

Falck Renewables S.P.A.

GUIDELINES

FOR DEALINGS WITH THE PUBLIC ADMINISTRATION AUTHORITIES

1. Definitions

-Code of Ethics: is the set of values, principles and lines of conduct that inspire and guide the Group's activity;

-Model: is the "Organisation and Management Model" adopted by the Company pursuant to Italian Legislative Decree 231/01 (carrying the "*Rules governing administrative liability of corporate bodies, companies and associations, also without legal personality*") to prevent unlawful conduct in the company's activities identified as "sensitive" (including those regarding dealings with the Public Administration Authorities);

-"Sensitive" activities: are those areas of company operations in which behaviour "at risk" for the committing of unlawful acts might be taken, from which prejudicial consequences in economic and reputation terms pursuant to Italian Legislative Decree 231/01 might arise for the Company;

-Public Administration Authorities: for the purposes of these Guidelines, the entire activity of the State and of the public entities, and of the subjects that play public function or public service roles, fall within this definition¹.

- ¹ By way of example, the following fall within this definition:

- the State and its components (Regions, Provinces, Municipalities, and their consortia and associations, the chambers of commerce, industry, handicraft and agriculture; Building Commissions, etc.);
- the national, regional and local non-economic public entities;
- the inspection entities (such as the companies and entities of the national health services, INPS, INAIL, Labour Inspectorate, Local Health Authority, etc.);
- the Armed Forces and Police Forces (Carabinieri, Tax Police, NAS, State Police, Criminal Police, Port Authorities, Customs Authorities, etc.);
- the Judiciary Offices, Registry Office, Company Register;
- the national and international public officials (including public officials and public service operators).

These include:

-magistrates (e.g. ordinary magistrates of Courts, Courts of Appeal, Supreme Court of Cassation, Regional Administrative Courts, Council of State), and subjects performing connected functions (e.g. officials and agents of the criminal police, Tax Police and Carabinieri, registrars);

- the subjects playing a public administrative function, such as:

- employees of the State, of international and foreign bodies and of local entities (e.g. officials and employees of the State, of the European Union, of supranational bodies, of foreign States

- **Supervisory Body (SB):** body within the Company, established pursuant to Art. 6 of Italian Legislative Decree 231/01 with the task of supervising the operation and observance of the “Model” adopted by the Company pursuant to Italian Legislative Decree 231/01.

2. Purpose and scope of application

2.1. This document defines the principles of behaviour and rules of conduct that the Company has adopted to regulate, in the company’s activities identified as “sensitive” (see par. 6), the management of dealings with the Public Administration Authorities on behalf and in the interest of the Company.

2.2. The purpose of the Guidelines is to ensure that the behaviour of the Recipients (see par. 4) is always inspired by the criteria of *correctness, collaboration, good faith, honesty, transparency and mutual respect*, also in order to prevent unlawful actions that might produce Company liability pursuant to Italian Legislative Decree 231/01.

3. Company regulations of reference

3.1. This document forms an integral part of the Company’s prevention and control system and of the “Model” adopted pursuant to Italian Legislative Decree 231/01.

3.2. More specifically, the rules of conduct described herein refer to and supplement the values and principles of behaviour contained in the following company documents, in force at the time:

- Code of Ethics;

and of local entities, including the Regions, the Provinces, the Municipalities and the Mountain Communities, etc.);

- employees of other national and international public entities (e.g. officials and employees of the Chamber of Commerce, the Bank of Italy, the Supervisory Authorities, the social security institutions, ISTAT, the UN, etc.);
- private persons performing public functions or providing public services (e.g. employees of private Entities operating under a concession or whose activity is in any case regulated by rules of public law or who in any case perform activities of public interest or are totally or partially controlled by the State, etc.).

- “Organisation and Management Model” adopted pursuant to Italian Legislative Decree 231/01 (and relevant General and Specific Prevention Protocols);
- Group Procedures and Operating Instructions (Annex 1).

4. Recipients

4.1. These Guidelines apply to all “Internal Collaborators” of the Company who, in their various positions, systematically and occasionally, directly or indirectly, work in the “Sensitive activities” in dealings with the Public Administration Authorities (see par. 6) in the interest and on behalf of the Company.

4.2. Those considered “Internal Collaborators” are:

- the Company employees and executives;
- the members of the Company bodies;
- the subjects who, although not functionally positioned in the Company’s organisational structure, work under the management or supervision of the Company managers, regardless of the nature of their existing contracts (e.g. project collaborators, interns, temporary workers and personnel of the Group’s subsidiaries working under a secondment agreement).

5. Observance and Sanctions

5.1. These Guidelines and the rules of conduct contained herein must be observed by all Recipients (see par. 4) who work in Italy and abroad in the interest and on behalf of the Company.

5.2. Non-observance of the contents of these Guidelines may involve a disciplinary offence and may be sanctioned in the terms set forth in the “Model” adopted by the Company pursuant to Italian Legislative Decree 231/01.

6. “Sensitive” activities in dealings with the Public Administration Authorities

6.1. The significant “sensitive” activities pursuant to these Guidelines must particularly comprise:

- the issue and/or renewal of authorisation measures, concessions, certifications, licences, agreements, etc. (e.g. for the acquisition/development/construction/operation of new or already existing plants);
- the acquisition and/or establishment of real rights on areas to earmark for the construction of plants;
- the request for opinions;
- the participation in public tenders;
- the execution and management of trade agreements for the provision of services to the Public Administration Authorities;
- the control activities performed by inspection bodies;
- the request and management of subsidised financing and other public loans/contributions/subsidies.

7. Principles of behaviour and rules of conduct

7.1. All dealings with the Public Administration Authorities must be handled:

- in observance of the applicable regulations in force;
- in observance of the rules of conduct set out in the Code of Ethics and the applicable company procedures of reference;
- in compliance with the principles of utmost transparency, correctness, integrity and collaboration.

7.2. All Recipients are also required to observe the following rules of conduct when managing dealings with the Public Administration Authorities.

7.2.1. "To do" area

The Recipients **must**, to the extent of their competence:

- i. have dealings with the Public Administration Authorities only if specifically and formally delegated/authorised, in compliance with what is shown on the organisation chart and in the company procedures;

- ii. take decisions and/or sign trade commitments/agreements and/or commit in any other way the Company to the Public Administration Authorities only if in possession of appropriate powers and consistent with the organisational structure and the duties performed;
- iii. in institutional/formal meetings with public officials, ensure that, if possible, at least two persons are present and that adequate reporting is prepared of each meeting (with at least the indication of the public official, the outcome and the subject matter of the meeting);
- iv. in communications/sending documents to the Public Administration Authorities:
 - ensure that every communication/sending of documents has been previously authorised and signed by subjects specifically identified by the Company;
 - use only the dedicated company channels that allow the information sent and/or received to be afterwards traced/formalised;
 - ensure that the documents provided are complete, formally correct, meet what has been requested and that they are compliant with the applicable regulations;
 - ensure that the information and documents communicated/sent are provided by the company Unit in charge of the subject matter and shared by the authorised/delegated subjects;
 - ensure that, if the documents to be sent are produced - in their entirety or partially - with the support of third parties (consultants, technical experts, etc.), the latter have been formally authorised by the Company and have been informed of the principles of behaviour adopted by the Company;
 - ensure that all documents delivered, sent and received are adequately and properly kept in the Company archives;

- v. in the case of situations of conflict of interest², which might jeopardise the impartiality of the actions of the Recipient (e.g. by virtue of pre-existing direct or indirect dealings with the public official with whom contact is made: kinship, existing economic/financial interests, etc.):
 - report this situation in writing to one's Manager;
 - immediately abstain from continuing dealings with the Public Administration Authority without specific authorisation;

- vi. when there are assessments and inspection visits:
 - ensure that the subjects expressly delegated/authorised by the Company are immediately informed and involved;
 - ensure complete and prompt assistance to the Public Administration Authority officials, and permit access to the places and structures of the Company while providing the information and documents requested without delay;
 - - ensure observance of the reporting obligations and those of traceability of the activity performed in observance of the applicable internal regulations.

All Recipients are also required:

- vii. in the case of pressure/solicitations/unlawful or unjustified requests by a public official:
 - to not follow up on the request;
 - to promptly report it to one's Manager;

² By way of example but not limited to, the following situations may determine a conflict of interest:

- a) having economic and financial interests (significant ownership of shares, professional appointments, etc.) also through family members, with customers, competitor suppliers, Public Administration Authorities;
- b) carrying out work activity, also by family members, on the premises of customers, suppliers and competitors, or at a Public Administration Authority;
- c) accepting cash, gifts or favours of any type from persons, companies or entities that have, or plan to have, business dealings with the Group;
- d) using one's position in the Group, or the information acquired in performing one's job, in such a way that it can create a conflict between personal interests and those of the Company.

- to submit a formal report to the Supervisory Body in compliance with the provisions of the Model;
- viii. to promptly report all anomalies and/or critical issues encountered in the conduct of the public official through the information channels described above;
- ix. in the case of doubt regarding the proper implementation of the principles of behaviour while performing operational activities, contact one's Manager without delay;
- x. provide one's collaborators with adequate instructions on the methods of conduct to adopt in formal and informal contacts with subjects of the Public Administration Authorities, in compliance with these Guidelines and with the Company regulations and check, to the extent of one's competence, that they are observed;
- xi. keep all documents pertaining to the handling of dealings with the Public Administration Authorities, in compliance with the internal Company regulations;
- xii. to the extent of one's competence, fulfil all reporting obligations (periodic and "by event") with the Company and the Supervisory Body in compliance with the provisions of the Model adopted by the Company and of the relevant internal procedures referred to therein.

7.2.2. "Not to do" area

The Recipients are **forbidden** to:

- i. have dealings pertaining to the Company's activity with the Public Administration Authorities without specific and formal proxy/authorisation by the Company and/or to make use, for this purpose, of third parties who have not received a formal mandate from the Company;
- ii. offer, promise, give - personally or through third parties - spontaneously or also subjected to pressure/solicitation/request, money or other benefits (e.g. gifts, reimbursement of expenses, jobs, sponsorships, consultancy contracts, confidential information, discounts, benefits, etc.) to a public official (or to subjects that he/she indicates and/or persons close to or associated)

in order to unduly influence his/her decisions and/or to unduly promote or favour the interests of the Company;

iii. in any case to provide services and/or payments and/or gifts and gratuities to public officials, or to collaborators, suppliers, consultants or other third parties who work on behalf of the Company for the Public Administration Authorities who:

- have not been previously authorised and documented in compliance with the internal company regulations;

- in any case find no adequate justification in the context of the contractual relationship established with them or in connection with the type of task to be carried out and with the local practices in force;

- in any case have been placed outside the provisions of the applicable Company procedures;

iv. promise or give money and/or other benefits (e.g. gifts, reimbursements of expenses, jobs, sponsorships, consultancy contracts, confidential information, discounts, benefits, etc.) to other subjects in the form of remuneration for their unlawful mediation activity with public officials in order to favourably influence their decisions and/or in order to promote or unduly favour the interests of the Company;

v. apply, in any other form, undue pressure and/or influence on public officials (or persons that they indicate or that are in any case close to or associated) in order to unduly influence their decisions and/or to unduly promote or favour the interests of the Company;

vi. request, solicit and/or in any case accept the promise or the pledge of money or other benefits as a price of one's unlawful interest from an Italian or foreign public agent in the interest of the Company;

vii. conduct oneself in a deceptive, non-transparent and/or misleading manner, which might lead to an error regarding the completeness and truthfulness of the information and/or of the sent documents, and regarding the economic/equity/financial representation of the Company in order to favourably direct the decisions of the Public Administration Authorities;

- viii. supply and/or deliver documents of the Company that have not been previously authorised and validated by the delegated/authorised Units, in compliance with the in-house company regulations;
- ix. show, produce, deliver to the Public Administration Authorities false or altered documents or data and/or provide untruthful information or omit due information in order to favour the interests of the Company;
- x. use public financing/contributions for purposes other than those for which they have been disbursed/granted;
- xi. access and work, also with the help of third parties, on computer/electronic systems of the Public Administration Authorities for the purpose of obtaining an undue advantage for the Company. Specifically, it is forbidden to:
 - alter the operation and/or the programs contained on such systems;
 - alter/manipulate/destroy/damage the data and information they contain (e.g. certificates or self-certifications addressed to public entities, documents created with the aid of digital signature tools, etc.);
 - abusively use the access codes of computer and electronic systems of the Public Administration Authorities in order to carry out any other unlawful activity to its detriment;
- xii. have dealings concerning the company's activity with public officials without the presence of at least one other person of the Company and without guaranteeing the traceability of the meetings. In the exceptional cases in which the presence of at least two Recipients is not possible, inform your hierarchical contact person by providing him/her with a report on the meeting;
- xiii. prevent and/or hinder and/or delay the performance of the inspection/control activity with any method.