

FALCK RENEWABLES SPA

**ORGANISATION AND
MANAGEMENT MODEL
PURSUANT TO
LEGISLATIVE DECREE 231/2001**

Date of approval by the Board of Directors: **15 November 2022**

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MODEL REVISIONS

Adoption of Model	Update of Model	Date of Board of Directors resolution
10 JUNE 2004		
	✓	12 MAY 2006
	✓	14 FEBRUARY 2008
	✓	7 MAY 2009
	✓	22 DECEMBER 2009
	✓	13 MAY 2011
	✓	24 JULY 2012
	✓	23 JULY 2013
	✓	10 DECEMBER 2014
	✓	28 APRIL 2016
	✓	13 APRIL 2017
	✓	21 SEPTEMBER 2017
	✓	31 JULY 2018
	✓	30 JULY 2019
	✓	03 DECEMBER 2020
	✓	23 June 2021
	✓	15 November 2022

GENERAL PART

1. INTRODUCTION

1.1 Definitions

“ **Sensitive Activity** ”: activities of the Company within the scope of which there is the risk, even if potential, of the commission of crimes as per the Decree.

“ **CCNL** ”: National Collective Labour Agreement currently in effect applied by the Company.

“ **Code of Ethics** ”: code of conduct adopted by the Group.

“ **Employees/ Collaborators** ”: parties with an employment or quasi self-employment contract with the Company or who operate through a staffing agreement, who work, even if partially, at the workplaces of the Company or whose work is nevertheless coordinated with the company organisation such as to allow the Company to engage in preventive oversight on the commission of predicate offences.

“ **Legislative Decree no. 231/2001** ” or “ **Decree** ”: Italian Legislative Decree no. 231 of 8 June 2001 concerning the “Regulations governing the administrative liability of legal entities, companies and associations, even without legal status pursuant to art. 11 of Law no. 300 of 29 September 2000” as subsequently amended and modified.

“ **Company Representatives** ”: directors, statutory auditors, liquidators and Employees/Collaborators.

“ **Suppliers** ”: **suppliers of goods and providers of services, whether of an intellectual nature or not, not connected to the Company through employment, including consultants.**

“ **Group** ”: collectively the companies controlled by Falck Renewables S.p.A., including the Company.

“ **Public Service Appointee** ”: anyone who for any reason provides a “public service”, to be understood as an activity governed in the same way as civil service, but characterised by the lack of powers typical thereto pursuant to art. 358, Criminal Code.

“ **Model** ”: organisation and management model established by art. 6 of Legislative Decree no. 231/2001.

“Corporate Bodies”: Board of Directors and Management Control Committee of the Company and their members.

“Supervisory Body” or **“ SB”**: Body established by Article 6 of the Decree, in charge of supervising the operation and compliance with the Model as well as of updating it.

“PA”: Public Administration.

“Partner”: natural persons or legal entities, with which the Company has a commercial cooperation relationship governed under agreement (temporary consortium, joint venture, consortium, license, agency, collaboration in general).

“Public Officer”: anyone in a public sector position in the legislative, judicial or executive branches pursuant to art. 357, Criminal Code.

“Company”: **Falck Renewables S.p.A.**

“Senior individuals”: persons holding positions for which they represent, manage or direct the Company or a unit thereof possessing financial and functional autonomy, as well as persons engaged, even on a de facto basis, in the management or supervision of the Company.

“Subordinate Individuals”: persons subject to the management or supervision of Senior individuals.

“Model implementation instruments”: all provisions, internal orders, documents and Group operational procedures, etc., such as articles of association, delegations and powers, organisational charts, procedures and organisational provisions.

Corporate Unit(s): organisational units of the Company or other Group companies, through which the Company pursues the achievement of its corporate purpose.

“Third Parties”: Partners, Suppliers and more in general those collaborating with the Company, although not connected by an employment, quasi self-employment or supply contract.

“TUF”: Legislative Decree no. 58 of 24 February 1998, so-called Consolidated Act on Financial Intermediation, as subsequently amended and modified.

1.2 The administrative liability framework regarding entities

1.2.1. Characteristics and nature of entities' liability

On implementing international anti-corruption legislation, the Decree introduces and governs the administrative liability of collective entities, resulting from crime. It is a new form of liability since up until 2001 such entities could only be compelled to pay, on a joint and several basis, fines, financial penalties and administrative sanctions imposed upon respective legal representatives, directors or Employees/Collaborators.

The nature of this new form of liability is “mixed” and its distinctive feature is that it combines aspects of the system of criminal and administrative penalties. In fact, based on the Decree the entity is punished with a penalty of an administrative nature, insomuch as it answers for an administrative offence, but the system of penalties is based on criminal procedure: the authority responsible for bringing charges on the offence is the public prosecution service, and it is a criminal judge that issues the penalty.

An entity's administrative liability is different and independent with respect to that of the natural person who commits the crime and it exists even if the perpetrator of the crime has not been identified, or when the crime is extinguished for a reason other than amnesty. In any case, the liability of an entity must always be added to and never replace that of the natural person who perpetrated the crime.

The scope of application of the Decree is very wide-ranging and concerns all entities with legal status, companies, associations (even if without legal status), state-controlled firms and private entities that are the licensees of a public service. On the other hand, the legislation is not applicable to the State, to regional and local authorities, to non-profit state-controlled entities and to entities holding roles of constitutional importance (such as, for example, political parties and trade unions).

The legislation does not refer to entities without a branch in Italy. In any case, in this regard, basing the decision on the territoriality principle, case law has established that Italian courts have jurisdiction over crimes committed by foreign entities in Italy.

1.2.2. Criminal offences identified by the Decree and by subsequent amendments

An entity may be called upon to answer for only the crimes indicated by the Decree – so-called predicate offences – or in any case by a law effective before the commission of the act constituting a crime.

As of the approval date of this document, predicate offences belong to the categories indicated below:

- offences committed in relations with the Public Administration (arts. 24 and 25 of the Decree);
- computer crimes and unlawful data processing (article 24-bis of the Decree);
- organised crime (article 24-ter of the Decree);
- counterfeiting crimes involving money, legal tender, revenue stamps and instruments or distinguishing marks (art. 25-bis of the Decree);
- crimes against industry and trade (article 25-bis.1 of the Decree);
- corporate offences (article 25-ter of the Decree);
- corruption in the private sector and incitement to corruption in the private sector (included among the crimes under art. 25-ter of the Decree);
- offences for terrorism purposes or for the overthrow of democracy (art. 25-quater of the Decree);
- female genital mutilation crimes (art. 25-quater.1 of the Decree);
- crimes against the individual (article 25-quinquies of the Decree);
- administrative market abuse crimes and offences (art. 25-sexies of the Decree, as well as articles 187-bis, 187-ter and 187-quinquies of the TUF);
- crimes of culpable homicide or grievous or very grievous harm committed in violation of the rules on protection of health and safety at work (art. 25-septies of the Decree);
- crimes of receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin, as well as self-money laundering (art. 25-octies of the Decree);
- offences relating to non-cash payment instruments (art. 25-octies.1 of the Decree);
- crimes relating to copyright violation (article 25-novies of the Decree);

- incitement not to make statements or to make false statements in court (art. 25-decies of the Decree);
- environmental offences (art. 25-undecies of the Decree);
- employment of illegally staying third-country nationals (article 25-duodecies of the Decree);
- racism and xenophobia (art. 25-terdecies of the Decree);
- crimes of fraud in sports competitions and unauthorised involvement gaming or betting activities (art. 25-quaterdecies of the Decree);
- transnational crimes (art. 10 Law no. 146 of 16 March 2006 of the Decree);
- tax crimes (art. 25- quinquiesdecies of the Decree);
- smuggling crimes (art. 25-sexiesdecies of the Decree);
- crimes against cultural heritage (arts. 25-septiesdecies and 25-duodevicies of the Decree).

The applicability and the relevance of each crime for the Company is analysed in depth in section 4.3 of this General Part.

1.2.3. Criteria for attributing responsibility to the entity

In addition to the commission of one of the predicate offences, in order that the entity may be subject to penalties pursuant to the Decree, the criteria identified by lawmakers must be met. Said further criteria may be distinguished as “objective” and “subjective”.

The first objective criterion is made up of the fact that the crime must have been committed by an individual connected to the entity by a qualified relationship. In this regard, one distinguishes between:

- Senior individuals – these are persons who actually have an independent power to make decisions in the name of and on behalf of the entity. Furthermore, all individuals delegated by directors to engage in management or supervision of the entity or of its branch offices may be included in this category;

- Subordinate Individuals – Employees/Collaborators and all parties who, although not part of the staff, work under the supervision and oversight of Senior individuals or in any case undertake an activity in the name of, on behalf of or in the interest of the entity itself belong to this category.

Another objective criterion is represented by the fact that the offence must be committed in the interest or to the advantage of the entity; the existence of at least one of the two alternative conditions is sufficient:

- the interest exists when the perpetrator of the offence has acted with the intention of favouring the entity, regardless of the circumstance that this objective has actually been achieved;
- there is a benefit when the entity obtained a positive financial or other result from the crime.

The concepts of interest and benefits must not be understood as a single concept, but rather separate ones, as there is an obvious distinction between what may be understood as a possible gain foreseen as a consequence of the offence, with respect to the benefit clearly achieved due to the outcome of the crime. The two criteria for determining interest and benefit are alternatives to each other.

The entity is liable not only when it obtained an immediate pecuniary benefit from the commission of the crime, but also in the event that, even in the absence of such result, the act is motivated by the entity's interest. The improvement of its position in the market or the concealment of a situation of financial crisis, for example, are cases that involve the entity's interests without, however, bringing it an immediate financial benefit.

As to the subjective criteria for attributing a crime to the entity, they relate to preventive tools possessed by it to prevent the commission of one of the crimes established by the Decree in the company's operations.

- In fact, the Decree establishes that the entity is to be removed from responsibility only if it demonstrates: that the managing body adopted and effectively implemented, before

commission of the act, organisational, management and control models capable of preventing crimes of the sort discovered;

- that the task of supervising the operation and observance of the models and to oversee their updating was assigned to a body of the entity possessing independent powers of action and supervision;
- that supervision by the aforementioned body was not omissive or insufficient.

The conditions just listed must all be met in order to remove the entity from responsibility. Notwithstanding that the model acts as a reason for non-punishability, whether the predicate offence was committed by a person in a senior position, or committed by a person in a subordinate position, the mechanism established by the Decree regarding the burden of proof is much more uncompromising for the entity in the event that the crime was committed by a person in a senior position. In the latter case, in fact, the entity must demonstrate that the persons committed the crime by fraudulently circumventing the model; the Decree therefore requires stronger proof of non-involvement, insomuch as the entity must also prove fraudulent conduct by Senior individuals.

In the case of crimes committed by individuals in a subordinate position, the entity may instead be called upon to answer only if it is ascertained that commission of the crime was made possible by non-observance of supervision or management obligations. In any case, it is ruled out if, before commission of the crime, the entity possessed an organisation and management model capable of preventing crimes of the sort committed. In this case, one is faced with real negligence in organisation: the entity indirectly allowed commission of the crime, by not supervising actions or conduct of individuals at risk of committing a predicate offence.

1.2.4. Information in the Decree on the characteristics of the organisation and management model

The Decree just governs certain general principles concerning the organisation and management model, without however providing specific characteristics. The model only acts as a reason for non-punishability if:

- effective, that is, if reasonably capable of preventing the committed crime or crimes;
- effectively implemented or if its content is applied in the corporate procedures and in the internal control system.

As to the effectiveness of the model, the Decree establishes that it must have the following minimum content:

- identification of the entity's activities within the scope of which crimes may be committed;
- establishment of specific procedures aimed at planning the formation and implementation of entity decisions, in relation to the crimes to be prevented;
- identification of the procedures for managing financial resources capable of preventing the commission of crimes;
- introduction of a disciplinary system capable of penalising non-compliance with the measures indicated in the model;
- establishment of disclosure obligations with respect to the Supervisory Body;
- in relation to the nature and size of the organisation, as well as to the type of operations, establishment of measures capable of ensuring operations in compliance with the law and of discovering and eliminating in a timely manner situations of risk that may involve the commission of a crime under the Decree.

The Decree establishes that the Model must be checked periodically and updated, either in the event that significant violations of the provisions come to light, or if there are significant changes to the organisation or operations of the entity or modifications in the legislation of reference, in particular when new predicate offences are introduced.

1.2.5. Crimes committed abroad

Pursuant to Article 4 of the Decree, the entity can be held liable in Italy for predicate offences committed abroad.

Nevertheless, the Decree subjects this possibility to the following conditions, which are obviously in addition to those already highlighted:

- satisfaction of the general conditions for prosecutability as established in arts. 7, 8, 9 and 10 of the criminal code in order to prosecute in Italy a crime committed abroad;
- the entity has its main headquarters in Italy;
- the country where the crime was committed has not prosecuted the entity.

1.2.6. Penalties

The penalty system envisaged by Italian Legislative Decree 231/2001 is divided into four types of penalties to which the entity may be subject in the event of conviction pursuant to the Decree:

- pecuniary penalty: this is always applied if the judge holds the entity responsible. It is calculated by way of a system based on quotas, which are determined by the judge as to the number and amount: the number of the quotas, to be applied between a minimum and a maximum varying according to the circumstances, depends on the seriousness of the crime, on the degree of responsibility of the entity, on the actions taken to eliminate or attenuate the crime's consequences or to prevent the commission of other unlawful acts; the amount of the individual quota must instead be established depending on the financial and economic situation of the entity;
- prohibiting penalties: prohibiting penalties apply, in addition to pecuniary penalties, only if expressly established for the crime for which the entity is convicted and only in the event that at least one of the following conditions is met:
 - the entity obtained a significant benefit from the crime and the crime was committed by a Senior Individual, or by a Subordinate Individual if the commission of the crime was made possible by serious organisational deficiencies;
 - in the event of the repetition of unlawful acts.

The prohibiting penalties established by the Decree are:

- debarment from an activity;
- suspension or revocation of the authorisations, licenses or allowances functional to the commission of the offence;
- ban on entering into contract with the Public Administration, except to obtain the provision of a public service;
- exclusion from benefits, financing, contributions or subsidies and any revocation of that already granted;
- ban on publicising goods or services.

Exceptionally applicable on a definitive basis, prohibiting penalties are temporary and concern the specific activity of the entity to which the unlawful act refers. They may also be applied on a pre-trial basis, before the conviction, at the request of the Public Prosecution Service, if there is strong evidence of the entity's responsibility and well-founded and specific information leading to believe that there is a concrete danger of further commission of unlawful acts of the same sort as those being prosecuted;

- seizure: with a conviction, there is always an order to seize the value or profit from the crime either in goods or other benefits of equivalent value. The profit earned from the offence was defined by case law as the economic advantage of direct and immediate causal derivation from the offence and concretely determined net of the actual benefit achieved by the victim in any contractual relationship with the entity; based on this definition, one must exclude any business parameter, so the profit cannot be identified with the net profit achieved by the entity (except in the case normally envisaged of administration through an external commissioner). In addition, non-decrease in assets caused by non-disbursement of sums for costs that should have been incurred is not to be considered as extraneous to the concept of profit;
- publication of the conviction: this may be ordered when a prohibiting penalty is imposed upon the entity. It consists of the publication of the conviction once, as an excerpt or in full, in one or more newspapers indicated by the judge in the judgement or by posting in the Municipality where the entity has its main headquarters.

The final conviction of the entity is entered in the national registry of administrative penalties for offence.

1.2.7. Events modifying the entity

The Decree regulates the liability system of the entity in case of transformation, merger, demerger and transfer of the company.

In the event of conversion of the entity, it retains responsibility for the crimes committed prior to the conversion effective date. The new entity will therefore be subject to the penalties applicable to the original entity, due to facts committed prior to the conversion.

In the event of merger, the entity resulting from the merger itself, including due to takeover, answers for the crimes for which the entities that participated in the merger were responsible. If it took place before the conclusion of the assessment of the entity's liability, the Court must take into account the economic conditions of the original entity and not those of the entity resulting from the merger.

In the event of demerger, the demerged entity retains responsibility for the crimes committed before that date on which the demerger took effect. The beneficiary entities of the demerger are liable on a joint and several basis for the payment of pecuniary penalties imposed upon the demerged entity up to the limits of the net equity transferred to each individual entity, unless dealing with an entity to which the business unit within the scope of which the crime was committed was transferred also in part; prohibiting penalties apply to the entity (or to the entities) remaining with or receiving the business unit within the scope of which the crime was committed. If the demerger occurred before concluding the proceedings to ascertain the entity's responsibility, the judge must take account of the financial situation of the original entity and not that of the entity resulting from the demerger.

In the event of transfer or assignment of the business within the scope of which the crime was committed, subject to the prior discussion benefit of the transferor entity, the transferee is jointly and severally liable with the transferor entity for the payment of the pecuniary

penalty, up to the limit of the value of the transferred business and up to the limit of the pecuniary penalties stated in the obligatory accounting records or due because of unlawful acts about which the transferee was aware in any case.

2. FALCK RENEWABLES SPA: THE COMPANY AND ITS INTERNAL CONTROL SYSTEM

The Company operates in the production of energy from renewable sources and in the sector of integrated environmental services; in particular, it produces energy from wind, sun, biomass and waste-to-energy. In addition, through its subsidiaries, it provides a management and maintenance service for its own and third-party systems, for the production of energy.

The Company has been listed on the Euronext STAR Milan since 25 February 2002 and was delisted on 18 May 2022

By decision of the extraordinary shareholders' meeting of 26 July 2022, the Company adopted the "single tier" system of administration and control as provided under articles 2409-sexiesdecies et seq. of the Civil Code.

As such, the Company's corporate governance system is currently structured as follows:

- Shareholders' Meeting: the shareholders' meeting represents all shareholders. Its resolutions, passed in compliance with the law and articles of association, are binding for all shareholders. The shareholders' meeting has the authority to resolve, in ordinary and extraordinary sessions, on the matters reserved thereto by the law or by the articles of association. The Company currently has a sole shareholder Green BidCo S.p.A.
- Board of Directors: the Board of Directors is vested with full powers for the ordinary and extraordinary management of the Company without exceptions of any kind and has the power to undertake all acts that it considers appropriate to achieve the corporate purpose, only excluding those reserved for the Shareholders' Meeting by the law or by the articles of association;
- Chief Executive Officer: the Board of Directors, in accordance with Article 2381 of the Italian Civil Code, appointed a Chief Executive Officer, granting him/her extensive powers for the organisation and ordinary and extraordinary management of the Company, with the exception of matters that remain within the exclusive competence of the Board of Directors.

- Management Control Committee: the Management Control Committee comprises three members of the Board of Directors that it appoints, and is in charge of:
 - monitoring the adequacy of the organisational structure of the Company, the internal control system and the administrative and accounting system, and its suitability to properly report the company affairs;
 - carrying out any other tasks entrusted to it by the Board of Directors with special regard to relations with the party engaged to audit the accounts.
- Auditing Firm: the role of auditing and monitoring the Company's accounts is entrusted to a first-rate auditing firm.

3. THE MODEL

3.1 Structure of this document

This document is comprised of a “General Part” and a “Special Part”.

The General Part has the purpose of describing the provisions contained in the Decree, indicating the legislation specifically applicable to the Company, as to the relevant parts for the purposes of the Decree, describing relevant crimes for the Company, stating the exposed individuals, the principles regarding composition, appointment and operation of the Supervisory Body, indicating the system of penalties specific to breaches of the Model, stating the obligations concerning communication of the Model and the training of company staff.

The Special Part has the purpose of indicating the Sensitive Activity, that is, activities that have been considered by the Company as at risk of crime following risk assessments conducted pursuant to the Decree, general rules of conduct, information on prevention concerning said activities and essential control measures for the prevention and mitigation of unlawful acts.

In addition, the following are an integral part of the Model:

- the risk assessment aimed at identifying the Company's Sensitive Activity;
- Code of Ethics, which sets out the Company’s principles and rules of conduct;
- the Mechanisms for implementing the Model.

These documents are available in accordance with the procedures laid down for their dissemination within the company.

3.2 Purposes of the Model

With the adoption of the Model, the Company intends to comply strictly with the Decree and to improve and make as efficient as possible the existing internal control system and corporate governance.

The main objective of the Model is to create an organic and structured system of control principles and procedures, capable of preventing, as possible and actually feasible, the

commission of crimes set forth in the Decree. The Model will form the basis of the Company's governance system and will implement the process of disseminating a business culture based on fairness, transparency and legality.

In addition, the Model puts forward the following purposes:

- providing adequate information to Employees/Collaborators, as well as to those acting in the name, on behalf and in the interest of the Company, or who are connected to the Company itself by relevant contracts for the purposes of the Decree, with reference to activities involving the risk of the commission of crimes;
- disseminating a business culture based on lawfulness, inasmuch as the Company condemns any conduct not in accordance with the law and internal rules and, in particular, with the provisions contained in the Model itself;
- disseminating a control and risk management culture;
- implementing the effective and efficient organisation of business activities, emphasising in particular the making of decisions and their transparency and traceability, the accountability of resources dedicated to taking such decisions and respective implementation, the establishment of preventive and subsequent controls, as well as the management of internal and external information;
- implementing all measures necessary for reducing as much as possible and eliminating in the short term the risk of the commission of crimes.

3.3 Model and Code of Ethics

By Board of Directors resolution dated 21 July 2020, the Company updated its Code of Ethics, issued for all companies of the Group, the purpose of which is to inform the rules of conduct and ethical and social values by which the conduct of the Company and all exposed individuals targeted by the Model must abide. This applies in parallel with pursuit of the purpose and company objectives and consistently with that stated in this document.

The Model presumes compliance with the provisions of the Code of Ethics, forming therewith a body of internal rules aimed at disseminating a culture inspired by ethics and corporate transparency.

The Company's Code of Ethics is understood to be fully referenced herein and constitutes an essential basis of the Model, the provisions of which supplement the provisions herein.

3.4. Model of the subsidiaries of Falck Renewables S.p.A.

Through its organisational units, the Company communicates the Model and each subsequent edition to the Employees/Collaborators, Supervisory Body and Management Control Committee.

Each Italian company controlled by Falck Renewables S.p.A., whether directly or indirectly (including through Group companies in foreign jurisdictions), strives to adopt its own Model, following a resolution by its Board of Directors, after having analysed and identified the activities at risk of crime and the measures appropriate for preventing them. All the Italian subsidiaries, according to the definition in the specific Model, abide by the principles and contents of this document, unless the specific peculiarities inherent to the nature, size, business type, structure of internal delegations and powers do not match up with the implementation of different organisation principles and rules. It is the responsibility of each individual Italian company to adopt a specific Model and appoint its own Supervisory Body. In addition, the Company also requires companies with headquarters abroad and direct or indirect subsidiaries of Falck Renewables S.p.A. to adopt, in the management of activities involving the risk of commission of crimes of the same nature as those set forth in the Decree, a document referred to as "Compliance Programme", referencing the rules of conduct specified in the general part and in the (general and specific) prevention procedures set forth in this Model, in compliance with the applicable laws of the respective countries to which belonging as well as in the countries in which subsidiaries operate.

Lastly, the management and Employees/Collaborators of a foreign Group company operating in the name and/or on behalf of an Italian company of the Group, must abide by the rules of

conduct and prevention procedures contained in the Model adopted by the Italian company, available on the company intranet, as well as by the Compliance Programme of the specific company. Conversely, the Management and Italian Employees/Collaborators operating in the name and/or on behalf of a foreign company of the Group must also abide by the Compliance Programme adopted by the foreign company, as well as by the rules of conduct and prevention procedures contained in the Model of the specific company.

The Compliance Programme adopted by subsidiaries is communicated to the Company's Supervisory Body, which, as per the Model, informs the Board of Directors about it in the report in accordance with section 5.6. Any subsequent change of a significant nature made to the Model or Compliance Programme of subsidiary companies is communicated by the supervisory bodies, or, if it has not been established, or by the managing bodies of the subsidiary companies to the Company's Supervisory Body.

4. THE ADOPTION OF THE MODEL

4.1 Methodology for implementing the Model

The Model was developed taking into account the actual activities of the Company, its organisational and corporate structure, as well as the nature and size of its organisation in existence on the date of approval and future evolutions thereof, as reasonably foreseeable currently. It is also understood that the Model shall be subject to updates as necessary, based on the future evolution of the Company and on the context in which it operates.

For the purposes of implementation of the Model, the Company proceeded with a preliminary analysis of the specific corporate context and, subsequently, with an analysis of the business areas featuring potential risk profiles, with respect to the commission of the crimes indicated by the Decree. In particular, the following was analysed: the Company's history, the legislative context of reference, the existing corporate governance system, the system of powers and delegations, contracts existing with third parties, operating context, formalised practices and procedures disseminated within the Company for undertaking transactions.

For the purposes of preparing this document, the Company proceeded:

- identified the processes, sub-processes or company activities within which the predicate offences indicated in the Decree may be committed;
- with a risk assessment on the commission of crimes and on the internal control system capable of detecting unlawful conduct;
- with the identification of adequate control procedures, whether already existing or to be implemented as part of operational procedures and company practices, necessary for the prevention or mitigation of the risk of commission of the crimes as per the Decree;
- with the analysis of its system of delegations and powers and of attributing responsibilities.

The Company adopted this version of the Model, which replaces the previous one, by way of the Board of Directors resolution dated 23 June 2021.

4.2 Changes and updates to the Model

Changes to the Model fall under the exclusive responsibility of the Board of Directors, following disclosure to the Supervisory Body.

The Model must always be timely amended or supplemented, by Board of Directors resolution, including at the request of the Supervisory Body, in the event:

- of supervening significant changes to the legislative framework, organisation or activities of the Company;
- of supervening breaches or avoidance of the provisions contained therein, thereby demonstrating its non-effectiveness for the purposes of crime prevention.

In any case, any events making it necessary to change or update the Model must be reported in writing by the Supervisory Body to the Board of Directors, in order that it may pass resolutions under its responsibility.

Necessary changes to the corporate procedures for the implementation of the Model are undertaken by the involved Corporate Units, with the coordination of HR & Organisation. The Supervisory Body is constantly informed about the update and implementation of new operational procedures of the Group or those specific to the Company and has the power to issue its opinion on the change proposals. In the event that changes of an exclusively formal nature are necessary, such as clarifications or explanations for the text, the Company's Chief Executive Officer may take action independently, thereby reporting in a timely manner to the Board of Directors and Supervisory Body and thereby subsequently sending the updated text to the Corporate Unit in charge for publication thereof on the intranet and website.

4.3 Crimes applicable to the Company

Considering the structure and activities of the Company, the following predicate offences have been identified as relevant:

- offences committed in relations with the Public Administration (arts. 24 and 25 of the Decree);
- computer crimes and unlawful data processing (article 24-bis of the Decree);

- organised crime offences (art. 24-ter of the Decree) and transnational offences (art. 10, Law 146/2006);
- crimes against industry and trade (article 25-bis.1 of the Decree);
- corporate offences, including corruption in the private sector and incitement to corruption in the private sector (art. 25-ter of the Decree);
- crimes against the individual (article 25-quinquies of the Decree);
- culpable homicide or grievous or very grievous harm committed in violation of the rules on protection of health and safety at work (art. 25-septies of the Decree);
- crime of receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin, as well as self-money laundering (art. 25-octies of the Decree);
- crime relating to copyright violation (article 25-novies of the Decree);
- incitement not to make statements or to make false statements in court (art. 25-decies of the Decree);
- environmental offences (art. 25-undecies of the Decree);
- employment of illegally staying third-country nationals and encouraging the illegal stay of foreigners in national territory (art. 25-duodecies of the Decree);
- tax crimes (art. 25-quinquiesdecies of the Decree);
- offences relating to non-cash payment instruments (art. 25-octies.1 of the Decree);
- crimes against cultural heritage (arts. 25-septiesdecies and 25-duodevicies of the Decree).

4.4 Exposed Individuals under the Model

The Company's Model applies:

- to Employees;
- to Top management;
- to Company Representatives, even if abroad for the fulfilment of activities;

(collectively the "Exposed Individuals").

Exposed individuals under the Model are required to comply precisely with the provisions contained therein and with the respective implementing procedures.

This document constitutes an internal regulation of the Company and is binding for it.

5. SUPERVISORY BODY

5.1 Function

In fulfilment of the provisions of the Decree – which in art. 6, letter b), establishes as a condition for granting release from administrative liability the assignment of the task of overseeing the operation and observance of the Model to a Company body possessing independent control powers – the Company has established an autonomous and independent Supervisory Body with responsibility concerning risks control as per the Decree, connected to the specific activities undertaken by the Company itself and to the respective legal aspects.

The SB has the task of constantly monitoring:

- the observance of the Model by the exposed individuals thereunder, as identified in the preceding section 4.4;
- the actual efficiency of the Model in preventing the commission of the offences referred to in the Decree;
- the implementation of the provisions of the Model as part of the carrying-out of the Company's activities;
- the updating of the Model, in the event that it is discovered that there is the need to adjust it due to supervening changes to the company structure and organisation, to the Company's activities and to the legislative framework of reference.

The Supervisory Body possesses specific operating rules, approving the contents thereof and submitting them to the Board of Directors. The checking methods are generally structured in consideration: (i) of the information received through the regular information flows prepared by the Company, (ii) the information acquired during the regular meetings with the company representatives regarding the operation / development of the processes and the business, (iii) the results of the audits carried out by the Internal Audit Department of the Company.

5.2 Requirements and composition of the Supervisory Body

The members of the Supervisory Body must be selected exclusively based on the following requirements:

- autonomy and independence: the autonomy and independence of the Supervisory Body are key elements for the effectiveness of control activities.

The concepts of autonomy and independence do not have an absolute significance but must be set out and couched within the operational framework in which they are to be applied. Since the Supervisory Body has the tasks of verifying compliance by applied procedures, in company operations, its position within the entity must be to guarantee its autonomy from any form of interference and from influence from any member of the entity and, in particular, from the senior management with regard to operations, above all considering that the role held also consists of overseeing the activities of Senior individuals. As such, the Supervisory Body is placed in the Company's organisational structure at the highest possible hierarchical position and, in fulfilling this role, only answers to the Board of Directors.

In addition, to guarantee further the autonomy of the Supervisory Body, the Board of Directors makes corporate resources available thereto, according to the number and responsibilities in proportion to the tasks assigned thereto and approves, in the context of preparing the company budget, an adequate endowment of financial resources, as proposed by the Supervisory Body, which it may have at its disposal for all needs for properly fulfilling its duties (for example, specialist consultations, business trips, etc.).

The autonomy and independence of the Supervisory Body must be determined based on the role performed and on the tasks assigned thereto, identifying from whom and from what they must be autonomous and independent in order to perform such tasks. Consequently, the members of the Supervisory Body must not hold decision-making, operational or management positions such as to compromise the autonomy and independence of the entire Supervisory Body. In any case, the autonomy and independence requirements mean that the Supervisory Body must not be in a personal conflict of interest, even if potential, with the Company.

- Expertise: the Supervisory Body must possess internally adequate professional and technical expertise for the role that it is called upon to fulfil. Therefore, it is necessary that subjects with adequate professional skills in economic and legal matters as well as in the analysis, control and management of corporate risks are present within the SB. In particular, the SB must have the specialist technical skills necessary to carry out control and consultancy activities.

In order to ensure expertise useful and necessary for the Supervisory Body's activities and to guarantee expertise, as already highlighted, the Supervisory Body is assigned a specific budget for spending at its disposal, allowing for acquiring outside of the entity, when necessary, expertise in addition to its own. In this way, also by making use of external professionals, the Supervisory Body may endow itself with skilled resources, for example, in legal matters, corporate organisation, accounting, internal controls, finance and workplace safety, etc.

- Continuity of action: the Supervisory Body undertakes in a continuing manner the actions necessary for oversight concerning the Model with sufficient commitment and with the necessary investigative powers.

Continuity of action must not be understood as "continual business", since such an interpretation would necessarily impose a SB exclusively within the entity, whereas such a circumstance would instead result in a decrease in the indispensable autonomy that must characterise the SB itself. Continuity of action means that Supervisory Body activities must not be limited just to periodical meetings, but be organised based on an activity plan and on constant monitoring and analysis of the entity's system of preventive controls.

In compliance with the above criteria, the SB is composed of three members, two of whom are not Company employees. The Chair of the Supervisor Body shall be chosen from among the two members who are not employed by the Company. The internal member of the Supervisory Body shall be chosen, preferably, from among the corporate departments in charge of the supervision of the Company, and in any case, may not come from Corporate

departments that carry out operating or management functions or that are in any case exposed to the offence risks on the basis of the risk assessment carried out.

5.3 Eligibility and integrity requirements

The following may not be appointed as members of the Supervisory Body:

- those falling under the situations set forth in article 2382, Civil Code;
- the spouse, relatives and in-laws within the fourth degree of kinship of the directors of the company, the directors, spouse, relatives and in-laws within the fourth degree of kinship of the directors of the companies controlled by it, of the companies that control it and of those subject to common control;
- those linked to the Company, to the subsidiaries of the Company, to parent companies thereof or to those subject to joint control based on employment (to be considered on account of the organisational position/role) or based on a continuing, remunerated consultancy or service contract or based on other contracts of a pecuniary nature not compromising the independence thereof;
- those who own, directly or indirectly, shareholdings of such a size as to allow them to exercise a dominant or significant influence over the Company, pursuant to Article 2359 of the Italian Civil Code;
- those who have had a public-sector contract with central or local governments in the three years prior to appointment as a member of the Supervisory Body or to the establishment of the consultancy/collaboration contract with said Body;
- those in any other situation of clear or potential conflict of interest;
- those who have received a conviction, even if not final, or a pre-trial judgement imposing a fine in lieu of custodial punishment, even if not made irrevocable, or a judgement imposing a penalty upon request, pursuant to art. 444, et. seq., Code of Criminal Procedure, even if with a suspended sentence, subject to the effects of rehabilitation:
 - for one of the crimes provided for under Royal Decree no. 267 of 16 March 1972

- (bankruptcy law);
- for one of the crimes provided for under title XI of Book V of the Civil Code (companies and consortia);
 - for one of the crimes provided for against the Public Administration, against public trust, heritage, against the public economy or for a tax crime;
 - for one of the crimes provided for under laws that govern banking, financial, real estate or insurance activities and the laws on stock markets and securities, of payment instruments; for one of the crimes provided for under laws that govern banking, financial, real estate or insurance activities and the laws on stock markets and securities, of payment instruments;
 - for offences committed with criminal intent not included above, for having received a conviction or plea bargain, even if not yet definitive, even if with a suspended conviction with conditions, subject to discharge from bankruptcy, for a period of not less than a year;
 - for having been subject to an order for committal for trial related to an offence provided for under Legislative Decree 231/01;
 - those who have be subjected to prevention measures ordered by the Courts pursuant to Legislative Decree no. 159 of 06/09/2011 “Code of anti-mafia laws and prevention measures, as well as provisions on anti-mafia documentation, pursuant to articles 1 and 2 of Law no. 136 of 13 August 2010”.

The application of even one condition means non-eligibility for a position as member of the Supervisory Body.

5.4 Appointment, removal, replacement, loss of office and resignation

After verifying satisfaction of the requirements as per the preceding sections, the Board of Directors appoints the Supervisory Body, basing its decision not just on curriculums, but also on official statements collected directly from the candidate(s). In addition, the Board of

Directors receives from each candidate a statement confirming the absence of reasons for non-eligibility as per the preceding section.

After the formal acceptance of the appointed subjects, the appointment is communicated to all levels of the company through internal communication.

The SB remains in office until the end of the term of office of the Board of Directors that appointed it. If a member of the Supervisory Body is identified as a party external to the Group, the former may be re-elected following a specific assessment by the Board of Directors.

The removal of a Supervisory Body member from the position may only occur for just cause and will be decided by a Board of Directors resolution for one of the following reasons:

- failure to remain in compliance with the requirements as per the preceding sections;
- failure to remain in compliance with the requirements as per the preceding sections;
- breach of confidentiality duties;
- “failure or insufficient supervision” by the Supervisory Body – in accordance with the provisions of article 6, paragraph 1, letter d) of the Decree – serious and ascertained reasons of incompatibility that negate the independence and autonomy;
- Unjustified absence in two or more consecutive meetings of the Supervisory Body, after they have been properly called;
- the attribution of operating functions and responsibilities within the corporate organization that are incompatible with the requirements of “autonomy and independence” and “continuity of action” of the Supervisory Body;
- serious and ascertained reasons of incompatibility that nullify the independence and autonomy

The Supervisory Body is required to inform the Board of Directors, through the Chairman of the Supervisory Body itself, of the failure to remain in compliance with the requirements as per the preceding sections.

The Board of Directors removes the member of the SB who is no longer suitable and, after adequate justification, promptly replaces him/her.

Loss of the integrity requirements, inability to carry out the duties or the emergence of any reasons for disqualification constitute a reason for losing the position.

Additionally, with specific reference to the internal member of the Supervisory Body, the following shall constitute reasons for removal:

- the attribution of operating functions and responsibilities within the corporate organization that are incompatible with the requirements of “autonomy and independence” and “continuity of action” of the Supervisory Body;
- serious and ascertained reasons of incompatibility that nullify the independence and autonomy.

Each member of the SB may resign from office at any time by means of a written communication to be handed over to the Chairman of the Board of Directors.

In the event of termination or resignation of one of the members of the SB, the Board of Directors promptly replaces the member who has become unsuitable.

5.5 Remuneration of the Supervisory Body

The activities of the Supervisory Body shall be subject to the remuneration established upon appointment or by subsequent decision of the Board of Directors.

5.6 Functions and powers

The Supervisory Body meets at least four times a year and each time one of the members requests its convocation to the Chairman, justifying the appropriateness of the convocation. In addition, it may delegate specific functions to the Chairman. Minutes are taken of each Supervisory Body meeting.

For the fulfilment of the assigned duties, the Supervisory Body is vested with full powers to act and monitor all activities of the company and staff levels. It reports exclusively to the Board of Directors, to which it communicates through its Chairman.

The tasks and powers of the Supervisory Body and of its members may not be verified by any body or Corporate Unit, notwithstanding that the Board of Directors may verify consistency

between the activities actually undertaken by the Supervisory Body and the powers assigned thereto. In addition, subject to prevailing legal provisions, the Supervisory Body has free access – without the need for any prior consent – to obtain any information or data considered necessary for fulfilling its duties.

The Supervisory Body fulfils its duties by coordinating with other Corporate Bodies or Corporate Units at the Company. In particular, the Supervisory Body coordinates with the Corporate Units in charge of the Sensitive Activity as to all aspects concerning the implementation of operating procedures for implementation of the Model and, for undertaking its activities, may make use of Internal Audit Staff. In addition, the Supervisory Body may make use of the assistance and support of Corporate Units and of external consultants, in particular for problems requiring assistance in the form of specialist skills.

The Supervisory Body organises its activities based on an annual plan of action, by way of which it plans the actions to be taken for evaluating the effectiveness and efficacy of the Model, as well as the updating thereof. This plan is communicated to the Board of Directors. The Supervisory Body determines its annual budget and submits it to the approval of the Board of Directors. The Supervisory Body may not have to stay within the budget assigned, i.e. if the budget is insufficient to carry out the necessary tasks. In these cases, the Supervisory Body will notify the Chairman of the Board of Directors and report to the next meeting of the Board of Directors on why it could not stay within the budget.

In overseeing the actual implementation of the Model, the Supervisory Body possesses powers and duties that it exercises to ensure compliance with the laws and individual rights of workers and interested parties.

In particular, the SB:

- undertake or arrange for the undertaking of periodical inspections, under its direct surveillance and responsibility;
- access all information regarding the Company's Sensitive Activity;
- request information or the presentation of documents concerning Sensitive Activity to all Corporate Units involved and, if necessary, to Corporate Bodies and to parties

appointed in compliance with the provisions of accident prevention and workplace health and safety protection legislation, without prior authorisation and without giving any notice;

- request information or the presentation of documents regarding Sensitive Activity to the Exposed Individuals under the Model without prior authorisation and without any notification;
- carry out checks and inspections, including unscheduled ones;
- assess the reports of possible breaches and/or failures to comply with the Model;
- check to ensure that the breaches of the Model were actually and adequately sanctioned in accordance with the penalty system adopted by the Company;
- verify the main corporate documents and contracts entered into by the Company with respect to Sensitive Activity and to compliance by the same with the provisions of the Model;
- propose to the holder of disciplinary authority the adoption of the necessary penalties;
- verify periodically the effectiveness, efficacy and updating of the Model and, if necessary, propose to the Board of Directors any changes and updates;
- assist the Company's Chief Executive Officer and the HR & Organization, Legal & Corporate Affairs and Communication & Stakeholder Engagement in specifying the training/disclosure plans for the Exposed Individuals under the Model in the context of the matters referred to in the Decree;
- can check the implementation of the training plans;
- can draw up, at least every six months, a written report to the Board of Directors, with the minimum contents indicated in paragraph 5.6 below;
- in the case of the occurrence of serious, urgent events, observed in the performance of its activities, inform the Board of Directors.

5.7 Supervisory Body information flows to the company bodies

The Supervisory Body has the obligation to report to the Board of Directors, by way of two procedures:

- on a continual basis, due to specific needs, including of an urgent nature;
- every six months, by way of a written report featuring the following information:
 - summary of the activities, controls carried out by the SB during the period and their results;
 - any discrepancies between procedures for implementing the Model and the Model itself;
 - any new scopes of commission of the crimes set forth in the Decree;
 - reports received from external or internal parties regarding any breaches of the Model and results of checks regarding said reports;
 - disciplinary procedures activated on the proposal of the SB and any penalties applied;
 - general assessment of the Model and its effective operation, with any proposals for additions and improvements in form and content;
 - any changes in the legislative framework of reference;
 - adoption or significant amendments to the Compliance Program;
 - reporting on the expenses incurred;
 - mass planning of supervisory activities for the following half-year period.

The Board of Directors, the Chairman and the Managing Director have the right to call a meeting of the SB at any time. Moreover, the Supervisory Body has, in turn, the power to request, through respective parties, the convocation of the Board of Directors, the Chairman or the Chief Executive Officer as above for urgent reasons. The meetings with the bodies to which the SB refers must be put on record and a copy of the minutes must be kept by the SB and by the bodies involved from time to time.

The SB also reports to the Management Control Committee, at least annually, on the application of the Model, its operation, updating and the relevant facts or events found. In particular, the SB:

- reports to the Management Control Committee about any deficiency discovered with respect to the organisational structure and to the effectiveness and operation of the procedures;
- reports on breaches of the Model by Company Representatives;
- reports on acts undertaken by such parties that may constitute crimes.

5.8 Information flows to the Supervisory Body

Periodic information flows

The Supervisory Body shall define a periodic information flow that is capable of monitoring the sensitive areas identified in the special part of this Model, through which to assess the exposure to the potential risk of committing the predicate offences that apply to the Company.

The information flows shall comprise information, data, statistics, schedules, news and documents that the company departments have to periodically prepare and send to the Supervisory Body.

The structure of the periodic information flows is communicated by the Supervisory Body to the applicable company departments, for the sections that pertain to them, and in relation to the inter-company contracts in effect.

Occasional information flows

In addition to the periodic information flows described above, all the information regarding the following must be promptly sent to the Supervisory Body by the applicable or interested Company Departments:

- orders and/or information from Criminal Police bodies or any other authority, subject to the secrecy obligations required under the law, revealing the course of investigations, including with respect to unknown persons, for any offences for which Legislative Decree 231/2001 applies, if those investigations involve the Company or in any case the Recipients of the Model;

- orders and/or information concerning the existence of significant administrative or civil proceedings or disputes, subject in any case to the secrecy obligations required by law, revealing the course of investigations, including with respect to unknown persons, relating to requests or actions by independent, financial administration, local administration Authorities, to the contracts with the Public Administration, the requests and/or the administration of public financing;
- requests for legal assistance forwarded to the Company by the staff in the case of criminal or civil proceedings against them for the Offences governed by the Decree;
- information relating to breaches of the Model with evidence of the penalties given or the orders to file the proceedings with the related reasons;
- serious accidents (any accident with a recovery period of more than 40 days) which occur to employees or business partners of the Company and all those who have access to the Company's departments;
- environmental accidents that occur at the Company's offices or plants;
- any reports from *Internal Audit* Staff revealing anomalies or critical issues with respect to the Sensitive Activity identified in this Model.

Also, by determining a specific operating procedure and/or by supplementing existing procedures, the Supervisory Body may establish further types of information that supervisors involved in the management of Sensitive Activity must send, indicating the frequency and procedures by which said communications are submitted to the Supervisory Body itself.

Reports

The Exposed Individuals under the Model must communicate directly with the Supervisory Body to report on any breaches to the Model, by way of the restricted internal mail or through the dedicated e-mail address, ODV-FalckRenewables@falckrenewables.com.

Reports must describe in a detailed manner the events and persons subject to the reporting itself.

In addition, the Company makes available to Company Representatives, as well as to Third Parties and more in general to everyone with relations with it, the Whistleblowing Portal, by way of which it is possible to make allegations, including anonymously. Said portal can be accessed through both the Intranet site and the internet site www.falckrenewables.com of the Falck Renewables Group.

The Company is committed to adopting measures capable of ensuring confidentiality regarding the identity of the party sending information to the Supervisory Body. Actions solely intended to slow down the work of the Supervisory Body must be penalised.

The Supervisory Body undertakes however to protect the whistle-blowers from any form of retaliation, discrimination or penalties, and, in any case, the whistle-blower shall be assured that their identity will be kept confidential, subject to legal obligations and the protection of the rights of the Company or persons erroneously accused or those who act in bad faith.

The reports received and the documentation managed by the Supervisory Body in general shall be kept by the Supervisory Body in a paper-based or electronic file, for a period of ten years. Access to that file is permitted to members of the Board of Directors and any parties authorised as the occasion arises by the Supervisory Body.

6. PROVISION BY THIRD PARTIES

The provision of goods and services by Third Parties, which may concern Sensitive Activity, must be governed by a written contract.

Insomuch as possible, the contract must feature the following clauses:

- the commitment of the Third Parties to comply with, during the term of the contract, the Code of Ethics, Model and, in general, the provisions of the Decree and to operate in line with them;
- the power of Company to proceed with the rescission of the contract and with a consequential action for damages, if a violation of the Code of Ethics and of the Model, if applicable, is observed.

7. INTERCOMPANY SERVICE CONTRACTS

In addition to that specified in section 3.4, some of the “Sensitive Activity” identified in the “Special Part” section below may be undertaken by Corporate Units belonging to other Group Companies, even if foreign, based on intercompany service contracts. In the performance of these contracts, the Company providing the service must:

- comply with the ethical and behavioural principles defined uniformly at Group level and adopted by each Group Company with the adoption of the Code of Ethics;
- in accordance with the provisions of the Code of Ethics, apply an internal control system protecting from the possible commission of unlawful acts set forth in the Decree.
- undertake to comply with the Model (with special reference to the principles of behaviour and control that apply with respect to Sensitive Activity carried out on behalf of the Company).

8. DISCIPLINARY SYSTEM

8.1 General principles

Art. 6, paragraph 2, letter e) and art. 7, paragraph 4, letter b) of the Decree state, as a condition for the effective implementation of the Model, the introduction of a suitable system for penalising failure to comply with the measures stated in the model itself.

Therefore, the establishment of an adequate disciplinary system with penalties proportionate to the seriousness of the violation with respect to infringements of the rules referred to in this Model by Exposed Individuals constitutes an essential requirement for the effectiveness of the Model itself.

The established penalties shall be applied to every violation of the provisions contained in the Model and Code of Ethics regardless of the progression and outcome of any criminal proceedings initiated by the Courts, in the event that the conduct to be reprimanded meets the elements of a relevant crime pursuant to Legislative Decree 231/2001.

Furthermore, violations by an exposed individual of measures to protect whistle-blowers established by the Company and whistleblowing carried out with wilful malice or gross negligence that is proven to be unfounded may be penalised.

In any case, penalisation shall apply regardless of the commission of a crime and shall constitute a reaction by the Company to the failure to comply with procedures or rules of conduct referred to in the Model.

By way of example, the following actions constitute disciplinary breaches:

- the violation, including through omissions and any collusion with others, of the principles of the Model, implementing procedures thereof, Code of Ethics or other instruments established for their implementation;
- the drafting of untruthful documents, possibly through collusion with others;
- the facilitation, through omissive conduct, of the drafting by others of untruthful documents;
- the removal, destruction or alteration of documentation concerning the procedure to evade the system of controls established by the Model;

- hampering the supervisory activity of the SB;
- preventing access to the information and documents required by subjects responsible for monitoring procedures and decisions;
- engaging in any other conduct to evade the control system established by the Model;
- whistleblowing that is revealed to be unfounded, including anonymously, with wilful malice or with gross negligence.

8.2 Penalties against Employees/ Collaborators with an employment contract

The Model constitutes a set of provisions by which staff must abide, regarding rules of conduct and penalties: as such, any breach thereof means the imposition of a disciplinary procedure and respective penalties. All Employees are required to comply with the provisions contained in the Model.

The disciplinary system is applied against Employees/Collaborators with an employment contract in accordance with art. 7 of Law no. 300 of 20 May 1970 (so-called Workers' Statute) and current National Collective Labour Agreements for the category. If the fact also constitutes a breach of duties arising under the law or employment contract, such as to prevent continuance of the employment contract even temporarily, termination without notice may be decided upon, following a disciplinary procedure, pursuant to art. 2119, Civil Code.

More specifically, for Employees/Business Partners with employment relationships, the following penalties shall apply:

- Verbal warning: in the case of a slight failure to comply with the principles and procedures set out under the Model and the Code of Ethics due to the employee's negligence (for example failure to adopt prudent measures when filing the support documentation needed to reconstruct the operations of the Company in the 231 areas of risk, a delay in reporting the information due under the Model to the Supervisory Body, etc.;

- Fine: in the case of a failure to comply with the principles and rules of behaviour provided for under this Model and the Code of Ethics for non-compliant behaviour or inadequate behaviour to the extent of being considered as having a certain severity (for example breach by someone of the obligations to inform the Supervisory Body of irregularities committed in the performance of their activities; repeated failure to take part, without a justified reason, in the training sessions given by the Company with respect to Legislative Decree 231/2001, the Organisation, management and control Model, or the Code of Ethics or Code of Conduct or regarding the related matters, etc.);
- Suspension of service and remuneration: in the case of serious procedural breaches to the extent of exposing the Company to liability with respect to third parties (for example: the failure to comply with the provisions of the Code of Ethics; the failure to issue or issue of false declarations with respect to compliance with the Model; the failure to comply with signatory power provisions and the delegation of authority system; the failure to supervise the behaviour of staff operating under their area of responsibility in order to ensure their actions in sensitive areas; breach of the obligations to provide the Supervisory Body with information on every situation or risk of the occurrence of the predicate offences found in the performance of their activities. In addition, with regard to whistle-blowing, this penalty, if an employee, within the scope of their work, and with malice, reports an unlawful action with respect to another party which is later found out to be false or without grounds, or if an employee breaches the measures aimed at protecting the whistle-blower);
- Dismissal, if an employee, when carrying out their activities, behaves in a way that does not comply with the provisions of the Model and the Code of Conduct, unequivocally aimed at carrying out an offence sanctioned by the Decree and which could determine the application of administrative penalties resulting from the offence provided under the Decree against the Company (for example in the case of repeated failure to comply with the provisions of the Model and the Code of Ethics;

intentional failure to carry out the requirements provided under the Model or the Code of Ethics; adoption, in the 231 areas of risk, of behaviour that does not comply with the provisions of the Model unequivocally aimed at carrying out one of the offences provided for under the Decree; failure to provide the Supervisory Body with relevant information relating to the commission, including attempted, of one of the predicate offences);

- Dismissal without notice for just cause in the case of a breach that is so serious (due to the wilful misconduct of the fact, or the criminal or monetary consequences or if it is a repeated offence) that it does not permit the continuation, including temporary, of employment (for example fraudulent behaviour unequivocally aimed at committing one of the offences provided under the Decree to the extent of destroying the trust relationship with the employer; drawing up incomplete or untrue documentation wilfully aimed at preventing transparency and checking the actions carried out; wilful breach of the procedures with external relevance; failure to draw up the documentation provided under the Model; breach or wilful avoidance of the control system provided by the Model regardless of how carried out, including the removal, destruction or alteration of the documentation relating to the procedure; behaving in a way that obstructs or avoids the inspections of the Supervisory Body, preventing access to the information and documentation by the parties in charge of the inspections or the decisions).

For Employees/Business Partners classified as "manager", the following shall apply:

- Written warning and requirement to comply with the provisions of the Model in the case of the non-serious breach of one or more of the rules of conduct or procedural rules provided under the Model and in the Code of Ethics;
- The suspension, as a precautionary measure, of the work services in the case of serious breach of one or more rules of conduct or procedural rules provided under the Model and the Code of Ethics;
- Dismissal for just cause in the case of repeated and serious breaches of one or more

provisions of the Model and the Code of Ethics to the extent of irreparably destroying the relationship of trust, not permitting continuation, including temporary, of the employment relationship (for example in the case in which a manager repeatedly breaches the measures provided for the protection of whistle-blowers within the scope of a working relationship or makes repeated malicious reports against another party within the scope of the work relationship which turn out to be false or groundless).

8.3 Measures against Directors

If the breach concerns a director of the Company, the Supervisory Body must immediately provide notice thereof to the Board of Directors through a written report. In this case, the Board of Directors may impose any measure established under law, to be determined based on seriousness, fault and harm resulting from the Company. More specifically, Directors who do the following shall be laid off from the position or have the delegations of authority withdrawn (with the consequent reduction of the remuneration):

- behave in a way that does not comply with the Model and/or with the Code of Ethics, carrying out actions that cause or could cause damage to the company, exposing it to an objective situation of danger with regard to the extent of the assets;
- behave, in the performance of the activities at 231 risk, in a way that does not comply with the provisions and the procedures referred to in the Model and/or in the Code of Ethics and is unequivocally aimed at carrying out an offence sanctioned under Legislative Decree 231/2001.

In more serious cases and when the breach is such that it harms the fiduciary relationship with the Company, the Board of Directors proposes removal from the position in a Shareholders' Meeting.

8.4 Measures against members of the Supervisory Body

For measures against members of the Supervisory Body, refer to the provisions on removal from their position under section 5.4.

The Board of Directors adopts protective measures to avoid retaliation or actions discriminating against or harmful to members thereof. In particular, the adoption of disciplinary penalties as well as any act modifying or discontinuing the Company's relationship with certain members of the Supervisory Body is subject to the prior, justified approval of the Board of Directors.

Measures against Third Parties

Relations with Third Parties are governed by suitable formal contracts, which must establish clauses on compliance with the Decree and the fundamental principles of the Code of Ethics by certain parties. In particular, non-compliance by them must lead to the termination of such relations, subject to a claim for damages if the conditions are met.

9. COMMUNICATION AND TRAINING OF COMPANY PERSONNEL

External communication of the Model and of its fundamental principles is overseen by Communication & Stakeholder Engagement who ensures their dissemination and disclosure to the Recipients, as well as to the community in general, through the means considered most appropriate (for example, company website, specific brochures, etc.).

With the support of the HR & Organization, Legal & Corporate Affairs Units and the involvement of the Supervisory Body, it is the Company's responsibility to implement and formalise specific training plans, with the aim of ensuring actual knowledge of the Decree, Code of Ethics and Model by all Exposed Individuals (for whom this information is mandatory).

The provision of training must be different depending on whether it relates to exposed individuals in general, to exposed individuals operating in specific areas of risk or to Directors, etc., based on the analysis of expertise and training needs undertaken.

The Supervisory Body oversees the actual implementation of training plans.

The Company guarantees means and methods that always ensure the traceability of training initiatives and the formalisation of the attendance of participants, the possibility of evaluating their level of learning and the evaluation of their level of satisfaction with the course in order to develop new training initiatives and improve those currently underway, also through comments and suggestions on content, material, teachers, etc.

Training, which may also be provided remotely or through the use of electronic systems, the contents of which are examined by the Supervisory Body, is undertaken by experts in the subjects set forth in the Decree.