified below:

- the prohibition of omitting the control obligations and controls provided for by the Company in the area of cash flow management, in accordance with the principles of professional and accounting correctness;
- the prohibition of participating in or causing the execution of money transfer transactions by means of payment instruments not provided for in the authorised procedures;
- the obligation to verify the regularity of payments in commercial transactions, in particular by ascertaining the direct imputability of the flows to the recipients specified in the relevant contractual relationship, updating the counterparty database where necessary;
- the obligation to ensure the complete and timely recording in the company accounts of every economic transaction involving a transfer of money made by or in favour of the company;
- the prohibition of representing or transmitting for the preparation and representation in financial statements, reports and prospectuses or other corporate communications, any false, incomplete or, in any case, untrue data on the economic and financial situation of the Company;
- the prohibition of returning contributions to the shareholder or releasing the shareholder from the obligation to make them, except in cases of lawful reduction of share capital;
- the prohibition of distributing profits or advances on profits not actually earned or allocated by law to reserves;
- the prohibition of purchasing or subscribing to treasury shares or shares in subsidiary companies outside the cases provided for by law, resulting in harm to the integrity of the share capital;
- the prohibition of carrying out reductions in share capital, mergers or demergers, in violation of the provisions of the law protecting creditors, causing damage to them and the principles and activities defined by the Company¹⁴ and/or in any case to form false documents in whole or in part, to alter true documents, to make false declarations or to omit relevant information in corporate transactions¹⁵;
- the obligation to accompany Merger & Acquisition transactions with a prior assessment of the "counterparties" involved in the transaction (e.g. target companies; possible joint venture partners, etc.) in compliance with the criteria defined by the Company within the regulatory system (which may include, among other things, the assessment of the legal/reputational situation and the presence of potential conflicts of interest)¹⁶;
- the prohibition of fictitiously forming or increasing share capital by allocating shares for a value lower than their nominal value;
- the obligation to ensure the proper functioning of the Company and the corporate bodies, guaranteeing and facilitating all forms of internal control over the company's management as provided for by law, as well as the free and correct formation of the shareholders' will;
- obligation to adopt correct, transparent and cooperative conduct, in compliance with the law and company procedures, in all activities aimed at drawing up the financial statements and other corporate communications, in order to provide third parties with true and accurate information on the Company's economic, asset and financial situation;
- the obligation to strictly observe all the rules laid down by law to protect the integrity and effectiveness of the share capital, so as not to damage the guarantees of creditors and third parties in general;

¹⁴ In addition, if the M&A operation is successful, the counterparties involved in the operation must commit themselves to adopting the present Guidelines as a post-acquisition obligation.

¹⁵ Also in the context of any cross-border transactions, in order to make it appear that the conditions for the issue of the preliminary certificate (pursuant to Art. 29 of Legislative Decree 19/2023) have been met, whereby the notary certifies the proper completion of the acts and formalities prior to the completion of the transaction in accordance with the law of the Member State concerned, for the purposes of legal assurance;

¹⁶ For further principles, please refer to the Merger & Acquisition Guidelines.

- the obligation for directors to promptly notify the Company of all information relating to positions held or shareholdings they hold, directly or indirectly, in other companies or enterprises, as well as terminations or changes thereof, which, due to their nature or type, may reasonably give rise to conflicts of interest;
- the prohibition of making unofficial payments, even through an intermediary, for the purpose of accelerating, favouring or ensuring the performance of a routine activity or in any case provided for within the scope of the duties of the private individuals with whom the Company has relations;
- the prohibition of making payments to numbered accounts or accounts for which the identity of the account holder cannot be precisely identified;
- the prohibition on the transfer for any reason of cash or bearer bank or postal passbooks or bearer securities in euro or foreign currency, when the value of the transaction, even if fractioned, is in total equal to or greater than the threshold indicated by current legislation;
- the prohibition of providing, directly or indirectly, funds in favour of persons suspected of committing one or more offences for the purposes of terrorism or subversion of the democratic order, or in favour of persons who pursue, directly or as proxies, the purposes of terrorism or subversion of the democratic order, facilitating them in the pursuit of their criminal objectives by providing them with financial resources or in any event increasing their availability of funds. In this regard, this above takes into account any funds and economic resources disbursed in favour of a person or group in the knowledge - or at least with reasonable suspicion - that:
 - the recipient pursues purposes of terrorism or subversion of the democratic order;
 - the recipient intends to allocate them to these groups;
 - the financial resources will be used to commit attacks on transport and airport security, the life and safety of diplomatic agents, kidnappings and/or the circulation of weapons, including nuclear weapons;
- the obligation to verify that any financial transaction presupposes prior knowledge and correspondence between the recipient and the relevant sum of money;
- the obligation to verify the regularity of payments, with reference to the full correspondence between the recipients/payers of payments and the counterparties actually involved in the transactions;
- the obligation to carry out formal and substantive checks on the Company's financial flows, with reference to payments to third parties. These controls must take into account the registered office of the Company, the credit institutions used and any corporate shields and trust structures used for extraordinary transactions or operations;
- the prohibition of participating in or executing money transfer transactions by means of payment instruments not provided for in the authorised procedures;
- the obligation to ensure the traceability of the stages of the decision-making process relating to financial and corporate relationships with third parties or Group companies;
- the prohibition of omitting data and information required by law on the economic and financial situation of the Company;
- the prohibition of indicating assets in an amount higher/lower than the actual amount or fictitious liabilities (e.g. fictitiously incurred costs and/or revenues indicated in an amount higher/lower than the actual amount), using invoices or other documents with similar probative value to invoices, for non-existent transactions, including by means of a false representation in compulsory accounting records and using means suitable to hinder the assessment;
- the prohibition of issuing invoices or documents for non-existent transactions in order to enable third parties to commit tax evasion;
- the obligation to involve the competent corporate tax function for the assessment of tax impacts and compliance with relevant regulations, in relation to typical corporate activities, as well as for operations of an extraordinary nature;

- the obligation to keep accounting records and other documents required to be kept for tax purposes in a proper and orderly manner, providing physical and/or computerised defences to prevent any acts of destruction and/or concealment;
- the obligation to comply with the deadlines and procedures provided for in the applicable legislation for the preparation of annual declarations and the consequent payment of income tax and VAT;
- the obligation to always adequately document the existence of the facts and the quantification of the data to be subjected to tax treatment;
- the obligation to conduct import operations in such a way as to ensure the proper management of the amounts to be paid to the Customs Agency.

4 Legal and Corporate Affairs



4.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences within the "Legal and Corporate Affairs" macro-process, Recipients are required to comply with the "Cross-cutting Principles of Conduct" set out in the introduction to this document and with the additional principles of conduct identified below:

- the prohibition of granting and paying to those appointed to conduct legal assignments sums not adequately proportionate to the work performed, also in consideration of market conditions;
- the prohibition of making payments to parties other than the contractual counterparty involved in legal transactions;
- the obligation to define in writing any type of agreement with external consultants or lawyers in such a way as to make the terms of the agreement clear, with particular regard to the type of assignment/transaction and the underlying economic conditions;
- the prohibition of using inside information held as a result of one's position within the Company or by virtue of being in business relations with the same, to negotiate, directly or indirectly, financial instruments of the Company, a Group Company, a customer, supplier or competitor Company or any other Company, in order to gain an advantage for the Company to which one belongs or for other Group Companies;
- the prohibition of disclosing to third parties inside information relating to the Company or to customer, supplier or competitor companies, except in cases where such disclosure is required by law, by other regulatory provisions or by specific contractual agreements with which the counterparties have undertaken in writing to use such information exclusively for the purposes for which it is transmitted and to maintain its confidentiality;
- the prohibition of omitting data and information required by law on the economic and financial situation of the Company;
- the prohibition of engaging in conduct that materially impedes, through the concealment of documents or the use of other fraudulent means, the performance of control activities by the shareholder, the Board of Statutory Auditors or the auditing firm;
- the prohibition of publishing or disseminating false information, or engaging in simulated transactions or other fraudulent or deceptive conduct concerning the economic, financial or asset situation of the Company or its subsidiaries;
- the obligation to ensure the traceability of the stages of the decision-making process relating to financial and corporate relationships with third parties or Group companies;
- the obligation to behave correctly and transparently in relations with related parties, in compliance with the principle of party autonomy and the principles of proper management, so as to ensure the protection of all stakeholders;
- the prohibition of preventing or hindering in any way, including by concealing documents or using other suitable devices, the performance of the institutional control activities of the Board of Statutory Auditors;
- the prohibition of unlawfully determining or influencing the passing of resolutions by the shareholders' meeting, by carrying out simulated or fraudulent acts aimed at artificially altering the normal and correct procedure for the formation of the will of the shareholders' meeting;
- the obligation to ensure the continued fulfilment of the independence requirements by the appointed auditing firm;
- the obligation to strictly observe all the rules laid down by law to protect the integrity and effectiveness of the share capital and to always act in compliance with company procedures, so as not to damage the guarantees of creditors, shareholders and third parties in general.
- the prohibition of using violence or threats or in any case exerting - directly or indirectly - any pressure or condition (e.g. offering or promising money or other benefits) on the will of a person called upon to make before the Judicial Authorities statements that may be used in criminal proceedings so that the same person does not make statements or makes false statements;

- the prohibition of the acceptance, in dealings with the Judicial Authority, money or other benefits, even through consultants of the Company itself;
- always guaranteeing the right of the Recipients and those under investigation or involved in criminal proceedings to freely express their representations of the facts and/or exercise the right to remain silent granted by law.

5 Investor Relations



5.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences in the context of the “Accounts payable” macro-process, Recipients are required to comply with the “Cross-cutting Principles of Conduct” set out in the introduction to this document and the additional principles of conduct identified below:

- the obligation to adopt conduct that is correct and transparent in the context of reciprocal roles with the press, the media and financial analysts;
- the obligation to comply with the principles of fairness, transparency, completeness of information, market protection and respect for the dynamics of free determination of the price of securities when carrying out transactions of any kind on financial instruments or when disseminating information relating thereto;
- the obligation to adopt conduct at all times characterised by diligence, fairness and transparency, in the interest of the investing public and the market;
- the obligation to act in such a way as to exclude the occurrence of situations of conflict of interest.

6 Tender Procedures



6.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences in the context of the “Tender Procedures” macro-process, Recipients are required to comply with the “Cross-cutting Principles of Conduct” set out in the introduction to this document and the additional principles of conduct identified below:

- the obligation to scrupulously observe regulatory updates on participation in tender procedures;
- the relationships with the contracting body and the participants in the tender procedure must always be based on correctness and are reserved for the corporate figures/roles responsible/authorised for this. favours, collusive conduct, solicitations, either direct and/or through third parties, aimed at influencing improperly the decisions of the contracting body or of the other participants, in order to obtain in the tendering process advantages for the Acea Group, for oneself or for others, are prohibited;
- the prohibition of submitting untruthful statements, data or documents in connection with participation in the tender;
- all parties that operate in the process of participation in tender procedures must: i) ensure the confidentiality required by the circumstances for each item of news/information obtained owing to their working function; ii) operate so as to guarantee the maximum transparency in the performance of their activities and to ensure complete and truthful information; iii) ensure, each for their responsibility and also through the information systems used, the traceability of the data and information ensuring, also, the conservation and saving of the documentation produced, either on paper or electronic, in order to facilitate the later reconstruction of all stages of the process;
- the personnel involved in the activity must report promptly the existence of any situations of conflict of interest with respect to the activity they are called upon to perform;
- the bid to be transmitted must be signed observing the powers of attorney in force, guaranteeing the separation of responsibilities between the activities of the negotiation stage and that of signing the agreement (specifically the person who signs the agreement must be different from the one who has conducted the negotiations; alternatively, the negotiation must be carried out by at least two representatives of the company);
- in the event of participation in tenders together with third parties (e.g. joint ventures, temporary groups, etc.), the ethical and reputational reliability of the potential partner must be verified in advance, among other things, in compliance with the criteria laid down in the internal regulations.

7 Business Communication



7.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences in the context of the “Business Communication” macro-process, Recipients are required to comply with the “Cross-cutting Principles of Conduct” set out in the introduction to this document and the additional principles of conduct identified below:

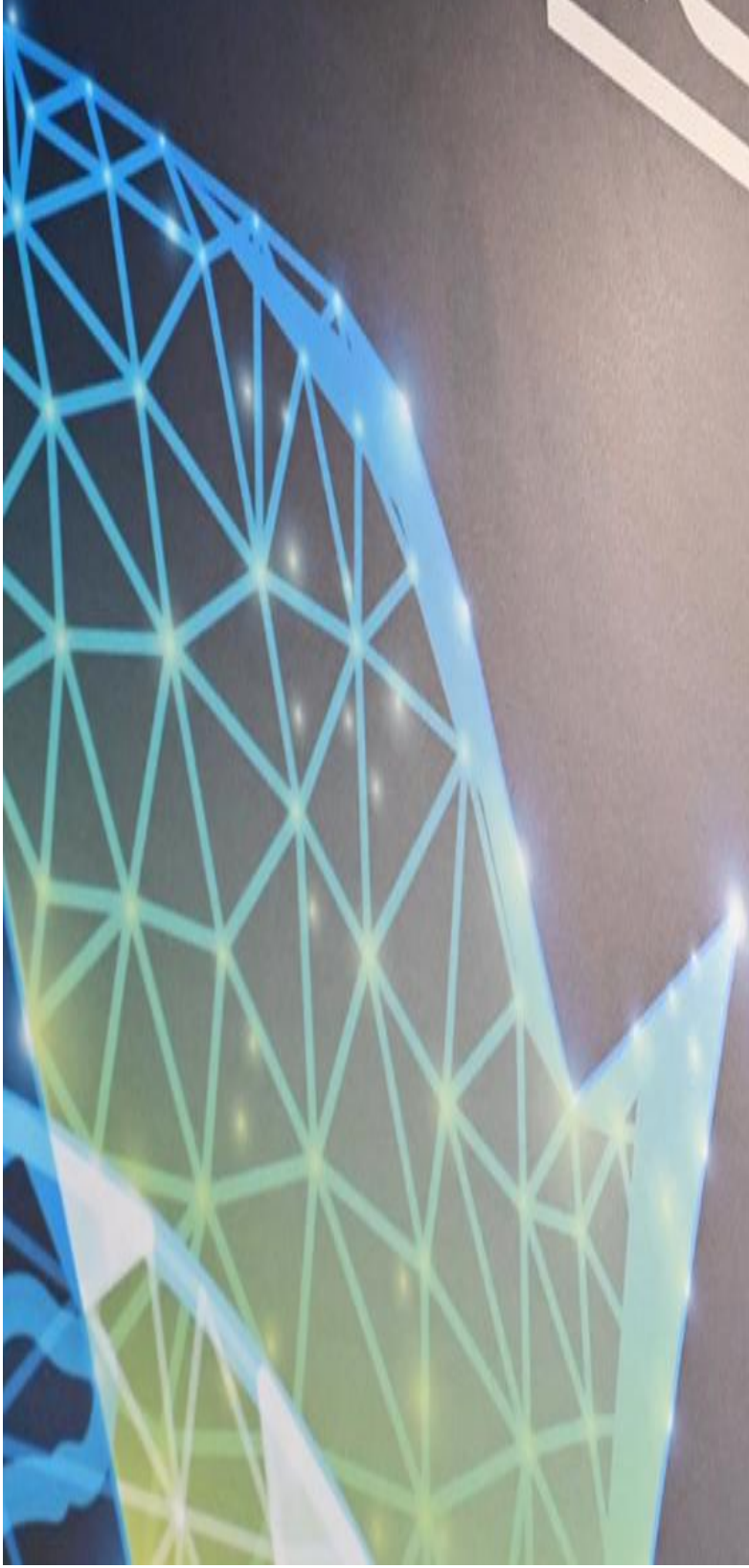
- the prohibition of disseminating false or misleading information to the press or other media, including the internet, or by any other means of communication;
- the obligation to use the internet and other communication channels in a manner compliant with the regulations;
- the prohibition of counterfeiting or altering trademarks or distinctive signs, whether domestic or foreign, of industrial products, being aware of the existence of the industrial property title or making use of counterfeited or altered trademarks or distinctive signs;
- the prohibition of putting into circulation, for the purpose of deriving profit therefrom, industrial products that are marked with counterfeit or altered trademarks that could mislead by generating a possible situation of confusion as to the recognition of the product;
- the prohibition of using distinctive names or signs liable to create confusion with distinctive names or signs legitimately used by others, or slavishly imitating the products of a competitor, or performing by any other means acts liable to create confusion with the products and activity of a competitor;
- the prohibition of the commercial or industrial use (e.g. in advertising or on commercial paper) of trademarks or distinctive signs falsified by others;
- the obligation to protect, maintain and defend the rights of Acea SpA as well as of all other entities or persons, in all areas of intellectual and commercially relevant property and to exercise such rights in a responsible manner;
- the prohibition of using violence against property or fraudulent means to prevent or disrupt the exercise of an industry or trade and engaging in acts of competition with violence or threats, in order to hinder/eliminate competition;
- the prohibition of acts of unfair competition, and in particular the spreading of news and comments on the products and activity of a competitor, which may bring it into disrepute, or appropriating the merits of a competitor's products or enterprise; directly or indirectly availing oneself of any other means that do not comply with the principles of professional integrity and are likely to damage the business of another;
- the prohibition of selling or otherwise putting into circulation, on domestic or foreign markets, industrial products with counterfeit or altered names, trademarks or distinctive signs, causing harm to domestic industry;
- the prohibition of disseminating or duplicating, reproducing, transmitting and broadcasting in public in an abusive manner, e.g. on the occasion of advertising campaigns, content covered by copyright or intellectual works, or parts thereof, protected by copyright, unless prior consent has been obtained, or the right has been assigned by the owner of the work or the holder of the economic usage rights;
- the prohibition of introducing into the territory of the State, holding for sale, putting up for sale by direct offer to consumers or otherwise putting into circulation objects or other goods made by usurping an industrial property right or in violation thereof, in order to make a profit;
- the prohibition of duplicating, reproducing, transmitting and disseminating intellectual works in public in an abusive manner, i.e. without having obtained the appropriate consent or assignment of the right from the owner of the work or the holder of the economic usage rights;
- the prohibition of reproducing, transferring to another medium, disseminating, communicating, presenting or demonstrating in public the contents of a database without having first obtained the necessary authorisation from the lawful owner of the copyright and/or the economic usage rights of that database;
- the obligation to ensure that sponsorship and donation initiatives are selected and managed in compliance with the values and principles identified in the Acea's Group Code of Ethics and Anti-Corruption Guidelines. To this end, it is specified that:

- sponsorship and donation activities shall in no way compromise the integrity or reputation of the Company and/or the Group or be undertaken with the aim of obtaining favours, compensation or other undue advantages in return;
- the compatibility and consistency with the Guidelines on the subject of sponsorships and donations defined in the period of reference must be guaranteed;
- such activities may only be activated towards or with persons/entities that meet the ethical and professional criteria required by the Group. It is therefore mandatory to carry out adequate prior verification, duly documented, of the beneficiary of the initiative, and to make all payments exclusively to accounts in the latter's name;
- donations for high-value charitable initiatives may only be made to non-profit associations with proper articles of association and deeds of incorporation;
- such donations must be carried out in accordance with the criteria of fairness, equity, transparency, traceability, cooperation and non-interference, consistent with the defined verification process, the assigned organisational responsibilities and the existing system of powers;
- consistency with the approved budget must be ensured and must be adequately justified, reasonable and proportionate with respect to the purposes to be achieved, the expected benefits and the commitment that the granting company intends to make;
- the relevant agreements must always be formalised (in compliance with the standards adopted including specific ethical clauses requiring, among other things, third parties to read the Company's Model, Code of Ethics and Anti-Corruption Guidelines and to agree to comply with the provisions thereof);
- adequate verification and traceability (in terms of concrete checks on the performance of the initiative itself and/or effective use of the contribution made and logging of the feedback acquired) must be guaranteed;
- no sponsoring in collaboration with competitors of any kind is permitted.
- any payment in cash, balance offsetting and any payment that does not ensure adequate traceability is expressly prohibited.

8 Relations with Stakeholders

SDG

Sostenibilità



8.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences within the "Relations with Stakeholders" macro-process, Recipients are required to comply with the "Cross-cutting Principles of Conduct" set out in the introduction to this document and with the additional principles of conduct identified below:

- the obligation to adopt conduct in accordance with the principles of integrity, honesty, transparency and good faith in relation to any activity to be undertaken in the context of relations with representatives of the PA, consumer associations or stakeholder engagement initiatives.

9 Property and Facility Management



9.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences within the "Property and Facility Management" macro-process, Recipients are required to comply with the "Cross-cutting Principles of Conduct" set out in the introduction to this document and with the additional principles of conduct identified below:

- the obligation to adopt conduct in accordance with the principles of integrity, honesty, transparency and good faith in relation to any activity to be undertaken in the context of fleet management and property management.

10 Institutional Relations

OCeQ ROMA 5

WAIKY WOI



The panel contains several columns of text and small images. At the bottom left, there is a logo for 'WAIKY WOI' with the text 'THE OFFICIAL DOCUMENT OF THE WAIKY WOI PROJECT' below it.



10.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences in the context of the “Institutional Relations” macro-process, Recipients are required to comply with the “Cross-cutting Principles of Conduct” set out in the introduction to this document and the additional principles of conduct identified below:

- the prohibition of presenting untrue statements, data or documents to the Representatives of the Institutions;
- the obligation to adopt conduct in accordance with the principles of integrity, honesty, transparency and good faith in relation to any activity to be undertaken in the management of relations with persons belonging to public institutions.

II Regulatory Compliance



11.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences in the context of the “Regulatory Compliance” macro-process, Recipients are required to comply with the “Cross-cutting Principles of Conduct” set out in the introduction to this document and the additional principles of conduct identified below:

- the prohibition of imprudent, negligent or reckless conduct that could constitute a safety hazard in the workplace;
- the prohibition of carrying out work activities and operating machinery and equipment without having previously received adequate training on how to operate them, or without having previously attended training courses;
- the prohibition of failing to report one's inability or inexperience in the use of company equipment;
- the prohibition of the unauthorised removal or modification of, or otherwise compromising, security or signalling or control devices;
- the prohibition of performing operations or manoeuvres that are not within one's competence, or that may endanger one's own safety or that of other workers;
- the obligation to attend training courses on occupational health and safety;
- the obligation to ensure:
 - compliance with legal, technical and structural standards for equipment, plants and workplaces;
 - the implementation of risk assessment activities and the preparation of the resulting prevention and protection measures;
 - the implementation of organisational changes to deal with emergencies, first aid, contract management;
 - the proper conduct of regular safety meetings and consultation of workers' safety representatives;
 - health monitoring activities;
 - staff training and information activities;
 - supervisory activities with regard to staff compliance with safe working procedures and instructions;
 - the acquisition of documents and certifications required by law;
 - appropriate systems for recording the activities carried out for the purposes of occupational health and safety management;
 - regular checks on the application and effectiveness of the procedures adopted.
- the obligation for senior company representatives (Employer and Manager) and the company Departments and Functions involved in various capacities in safety management, to perform the tasks assigned to them by the Company in compliance with the delegations received, the prevention measures adopted and the existing company procedures, taking care to inform and train the personnel who, in the performance of their activities, are exposed to safety-related risks;
- the obligation, for the persons appointed by the Company or elected by the staff pursuant to Legislative Decree 81/2008 to perform, each within the scope of their competences and powers, the safety tasks specifically entrusted to them by current legislation and provided for in the safety system adopted by the Company;
- the obligation for the relevant company officers to monitor the proper observance by all workers of the safety measures and procedures adopted by the Company, reporting any shortcomings or misalignments of the safety system, as well as any conduct contrary to it;
- the obligation to observe all necessary and appropriate occupational health and safety precautions during internal and external transfers, whether by personal or company vehicles;
- the prohibition of imprudent, negligent or careless conduct in the performance of one's duties that may constitute a danger to the environment;

- always prioritise the need to protect the environment over any economic considerations;
- always evaluate the effects of one's conduct in relation to the risk of damage to the environment: any action that may have an impact on the environment must aim to minimise the actual or potential damage that may be caused to it;
- refrain from carrying out, at one's own initiative, operations or manoeuvres that are not part of one's duties or, in any case, are likely to cause damage to the environment;
- guarantee the professional reliability and technical suitability to perform the service requested by the Company;
- operate in full compliance with applicable laws, industry regulations and any environmental authorisations granted to the Company;
- promptly notify the Company of any critical issues detected in the execution of the requested service, taking direct action, in the event of urgency, within the scope of their competences and possibilities, to eliminate or reduce the resulting environmental risks¹⁷.

¹⁷ The principles of conduct indicated for the "accounts payable" sub-process with regard to the selection of suppliers are also considered.

12 Information and Communication Technology



12.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences within the "Information and Communication Technology" macro-process, Recipients are required to comply with the "Cross-cutting Principles of Conduct" set out in the introduction to this document and with the additional principles of conduct identified below:

- the prohibition of altering the operation of computer and telecommunications systems or manipulating the data contained therein;
- the prohibition of conduct, also with the help of third parties, aimed at accessing the information systems of others with the objective of unlawfully acquiring, damaging or destroying their content, or conduct aimed at rendering the company's and third parties' information systems unusable or hindering their operation;
- the prohibition of misusing access codes to computer and telecommunications systems and/or disseminating them, whether owned by the Company or by third parties and public bodies;
- the prohibition of unauthorised access to a computer or telecommunications system protected by security measures against the will of the holder of the right of access;
- the prohibition of conduct aimed at destroying or altering computer documents having probative value, or for which there is an obligation to preserve them, unless specifically authorised;
- the prohibition of entering or transmitting data, information or programmes with the aim of destroying, damaging, rendering wholly or partially unusable, or preventing the operation of public computer or telecommunications systems;
- the prohibition of altering, through the use of electronic signatures or in any other way, computer documents;
- the prohibition of producing and transmitting documents in electronic format containing false and/or manipulated data;
- the prohibition of fraudulently intercepting and/or disseminating communications relating to a computer or telecommunications system or between several systems;
- the prohibition of using unauthorised technical devices or technological tools (e.g. software) capable of preventing or interrupting communications relating to a computer or telecommunications system or between several systems;
- the prohibition of circumventing or attempting to circumvent company security mechanisms (such as antivirus software, etc.) and of accessing the company network and programmes with a user identification code other than the one assigned;
- the prohibition of using or installing programmes other than those authorised by the management function responsible for computer and telecommunications systems;
- the prohibition of unauthorised loading of software onto devices provided by the Company;
- the prohibition of counterfeiting or altering trademarks or distinctive signs, whether domestic or foreign, of industrial products, being aware of the existence of the industrial property title or making use of counterfeited or altered trademarks or distinctive signs;
- the prohibition of putting into circulation, for the purpose of deriving profit therefrom, industrial products that are marked with counterfeit or altered trademarks that could mislead by generating a possible situation of confusion as to the recognition of the product;
- the prohibition of using distinctive names or signs liable to create confusion with distinctive names or signs legitimately used by others, or slavishly imitating the products of a competitor, or performing by any other means acts liable to create confusion with the products and activity of a competitor;
- the obligation to protect, maintain and defend the rights of Acea SpA as well as of all other entities or persons, in all areas of intellectual and commercially relevant property and to exercise such rights in a responsible manner;
- the prohibition of using violence against property or fraudulent means to prevent or disrupt the exercise of an industry or trade and engaging in acts of competition with violence or threats, in order to hinder/eliminate competition;

- the prohibition of acts of unfair competition, and in particular the spreading of news and comments on the products and activity of a competitor, which may bring it into disrepute, or appropriating the merits of a competitor's products or enterprise; directly or indirectly availing oneself of any other means that do not comply with the principles of professional integrity and are likely to damage the business of another;
- the prohibition of selling or otherwise putting into circulation, on domestic or foreign markets, industrial products with counterfeit or altered names, trademarks or distinctive signs, causing harm to domestic industry;
- the prohibition of introducing into the territory of the State, holding for sale, putting up for sale by direct offer to consumers or otherwise putting into circulation objects or other goods made by usurping an industrial property right or in violation thereof, in order to make a profit;
- the prohibition of duplicating, reproducing, transmitting and disseminating intellectual works in public in an abusive manner, i.e. without having obtained the appropriate consent or assignment of the right from the owner of the work or the holder of the economic usage rights;
- the prohibition of reproducing, transferring to another medium, disseminating, communicating, presenting or demonstrating in public the contents of a database without having first obtained the necessary authorisation from the lawful owner of the copyright and/or the economic usage rights of that database.

13 Insurance



13.1 Principles of conduct

As a general rule, and in order to prevent the commission of offences in the context of the “Insurance” macro-process, Recipients are required to comply with the “Cross-cutting Principles of Conduct” set out in the introduction to this document and the additional principles of conduct identified below:

- the prohibition of submitting untrue data or documents to insurance policies;
- the obligation to adopt conduct in accordance with the principles of integrity, honesty, transparency and good faith in relation to any activity to be undertaken in the context of the management of relations and contracts with insurance policies and third parties (e.g. companies and brokers);
- the obligation to manage with the utmost diligence any active and passive claims (please refer to the principles of conduct reported also under the accounts payable sub-process with reference to any third parties operating in support of Acea in the performance of its activity).

14 Cross-cutting Risk Processes



14.2 Principles of conduct

As a general rule, and in order to prevent the commission of offences within the Risk Processes that cut across all of the macro processes, Recipients are required to comply with the "Cross-cutting Principles of Conduct" set out in the introduction to this document and with the additional principles of conduct identified below.

As regards the management of relations with the Public Administration (PA), the following principles of conduct are specified:

- the obligation to comply with the operating methods defined in the corporate regulatory documentation adopted (including the use of legal and transparent channels of accreditation/communication with the PA);
- the assumption of commitments with the PA must be reserved exclusively to the corporate figures/functions with the appropriate powers¹⁸ and the management of relations with the PA must be reserved exclusively to the corporate figures/functions appointed and authorised to do so, ascertaining the absence of situations of conflict of interest, in compliance with the strictest observance of the applicable legal and regulatory provisions;
- the involvement, at the same time, of at least two corporate figures in the case of contact with the PA in particular stages/activities (e.g. negotiations, inspections, checks, issue/renewal of conventions/concessions/authorisations, etc.);
- in the management activities of the relationship with the PA, in terms of data and/or information transfer by means of the latter's IT applications (e.g. by means of installation of the IT application made available and/or via the web by means of an authentication system), it is always necessary to: *i*) scrupulously comply with the operating methods defined by the Public Administration, verifying and complying with the access/authorisation rules; *ii*) ensure adequate storage and correct use of IDs and passwords; *iii*) keep a record of the information transmitted;
- in the event of support from third parties and/or entities for the performance of specific activities in relations with the PA, the obligation to comply with the provisions of the procurement procedures p.t.v.¹⁹ In the event the activity to be entrusted to the third party confers the power to act in relations with the Public Administration in the name and on behalf of the Company, this power must be formalised in accordance with the forms provided for by law and on the basis of the type of role assigned²⁰;
- the obligation of ensuring the transparency, timeliness, correctness, truthfulness and good faith of all periodic communications/reports required by law and regulations to the Supervisory Authorities and/or Judicial Authorities, not hindering in any way the exercise of the supervisory and/or investigative functions;
- in cases where company personnel act as a person entrusted with a public service, the prohibition of exploiting their position to obtain undue benefits from the other party²¹;
- The following conduct is also prohibited:
 - requesting from the Public Administration, confidential information to which it has access for reasons of its office, conduct obstructing the exercise of the rights of third parties, conduct hindering the exercise of its activity;
 - engaging in any conduct likely to impair the autonomy and impartiality of judgement of the Public Administration;
 - submitting/supplying untruthful statements (e.g. by producing documents that do not, in whole or in part, correspond to reality);

¹⁸ Possibly also conferred ad hoc / special powers of attorney;

¹⁹ With reference both to the selection (including ethical and reputational controls) and to the subsequent management of the relationship with the third party (paying particular attention to the traceability of the activities carried out by the third party intermediary, including the related expenses, and the appropriateness of the remuneration paid).

²⁰ Indicating, as minimum elements: subject of the assignment, title and limits of the powers conferred.

²¹ In particular, the persons indicated under point c) shall not:

- without justified reason, delay or entrust to others the performance of activities or the taking of decisions for which they are responsible;
- request, for their own private use, material or equipment that they should have at their disposal for reasons of their office;
- request for their own personal use, not for the instrumental purposes of the service performed, telephone lines, means of transport, services or equipment of the Company or of the recipients;
- request for personal use utilities, goods or services of any kind.

- engaging in misleading conduct towards the Public Administration such as to lead the latter into errors of assessment;
- seeking to improperly influence - also by using the mediation of third parties - the decisions of the counterparty dealing with or making decisions on behalf of the Public Administration when a negotiation is in progress, in the context of a request or any relationship with the Public Administration;
- attempting to obtain any kind of contribution, fund or other benefit from the Public Administration through altered or falsified statements/documents, or through the omission of due information or, more generally, through fictitious mechanisms or deception, including those implemented by means of computer and telecommunications systems, aimed at misleading the supplier;
- attempting to alter in any way the operation of the Company's computer or telecommunications systems and/or those made available by the Public Administration or to access, without authorisation, data, information received by or to be transferred to the Public Administration or programmes contained therein, in order to procure the Company an unfair profit for itself or others to the detriment of the State;
- making payments in cash or in kind, except where required by law;
- allocating sums received from national or European public bodies by way of payments, contributions or financing for purposes other than those for which they were intended;
- donating sums to political parties, opinion movements, trade unions or other organisations related to them, or to representatives and candidates in the name and on behalf of Acea Group;
- the prohibition of allocating sums received from national or European public bodies by way of payments, contributions or financing for purposes other than those for which they were intended;
- the prohibition of receiving funding from/making donations to domestic or foreign persons convicted of, or from companies or organisations found liable for, money laundering, self-laundering and receiving stolen goods;
- the prohibition of resorting to forms of pressure, deception, suggestion or exploitation of the public official's goodwill, such as to influence administrative activity;
- the prohibition of taking part, even as an unrelated participant, in any conduct leading to an unlawful appropriation by a public official.

With regard to the management of intra-group relations, the following principles of conduct are specified:

- the obligation to implement the management and coordination activities carried out by Acea towards its direct or indirect subsidiaries, in compliance with the law and, more generally, with the principles of management autonomy, fairness, and transparency. This activity is carried out in such a way as to be traceable and therefore on the basis of formalised instruments issued by the competent structures of the Company;
- the prohibition of intra-group relations aimed at obtaining undue advantages, including tax advantages.

With regard to the management of gifts, the following principles of conduct are specified:

- the prohibition of offering or accepting sums of money or equivalent benefits (such as fuel coupons, restaurant tickets, gift vouchers, etc.);
- the obligation to make/receive gifts must be reasonable, of modest value and in any case such that they cannot be interpreted as aimed at influencing the independence of judgement of the recipient, obtaining favourable treatment or inducing to ensure any advantage for the Company;
- the prohibition of giving/receiving gifts, from third parties other than the primary recipient (e.g. family members);
- the prohibition of giving/receiving gifts of a “personal” nature;
- the obligation to receive/offer gifts, hospitality or entertainment expenses taking into account the profile of the recipient (with regard to customs in institutional or professional relations in respect of local cultures);

- the obligation to always document, in a manner adequate to allow traceability and traceability a posteriori, any receipt/offer of gifts;
- the prohibition of soliciting gifts;
- the obligation to request prior authorisation, in accordance with the relevant company procedures in ordinary business management, for any type of gift;
- the obligation to receive/offer gifts of modest value (intended as ≤ 150 € understood also as cumulative threshold of several gifts received by/given to the same recipient in a calendar year);
- the obligation to send/receive gifts exclusively from/at the company's offices (or the recipients' workplaces).

