

PROCEDURE 02 - ANTI-MAFIA- ANTI-CORRUPTION CONDUCT PROTOCOL

Status	Drafted and updated by	Reviewed and approved by	Verified by ESG Committee
1st ISSUE	Vincenzo Renna, Esq., Supervisory Board	Board of Directors	23 February 2018
1st REVIEW	Vincenzo Renna, Legal Advisor, Supervisory Board	Board of Directors	23 November 2020
2nd REVIEW	Vincenzo Renna, Legal Advisor, Supervisory Board	Board of Directors	30 July 2022
3rd REVIEW	Vincenzo Renna, Legal Advisor, Supervisory Board Andrea Emanuele, ESG & Quality Coordinator	Board of Directors	31 December 2024

ATTACHED FORMS

ATT. NO.	CODE	DESCRIPTION OF ATTACHMENT
1	M.1.1	Self-declaration of commitment to the policy and MOG 231
2	M.1.2	Questionnaire for business partners/suppliers/consultants/employees
3	M.1.3	Due diligence on business partners/suppliers/consultants/employees
4	M 1.4	Anti-Mafia self-declaration for natural persons
5	M 1.5	Anti-Mafia self-declaration for legal entities
6	IO-01	Supplier qualification and feedback management
7	PRFORN-02	Supplier validation, assessment and monitoring

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I. PURPOSE

The Anti-Mafia and Anti-Corruption Protocol adopted by **BELENERGIA** [The Anti-Mafia Protocol] originates from the "**ANTI-MAFIA PROTOCOL FOR BUSINESSES**" developed by Pier Luigi Vigna (**Former National Anti-Mafia Prosecutor 1997-2005**), Giovanni Fiandaca (**Full Professor of Criminal Law at the University of Palermo**) and Donato Masciandaro (**Full Professor of Political Economy and Chair of Financial Regulation Economics at Bocconi University in Milan**). It expressly refers to the provisions of Legislative Decree No. 159 of 6 September 2011, as supplemented by Legislative Decree No. 218 of 15 November 2012 "*Code of anti-mafia laws and prevention measures, as well as new provisions on anti-mafia documentation*", and also having special preventive effect with regard to corruption offences, refers to the requirements of the ISO 37001 standard and in other respects refers to the safeguards provided for by the laws in force on the subject, Law 190/12 and subsequent amendments and additions Severino and Law 3/19 Spazzacorrotti Decree.

The anti-mafia protocol is understood by the Company as a specific procedure adopted pursuant to Article 6 of Legislative Decree 231/2001, for the prevention of the offences referred to in Article 416 bis of the Criminal Code, as well as for the prevention of mafia infiltration. In this sense, it constitutes an additional tool for the management and control (*governance*) of the company, in order to address the risks of infiltration by criminal organisations.

The protocol in question also applies effectively to the offences referred to in Book II, Title II of the Criminal Code - Offences against the public administration, as well as to the cases referred to in Article 2635 of the Italian Civil Code - **Corruption between private individuals**, and therefore constitutes one of the fundamental safeguards adopted by BELENERGIA for the prevention of corruption.

The prevention of the risk of criminal infiltration and the prevention of corruption pursue a twofold objective:

- 1. to protect and enhance corporate integrity, promoting the creation of economic value for the company;**
- 2. contributing to the protection of economic public order and the defence of legality, promoting the creation of social value for the community as a whole.**

The anti-mafia and anti-corruption protocol covers all those involved in the conduct of business: senior management, employees, human resources, suppliers, customers, institutions and other collective, territorial or representative actors.

The anti-mafia protocol constitutes a specific source of obligations for all employees, collaborators, consultants and managers at any hierarchical level in internal company relations and in external relations that may in any way involve the interests of the company.

The anti-mafia protocol is widely disseminated, including through its disclosure to suppliers and customers, as well as through its publication on the company's official website.

The adoption and implementation of the anti-mafia protocol is always subject to general or sector-specific regulations that may concern the company's activities and its relations with its various stakeholders (e.g. Workers' Statute, privacy regulations, etc.).

2. SCOPE OF APPLICATION

The adoption of the anti-mafia and anti-corruption protocol requires **BELENERGIA** to assess the risk of organised crime infiltration or corruption within the company's activities and in relation to the context in which it operates.

To this end, an analysis of the local context has been carried out, aimed at identifying and assessing the danger that locally based criminal organisations may attempt to influence the company's activities in various ways in order to exploit them for illicit gain. BELENERGIA, in order to guarantee its ongoing commitment to combating any form of organised crime infiltration in all its operations and activities, undertakes to review the aforementioned analysis of the local context on an annual basis, as well as in all circumstances where, in the face of new and unexpected episodes of possible criminal infiltration, such a review is necessary.

The aforementioned context analysis, as regards corruption offences, focuses primarily on relations with administrative bodies and/or authorities. Bodies also include subsidiaries and joint venture partners.

With a view to continuously monitoring the contexts in which the Company operates, **BELENERGIA** is committed to establishing and maintaining qualified dialogue with the relevant public authorities and private organisations with specific knowledge of the dynamics typical of criminal infiltration processes (prefects, police chiefs, police forces, mayors, industrial associations, relevant trade unions or any functionally similar entities, voluntary associations, universities), aimed at acquiring data, information and significant circumstances for the purpose of constantly updating risk indicators and assessment criteria.

The information and data acquired will also be taken into account for the selection of various local partners: business partners (consortium members), employees, collaborators, professionals, and suppliers.

The prevention of the risk of criminal infiltration and the risk related to corruption offences involves an assessment of the reliability of the various parties (natural persons or entities) that have relations with the Company.

This assessment - known as ***due diligence*** - involves planning the execution of checks to ensure that **they are carried out at intervals** consistent with the regulatory instruments in force, e.g. linked to the validity (6 months) of the certifications issued by the courts relating to judicial status.

To this end, multiple indicators may be used, including:

- a. submission to proceedings for the application of preventive measures, pursuant to anti-mafia legislation (Legislative Decree No. 159/2011, Book I, Titles I and II) as supplemented by Legislative Decree No. 218 of 15 November 2012, 'Code of anti-mafia laws and preventive measures, as well as new provisions on anti-mafia documentation'.
- b. application of coercive precautionary measures in criminal proceedings or pronouncement of a conviction, even if not final, including that provided for in Article 444 of the Italian Code of Criminal Procedure, against entrepreneurs, partners, directors or employees of companies, for offences affecting professional reliability and, among these, for offences against the public administration, for participation or external involvement in organised crime offences, for the offences of usury, extortion, receiving stolen goods, money laundering, use of resources derived from crimes and other criminal offences considered potentially instrumental to the activities of criminal organisations;
- c. application of precautionary measures in criminal proceedings and pronouncement of a conviction, even if not final, including that issued at the request of the parties, against entities, pursuant to Legislative Decree 231/2001, for offences against the Public Administration, offences against the person, offences of money laundering and transnational criminal association, organised crime offences, environmental crimes and other types of offences.
- d. establishment of entities in which persons (or close relatives) who participate or have participated in the companies or entities in the situations indicated in a), b) and c) appear as partners, directors or managers, or who are manifestly lacking, due to age or training, the essential requirements for the exercise of entrepreneurial activity;

- e. companies that, on the basis of factual evidence, are considered to have been established solely for the purpose of concealing or favouring individuals belonging to criminal groups or, in any case, to circumvent prohibitions on the conduct of business activities;
- f. companies or entities that have no relationship with credit institutions;
- g. the involvement in commercial negotiations of persons or entities that are not authorised to participate in such negotiations;
- h. failure to provide, when requested, a general criminal record certificate, a certificate of pending charges, an anti-Mafia certificate, or a substitute self-certification;
- i. failure to produce documents proving registration in registers, orders, or lists, where such registration is a necessary requirement for carrying out the activity;
- j. companies that are subject to anti-mafia disqualification notices or that have been denied registration in public lists managed by institutions or prefectural authorities.

The assessment process, which will determine whether and to what extent one or more of the situations described above are likely to negatively affect the assessment of professional reliability (unless the favourable outcome of the proceedings or processes or the justifications provided by the parties concerned are such as to neutralise the negative assessment) must necessarily be distinguished depending on whether the subject to be subjected to due diligence is to become an internal resource/employee of the Belenergia Group or, alternatively, whether it is to be an external party/supplier:

1. In the case of a person to be hired as an employee, the check will be carried out by the HR Manager and, if the latter deems it appropriate, the Corporate Compliance Manager and the Supervisory Body may be involved.
2. In the case of external collaborators, the check will be entrusted to the Corporate Compliance Manager and the Supervisory Body.
3. In the case of external suppliers in the EPC field, the Head of Procurement will be responsible for the check and, if deemed appropriate, the Corporate Compliance Manager and the Supervisory Body may be involved, as regulated in the document '*Pr-IO_01_Pro_02_Supplier Management*'.

Information on the risks of criminal infiltration collected by public institutions or private organisations is made available to the administrative body and the relevant operational functions, which are responsible for ensuring that it is used solely for the purposes indicated in this ***anti-mafia and anti-corruption protocol***.

3. REFERENCE LEGISLATION

- Legislative Decree 231/2001 "Regulation of the administrative liability of legal persons, companies and associations, including those without legal personality";
- ISO 37001:16 p. 8.2. – 8.5;
- Organisation, Management and Control Model adopted by BELENERGIA;
- Code of Ethics;
- Disciplinary system;
- ISO 37001:16 Anti-Corruption Management System.

4. DUE DILIGENCE ON BUSINESS PARTNERS AND SUBSIDIARIES

BELENERGIA requires its Business Partners, Business Associates and Subsidiaries to comply with applicable laws, including Anti-Corruption Laws, in the course of their business activities.

Belenergia could, in fact, be held liable for corrupt activities committed by business partners and subsidiaries. In particular, BELENERGIA staff must comply with the provisions of this Procedure and other regulatory instruments with regard to the selection and maintenance of relationships.

Business partners must undergo adequate due diligence, must enter into written contracts before carrying out any activity in favour of or on behalf of BELENERGIA, and must be paid only in accordance with the contractual terms and conditions. All contracts with business partners must be negotiated, entered into and managed in compliance with the Anti-Corruption Regulatory Instruments governing such contracts.

BELENERGIA annually requires its business partners to complete a form (document M.1.2.) containing data relating to the organisational structure of their company and to update significant data for the purposes of preventing corruption.

All written contracts with business partners must provide for reasonable and adequate compensation and provisions relating to 231 compliance and anti-corruption.

BELENERGIA requires that contracts with business partners and subsidiaries include provisions which, among other things, require the signing of a Self-Declaration of Commitment [M 1.1], valid

for twelve months and renewable for the duration of the relationship, which includes the following requirements:

- a. the commitment of the business partner and/or subsidiary to comply with Anti-Corruption Laws and MOG 231;
- b. in the event of subcontracting or sub-contracting (including cases of sub-agents, sub-representatives, sub-consultants or similar figures), the obligation of the business partner and/or subsidiary to:
 - carry out checks, prior to the conclusion of the relevant contract, on the subcontractor's or sub-contractor's compliance with the Company's internal rules;
 - obtain, where required, prior authorisation from BELENERGIA for any subcontracting or sub-contracting in accordance with the COMPANY's internal rules;
 - ensure that any subcontractor or sub-contractor performing services in relation to the contract does so exclusively on the basis of a written contract that imposes on the subcontractor or sub-contractor conditions relating to 231 compliance and Anti-Corruption Laws equivalent to those imposed on Business Partners and Subsidiaries;
- c. the commitment of the Business Partner to promptly report to BELENERGIA any request or question relating to any undue payment of money or other benefits received by the Business Partner in connection with the performance of the contract;
- d. BELENERGIA's right to conduct audits on the Business Partner in the event that BELENERGIA has reasonable grounds to suspect that the Business Partner may have violated the provisions of the contract relating to compliance 231 or the Anti-Corruption Laws;
- e. the contractual provisions relating to "Administrative Liability" that BELENERGIA and its Subsidiaries must include in the contracts they sign;
- f. BELENERGIA's right to terminate the contract, suspend the performance of the contract and obtain compensation for damages in the event of a breach of the above obligations, representations and warranties and/or a breach of Anti-Corruption Laws.

Business partners are required, in the same way as any service/product/consultancy provider and employee, to complete a questionnaire **(M 1.2)** or, if the contractual relationship established with Belenergia is considered to be higher than low risk and/or in any case 'unacceptable' even after due diligence **(M 1.3)**.

5. STAFF SELECTION CRITERIA AND RULES OF CONDUCT

The selection of personnel, at any level, must be carried out in a transparent manner and based solely on the following criteria:

- a. specific professionalism with respect to the position or duties;**
- b. equal treatment and equal pay;**
- c. reliability with regard to the risk of criminal infiltration and corruption offences**

Personnel must be informed and 'trained' on the provisions of this ***anti-mafia and anti-corruption protocol*** and, more generally, on anti-mafia and corruption prevention legislation. With reference to **point c.** above, personnel will be required to complete the questionnaire (**M 1.1 – Pro 06**), as well as, if necessary, to present a certificate of criminal record and pending charges, sensitive documentation that will be treated in accordance with the principles of confidentiality relating to EU Regulation 679/16 on the protection of personal data. The above declarations are valid for six months and will be renewed during the course of the relationship, or in addition to the above-mentioned document request if the contractual relationship established with Belenergia is considered to be of higher than low risk and/or in any case 'unacceptable' even after due diligence (**M 1.3 – Pro 06**).

Staff are also informed - after receiving adequate training in this regard - of the possibility of reporting incidents of corruption and/or mafia interference in the Group's operations, in accordance with the procedures set out in the Whistleblowing procedure and without running any risk of retaliation and/or disciplinary action, except in cases of defamatory or clearly malicious reports.

Staff are prohibited from engaging in any behaviour that could, even potentially, reveal to third parties the positions or decisions taken by **BELENERGIA** or that the Company intends to take, without prejudice to the provisions of specific powers of attorney or delegations included in documents formally adopted by the Company and made public or published in accordance with the law.

6. CRITERIA FOR SELECTING CONSULTANTS, SUPPLIERS AND PARTNERS

The objective of preventing the risk of criminal infiltration or corruption offences must be pursued by using as many sources of information as possible, both at the time of selection or initial contact with significant suppliers and in the assessment of subsequent conduct.

The procedures for selecting consultants and/or suppliers, including 'Due Diligence' procedures, must be based on the following criteria and principles:

- a. transparency of selection procedures;**

- b. equal access opportunities;
 - c. professionalism;
 - d. reliability;
 - e. cost-effectiveness;
 - f. absence of disputes referred to in this Protocol;
 - g. existence of elements from which a low risk of criminal influence can be inferred. In particular, with regard to judicial *status*:
1. self-certification (M 1.1.) relating to the undertaking to comply with the Anti-Corruption Policy and MOG 231, as well as to complete the appropriate questionnaire (M 1.2) certifying the existence or non-existence of judgments, measures and/or pending proceedings in the event of preventive and/or supervening requirements (press or market reports) that require further investigation of *the status*, the following will be requested:
 2. the presentation, upon request, of a certificate of criminal record and any pending criminal proceedings negative;
 3. the presentation of negative anti-Mafia reports acquired during the execution of public contracts;
 4. the presentation of certificates of inclusion in lists (e.g. 'white lists') established by Prefectures or other public bodies;
 5. membership of legally recognised anti-mafia and/or anti-racketeering associations.
 6. Willingness to undergo *due diligence* if the contractual relationship with Belenergia is considered to be higher than low risk and/or in any case 'unacceptable' (M 1.3) [IO – 01].
 7. Signing of documents M.1.4 (in the case of a natural person) or M.15 (in the case of a legal person)

The selection of consultants and/or suppliers, especially in sectors defined by law as being "**at high risk of mafia infiltration**" or "**at high risk of corruption**", must be supported by a careful assessment of all available information and, above all, of the indicators referred to in points f. and g. above. The decisions taken from time to time in this regard must be adequately justified, and an archive, including a digital archive, must be set up at the Administrative Body which, in compliance with *the privacy* of the parties concerned, documents the management and commercial choices made.

Self-certifications are valid for one year and, as long as the contractual relationship continues, must be renewed upon expiry. Monitoring and document management activities are assigned to the HR department for employees and to the Corporate Compliance department for business partners. For

further information, please refer to the "Staff selection, management and development" procedure - Pro 06.

7. PAYMENTS AND FINANCIAL TRANSACTIONS

All payments or financial transactions must be made through authorised intermediaries and subject to the control and supervision of the Bank of England, so that their traceability is guaranteed on the basis of appropriate documentation.

The transfer of credit or debt to third parties is not permitted, except for entities authorised to operate in these sectors.

Payments by blank cheques are not permitted.

8. SECURITY MEASURES, REPORTING OBLIGATIONS, COOPERATION WITH THE POLICE AND MAGISTRACY

All **BEENERGIA** employees are prohibited from complying with undue requests for payment and/or requests that impose a service not required by law or extortionate requests of any kind (**protection money, bribes, offers, etc.**), made by anyone, or to requests or pressure of any kind from public officials and/or public service employees that are unlawful and/or in clear conflict with their official duties. the employee is in any case required to inform the Director of BEENERGIA or a BEENERGIA Manager and the Supervisory Body/RGI and, in urgent cases, the police directly.

In the event of attacks on company vehicles or threats, **all employees are required to immediately inform the Director of BEENERGIA and the Supervisory Body/RGI and the police authorities, providing, without reticence and in a spirit of full cooperation, all the information and news in their possession**, not only in relation to the specific harmful events, but also in relation to any background information and circumstances relevant to the investigation.

It is also necessary to report without delay to the Supervisory Body and/or the Anti-Corruption Officer any further facts or elements that may indicate the danger of criminal interference in the Company's activities or requests for corruption by public officials. The Supervisory Body and/or the Anti-Corruption Officer shall, independently, inform the competent authorities without delay.

Confidentiality and, as far as possible, anonymity are guaranteed to those who fulfil their reporting or whistleblowing obligations, with the full support, including legal assistance, guaranteed by the

Administrative Body, in accordance with the provisions of the "Whistleblowing" procedure - Pro 04 - paragraph 9 "Forms of protection for whistleblowers".

The Company undertakes to verify that no retaliatory action of any kind is taken against the reporting person and, should this occur, undertakes to promptly inform the competent authorities so that appropriate protective measures can be taken.

Failure by employees, employees, managers, directors and shareholders of their reporting obligations relating to concrete risks of criminal infiltration or risks of committing corruption offences constitutes a serious disciplinary offence, punishable by the most severe sanction of dismissal, without prejudice to reporting to the judicial authorities in the most serious cases of suspicion of collusion and/or complicity and/or collaboration of any kind with a criminal organisation.

9. OTHER ENTITIES

As part of the implementation of a system of local networks, **BELENERGIA** undertakes to encourage participation in memoranda of understanding (or similar agreements) between public entities, companies, trade associations and trade unions, aimed at preventing criminal infiltration and corruption and promoting development and legality within the local area in which it operates.

10. RECORDINGS

M 1.1 DECLARATION OF COMMITMENT TO THE ANTI-CORRUPTION POLICY AND MOG 231

M 1.2 QUESTIONNAIRE FOR BUSINESS PARTNERS/SUPPLIERS/CONSULTANTS

M DUE DILIGENCE BUSINESS PARTNERS/SUPPLIERS/CONSULTANTS

M 1.1 EMPLOYEE QUESTIONNAIRE
Pro 06

M 1.2 DUE DILIGENCE EMPLOYEES
Pro 06