



ACEA GROUP ANTI-CORRUPTION POLICY

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Approved by the Chairperson and Chief Executive Officer

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I REFERENCE CONTEXT, COMMITMENTS AND COMPLIANCE WITH ANTI-CORRUPTION REGULATIONS

Acea is an industrial group that works in the areas of integrated water management, electricity production, distribution and sales and value added environmental services. Based on development guidelines outlined in its strategic plans, digitalisation, technological innovation and sustainability are the levers that enable us to increase the efficiency and high quality of our services, improving the development of modern network infrastructures so that they are resilient, integrated and able generate value that is shared among all of Acea's stakeholders.

Focused on combining innovation and sustainability, Acea develops its values in an increasingly systematic manner, with guidance provided by its Code of Ethics and made concrete through the Group's strategic guidelines.

The adoption of the **Corruption Prevention Management System** (also "CPMS") is part of a virtuous cycle, begun some time ago, which is aimed at increasing sustainability in the company's operations with an eye to continuous improvement. Preventing and fighting corruption (including a "holistic" approach to sustainability and the protection of human rights) represent fundamental principles for the Group and an important foundation for our work.

To that end, in full compliance with all laws, regulations and norms established at the local and international level, Acea:

- is committed to preventing and fighting illicit behaviour by all people who, for whatever reason, act in the name of and on behalf of the Group and to its benefit;
- rejects corruption in all its forms and prohibits all actions that could facilitate or promote corruption;
- is committed to constantly implementing sustainable business that combines results and performance with compliance with rules and values, to make the Group ethically virtuous based on the supposition that "illicit" profit is not acceptable (**#0CorruptionTolerance**).

It is for this reason the Group has provided itself with a detailed system of rules, checks and organisational safeguards, intended to prevent active and passive crimes of corruption, both public and private. In this context, the Code of Ethics and the relative Organisation, Management and Control Models adopted by the individual companies of the Group are fundamental.

Through the adoption of this Policy and the "Guidelines for corruption prevention and management of relations with the public administration", further confirmation of its commitment to prevent illegal behaviour, Acea has identified ethical/behavioural principles and prevention rules to fight corruption, while also considering regulatory principles, best practices and national and international agreements which apply to the various countries in which it works¹.

In general, corruption prevention regulations:

- prohibit both direct and indirect payments, as well as those made through an agent, as well as offers and promises of money or other benefits made for the purposes of corruption to public officials or private individuals;
- requires companies to guarantee transparency and accuracy in the keeping of their books, registers and accounting entries.

¹ For details, please see the Guidelines for corruption prevention and management of relations with the public administration.

This Policy defines general principles and commitments relative to preventing corruption, establishing that:

- activities implemented by Acea or on behalf of Acea must always guarantee compliance with the laws, norms and regulations on corruption prevention and with the relative regulatory instruments for corruption prevention;
- any form of corruption is prohibited, meaning all addressees of this Policy must guarantee ethical, transparent, proper and professional behaviour;
- no questionable or illegal practice is justified or tolerated due to the fact it is considered “customary” in the reference sector;
- any and all services must be refused if they can be achieved only by compromising the standards outlined in the Acea Code of Ethics;
- notifications are encouraged relative to any activities which could constitute a possible violation of the Compliance programme and/or Anti-Corruption Laws.

By way of example, in line with that established in the Code of Ethics and without prejudice to that better specified in the Guidelines on corruption prevention and management of relations with the public administration, and/or in policies specifically adopted, it is prohibited to:

- offer, promise, give, pay, solicit or authorise anyone to give or pay, directly or indirectly, also through an agent, an economic advantage or other benefit, to a public official or private individual (active corruption);
- accept a request for, or solicitation for, or authorise/solicit to accept, directly or indirectly, also through an agent, an economic advantage or other benefit from any counterparty (passive corruption);

in order to:

- induce a public official to carry out any function of a public nature in an undue manner, or compensate them for having done so;
- influence an official act (or lack thereof) by a public official or any decision in violation of the duties of their office;
- induce any private counterparty to carry out or not carry out an action in violation of the obligations inherent to their office or the obligations of loyalty, or compensate them for having done the same;
- obtain or ensure an undue advantage in relation to the business of the company;
- violate Anti-Corruption Laws and, in any case, applicable laws.

This prohibition is not limited merely to payments but also includes the following areas, by way of example and not exhaustive, if intended for corruptive purposes:

- gifts, sponsorships and donations;
- representation expenses and hospitality for third parties;
- supplies, professional appointments, investment opportunities;
- particularly favourable commercial conditions;
- other advantages or benefits.

For further principles and details, please see the Guidelines for corruption prevention and management of relations with the public administration.

2 SCOPE OF APPLICATION

This policy applies to all employees, directors of the Company, suppliers, partners, business partners and, more generally, to all those who act in the name of and on behalf of Acea or with which Acea enters into contact through its business (“**Addressees**”), representing in a specific manner its commitment to the principles and requirements outlined in ISO 37001:2016, as well as its respect for the principles established in the corruption prevention laws and, specifically, in Italian Legislative Decree 231/2001 which, in close connection to the norm in question, governs administrative liability for entities in Italy.

3 APPROVAL AND UPDATING OF THE POLICY

The policy is approved by top level management of the Holding (Chief Executive Officer and Chairperson), as are all amendments and additions, and it is disseminated throughout the entire Group.

Once approved, the policy is also sent to the Acea Holding Control and Risks Committee for informational purposes. Any amendments and/or changes to the policy are made through a proposal of the Compliance Department.

Acea is committed to maintaining and revising its corruption prevention policy, to ensure it is always active, implemented, appropriate to its purposes and compliant with applicable corruption prevention laws.

4 CORRUPTION PREVENTION COMPLIANCE DEPARTMENT

Acea SpA (hereafter also the “Holding”), to develop and maintain over time a corruption prevention management system consistent with UNI ISO 37001:2016 “Anti-bribery management systems”, has assigned the Risk & Compliance Department the role of Corruption Prevention Compliance Department (also CPCD), in virtue of the skills, authority and independence of the same.

Prior to appointment, it was verified that the department identified:

- had the appropriate skills, status, authority and independence, in line with the provisions of ISO 37001;
- was not involved in criminal proceedings and had no definitive judgements for corruption or similar crimes.

In the context of this role, the CPCD is responsible for:

- monitoring the design and implementation of the corruption prevention management system;
- providing consulting and guidance to personnel relative to the management system and any questions about corruption;
- ensuring the corruption prevention management system is compliant with UNI ISO 37001;
- ensuring developments in corruption risks are monitored (also through periodic analysis of the key risk indicators - KRI);
- evaluating any act of corruption or violation of the corruption prevention management system which is reported, identified or reasonably assumed and, if necessary, informing the relevant departments to carry out investigations;

- receiving, from the departments responsible for managing notifications of attempted corruption, presumed and effective, the status and results of the investigations;
- monitoring and reporting to the Chief Executive Officer (and top management) with regards to the performance of the corruption prevention management system and any problems identified during the activities carried out.

5 OBJECTIVES

The corruption prevention management system is part of the continuous improvement approach and represents the constant commitment of the company's top management to prevent corruption. To that end, Acea is committed to act to continuously improve its corruption prevention management system.

With respect to the corruption prevention management system, Acea establishes specific objectives in terms of containing and improving corruption risk levels.

Relative to these objectives, which represent their commitment to satisfy the requirements of the management system they are an integral part of, top management defines:

- the human, technical and economic resources utilised;
- the time necessary to achieve each individual objective;
- the methods, schedule and responsibilities for monitoring the level achieved for each objective.

Objectives may be modified over time based on internal and/or external input, or based on management changes or new market requirements and constitute a firm and mandatory commitment by all the components of the organisation, starting with top management.

For these reasons, the objectives are established and assessed during management review, and are also shared with all department heads, with this policy serving as the reference framework.

By way of example but not exhaustive, the main “areas of action” Acea works in to achieve its corruption prevention objectives include:

- continuous assessment of the context, risks and opportunities for improvement the Management System;
- compliance with best practices, guidelines, conventions and reference regulations, also through participation in national/international working groups (e.g. Transparency International) and continuous monitoring of relative developments;
- establishment of a verification system for the internal regulatory corpus, used to ensure the implementation of documents associated with corruption risk processes and control principles that must be complied with to ensure respect for the policy and the system as a whole;
- digitalisation of processes and use of technological solutions to simplify/improve system performance (e.g. IT tools for third party monitoring);
- management of communication/information/training campaigns on anti-corruption themes provided to Group personnel and relevant stakeholders;
- holistic approach to fighting corruption, protecting human rights and, more general, ensuring sustainability for the company;
- spreading a “speak up culture” and activating mechanisms to protect whistleblowers acting in good faith, as well as those investigated.

6 MANAGEMENT OF REPORTS

General principles

Acea promotes a “Speak Up Culture” both internally and externally, encouraging its personnel and third parties to raise any doubts and promptly provide notification of any violations of this Policy, even suspected, and/or any act of corruption, whether attempted, certain or assumed.

Acea guarantees that **no whistleblower** who made a **report in good faith** (or based on a reasonable and confidential belief) will suffer retaliation or **be discriminated** against with effects on their working conditions, **due to the report or for having refused to participate in illegal conduct** (even if this refusal created conditions detrimental to the Group’s business).

At the same time, the Group may apply sanctions if a report is made in bad faith, fraudulently or negligently.

Reporting mechanisms

To facilitate the reception of reports, the Acea Group makes various channels available.

Among the various channels, Acea has adopted a digital platform to manage reports (**Web platform: “Whistleblowing Report” link**), a simple channel, structured to encourage the reporting of possible illegal actions through a direct, accessible and private communication method, that also allows for anonymous reports to be made with a simple internet connection using any type of device, as well as a confidential method for asking questions or making requests for clarification.

The possibility of directly contacting the CPCD of course remains, whether for doubts or to make a report regarding corruption, through: i) email, sent to anticorruzione@aceaspa.it; ii) ordinary mail, sent to “Funzione di conformità per la prevenzione della corruzione”, Acea S.p.A., Piazzale Ostiense, 2 - 00154 Rome, Italy.

7 CONFLICTS OF INTEREST

Acea requires that all situations that could constitute or lead to a conflict of interest between personal and family economic activities and the roles that Acea personnel cover within their structure or department be avoided and, in any case, reported, in compliance with the relevant regulatory instruments, using the methods established in the Code of Ethics and internal regulatory instruments.

8 TRAINING AND COMMUNICATION

Acea recognises the important role its key stakeholders (Group personnel, partners, suppliers, local communities, institutions, etc.) play in implementing the corruption prevention management system and it is committed to developing communication and awareness initiatives as well as internal and external training (and periodic updates) intended to provide a clear representation of corruption risks associated with its business activities, the tools Acea has adopted and implemented over time to prevent and fight corruption and the consequences that derive from violations of these tools, as well as of the laws and norms on the prevention of corruption.

9 DISSEMINATION OF THE POLICY

Acea recognises the importance of clearly communicating its values and ethical principles, also to its business partners, including appropriate anti-corruption compliance commitments in its contracts.

This Policy, in addition to being a documented part of the management system, is also:

- sent to all Acea workers via email and is available in Italian and English on the company website and Intranet;
- available to interested third parties on the company website www.gruppo.acea.it, (and the websites of the individual companies of the Group) and on the dedicated supplier platform.

10 SANCTIONING SYSTEM

Employee violations

If Group personnel violates this Policy as well as, more generally, the provisions found in the procedures and guidelines that make up the corruption prevention management system, including abuse of the reporting system, Acea shall apply disciplinary sanctions, through the relevant departments, based on that established in the applicable internal and external regulations, as well as in the relevant employment contract, ensuring full cooperation with the competent authorities.

Third party violations

Violation of the principles and provisions of the Policy by third parties may, based on specific evaluations made by the reference company of the Group, lead to the termination or non-establishment of contractual relations.