



BUSINESS ETHICS AND ANTI-CORRUPTION POLICY

INDICE

≈ BACKGROUND

2i RETE GAS MISSION, ETHICAL AND ANTI-CORRUPTION APPROACH TO BUSINESS

≈ IDENTIFICATION OF ETHICAL AND ANTI-CORRUPTION PRINCIPLES IN 2i RETE GAS FIRST-LEVEL CONTROL MEASURES

≈ Code of Ethics

≈ Organisation, Management and Control Model pursuant to Legislative Decree No. 231 dated 8 June 2001 231 (OMM or Model)

≈ Charter of Values

≈ Sustainability Policy and Plan

≈ The ethical and anti-corruption governance structure and control system

≈ ORGANISATIONAL CONTROL MEASURES AND OPERATIONAL PROCESSES IMPLEMENTED BY 2i RETE GAS TO PRESERVE AND PROMOTE ITS ETHICAL AND ANTI-CORRUPTION APPROACH IN THE CONDUCT OF ITS BUSINESS

≈ Control measures aimed at ensuring ethics and anti-corruption in relations with shareholders and investors and, in particular, transparent dealings with the market

≈ Control measures aimed at ensuring ethics and anti-corruption in relations with personnel

≈ Personnel recruitment, management and training

≈ Control measures ensuring workers' health and safety

≈ Control measures in dealings with Suppliers

≈ Control measures in dealings with Public Authorities

≈ Control measures in dealings with Institutions and Authorities

≈ Control measures in relations with Trade Unions

≈ 2i Rete Gas control measures addressing business impact on the environment

≈ Contribution to the development of the region

≈ Control measures ensuring protection of privacy and management of company data



Historically, 2i Rete Gas (the “**Company**”) has been striving to conduct its business with an eye to the interest of the communities, while respecting the environment and the safety of people. Its Mission is to manage, develop and enhance gas distribution networks and infrastructure, with the aim of continuous improvement and operational excellence and to pursue technological innovations for a new energy model that reduces environmental impact and continues to efficiently meet the Country’s energy needs.

BACKGROUND

2i RETE GAS MISSION AND ETHICAL AND ANTI- CORRUPTION APPROACH TO BUSINESS

The Company carries out and gears its activities and investments in accordance with ethical and social sustainability principles, with a constant commitment to promoting a corporate culture based on honesty, integrity, and fairness, as well as, of course, on compliance with the laws in force, industry regulations and institutions as a necessary prerequisite for an ethically sustainable approach.

More specifically, 2i Rete Gas monitors the evolution of the legislation approved from time to time and is fully committed to the implementation of best practices aimed at preventing corruption offences – first and foremost in its dealings with Public Authorities – requiring compliance with the Company’s core values and prohibiting corruption/bribery practices, in a broad sense, even beyond cases that are punishable under criminal law, and thus including unlawful facilitation, collusive behaviour and seeking advantages, whether direct or through third parties, requesting compliance with these principles both on the part of its subsidiaries and partners.

Indeed, 2i Rete Gas believes that a proper, transparent and responsible conduct will increase and protect over time its reputation, credibility and consensus, which are prerequisites for a sustainable business development.

The Group prevents the risks of active and passive corruption by implementing and applying its Code of Ethics, Organisational Model 231, Charter of Values, Sustainability Policy and Integrated Quality, Workplace Health and Safety and Environmental Policy, whose framework, values and principles are detailed in specific organisational documents (provisions, procedures, operating instructions, quality manual) designed to monitor the activities of the corporate functions, as well as by delivering refresher courses and/or training on anticorruption regulations and policies and on liability as under Legislative Decree 231.

IDENTIFICATION OF ETHICAL AND ANTI-CORRUPTION PRINCIPLES IN 2i RETE GAS FIRST-LEVEL CONTROL MEASURES

Code of Ethics

Since 2011, the Company has adopted a Code of Ethics that sets out the ethical and behavioural principles to which 2i Rete Gas S.p.A. and its subsidiaries and the respective employees and collaborators are required to follow and comply with in the discharge of their duties also with a view to averting any possibility of corruption, in the sense of maladministration.

According to the Code of Ethics 2i Rete Gas is primarily focused on maintaining and developing a relationship of trust with its stakeholders (i.e. shareholders, bondholders, employees, customers, suppliers and partners of 2i Rete Gas and, in a broader sense, all individuals and groups and organisations and institutions representing them, whose interests are impacted by the direct and indirect effects of 2i Rete Gas business, such as local communities, environmental associations, future generations, etc.).

The central role of stakeholder relations is crucial from both an external and an internal perspective. With regard to the former, compliance with the principles set out in this Code of Ethics encourages investments by shareholders and bondholders and drives customer loyalty, talent acquisition, stable and strong relationships with suppliers and trustworthiness with creditors. On the other hand, from an internal perspective, compliance with the Code of Ethics helps create a peaceful and stimulating work environment, enabling the full use of human potential at 2i Rete Gas, and allows the latter to evaluate, make and implement strategic and organisational decisions with clarity, fairness, honesty and speed.

The Code of Ethics consists of:

- general principles concerning stakeholder relations, which provide an abstract definition of the values guiding 2i Rete Gas business;
- standards of conduct relating to each class of stakeholder, which provide specific guidelines and rules that all employees of 2i Rete Gas must follow in compliance with the general principles, in order to avert the risk of unethical;
- implementation mechanisms, which describe the control system for observance of the Code of Ethics and the constant improvement thereof.



Below are the general principles that the Code of Ethics identifies as guiding criteria for social action.

– **Legality**

As part of their professional duties, 2i Rete Gas personnel are required to fully and diligently comply with applicable laws, statutory provisions, the Code of Ethics and internal regulations (first and foremost, the 231 Model adopted by 2i Rete Gas);

– **Fairness**

Fairness is a key principle that 2i Rete Gas personnel must take into the utmost consideration. Most notably:

- a) when entering into and managing relationships that imply the building of hierarchical relationships (with employees in particular), 2i Rete Gas undertakes to ensure that authority within the Group is exercised in a fair and equitable manner, avoiding any abuse of power. More specifically, 2i Rete Gas ensures that authority will not result in the exercise of power such as to cause harm to the dignity and autonomy of employees, and choices regarding work organisation safeguard the value of 2i Rete Gas personnel;
- b) in the performance of any task, situations where the parties involved in the transactions (including individuals other than 2i Rete Gas personnel) are, or even appear to be, in conflict of interest must be avoided;
- c) employment agreements and work assignments must be performed as knowingly agreed upon by and between the parties;
- d) in existing relationships, it is forbidden for anyone operating in the name and on behalf of 2i Rete Gas or Group companies to take advantage of contract loopholes or unforeseen events in order to renegotiate agreements for the sole purpose of exploiting the position of dependency or weakness the counterparty may be experiencing;
- e) and 2i Rete Gas staff are required to provide complete, transparent, understandable and accurate information so that when establishing relations with the company stakeholders will be able to make independent and informed decisions about the relevant interests, alternatives and consequences.

– **Environmental Protection and Responsibility towards the Community**

Aware of the risks connected to its business and of the benefits that it can bring to the environment if properly conducted, the Group places a strong emphasis on environmental protection. To this end, it endeavours to plan its activities by seeking to strike a balance between financial initiatives and environmental needs not only in strict compliance with the regulations in force, but also taking into account the development of scientific research and of the most advanced technologies available. 2i Rete Gas intends to support, to the extent as possible, cultural and social efforts, the purpose also being to improve its reputation and social acceptance.

- **Impartiality**

When selecting 2i Rete Gas personnel, suppliers and/or partners, and in relations with the surrounding community and the institutions representing it, Group makes no discrimination based on age, gender, sexual preference, health, race, nationality, political opinions or religious beliefs.

- **Service and Products Quality**

The Group intends to offer its services under the best quality and price-related conditions available on the market. In doing so, the Group gears its activities towards the satisfaction and protection of its clients, listening to requests that may lead to an improvement in the quality of services.

- **Value of Human Resources**

2i Rete Gas considers its staff to be a key driver for its success. For this reason, 2i Rete Gas protects and promotes the value of human resources with a view to improving and enhancing this asset while endeavouring to provide a competitive edge to the skills possessed by each employee.

- **Integrity of the Individual**

Aware of the key role played by the physical and moral integrity of both 2i Rete Gas personnel and third parties, 2i Rete Gas and its subsidiaries guarantee working conditions that comply with the applicable regulations, individual dignity and the behavioural rules of good manners. 2i Rete Gas makes its best effort to provide a work environment where there is no place for intimidation, mobbing or stalking, demands or threats aimed at inducing persons to act against the law and the Code of Ethics or adopting behaviour that is detrimental to the moral and personal beliefs and preferences of the individual.

- **Transparency to Shareholders and Bondholders**

Shareholders and bondholders are not only a source of funding, but also have diverse opinions and moral preferences. In order to make investment decisions and pass company resolutions, they need to rely on all the relevant information available. 2i Rete Gas creates the conditions for the broadest and informed participation of shareholders and bondholders in the decisions concerning them, ensures equal access to information and protects the interests of 2i Rete Gas, its shareholders and bondholders against initiatives that are not based on principles of transparency and fairness. 2i Rete Gas endeavours to ensure that its economic/financial performance is such as to safeguard and increase the value of the company, the purpose being to adequately remunerate the risk that shareholders and bondholders take on by investing their capital.

- **Antitrust**

The Group understands and intends to protect the value of fair competition, refraining from engaging in collusive or predatory conduct, abuse of a dominant position as well

as from any other commercial practices, including towards users, that do not comply with current antitrust legislation.

More specifically, 2i Rete Gas believes that free competition in the gas distribution market must be ensured by developing, complying with and, where possible, speeding up the programme for local calls for tenders for the award of the gas distribution service, in order to safeguard the efficiency and sustainability of the distribution market while ensuring a high level of service for the users and the community, operating in full compliance with the Antitrust legislation and the regulations governing such tenders. 2i Rete Gas participates independently in the relevant tenders, refraining from engaging in any conduct or entering into any agreement, whether factual or implicit in nature, that could – whether potentially or otherwise – frustrate competition or that could give rise to situations of direct or indirect conflict of interest with the contracting authorities.

2i Rete Gas promotes, including by participating in trade associations and taking part in working groups discussions and exchanges, a constant, meaningful and proactive dialogue with the relevant institutions, the purpose also being to recommend, from time to time, improvements in primary and/or industry legislation with a view to ensuring a clear, competitive and impartial local tender process.

– **Confidentiality**

The Group guarantees that the information in its possession will be kept confidential and will refrain from seeking confidential data, except in the case of express and informed authorisation and compliance with legal regulations in force. In addition, 2i Rete Gas personnel is required to refrain from using confidential information for purposes unrelated to the performance of their duties, such as in the case of insider trading or market manipulation.

Rules established by the Code of Ethics include specific provisions for gifts and gratuities (art. 6.3), where it is clarified that no form of gift is allowed that can be interpreted as exceeding normal business or courtesy practices, or in any case is aimed at obtaining favourable treatment in the performance of any activity related to the 2i Rete Gas Group. In particular, any form of gift to Italian and foreign public officials, auditors, directors of 2i Rete Gas and of companies in the 2i Rete Gas Group, auditors or their relatives, which may influence the independence of judgement or induce them to secure any advantage, is forbidden.

This rule is binding for both gifts promised or offered and those received. It is then specified that 'gift' means any kind of benefit (e.g. free-of-charge participation in conferences, promise of job offers, etc.).

The recipients of the Code of Ethics include the members of the Board of Directors, the Board of Statutory Auditors and of other governing bodies of 2i Rete Gas and other companies of the Group, as well as all managers, employees and collaborators linked to the Group by contracts of any kind, including occasional and/or temporary.

In addition, 2i Rete Gas requires all affiliated companies or subsidiaries and its main suppliers and partners to adopt a conduct in line with the general principles of the Code of Ethics, including by causing specific clauses to be mandatorily included in all agreements



entered into with third parties. 2i Rete Gas, through its Supervisory Board as referred to in the 231 Model adopted by 2i Rete Gas, carefully monitors compliance with the provisions of the Code of Ethics, inflicting such sanctions and corrective measures as may be necessary.

Organisation, Management and Control Model pursuant to Legislative Decree No. 231 dated 8 June 2001 (OMM or Model)

In order to protect its business and reputation, effective 16 March 2011 the Company has adopted the Organisation, Management and Control Model pursuant to Legislative Decree No. 231 dated 8 June (OMM or Model). The Model is designed to keep track of sensitive or at-risk company processes and related organisational, precautionary and control measures in place for the purpose of averting the risk of offence, including criminal offences relating to corruption under the Criminal Code and the Civil Code. The Code of Ethics forms an integral part of this Model.

The Model is constantly amended and updated both to adapt its contents to the organisational structure of 2i Rete Gas and to harmonise it with the development of industry legislation.

The Model in force at 2i Rete Gas S.p.A. is adopted, with the same format, by the subsidiaries of 2i Rete Gas S.p.A., subject to the necessary and appropriate adaptations in line with the organisational structure of the subsidiaries. The Model consists of a General Section and several Special Sections.

The General Section defines the structure of the Organisation Model:

- i) regulating its purpose and functions;
- ii) establishing a Supervisory Board and describing its functions and powers in the specific Regulations attached;
- iii) establishing an information flow system;
- iv) setting up an information and training system;
- v) establishing a disciplinary system whereby sanctions are inflicted in case of failure to comply with the Model.

The Special Sections are identified in relation to the types of offence set forth in the Decree, taking into account the 2i Rete Gas S.p.A. core business, and set out the behavioural principles that the Company must follow in the execution of all those company processes where the possibility of committing an offence deemed as significant for the purposes of Legislative Decree No. 231/2001 is deemed to exist (sensitive processes). Indeed, the general and specific procedural principles to follow in executing sensitive processes and prevention measures are identified for each Special Section, in relation to the individual type of offence.

In the event of legislation changes intended to introduce new types of offences, as under the Decree, 2i Rete Gas S.p.A. will forthwith arrange for tasks to get underway to update the mapping of risk and existing organisational and control measures, so as to establish whether a potential risk exists within the Company concerning the commission of any such



new types of offences. As a result, the Board of Directors of 2i Rete Gas S.p.A. will, with due account also being taken of the suggestions and guidance, provided by the designated Supervisory Board, and insofar as it deems it necessary, draft new chapters of the Special Section, finalising the amendments and/or changes through ad-hoc resolutions.

The Organisation, Management and Control Model of 2i Rete Gas S.p.A. applies to:

- i) individuals holding top management positions that belong to 2i Rete Gas S.p.A. (individuals acting as representatives, executives or managers of the Company) and anyone exercising, including de facto, such powers;
- ii) individuals who are subject to the direction or supervision of others (or individuals in a subordinate position), belonging to 2i Rete Gas S.p.A., i.e. anyone enforcing, in the interest of the Company, the decisions made by the Top Management Bodies (employees of 2i Rete Gas S.p.A.);
- iii) attorneys-in-fact acting in the name and on behalf of 2i Rete Gas S.p.A.;
- iv) members of the Board of Statutory Auditors of 2i Rete Gas S.p.A.;
- v) companies and/or individuals that provide services on behalf of 2i Rete Gas S.p.A. pursuant to contracts duly signed and within the limits of the provisions set forth therein.

The Supervisory Board of 2i Rete Gas closely monitors compliance with the provisions of the Model, inflicting any sanctions or adopting any corrective measures as may be necessary.

The Model is the subject of periodic training for employees, who will be required to undergo such training within the deadlines as set by the Human Resources Department. Training on the subject of responsibility of entities pursuant to Legislative Decree No. 231 of 8 June 2001 is also extended by the Supervisory Board to the members of the Board of Directors and the Board of Statutory Auditors.

As to information flows, 2i Rete Gas S.p.A. and its subsidiaries provide stakeholders, including their own employees, with specific communication tools (including two certified email [PEC] accounts) whereby they can directly report to the Supervisory Boards of the individual companies any violations or alleged violations of the Code of Ethics and the Model. In this regard, the Company promptly arranged for its Model to comply with the rules on whistleblowing, establishing, among other things, sanctions against managers, directors and statutory auditors who infringe the privacy of the individuals raising concerns or who take discriminatory or harmful actions against such individuals because of the concerns they raised. Whenever a report is submitted, including upon recommendation of the Audit Committee or the directors, the Supervisory Board collects, examines, and stores all the reports and information received, evaluates them carefully and impartially, ruling on their truthfulness and validity and ensuring anonymity with regard to the name of the person submitting the report. To this end, it adopts appropriate measures to ensure the confidentiality of the identity of the person submitting the report and, consequently, to avoid any form of reprisal or discrimination.

In addition, each corporate department provides the Supervisory Board with a four-monthly report, in which they illustrate, with reference to the four-month period, the main activities carried out with regard to internal supervision measures and controls performed in



compliance with the Model, as well as any concerns raised in respect of events that may have occurred as part of potentially relevant company activities with a view to Italian Legislative Decree no. 231/2001. The Supervisory Board reviews the individual reports, asks for clarifications and additions as appropriate and, unless specific reports need to be filed, provides an overview of the information collected which is then shared with the directors of the company concerned. With reference to the internal concerns raised through the periodic reports, the Company takes, from time to time, the necessary measures, such as audits and in-depth investigations conducted by the Internal Audit department; infliction of disciplinary measures; fulfilment of requests for information received by the Company from law enforcement agencies; audits on contractors. These measures are reported to the Supervisory Board.

The Organisational Model states that in case of infringement of the provisions set out in Model itself (and, therefore, infringement of the corporate procedures that form an integral part thereof) committed by any employee, 2i Rete Gas S.p.A. will adopt the sanctioning measures set forth in the Organisational Model, with reference being made in this respect to the Disciplinary Code (as defined in the national collective bargaining agreement applicable to the Gas and Water industry).

Charter of Values

Complementing the aforementioned provisions is the Charter of Values adopted by 2i Rete Gas in 2019. In addition to stressing and completing the ethical principles outlined above and making it possible to identify the Company core values as well as the values the Company plans to pursue, it provides a guide to the actual behaviours that all employees, starting with the top management, undertake to follow, including in relations with stakeholders.

The identification of the values set out in the Charter resulted from an extensive sharing effort involving the Company personnel with a view to a meaningful enforcement of the principles so identified, while taking into account the sensitivities of those who engage in the different business processes on behalf of the Company on a daily basis.

The values identified in the Charter include culture of participation, discussion and sharing, keeping a high level of expertise in the industry, pursuing innovation and the digital revolution, seeking sustainable development built in harmony with the social, cultural and environmental development of the communities in which the Company operates, promoting responsible behaviour based on loyalty, fairness and integrity while respecting health and safety, thanks to the risk-related knowledge gained, the monitoring of the activities carried out and the involvement and engagement of workers and their representatives in the implementation and improvement of the health and safety management system.



Sustainability Policy and Plan

On 25 March 2020, the Board of Directors approved 2iRG Sustainability Policy, i.e. the document guiding the Group's decisions on environmental, social and corporate governance, the definition of implementation principles to be followed to ensure responsible corporate management and the undertaking of the related irrevocable commitments.

The Sustainability Policy also formalizes and sets out the Group belief that in order to create sustainable and long-lasting value, business growth must be combined with respect for the principles of legality, integrity, impartiality and transparency, on the basis of an integrated strategy, while applying, at the same time continuous improvement practices as well as operational efficiency and cost-effectiveness criteria.

The commitments set out in 2i Rete Gas Sustainability Policy, i.e. to stimulate everyone's contribution; ensure efficiency, quality and safety; distribute energy for a cleaner future; and create shared value, are driven and underpinned by prerequisites – i.e. aspects considered essential, such as regulatory compliance, ethics and anti-corruption, listening to stakeholders and creating sustainable economic value – as well as implementation principles that identify the priority actions to be undertaken and developed by the Group.

On 25 March 2020, the Board of Directors also approved 2i Rete Gas Sustainability Plan for the 2020-2023 four-year period with the aim of increasingly integrating ESG issues into strategic planning with specific, measurable, achievable and time-bound goals.

The ethical and anti-corruption governance structure and the control system

2i Rete Gas has developed a governance structure to foster the promotion of ethical behaviour within the organisation by prohibiting all forms of corrupt behaviour. This governance structure is called upon to provide reasonable assurance of the propriety of conduct, through appropriate supervisory and control mechanisms, as specified below.

In this regard, it is up to:

- *line management to ensure the proper performance of operations (first level controls - or line controls), in compliance with the ethical and anticorruption principles of the internal and external regulatory framework;*
- *the structures in charge of governing and monitoring activities (Operations Department, Quality, Planning and Control, Human Resources, Legal, etc.) to supervise the performance of operations (Second level controls), in compliance with ethical and anti-corruption principles and corporate strategies and policies;*
- *the Internal Audit structure to assess and periodically verify, on the basis of a risk-based plan, the completeness, functionality and adequacy of the internal control system (Third level controls), periodically reporting to the Board of Directors on the activities carried out, the results achieved, and the level of control gradually implemented within the company.*



The company has for some time deployed a system for reporting violations to the Supervisory Board pursuant to Legislative Decree 231/01 (to which the so-called whistleblowing practice has recently been added), designed to facilitate the reporting of unethical, illegal, or corrupt conduct, guaranteeing the confidentiality of the whistleblower and the alleged perpetrator.

Any report of a breach of the Organisational Model must be addressed to the Supervisory Board, pursuant to Legislative Decree 231/01, which has the task of carrying out the checks and controls falling within the scope of its activity.

With regard to checks on the correctness of conduct further to Legislative Decree 231/01, Internal Audit has set up a computerised system inspired by international best practices, called 'Continuous Audit'. This model – which introduces 65 red flags relating to the main corporate processes – periodically scans the operational database to detect any situations of risk and/or regulatory non-compliance, so that they can then be managed with appropriate preventive/corrective plans.

In addition, the Company's role as a public services provider requires it to constantly comply with the general requirements of the procurement code and anti-mafia regulations, which in turn require the Company and its bodies to behave with integrity not only in dealings with contracting authorities before and during the selection processes enabling it to take on this role, but also, for example, in its relations with the tax authorities, contractors and subcontractors, and employees.

The fulfilment of these requirements is ensured by internal procedures that require each corporate function to report to the tender and legal departments, within their jurisdictions, any circumstance that may cast doubt on the company's fulfilment of its legal obligations, both when signing formal declarations necessary for taking part in tenders and at any time any one of these requirements appears to be unmet.

These controls include, for example, the periodic acquisition of tax certificates, DURC (single insurance contribution certificate), the prohibition of so-called 'pantouflage' (hiring of public administration officials who have issued favourable rulings to the company in the previous three years) and periodic checking of pending criminal charges and criminal records with reference to members of the board of directors legally representing the company, including proxies and general attorneys, members of bodies with management or supervisory powers or persons with powers of representation, management or control and the Technical Director.

Over the years, 2i Rete Gas has therefore implemented specific organisational procedures and control measures with a view to spreading the culture of business ethics and anti-corruption within the Company and ensuring its respect across the operational processes considered as sensitive, thus reflecting the statements of principle and the values identified in the Code of Ethics, in the 231 Management Organisational Model, in the Charter of Values, in the Sustainability Policy and Plan.

ORGANISATIONAL CONTROL MEASURES AND OPERATIONAL PROCESSES IMPLEMENTED BY 2i RETE GAS TO PRESERVE AND PROMOTE ITS ETHICAL AND ANTI-CORRUPTION APPROACH TO THE CONDUCT OF ITS BUSINESS

Control measures aimed at ensuring ethics and anti-corruption in relations with shareholders and investors and, in particular, transparent dealings with the market

The Company combines the creation of shareholders' value with maximum transparency and disclosure regarding company management, together with risks control and the dissemination of awareness of the social significance of the activities in which 2i Rete Gas engages.

Since 2014, 2i Rete Gas S.p.A. has issued bonds listed on the Irish Stock Exchange (ISE), an EU regulated market, in order to expand its sources of funding as part of a medium-term note scheme (EMTN), most recently renewed on 22 December 2020, qualifying as a Public-Interest Entity pursuant to Legislative Decree No. 39 dated 27 January 2010.

In compliance with the European Union transparency protection regulations (Transparency Directive), as transposed and implemented by the secondary legislation of the state of the law of choice (Ireland), as well as the legislation protecting market abuse (Regulation (EU) No. 596 of the European Parliament and of the Council of 16 April 2014 (the "MAR") and the relevant amending provisions also applicable to the Italian primary and secondary legislation issued by CONSOB [Italian Securities and Exchange Commission], the Company has adopted the following control measures:

- **Internal dealing procedure**, which governs disclosure obligations in connection with transactions carried out by relevant persons on 2i Rete Gas securities, in order to provide investors with an indication of the perception that relevant persons have of the Company prospects, which may have a special information value for the market. According to this procedure, relevant persons (i.e. directors, board of statutory auditors, top managers and persons closely associated with them) must promptly notify the Company of the transactions carried out. In turn, the Company will notify the relevant Authority of the transaction, in accordance with a timeline set out in the procedure in compliance with legal obligations;

- **Procedure covering the establishment, keeping and updating of the Register of persons with access to 2i Rete Gas S.p.A. privileged information**, i.e. information of a precise nature that has not been made public concerning, whether directly or indirectly, the issuer or one or more financial instruments, and which, if made public, could have a significant effect on the prices of such financial instruments or on the prices of related derivative financial instruments. The Procedure sets out to:
 - identify, through an extensive mapping process, as well as by referring to the applicable regulatory definitions and the identified thresholds of significance, the categories of information that can be classified as Privileged Information of the Company;
 - establish the criteria for identifying the persons who, both inside and outside the Company, on a continuous, periodic and/or occasional basis, have access to such Privileged Information and whose inclusion in the Register is deemed to be apposite;
 - outline - in compliance with the legislation and in particular with Executive Regulation EU 347/2016 - the structure of the Register of persons with access to Privileged Information, the sections it consists of, describing in particular the reasons warranting inclusion therein, the methods whereby it is kept and updated, as well as the responsibilities related thereto;
 - identify and regulate the information flows that ensure the proper keeping of the Register, as well as the actual and appropriate periodic updating thereof;
 - regulate the methods whereby individuals are notified of their being listed in the Register, so that they may be informed of and acknowledge:
 - (i) their being listed in the Register;
 - (ii) the legal obligations concerning Market Abuse deriving from having access, on a continuous or occasional basis, to the Privileged Information of 2i Rete Gas S.p.A.;
 - (iii) the sanctions, including criminal sanctions, that may be inflicted under the legislation in force in the event of violation of these rules.

Upon gaining access to Privileged Information by any means (i.e. by correspondence, during meetings, gatherings and/or other), the individuals listed in the Register must adopt all suitable measures aimed at preventing access to such information by unauthorised persons as well as preventing an individual from gaining access to Privileged Information notwithstanding the rules of transparency and fairness set out by 2i Rete Gas S.p.A., its 231 Model and its Code of Ethics. In particular, they are allowed to gain access to, manage and store Privileged Information only if strictly necessary to perform the tasks assigned to them and for the time strictly necessary, adopting the common rules of professional diligence in order to ensure the highest confidentiality. They must, also, comply with the prohibitions and obligations imposed by European (and Italian and Irish transposing, according to jurisdiction) legislation on market abuse.

Consultants are required to sign specific confidentiality agreements concerning the acquisition, management and storage of privileged information.

Register data are processed in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and Legislative Decree 196/2003.

- **Procedure for disclosing information to the general public**, which has recently undergone a major update as a result of the entry into force of the Regulation (EU) no. 596/2014 on market abuse and related ESMA implementing guidelines, defining the criteria adopted, the actions and responsibilities designed to ensure an effective and efficient disclosure of information to the general public in compliance with updated transparency regulations (as implemented in Irish law and in practice as the State “of choice” in this matter) of Leg. Dec. 254/2016 and Consob regulation on the subject of non-financial disclosures, Euronext rules and secondary legislation of the Central Bank of Ireland, applicable to the Company as an issuer of listed bonds. 2i Rete Gas discloses, by way of example and without limitation, a list broken down into three macro-classes: a) Financial Reports, including interim reports, b) Consolidated Non-Financial Disclosure, and c) Privileged Information other than Financial Reports.

a) Separate and Consolidated Financial Reports of the Parent Company:

- Annual Financial Report (annual financial statements);
- Interim Financial Report (half-yearly financial statements).

b) Privileged Information other than Financial Reports, with respect to which the Company has prepared an indicative list of support for identification, subject to constant updating, represented by information that could be considered as privileged due to its significance, categorised in the following macro categories:

- information about the business;
- information about financial aspects;
- information about financial instrument transactions;
- information about legal, judicial or extrajudicial matters;
- institutional information and information about extraordinary transactions;

Since Financial Reports (annual and interim) and the Non-Financial Disclosure are required by regulations, they are not subject to assessment and are therefore disclosed directly and communicated to the competent supervisory authorities, in accordance with applicable regulations. Where further disclosures are required in addition to Financial Reports, an evaluation process will be carried out to establish whether the information is considered significant in order to ensure the protection of investors and the proper functioning of the financial market and whether there are legitimate interests and the conditions laid down in art. 17(4) of the Market Abuse Regulation to delay its disclosure; in the latter case, there is a procedure to track this assessment and for the subsequent communication to the Authority responsible for the procedure to delay public disclosure of Privileged Information. The information must be disclosed in full, clearly identifying the underlying subject matter and the date the information was disclosed. The information disclosed will remain on the corporate website for a period of five years. If upon completion of the evaluation process the information is found to be non-significant, the process will be ended and the information will not be disclosed.

The aforementioned control measures also result from the application of the Organisational Model, in the section relating to corporate offences highlighting the sensitive processes

through which it is felt that a risk of the commission of market abuse offences may exist, including, for example the management of public disclosures and related communication to the market, the management of privileged information and related communication to the market. The general principles of conduct established under the Model include: the prohibition to commit or attempt to commit or participate in the performance of any action or omission that may lead, whether directly or indirectly, to committing the market abuse offences as under Article 25 sexies of Legislative Decree 231/2001; the obligation to behave in full compliance with the laws and regulations, as well as with the operating instructions in force at 2i Rete Gas S.p.A. whereby sensitive processes are governed, when carrying out transactions of any nature on financial instruments, or when providing information related to such instruments; the obligation to comply with the principles of fairness, transparency, complete disclosure, protection of the market and with the mechanisms of free pricing of securities; the absolute prohibition of spreading, contributing to the spreading, in any way, of false information, news or data or carrying out fraudulent or in any event misleading transactions in a way that may, whether potentially or otherwise, cause the prices of financial instruments to be altered; the obligation to keep at all times a correct, transparent and diligent conduct in the interest of the public, the investors and the market; the obligation to operate in such a way as to prevent any situations of conflict of interest from occurring; the obligation to adopt suitable measures, to avoid the occurrence of undue circulation/dissemination of significant information, within 2i Rete Gas S.p.A.

The corporate bodies and all the functions involved in the management of sensitive processes, are required to base their relations with the Supervisory Authorities on criteria of integrity, fairness, transparency and cooperation, avoiding conduct that may, in any way, be considered to hinder the activities that the aforesaid Authorities are called upon to carry out in order to protect the market. They are also required to send to the Supervisory Authorities the reports as laid down by law and the regulations, submitting, for this purpose, such data and documents as may be required or requested; include, in the aforesaid reports, true, complete and correct information, disclosing any significant fact pertaining to the financial situation of 2i Rete Gas S.p.A.; avoid any behaviour that may hinder the Supervisory Authorities in the discharge of their duties, and comply with the limits set out in the organisational powers of attorney or proxies granted to them by 2i Rete Gas S.p.A..

In addition to the foregoing and with a view to ensuring transparency in disclosures, the Company relies on a **software system for the secure computerised management of Board meetings**, sharing the documents relating to the items on the agenda in a digital format and with protection criteria established from time to time depending on the sensitivity of the matters at hand, managing all the distribution and discussion phases, guaranteeing full disclosure to the Board of Directors and computerised traceability of the activities, eliminating the need for distribution by email or in paper form. This results in an easier document management while reducing the time required to prepare and search for information, as well as in a more effective internal communication and greater sustainability in ESG terms as paper is eliminated.

In compliance with the obligation under Legislative Decree No. 254/2016 applying to Public-Interest Entities (pursuant to Legislative Decree No. 39/2010), such as 2i Rete Gas in its



capacity as an issuer of bonds listed on a regulated market in the European Union, 2i Rete Gas prepares and approves, through its Board of Directors, its annual “Non-Financial Disclosure”, i.e. a non-financial reporting of company operations intended for all the Group stakeholders, with the aim of sharing - together with achieved the economic and financial results- also the objectives and goals relating to sustainability, ethics, safety and environment that the Company plans to pursue in its future strategy.

Lastly, transparency is ensured within the Board of Directors also through the periodic disclosure provided by the Managing Director regarding the exercise of delegated powers and also pursuant to Section 2381 par.5 of the Italian Civil Code, underlying transactions from time to time deemed as worth reporting to the Board, overall performance of operations and operating outlook, and significant events from a company organisational, administrative and accounting structure perspective.

Control measures aimed at ensuring ethics and anti-corruption in relations with personnel

Personnel recruitment, management and training

2i Rete Gas is aware that its employees play an active role in driving the Company continuous change and improvement. For these reasons, its conduct is based on criteria that rule out any form of discrimination, with 2i Rete Gas personnel being assessed in an objective manner, taking into consideration the commitment and the quality of the work carried out by each individual.

2i Rete Gas is committed to developing an organisation with a strong and constant focus on the people’s values, the underlying goal being to build a company characterised by a social value of its own.

The Company is aware that its people, with their knowledge, can make the difference and provide a competitive edge. Consistent with its ethical and anti-corruption vision, 2i Rete Gas S.p.A. intends to develop the value of each person, respecting his or her physical, cultural and moral integrity, as well as the right to interact and associate with others, in the belief that the work environment must not only be comfortable and safe, but also a place of fulfilment where one can feel part of a project.

The people employed by 2i Rete Gas are selected through a process that is transparent, mindful of human rights and dignity of the individual, and impartial, in compliance with the Group Code of Ethics, Italian Legislative Decree No. 231/2001, and the “Integrated Quality, Safety and Environmental Policy”. The recruitment and selection process affords equal opportunities to any individual irrespective of their gender, religion, belief, ethnic origin, disability, age, sexual or political orientation, and it avoids any form of discrimination.

Compliance with the above principles is further ensured by the entry into force of “SAP Success Factors” as a tool for electronic management of recruitment and selection processes. Almost all processes are currently managed within the platform, resulting in a more effective management and traceability of all phases of the process. Thanks to this tool, profiles are retrieved through a single channel and by accessing an ever-increasing pool of applicants and the different validation and assessment steps and timeframes are also certified. The staff selection process adopted by the Company makes it possible to



carry out objective selections to establish whether applicants have the skills demanded of the specific professional profile being sought and whether their motivations and aptitudes are consistent with the Group values.

The recruiter establishes whether potential situations of conflict of interest exist as pursuant to the Organisational Model under Legislative Decree 231/2001 and the Code of Ethics, and checks whether the applicant has worked for Public Administration entities in the previous 36 months; if such situations are found to exist, regardless of whether or not they constituted an impediment to employment, he/she will request the applicant to provide and write down the relevant details, sharing the information at the end of the interview with the Human Resources Department and with the requesting Function/Unit in order to decide whether to proceed with the selection process in relation to the position which the applicant is to hold within the Company organisation. In addition, at the time of hiring, the new employee is provided with a Welcome Kit consisting of the National Collective Labour Agreement, working time, severance pay documentation, the "Safety in the Company" book, Privacy Documentation, the Group Code of Ethics, Model 231/01, badges and various forms.

Training also plays a crucial role in protecting the ethics of corporate action; in this connection, the Company delivers extensive training on a regular basis covering both management-related and specialist topics, as well as technical and health and safety issues. The Company has also implemented an ad hoc computer programme that employees can access on the corporate intranet. It enables company staff to benefit from training on specific topics of general interest, including, but not limited to, training on the Group Organisational Model and on Legislative Decree No. 231/2001.

The Company employees are provided with extensive information and training on the specific issue of crimes related to corruption between private individuals and on whistleblowing procedures.

In addition, meetings are regularly scheduled to illustrate and share some of the procedures that apply across the board, such as meetings aimed at establishing on an ongoing basis that no conflicts of interest exist between employees and Public Administration entities and other stakeholders. In this respect, these procedures require each employee to report to the Company any type of conflict that may involve him or her, with the relevant situation being updated on a regular basis.

Control measures ensuring workers' health and safety

Aware of the fact that safety in the workplace is not only required under law provisions but is also a matter of ethics, 2i Rete Gas considers the health and safety of workers a key point of reference for all company functions and all external parties that have dealings with 2i Rete Gas S.p.A. For this reason, the company policy on this matter sets out the strategic objectives and principles of action underpinning the protection of the workers' health and safety which include not only a commitment to ensure compliance with current legislation on workers' health and safety but, more importantly, a commitment to sustainable improvement of activities, processes and behaviour in the area of occupational health and safety, a commitment to prevent and reduce the risk of accidents or occupational diseases, in the performance of corporate activities; as well as the commitment to make the entire company



organisation and its suppliers aware of their responsibilities, to the extent as lying within their respective scope of action, regarding the health and safety of workers.

In addition to pursuing improvement of health and safety in the workplace and of its own internal resources, 2i Rete Gas invests in the safety of the community and the environment in which it operates, sharing its commitment also with its collaborators and contractors. To this end, reliance is also made by 2i Rete Gas on *ad hoc* procedures to:

- i) define the tasks and responsibilities regarding safety, hygiene and health in the workplace;
- ii) organise preventive and periodic health examinations;
- iii) ensure the management of emergencies (first aid, evacuation);
- iv) ensure the administrative management of cases of occupational accidents and diseases;
- v) ensure the management of the personal protective equipment assigned to each worker;
- vi) identify the parties responsible for monitoring the implementation of maintenance/improvement measures;
- vii) plan surveillance visits to be conducted during the performance of job tasks;
- viii) plan surveillance visits on the situation at workplaces;
- ix) plan audits to establish compliance and safety at construction sites regarding projects awarded to contractors or self-employed workers.

The Company has adopted an Integrated Quality, Safety and Environmental Management System (IMS) to underpin the Company's ability to provide the "Management and Operation of the Natural Gas Distribution Service" on a regular, continuous and safe basis in compliance with the applicable mandatory requirements and in accordance with the reference certification standards. The principles laid down by the Integrated Quality, Safety and Environmental Policy which sets out the relevant issues with respect to the three standards to which it refers, namely Quality, Safety, and the Environment, are also applied through the IMS.

Within the framework of its integrated system, in order to identify the subjects and their consequent responsibilities in the field of health and safety, the Company has drafted a document (Por 17 QSA "Safety Officers pursuant to Title I of Legislative Decree 81 of 9 April 2008") defining the criteria and methods to be adopted to identify company figures and their responsibilities in the safety management process in application of Title I of Legislative Decree 81/08.

The Integrated Quality, Safety and Environment System contains the documents describing the methods of implementation of the aforementioned organisation. The corporate policy, adopted on the subject of occupational health and safety, reflected in the Integrated Quality, Safety and Environment System, acts as a blueprint for all the company functions and all external parties that have dealings with 2i Rete Gas S.p.A.

This policy sets out the strategic objectives and principles of action to protect the health and safety of workers, including, but not limited to the commitment to:

- a) ensure compliance with current legislation on health and safety of workers;
- b) promote a sustainable improvement of activities, processes and behaviours in the area of occupational health and safety;
- c) avert and reduce the risks of occupational accidents or diseases in the conduct of the company business;

- d) make the entire company organisation and its suppliers aware of their responsibilities, to the extent as lying within their respective scope of action, regarding any activity related to the Integrated Management System, hence including occupational health and safety issues.

As part of the planning process, the Company:

- i) identifies and assesses occupational health and safety issues. In this regard, 2i Rete Gas S.p.A. identifies and assesses all health and safety issues in relation to the activities carried out (i.e. manual handling of loads) in the different working conditions (i.e. normal conditions, routine and extraordinary maintenance, accident- related or emergency situations, etc.), in order to determine the issues that have or can have a significant impact on the health and safety of workers.
- ii) Identifies the applicable legal requirements. 2i Rete Gas S.p.A. identifies and records law and similar provisions as well as the commitments it has undertaken, constantly monitoring their appropriate application.
- iii) Sets objectives and related implementation programmes.

Consistent with the provisions set out in its occupational health and safety policy, 2i Rete Gas S.p.A. pursues safety objectives concerning, by way of an example, the:

- i. reduction of the risks of occurrence of events that may have adverse consequences for the health and safety of workers;
- ii. reduction of the impacts identified on the various components of occupational health and safety;
- iii. reduction of the number of accidents ('zero accidents' objective);
- iv. deployment of awareness-raising campaigns on occupational health and safety among Suppliers and contractors;
- v. training on safety.

2i Rete Gas S.p.A. provides adequate information to employees and new hires, temporary workers and interns about the:

- i) specific risks involved in the job task;
- ii) consequences arising from the performance of their job tasks in terms of non-compliance with the provisions of law and self-regulations adopted by 2i Rete Gas S.p.A.;
- iii) role and responsibilities attributed to each of them and the importance of acting in compliance with the provisions of law and self-regulations adopted by 2i Rete Gas S.p.A.;
- iv) prevention and protection measures adopted as well as the consequences arising from failure to comply with such measures, including pursuant to Legislative Decree 231/2001.

This information must be easy to understand for each worker, allowing each of them to acquire the necessary knowledge and, a prior check must be performed, whether immigrant workers are involved, to make sure that they understand the language used in the training course.



Having said this, in view of the different roles, responsibilities, capacities and risks to which each corporate function, whether at an executive or subordinate level, is exposed, 2i Rete Gas S.p.A also provides adequate information on the following issues:

- i) occupational health and safety risks connected with the company business in general and specific risks to which each worker is exposed in relation to the activity carried out;
- ii) prevention and protection measures adopted;
- iii) procedures concerning first aid, firefighting, evacuation of workplaces;
- iv) hazards associated with the use of dangerous substances and preparations;
- v) names of the workers in charge of emergency and first aid measures, as well as the name of the Head of Prevention and Protection Function [locally known as RSPP], Prevention and Protection Function Officers [locally known as ASPP] and Designated Physician.

2i Rete Gas S.p.A. also organises periodic meetings between the officers in charge of safety at work, informing the Supervisory Board thereof.

All the information activities described above are documented and, if necessary, recorded in minutes.

2i Rete Gas S.p.A. provides adequate training to all workers on the subject of safety in the workplace.

In this regard:

- i) the RSPP is involved in drawing up the training plan;
- ii) training includes learning assessment questionnaires;
- iii) training takes account of the job hazards to which the individual worker is actually exposed;
- iv) workers who change jobs and move location receive specific, preventive and/or additional training, where necessary for their new job;
- v) mandatory training is delivered to each worker, including, but not limited to:
 - a) use of work equipment;
 - b) use of personal protection equipment;
 - c) manual handling of loads;
 - d) use of video display terminals;
 - e) visual, gestural, voice, luminous and sound signs;
- vi) individuals assigned to specific emergency duties are required to receive special training;
- vii) adequate and specific OSH training and periodic refresher courses are delivered by the Employer to Managers and supervisors in relation to their duties: the contents of such training include: a) the key individuals involved and their obligations; b) definition and identification of risk factors; c) risk assessment; d) identification of technical, organisational and procedural prevention and protection measures.
- viii) 2i Rete Gas S.p.A. carries out periodic emergency drills, with appropriate evidence being provided (i.e. by preparing a report reflecting how the drills were performed and the relevant outcome).

2i Rete Gas S.p.A. provides all its corporate functions, at both the executive and subordinate level, with adequate and constant information by issuing disclosures and staging periodic meetings, where the Supervisory Board has the right to participate and addressing the following matters:



- i) new risks concerning workers' health and safety;
- ii) changes in the organisational structure for managing occupational health and safety;
- iii) drafting new procedures or updating existing ones;
- iv) any other aspect relating to occupational health and safety.

2i Rete Gas is constantly focused on providing a safe corporate environment, as an appropriate management of safety issues can lead to an improvement in the overall efficiency of the business itself, reducing the risk of occupational accidents and diseases, which will undoubtedly result in positive effects on its workers thereby improving their productivity and increasing their loyalty.

Control measures in dealings with Suppliers

2i Rete Gas is aware that transparency in transactions and in the supply chain will boost authority and credibility, while fair competition will increase prestige on the market. On the basis of this awareness, 2i Rete Gas has established a Register of Suppliers (the "Register") applicable to all the companies belonging to the 2i Rete Gas S.p.A. Group and in which all entities wishing to become company suppliers are required to qualify for inclusion in the aforesaid Register. The general eligibility criteria for any potential Supplier of 2i Rete Gas to be included in the Register are provided in the "Regulations governing the qualification system for the execution of works by suppliers of goods and services of 2i Rete Gas S.p.A."

With regard to contracts for works, services and supplies pertaining to core business activities of 2i Rete Gas, potential contractors will also be required to abide by the specific rules set forth in Legislative Decree 50/2016, as amended from time to time – with regard to the section covering special sectors – as well as the Regulations governing below-the-threshold contracts.

During the qualification process, governed by ACQ Operational Instruction no. 05, Suppliers Qualification, 2i Rete Gas assesses and checks a number of variables, including the technical and management skills, the ethical, economic and financial reliability of the candidate supplier, as well as its background and ability to fight corruption, but also its commitment to protect the environment, promote healthy and safe working conditions, prohibit forced labour and economic exploitation of minors. There are also periodic checks on qualification requirements through audit inspections as well as a continuously implemented Vendor Rating system that assigns a score to each company using various dimensions of analysis, comparison of performance between several companies and monitoring of key KPIs over time.

During 2022 the Supplier Qualification structure carried out a review of the Vendor Rating process implemented on the e-procurement platform to annually evaluate the performance of all suppliers.

This change led to the rationalisation of previously considered parameters, introducing new economic and financial parameters to the system with the help of the company CRIBIS. These specific indices related to the likelihood of the assessed entity not being able to continue business operations, the expectation of being able to pay trade debts and the average number of days of delays to payments for commercial transactions.



This makes it possible to gain a deeper knowledge of the Supplier and to rely on a higher quality of the services provided, as part of a virtuous cycle aimed at mutual improvement and the achievement of the objectives being pursued.

The Regulation for contracts below the thresholds pursuant to Article 36 par.8 of Legislative Decree 50/2016 as referred to above, governs the awarding, by 2i Rete Gas of works, services and supplies pertaining to the activities referred to in Article 115 of Legislative Decree 50/2016 for an amount lower than the Community thresholds set. It specifies which rules are based on the general principles of good administration, efficiency, cost-effectiveness, transparency, non-discrimination, equal treatment and proportionality, in accordance with the principles set out in the EU Treaty against unfair competition. The activity carried out by 2i Rete Gas, when awarding such contracts, must guarantee the quality of the services and is based on compliance with the principles of the EU Treaty against unfair competition and the principles of economy, effectiveness, impartiality, equal treatment, non-discrimination, transparency, proportionality, disclosure, protection of the environment and energy efficiency and protection of the workers' safety. Bidders are provided with useful and necessary information on tender announcements and their results, and they are required to view the Company Organisation, Management and Control Model and Code of Ethics, and agree to comply with the contents of both documents in the event of contracts being awarded in accordance with the aforesaid Regulations.

Moreover, with regard to the relationships between suppliers and the Company, the latter relies on Operating Instruction ACQ No.171 known as "Ethical background check on suppliers" which defines the criteria adopted, the actions and responsibilities aimed at verifying the ethical reliability of the suppliers included in 2i Rete Gas Register of suppliers, both qualified and to be qualified.

The document is relied upon when performing activities aimed at assessing suppliers of products, services and works relevant to the business conducted by 2i Rete Gas. The background and ethical check is designed to monitor the risk for 2i Rete Gas to start and/or maintain commercial relations with entities belonging to organisations involved in criminal activity or other wrongdoing that may prove of significance, including under Article 80 of Legislative Decree 50/2016 (general requirements), anti-mafia regulations and Legislative Decree 231/01. In brief, this assessment process is carried out by conducting a specific audit on the possible existence of risk indicators (known as 'red flags') detected during the qualification stage or during dealings with suppliers. Furthermore, a "cross-functional group for ethical control" on suppliers has been established and implemented in 2i Rete Gas as part of the aforesaid Operating Instruction whose purpose is to support top management in deciding whether to maintain or stop commercial relations with suppliers following the outcome of the ethical background check performed on them.

2i Rete Gas ensures that its procurement activities are consistent with its ethical and anti-corruption approach, defining which actions and rules to follow in order to guarantee full transparency, fairness and traceability in the qualification and procurement processes, in accordance with the provisions set out in its Code of Ethics and in its Organisational and Management Model under Legislative Decree 231/2001 (the "Organisational Model"). These



rules are specified in Operating Instruction ACQ No. 09 known as “Transparency in the procurement process: Instructions regarding the organisational, management and control model pursuant to Legislative Decree 231/2001 and the Code of Ethics”. By way of illustration and not limitation, some of them are listed below. It shall be expressly forbidden to commit or attempt to commit or participate in the commission of any action or omission that may directly or indirectly constitute a crime against Public Authorities and against property, and to engage in conduct causing conflicts of interest with the Public Authorities shall likewise be forbidden. In line with the provisions of the Code of Ethics, it shall be forbidden to make donations in cash, for any reason, to Italian or foreign Public Officials (or their relatives) and to promise benefits or favours of any kind (promising employment, etc.), to such Public Officials in order to secure any advantage to 2i Rete Gas. It shall be forbidden to distribute or receive gratuities and gifts exceeding normal business or courtesy practices and, in any case, aimed at gaining preferential treatment in the conduct of any business operation. Allowed gifts shall qualify as such if they are of low value. It shall be forbidden to provide services to consultants, partners and suppliers that are not adequately warranted as part of the contract entered into with them and of the professional assignment to be performed. On the other hand, in order to establish the absence of any situations of conflict of interest, whether potential or otherwise, the supplier concerned must, if a legal entity (e.g.: Ltd, LLC, etc.), provide complete and detailed information on the composition of its corporate structure and on that of its related parties, if any, promptly notifying any changes that may have been made to the information provided previously. Similar information is required if the supplier is a natural person (e.g.: professional assignments to individual professionals, etc.).

Control measures in dealings with Public Authorities

In its dealings with Public Authorities, 2i Rete Gas S.p.A. is committed to ensuring the strictest compliance with the applicable community, national and company regulations. The Company, and each employee, collaborator or consultant acting on its behalf, must refrain from inappropriately influencing the decisions of the institution concerned, with a view to seeking the performance of acts in compliance with or in breach of official duties, in particular by offering or promising, directly or indirectly, gifts, money, favours or benefits of any kind. Any employee or collaborator who receives indications to do so must immediately inform the Supervisory Board thereof.

For this reason, Operating Instruction No. 156, “Managing relations with the Public Authorities subject to authorisation”, defines the specific operations in respect of which employees are authorised to interact with Public Authorities in the discharge of their duties according to the proxy framework and internal organisation, and sets out, more importantly, the boundary of the entities with which interaction is allowed. The Head of the corporate function concerned will consider whether there is a need to authorise some eligible individuals within his or her own staff to represent, within the scope of such relations, the company directives or to do so himself/herself, without prejudice to the limits of the powers of representation identified in the corporate framework of proxies.

2i Rete Gas promotes and finances initiatives concerning social, environmental, sports, entertainment and art issues, deemed to be of interest to the Group, by staging high-quality



events. More specifically, consistent with the principles and values set out in the Code of Ethics, Operating Instruction No.125 governs the process of Sponsorships and Donations in 2i Rete Gas S.p.A by launching “Sponsor” initiatives whereby it promotes its own business and corporate image, while raising awareness within the civil context on issues related to the use of energy sources.

2i Rete Gas S.p.A. also relies on ‘Donations’ to cover projects seeking to promote social initiatives intended for the weakest categories, providing support to non-profit associations or organisations that, by organising collective initiatives, pursue charity endeavours. 2i Rete Gas Group personnel involved in any capacity in sponsorship or donation endeavours, must however comply with the relevant law provisions, including the rules of conduct set out in the Code of Ethics and in the Organisational Model under Legislative Decree 231/01. More specifically, each sponsorship agreement must contain a specific declaration certifying knowledge of the 231 Organisation, Management and Control Model and of the Code of Ethics of 2i Rete Gas S.p.A. as pursuant to Legislative Decree 231/2001, together with a commitment to comply with such provisions.

A special Evidence Report is required to be completed and submitted to guarantee transparency in conduct and in all company processes. Operating Instruction No. 107 deals with the obligation for authorised parties to draw up, by relying on OI No. 156 as aforesaid, such a document which consists of the relative Meeting Minutes where the reasons for the meeting and all the information considered fundamental are reflected.

The Head and/or Deputy Head appointed by the Chief Executive Officer in accordance with P.O. 08/2014, validates the contents of the Evidence Reports, which track activities relating to the management of operations subject to supervision pursuant to the Organisational Model.

The Local Authority Relations Unit (REL) is carrying out a project, known as “Ethics Project”, to streamline all the activities being managed which sets out to increase processing performance and improve measurability of performance, with the aim of improving over time the quality of management and the relationship with the “Key Client”.

The Ethics Project aims to fit into the context of the current Sustainability Project, in that it promotes, in the pursuit of its business growth objectives, methods of improvement and full compliance with the regulations and the highest ethical standards, rejecting all forms of active and passive corruption.

It therefore promotes the application of the principles of legality, integrity, impartiality and transparency, aiming to improve the following “sustainable values”:

- Transparency: for each activity carried out by the Local Authority Relations Unit, managing, in a single application, of all incoming paperwork and related feedback;
- Traceability: involving Units other than just DAG/REL in the management of the process;
- Visibility: the contents of the feedback are easily correlated or readily related to the Unit that provided such contents;
- Timeframe: the timeframe for each request is already defined;
- Performance: measurability of performance, capturing deadlines and preventing reminders;

- Conduct: the relationship with the Key Client primarily rests on the contact they have entered into with 2i Rete Gas and, to a lesser extent, vice versa.

With regard to the functional aspect, all implementations and optimisations of the Local Authority Relations tool were completed as at 31 December 2022. In addition, formally as of 01/01/2023, all DAG/REL processing is managed within the REL application, therefore the set 'ethical' standards of Transparency, Traceability and Visibility can be considered as being achieved.

The management of all activities in a single more powerful application is crucial for the management and enhancement of relations with the Public Administration, in all stages of the process, also helping to raise the degree of satisfaction of the Key Client.

The transparency criterion contained in each stage of the process also makes it possible to monitor actions that might potentially be taken individually to commit one of the offences listed in Legislative Decree 231/01.

This condition is present during ordinary business operations, when receiving Complaints, or when putting in place safeguards to prevent complaints and improve relations.

By standardising managed activities, and related processes, combined with control measures, the principles of legality, integrity and transparency can be respected, achieving the objective of improving the sustainable value of the business.

We therefore believe we have generated value over time, seen through automatic Performance Reports applicable to case files, documents and any received Complaints.

'General' Operational Instructions entitled Key Client Relationship Management' are currently being finalised, specifying how to manage relations with awarding bodies, primarily by enhancing the way the relationship is handled, originating from requests coming from the bodies themselves, as well as from in-house strategic planning. The document will contain references as to how the REL Unit conducts its activities, broken down into work and control processes.

The former include activities managed within the Local Authority Relations Unit, optimised by the Ethics Project, while the latter include all the processes related to the application of Legislative Decree 231/01 and of the Organisational Model, i.e. the set of all supervisory activities regarding all relations with bodies, which require prior authorisation and have to be reported in an Evidence Report, as per IO 107.

Control measures in dealings with Institutions and Authorities

Consistent with the principles and criteria of conduct set out in the Code of Ethics and by adopting behaviours based on transparency, fairness and traceability, the Company interacts with public institutions, authorities and trade associations, making its know-how available to the community in order to provide the best service in the areas in which it operates. 2i Rete Gas S.p.A. actively participates, among others, in the consultations ahead of the issuance of measures concerning tariff regulation and the quality of the natural gas distribution and metering service, submitting observations and proposals in documents filed with the Authority. 2i Rete Gas S.p.A. is a member of Igas (Association of gas companies belonging to Confindustria, the Confederation of Italian Industries) and Assogasliquidi (Association of Federchimica representing the companies of the liquefied gas/LPG distribution sector). In 2019, moreover, 2i Rete Gas S.p.A. was a member of Anigas (Associazione Nazionale Industriali Gas belonging to Confindustria).



Participation in trade associations, in addition to protecting the interests of member companies, makes it possible to promote the innovative use of gas, not only as an important source and carrier of energy, but also in a perspective of environmental sustainability as a key element of an ethical approach to *business*, while consolidating the stakeholders' perception of the Company as a leader and reference in the industry.

Control measures in relations with Trade Unions

Relations with Trade Unions are based on respect for the parties involved, are open and constructive. Trade Unions play an active role not only in the process of execution, amendment and updating of the Collective Labour Agreement governing the Gas/Water industry, but also in company-wide and local agreements that complement legislation.

They also participate in initiatives designed to protect the health and safety of workers through their representatives who are part of the Prevention and Protection Function. In this connection, Committees are set up with a view to sharing the measures for the implementation of regulations on health emergencies resulting from the spread of the SARS-CoV-2 virus.

Trade Unions are also involved in company reorganisation processes resulting from extraordinary operations carried out by the Company, such as mergers, demergers, sale of company branches, and in processes involving alternation in the management of concessions for the supply of natural gas distribution service.

2i Rete Gas control measures addressing business impact on the environment

2i Rete Gas recognises environmental heritage as a core asset to be protected and safeguarded, also with a view to the rights of future generations. To this end, it disseminates a policy of focus on and respect for the environment across the board, and is formally committed to the continuous improvement of its business processes with a view to seeing the Company increasingly involved in experimental projects to the benefit of present and future generations, such as using networks to promote the production of biomethane in order to minimise the carbon footprint of its business operations. The Company works daily to fulfil its role as a concessionaire of a public utility service, guaranteeing high performance levels and a constant attention to the challenges facing the industry itself.

2i Rete Gas monitors and evaluates the impact arising from the conduct of its business in order to identify significant factors, both direct and indirect, and to implement initiatives and projects in the pursuit of a responsible mitigation of such impact. The main direct impacts that the organisation monitors include: greenhouse gas emissions into the atmosphere, noise emissions from plants, and waste production. The Company also monitors energy consumption such as consumption related to the vehicle fleet and technological internal consumption (gas for preheating in decompression systems, electricity for cathodic protection systems).

On the other hand, indirect impact, i.e. the impact produced by the activities entrusted to suppliers, is identified and governed under contract obligations and provisions. The Company monitors indirect impact by having local units conduct field inspections. Finally, the Company monitors and controls its internal consumption in terms of primary energy.



2i Rete Gas believes that the establishment of a new energy paradigm for a sustainable future with reduced carbon dioxide emissions and the achievement of the objectives set by the European Union may result in gas playing a key role as the ideal fossil source to structurally accompany renewable sources, also increasing their flexibility of use while guaranteeing the security of the Country's energy system.

To make the general public aware of gas benefits from both a cost savings and environmental impact perspective (reduction of CO₂ and other emissions of pollutants such as SO_x, NO_x, volatile compounds, particulate matter), especially in comparison with other carriers (e.g. LPG, diesel), the Company supports communication campaigns launched by industry associations, whereby they explain the reasons why gas is viewed as a key resource in order to deal with the energy transition process that the Country has set out to address.

Promoting and implementing initiatives to ensure a sustainable development of gas infrastructure in the medium to long term also means enabling the future use of distribution assets in a low-carbon scenario, including the distribution of 'renewable gas' and affording flexibility to the energy system. As a result, increasing contacts with companies producing biomethane and looking into viable solutions to address technical limitations and encourage experimental endeavours for feeding synthesis gas into the network (power-to-gas) are other drivers 2i Rete Gas relies on in an attempt to outline the evolutionary role played by the gas infrastructure while enhancing its potential, considering that although technologies underlying the connection of biomethane plants and the integration of power-to-gas systems are currently available, the level of maturity of solutions designed to integrate distribution networks with renewable and synthetic gas is yet to be consolidated from a business model, regulatory framework and operating process perspective. To this end, the Company increased contacts with biomethane producers interested in considering cost estimates for connection to the methane gas distribution network.

The Company has started procedures for the remediation of sites no longer used for service delivery purposes (Mariano Comense), covering all related costs.

The possibility of integrating the gas network with the electricity network (power-to-gas) identifies an innovative solution to accumulate and use excess electricity production from renewable sources and optimise the use of already existing networks. Hydrogen, obtained through an electrolysis process, can be injected into the network in combination with natural gas, or subsequently combined with CO₂, obtaining synthetic methane. Unused energy produced from non-programmable renewable sources (e.g. wind and photovoltaic plants) is converted into synthesis gas, subtracting CO₂ from the environment and solving the problem of excess electricity build-up when there is no demand. The gas thus produced (hydrogen and/or synthesis gas) can potentially be used in all sectors: household, electricity generation and transport. This avoids the costs of investing in new infrastructure for the transmission, distribution and storage of electricity, while continuing to make full use of functional and efficient infrastructure such as that already in place for the transportation, distribution and storage of natural gas.

As a contribution to the pursuit of advanced asset uses with a view to green objectives in 2019 the Company started collaboration schemes to explore technical solutions for feeding into the



network gas from renewable sources. This partnership reflects 2i Rete Gas commitment to the sustainable development of natural gas distribution capabilities by seeking solutions that support their use in the medium-long term.

2i Rete Gas pursues energy efficiency endeavours designed for public entities (and eventually for the private sector, too), concerning buildings, heating and lighting systems. In 2017 the Company launched a Pilot Project known as “Energy Efficiency”. The ad hoc working group supported the Public Administration in the process of obtaining the energy certification of its buildings, submitting and developing projects aimed at increasing the efficiency of the energy performance of the systems used by the municipality while reducing consumption. As part of the initiatives supporting decarbonisation, the aforesaid Pilot Project resulted in a partnership with Tekne Esco S.r.l. for the submission of final energy efficiency proposals and, in July 2019, this partnership led to the establishment of a new company, of a new company, “2i Servizi Energetici S.r.l.”, consisting of 2i Rete Gas S.p.A. holding a 60% share and Tekne Esco S.r.l. holding a 40% share.

2i Servizi Energetici S.r.l. therefore acts as the point of contact with and promoter for Public Administration, in its capacity as external Energy Manager, performing detailed energy diagnostics, recommending efficiency solutions, designing, financing, implementing and managing them according to best practices for the entire duration of the concession.

Contribution to the development of the region

2i Rete Gas is geared towards increasing levels of technical and commercial quality and, at the same time, pursues a constant and progressive reduction of operating costs eligible for cutback, the underlying goal being to return value to the community and to key stakeholders (municipalities and local authorities; sales companies; end clients of the network) both by ensuring a safe, uninterrupted, reliable and timely service and by achieving a lower impact of the distribution service cost reflected in the bill according to industry regulations. Indeed, the Company believes that this approach plays a key role in the creation of widespread value, while providing a practical contribution to improving the quality of life of the communities served.

The Group is constantly committed to complying with and enforcing all the values set out in its documents and to enhancing and disseminating the corporate culture both inside and outside its organisation, delivering special training and information sessions primarily to its employees, as well as paying special attention to the dissemination of news by relying on both corporate channels and the intranet site dedicated to staff.

Control measures ensuring protection of privacy and management of company data

2i Rete Gas guarantees respect for the individual and ensures compliance with the right to the protection of personal data, in accordance with Regulation (EU) 2016/679 of the European



Parliament and of the Council (GDPR). The tasks completed by the Company in order to meet these requirements include, but are not limited to:

- Formal appointment of the Data Protection Officer and Data Controller;
- Formal appointment of internal and external Data Processors and their authorised persons;
- Mapping of all the processing operations carried out, the related databases managed electronically and the methods of storage of paper documents, assessing the potential risks and defining the ensuing security measures aimed at preventing potential hazard situations;
- Drafting of a Privacy Manual outlining the entire process of personal data protection, including the deontological rules and security measures set forth in the new EU Regulation;
- Drafting of suitable procedural guidelines that regulate in detail the behaviour of the entities involved in the management of the individual processing operations;
- Drafting of a Data Processing Register that includes all the contact details and information required under Article 32 of the aforementioned GDPR;
- Performance of risk analyses with a view to privacy and identification, accountability and auditing of action plans designed to afford adequate protection of personal data.
- Updating of contractual documents to come into line with the standard clauses drawn up by the European Commission to regulate contractual relations between the data controller and data processor.

With reference to the management of sensitive company data, the data related to the enhancement of plants of local authorities are sent to the *RUP* [Responsabile Unico del Procedimento or “Sole Responsible of the Procedure”] by *PEC* certified email while, with regard to the internal management of such data, they are stored in databases with segregated access and are disclosed only to the persons responsible for processing.

Zi Rete Gas also adopts appropriate IT safeguards to protect the Company from theft of information and/or breaches of privacy regulations regarding data managed by the Group.

With regard to cyber security in particular, a series of corporate policies and procedures on cyber security have been approved by company management and communicated to employees through their publication on the intranet site, including, most recently, a new procedure called 'Incident Response Plan', concerning cyber security incidents.