



## ANTI-CORRUPTION POLICY

*Supplementary measures to the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 for the prevention of corruption*

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## ACTIVITIES AND NATURE OF RAI WAY

The mission of Rai Way S.p.A. (hereinafter also “Rai Way” or the “Company”) includes:

- carrying out a series of activities (design, installation, construction, maintenance, implementation, development and management of telecommunications networks and software, as well as the preparation and operation of a commercial, distribution and assistance network), aimed at the provision of services for the transmission, distribution and broadcasting of audio and visual signals and programs in favour of Rai and of its subsidiaries, as well as of third parties, and of telecommunications services of any kind (such as, for example, local telephony, transmission of voice, data and video messages, etc.);
- providing wireless infrastructure and related services to wireless operators, including, for example, the rental of sites/antennas and arrangement services, site search and acquisition, site design and construction and network optimisation, etc.;
- research, consulting and training activities for people both inside and outside the Company, in the areas described in the two points above.

Since 19 November 2014, the ordinary shares of Rai Way have been listed on the Italian Stock Exchange (MTA) of Borsa Italiana S.p.A., as Rai Radiotelevisione italiana Spa (hereinafter "Rai") - previously the wholly-owned parent company - retains a controlling stake in the capital of Rai Way, which is subject to the management and coordination of Rai Way. Therefore the Company qualifies as a listed publicly-owned company pursuant to Legislative Decree no. 175/2016 ("Consolidated Law on State-Controlled Entities", as amended by Legislative Decree no. 100/2017), issued in implementation of art 18. of Law no. 124/2015.

Rai Way, to which Rai assigned by transfer its business branch relating to the network for the transmission and broadcasting of radio and television signals, carries out, under a special service supply contract concluded with Rai (hereinafter the “Service Contract”), activities involving the installation and operation of equipment used for broadcasting radio and television programmes, as well as the fixed connections required for their production and distribution, for the purpose of fulfilment by Rai, as concessionaire of the public broadcasting service, of certain duties currently specified in the service contract concluded by Rai with the Ministry of Economic Development following renewal of the convention between the State and Rai on allocation of the aforesaid service. Rai Way also supplies services consisting in the installation, maintenance and management of telecommunications networks and concerning the transmission, distribution and broadcasting of radio and television signals and programmes, not only for Rai, but also for third parties.

## REFERENCE REGULATORY CONTEXT AND PROVISIONS FOR THE PREVENTION OF CORRUPTION ADOPTED BY RAI WAY

Following the entry into force of Law no. 190/2012 containing "Provisions for preventing and combating corruption and unlawfulness behaviours in public administration", and subsequent implementing decrees, in particular Legislative Decree 33/2013 and Legislative Decree 39/2013, various legislative measures were taken by the National Anti-Corruption Authority (hereinafter "ANAC") with reference to the application of this legislation to companies in which the public administration has an interest, and in particular with respect to companies with listed financial instruments. In this last regard, after the first "Guidelines for implementation of legislation concerning transparency and the prevention of corruption for companies and other private-sector entities controlled and held by government and other public-sector bodies" issued by ANAC in June 2015, which already provided for a suspension of its application for listed companies, the above-mentioned Legislative Decree 175/2016 and subsequent amendments and additions, Legislative Decree 97/2016 "Revision and simplification of the provisions on the prevention of corruption, publicity and transparency [...]" came into force, which amended the provisions of Legislative Decree no. 33/2013 and Law no. 190/2012, redefining their areas of application. Also in the light of this regulatory evolution, in November 2017 ANAC issued "New Guidelines for implementation of legislation concerning transparency and the prevention of corruption for companies and other private-sector entities controlled and held by government and other public-sector bodies", replacing the above mentioned ones issued in 2015. Therefore these New Guidelines represent the latest reference for the application of anti-corruption measures for companies and private-sector entities controlled and owned by public administrations. As part of the New Guidelines, ANAC, also following a specific opinion by the Council of State, pointed out that it was deemed necessary to carry out a further study, in cooperation with the Ministry of Economy and Finance and the National Commission for Companies and the Stock Exchange, on the provisions applicable to listed public companies, as defined by Legislative Decree no. 175/2016, and, pending the outcome of such study, it thus established that the New Guidelines do not apply to such listed companies.

In view of the provisions contained in Law 190/2012 and the related implementing Decrees in the text then in force, in January 2015 the Board of Directors of Rai Way adopted a Three-year Corruption Prevention Plan (hereinafter also the "Plan") - prepared by the Corruption Prevention Manager previously appointed by the Board - inspired by the principles of the National Plan for the prevention of corruption (hereinafter the "PNA"), in so far as applicable to Rai Way in relation to its nature as a listed public company and in view of the activities carried out that are both functional to the fulfilment of public service broadcasting obligations in the interest of Rai, and of a commercial nature for third party clients.<sup>1</sup> This Plan was subsequently updated

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<sup>1</sup> At the time identified in the Manager of the Audit Function.

by the above-mentioned Manager from year to year, according to a "rolling" approach, and approved by resolution of the Board of Directors - even in the absence, in particular as a result of the regulatory changes and implementation guidelines mentioned above and as at present, of a regulatory obligation in this sense (and of the obligation to appoint the Corruption Prevention Manager pursuant to Law no. 190/2012) and thus on a voluntary basis - until the adoption of this "Anti-Corruption Policy". Rai Way - while sharing the spirit of the aforesaid legislation and following the assessments carried out in relation to the regulatory developments mentioned above - therefore decided to adopt this Anti-Corruption Policy, again on a voluntary basis and instead of the Plan, containing additional measures to the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 adopted by the Company. This is in line with the latest regulatory and implementation guidelines on the prevention of corruption in publicly-owned companies and also with a view to rationalising and simplifying the company's organisational tools. The purpose of this Anti-Corruption Policy - which is, moreover, substantially in line with the Plan, given the clarifications set out below - is again that of identifying and adopting guidelines and behavioural measures that are aimed at defining and maintaining an internal control and risk management system and preventing the phenomena of corruption and illegality contemplated by Law no. 190/2012, with a view to increasing integration with the other elements already adopted by the Company (in particular, the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001, as well as the Code of Ethics which is an integral part of it) and in particular by envisaging further coordination with them through direct involvement in the actions of the Supervisory Body already appointed pursuant to Legislative Decree 231/2001. This is done while maintaining - with the coordination of the latter and in particular as support in monitoring and controlling the application of the principles and provisions adopted in accordance with this Anti-Corruption Policy - an internal organisational structure through the figure of the Person in charge of anti-corruption measures, which is also arranged a view to linearity in enhancing the control experience already carried out within the Company.<sup>23</sup>

It should be noted that Rai Way S.p.A., as a company with shares listed on a regulated stock exchange, complies with the transparency obligations laid down in the reference regulations applicable to issuers of shares listed in Italy and, if it is a contracting authority pursuant to Legislative Decree 50/2016, with the disclosure and transparency obligations laid down in the relevant provisions, to the extent applicable<sup>4</sup>.

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<sup>2</sup> The Supervisory Body is composed, on the basis of the provisions of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001, which sets out the necessary requirements, of two external members, one acting as Chairman, and the Head of the Company's Audit Department, as an internal member.

<sup>3</sup> The Person in charge of anti-corruption measures was identified in the manager of Audit Management within the Company's Audit Function.

<sup>4</sup> In this regard see what is specified in Note number 15 below.

In view of the current exclusion of listed public companies from applying transparency legislation, Rai Way has not, at present, adopted the disclosure and transparency requirements laid down in Legislative Decree 33/2013.<sup>5</sup>

With this Anti-Corruption Policy, the Company intends to continue to extend its action to prevent corruption, both actively and passively, also regardless of any interest or advantage for itself, with Legislative Decree no. 231/2001 (pursuant to which the Model is adopted) concerning the prevention of offences committed solely in the interest or to the advantage of the company, unlike Law no. 190/2012, which covers both crimes and poor management of company resources also to the detriment of the Company itself.

Therefore this Anti-Corruption Policy generally provides for:

- the identification of all reference offences to be prevented;
- the identification of a Person in charge of anti-corruption measures as the person responsible, with the coordination of the Supervisory Body pursuant to Legislative Decree 231/2001, for verifying the suitability and actual implementation of corruption prevention measures;
- the methodology of evaluation and management of "corruptive" risk;
- the identification of all sensitive areas where crimes of a corruptive nature may potentially be committed and the control system in place to mitigate the identified risk;
- specific anti-corruption control principles and measures aimed at further reducing the corruptive risk in the activities carried out by the Company.

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<sup>5</sup> Art. 2 bis of Legislative Decree 33/2013, paragraph 2, as amended by Legislative Decree 197/2016, excludes from the application those listed companies as defined by Legislative Decree 175/2016. Also the new ANAC Guidelines for the implementation of regulations on the prevention of corruption and transparency in public companies do not apply to such companies, as indicated therein.

Therefore, this "Anti-Corruption Policy" - which also takes into account the principles adopted by the parent company Rai on the prevention of corruption to the extent applicable - is always an integral and substantial part of the Company's internal rules and corporate policies and compliance with it is required from: (i) company representatives; (ii) all personnel of any order and rank; (iii) all those who work in the name or on behalf of Rai Way as suppliers, agents, consultants and collaborators, business partners or any other office. It is subject to monitoring and possible updating, to be assessed at least once a year by the Board of Directors, in particular in light of the amendments to the applicable regulations and their implementation and interpretation, significant organisational changes to the corporate structure, as well as any indications from the Supervisory Body, also following a report by the Person in charge of anti-corruption measures.

This Anti-Corruption Policy is also subject to adequate publicity both internally and for external purposes through publication on the Company's website.

## **THE CORPORATE GOVERNANCE AND RISK MANAGEMENT SYSTEM**

Rai Way, as a company issuing listed shares, has adopted a governance system in line with all applicable laws and regulations, essentially compliant with the provisions of the Corporate Governance Code for Listed Companies, prepared by the Corporate governance committee of listed companies: we would like to emphasise the central role of the Board of Directors, the proper management of conflicts of interests, the efficiency of the internal control system and the transparency to the market.

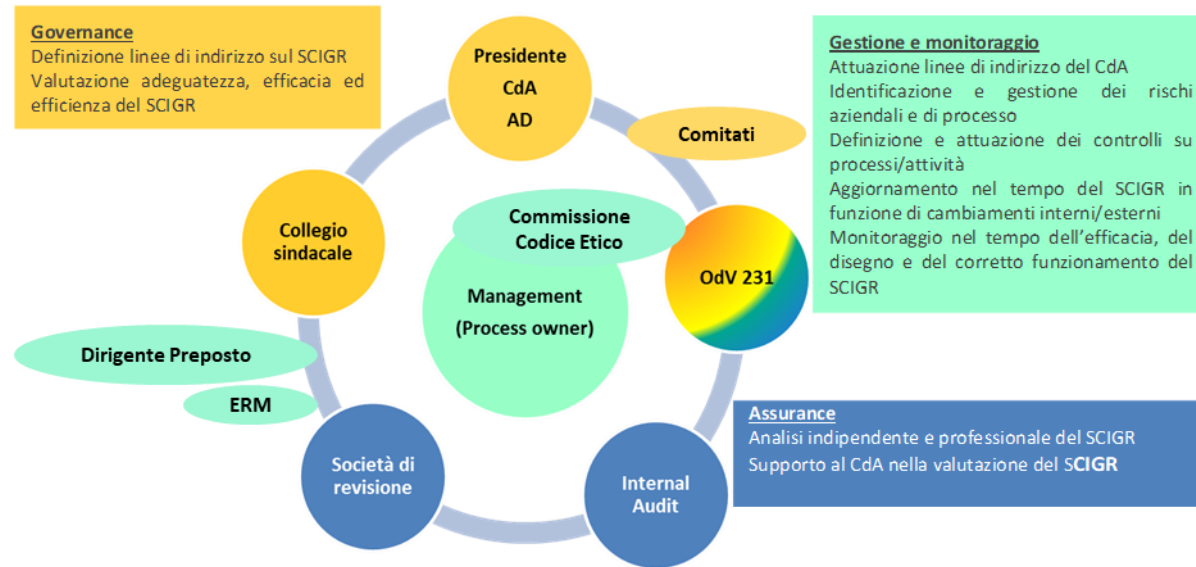
Rai Way has adopted a so-called traditional administration and control system, based on the presence of two bodies appointed by the Shareholders' Meeting: the Board of Directors, with functions of strategic company supervision and management, and the Board of Statutory Auditors, with functions of control over the administration.

The statutory auditing is awarded to an auditing firm, in application of the relevant laws and regulations in force.

The governance structure and the overall organisational structure are also in line with the objective of maximising management efficiency to create greater value for all of our shareholders of Rai Way.

Internal Control and Risk Management System (S.C.I.G.R.) of Rai Way is integrated into the more general organisational and corporate governance structures. This System consists of the tools, organisational structures, company rules and regulations aimed at ensuring sound and fair company management, consistent with the predetermined objectives defined by the Board of Directors through a suitable process of identification, measurement, management and monitoring of the main risks and through the structuring of adequate information flows designed to guarantee the circulation of information.





## Board of Directors

It defines the fundamental lines of the organisational, administrative and accounting structure and the guidelines of the S.C.I.G.R., so that the main risks relating to the Company are correctly identified, measured, managed and monitored.

## Control, Risks and Sustainability Committee

It supports the Board of Directors, with informative, advisory, proactive and investigative functions, in defining the guidelines of the overall S.C.I.G.R. and in evaluating its effectiveness and efficiency.

### **Remuneration and Appointments Committee**

It operates with investigative, advisory and propositional functions towards the Board of Directors, formulating proposals in order to define a general policy for the remuneration of key managers and periodically assessing adequacy, overall consistency and actual application.

### **CEO and Appointed Director of the S.C.I.G.R.**

He/she implements the guidelines of the S.C.I.G.R. defined by the Board of Directors, handling the planning, realisation and management, constantly monitoring its overall adequacy and effectiveness.

### **Board of Statutory Auditors and Auditing Firm**

The Board of Statutory Auditors monitors the effectiveness of the S.C.I.G.R. and the adequacy of the organisational, administrative and accounting structure adopted by the Company and its actual functioning. The statutory auditing is awarded to an auditing firm registered in the appropriate register.

### **Supervisory Body pursuant to Legislative Decree no. 231/2001**

The Supervisory Body supervises the functioning and observance of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 adopted by Rai Way, checking its adequacy, i.e. its suitability to prevent unlawful conduct, its implementation and updating.

### **Manager in charge of the corporate accounting documents**

It ensures the accounting control functions delegated by the applicable regulations.

### **Enterprise Risk Management**

It ensures the implementation, management and maintenance of the Company's integrated Enterprise Risk Management model.

### **Audit**

It ensures an independent and objective activity of analysis and evaluation of the S.C.I.G.R. aimed at promoting actions to improve the efficiency and effectiveness of the S.C.I.G.R. and the company organisation.

### **Permanent Commission for the Code of Ethics**

It monitors the actual compliance with the Code of Ethics by the Recipients and the effectiveness of the Code of Ethics in preventing, over time, any behaviour that is contrary to the established principles, proposing any changes to update and/or revise it.

### **Management**

It guarantees over time the correct design of the S.C.I.G.R. It establishes specific control activities and monitoring processes that are suitable to ensure the effectiveness and efficiency of the S.C.I.G.R. and to prevent and detect irregularities and/or fraudulent acts.

## **ORGANISATION**

### **THE PERSON IN CHARGE OF ANTI-CORRUPTION MEASURES**

Rai Way has identified an Internal Person in charge of anti-corruption measures, suitable to ensure, in coordination of the Supervisory Body, pursuant to Legislative Decree no. 231/2001, the functioning of the corruption prevention system, in particular through:

- checking the adequacy and actual application of the anti-corruption measures adopted by the Company;
- the proposal of amendments to the anti-corruption measures in the event of detecting significant violations, changes in the organisation or as a result of monitoring activities, including information flows from the Structures;
- the collaboration with the Human Resources Structure (Chief Human Resources Officer), in identifying personnel to be included in training courses on ethics and legality;
- the management of reports of illegal or irregular conduct, in particular within the terms specified below;

- the receipt and analysis of the information flows provided for in this Anti-Corruption Policy and the related information to the Supervisory Body;

All the above activities are carried out by the Person in charge of anti-corruption measures, in coordination of the Supervisory Body to which this reports on them.

The Supervisory Body, following relevant reports in relation to compliance with this Anti-Corruption Policy, also through the Person in charge of anti-corruption measures, ensures, in particular through the Manager of the Company's Audit Function, that appropriate checks are carried out (with the involvement of the Company's Commission for the Code of Ethics in the case of relevant profiles also in relation to compliance with this document), while at the same time informing the CEO or the Chairman of the Board of Directors if the report concerns the CEO.

Once the above mentioned checks have been carried out, a specific report on the relevant results is sent by the Supervisory Body to the CEO (or to the Chairman of the Board of Directors if the report concerns the CEO) for appropriate assessment.

The Supervisory Body provides periodic information, except in cases of urgency, to the Board of Directors, Board of Statutory Auditors and the Control, Risks and Sustainability Committee, in the persons of their respective Chairmen, in relation to the activities carried out in compliance with this Anti-Corruption Policy.

## **RISK OWNERS / IN-HOUSE APPOINTEES**

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Rai Way managers and employees operating in company areas/activities at potential risk of corruption, known as Risk Owners, are responsible for the operational management and monitoring over time of the risk of corruption and related measures. As part of this task, they are also required to promote the continuous improvement of organisational and control measures (in terms of design and operations).

Among the Risk Owners, a prevailing role is assigned to the so-called In-house Appointees for the areas/activities at risk, who coincide with the Structure Managers. The latter, for their respective areas of competence, work in cooperation with the Person in charge of anti-corruption measures so that the latter can acquire elements and feedback on the state of implementation of corruption prevention measures within the structures and the processes for which each Internal Manager is responsible, as well as on the adjustment measures resulting from the line monitoring activity carried out.

## **INTERNAL CONTROL / SUPERVISORY BODY**

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The Control/Supervisory Bodies of Rai Way S.p.A.<sup>6</sup>, within their respective prerogatives in the field of S.C.I.G.R., supervise the effectiveness of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 and this Anti-Corruption Policy.

## **MANAGEMENT OF THE “CORRUPTIVE” RISK**

### **RISK IDENTIFICATION AND ANALYSIS METHODOLOGY**

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In accordance with the requirements of the reference legislation, Rai Way has identified the processes and activities in which the offences envisaged by Law No. 190/2012 may be committed, i.e. the entire range of offences against the public administration regulated in Book II, Title II, Chapter I of the Criminal Code.

The situations in which - regardless of their criminal relevance - any potential malfunctioning of the Company was found, which was due to using the functions assigned to the various Company Structures for private purposes, were also analysed.

A check was carried out on the configurability of the offences envisaged by Law no. 190/2012 and the possible methods of implementation:

- regardless of the possible configuration of an interest or advantage of the Company;
- with specific reference to the offences referred to in articles 318 to 321 of the Criminal Code, both as perpetrator, when the subject of Rai Way operates as an inductor or corruptor, and as recipient, when the afore-mentioned subject is induced or corrupted; with regard to the case referred to in art. 322 of the Criminal Code, in relation to both a case of money or other benefits being promised and solicitation of the promise;
- in case of offence committed or attempted by top management and by persons subject to their direction and coordination.

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<sup>6</sup> Board of Statutory Auditors, Control, Risks and Sustainability Committee and Supervisory Body, within the limits of their relevant responsibilities.

Taking due account of the internal and external context Rai Way operates in, an in-depth analysis of all company processes/activities was therefore carried out in order to identify potential risks of a corruptive nature related to them.

In particular, from a precautionary point of view and in line with the methodological approach of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001, if a company process has been assessed as exposed to the risk of corruption as envisaged by Law no. 190/2012, the same has been assessed as at "high" risk and, therefore, adequate organisational and control measures have been established for risk prevention and management.

## **THE PROCESSES AT RISK**

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The processes/areas of company activities identified as at risk, i.e. in the context of which there could be potential risks of committing the relevant types of offence, dealt with in this document, are listed below.

SENSITIVE / INSTRUMENTAL PROCESSES	REF. OFFENCE LAW 190/2012									
	Embezzlement (articles 314 and 316 of the Criminal Code)	misappropriation and undue receipt of contributions, financing or other disbursements (articles 316 <i>bis</i> and 316 <i>ter</i> of the Criminal Code)	Abuse of office (art. 323 of the Criminal Code)	Disclosure and use of office secrets (articles 325 and 326 of the Criminal Code)	Negligence/Omission (art. 328 of the Criminal Code)	Interruption of a public service or public utility (art. 331 of the Criminal Code)	Seizure, damage and negligent breach of duties relating to the custody of seized property (articles 334 and 335 of the Criminal Code)	Complementary bidding (art. 353 of the Criminal Code) and disrupted award of the contracting party (art. 353 <i>bis</i> of the Criminal Code)	Trading of favours (art. 346 <i>bis</i> of the Criminal Code)	entrapment (articles 317-322 <i>bis</i> of the Criminal Code); Corruption in judicial proceedings (art. 319 <i>ter</i> , paragraph 2, of the Criminal Code)
<b>Relations with Public Administration</b> - Institutional relations										
<b>Relations with Public Administration</b> - Public funding/subsidies										
<b>Relations with Public Administration</b> - Obtaining authorisations, permits, licences, concessions										
<b>Relations with Public Administration</b> - Management of obligations, communications, relations with Supervisory and Control Bodies, also during inspections										
<b>Definition and management of active contracts and agreements</b>										

SENSITIVE / INSTRUMENTAL PROCESSES	REF. OFFENCE LAW 190/2012									
	Embezzlement (articles 314 and 316 of the Criminal Code)	misappropriation and undue receipt of contributions, financing or other disbursements (articles 316 <i>bis</i> and 316 <i>ter</i> of the Criminal Code)	Abuse of office (art. 323 of the Criminal Code)	Disclosure and use of office secrets (articles 325 and 326 of the Criminal Code)	Negligence/Omission (art. 328 of the Criminal Code)	Interruption of a public service or public utility (art. 331 of the Criminal Code)	Seizure, damage and negligent breach of duties relating to the custody of seized property (articles 334 and 335 of the Criminal Code)	Complementary bidding (art. 353 of the Criminal Code) and disrupted award of the contracting party (art. 353 <i>bis</i> of the Criminal Code)	Trading of favours (art. 346 <i>bis</i> of the Criminal Code)	entrapment (articles 317-322 <i>bis</i> of the Criminal Code); Corruption in judicial proceedings (art. 319 <i>ter</i> , paragraph 2, of the Criminal Code)
Management of broadcasting and transmission services										
Construction and maintenance of networks and infrastructures										
Purchases										
Real-estate management										
Recruitment and hiring of staff and professional and consulting positions										
Top management positions										
Development and promotion of resources										
Attendance, travel and compensation management										
Management of industrial relations										



SENSITIVE / INSTRUMENTAL PROCESSES	REF. OFFENCE LAW 190/2012									
	Embezzlement (articles 314 and 316 of the Criminal Code)	misappropriation and undue receipt of contributions, financing or other disbursements (articles 316 <i>bis</i> and 316 <i>ter</i> of the Criminal Code)	Abuse of office (art. 323 of the Criminal Code)	Disclosure and use of office secrets (articles 325 and 326 of the Criminal Code)	Negligence/Omission (art. 328 of the Criminal Code)	Interruption of a public service or public utility (art. 331 of the Criminal Code)	Seizure, damage and negligent breach of duties relating to the custody of seized property (articles 334 and 335 of the Criminal Code)	Complementary bidding (art. 353 of the Criminal Code) and disrupted award of the contracting party (art. 353 <i>bis</i> of the Criminal Code)	Trading of favours (art. 346 <i>bis</i> of the Criminal Code)	entrapment (articles 317-322 <i>bis</i> of the Criminal Code); Corruption in judicial proceedings (art. 319 <i>ter</i> , paragraph 2, of the Criminal Code)
Activation and management of the disciplinary system										
Management of current accounts, collections and payments										
Management of receivables										
Management of disputes in court and out-of-court										
Management of relations with parties involved in proceedings before the judicial authorities										
Event and Sponsorship Management										
Management of gifts, donations and entertainment expenses										
Asset management										
Management of confidential information										

SENSITIVE / INSTRUMENTAL PROCESSES	REF. OFFENCE LAW 190/2012									
	Embezzlement (articles 314 and 316 of the Criminal Code)	misappropriation and unrec receipt of contributions, financing or other disbursements (articles 316 <i>bis</i> and 316 <i>ter</i> of the Criminal Code)	Abuse of office (art. 323 of the Criminal Code)	Disclosure and use of office secrets (articles 325 and 326 of the Criminal Code)	Negligence/Omission (art. 328 of the Criminal Code)	Interruption of a public service or public utility (art. 331 of the Criminal Code)	Seizure, damage and negligent breach of duties relating to the custody of seized property (articles 334 and 335 of the Criminal Code)	Complementary bidding (art. 353 of the Criminal Code) and disrupted award of the contracting party (art. 353 <i>bis</i> of the Criminal Code)	Trading of favours (art. 346 <i>bis</i> of the Criminal Code)	entrapment (articles 317-322 <i>bis</i> of the Criminal Code); Corruption in judicial proceedings (art. 319 <i>ter</i> , paragraph 2, of the Criminal Code)
Internal Auditing										

## **MEASURES TO PREVENT CORRUPTION AND THE INTERNAL CONTROL SYSTEM**

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The control system, implemented by the Company while taking into account the need to prevent the relevant offences examined and applicable to the reference processes, provides for the following actions with regard to the activities identified as at risk:

- general or transversal prevention protocols, i.e. the general control principles underlying the control system, which apply to all the sensitive/instrumental processes identified;
- specific prevention protocols that constitute the control guidelines on the sensitive/instrumental process for the commission of the offences envisaged and that consist in formalising any sequence of behaviours aimed at standardising and guiding the process in a preventive manner.

## **GENERAL PROTOCOLS**

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The control system defined by Rai Way has been created by applying the following general principles of prevention:

### **Authorisation and signing powers**

Existence of a system of proxies and powers of attorney that is consistent with the organisational and management responsibilities assigned, containing the specific assignment of powers and limits, including the approval of expenses, persons entitled to commit the Company towards the principal and third parties.

This system constitutes an element of traceability of company acts, with external or internal relevance, to the natural persons who have adopted them. This characteristic defines the usefulness of the system both in preventing the commission of offences and in subsequently identifying the persons responsible for adopting acts through which, directly or indirectly, an offence has been committed.

### **Internal procedures and rules**

Existence of company rules, available and known within Rai Way, suitable to establish responsibilities and operating procedures to perform sensitive activities and file relevant documentation.

The internal rules and regulations set out roles and responsibilities for the management, coordination and control of the Company Structures at all levels, describing the activities of each Structure in a uniform manner

This principle implemented by Rai Way S.p.A. is functional to normalising conduct with respect to the guidelines and management defined by the

Company.

### **Separation of tasks**

In the context of each relevant company process, in order to guarantee independence and objectivity, the intervention of several persons is guaranteed, as well as the separation of activities between those who are responsible for taking the decisions/authorising the acts, carrying out the established operations, and performing the appropriate controls provided for by law and by the procedures of the internal control system. This control as a whole is aimed at mitigating management discretion in activities and individual processes.

### **Documentability and Traceability**

It must be possible to reconstruct and verify ex post the process of decision making, authorisation and performance of each sensitive/instrumental activity, through appropriate documentary or IT support.

### **Conflict of interests**

The persons involved in Rai Way's processes are required to avoid any situation and activity in which a conflict of interest of the Company may arise or which may tend to interfere (or appear to have the potential to interfere) with the ability of the employee or collaborator to act in compliance with their duties and responsibilities, which summarise the primary interest to be achieved in full compliance with the principles and contents of the Code of Ethics, the Organisation, Management and Control Model pursuant to Legislative Decree 231/01 and this Anti-Corruption Policy.

The person who may also potentially find themselves in a situation of conflict of interest is obliged to communicate it, and, except where expressly permitted by law, to refrain from participating in the adoption of decisions or activities that may alternatively involve:

- their interests;
- interests of spouses, cohabitants, relatives, second degree family members;
- interests of people with whom they have habitual relations.

The communication of the conflict of interest is provided to:

- the Manager of the Company Structure to which they belong (or to the Managing Director in the case of managers reporting directly to them);
- in the case of members of the Board of Directors, Board of Statutory Auditors, Supervisory Body, to the respective Chairman;
- in the case of third parties, to the person responsible for managing the relationship with Rai Way.

The person refrains in any other case in which there are serious reasons of convenience.

### **Disclosure of confidential business data, information and documents**

Information is an essential component of the company's assets and must also be protected and managed according to the strategic and competitive value it represents for the company. In particular, without prejudice to the specific legal regulations concerning the protection and dissemination of qualified categories of information (e.g. personal and sensitive data, privileged information, intellectual property, etc.), the use of information by employees/collaborators and members of corporate bodies complies with the general principles of correct management of the information itself within the scope of the tasks assigned and the safeguarding of company resources.

The information, data and knowledge acquired, processed and managed by Rai Way's employees/collaborators in the performance of their work activities must remain strictly confidential and suitably protected and may not be used, communicated or disclosed except in full compliance with current legislation and the relevant company provisions/procedures/obligations.

Reserved/confidential company data, information and documents must only be conveyed externally if:

- included among those that can be communicated by law;
- conveyed by the corporate Structures institutionally responsible for such communications or in any case identified by internal or contractual provisions;
- transmitted - in the case of sending information to Public Authorities - to the body competent to receive such information;
- transmitted according to the specific procedures provided for by law or by the Company's procedural framework or by specific agreements concluded by the Company and in such a way as to trace the transmission (within the limits and according to the procedures possibly provided for by current legislation), the contents and the recipients.

Without prejudice to the disclosure obligations provided for by the applicable provisions (including, in particular, the subject of Privileged Information), Rai Way personnel are required to ensure the confidentiality required by the circumstances for each piece of information learned during their work.

No Rai Way employee/collaborator may benefit in any way, directly or indirectly, personally or financially, from using confidential information, nor communicate such information to others or recommend or induce others to use it. Disclosure of confidential information to third parties must be made exclusively by authorised persons and in any case in accordance with corporate provisions.



## **SPECIFIC PROCESS PROTOCOLS**

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For the sensitive/instrumental processes identified, the control principles to which their operation must be directed are established. These prevention measures are integrated with the protocols of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 and the internal regulatory body adopted by the Company (policies, procedures, work instructions).

### **Management of Relations with Persons belonging to the Public Administration**

- Institutional relations
- Applying for and managing public funding/subsidies
- Obtaining authorisations, permits, licences, concessions
- Management of obligations, communications, relations with Supervisory and Control Authorities, also during inspections

Rai Way ensures that relations with the Public Administration are based on preventing corruption. To this end, the personnel and all the recipients of this document must comply, in addition to the corporate Code of Ethics, with the following principles and provisions:

- relations with the Public Administration must be based on the principles of legality, honesty and fairness, in compliance with the legislative provisions and the corporate Code of Ethics;
- only those persons who have been formally appointed to do so (with a specific power of attorney or organisational provision for internal persons, or with a specific clause in the collaboration or consultancy or partnership contract for the other persons indicated) may enter into relations with the Public Administration on behalf of Rai Way;
- meetings with Public Officials should preferably be attended by at least two representatives of the Company. If, for reasons of convenience/confidentiality, the meeting takes place or is to be conducted individually, a written statement must be drawn up, indicating the reasons for the decision to hold the relation at an individual level;
- all formal relations with the Public Administration maintained by the Company Structures must be confirmed in formal communications;
- the relevant documentation, subject to verification and authorisation by the managers with appropriate powers of delegation, must be prepared with the utmost diligence and professionalism in order to provide clear, accurate, complete, faithful and truthful information, reporting, in the appropriate form and manner, situations of conflict of interest;

- it is not permitted, either directly or indirectly or through a third party, to carry out any activity that has as its effect the illicit conditioning of public persons. It is not permitted, for example, to offer or promise money, gifts or compensation, in any form whatsoever, nor to exert unlawful pressure, nor to promise any object, service, performance or favour to public persons or persons connected with them in order to influence their independent judgement as part of any type of relationship established with them;
- it is forbidden to conceal documents, prevent or otherwise obstruct the performance of control activities by the relevant Public Bodies;
- complete and immediate cooperation with the Supervisory and Control Authorities must be ensured, so that the various stages of the verification process (such as the acceptance of the request for information or the inspection visit, verification and reporting) are carried out according to methods aimed at guaranteeing the correctness of relations with the representatives of the Control Authorities, as well as the traceability of communications, decisions and results of external verification activities;
- the intervention of multiple parties must be guaranteed in relations with Certifying bodies and/or Public Officials in managing national or EU funds;
- the decision to adhere to a source of funding is limited to the top management and/or the Company Structures in charge;
- suitable controls must be guaranteed on the correct reporting on the financing obtained.

### **Definition and management of active contracts and agreements**

Rai Way ensures that the activities that are instrumental in concluding and managing contracts/agreements are carried out in a correct and traceable manner, in compliance with the regulations applicable to the Company. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- it is compulsory to refrain from any conduct, such as, by way of example:
  - o silencing the request or claim for an illicit agreement or promoting or supporting an organised practice for illicit purposes;
  - o presenting untrue documents or statements when participating in tenders or private negotiations, entering into agreements or exchanging information on offers with other operators in order to agree on prices or other conditions of the offer;
  - o promising or granting advantages to other competitors to prevent them from bidding or withdrawing their bid, intimidating or harassing competitors/potential participants;
  - o concluding agreements/cartels with other operators in order to influence the outcome of a tender;
- the consistency of business opportunities with the mission and strategic objectives defined by the top management must be guaranteed;
- if the counterparty is not a body that is clearly reliable and of good repute, a preliminary check must be made to ensure that it meets the relevant requirements, including in relation to the following variables:



- type of customer/counterparty, to be assessed in relation to the legal nature of the party, its possible submission to controls by public authorities (Consob, Bank of Italy or other public bodies);
- type of transaction (ongoing relationship or individual service, method of performance, exact determination of the amount of the service, time limit);
- level of reasonableness of the transaction in relation to the type of activity carried out by the customer/counterparty and the geographical area of destination of the product/service that is the subject of the transaction;
- in the process of drawing up the economic offer, the involvement of the various relevant Company Structures and the process of authorisation by the top management, must be ensured;
- preliminary definition of the criteria and methods for formulating business conditions. Any commercial conditions that do not comply with said criteria must be duly justified and submitted for authorisation by the top management / competent Company Structures;
- written drafting of all contracts, agreements, understandings and related amendments/updates, drawn up by the competent Company Structures and signed by the top management or by parties holding an appropriate power of attorney that must clearly and in detail state the subject of the contractual relationship;
- presence of a process of documentation and certification of correct performance in accordance with contractual requirements;
- the invoicing process must be activated in accordance with the contractual conditions and subject to the approval of the Structure responsible for providing the service;
- if specific contracts, agreements and understandings provide for the possibility of using commercial Partners that are external to Rai Way, with reference to the Partner selection process and the conclusion of the relative commercial agreements, the following shall be guaranteed:
  - an authorisation procedure by the Company's top management / competent Structures;
  - compliance with the principles of correctness and traceability, according to criteria based on technical, economic and/or strategic reasons;
  - formal documentation of the main decision-making and authorisation steps followed;
  - the involvement of the competent organisational Structures, for the reference technical aspects, related to the economic-financial and legal nature of the initiative;
  - the preliminary check of the counterparty's integrity and reliability and contractual agreements containing specific safeguard clauses;
- the management of relations and meetings with third parties of a private nature must be based on the principles of legality, integrity and fairness, in compliance with the provisions of the law, the Code of Ethics and the following indications:

- commercial relations with third parties of a private nature on behalf of Rai Way are reserved only to those Persons who have been formally appointed to do so;
- the presence, in meetings with representatives of said entities, preferably of at least two representatives of the Company;
- prohibition, for those who operate on behalf of Rai Way, to carry out, directly or indirectly or through a third party, any activity that has as its effect the illicit conditioning of third parties. It is not permitted, for example, to offer or promise money, gifts or compensation, in any form whatsoever, nor to exert unlawful pressure, nor to promise any assets, services, provisions in order to influence their independent judgement as part of any type of relationship established with them;
- prohibition to receive, directly or indirectly or through a third party, money, gifts, favours or compensation, in any form whatsoever, which may influence one's judgement in the context of any type of relationship with relevant third parties such as, by way of example, the customers, beneficiaries and suppliers.

### **Management of broadcasting and transmission services**

Rai Way ensures that broadcasting and transmission service management activities are carried out in a correct and traceable manner, in compliance with the conditions set out in the existing Contracts/Agreements/Understandings with Rai and third party customers and with the regulations applicable to the Company. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- traceability of all service requests;
- handling and management of service requests, in compliance with the requirements of the contractual relationship, also through the use of appropriate reservation/planning systems;
- the identification of the resources needed to provide the service on the basis of preset criteria;
- prohibition to improperly manage the programming of transmissions in order to obtain an unfair financial advantage for oneself or others or to damage third parties;
- monitoring the progress of the Service Request in order to promptly identify any critical issues, also related to network saturation, in order to identify possible alternative solutions;
- presence of periodic reporting on the progress/processing status of Service Requests.

### **Construction and maintenance of networks and infrastructures**

Rai Way ensures that the activities to design, construct and maintain networks, equipment and infrastructures are conducted in a correct and traceable manner, in compliance with the conditions set out in the existing Contracts/Agreements/Understandings with Rai and third party customers and with the regulations applicable to the Company. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- presence of a periodic process of analysis and planning of requirements in terms of new equipment/infrastructures and maintenance requirements, subject to approval by top management and/or the competent Company Structures;
- segregation of responsibilities in the design, commissioning and implementation/execution phases;
- preliminary verification of the requirements of professionalism, competence and compatibility needed to perform the assignment for the purpose of appointing the persons in charge of the procedure;
- verification of the correct execution of the works/services/supplies in compliance with the executive project and/or the predefined construction/supply specifications;
- feedback from the Company's Structure Managers regarding the activities of Works Management, testing and verification;
- adequate justification by the Works/Execution Manager of the design and execution variants, without prejudice to the applicable regulations, to be submitted for authorisation to the top management and/or the competent Company Structures;
- planning and implementation of sample checks, aimed at verifying the correctness of the work of the Work/Execution Managers, testers/conformity auditors;
- timely detection of anomalies/malfunctions of the networks, also through remote control systems, detectors and user signal acquisition systems;
- timely management, also remotely, of anomalies/malfunctions detected in compliance with the contractual conditions agreed with the customer;
- traceability of all the activities carried out on the systems and of the timely/periodic monitoring of the correct and timely resolution of anomalies;
- if maintenance activities need to be carried out that imply a breakdown or the interruption of the broadcasting/transmission service, the traceability of the related reasons must be ensured, subject to internal authorisation by top management and/or the competent Company Structures;
- the criteria and timing of the disruption/interruption must be authorised/agreed and in any case officially communicated in advance to Rai or to the third party customers concerned, in accordance with the applicable contractual provisions and internal arrangements;

- all Rai Way personnel involved in the activities in question is prohibited from:
  - o the misappropriation of materials/instruments of the Company or of third parties, even when temporary and/or benefiting from other peoples' mistakes;
  - o engaging in conduct aimed at obtaining an unfair financial advantage for themselves or others or to damage third parties.

## **Purchases**

Rai Way ensures the correct, objective and traceable selection of the economic operators it establishes relations with for the supply of the goods and services it uses in performing its activities, without prejudice to the provisions of applicable regulations and consequent internal procedural provisions. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- the presence of a procedure for the qualification of economic operators and consultants that checks that the appropriate eligibility requirements are complied with, also with regard to the counterparty's reliability and integrity;
- the presence of mechanisms to verify the absence of conflicts of interest, also through self-declaration;
- the procurement process guarantees an adequate segregation of functions between the party expressing the need, the party following the award/negotiation and contracting process, the party in charge of controlling the contractual execution;
- the presence of a periodic budget planning process based on which individual procurement requests can be activated;
- motivation and formalisation of purchase requests and approval of the budget holder;
- consistency of the purchase requests with the actual requirements as well as the quality level required, with the timing set for the consumption or commitment of services, with the principles of free competition, equal treatment, non-discrimination and traceability;
- presence of a purchase monitoring process aimed at verifying that there are no conditions for splitting purchases or recurring purchases with particularly restrictive requests;
- in executing the award procedures, it is forbidden to provide and/or disclose documents, data and information that could result, even on a deferred basis, in an undue interest and/or direct or indirect advantage even for just one of the economic operators involved;
- compliance with the criteria and principles of cost-effectiveness, effectiveness, impartiality, equal treatment and proportionality in award procedures;
- traceability of the relations between the contracting station and the economic operator involved in the award procedure;
- monitoring of any phenomena potentially associated with illicit conduct and, where applicable, communication to the relevant bodies of cases deemed to suggest suspicious anti-competitive behaviour;
- compliance with the powers the Company has granted to the various corporate parties for the signing of the purchase contract/order;

- commitment by suppliers to comply with the principles of the Code of Ethics and the Company's provisions on the prevention of corruption, as well as the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001;
- termination and safeguard clauses to be included in contracts in the event of the violation by the counterparty of the Code of Ethics, the principles expressed by the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 and this Anti-Corruption Policy;
- arrangement of controls on the winning supplier in order to make sure they meet the declared requirements, also in accordance with the procedures laid down in the relevant company provisions;
- checking the actual provision of the service by the supplier in compliance with the contractual requirements and that the supplier's invoice meets the terms of the order/contract;
- monitoring the use of contractual variations, extensions and renewals in order to ascertain compliance with the applicable legislation;
- monitoring of the correct performance of the activities assigned to the supplier, which must be carried out in compliance with the agreed requirements and applicable legislation, for example in terms of safety at work and the environment;
- implementation of methods of communication with third parties that are aimed at ensuring the timely execution, in accordance with the applicable regulatory provisions, of the phases of protocol and processing of requests/communications received;

All parties involved in the process are prohibited from:

- reporting or suggesting the name of trusted subcontractors to the contractors;
- abusing their position and powers in general in order to obtain an unfair financial advantage for oneself or others or to damage third parties;
- the misappropriation of movable assets of the company or of third parties, even when temporary and/or benefiting from other peoples' mistakes;

### **Real-estate management**

Rai Way ensures the correct and traceable management of real estate transactions in compliance with the regulations applicable to the Company. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- only those persons (employees, external collaborators, consultants or Partners) who have been formally appointed to do so may enter into commercial relations with third parties of a public or private nature, aimed at renting or purchasing/selling Company's real estate assets on behalf of Rai Way;

- the aforesaid relations must be conducted in compliance with the rules of conduct set out in this document regarding relations with public and private counterparties;
- real estate assets of potential interest to Rai Way, i.e. subject to disposal, must be identified on the basis of an analysis of the needs and/or the company's investment plan, in accordance with the strategies defined by the top management;
- if the Company makes use of intermediaries or consultants for real estate negotiations, compliance with the appropriate reliability and integrity requirements by such persons must be checked;
- the economic and contractual conditions must be negotiated, defined and renewed according to objective, verifiable criteria based on market values and preset by top management and/or the competent Structures of the Company;
- - the economic and contractual conditions established must be submitted for approval by top management and/or the competent Structures of the Company;
- contracts, also with external commercial intermediaries/consultants, must include termination and safeguard clauses in the event of the violation by the counterparty of the Code of Ethics, the principles expressed by the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 and this Anti-Corruption Policy.

### **Legal Assignments**

Rai Way ensures the correct, objective and traceable selection of the external lawyers it uses in performing its activities. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- the law firms used by the Company are suitably assessed with regard to the area of competence/specialisation, size, experience and understanding of the company processes, as well as the criteria of reliability and integrity of the counterparty;
- mechanisms are also in place to ascertain the absence of conflicts of interest and the absence of preventive measures/convictions for offences against the Public Administration, including through self-declaration;
- the need for legal advice must be suitably justified and formalised, then submitted for approval to the Company's top management and/or the competent Structures;
- the process of selecting lawyers, with the exception of those cases where legal aid is awarded, must include - taking into account the nature, complexity and specificity of the assignment - a prior internal qualitative-quantitative verification of unavailability, also on the basis of the professional skills required by the nature of the assignment;

- the assignment must be made after analysing the possible Law Firms that are candidates to follow the activity, together with the reasons why they were suggested (including area of expertise, previous experience, continuous action, rotation and alignment of the assignment), followed by the authorisation by the top management and/or the competent Structures of the Company;
- it must be assessed that the agreed remuneration is economically suitable and in line with the commonly recognised professional rates, also through the comparison of several estimates;
- the fees for individual assignments must be agreed in advance, taking the complexity of the consultancy required as a reference;
- termination and safeguard clauses must be included in the formal agreements in the event of the violation by the counterparty of the Code of Ethics, the principles expressed by the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 and this Anti-Corruption Policy;
- every single service provided by each appointed Law Firm must be certified while verifying the correctness of the draft invoices issued with respect to the activities actually carried out and the agreed tariffs.

### **Recruitment and hiring of staff and professional and consulting positions**

Rai Way ensures that the Staffing process, regardless of the type of position or type of consultancy/collaboration, is conducted in compliance with applicable regulations and company policies. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- Enhancement of internal resources and optimisation of the organisation: for any requirement the Company must run a preliminary survey, also through internal job posting, regarding the availability of internal resources that are adequate in qualitative and quantitative terms to cover the position sought<sup>7</sup>;
- objectivity: applications are assessed on the basis of essential and non-discriminatory requirements needed to fill vacant positions, defined before starting the search, as well as by adopting preset and objective evaluation criteria, so as to verify the candidates' actual skills;
- the process of selecting staff or collaborators/consultants is activated on the basis of a traced and reasoned request from the requesting Structure, in accordance with the needs expressed during the phase of planning the Company's staff, and therefore subject to authorisation by top management and/or the competent Structures of the Company;

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<sup>7</sup> Any derogation from running preliminary surveys to search for strategic positions and/or positions characterised by relationships of professional trust at the highest level of responsibility, must be adequately motivated and authorised by the highest organisational level in charge.

- the search and selection process must include:
  - o a comparison among several eligible candidates with respect to the requirements;
  - o the involvement of several internal persons for a shared assessment of the technical-professional and attitudinal skills of the resources examined;
  - o the application of appropriate rotation policies, in the case of collaborations/consulting;
  - o verification, also by means of self-certification, of the absence of conflicts of interest between the person making the selection or one of its stages and the candidate;
  - o verification, also by means of self-certification, of the candidate's relations with the Public Administration;
- the economic-contractual terms must be in line with the internal policies and the applicable national collective labour agreement, as well as the market values in relation to the type of employment relationship and the professional figure concerned;
- hiring/collaboration contracts include specific clauses of commitment to familiarise themselves and comply with the Code of Ethics, this Anti-Corruption Policy and the Company's Organisation, Management and Control Model: the contracts also include a commitment to communicate any cases of conflict of interest or incompatibility that may occur during the course of the relationship;
- structural and numerically significant needs, linked to the Company's development dynamics or to the maintenance of service levels, and which refer to professional profiles of a non-peak level, are met through external selections made public and governed by internal rules;
- cases of exclusion from the set selection criteria (e.g. workers registered on employment lists or exceptional and/or objective cases of urgency connected with the performance of the public service mission carried out in favour of Rai) are pre-arranged by the Company.

Rai Way appoints directors and other specific top management positions, in compliance with the law, including regulations, and the applicable provisions of the By-laws, and in line with the provisions of the Corporate Governance Code for Listed Companies, as adopted by the Company, as well as the consequent internal provisions established in this regard.

In particular, the Board of Directors and the Shareholders' Meeting, as far as their respective powers are concerned, are formally identified by law as the parties involved in the appointment of members of the Board of Directors and other top management positions. Involved in this process in particular are the Board of Statutory Auditors, on the basis of the prior approval of appointments by co-optation, and the Remuneration and Appointments Committee, by virtue of the tasks assigned to the latter under the Corporate Governance Code for Listed Companies, as adopted by the Company.



### **Development and promotion of resources**

Rai Way ensures traceability and impartiality in the process of evaluation and professional growth of its resources, at all levels. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- career development and staff incentive systems are objective and linked to individual and company performance;
- a budget for reward systems must be set;
- the meritocratic and/or incentive policy, defined by the top management, is based on systems that analyse the positions, performance and potential;
- the criteria to be used to identify the recipients and the applicable manoeuvres are preset;
- remuneration increases are in line with the company's performance, the role and the responsibilities, and in line with market values;
- the process of assessing the potential and performance must be shared by several parties and submitted for validation to the top management and/or the competent Company Structures;
- for the positions of CEO and General Manager and for further strategic management positions, in accordance with the provisions laid down by the Board of Directors, the Remuneration and Appointments Committee is involved in determining the remuneration criteria and the performance objectives related to the variable component.

### **Attendance, travel and compensation management**

Rai Way accurately determines the attendance of company personnel, also by means of detection systems (e.g. badge stamping and dedicated applications), and ensures the correct and traceable management of business trips. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- the Company personnel are required to constantly update the attendance situation, correctly and truthfully entering any proofs of presence/absence required for the periodic balancing;
- the correct recording of personnel presence/absence and the precise calculation of the remuneration must be ensured, also through general and sample checks;
- business trips are justified and authorised, after verifying the actual need for them;
- authorisation of any prior requests for funds for business trips and implementation of compensation mechanisms in case of funds not fully used and reported;

- the personnel are required to correctly report the travel expenses incurred, in compliance with the items of reimbursable expenses, defined in specific internal policies, by drafting an expense report that is attached to the relevant supporting documents valid for tax purposes, subject to verification and authorisation;
- the reports and supporting documents must be checked to ensure compliance with the policies defined.

### **Management of industrial relations**

Rai Way ensures the correct and traceable management of representation activities before associations and trade unions, as well as bodies that are in charge of dealing with understandings/agreements. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- meetings with trade union representatives are preferably attended by at least two representatives of the Company and all formal relations with such counterparts are in writing or reflected in formal communications;
- it is forbidden to make direct or indirect contributions to workers' trade unions, in any form whatsoever;
- it is forbidden for those who work on behalf of Rai Way, either directly or indirectly or through a third party, to carry out activities, in any form whatsoever, which have as their effect the illicit conditioning of trade union counterparties.
- nor is it permitted for those who operate on behalf of Rai Way, either directly or indirectly or through a third party, to receive money, gifts, favours or compensation, in any form whatsoever, which may influence their judgement;
- any relationship with trade union representatives must be established and managed on the basis of the criteria of utmost fairness and good faith;
- the results of consultation/negotiation activities with representatives of trade union organisations are subject to verification and validation by top management and/or the competent Company Structures.

### **Activation and management of the disciplinary system**

Rai Way ensures the correct and impartial management of the company's disciplinary system. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- the persons and bodies in charge detect and report to the top management and the competent Structures of the Company any illegal or irregular conduct liable to be applied;

- fairness and objectivity are guaranteed when assessing disciplinary measures to be applied to staff;
- provision of a control system for the correct assessment of responsibilities and the resulting disciplinary measures, which must be proportionate and comply with the determinations laid down in the Company's Disciplinary System;
- the persons and bodies in charge are informed about the sanctions imposed for the violations found.

### **Management of current accounts, collections and payments**

Rai Way ensures compliance with all applicable regulatory requirements regarding the execution of payments/collections and financial transactions. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- the establishment of new relationships or the termination of existing relationships with banking or financial institutions must be duly authorised by the top management and/or the competent Company Structures, in accordance with the provisions of internal provisions and rules;
- a risk-return and reliability/accountability analysis of the possible banking/financial institutions must be implemented, prior to establishing new relationships;
- significant transactions (such as opening/closing current accounts, giro accounts, the allocation of funds contained therein, requests for overdraft facilities, guarantees), including those of an extraordinary nature, are duly justified and authorised by top management and/or the competent Company Structures, depending on the amount in accordance with the system of powers of attorney and proxies in place;
- presence of periodic bank reconciliation and account monitoring activities, and timely communication to the Parties concerned of any anomalies or discrepancies found;
- preliminary verification, with respect to the payment arrangement of:
  - o the formal regularity of the invoice received, i.e. of the reference correspondence/contract/order and the personal data of the creditor/beneficiary;
  - o the reliability/integrity of the banking institution used by the creditor/beneficiary as well as the correspondence of the credit account with the dedicated one, in accordance with the reference legislation where applicable;
  - o the presence of all the authorisation signatures of the top management and/or the competent Company Structures, in relation to the amount, in accordance with the system of proxies and powers of attorney in place;
  - o the presence of an approved payment communicated by the contact person / manager for the Contract;

- the obligation to use only payment and collection methods permitted by current legislation to ensure the traceability of the transaction carried out, the amount, sender, recipient and cause;
- the prohibition of cash transactions except in the case of small cash payments, allowed for petty expenses of a predefined and established maximum amount, in compliance with the legal limits;
- cash and expense funds must be managed by the competent Company Structures, which are required to: record the movements of cash and expense funds on a daily basis; keep supporting documentation; ensure periodic monitoring of the stock/movement of cash and expense funds; promptly report any anomalies and discrepancies found;
- using credit or prepaid cards is permitted, provided that:
  - o the authorised persons/beneficiaries are specifically indicated in advance;
  - o the types of expenditure allowed/permitted and the authorisation and reporting methods are preset;
  - o the control of appropriateness and consistency of the expenses incurred with the established determinations is guaranteed, also by checking the supporting documents valid for tax purposes;
- it is forbidden to misappropriate, even temporarily, the Company's money;
- with reference to the accounts receivable, the following must be guaranteed:
  - o the issue of the invoice after checking the contractual coverage or reference documents of the accounts receivable;
  - o for any incoming money, checking that there are no anomalous elements in terms of the origin of the collection, mismatch of the sender, unreliable banking institution, mismatch between the payment with the issued invoice.

### **Management of receivables**

Rai Way ensures that the credit management process is conducted in a correct and traceable manner, in the most timely and effective way possible, also in order to ensure adequate and timely information on collection forecasts, the onset of arrears and the status of recovery procedures for any past due receivables. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- constant updating of the accounting situation with regard to debtors and the related schedule, correct allocation and timely recording of individual credit items and related collections;
- periodic preparation of a summary of past due receivables to be communicated to the Structures concerned, which are required to return an information note containing indications of possible causes and methods for handling credit situations;
- issue, at the due date of each receivable, within a preset timeframe, of one or more formal reminders to the Debtor;

- activation, in case the collection has not taken place within the set terms, of alternative solutions for which the relative reasons must be indicated, in compliance with internal provisions and procedures;
- formal communication to the competent Structure, in the case of compulsory debt recovery, of all relevant documentation, certifying the credit position and the actions already taken to recover the debt;
- preparation and formal communication of letters of formal notice to debtors as well as, where necessary, activation of the dispute management procedure.

### **Management of disputes in court and out-of-court**

Rai Way ensures that the process of managing disputes, both in court and out-of-court, is conducted in a correct and traceable manner and in compliance with applicable legislation and company policies. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- traceability of the reasons behind the decision to take legal action;
- a shared assessment must be made of the possible actions to be taken, including those of an out-of-court, mediation and/or settlement nature;
- after awarding the assignment to the designated external professional, the following must be guaranteed:
  - o the traceability of the documentation provided to them and the actions established and communicated;
  - o the monitoring of the activities carried out and the procedural strategy put in place in agreement with the external lawyer, also through the external lawyer processing the information regarding the progress of the process;
- if, while managing the dispute, a technical appraisal to be conducted by parties within the Company becomes necessary, these must be identified, in accordance with the applicable legislative provisions, based on specific technical-professional requirements and possibly through rotation criteria.

### **Management of relations with parties involved in proceedings before the judicial authorities**

Rai Way ensures that the process of managing relations with parties involved in proceedings before the Judicial Authority is conducted fairly and correctly, in compliance with the Company's Code of Ethics and the following principles and provisions:

- any employee of Rai Way, in a senior or subordinate position, is obliged to the utmost confidentiality with regard to the statements made before the Judicial Authority in their capacity of suspect/defendant, person informed of the facts/witness or witnessing party/defendant in related proceedings, where under secret investigation;

- they are also obliged to firmly reject any attempt by others to influence the content of their statements or to induce them, if permitted by law, to enforce their right to refuse to testify;
- if they undergo undue pressure in the sense stated above or receive promises of money or other benefits for the same purpose, they are also obliged to immediately inform their hierarchical superior and the Supervisory and Control Bodies of the Company for the relevant measures.

The principles above, insofar as they are applicable, are also observed by the third parties concerned, in relation to the statements made by them to the Judicial Authority regarding events of any kind concerning the Company and of which they are aware.

### **Event and Sponsorship Management**

Rai Way ensures that the event and sponsorship management process is conducted in a correct and traceable manner, and in compliance with current regulations. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- the events and sponsorships promoted by Rai Way are created/developed exclusively for institutional purposes and aimed at promoting the Company's image;
- events and sponsorship activities are scheduled in advance, are within a set budget and are consistent with the communication strategies defined by top management;
- it is compulsory to formalise the reasons based on which a specific body to be sponsored is selected and the approval process for events and sponsorships must be regulated;
- each sponsorship agreement must be formalised in writing and approved, after checking the reliability and integrity of the counterparty if the third parties are not Institutional entities, in accordance with the procedures and criteria established by internal rules and regulations. In particular, the agreement must provide for
  - o the commitment of the sponsored party to comply with the applicable regulations and use the sums paid by the Company exclusively for the agreed service and not for illicit purposes;
  - o safeguard and termination clauses in the event of violation of these regulations by the sponsored entity;
- the management of feedback for each event must be ensured, documenting the contents, organisation and outcome of the event, prior to payment by the Company.

### **Management of gifts, donations and entertainment expenses**

Rai Way ensures that the activities relating to the management of gifts, donations and entertainment expenses are conducted in a correct and documentable manner and in relation to legitimate business purposes. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- gifts must fall within the scope of the area budget and the related purchasing process must be carried out in compliance with the principles expressed by the Company's Code of Ethics and the control elements envisaged by process of purchasing Company goods and services;
- any form of gift to Italian or foreign public officials, or to their families or related parties, which may influence their discretion or independent judgement or may induce them to secure any advantage for Rai Way is prohibited;
- it is also forbidden to receive gifts, donations or benefits of any kind that could even potentially influence one's discretion or independent judgement in performing the functions assigned to the relevant Structure;
- gifts and donations must be appropriate and reasonable in view of the circumstances of the time and place in which they are given and/or received, and must also be of modest value<sup>8</sup>. In particular, gifts, which must comply with professional courtesy standards, may never consist of sums of money;
- donations/gifts must fall within an annual budget and must be duly justified and authorised by the top management and/or the competent Company Structures;
- donations/gifts may only be made to a body, legal entity, foundation or association, even without legal personality, subject to a formalised written agreement with the beneficiary, containing:
  - o the commitment of the afore-mentioned party to comply with the applicable regulations and to use the sums donated by the Company exclusively for lawful purposes that are inherent to the activity or corporate purpose of the body/association;
  - o safeguard and termination clauses in the event of violation of these regulations by the beneficiary;
- the associations/foundations to which it is possible to make gifts or donations of any kind must be bodies of national importance or of unquestionable reliability and integrity<sup>9</sup>;
- entertainment expenses are allowed only for authorised persons in compliance with a total amount of expenses to be dedicated to representation activities;

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<sup>8</sup> It is necessary to provide for specific economic ranges, with express indication of the amounts within which the expenditure and/or purchase is to be considered of modest value, also in consideration of the recipient.

<sup>9</sup> If this is not the case, appropriate checks on the counterparty's reliability and integrity must be carried out.

- all entertainment expenses must be appropriate, inherent to the company's activities and reasonable in relation to the objective of generating, even potentially, economic benefits for the Company; they must also be reported through an appropriate expense report to which the supporting documents valid for tax purposes must be attached, stating the date, the type of expense, the amount and the third party beneficiaries;
- all gifts, donations and entertainment expenses must be adequately recorded and reported to the top management and/or the competent Structures of the Company.

### **Asset management**

Rai Way ensures correctness and traceability in managing company assets (cars, mobile telephony, tangible assets, technical equipment, IT systems and infrastructures, infrastructural/real estate components, broadcasting and transmission systems, etc.) in compliance with applicable national and European laws, regulations and standards. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- inventory, i.e. unique identification, of company assets;
- identification, in relation to each company asset, of the place of storage/use/installation and the assigned company structure, responsible for correctly managing the asset itself;
- periodic monitoring activities on the state of integrity and compliance of assets with current legislation;
- traceability of the users of the assets and their motivations related to service requirements;
- compliance by the users of the assets with the defined policies/procedures and appropriate codes of conduct for the possession, use, custody and storage of the assets in use;
- communication by users to the assigned Structures, during use or when returned, of any changes in the preset parameters of use, any anomalies/non-conformities detected or occurring during use, as well as possible loss or theft;
- prohibition from the misappropriation of assets of the Company or of third parties, even when temporary and/or benefiting from other peoples' mistakes;
- prohibition also to lend or donate assets to Persons or third parties in order to obtain interests or advantages for the Company or for oneself;
- management and custody of movable property or Rai Way sites subject to seizure in such a way as to ensure that their integrity is preserved, their use, damage or removal is prevented, and access is regulated only by previously authorised personnel.



## **Internal Auditing**

Rai Way ensures correctness and impartiality in planning and implementing inspections aiming to certify the correct execution of company processes in compliance with internal regulations. In managing this process, the following principles and provisions must be respected, in addition to the Company's Code of Ethics:

- internal audit planning activities must be shared with top management and the Company's supervisory and control bodies;
- inspection activities are carried out by qualified personnel with the appropriate professional requirements, autonomy and independence;
- the results of the audits are made known to the Structures and the Parties concerned, as well as to the Company's top management and Supervisory and Control Bodies.

## **INFORMATION FLOWS**

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The Structure Managers are required to communicate to the Person in charge of anti-corruption measures any information relating to the areas of risk for which they are responsible, so as to include both physiological and pathological trends, consequently informing the Supervisory Body in the latter case.

There are different types of information flows subject to communication:

- Evidence Reports, in the form of reports summarising the operations carried out by each Structure in relation to the Public Administration or private entities;
- Periodic information flows (on a half-yearly or annual basis) relating to data/information that is specific to the operational management of the individual Structure;
- Information flows per event, i.e. relating to situations/events/facts that may occur within the activities managed by the Structure, which are the subject of timely or periodic communication in relation to the critical issue/relevance of the information.

The data/information selected for each sensitive/instrumental activity enables the Person in charge of anti-corruption measures and the Supervisory Body to:

- highlight alleged violations of the company's measures to prevent corruption;

- identify possible indicators of anomalies, which may be deemed to suggest an improper or instrumental use of company processes and against which the Person in charge of anti-corruption measures may take the initiatives deemed most appropriate;
- anticipate and propose further or different risk prevention measures;
- direct/plan monitoring and audit activities.

In order to monitor the adoption and compliance by the Structure Managers/Internal Managers, as well as to check and monitor, in liaison with the Managers themselves, the suitability and effective implementation of anti-corruption measures, the Person in charge of anti-corruption measures, in coordination with the Supervisory Body, also makes use of periodic certifications, i.e. annual information reports, signed and sent by the Structure Managers.

## **ADDITIONAL SUPPLEMENTARY MEASURES TO THE ORGANISATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001**

### **NON-TRANSFERABILITY AND INCOMPATIBILITY OF ASSIGNMENTS**

Rai Way ensures correctness and impartiality when assigning managerial duties pursuant to the regulations on non-transferability and incompatibility as applicable to the Company, in particular with reference to:<sup>10</sup>

- alleged non-transferability of managerial or similar positions for those parties that have been convicted of crimes against the Public Administration;
- alleged non-transferability of managerial or similar positions in relation to the activity carried out by the party concerned previously, in so far as relevant under the regulations applicable to the Company;
- situations of incompatibility that are specific to the holders of managerial and similar positions, insofar as relevant under the regulations applicable to the Company.

<sup>10</sup> For managerial and similar positions, within the scope under examination, the following positions are to be considered: chairman/director with direct and similar managerial powers, other bodies that guide the entity's activities; internal/external managerial positions, or managerial positions involving the exclusive exercise of administrative and management powers, as well as managerial positions within the Office/Functions/Structures of direct cooperation.

The Legal Structure and the Human Resources Structure, each for the matters under their responsibility, ascertain, at the time of the assignment or change to the position or of the attribution of a new position and/or upon request during the course of the relationship, that there are no grounds for non-transferability and incompatibility, by means of:<sup>11</sup>

- the acquisition of the declaration in lieu of a notarial deed in accordance with the applicable legislation;
- checks, also on a sample basis or on request, to be carried out jointly with the Person in charge of anti-corruption measures, that there are no actual causes of non-transferability/incompatibility.<sup>12</sup>

The certification stating the absence of causes of incompatibility released by means of a declaration in lieu of a notarial deed (in accordance with the applicable legislation) is also required when assigning specific tasks or forming selection committees as part of the purchasing or personnel selection process.

The Person in charge of anti-corruption measures ensures monitoring of the certifications on the non-existence of the causes of non-transferability and incompatibility, as well as potential conflicts of interest, as well as audit activities, also on a sample basis or on request and together with the competent Structures, to ascertain the truthfulness of the certifications.

The Person in charge of anti-corruption measures reports any anomalies found to the Supervisory Body for any relevant complaints and any communications to the competent Authority, pursuant to the applicable provisions.

## **WHISTLEBLOWING**

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Pursuant to the applicable regulatory whistleblowing provisions, Rai Way establishes specific provisions on managing reports of illegal conduct or significant irregularities, in particular, pursuant to the Code of Ethics, the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 and the latter's supplementary measures on the prevention of corruption.

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<sup>11</sup> Taking due account of the constraints and provisions laid down in European and national legislation on the protection of personal data.

<sup>12</sup> If conditions of non-transferability are present, the party concerned is challenged, which is removed from the position after an interview. If incompatibility is ascertained, the party concerned must be removed within the time limits established by the legislation, with the party concerned renouncing one of the positions considered incompatible by law.

The purpose of these provisions is to identify and combat possible offences and to spread the culture of ethics and legality within the organisation, removing any factors that may pose an obstacle to achieving this purpose, guaranteeing confidentiality to the reporting party about their identity at all stages of managing the report and the protection against possible retaliatory or discriminatory actions taken by the organisation as a result of the report.

A special communication channel is adopted in order to protect the integrity of the Company, to submit reports of illegal or irregular conduct the whistleblowers have become aware of in connection with the functions they perform, and at least one alternative reporting channel, using computerised methods, suitable to guarantee the confidentiality of the whistleblower's identity.

Upon receipt of a report concerning corruptive offences or violations of measures to prevent corruption, the confidentiality of the whistleblower's identity is ensured and, after evaluating the reports received, a preliminary investigation is carried out where necessary.

If a violation is ascertained, the competent Rai Way organisations/representative/company structures are informed of the matter in accordance with the possible consequent measures.

The disciplinary system provides for sanctions against those that violate the whistleblower protection measures, as well as those that make intentional or grossly negligent reports that prove to be unfounded.

## **TRAINING AND COMMUNICATION**

Rai Way is committed to ensuring that the anti-corruption measures contained in this document are known by the parties to whom they are addressed.

The Person in charge of anti-corruption measures promotes, in coordination with the Supervisory Body, the training of staff on the anti-corruption measures adopted by the Company.

The Human Resources Structure, in coordination with the Supervisory Body and the Person in charge of anti-corruption measures, ensures that the training of Rai Way's personnel is up to date, with particular regard to the resources involved in the sensitive/instrumental activities and areas identified in relation to their role, level of responsibility and risk exposure, the contents of the Code of Ethics, the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 and this Anti-Corruption Policy.

This Anti-Corruption Policy is published on the Company's website and specific information is provided each time it is updated.

New employees are informed of the validity of this Policy when they join the company for the purposes of acknowledging and accepting its contents.

External collaborators, customers/suppliers and partners must be informed, through publication on the website or through other suitable means, of the content of this Anti-Corruption Policy and the importance of complying with it in relation to the relevant contractual relations with the Company.

## **DISCIPLINARY SYSTEM**

A system of penalties for violating the provisions contained in the corruption prevention measures is an essential condition to ensure effectiveness.

The disciplinary system for violating this Anti-Corruption Policy refers to the disciplinary and penalty system of the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001.

The disciplinary system is constantly monitored by the Supervisory Body, also with the possible support of the Person in charge of anti-corruption measures.

### RELEVANT OFFENCES

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**Art. 314 - Embezzlement.** A public official or a person in charge of a public service who, by reason of their office or service, is in possession of or otherwise has the availability of money or other movable property belonging to others, embezzles it, is punished with imprisonment from four years to ten years and six months.

**Art. 316 - Embezzlement by profiting from other peoples' mistakes.** A public official or a person in charge of a public service who, in performing their duties or service, taking advantage of other people's mistakes, unduly receives or retains, for themselves or a third party, money or other benefits, is punished with imprisonment from six months to three years.

**Art. 316 bis - Misappropriation.** Anyone who, outside the public administration, having obtained grants, subsidies or financing from the State or other public body or from the European Communities, which are intended to promote initiatives aimed at creating works or performing activities of public interest, does not allocate them to the above-mentioned purposes, is punished with imprisonment from six months to four years.

**Art. 316 ter - Undue receipt of contributions, financing or other disbursements** Unless the act constitutes the offence referred to in art. 640-bis, anyone who, using or presenting false declarations or documents or documents stating untrue matters, or omitting due information, unduly obtains, for themselves or others, grants, loans, soft loans or other disbursements of the same type, however denominated, granted or disbursed by the State, other public bodies or the European Communities, is punished with imprisonment from six months to three years.

**Art. 317- Extortion.** A public official or a person in charge of a public service who, by abusing their position or powers, forces someone to unduly give or promise, to them or to a third party, money or other benefits is punished with imprisonment from six to twelve years.

**Art. 317 bis – Additional penalties.** Conviction for the offence referred to in articles 314 and 317, 319 and 319 ter entails the perpetual disqualification from public office. However, if, due to mitigating circumstances, imprisonment is imposed for a period of less than three years, the sentence carries a temporary disqualification.

**Art. 318 – Corruption when performing duties.** A public official who, when performing their functions or powers, unduly receives, for themselves or a third party, money or other benefits or accepts the promise for them, is punished with imprisonment from three to eight years.

**Art. 319 – Corruption for an act contrary to official duties.** A public official who, for omitting or delaying or having omitted or delayed an act of their office, or for performing or having performed an act contrary to their office duties, receives, for themselves or a third party, money or other benefits, or accepts the promise thereof, is punished with imprisonment from six to ten.

**Art. 319 bis – Aggravating circumstances.** The penalty is increased if the act referred to in art. 319 regards the granting of public employment or salaries or pensions or the conclusion of contracts for which the administration to which the public official belongs is concerned, as well as the payment or reimbursement of taxes.

**Art. 319 ter - Corruption in judicial proceedings** If the facts stated in articles 318 and 319 are committed in order to favour or damage a party in a civil, criminal or administrative trial, the penalty is imprisonment from six to twelve years. If the fact results in the unjust sentencing of a person to imprisonment of no more than five years, the penalty is imprisonment from six to fourteen years; if the offence results in an unjust sentence of more than five years' imprisonment or life imprisonment, the penalty is imprisonment from eight and twenty years.

**Art. 319 quater - Unlawful inducement to give or promise benefits** Unless the fact constitutes a more serious offence, a public official or a person in charge of a public service who, by abusing their position or powers, leads someone to give or promise unduly, to them or to a third party, money or other benefits, is punished with imprisonment from six to ten years and six months. In the cases referred to in the first paragraph, whoever gives or promises money or other benefits is liable to imprisonment for up to three years.

**Art. 320 – Corruption of a person in charge of a public service.** The provisions of articles 318 and 319 also apply to the person in charge of a public service. In any case, the penalties are reduced by no more than one third.

**Art. 321 – Penalties for the corruptor.** The penalties established in the first paragraph of art. 318, art. 319, art. 319 bis, art. 319 ter, and in art. 320 in relation to the above-mentioned cases of articles 318 and 319, also apply to those who give or promise money or other benefits to the public official or to the person in charge of a public service.

**Art. 322 – Incitement to corruption.** Anyone who offers or promises undue money or other benefits to a public official or a person in charge of a public service, to perform their functions or powers, is subject, if the offer or promise is not accepted, to the penalty laid down in the first paragraph

of art. 318, reduced by one third. If the offer or promise is made to induce a public official or a person in charge of a public service to omit or delay an act of their office, or to do an act contrary to their duties, the perpetrator is, if the offer or promise is not accepted, subject to the penalty laid down in art. 319, reduced by one third. The penalty referred to in the first paragraph applies to a public official or a person in charge of a public service who solicits a promise, money or other benefits to perform their functions or powers. The penalty referred to in the second paragraph applies to a public official or a person in charge of a public service who solicits a promise, money or other benefits from a private individual for the purposes indicated in art. 319.

**Art. 322 *bis* – Embezzlement, extortion, undue induction to give or promise benefits, corruption and incitement to corruption of members of the International Courts or bodies of the European Communities and of officials of the European Communities and of foreign States.**

The provisions of articles 314, 316, from 317 to 320 and 322, third and fourth paragraphs, also apply:

- 1) to the members of the Commission of the European Communities, the European Parliament, the Court of Justice and the European Court of Auditors;
- 2) to officials and other agents engaged under contract in accordance with the charter of the officials of the European Communities or the conditions of employment of other servants of the European Communities;
- 3) to persons controlled by Member States or by any public or private body at the European Communities, who perform functions corresponding to those of officials or agents of the European Communities;
- 4) to members and employees of bodies set up on the basis of the Treaties establishing the European Communities;
- 5) to those who, within the framework of other Member States of the European Union, perform functions or activities corresponding to those of public officials and persons in charge of a public service;
- 5-bis) to judges, prosecutors, co-prosecutors, officials and agents of the International Criminal Court, persons controlled by States adhering to the Treaty establishing the International Criminal Court, who perform functions corresponding to those of officials or agents of the Court, members and employees of bodies set up on the basis of the Treaty establishing the International Criminal Court;
- 5-ter) to persons exercising functions or activities corresponding to those of public officials and persons in charge of a public service in public international organisations;



5-quater) to members of international parliamentary assemblies or of an international or supranational organisation and to judges and officers of international courts.

The provisions of articles 319 quater, second paragraph, 321 and 322, first and second paragraphs, apply even if the money or other benefit is given, offered or promised:

- 1) to the persons specified in the first paragraph of this article;
- 2) to persons exercising functions or activities corresponding to those of public officials and persons in charge of a public service within other foreign States or public international organisations.

The persons specified in the first paragraph are assimilated to public officials, if they perform corresponding functions, and to persons in charge of a public service in other cases.

**Art. 323 - Abuse of office.** Unless the act constitutes a more serious offence, a public official or a person in charge of public service who, in performing their functions or service, in violation of the law or regulations, or by failing to abstain, in the presence of their own interest or that of a close relative or in the other prescribed cases, intentionally generates an unjust financial advantage for themselves or others, or causes unjust damage to others, is punished with imprisonment from one to four years. The penalty is increased in cases where the advantage or damage is of a serious nature.

**Art. 325 – Use of inventions or discoveries known for office reasons.** The public official or the person in charge of a public service, who uses, for their own profit or that of others, inventions or scientific discoveries, or new industrial applications, which they are aware of for reasons linked to their office or service, and which must remain secret, is punished with imprisonment from one to five years and a fine of not less than € 516.

**Art. 326 – Disclosure and use of office secrets.** A public official or a person in charge of a public service who, violating the duties inherent to their functions or service, or in any case abusing their capacity, reveals office information, which must remain secret, or facilitates the knowledge of it in any way, is punished with imprisonment from six months to three years. If the facilitation is only unintentional, imprisonment of up to one year is applicable. A public official or a person in charge of a public service who, in order to obtain an undue financial gain for themselves or others, unlawfully makes use of office information, which must remain secret, is punished with imprisonment from two to five years. If the act is committed

in order to obtain an unjust non-financial profit for themselves or others or to cause unjust damage to others, the penalty is imprisonment for a period of up to two years.

**Art. 328 – Negligence. Omission.** A public official or a person in charge of a public service who unduly refuses an act of their office that must be performed without delay, for reasons of justice or public safety, public order or health and hygiene, is punished with imprisonment from six months to two years.

Outside the cases set forth in the first paragraph, a public official or a person in charge of a public service who, within thirty days of a request from the parties concerned, fails to perform the deed of their office and does not respond to explain the reasons for the delay, is punished with imprisonment of up to one year or a fine of up to € 1,032. Such request must be made in writing and the term of thirty days starts from the receipt of the request.

**Art. 331 – Interruption of a public service or public utility.** Anyone who, in the exercise of public services or public companies, interrupts the service, or suspends work in their factories, offices or companies, in such a way as to disrupt the regular service, is punished with imprisonment from six months to one year and a fine of not less than € 516. The heads, promoters or organisers are punished with imprisonment from three to seven years and a fine of no less than € 3,098. The last paragraph of the previous article applies.

**Art. 334 – Seizure of or damage to objects subject to seizure, ordered as part of criminal proceedings or by the administrative authorities.** Anyone who removes, withdraws, destroys, disperses or deteriorates an object subject to seizure ordered during criminal proceedings or by the administrative authority and entrusted to their custody, for the sole purpose of favouring its owner, is punished with imprisonment from six months to three years and a fine ranging from € 51 to € 516. Imprisonment from three months to two years and a fine from € 30 to € 309 are applied if the removal, withdrawal, destruction, dispersion or deterioration is committed by the owner of the object entrusted to their custody. The penalty is imprisonment from one month to one year and a fine of up to € 309, if the act is committed by the owner of the object itself, not in their custody.

**Art. 335 – Negligent breach of duties relating to the custody of properties subject to seizure, ordered as part of criminal proceedings or by the administrative authorities.** Whoever, having in custody an object seized during criminal proceedings or by the administrative authorities, causes its destruction or dispersal, or facilitates its removal or withdrawal, is punished with imprisonment of up to six months or a fine of up to € 309.

**Art. 346 bis – Trading of favours** Anyone who, with the exception of cases of complicity in the offences referred to in articles 318, 319, 319-ter and the offences of corruption referred to in art. 322-bis, exploiting or having existing or alleged relationships with a public official or a person in charge of a public service or one of the other persons referred to in art. 322-bis, unduly gives or promises to themselves or others, money or other benefits, as

the price for their illicit mediation towards a public official or a person in charge of a public service or one of the other subjects referred to in art. 322-bis, or to remunerate them in relation to the exercise of their functions or powers, is punished with imprisonment from one year to four years and six months. The same penalty is applied to anyone who unduly gives or promises money or other benefits. The penalty is increased if the person who unduly gives or promises, to themselves or others, money or other benefits is a public official or a person in charge of a public service. Penalties are also increased if the acts are committed in relation to the exercise of judicial activities or to remunerate the public official or the person in charge of a public service or one of the other persons referred to in art. 322-bis in relation to the performance of an act contrary to their official duties or the omission or delay of an act of their office.

**Art. 353 – Complementary bidding.** Anyone who, with violence or threats, or with gifts, promises, collusion or other fraudulent means, prevents or disrupts public auctions or private bids on behalf of public administrations, or removes the bidders, is punished with imprisonment from six months to five years and a fine ranging from € 103 to € 1,032.

**Art. 353 bis – Disrupted award of the contracting party.** Unless the act constitutes a more serious offence, anyone who, with violence or threats, or with gifts, promises, collusion or other fraudulent means, disrupts the administrative procedure aimed at establishing the content of the notice or other equivalent act in order to condition the way in which the public administration chooses the contractor is punished with imprisonment from six months to five years and a fine ranging from € 103 to € 1,032.

## **MAPPING OF RISK AREAS**

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The mapping of risk areas, with reference to the commission of the relevant offences:

- lists the activities that are sensitive and/or instrumental to the commission of the predicate offences being analysed;
- identifies the individual types of offence that may occur in the context of the above sensitive/instrumental activities;
- describes, by way of non-exhaustive example, the potential risks or the methods for committing the offences.

SENSITIVE / INSTRUMENTAL ACTIVITIES	REF. OFFENCE LAW 190/2012	METHODS OF COMMITTING THE OFFENCE (BY WAY OF NON EXHAUSTIVE EXAMPLE)
<b>Relations with Public Administration</b> - Institutional relations	Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)  Unlawful inducement to give or promise benefits (art. 319 <i>quater</i> of the Criminal Code)  Trading of favours (art. 346 <i>bis</i> of the Criminal Code)	Corruption of a public officer or a person responsible for a public service by offering or promising money or other benefits in order to obtain an advantage for the Company.  Passive corruption in order to carry out acts/transactions aimed at benefiting the counterparty.  Exploitation of a relationship with a public person, aimed at obtaining undue advantages from a third party in return for their illegal mediation with the public agent.
<b>Relations with Public Administration</b> - Public funding/subsidies	Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)  Misappropriation (art. 316 <i>bis</i> of the Criminal Code)  Undue receipt of contributions, financing or other disbursements (art. 316 <i>ter</i> of the Criminal Code)	Corruption of a public officer or a person responsible for a public service by offering or promising money or other benefits in order to obtain financing and concessions.  Improper use, in violation of the underlying public purpose, of the financing / concession obtained by Public Bodies.  Altered reporting of activities and costs incurred.
<b>Relations with Public Administration</b> - Obtaining authorisations, permits, licences, concessions	Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)	Corruption of a public officer or a person responsible for a public service by offering or promising money or other benefits in order to obtain authorisation deeds, concessions, permits and similar measures.
<b>Relations with Public Administration</b>	Extortion and Corruption (articles 317, 318 and subs.	Corruption or inducement of the public official in order to reduce the negative effects of a measure.

SENSITIVE / INSTRUMENTAL ACTIVITIES	REF. OFFENCE LAW 190/2012	METHODS OF COMMITTING THE OFFENCE (BY WAY OF NON EXHAUSTIVE EXAMPLE)
- Management of obligations, communications, relations with Supervisory and Control Bodies, also during inspections	<p>articles of the Criminal Code)</p> <p>Trading of favours (art. 346 <i>bis</i> of the Criminal Code)</p>	<p>Promise of goods / benefits to a public official or a person responsible for a public service to obtain the omission of acts in line with office duties.</p> <p>Exploitation of a relationship with a public person, aimed at obtaining undue advantages from a third party in return for their illegal mediation with the public agent.</p>
<b>Definition and management of active contracts and agreements</b>	<p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Trading of favours (art. 346 <i>bis</i> of the Criminal Code)</p> <p>Complementary bidding (art. 353 of the Criminal Code)</p> <p>Disrupted award of the contracting party (art. 353 <i>bis</i> of the Criminal Code)</p>	<p>Corruption of a public official or a person in charge of a public service through the offer or promise of money or other benefits in order to win a contract/agreement, participate in tenders or the like and win them, ease the management of the order/contract/agreement.</p> <p>Intimidating or harassing activity against competitors/potential participants.</p> <p>Conclude agreements/cartels with other operators in order to influence the outcome of a tender;</p> <p>Passive corruption in order not to participate in competitions or not to win them.</p> <p>Improper management aimed at obtaining undue advantages from a third party in return for their illegal mediation with the public agent.</p>
<b>Management of broadcasting and transmission services</b>	<p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Disclosure and use of office secrets (articles 325 and 326 of</p>	<p>Passive corruption in order to facilitate third-party customers or Rai.</p> <p>Disclosure of confidential news to the advantage of third parties.</p>

SENSITIVE / INSTRUMENTAL ACTIVITIES	REF. OFFENCE LAW 190/2012	METHODS OF COMMITTING THE OFFENCE (BY WAY OF NON EXHAUSTIVE EXAMPLE)
<b>Construction and maintenance of networks and infrastructures</b>	<p>the Criminal Code)</p> <p>Embezzlement (articles 314 and 316 of the Criminal Code)</p> <p>Disclosure and use of office secrets (articles 325 and 326 of the Criminal Code)</p> <p>Interruption of a public service or public utility (art. 331 of the Criminal Code)</p> <p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p>	<p>Creation of slush funds for corruptive purposes for unnecessary work.</p> <p>Passive corruption, inducement of others or extortion in order to facilitate the acceptance, also in the SAL phase, of the performance of the suppliers involved in creating the network.</p> <p>Misappropriation of materials/instruments of the Company or of third parties, even when temporary and/or benefiting from other peoples' mistakes.</p> <p>Disclosure of confidential news to the advantage of third parties.</p> <p>Fraudulent interruption of the broadcasting and transmission service.</p>
<b>Purchases</b>	<p>Embezzlement (articles 314 and 316 of the Criminal Code)</p> <p>Negligence/Omission (art. 328 of the Criminal Code)</p> <p>Trading of favours (art. 346 <i>bis</i> of the Criminal Code)</p> <p>Abuse of office (art. 323 of the Criminal Code)</p>	<p>Misappropriation of movable property even when temporary and/or benefiting from other peoples' mistakes (e.g. when accepting the supply)</p> <p>Establishment of relations with economic operators that are the vehicles of active corruption, are connected to or trusted by the Public Administration, which are instrumental in creating slush funds.</p> <p>Failure to carry out office acts in the absence of adequate justification (e.g. failure to analyse and manage applications for inclusion in the list of operators that have requested it).</p> <p>Selection of suppliers aimed at obtaining undue advantages from a third party in return for their illegal mediation with the public agent.</p>

SENSITIVE / INSTRUMENTAL ACTIVITIES	REF. OFFENCE LAW 190/2012	METHODS OF COMMITTING THE OFFENCE (BY WAY OF NON EXHAUSTIVE EXAMPLE)
	<p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Complementary bidding (art. 353 of the Criminal Code)</p> <p>Disrupted award of the contracting party (art. 353 <i>bis</i> of the Criminal Code)</p>	<p>Improper management of the award procedure in order to obtain an unfair financial advantage for oneself or others or to damage third parties (e.g. easing the award of a tender or the negotiation of a contract for an economic operator).</p> <p>Passive corruption, inducement of others or extortion in order to allow access to a tender and/or its award to an economic operator.</p> <p>Exercise of delegated powers to omit disputes or report false failures by third parties.</p> <p>Corruption to omit reports / complaints about the work of third-party companies.</p>
<b>Real-estate management</b>	<p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Trading of favours (art. 346 <i>bis</i> of the Criminal Code)</p>	<p>Active corruption for the purpose of unlawful negotiation of the real estate agreement.</p> <p>Acquisition at altered economic conditions, instrumental in creating slush funds.</p> <p>Passive corruption, inducement of others or extortion in order to proceed with an improper negotiation.</p> <p>Establishment of relations with specific parties, aimed at obtaining undue advantages from a third party in return for their illegal mediation with the public agent.</p>
<b>Legal Assignments</b>	<p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Trading of favours (art. 346 <i>bis</i></p>	<p>Selection of firms that are connected to or trusted by the Public Administration.</p> <p>Unnecessary third party service or third party service of an altered extent that is instrumental in creating slush funds.</p>

SENSITIVE / INSTRUMENTAL ACTIVITIES	REF. OFFENCE LAW 190/2012	METHODS OF COMMITTING THE OFFENCE (BY WAY OF NON EXHAUSTIVE EXAMPLE)
	of the Criminal Code)	<p>Passive corruption, inducement of others or extortion in order to award an assignment to a specific firm.</p> <p>Selection of lawyers aimed at obtaining undue advantages from a third party in return for their illegal mediation with the public agent.</p>
<p><b>Recruitment and hiring of staff and professional and consulting positions</b></p> <p><b>Top management positions</b></p>	<p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Misappropriation (art. 316 <i>bis</i> of the Criminal Code)</p> <p>Undue receipt of contributions, financing or other disbursements (art. 316 <i>ter</i> of the Criminal Code)</p> <p>Abuse of office (art. 323 of the Criminal Code)</p> <p>Trading of favours (art. 346 <i>bis</i> of the Criminal Code)</p>	<p>Improper or arbitrary/subjective selection of candidates that are close to or connected to Public Administration counterparties, or instrumental in creating create slush funds for corruptive purposes.</p> <p>Use of grants, subsidies or public financing for purposes other than those for which they were granted and disbursed, also with reference to the employment of staff through collaborations.</p> <p>Abuse of office or passive corruption in order to ease/hinder the recruitment or assignment of a professional.</p> <p>Acceptance of a corruptive deed, in order to direct the decision to appoint a member of a corporate body or other corporate office compared to the parties previously identified.</p> <p>Exploitation of a relationship with a public person, aimed at obtaining undue advantages from a third party in return for their illegal mediation with the public agent.</p>
<p><b>Development and promotion of resources</b></p>	<p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p>	<p>Erroneous rewarding and career progression system that is not objective or proportional, instrumental in granting favours to persons who are close to the Public Administration or encouraging the commission of corruptive offences.</p> <p>Awarding of bonuses and incentives in order to constitute or return financial funding to use/used for corruptive purposes.</p>



SENSITIVE / INSTRUMENTAL ACTIVITIES	REF. OFFENCE LAW 190/2012	METHODS OF COMMITTING THE OFFENCE (BY WAY OF NON EXHAUSTIVE EXAMPLE)
		Passive corruption, inducement of others or extortion in order to ease improper career advancements and staff incentives.
<b>Attendance, travel and compensation management</b>	Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)  Embezzlement (articles 314 and 316 of the Criminal Code)	Attribution of compensation from employment for work not performed, in order to grant an unfair financial advantage to persons previously identified, connected to or trusted by the Public Administration.  Recognition of undue remuneration in order to constitute or return financial funding to be used/used for corruptive purposes.  Unnecessary and unjustified business trips that are instrumental in creating slush funds for corruptive purposes.  Misappropriation of money allocated to cover travel expenses, also when benefiting from other peoples' mistakes and for a limited period of time.
<b>Management of industrial relations</b>	Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)  Trading of favours (art. 346 <i>bis</i> of the Criminal Code)	Passive corruption or exchange of favours with trade unions representatives.  Illicit influence on trade unions representatives.
<b>Activation and management of the disciplinary system</b>	Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)  Abuse of office (art. 323 of the Criminal Code)	Omitted application of the disciplinary system to parties that are trusted by or connected to the Public Administration.  Failed or inadequate application of the disciplinary system, including passive corruption, against an employee who has committed an illegal act in order to help them.

SENSITIVE / INSTRUMENTAL ACTIVITIES	REF. OFFENCE LAW 190/2012	METHODS OF COMMITTING THE OFFENCE (BY WAY OF NON EXHAUSTIVE EXAMPLE)
<b>Management of current accounts, collections and payments</b>	<p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Embezzlement (articles 314 and 316 of the Criminal Code)</p> <p>Trading of favours (art. 346 <i>bis</i> of the Criminal Code)</p>	<p>Improper, undue or altered payment, payment not backed by the necessary certifications, instrumental in creating slush funds for corruptive purposes or in granting advantages / benefits to parties that are close to the Public Administration.</p> <p>Misappropriation of money, also when temporary.</p> <p>Possibility of transferring part of the company's assets into private funds, also when temporarily.</p> <p>Passive corruption, inducement of others or extortion in order to favour financial transactions (possible alteration of payment data to be made in order to give undue advantages to preset parties).</p> <p>Passive corruption, inducement of others or extortion in order to direct the acquisition of loans from banking institutions/financial intermediaries previously identified and at non-market conditions.</p> <p>Altered payments or establishment of relations with banking institutions in order to obtain undue advantages in return for their illegal mediation with the public agent.</p>
<b>Management of receivables</b>	<p>Abuse of office (art. 323 of the Criminal Code)</p> <p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Trading of favours (art. 346 <i>bis</i> of the Criminal Code)</p>	<p>Reduction and/or cancellation of receivables or the granting of payment extensions in order to channel financial resources for corruptive purposes, or to create slush funds for corruptive purposes.</p> <p>Acceptance of an undue benefit for corruptive purposes, for example to omit or delay an office act, or to perform an act that is contrary to official duties in order to reduce or cancel the amount of receivables or to grant undue payment extensions to previously identified parties.</p> <p>Alteration of the schedule of receivables to the benefit of the debtor counterparty, following corruptive (passive c.) acts or inducement or extortion.</p>

SENSITIVE / INSTRUMENTAL ACTIVITIES	REF. OFFENCE LAW 190/2012	METHODS OF COMMITTING THE OFFENCE (BY WAY OF NON EXHAUSTIVE EXAMPLE)
		Improper management of receivables aimed at obtaining undue advantages from a third party in return for their illegal mediation with the public agent.
<b>Management of disputes in court and out-of-court</b>	<p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Corruption in judicial proceedings (art. 319 ter, paragraph 2, of the Criminal Code)</p> <p>Trading of favours (art. 346 <i>bis</i> of the Criminal Code)</p>	<p>Possible transit of financial flows to create slush funds for corruptive purposes.</p> <p>Offer or promise of money or other benefit to a public officer in order to influence the content of judicial choices to favour or damage a party in the course of the proceedings.</p> <p>Passive corruption, inducement of others or extortion in order to improperly manage the litigation, including out-of-court litigation, or in order to obtain perjury.</p> <p>Exploitation of a relationship with a public person, aimed at obtaining undue advantages from a third party in return for their illegal mediation with the public agent.</p>
<b>Management of relations with parties involved in proceedings before the judicial authorities</b>	<p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Corruption in judicial proceedings (art. 319 ter, paragraph 2, of the Criminal Code)</p> <p>Trading of favours (art. 346 <i>bis</i> of the Criminal Code)</p>	<p>Passive corruption, inducement of others or extortion in order to obtain perjury.</p> <p>Exploitation of a relationship with a public person, aimed at obtaining undue advantages from a third party in return for their illegal mediation with the public agent.</p>
<b>Event and Sponsorship</b>	Extortion and Corruption (articles 317, 318 and subs.	False and altered sponsorship of events aimed at creating slush funds for corruptive purposes.

SENSITIVE / INSTRUMENTAL ACTIVITIES	REF. OFFENCE LAW 190/2012	METHODS OF COMMITTING THE OFFENCE (BY WAY OF NON EXHAUSTIVE EXAMPLE)
<b>Management</b>	articles of the Criminal Code)	<p>Instrumental use of third parties that are close to the Public Administration.</p> <p>Creation of slush funds for corruptive purposes through the organisation of events for altered or non-existent expenses.</p> <p>Passive corruption, inducement of others or extortion in order to sponsor certain entities / companies or grant media visibility at internal events (with external relevance) to preset parties.</p>
<b>Management of gifts, donations and entertainment expenses</b>	<p>Embezzlement (articles 314 and 316 of the Criminal Code)</p> <p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p>	<p>Corruption of public persons through the contribution of assets, benefits, donations / non-profit initiatives.</p> <p>Misappropriation of money, also when temporary, through the use of representation tools (company cards used for personal use).</p> <p>Passive corruption, inducement of others or extortion in order to grant donations / non-profit initiatives to previously identified persons.</p>
<b>Asset management</b>	<p>Embezzlement (articles 314 and 316 of the Criminal Code)</p> <p>Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)</p> <p>Seizure of or damage to objects subject to seizure, ordered as part of criminal proceedings or by the administrative authorities (art. 334 of the Criminal Code).</p>	<p>Misappropriation of materials/instruments of the Company or of third parties, even when temporary and/or benefiting from other peoples' mistakes.</p> <p>Contribution of goods / materials / equipment to public persons in order to obtain undue advantages for the Company.</p> <p>Passive corruption in order to lend or grant the use of goods / materials / equipment of the Company.</p> <p>Removal, destruction or damage of seized property (e.g. for occupational safety or environmental investigations).</p>

SENSITIVE / INSTRUMENTAL ACTIVITIES	REF. OFFENCE LAW 190/2012	METHODS OF COMMITTING THE OFFENCE (BY WAY OF NON EXHAUSTIVE EXAMPLE)
	Negligent breach of duties relating to the custody of properties subject to seizure, ordered as part of criminal proceedings or order by the administrative authorities (art. 335 of the Criminal Code)	
<b>Management of confidential information</b>	Disclosure and use of office secrets (articles 325 and 326 of the Criminal Code)	Disclosure of information that must remain secret, in violation of the duties inherent to the function or service performed.
<b>Internal Auditing</b>	Extortion and Corruption (articles 317, 318 and subs. articles of the Criminal Code)	Passive corruption, inducement of others or extortion in order to favour certain parties, including those outside the Company, by not detecting violations or anomalies. Omitted/altered planning and/or implementation of controls on certain parties in order to bring advantages or damage to specific counterparties.