



Acea Anti-Corruption Guideline

Compliance Pills



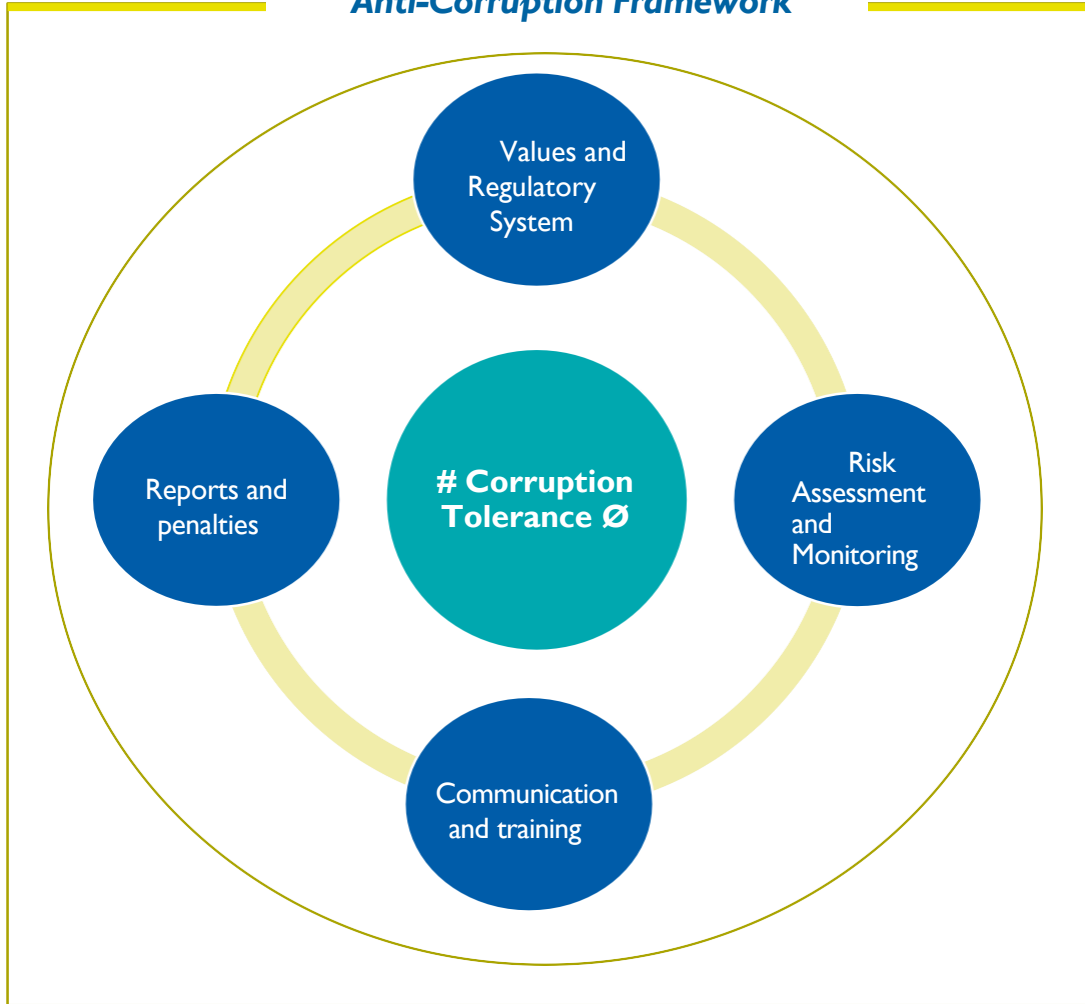
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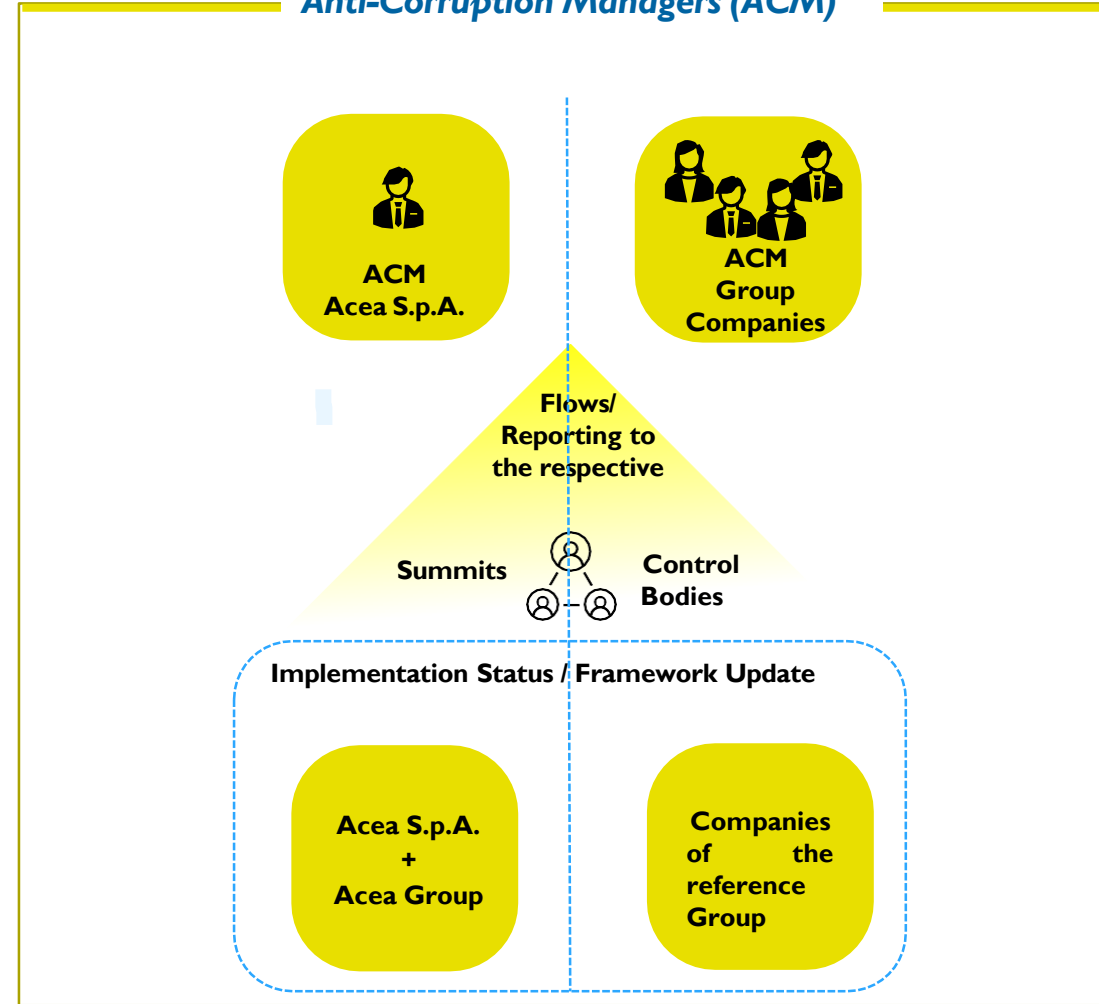
- ❑ **Foreword**
- ❑ **The Anti-Corruption Guideline**
 - Legal context
 - Anti-corruption framework
 - Information flows and reporting
 - Main roles and responsibilities

The tools put in place by Acea to prevent and fight corruption:

Anti-Corruption Framework



Anti-Corruption Managers (ACM)



As part of the first pillar of the anti-corruption framework, the new Anti-Corruption Guideline of the Acea Group is inserted: which standardizes and integrates the **anti-corruption compliance measures already widespread within the Group's Regulatory System (Code of Ethics, Model 231, reference procedures, etc.) by presenting an organic system of rules and principles aimed at preventing and combating the risks of illegal practices.**

PURPOSE OF THE GUIDELINE

To regulate the roles, responsibilities of the parties involved and control activities relating to anti-corruption and in particular:



the Acea Group's anti-corruption framework (i.e. the main pillars through which the Group prevents and combats corruption);



the principles of conduct to be respected in the sensitive areas potentially most exposed to the risk of corruption and some applicable controls;



information and reporting flows relating to the implementation and monitoring of the anti-corruption framework.

SCOPE AND TARGET AUDIENCE



The Guideline applies to Acea S.p.A. and to the direct and indirect subsidiaries of Acea S.p.A. (for investee companies, the document is to be considered a tool to support the definition of their regulatory instruments).

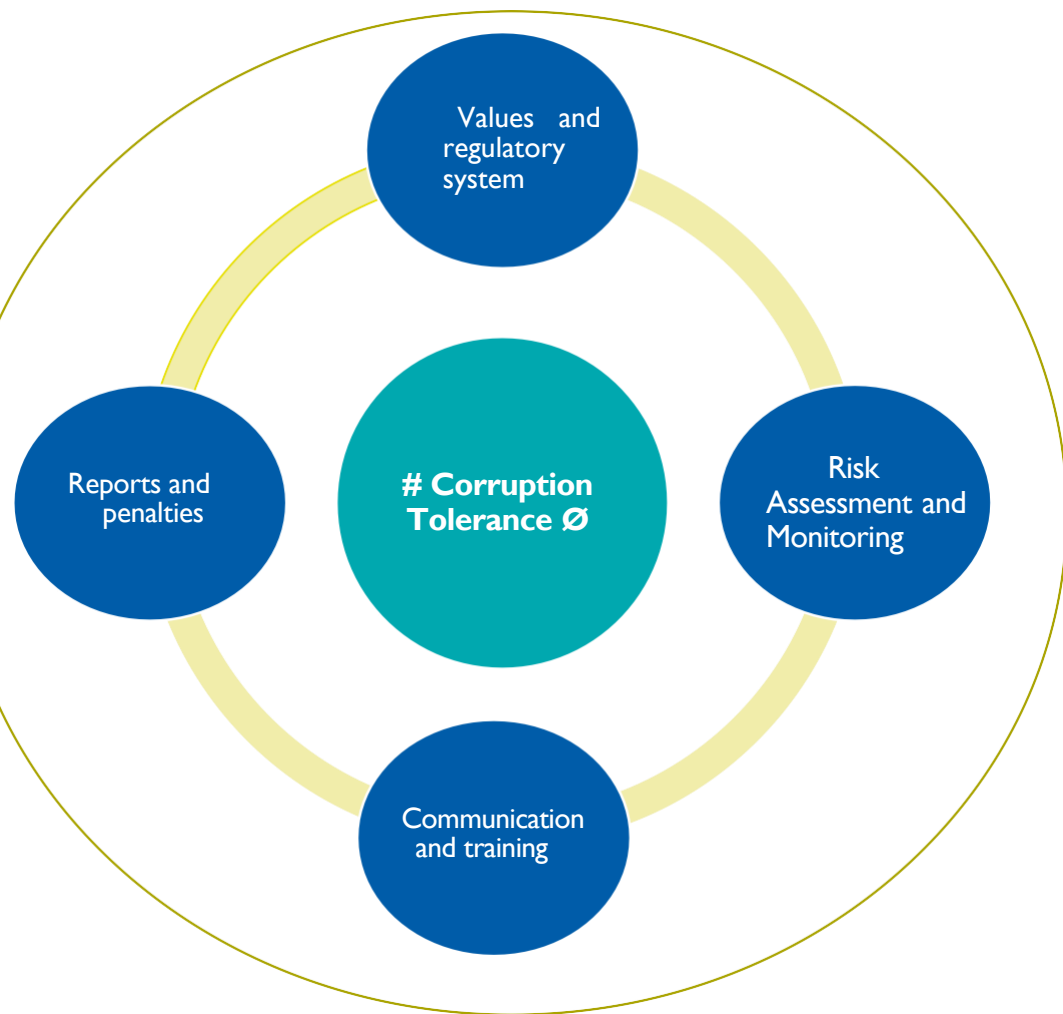


The document also applies to:
suppliers, partners, business partners;
and, more generally, to all those who act in the name and on behalf of Acea or the Group Companies or with whom they come into contact in the course of their activities.

The Anti-Corruption Guideline

Anti-Corruption Framework (1/4)

The Guideline identifies the framework adopted by the Acea Group for the purposes of managing and preventing corruption risk and describes its details.



Values and regulatory system

❖ The Group's Commitments and Values

#Corruption Tolerance Ø

- prevention, contrast and rejection of all forms of corruption;
- constant commitment to a "sustainable" business that integrates results and performance with compliance with rules and values, in order to make the Group ethically virtuous on the assumption that any "illegal" profit does not constitute acceptable profit.

#Speak Up culture

- Promotion of speak up culture
- activation of multi-channel signaling.

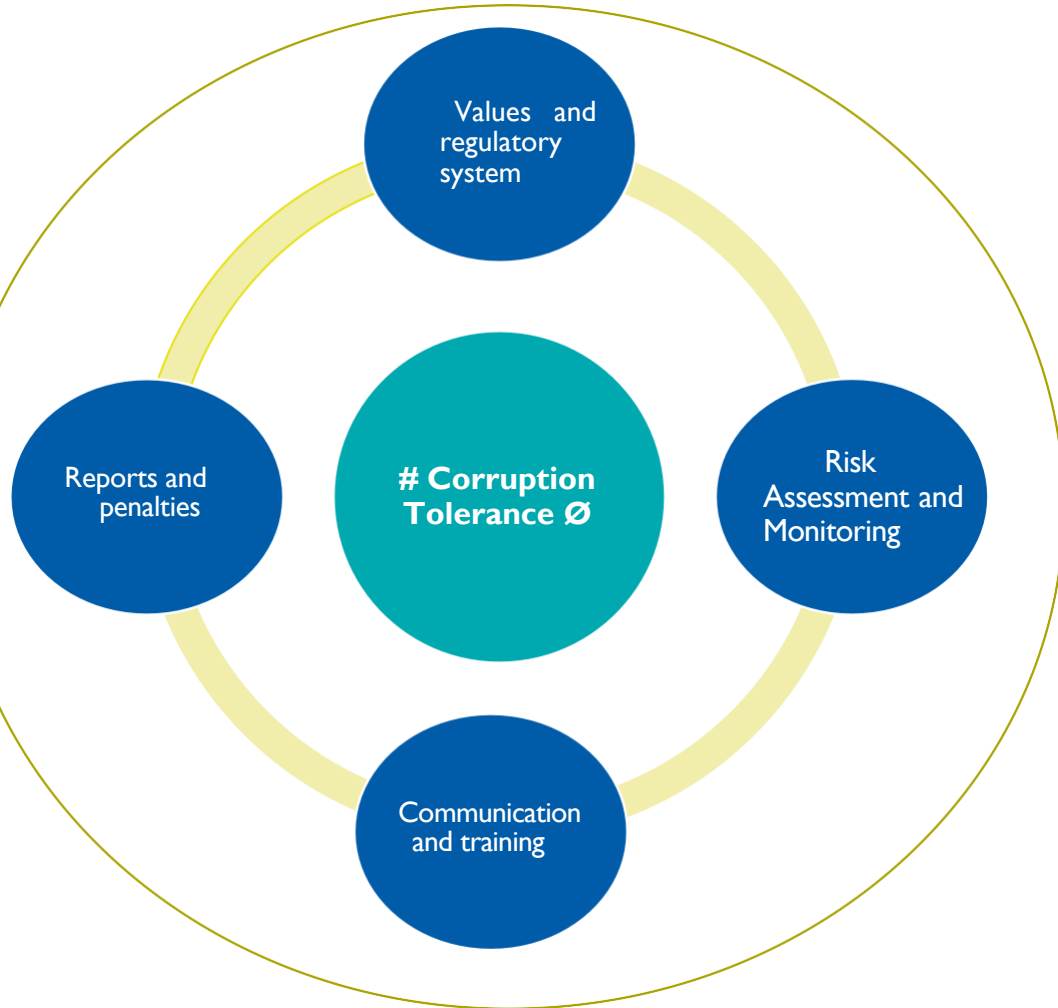
❖ Control system and internal regulatory system

- Overview of the system of rules, controls and organisational safeguards, aimed at preventing corruption offences (active and passive)
- identification of the principles governing the system of prior verification, assignment and monitoring of powers.

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Anti-Corruption Framework (2.1/4)

Interno



Risk Assessment and Monitoring

Risk Assessment

The Guideline provides:

- that all Group companies must periodically identify and assess their corruption risks, also analysing the level of mitigation guaranteed by existing controls and pre-selling actions for the continuous improvement of the anti-corruption framework and the ICRMS (Internal Control and Risk Management System) in compliance with the ordinary risk management cycle;
- **the logical steps and minimum elements of risk assessment activities and risk assessment methodology.**

Monitoring

The Guideline provides:

- that all Group Companies must periodically and continuously monitor their corruption risks, including through the implementation of a set of sentinel risk indicators (Key Risk Indicator/KRI).

The risk assessment and monitoring methodology implemented by the Holding Company is a benchmark for the Group Companies.

An overview of the main sensitive areas and related controls is illustrated in the following pages.

The Anti-Corruption Guideline

Anti-corruption framework: Overview of main sensitive areas and controls (2.2/4)

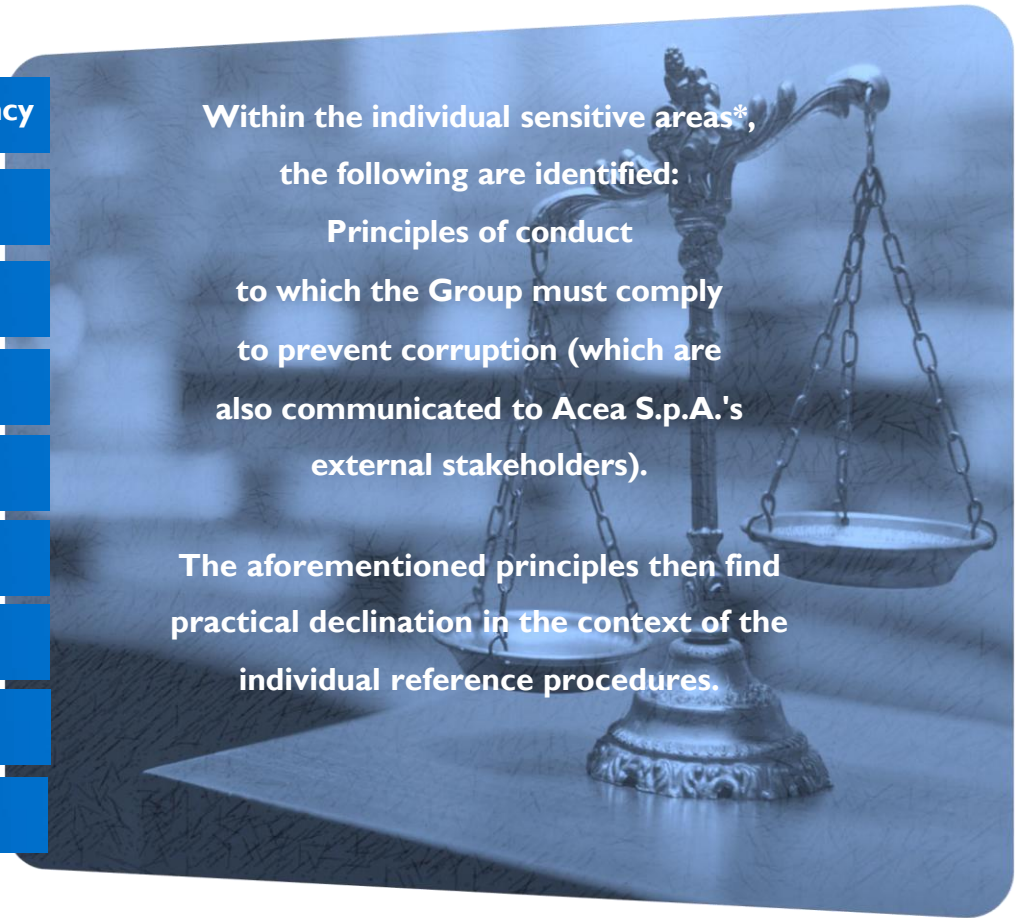
- Sensitive areas -

- 1 Purchases of goods, works, services, professional assignments and consultancy
- 2 Recruitment and management of personnel
- 3 Donations
- 4 Sponsorships and contributions to associations/bodies of the PA*
- 5 Gifts, hospitality and representation expenses
- 6 Merger & Acquisition Transactions
- 7 Facilitation payments
- 8 Relations with the PA
- 9 Participation in competitions

Within the individual sensitive areas*,
the following are identified:

Principles of conduct
to which the Group must comply
to prevent corruption (which are
also communicated to Acea S.p.A.'s
external stakeholders).

The aforementioned principles then find
practical declination in the context of the
individual reference procedures.



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Anti-corruption framework: Overview of main sensitive areas and controls (2.3/4)

- Applicable controls -



1. Background Search and Monitoring (Due Diligence)

- ethical-reputational reliability checks of third parties (so-called Background Search);
- third-party risk assessment and related mitigation activities; required contractual commitments;
- monitoring of conduct and performance rendered.



2. Managing conflicts of interest

- identification of conflict of interest as the greatest source of risk of corruption;
- provision of details for the management/communication of conflicts of interest
- identification of the roles/functions involved in the assessment of the conflict (Reference Manager; ACM of the Holding/ACM Group Company; additional internal stakeholders).



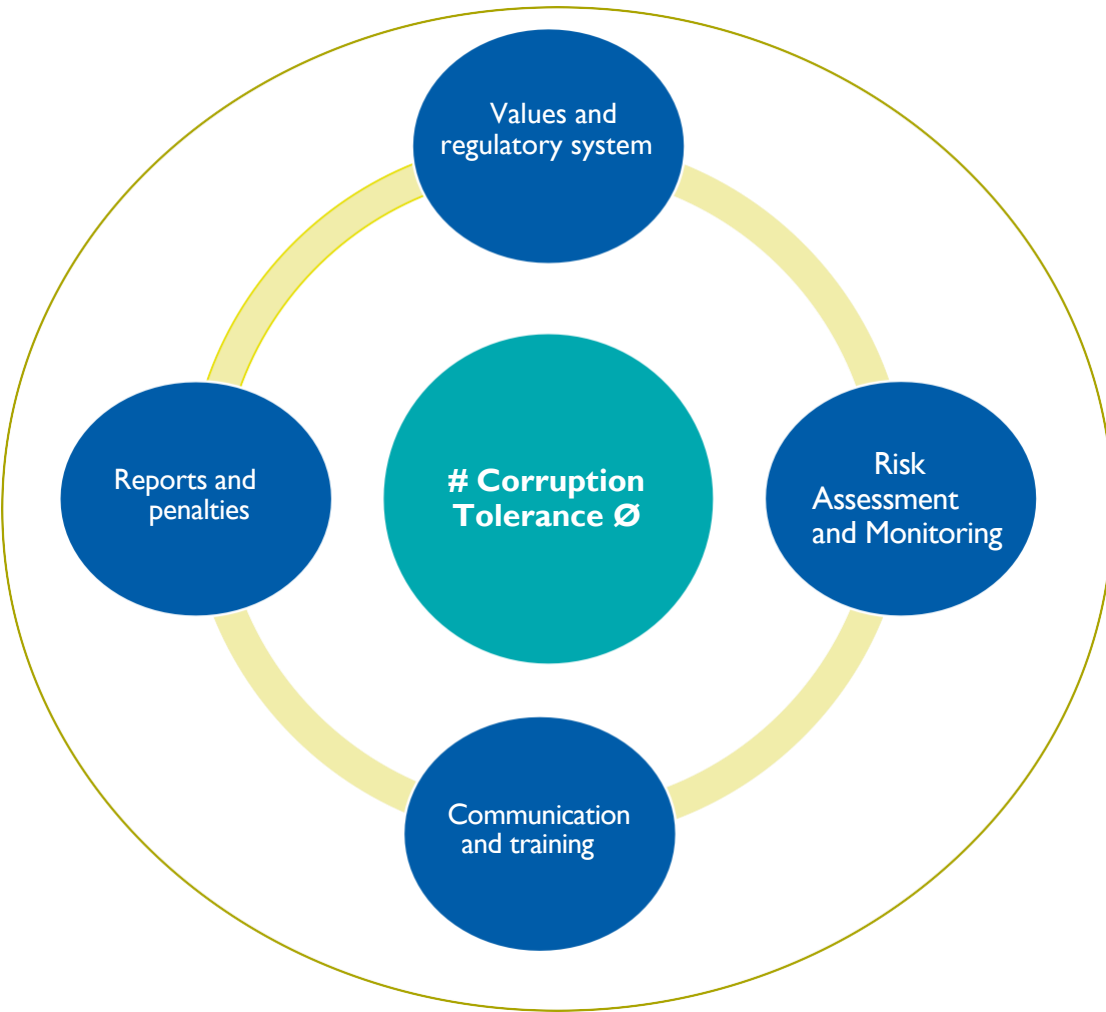
3. Financial and accounting principles and control points

Macro control principles to be respected for the management of cash flows and bookkeeping for the purposes of managing the risk of corruption (consistency check with Control Model 262).

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Anti-Corruption Framework (3/4)

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Communication and Training

Within the framework of the anti-corruption framework, the activities of Communication and training aimed at disseminating internally and externally the values and rules adopted by the Group for the prevention of corruption. To this end, the Guideline identifies some "tools and/or areas of attention" for the management of communication/information/training campaigns on anti-corruption issues aimed at Group personnel and Stakeholders.

In particular:

❖ Communication to relevant external stakeholders

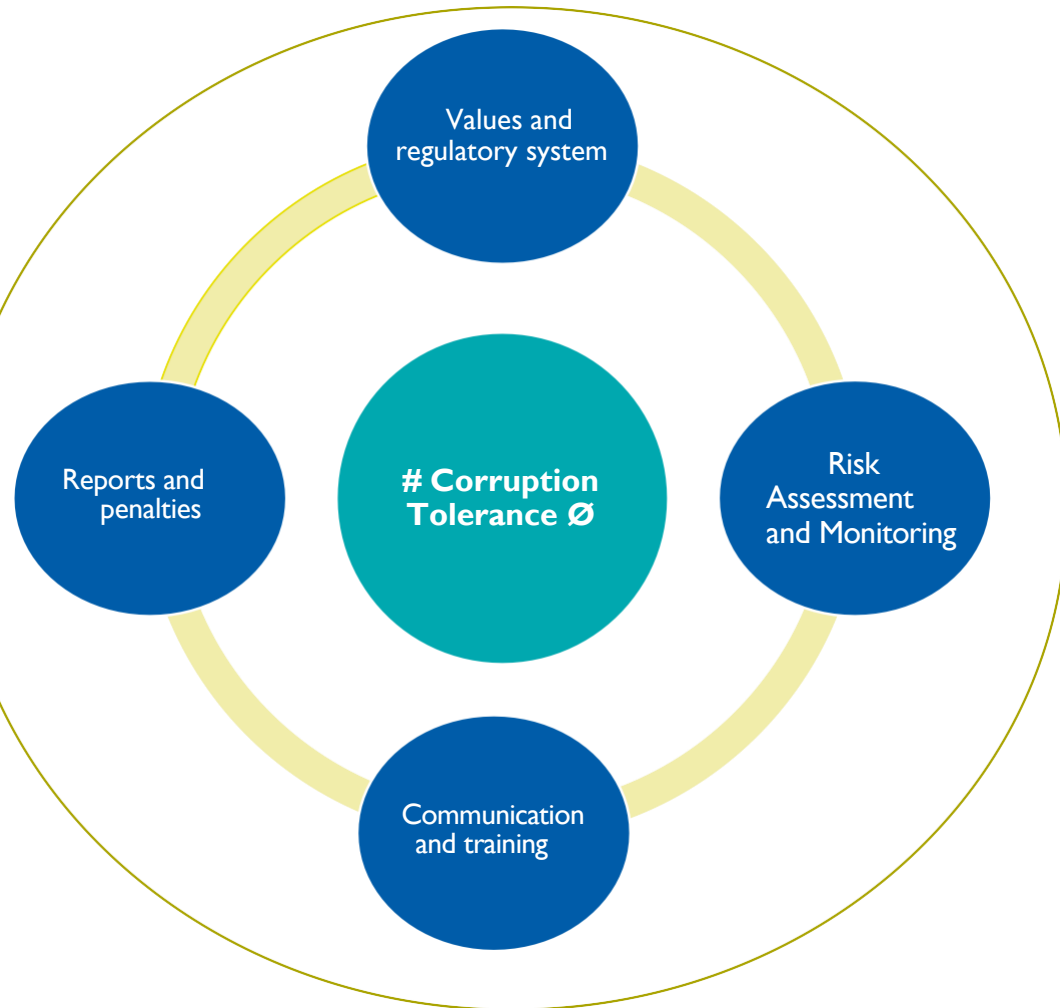
- possibility of inviting external stakeholders to "events to promote legality" organised by the Group and/or training activities launched by the Group;
- sharing of information brochures on the values, rules and commitments that the Group requires from its stakeholders;
- specific surveys.

❖ Training

- Identification of the minimum contents of the training courses (which may in certain circumstances also be addressed to external parties operating in the name and on behalf of Acea):
- potential risks and circumstances in which corruption may occur;
- principles and provisions of the internal regulatory system aimed at preventing corruption;
- how to report cases, even suspected cases, of corruption, acts of an illegal nature and/or violations of the internal regulatory system;
- the sanctioning system.

The Anti-Corruption Guideline

Anti-Corruption Framework (4/4)



Reports and sanctioning system

❖ The reporting channels activated

Within the anti-corruption framework, a key role is attributed to the "Reporting Systems" to support the continuous monitoring of corruption risks:

- specifically, the anti-corruption framework uses the same mechanisms for reporting potential violations indicated in the Code of Ethics and in the additional documents of the internal body of legislation (e.g. Whistleblowing Procedure; Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001);
- the IT whistleblowing platform is the tool that ensures the highest degree of confidentiality and confidentiality in the processing of communications received.

❖ The sanctioning system

Violations of the rules of conduct provided for by the Guideline will be prosecuted in compliance with the procedures, methods and timing provided for by the applicable legal and/or contractual discipline - promptly and immediately, through the application of sanctioning measures, considering, for each case, the objective seriousness of the violation, the degree of guilt, the possible repetition of the same behavior, as well as the intentionality of the behavior itself, without prejudice to the recognition in the application of the principle of proportionality for employees.

Third-Party Violations

They determine the application of "sanctioning" mechanisms (such as, for example, the failure to establish or terminate contractual relationships, without prejudice to compensation for any damage suffered and suffered by the reference company).

Flows and reporting

ACM of the Holding Company and the ACM of the Group companies, in line with the principles of the SCIGR of the ACEA Group, prepare specific information flows to the respective top management and control bodies, aimed at highlighting the implementation, updating and monitoring of the key elements of the anti-corruption framework, as well as the main actions to manage the related risk.

Specific information flows and reports(s) are prepared between the Holding Company's RAC and Group company RACs, for the purpose of monitoring the status of implementation and updating, at Group level, of the essential elements of the anti-corruption framework (e.g. risk areas that emerged from the risk assessment, gaps identified, progress and completion of the mitigation actions identified by the Risk Owners, approved procedures for risk management, KRIs identified and trend, communication and training activities carried out, etc ...). In this regard, the Holding RAC prepares, also through IT tools, the report standards to be sent to the functions of Acea Holding and to the Group Companies for compilation.

In addition, the Holding RAC, in line with the ICRMS Guideline, prepares, also on the basis of the information received from the various structures and subsidiaries, an annual report on the status of implementation and updating of the anti-corruption framework by Acea

S.p.A. and Group companies (e.g. training-communication activities carried out; implementation and updating of risk assessment and monitoring activities; implementation and/or any updates of reporting mechanisms, etc.).

The aforementioned report is preliminarily shared with the CEO and subsequently sent for information to the Chairman, CCR, Board of Statutory Auditors and Internal Audit.

The Anti-Corruption Guideline

Main roles and responsibilities

CEO

Validate Guideline Updates

Board of Directors of the Holding Company

approves the Guideline and its subsequent amendments and/or additions.

Board of Directors / Sole Directors of Group Companies

adopt the Guideline issued by the Holding Company and its subsequent updates in their respective deliberative bodies (with any additions deemed appropriate).

Addresses

ensure compliance with the principles set out in the Guideline in the performance of their respective activities.

Ethic Officer:

manages the Group's whistleblowing system, receives and examines reports also with the support of the Internal Audit Function, involving, based on the type of report, the other key stakeholders (e.g. SB, ACM, etc.).

Human Resources of Acea S.p.A.:

- verifies the adequacy of what is indicated in the Guideline with the principles and provisions of the internal regulatory system and the company organizational system;
- notifies the Group Companies of the issuance of the Guideline and subsequent updates.

Human Resources Departments of the respective companies:

oversee/manage (also with the support of the respective RAC) the training plan for the prevention of corruption and guarantee the related flows to the Holding.

Communication Departments:

oversees/manages (also with the support of the respective ACM) the group's communication/information activities and campaigns on anti-corruption issues.

Anti-corruption Manager of Acea S.p.A.:

- oversees/manages risk assessment and continuous monitoring activities for the prevention of corruption (liaising with the Functions/Units of reference and Structures/Control Bodies for the correct performance of the aforementioned activities);
- prepares the guidelines for the planning of training and communication activities to be implemented in collaboration with the competent structures and monitors their effective implementation;
- provides advice and guidance to personnel on anti-corruption matters (e.g. by supporting: i) internal functions/structures in the event of any operational doubts related to the principles/elements indicated in the Anti-Corruption Act; ii) the various managers in the assessment of the risks associated with conflicts of interest, also involving the other key internal stakeholders, etc.);
- ensures the monitoring of regulatory and jurisprudential developments in anti-corruption matters, also liaising with the Legal Department;
- defines and updates the Group's anti-corruption framework, supporting the ACMs of Group companies for the definition of activities related to the framework;
- ensures/monitors the implementation of the Guideline by the Company and manages its updating process;
- coordinates and monitors the development and implementation of adequate information flows and specific reporting to top management and the Control Functions/Bodies on the application of the Guideline (including the status of implementation and updating of the related anti-corruption framework) by Acea S.p.A. and the Group Companies.

Anti-corruption Manager of the Group Company:

- oversees/manages risk assessment and continuous monitoring activities for the prevention of corruption (liaising with the Functions/Units of reference and Structures/Control Bodies for the correct performance of the aforementioned activities);
- prepares the guidelines for the planning of the training and communication activities of the reference Company to be implemented in collaboration with the competent structures (coordinating, as far as possible, with the ACM of Acea S.p.A. and the initiatives launched by the holding company) and monitors their effective performance;
- provides advice and guidance to staff on anti-corruption matters (e.g. supporting: i) internal functions/structures in the event of any operational doubts related to the principles/elements indicated in the Anti-Corruption Legislation; ii) the various managers in the assessment of the risks associated with conflicts of interest, also involving the other key internal stakeholders, etc.);
- it guarantees the monitoring of regulatory and jurisprudential developments in anti-corruption matters, also liaising with the internal legal oversight, and possibly, with the ACM of Holding;
- ensures the implementation of the Guideline by the respective Company, ensuring adequate information flows and specific reporting to its Control and Administration Bodies/Structures and to the Holding Company's ACM.

