

# **CODE OF ETHICS**

## **INTRODUCTION**

This Code of Ethics (the “**Code of Ethics**”) was initially approved on 16 March 2011 by the Board of Directors of Enel Rete Gas S.p.A. (previous company name of 2i Rete Gas S.p.A., Tax Identification, VAT and Milan Companies’ Register Number 00736240151) and subsequently – as a result of the merger by incorporation on 1 January 2015 into the parent company F2i Reti Italia S.r.l., Tax Identification, VAT and Milan Companies’ Register Number 06724610966, which in turn, on the same date, was transformed from a limited liability company into a joint stock company, taking on the company name of the incorporated company “2i Rete Gas S.p.A.” – was implemented and approved by the Board of Directors of 2i Rete Gas S.p.A., Tax Identification, VAT and Milan Companies’ Register Number 06724610966 (“**2i Rete Gas**”) on 23 December 2014.

The Code of Ethics provides a detailed description of the ethical standards and conduct that 2i Rete Gas, its subsidiaries (therefore part of the “2i Rete Gas Group” and subject to management and coordination, pursuant to Article 2497 et seq. of the Italian Civil Code, by 2i Rete Gas) and their respective employees and collaborators (as well as all other persons listed below as recipients of the Code of Ethics) must observe and respect during the performance of their duties.

The mission of 2i Rete Gas is to generate value in the gas distribution market, to the benefit of customer needs, shareholder and bondholder investments, as well as to meet the expectations of all employees working for the 2i Rete Gas Group. As better described in this Code of Ethics, 2i Rete Gas operates at the service of communities, respecting the environment and the safety of people, with a commitment to ensure a better world for future generations.

In light of the aforementioned continuity of application, this Code of Ethics reaffirms the primary interest of 2i Rete Gas in 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, as well as the organisations and institutions that represent them, whose interests are impacted by the direct and indirect effects of 2i Rete Gas’s 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: from the first point of view, compliance with the principles contained in this Code of Ethics favours the investments of shareholders and bondholders, customer loyalty, the attraction of the best human resources, stable and strong relationships with suppliers and trustworthiness with creditors. Then, from an internal point of view, 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 thus consists of:

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

The principles and provisions of this Code of Ethics apply to the members of the Board of Directors, the Board of Statutory Auditors and the other control bodies of 2i Rete Gas and other companies of the 2i Rete Gas Group, as well as all managers, employees and collaborators linked to the Group by contractual relationships of any kind, even occasional and/or temporary (the “**2i Rete Gas Staff**”).

In addition, 2i Rete Gas requires all associated companies, main suppliers and partners to adopt conduct in line with the general principles of this Code of Ethics.

2i Rete Gas undertakes to promote knowledge of the Code of Ethics by 2i Rete Gas Staff and all stakeholders, who may submit observations and suggestions at any time, which 2i Rete Gas will take into due consideration for future updates of the Code of Ethics.

2i Rete Gas, through the Supervisory Body as set forth in Model 231 of 2i Rete Gas, carefully monitors compliance with the provisions of the Code of Ethics and adopts any sanctions or corrective measures.

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## **PART I**

### **GENERAL PRINCIPLES OF CONDUCT**

## **CHAPTER 1**

### **General principles**

#### **1.1 Legality**

During the performance of professional duties, 2i Rete Gas Staff is required to fully and diligently comply with applicable laws, statutory provisions, the Code of Ethics and internal regulations (first and foremost, Model 231 of 2i Rete Gas). Under no circumstances is 2i Rete Gas Staff allowed to violate legislative or regulatory provisions on the basis that said violation allegedly aimed to pursue the interests of 2i Rete Gas.

It remains understood that the obligation to obey the law must not be merely formal, but supplemented by, and interpreted according to, the principles of good faith, fairness and common sense, as better explained below.

#### **1.2 Fairness**

Fairness is a fundamental principle that must be taken into primary consideration by 2i Rete Gas Staff. Most notably:

- (a) in the establishment and management of contractual relationships that imply the building of hierarchical relationships (with employees in particular), 2i Rete Gas undertakes to ensure that, within the 2i Rete Gas Group, authority is exercised with equity and fairness, avoiding any abuse of power. In particular, 2i Rete Gas guarantees that authority will not result in the exercise of power such as to damage the dignity and autonomy of employees and that choices regarding work organisation safeguard the value of 2i Rete Gas Staff;
- (b) during the performance of all business activities, situations in which the parties involved in transactions (and not only 2i Rete Gas Staff) are, or even appear to be, in conflict of interest must be avoided. For example, situations in which an employee pursues an interest other than the corporate mission or “personally” benefits from business opportunities must be avoided, as well as situations in which the representatives of a 2i Rete Gas Group’s customer, supplier or public entity, act contrary to the fiduciary duties of their position;
- (d) contracts and work assignments must be carried out as knowingly established by the parties. 2i Rete Gas and the Companies of the 2i Rete Gas Group undertake not to exploit the ignorance or incapacity of their respective counterparties;
- (e) in existing relationships, it is forbidden for anyone operating in the name and on behalf of 2i Rete Gas or the Companies of the 2i Rete Gas Group to take advantage of contractual loopholes or unforeseen events to renegotiate contracts for the sole purpose of exploiting the position of dependency or weakness of the counterparty; and
- (f) 2i Rete Gas Staff is required to provide complete, transparent, understandable and accurate information so that, when establishing relations with the company, stakeholders are able to make autonomous and conscious decisions about the relevant interests, alternatives and consequences. In particular, during the preparation of any contracts, 2i Rete Gas (or the relevant Company of the 2i Rete Gas Group) is responsible for informing the contracting party of the conduct to be adopted in all foreseen circumstances, in a clear and understandable manner.

### **1.3 Environmental protection**

Aware of the risks connected to its business and the benefits it can bring to the environment if conducted properly, the 2i Rete Gas Group prioritises environmental protection and, to this end, undertakes to seek a balance between economic initiatives and environmental needs when planning its activities, also in light of the importance of environmental protection for future generations.

The 2i Rete Gas Group therefore undertakes to pursue a sustainable development model over time, focused on the careful assessment of the impact its activities have on the environment and the landscape, and to prevent risks to populations and the environment not only in compliance with current legislation, but also taking into account the development of scientific research and the most advanced technologies available.

### **1.4 Responsibility towards the community**

2i Rete Gas is aware of the influence, also indirect, that the activities of the 2i Rete Gas Group can have on economic and social development, on the general wellbeing of the community, as well as of the importance of social acceptance by the communities in which it operates. For this reason, 2i Rete Gas intends to operate and make investments in a socially sustainable manner, respecting local and national communities, by supporting, as far as possible, initiatives of cultural and social value, also in order to improve its reputation and social acceptance.

### **1.5 Impartiality**

During the selection of 2i Rete Gas Staff, suppliers and/or partners, and in relations with the surrounding community and the institutions that represent it, the 2i Rete Gas Group makes no discrimination based on age, gender, sexual preference, health, race, nationality, political opinions or religious beliefs.

### **1.6 Service and product quality**

The 2i Rete Gas Group intends to offer services at the best quality and price conditions on the market. By doing this, the activities of the 2i Rete Gas Group pay attention to customer satisfaction and protection, listening to any requests that may improve the quality of services.

### **1.7 Value of human resources**

2i Rete Gas considers 2i Rete Gas Staff an indispensable factor 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.

### **1.8 Personal integrity**

Aware of the fundamental importance of the physical and moral integrity of 2i Rete Gas Staff and of third parties, 2i Rete Gas and the Companies of the 2i Rete Gas Group guarantee working conditions that respect applicable legislation, individual dignity, and behavioural rules of good manners.

As better described in Paragraph 3.8 below, 2i Rete Gas does everything in its power to prevent the occurrence of episodes of intimidation, mobbing or stalking, requests or threats aimed at inducing

people to violate the law and the Code of Ethics or to adopt conduct that is harmful to the moral and personal beliefs of each individual in the work environment.

## **1.9 Shareholders and Bondholders**

Notwithstanding the provisions of Chapter 2, shareholders and bondholders are not only a source of funding, but also have various 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.

## **1.10 Antitrust**

The 2i Rete Gas Group intends to protect the value of fair competition by refraining from collusive or predatory conduct, from the abuse of its dominant position, as well as from any other commercial practices that do not comply with current antitrust legislation.

## **1.11 Confidentiality**

The 2i Rete Gas Group guarantees the confidentiality of the information in its possession and refrains 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 Staff shall not use confidential information for purposes unrelated to the performance of their duties, such as in the case of insider trading or market manipulation.



## **PART II**

### **SPECIAL PROVISIONS**

## **CHAPTER 2**

### **Standards of conduct in relations with shareholders**

#### **2.1 Corporate governance**

The 2i Rete Gas Group adopts a corporate governance system based on the highest standards of transparency and fairness in the management of the company.

The corporate governance system adopted by 2i Rete Gas, in addition to being an essential tool for ensuring effective management and proper control of corporate activities, is geared to:

- the creation of value for shareholders;
- the quality of customer service;
- the control of business risks;
- awareness of the social importance of the business carried out by 2i Rete Gas and the consequent need to adequately consider, during the performance of the same, all of the interests involved.

The main governance structures responsible for pursuing these objectives are the Shareholders' Meeting, the Board of Directors, the Chairman, the CEO, the General Manager and the Board of Statutory Auditors of 2i Rete Gas.

As regards internal control, the 2i Rete Gas Group adopts a specific system that aims to ascertain the adequacy of the various corporate processes in terms of effectiveness, efficiency and economy, to guarantee reliable and accurate accounting and the protection of company assets, and to ensure the compliance of operations with internal and external regulations and with company directives and guidelines in order to guarantee sound and efficient management.

The 2i Rete Gas Group assigns the engagement for the audit of the financial statements and the consolidated financial statements in full transparency and strict compliance with current legislation.

#### **2.2 Communication**

Communication of the 2i Rete Gas Group with its stakeholders (also through its website and the mass media) is based on respect for the right to information; under no circumstances is it permitted to disclose false or misleading information or comments. All communication activities comply with the law, the rules and the practices of professional conduct, and are carried out in a clear, transparent and timely manner, safeguarding, among other things, sensitive information and industrial secrets.

All forms of pressure for the acquisition of favourable bias in the media are avoided.

## **CHAPTER 3**

### **Standards of conduct in relations with employees**

#### **3.1 Selection of 2i Rete Gas Staff**

The evaluation of staff to be hired is carried out on the basis of the correspondence of candidates with the expected profile and company needs, ensuring equal opportunities for all interested parties.

The information requested is strictly linked to the verification of aspects required by the professional and psychological profile, with respect for the private life and opinions of each candidate.

The 2i Rete Gas Group excludes all forms of favouritism, nepotism or patronage during the selection and recruitment of 2i Rete Gas Staff, avoiding, for example, any link of kinship between the recruiter and the candidate.

The 2i Rete Gas Group does not enter into independent or subordinate employment contacts with employees who have carried out audits for Group companies, during the 36 months following:

- the expiry of the contract between 2i Rete Gas and the audit firm; or
- the end of the contractual relationship between the employee and the audit firm. This rule applies to all Companies of the 2i Rete Gas Group.

#### **3.2 Terms of employment**

2i Rete Gas Staff works for the 2i Rete Gas Group on the basis of regular contracts (consulting or subordinate employment), with all forms of irregular work categorically excluded. When the employment relationship is established, each employee receives accurate information concerning:

- the characteristics of the function and tasks to be performed;
- regulatory and remuneration aspects, as regulated by the national collective bargaining agreement;
- the rules and procedures to be followed in order to avoid the potential health risks associated with each position.

This information is presented to the employee so that acceptance of the job is based on the effective understanding of the same.

#### **3.3 2i Rete Gas Staff management**

The 2i Rete Gas Group avoids all forms of discrimination against its employees. In the context of 2i Rete Gas Staff management and development processes, as in the selection phase, decisions are based on the correspondence of the expected profiles with those of employees (for example, in case of promotion or transfer) and/or on considerations of merit (for example, the assignment of incentives based on results achieved). Access to roles and positions is also based on skills and abilities; moreover, consistently with general workplace efficiency, flexibility in work organisation such as to facilitate maternity and childcare in general is encouraged.

The assessment of 2i Rete Gas Staff is carried out objectively, taking into consideration the commitment and the quality of work performed by the individual.

Within the limits of the information available and the protection of privacy, the HR function actively

works to prevent forms of nepotism.

Communication of the strengths and weakness of each 2i Rete Gas Staff member by their respective managers is particularly important, and aims to improve individual skills also through targeted training.

2i Rete Gas provides its employees with information and training tools with the aim of enhancing specific skills and preserving the professional value of 2i Rete Gas Staff.

Training is assigned to groups or individuals on the basis of specific professional development requirements and on the basis of topics relating to workplace health and safety.

The involvement of 2i Rete Gas Staff in the performance of business is ensured, also providing occasions to participate in discussions and decisions regarding the achievement of the corporate objectives. 2i Rete Gas Staff must participate in these occasions with a collaborative spirit and independent judgement.

Listening to various points of view, compatibly with company needs, allows managers to formulate final decisions; employees must, in any case, always contribute to the implementation of the activities established.

### **3.4 Changes to work organisation**

As regards work organisation, the value of human resources is safeguarded by providing training and/or retraining, where necessary.

2i Rete Gas therefore respects the following criteria:

- the burdens of work reorganisation must be distributed as evenly as possible among all employees, consistently with the effective and efficient performance of business;
- in case of new or unexpected events, which must in any case be specified, employees may be assigned to tasks other than those performed previously, taking care to safeguard their professional skills.

### **3.5 Health and safety**

2i Rete Gas undertakes to spread and consolidate a culture of workplace safety within the 2i Rete Gas Group, developing awareness of the inherent risks and promoting responsible behaviour by all 2i Rete Gas Staff members; in addition, it works to protect the health and safety of workers, above all with preventive actions, as well as the interests of other stakeholders.

The aim of the 2i Rete Gas Group is to protect its human, capital and financial resources, constantly pursuing the synergies necessary not only within its companies, but also with the suppliers, companies, partners and customers involved in its business.

To this end, a widespread internal structure, attentive to the evolution of reference scenarios and the consequent change in dangers, implements specific measures including:

- the introduction of an integrated organisation and management system for workplace health and safety;
- the constant analysis of risks and critical processes and resources to be protected;
- the adoption of the best technologies in relation to the relative degree of evolution;
- verification and updating of work methodologies;

- the replacement of what is dangerous with non-dangerous or less dangerous substitutes;
- prevention planning, aimed at establishing a coherent system that integrates technique, work organisation, working conditions, social relations and the impact of work environment factors;
- the prioritisation of collective protection measures over individual protection measures;
- the provision of adequate instructions to workers;
- the contribution of training and communication initiatives.

2i Rete Gas also endeavours to continuously improve the efficiency of corporate structures and the processes that contribute to constant service provision and national security, including participation in initiatives organised by Civil Protection or other public authorities.

### **3.6 Privacy protection**

The privacy of 2i Rete Gas Staff is protected through the adoption of standards that specify the information that the 2i Rete Gas Group requests from each employee and the related methods of processing and storage. Any investigation into the ideas, preferences, personal tastes and, in general, the private life of employees is prohibited. These standards also forbid, except in cases provided for by law, the communication/disclosure of personal data without the consent of the data subject and establish rules for the control, by each employee, of the privacy protection regulations.

### **3.7 Personal integrity and protection**

The 2i Rete Gas Group undertakes to protect the moral integrity of 2i Rete Gas Staff, guaranteeing the right to working conditions that respect personal dignity. For this reason, it protects workers against acts of psychological violence, and opposes any behaviour or conduct that is discriminatory or detrimental to the co-workers and their beliefs or preferences (e.g. insults, threats, isolation or excessive intrusiveness, professional limitations).

### **3.8 Harassment / mobbing**

Within the 2i Rete Gas Group, sexual harassment is not permitted and any behaviour or speech that may upset the moral, ethical or religious sensitivity of co-workers must be avoided (for example, displaying images with explicit sexual references, insistent and continuous suggestions). Any harassment or violence related to personal and/or cultural differences is also prohibited. By way of example, it is strictly forbidden to:

- induce employees to engage in sexual favours using the influence of a position or propose interpersonal relationships despite expressed or obvious disapproval; or
- offensively or inconveniently allude to disabilities and physical or mental impairments, or forms of cultural, religious or sexual diversity.

Mobbing within the 2i Rete Gas Group is expressly prohibited. By way of example, it is strictly forbidden to:

- engage in unjustified interference in the work of others, in order to hinder or make the execution of the latter more burdensome;
- not assign any duties to an employee or collaborator for a prolonged period of time, without particular justification for such inactivity; or

- assign an employee or collaborator, for a prolonged period of time, to tasks or duties that are degrading or that, in any case, correspond to a clearly inferior position.

### **3.9 Responsibilities of 2i Rete Gas Staff**

2i Rete Gas Staff must behave loyally in order to comply with the obligations signed in the employment contract and the provisions of this Code of Ethics, performing the duties requested and reporting any violation of the rules of conduct established by internal procedures through the appropriate channels.

2i Rete Gas Staff must know and implement the provisions of company policies on information security in order to ensure the integrity, confidentiality and availability of the same. Staff must prepare documents in clear, objective and exhaustive language, allowing verification by any authorised colleagues, managers or external parties.

2i Rete Gas Staff must avoid situations in which conflicts of interest may arise and refrain from personally benefitting from any business opportunities they become aware of during the performance of their functions.

By way of example, the following situations may give rise to conflict of interest:

- holding a managing role (e.g. Director, General Manager, Function Manager) and have economic interests with suppliers, customers or competitors (shareholdings, professional assignments, etc.) also through family members;
- managing relations with suppliers and performing work activities, also by a family member, for such suppliers;
- accepting money or favours from people or companies that do or intend to do business with the 2i Rete Gas Group.

In the event that even the appearance of a conflict of interest arises, 2i Rete Gas Staff is required to notify a manager, who, according to procedures, will inform the internal audit function of 2i Rete Gas, which will assess the actual presence of conflict of interest case by case. Employees must also provide information about any activities carried out outside working hours, in the event that these may appear to be in conflict of interest with the 2i Rete Gas Group.

2i Rete Gas Staff must work diligently to protect company assets, through responsible behaviour and in line with the operating procedures established to regulate the same, accurately documenting any use thereof. In particular, all 2i Rete Gas Staff members must:

- use the assets entrusted scrupulously and sparingly;
- avoid improper use of company assets that may cause damage or reduce the efficiency of the same, or go against the interests of the company.

2i Rete Gas Staff is responsible for protecting the resources entrusted and has the duty of promptly informing the responsible units of any threats or damaging events for the 2i Rete Gas Group.

The 2i Rete Gas Group reserves the right to prevent improper use of its assets and infrastructure, through the use of accounting systems, financial control reporting and risk analysis and prevention, without prejudice to compliance with current legislation (privacy law, workers' statute, etc.).

As regards IT applications 2i Rete Gas Staff must:

- scrupulously adopt the provisions of company security policies, such as to avoid compromising

the functionality and protection of IT systems;

- not send threatening and abusive emails, use vulgar language or express inappropriate comments that could offend others and/or damage the company image; and
- not browse websites with indecent and offensive content and/or, in any case, websites not strictly related and functional to their work.

### **3.10 Alcohol and drugs**

2i Rete Gas Staff is strictly forbidden to be under the effect of alcohol, narcotics or similar during working hours. The 2i Rete Gas Group undertakes to promote the social actions envisaged by employment contracts in this area.

It is forbidden to:

- possess, consume, offer or otherwise transfer narcotics or similar substances during working hours and/or in the workplace;
- smoke in the workplace. The 2i Rete Gas Group encourages, where logistically possible, the creation of separate smoking areas and at the same time, confirms its commitment to safeguarding a healthy workplace.

## **CHAPTER 4**

### **Standards of conduct in relations with customers**

#### **4.1 Customer relations, contracts and communications**

The 2i Rete Gas Group undertakes not to arbitrarily discriminate its customers.

Contracts and communications with the customers of the 2i Rete Gas Group (including advertisements) are:

- clear, simple, intelligible and formulated in the language register normally used by the respective targets (for example, avoiding that communications can only be understood by experts, clearly illustrating each cost);
- compliant with current regulations, without resorting to elusive or incorrect practices (such as, for example, the inclusion of unfair practices or terms);
- complete, such as to not exclude any elements relevant to customer decisions;
- available on the company website.

The purpose and recipients of communications determine, from time to time, the choice of the most suitable contact channels for communicating content, without the use of excessive pressure or stress and undertaking not to use misleading or untruthful advertising.

Finally, the 2i Rete Gas Group must promptly communicate any information relating to:

- any contractual changes;
- any changes to the economic and technical conditions of service provision and/or product sales;
- the results of checks carried out in compliance with the standards required by Supervisory Authorities.

#### **4.2 Line of conduct of 2i Rete Gas Staff**

The line of conduct of 2i Rete Gas Staff towards customers is based on helpfulness, respect and courtesy, with a view to a collaborative and highly professional relationship.

The 2i Rete Gas Group undertakes to guarantee adequate quality standards of the services/products offered on the basis of predefined levels and to regularly monitor the quality perceived by end customers.

#### **4.3 Customer involvement**

The 2i Rete Gas Group undertakes to always respond to suggestions and complaints from customers and consumer protection associations, using appropriate and timely means of communication (for example, call center services, email). The 2i Rete Gas Group is responsible for informing customers of the receipt of their communications and the time necessary for a response, which, in any case, must be prompt. To the extent possible, the 2i Rete Gas Group undertakes to consult consumer protection associations with regard to projects that have a significant impact on customers.



## CHAPTER 5

### **Standards of conduct in relations with suppliers**

#### **5.1 Supplier selection**

Without prejudice to the undisputed value of the professional relationships that the 2i Rete Gas Group has developed and maintained over time with its suppliers, procurement processes are based on the search for the greatest competitive advantage for the 2i Rete Gas Group and equal opportunities for each supplier; they are also based on pre-contractual and contractual conduct with a view to indispensable and mutual loyalty, transparency and collaboration.

In particular, except in cases of proven urgency, 2i Rete Gas Staff in charge of these processes must:

- not preclude any parties that meet the requirements from the opportunity to bid for the conclusion of contracts, adopting objective and transparent criteria when selecting the final candidates; and
- ensure sufficient competition for each tender with an adequate number of companies.

For certain product categories, 2i Rete Gas has a supplier register whose qualification criteria do not constitute an access barrier. 2i Rete Gas considers the following as prerequisites:

- the suitably documented availability of means, including financial, organisational structures, planning skills and resources, know-how, etc.;
- the existence and actual implementation, in the cases envisaged by 2i Rete Gas specifications, of adequate company quality control systems (for example ISO 9000), as well as compliance with workplace safety legislation;
- in the event that the supply envisages know-how or third-party rights, the supplier must obtain a significant share of value added.

In any case, should the supplier, when carrying out work for the 2i Rete Gas Group, adopt conduct not in line with the general principles of this Code, the 2i Rete Gas Group is entitled to take appropriate measures, also precluding such supplier from future collaborations.

#### **5.2 Integrity and independence**

Within the 2i Rete Gas Group, relations with suppliers are governed by common standards and are subject to constant monitoring.

The same standards also apply to persons with whom consulting contracts are signed.

The conclusion of contracts with suppliers must always be based on extremely clear relationships, avoiding any forms of dependence, where possible. Therefore, by way of example:

- it is considered incorrect to induce a supplier to enter into an unfavourable contract by alluding to a subsequent, more advantageous contract;
- as a rule, long-term binding projects with short-term contracts requiring continuous renewals with price revisions, or consulting contracts without adequate transfer of know-how, etc. are avoided.

- particular attention is given to the conclusion and management of contracts whose estimated value is significant in relation to the supplier's business volumes.

In order to guarantee maximum transparency and efficiency in the procurement process, the persons in charge are rotated periodically. In addition, the following measures are adopted:

- the separation of roles between the unit requesting the supply and the unit signing the contract;
- an adequate possibility of reconstructing the choices made;
- the preservation of information as well as of official tender and contract documents for the periods laid down by the regulations in force and referred to in internal procurement procedures. Finally, in order to guarantee transparency in relations, 2i Rete Gas carefully monitors the ownership structures of its suppliers.

### **5.3 Protection of ethics in subcontracting**

With a view to adapting procurement to the ethical principles adopted, the 2i Rete Gas Group undertakes to request, for certain contracts, social requirements (for example, the presence of environmental management systems) and compliance with safety regulations.

In line with the provisions of Model 231 of 2i Rete Gas, violations of the general principles in the Code of Ethics imply sanctions, also aimed at avoiding any offences that may result in administrative liability for 2i Rete Gas and the Companies of the 2i Rete Gas Group. To this end, individual contracts include specific clauses. In particular, in contracts with suppliers from countries "at risk", defined as such by recognised organisations, contractual clauses are inserted, which provide for:

- compliance of the supplier with specific social obligations (for example, measures that guarantee respect for fundamental workers' rights, the principles of equal treatment and non-discrimination, protection against child labour); and
- the possibility to carry out controls at the production facilities or operating offices of the supplier, in order to verify the fulfilment of these requirements.

## CHAPTER 6

### **Standards of conduct in relations with public authorities**

#### **6.1 Relations with the Electricity and Gas Authority**

2i Rete Gas operates in a regulated market and, through the valuable work of 2i Rete Gas Staff, actively cooperates with the Electricity and Gas Authority (the “**Sector Authority**”), not only when such cooperation is requested by the Sector Authority itself, but also taking a proactive approach and making its know-how and experience in the complex gas distribution market available, in order to contribute to the design of a clear and efficient system of rules and market.

2i Rete Gas Staff is required to adopt conduct characterised by transparency, fairness and traceability in relations with the Sector Authority. These relations are exclusively reserved for the competent functions and positions, the roles, powers and responsibilities of which are defined in the relevant company procedures.

#### **6.2 Antitrust and regulatory bodies**

2i Rete Gas fully and scrupulously observes the rules of the antitrust and regulatory authorities of the market. 2i Rete Gas provides guidelines on competition policy to all Companies of the 2i Rete Gas Group and provides the necessary support to management.

2i Rete Gas does not deny, hide, manipulate or delay any information requested by the Sector Authority, the Antitrust Authority or by any other regulatory body, undertaking to actively collaborate during preliminary procedures. In order to guarantee maximum transparency, 2i Rete Gas undertakes to avoid situations of conflict of interest involving the employees of any public authorities and their respective family members.

#### **6.3 Gifts, giveaways and benefits**

Any form of gift that may even be interpreted as exceeding normal commercial practices or courtesy, or in any case aimed at acquiring preferential treatment in the performance of any business connected to the 2i Rete Gas Group, is forbidden. In particular, any gifts to Italian or foreign public officials, auditors, directors of 2i Rete Gas and of Companies of the 2i Rete Gas Group, statutory auditors or family members of the above, which may influence independent judgement or induce the granting of any kind of advantage, are prohibited.

This mandatory rule concerns gifts offered or promised as well as those received. Please note that “gifts” refer to any type of benefit (free conference participation, promise of a job offer, etc.).

In any case, the 2i Rete Gas Group refrains from conduct not permitted by law, commercial practices or codes of ethics – if known – of the companies and entities with which it has relations. Giveaways by 2i Rete Gas and the Companies of the 2i Rete Gas Group are instead aimed at promoting the brand image of the 2i Rete Gas Group. Gifts offered – except those of insignificant value – must be managed and authorised according to company procedures and must be adequately documented. 2i Rete Gas Staff who receive giveaways or benefits other than those permitted must inform their direct manager, who will in turn inform the internal audit function of 2i Rete Gas, which assesses whether they are appropriate and any possible need to return the same.

#### **6.4 Economic relations with political parties, trade unions and associations**

The 2i Rete Gas Group does not finance any political parties in Italy or abroad, nor their representatives or candidates, nor does it sponsor any congresses or events whose sole purpose is political propaganda. The 2i Rete Gas Group refrains from asserting any direct or indirect pressure on politicians (e.g. through the concession of 2i Rete Gas structures, acceptance of suggestions regarding recruitment, consulting contracts, etc.).

The 2i Rete Gas Group does not make contributions to organisations with which a conflict of interests may be identified (e.g. environmental associations or consumer protection associations), however, it evaluates the possibility of cooperating, also financially, with such organisations for specific projects based on the following criteria:

- the main or substantial purpose of the project is attributable to the mission of 2i Rete Gas Group;
- the allocation of resources is clear and documented;
- express authorisation has been received from the functions responsible for managing such relations within the 2i Rete Gas Group.

All relations with government or international institutions are exclusively attributable to forms of communication aimed at assessing the implications of legislative and administrative activities for the 2i Rete Gas Group, at responding to informal requests and government audits (e.g. questions, inquiries, etc.), or in any case at disclosing a position on relevant issues for 2i Rete Gas.

For this purpose, the 2i Rete Gas Group undertakes to:

- establish, without any kind of discrimination, stable channels of communication with all institutional stakeholders at an international, EU and national level;
- represent the interests and positions of subsidiary companies in a transparent, rigorous and consistent manner, avoiding collusive behaviour.

In order to ensure maximum clarity in relations, institutional stakeholders communicate exclusively with representatives who have been given express mandate from the top management of 2i Rete Gas.

2i Rete Gas adopts specific organisational models for the prevention of crimes against the public administration.

## **CHAPTER 7**

### **Standards of conduct in relations with the community**

#### **7.1 Environmental policy**

2i Rete Gas guarantees that the Companies of the 2i Rete Gas Group controlled by the same pursue objectives in line with the strategic objectives regarding the environment.

In order to take advantage of all possible synergies, the definition of the environmental policy and its implementation are managed in a unified and consistent manner. This management:

- defines the environmental and sustainable industrial development policies;
- elaborates guidelines for implementing the environmental policy;
- identifies indicators and guarantees monitoring and control of the performance of corporate operations in terms of environmental impact;
- follows developments in national and EU environmental legislation and prepares implementation guidelines;
- handles relations with entities, institutes and agencies in the environmental field; promotes, implements and coordinates understandings and program agreements with the former as well as with institutions.

#### **7.2 Environmental policy strategies and tools**

The environmental policy of the 2i Rete Gas Group is also supported by awareness that the environment can represent a competitive advantage in an increasingly wide and demanding market in terms of quality and conduct.

The 2i Rete Gas Group strategy is based on investments and activities that meet the principle of sustainable development.

2i Rete Gas promotes the following environmental policy tools:

- environmental management systems certified according to international standards, which aim to constantly improve environmental performance and organisation;
- awareness activities and environmental training for employees, which aim to spread initiatives internally and improve the skills and professionalism of employees.

The 2i Rete Gas Group undertakes to allow access to environmental information, while respecting the requirements of industrial confidentiality.

#### **7.3 Relations with stakeholders**

2i Rete Gas believes that dialogue with associations is strategically important for the proper development of its business; it therefore establishes a stable channel of communication with stakeholder associations in order to cooperate out of respect for mutual interests, present the stance of 2i Rete Gas and avoid possible situations of conflict.

To this end, 2i Rete Gas:

- guarantees a response to the observations of all associations; and

- where possible, aims to inform and involve the most qualified and representative trade associations on topics that concern specific groups of stakeholders.

#### **7.4 Contributions and sponsorships**

The 2i Rete Gas Group considers it useful to promote initiatives relating to social, environmental, sports, entertainment, art, scientific research and technology fields with events that offer quality assurance, whether national or organised to meet specific local needs.

In any case, when selecting sponsorship proposals, the 2i Rete Gas Group pays special attention to any potential conflict of interest, individual or corporate (e.g. kinship with interested parties or ties to organisations that may, for the tasks they perform, in some way favour the business of 2i Rete Gas).

## **PART III**

### **IMPLEMENTATION, SUPERVISION AND CONTROL**

## **CHAPTER 8**

### **Implementation, supervision and control**

#### **8.1 Supervisory Body**

The Supervisory Body is in charge of supervising the proper application of the Code of Ethics, assessing possible amendments and adopting sanctions in case of significant violations of its provisions.

#### **8.2 Duties of the Supervisory Body**

As regards the Code of Ethics, the Supervisory Body is responsible for:

- making decisions on any significant violations of the Code of Ethics reported by the head of the internal audit function of 2i Rete Gas;
- expressing binding opinions on the review of the most relevant policies and procedures, in order to ensure consistency with the Code of Ethics;
- proposing any amendments or additions to the Code of Ethics to the Board of Directors of 2i Rete Gas.

#### **8.3 Duties of the 2i Rete Gas internal audit function**

The 2i Rete Gas internal audit function is assigned the following duties:

- verifying the application of and compliance with the Code of Ethics through specific activities aimed at ascertaining and promoting the continuous improvement of ethics within the 2i Rete Gas Group, analysing and evaluating processes for the supervision of ethical risks;
- monitoring initiatives for spreading knowledge and understanding of the Code of Ethics and guaranteeing the development of communication and ethical training initiatives;
- receiving and analysing reports of violations of the Code of Ethics;
- reporting any significant violations of the Code of Ethics to the Supervisory Body;
- proposing any amendments or additions to the Code of Ethics to the Supervisory Body.

#### **8.4 Communication and training**

The Code of Ethics is made known to internal and external stakeholders through targeted communication activities (e.g. the delivery of an electronic copy of the Code of Ethics to all employees, dedicated sections of the company Intranet, inclusion of an informative note on the adoption of the Code of Ethics in all contracts, etc.).

In order to ensure the proper understanding of the Code of Ethics by all 2i Rete Gas Staff, the HR function prepares and organises a training plan aimed at encouraging knowledge of the ethical principles and rules. Training initiatives vary depending on the role and responsibilities of employees; new hires attend a specific training program that illustrates the content of the code that must be observed.



## 8.5 Whistleblowing

2i Rete Gas S.p.A. establishes communication channels for each stakeholder, which may be used for reporting (e.g. units responsible for relations with consumer, environmental, supplier and staff associations, call centers for customers, etc.).

Alternatively and, without prejudice to the reporting obligations towards the Supervisory Body envisaged for the related Recipients by the Organisation, Management and Control Model of 2i Rete Gas S.p.A., all 2iRete Gas S.p.A. stakeholders may also report to the aforementioned Supervisory Body:

- any violation or suspected violation of the Code of Ethics, as well as any unlawful conduct pursuant to Italian Legislative Decree 231/2001, provided that it is based on precise and consistent facts, of which such stakeholders have become aware as a result of the functions performed, and
- any violation of national or EU regulatory provisions that harm the public interest or the integrity of the public administration or private entity, of which such stakeholders have become aware in a public or private work environment, pursuant to Article 2 of Italian Legislative Decree 24/2023

The report must contain information, including reasonable suspicions, regarding violations or, on the basis of concrete evidence, potential violations within the organisation with which the whistleblower or the person filing a complaint with the judicial or accounting authorities has a legal relationship, as well as all facts regarding conduct aimed at concealing such violations.

Upon receiving the report, the Supervisory Body:

- a) issues to the whistleblower a notice of receipt of the report within seven days of the date of receipt;
- b) liaises with the whistleblower and may request additional information from the latter, if necessary;
- c) diligently follows up on the reports received, analysing each report and contacting the whistleblower and the person responsible for the alleged violation, if necessary;
- d) provides feedback within three months from the date of the notice of receipt or, in the absence of such notice, within three months from the expiry of the seven-day period from the submission of the report.

The Code of Ethics acts to protect whistleblowers against any kind of retaliation, understood as acts that may give rise to even the mere suspicion of being a form of discrimination or penalisation (e.g. for suppliers, interruption of business, for employees, failure to promote, etc.). The confidentiality of the whistleblower's identity is also ensured, without prejudice to legal obligations.

Employees must submit reports via the channels listed below before submitting external reports, as required by Article 6 of Italian Legislative Decree 24/2023.

Reports may be submitted via the following channels:

- **email:**  
[WB.cilento@2iretegas.it](mailto:WB.cilento@2iretegas.it)
- **letter:**  
Cilento Reti Gas S.r.l. - Organismo di Vigilanza Codice Etico - Via Alberico Albricci, 10, 20122 Milan - Italy.
- **phone:**  
+39 02 93899 300

- **meeting:**

at the request of the whistleblower, to be set within a reasonable time.

Following such reports, the Supervisory Body, after carrying out the necessary checks to ascertain the existence of the facts reported and, if necessary, consulting the persons involved including, at their request, through the acquisition of written observations and documents, adopts the measures deemed most appropriate, also by resorting, where necessary, to the Board of Directors or the Judicial Authorities.

The whistleblower's identity and any other information from which his/her identity could directly or indirectly be deduced may not be revealed, without the express consent of the whistleblower, to persons other than those appointed receive or follow up on reports, expressly authorised to process such data pursuant to Articles 29 and 32, Paragraph 4, of Regulation (EU) 2016/679 and Article 2-quaterdecies of the Personal Data Protection Code referred to in Italian Legislative Decree No. 196 of 30 June 2003.

Internal reports and related documentation are stored for the time necessary to process the report and in any case for no longer than five years from the date of communication of the final outcome of the reporting procedure.

Disputes, claims or requests concerning a personal interest of the whistleblower or person who filed a complaint with the judicial or accounting authorities, which relate exclusively to individual working relationships or working relationships with superiors, are not considered reports.

In accordance with the provisions of Italian Law No. 179 of 30 November 2017 and Legislative Decree 24/2023, it is forbidden to:

- i) engage in any form of retaliation against whistleblowers or the persons referred to in Article 3 of Italian Legislative Decree 24/2023, understood as any conduct, action or omission, including attempted or threatened, carried out as a result of the report, complaint to the judicial or accounting authorities, or public disclosure, which causes or may cause, directly or indirectly, wrongful damage to the whistleblower or to the person who filed the complaint;
- ii) make unfounded allegations with intent or gross negligence.
- iii) hinder or attempt to hinder the report, violate the confidentiality of the whistleblower's identity or not carry out the verification and analysis of the reports received;

In case of violation of the prohibitions under points i), ii) and iii) above, the person responsible may incur disciplinary sanctions as laid down by 2i Rete Gas S.p.A. in existing contracts and/or pursuant to the disciplinary system adopted and referred to by the Organisation, Management and Control Model in force (see Article 6, Paragraph 2-bis, Letter d) of Italian Legislative Decree 231/2001).

It is also forbidden to carry out acts of retaliation or discrimination, direct or indirect, against whistleblowers or the persons referred to in Article 3 of Italian Legislative Decree 24/2023 for reasons connected, directly or indirectly, to the report. The adoption of discriminatory measures against persons who submit reports pursuant to Article 6, Paragraph 2-bis, of Italian Legislative Decree 231/2001 may be reported to the national anti-corruption authority (ANAC), for measures falling within its competence (see Article 19 of Italian Legislative Decree 24/2023).