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EI TOWERS S.p.A.

ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL AS PER LEGISLATIVE DECREE 231/2001

CONTENTS

1. Legislative Decree 231 of 8 June 2001

1.1 Regulations regarding the administrative responsibility of legal persons, companies and associations

On 8 June 2001, Legislative Decree 231 was issued (henceforth referred to either as the "**Decree**" or "**L. D. 231/2001**"), and became law on 4 July under the title of *"Regulations regarding the administrative responsibility of legal persons, companies and associations with or without legal persons",* introducing for the first time into Italian law (in response to International Conventions that Italy had adhered to for some time) the concept of the administrative responsibility – referring mainly to criminal responsibility – of companies for a series of offences committed, in the interests or to the advantage of the company in question, by:

(i) individuals who hold a representative, administrative or managerial position in the company in question or in one of their organisational units that enjoys financial and functional independence, together with individuals who are responsible for the management and control of the company in question ("*apical" subjects);*

(ii) individuals subordinate to the management or supervision of one of the subjects referred to above.

If the author of the offence is an apical subject, it is presumed that the company is responsible since such a person expresses, represents and carries out the company's management policies. On the contrary, there is no presumption of company responsibility if the author of the offence is part of the subjects referred to in point (ii), since in such a case the subordinate subject's offence is only the responsibility of the company if it is shown that it was only possible to commit the offence because of the failure of the management and/or the supervisory body to carry out the relevant obligations. This is intended as an additional and not a replacement responsibility for individuals who materially carry out the illegitimate act which, therefore, is governed by common law.

The extension of responsibility is aimed at involving in the repression of illegal acts the assets of the companies (and, definitively, the economic interests of the shareholders) that gain advantages from the commission of the offences or in whose interest the offences are committed. Before the Decree became law, the principle of the "*personality*" of legal responsibility left the companies immune from any sanctions over and above the eventual payment of damages, if applicable.

The Decree is therefore intended to create a model for company responsibility that conforms to the principles of providing guarantees but with a preventive function, since the intention is that by introducing the concept of companies being directly responsible for offences, the companies themselves will be encouraged to organise their structures and business activities in such a way as to ensure that adequate conditions for safeguarding legally protected interests are in place.

The Decree is applied both in the case of offences committed in Italy and offences committed abroad if the company has its main offices in Italy and if the country where the offences were committed has not already taken direct action.

The responsibilities introduced with Legislative Decree 231/2001 are only applicable if the offence is carried out *in the interests* or *to the advantage* of the company, therefore not only if the offence has produced an advantage for the company but also if the offence has been carried out in the *interests* of the company, even if there are no tangible results. However, the company has no responsibility if the author of the crime or administrative offence has operated exclusively in their own interests or in the interests of a third party.

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The ***sanctions*** imposed on companies can take the form of either *fines* or *disqualification* the most serious of which include the suspension of licences and concessions, a ban from dealing with Public Officials, a ban from carrying out specific business activities, exclusion from or cancellation of public finance or contributions, and a ban from advertising goods or services.

Fines represent the typical sanction in all cases in which the company is found to be responsible with regard to one of the offences provided for in the Decree. On the contrary, the *banning* measures can only be applied in relation to the offences specifically provided for in the Decree if at least one of the following conditions apply: (i) the company has received a profit of a substantial amount and the offence has been carried out by an apical subject, or by a subject subordinate to the management or supervision of another individual, when the offence was either helped by or carried out as a result of serious management deficiencies; (ii) in the case of offences being committed again.

The *banning* measures – if they are the result of strong proof of the company's responsibility which is then confirmed and if it contains specific elements that give rise to the concrete possibility of further offences of the same nature being committed – can also be applied, on request of the Public Prosecutor, also as a precautionary measure during the investigative process. In addition to these sanctions, the price of or the profit from the offence can also be confiscated (decided on when the guilt has been proven) and, in certain cases, the guilty verdict can also be published.

In addition, should specific conditions exist, the Judge – if banning measures are applied that involve the company from being prohibited from carrying out its business activities – has the right to nominate a commissioner to supervise the business activities for a period equal to the duration of the banning measures that would have been applied.

1.2 Types of illegal conduct or administrative offences

As for the type of ***illegal conduct*** and administrative ***offences*** covered by a company's administrative responsibility, in its original text Legislative Decree 231/2001 referred exclusively to a series of offences committed in conjunction with Public Officials (including unjustified receiving of allocations from the State, embezzlement from the State, fraud perpetrated against the State or other public bodies, computer fraud perpetrated against the State, extortion and corruption, etc.).

The original text was integrated by subsequent legislative measures that progressively extended the number of offences which if commissioned could be held to be the responsibility of companies.

See Attachment B to the Model, *"The alleged offences referred to in Legislative Decree 231/2001"*, for details of relevant offences pursuant to the Decree (in the version in force as of July 2025, the date of the last revision of the mapping of relevant activities).

1.3 Organisational, management and control models

In general terms, the company is responsible if the offence was committed in its interests or to its advantage by an employee, by a collaborator or by a manager of the company, on the condition that the company has not introduced the measures necessary to prevent offences of the type in question from being committed.

Specifically, in the case in which the offence was committed by a subject in an apical position (directors, general managers, legal representatives), the company is assumed to be substantially responsible unless, pursuant to article 6 of Legislative Decree 231/2001, the company can demonstrate that:

a. the management has adopted and efficiently put into practice, before the offence was committed, *"organisational and management models"* designed to prevent the offences committed;

b. the task of ensuring that the models function and are observed, and that they are kept up-to-date is entrusted to a *department of the company with independent powers to carry out initiatives and checks*;

c. the individuals who carried out the offences did so by fraudulently ignoring the organisational, management and control models in question;

d. there was insufficient or lack of supervision on the part of the department referred to in point b) above.

When, on the other hand, the offence was committed by an employee or a collaborator of the company (or *"by a subject under the direction and control of other persons"*, to use the formula in article 5, letter b), article 7 of the Decree establishes that *"the company is responsible if the committing of the offence was made possible by the failure to comply with the obligations of direction and control"*. The second clause of this regulation clarifies immediately that *"in any case, the failure to comply with the obligations of direction and control is excluded if the company, before the offence is committed, has introduced and effectively implemented an organization, management and control model suitable for the prevention of offences of the type committed".*

Therefore, the system of attributing corporate responsibility differs depending on the person who commits the offence: if the offence is committed by an apical subject, responsibility is automatic (without prejudice to the possibility for the company to defend itself by demonstrating that it has introduced a model which is in theory suitable but which has been fraudulently evaded by its manager). If, however, the offence is committed by an employee, the Public Prosecutor has the burden of proving that the committing of the offence was made possible by the failure to comply with the obligations of direction and control (a non-compliance which is excluded by the law if the company has introduced a model which is in theory suitable for preventing that particular type of offence from being committed).

In any case, over and above the different burden of proof, the possibility of exempting the company from responsibility depends on the Judge deciding, at the time of the legal trial of the material author (apical or supervised subject) of the illegal actions, whether or not the internal organisational and control system is suitable.

Therefore, when preparing the *organisational and management models*, the company must ensure that the models are suitable should a judgement be necessary. On this point, Legislative Decree 231/2001 states that the organisational and management models must be capable of:

1) identifying the so-called "potential risks", or in other words identifying the areas or sectors of company activities where the offences provided by the Decree could take place;

2) providing specific protocols aimed at planning the decisions the company must take in deciding on the offences that must be prevented, with the aim of effectively combatting the risks identified;

3) identifying the method of administrating the financial resources necessary for preventing these offences being carried out;

4) ensuring that the department entrusted with the task of checking that the model functions and is observed makes all necessary information available;

5) introducing an internal disciplinary system capable of imposing sanctions for failure to respect the measures indicated in the model.

Law No. 179 of 2017 (containing '*Provisions for the protection of persons reporting crimes or irregularities of which they have become aware in the context of a public or private* employment relationship') also included some new provisions in Article 6 of the Decree, introducing *ad hoc* regulations relating to the phenomenon of *whistleblowing*, with the aim of encouraging the reporting of operational or functional irregularities, potentially relevant under Decree 231, through the implementation of an internal reporting system with specific safeguards for the whistleblower.

More recently, Legislative Decree 24, 10 March 2023 implemented EU Directive 2019/1937 of the European Parliament and Council dated 23 October 2019 on the *protection of people who report violations of EU law, which also contains provisions on the protection of people who report violations of national laws.* Said decree widened the scope of **whistleblowing** legislation, which, regarding the private sector, was limited under law 179/17 to organizations which adopted a compliance system as contemplated in Legislative Decree 231/2001.

The same decree also introduced a series of new measures on reporting channels and their management, as well as attributing an active role in whistleblowing management to ANAC in the case of certain specific and recurring circumstances, also for private enterprises.

The provisions of the new law apply to public and private sector organizations, albeit in different ways depending on the type and size of the organization and whether or not it has adopted a Model 231.

The essential characteristics indicated in the Decree for the construction of an organisational and management model refer to a typical company risk management system.

In addition, in order to ensure that the organisational and management models referring to the types of offences contained in the Decree are efficiently introduced, it is necessary to regularly check and modify them, when appropriate, in relation to any violations discovered and to any changes in the company's organisational structure or business activities or changes to the law.

Legislative Decree 231/2001 also states that organisational and management models can be adopted, if they guarantee the needs referred to above, on the basis of a code of practice drawn up by trades unions representing the category in question, on condition that the code of practice is submitted to the Ministry of Justice which, in collaboration with other relevant Ministries, will issue within thirty days an opinion on whether or not the models are suitable for preventing the offences referred to in the Decree.

With particular reference to the risks deriving from the commission of offences related to health and safety in the workplace, article 30 of Legislative Decree 81 of 9 April 2008 ("**Testo Unico Sicurezza/single text on safety**") – and reiterated in Legislative Decree 106 of 3 August 2009 – also provides for the presumption that when first introduced company organisational models conform to the expected requirements contained in either the UNI-INAIL guidelines of 28 September 2001 concerning management systems for health and safety in the workplace or to the OHSAS 18001:2007 British Standard (replaced on 11 March 20921 by ISO 45001:2018).

2. The organisational, management and control model as per Legislative Decree 231/2001 of EI TOWERS S.p.A.

2.1 General character of the Model

In its belief that the pursuit of the company's business activities should be performed on the basis of respecting the values of competence, appropriate behaviour and honesty in all everyday work situations and in concord with its control system, EI TOWERS S.p.A (henceforth referred to as "**EIT**" or the "**Company**") has adjusted its organisational, management and control model, intended as all the general and operational company regulations that are expressed in the company's organisational structure, in its Code of Ethics, in the delegation and power structure, in the management guidelines, operational practices and disciplinary system (henceforth referred to as the "**Model**").

This has been carried out in the conviction that the adoption (and subsequent updating) of the Model, apart from the requirements of the Decree, constitutes a valid instrument for making the Subjects - as defined below - aware of the need, when carrying out their work, to adopt correct and linear conduct in order to prevent the risk of committing the offences referred to in the Decree.

The Model applies to all individuals who for whatever reason work for EIT, irrespective of the type of professional position they hold, including temporary positions, and, in particular, to those individuals who: (i) hold a representative, administrative or managerial position in the company; (ii) are subordinate to the management or supervision of one of the individuals referred to point (i) above (henceforth referred to as "**Subjects").**

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EIT's objective in adopting its Model is to introduce a series of general conduct principles and procedures that are in accordance with Legislative Decree 231/2001 both in terms of the prevention of the illegal conduct and administrative offences referred to in the Decree and in terms of checking that the Model is implemented and that any eventual sanctions are enforced.

The adjustment process for defining the Model was implemented taking into account the provisions of Legislative Decree 231/2001, the Guidelines issued on the subject by Confindustria and subsequently updated (including those issued after the Decree came into force and any new offences subsequently included) and the specific initiatives already introduced by the EI Towers Group relating to control (for example, concerning administrative and representative powers, the formulation of the organisational structure, the separation of responsibility assigned to company departments, etc.) and corporate governance.

Specifically, after a more profound reorganization of the corporate structure, in October 2018 the Company was delisted (until then it had been listed on the Milan Stock Exchange), starting a complex and articulated process of corporate reorganization.

In 2021, a number of organisational/corporate changes were made at Group level, making it necessary to carry out a comprehensive review of risk area mapping. The main operations involved in such changes were as follows:

- on 13 April 2021, a proportional partial demerger of the subsidiary Nettrotter S.r.l. was made in favour of the newly formed EIT Smart S.r.l. As a result of said demerger, with effect from 16 April 2021, the divided company was transferred to third parties, while the beneficiary company remains a wholly owned subsidiary of EIT;
- on 21 April 2021, the subsidiary NetCo S.p.A. was merged directly into its parent company EIT S.p.A., with effect from 1 May 2021, with NetCo S.p.A.'s employees being transferred to EIT's organisational structure;
- on 30 April 2021, EIT transferred the entire share capital of its subsidiary Towertel S.p.A. to the operator Phoenix Tower Italy S.p.A.

Subsequently, a new risk area mapping review was undertaken in response not only to changes in the law made in the meantime but also to organizational and corporate modifications following the adoption of the latest version of the organizational model. On 24 November 2022, EIT acquired 85% of the quota capital of White Knight Media S.r.l., a company operating mainly in post-production and archive services for sport. Its name changed to EIT Sport S.r.l. on the same date.

More recently, the Company implemented and adopted an Anti-Bribery Management System in accordance with the voluntary international standard ISO 37001:2016, approved by the Board of Directors on 28 March 2024 (hereinafter the '**EIT Anti-Bribery System**'). In October of the same year, EIT obtained the relevant certification.

Finally, during 2025, the 231 risk-offence mapping was updated in relation to the most recent regulatory changes affecting the types of offences deemed applicable to the Company (as of the date of the last approval of the Model).

In particular, the process of progressive adjustment of the Model was implemented with reference to the specific type of offences provided for in accordance with:

- **articles 24 and 25** of Legislative Decree 231/2001, concerning *offences connected to relations with Public Officials*;
- **article 24-ter**, concerning *offences connected with organised crime*;
- **article 24-bis**, concerning *computer crime and illegal processing of data*;
- **article 25-bis 1**, concerning *offences connected with industry and trade*;
- **article 25-ter**, concerning *corporate offences*;
- **article 25-quinquies**, concerning *offences against individual personality, illegal intermediation and labor exploitation*;
- **article 25-sexies**, concerning *market abuse*;
- **article 25-septies**, concerning *culpable offences* (manslaughter and serious and very serious culpable injuries) *committed in violation of the regulations referring to respecting health and safety in the workplace*;
- **article 25-octies**, concerning *receiving, laundering and using money, goods or profits from illegal activities, as well as self-laundering*;
- **article 25-*octies.*1**, concerning offences connected with *means of payment other than cash and the fraudulent transfer of securities*;
- **article 25-novies**, concerning offences referred to in Law 633/41 on the subject of the *protection of copyright and other related rights*;
- **article 25-decies,** concerning the offence of *inducing individuals into not making statements or into making false statements to judicial authorities*;
- **article 25-undecies,** concerning *environmental offences;*
- **article 25-duodecies,** concerning the offence of "*employing the citizens of foreign countries without regular permits*";
- **article 25-*quinquiesdecies***, concerning *fiscal offences;*
- **article 25-*sexiesdecies***, concerning *smuggling offences;*
- **article 25-*duodevicies***, concerning the offences of *money laundering through cultural assets and destruction and looting of cultural and landscape assets.*

More in general, the control system was evaluated and analysed taking into account the offences included in the Decree, therefore the adjustment and review focused on offences that were considered to be more likely to be committed given the nature of the company's business and management structure.

Some types of offences covered by the Decree (such as for example offences against individual personality or the sexual exploitation of minors) have been excluded since EIT considers it extremely unlikely that they will be committed due to the nature of the activities carried out by group companies. On the other hand, EIT has chosen – with a view to extreme prudence – to take into consideration possibilities that the regulations do not yet envisage (or no longer envisage) in the area of operation of the Decree: this is the case of offences in connection with relations with the audit company (which, after the repeal of article 2624, Italian civil code, and the introduction of Legislative Decree 39 of 27 January 2010, are no longer referred to in article 25-ter of the Decree, but which have nevertheless been considered in the preparation of this Model).

The Model will, if necessary, be updated further to cover both any new regulations issued as part of the application of Legislative Decree 231/2001 and changes in the Company and/or EI Towers Group's internal organisational structure.

All updating of the Model, both in terms of integrations and modifications, will be carried out with the aim of guaranteeing over time the effectiveness and suitability of same, in relation to its function of preventing any of the offences indicated in the Decree being committed.

The original first draft of the Model was approved by the Board of Directors of DMT S.p.A. on 29 September *2005* and subsequently modified and integrated over time by the same Board of Directors. The Model, after the merger of EI Towers S.p.A. and DMT S.p.A. of 2 January 2012, was amended by the Board of Directors of the Company on 23 February 2012, 24 July 2014, 25 July 2017, 30 January 2020, 1 February 2022 and 27 July 2023. The present version – which replaces the previous versions - was approved by resolution of the Board of Directors on 18 December 2025, following a review conducted in light of the most recent legal and organisational changes.

2.2 The EI Towers Code of Ethics

The EI Towers Code of Ethics contains the fundamental principles and general values to which EIT Group aspires when carrying out its corporate purpose and is an essential part of the Model.

The Code of Ethics was drawn up with the aim of clearly defining the principles and values which the EIT Group recognises, accepts and shares, in the conviction that in order for the company to be successful it is essential to carry out its business in an ethical way, contributing not only to conducting business fairly and management reliability, but also to the image of the company in the more complex economic and social context in which EIT operates.

The Code, adopted by EIT and its subsidiaries in 2012 and subsequently modified over time, contains the fundamental ethical principles (such as, for example, honesty, appropriate behaviour, transparency, responsibility and good faith) that, affecting all everyday work situations, constitute the essential and functional elements for the correct development of relationships with EIT Group companies at every level. In this context, the principles contained in the Code constitute the main elements on which the Model is based and offer a useful interpretive reference for the concrete application of the Model within the practical reality of the Group.

The Code of Ethics, the provisions of which are binding for the Subjects, is designed for all individuals who are either employed by or work as consultants for EI Towers or other Group companies (including all directors and statutory auditors). The Code establishes, as a fundamental principle of the EI Towers Group's actions, respect for the law and current regulations and sets out the appropriate behaviour, including specific behaviour, that all Subjects must adhere to when carrying out their everyday work and responsibilities.

Following its adoption and subsequent amendments and supplements, the Code of Ethics was distributed to all the Group's employees and consultants. All contracts of collaboration, supply and, more generally, those concerned with business relations with the companies that are part of the EI Towers Group have been reviewed in order to contain an explicit reference to the EI Towers Group's Code of Ethics (and the company Model), and any non-compliance with the rules contained in the Code may be construed as a failure to comply with contractual obligations.

The importance of the Code of Ethics for the company and for the EI Towers Group and the binding nature of the provisions it contains can be attested to by the sanctions that can be imposed in case of violation of the Code, as indicated in sub-section 2.6 below.

2.3 The process of adjusting to the Model: aims and methodology

As referred to above, the decision of EIT to adopt an organisational and management model as per Legislative Decree 231/01 is part of a wider company policy – adopted by all the EI Towers Group – aimed at ensuring that all Subjects are fully aware of the importance of correct, transparent management practices for the company, in accordance with current laws and the fundamental principles of business ethics that must be employed when pursuing the corporate purpose.

The main aim of the Model is to define a structured, organic procedure/regulation system for conduct and control activities, to be carried out mainly as preventive measures in order to prevent – as much as possible - the various types of offences referred to in the Decree from being committed.

In particular, the aim of the Model is to:

- promote and establish a company ethos based on respect of the law and regulations, preventing and where possible limiting the possible risks connected to business activities, with particular attention given to identifying and reducing any illegitimate conduct;
- promote the idea that "*control*" must preside over the importance of meeting the objectives the company sets;
- provide an efficient, balanced company management system, with specific reference to taking decisions and the transparency of those decisions, preventive and subsequent control measures and to external and internal information;
- inform and make the Subjects and, in particular, all the individuals who operate in the name of and on account of EIT in the areas of business activities at potential risk, as defined elsewhere, aware of the possibility that should they infringe the provisions of the Code of Ethics, the Model or the company procedures that refer to it, they could be committing serious offences of either a criminal or administrative nature not only with regard to the individuals involved, but also for the company in which they work;
- stress that such forms of illegitimate behaviour, of any type and independently of the purpose which may have caused them, are condemned by the company since they are contrary both to the provisions of the law and to the ethical principles adopted by the companies belonging to the EI Towers Group in their business activities and in carrying out the company mission;
- allow the company to intervene in good time, and also for preventive purposes, by means of monitoring those areas of business activities considered to be at risk, in order to prevent and/or deal with the commission of these offences or to apply the disciplinary measures contained in the Model.
- define in general terms the methods whereby Subjects may report illicit acts or irregularities in accordance with legislation on whistleblowing and the relative detailed procedure to be adopted

at Group level.

In the process of defining the Model, EIT made use of a series of consolidated principles regarding corporate governance and internal control. According to these principles a management and risk control system that satisfies the provisions contained in Legislative Decree 231/2001:

(i) identifies and maps out those "*areas of business activities at risk*", that is those areas of company activities where offences may take place;

(i) analyses the potential risks in the "*areas of business activities at risk*" as identified above, with the reference to the potential methods of carrying out the offences;

(ii) analyses potential risks and evaluates the company preventive control system regarding the commission of offences and, if necessary, defines and adjusts the system.

The Model definition process is therefore divided into two phases:

a) identification and mapping of risks, or an analysis of the company context in order to recognise in which areas/sectors of the business and with which methodology any of the eventual illegal episodes referred to in Legislative Decree 231/2001 may occur;

b) definition of Model, by evaluating the organisational, management and control system of the risks that already exist inside EIT and its subsequent adjustment, integrating and modifying the existing preventive checks and defining new procedures and/or guidelines for conduct, aimed at dealing effectively with the risks identified.

In this way an organisational, management and control system has been defined, aimed at preventing the type of offences referred to in Legislative Decree 231/2001 being committed.

2.4 The "areas of business activities at risk"

On the basis of the results of the process to identify risks carried out by EIT, the following *"areas of business activities at risk"* were identified (those business areas where offences could potentially take place):

1) the management of obligations necessary for obtaining and/or renewing authorisations, licences, concessions and permits from Public Officials and obligations relating to procurement contracts, leasehold rights and ground rent of public land;

2) the handling of obligations involving Public Officials and Public Supervision Bodies, and dealing with these bodies when they carry out inspections and checks;

3) the organisation of personnel training programmes financed by contributions from public funds;

4) the handling of legal, extra-judicial and arbitrational procedures;

5) the preparation of company and consolidated financial statements, reports on company performance and the sustainability report;

6) the management of relations with outside auditors, the Board of Statutory Auditors and shareholders;

7) the management of activities connected to the prevention of injuries in the workplace and, in general, to risks connected to the health and safety of employees (*also as part of contracts*);

8) the management of financial resources;

9) the management of purchasing goods and services (including the assignment of professional engagements);

10) the management of the sale of goods and services;
11) the management of assets and warehousing;
12) the selection and hiring of personnel;
13) the management of expenses for gifts and sponsorship, agencies and presents for third parties;
14) the management of company computerised systems;
15) the management of environmental obligations;
16) the management of extraordinary operations;
17) the management of fiscal obligations.

The results of the process of analysing the "*areas of business activities at risk*" are contained in a document that is kept at the company offices.

2.5 The procedures defined by the Model

Once the operations to identify the risks and "*areas of business activities at risk"* have been carried out, the next step involves carrying out a recognition and evaluation of the efficiency of the Company's organisational, management and control system, and documenting, where necessary, the standards and control activities that need to be applied in order to prevent the illegitimate conduct referred to in Legislative Decree 231/2001.

The activities of documenting, integrating and/or modifying the conduct/procedure regulations included in the Model are carried out by the relevant company departments, which also make provision for their constant review.

Once the process for documenting the organisational, management and control procedures and up-dating the procedures/regulations dealing with conduct has been completed, the company **(i)** identifies the procedures referring to the Model (hereafter the "**Organisational Guidelines**" or "**OG**"), **(ii)** collects them together in documents kept at the company offices, **(iii)** ensures that the Subjects are made aware of their contents and, **(iv)** makes them available for inspection by the Subjects through the company intranet.

The procedures/regulations in the Model that deal with conduct are, clearly, an integral part of the principles expressed by the Code of Ethics, of organisation charts, of service orders and of the entire system of attributing authority and company proxies and powers of attorney, defined by the Company in compliance with the requirements of clear identification and separation of duties and responsibilities.

The procedures contained in the Model, just like the other internal company regulations, correspond to general internal control principles aimed at guaranteeing sound and correct management of the company that is consistent with the pre-established aims and, more specifically, in accordance with the provisions of Legislative Decree 231/01. In general, the company's internal control system, delineated with reference to company procedures and other internal company regulations, is addressed to:

- guaranteeing, as far as company processes are concerned, an adequate level of separation of functions so as to reduce the incidences of conduct that risks being illegitimate and to favour the swift identification of such conduct;
- ensuring that the powers of authority and signature assigned are consistent with the organisational and management responsibility assigned;
- guaranteeing, as far as operational and administrative-accounting activities are concerned, that

systems and procedures that ensure the complete and accurate registration of company information and management decisions are used;
- ensuring that financial resources management is carried out in full respect of current laws and that every financial movement is promptly authorised and accurately and completely registered and itemised;
- guaranteeing the traceability of the control and monitoring activities carried out on the operational processes and on the administrative-accounting activities.

To integrate and implement the internal reporting system already provided for in previous versions of the Model and in compliance with the provisions of Law no. 179 of 30 November 2017, most recently amended by Legislative Decree No. 24 of 10 March 2023, a specific procedure has been adopted to protect whistleblowers, with the aim of promoting the discovery and repression where necessary of violations of the Model, of the Operating Guidelines referred to therein, or of the principles set out in the Code of Ethics, while ensuring that whistleblowers suffer no retaliation or discrimination and that their reports are analysed according to a predefined procedure (hereafter, "**Whistleblowing Procedure**")[1].

Furthermore, to complement the OG system and internal procedures, a specific **Anti-Bribery Policy**[2] has been adopted with the aim of raising awareness of the risks of corruption that may involve the Group's activities, making subjects responsible for the proper management of relations with parties inside or outside the Group, whether public or private. The document, which clearly defines prohibited conduct and illustrates the preventive measures adopted by the company, the relative sanctions and reporting channels, is an integral part of the EIT Anti-Bribery System, together with the Organisational Model and the Code of Ethics.

2.6 The sanctions system

As per article 6, sub-section 2, letter a) and article 7, sub-section 4, letter b) of the Decree, the definition of a suitable disciplinary system that hinders and sanctions any eventual infringements of the Model and the company conduct/procedure regulations relating to it by apical subjects and/or subjects subordinate to the management or supervision of others, constitutes an indispensable part of the Model and is an essential condition for guaranteeing its efficiency.

In general terms, the inclusion of sanctions commensurate with the offence committed and which include a *"deterrent mechanism"*, applicable in cases of violation of the Model and company procedures, is intended to contribute to the effectiveness and efficiency of the Model itself and to the efficiency of the control activities carried out by the control and supervisory body.

The company has therefore established that any violation of the regulations contained in the Code of Ethics or of the principles contained in the Model and in the company conduct/procedure regulations relating to it will result in the application of specific sanctions to the Subjects involved. Any such violations damage the relationship of trust – based on transparency, correctness, integrity and honesty - with the company and may lead to disciplinary action being taken against the individual in question and sanctions being imposed, regardless of any eventual legal or management proceedings that may arise should the conduct constitute any form of offence and of the results of such proceedings since the Code of Ethics, the Model and the company procedures that refer to it constitute specific conduct regulations that are binding for the Subjects.

Since any violation of the Code of Ethics, the Model or internal procedures is independent of any violation of the law that may constitute a legal or administrative offence as per Legislative Decree 231/01, the evaluation by the company of the conduct by the Subjects may not coincide with the

[1] Whistleblowing Procedure approved by the Board of Directors of EI Towers S.p.A. on 17 October 2019 and subsequent amendments and additions, available on the website www.eitowers.it

[2] Anti-Bribery Policy approved by the Board of Directors of EI Towers S.p.A. on 28 March 2024 and subsequent amendments and additions, available on the website www.eitowers.it

judicial evaluation expressed in a court of law.

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The sanctions and violation procedures differ depending on the different categories of Subjects.

Company employees

As referred to above, any conduct by **company employees** which violates the regulations dealing with conduct contained in the code of Ethics, the Model and the company procedures is considered to be in non-compliance with the primary obligations of employment relations and, therefore, is classified as breaking disciplinary regulations.

The sanctions that can be imposed on company employees are those referred to in the company disciplinary system and/or in the sanction system provided for by the specific regulations contained in particular in the CCNL (national collective labour agreement) and the CIA (supplementary company contracts), where applicable, in respect of the procedures contained in article 7 of Law 300/1970 (workers' statute) and eventual special and/or sector regulations applicable.

The EIT company disciplinary system is therefore in line with the regulations contained in the Civil Code, the special laws that exist concerning this matter and the provisions contained in the applicable CCNL and the CIA as they stand at the time. Any violations are verified and the consequent disciplinary procedures are implemented by the relevant company management structure, in conformity with current legislation and with the provisions contained in the CCNL and the CIA, where applicable.

In any case, the sanctions contained in the contractual provisions currently in force (*verbal warning, written warning, a fine of up to the equivalent of 4 hours salary, suspension from work and of salary for up to 10 days, dismissal*) are applied, taking into account, in particular, the importance of the violation and of the following:

- the gravity of the conduct and, in particular, the degree of intent in the conduct or the degree of negligence, imprudence or malpractice involved;
- the overall conduct of the employee, with particular attention given to the existence or lack of previous disciplinary sanctions and to the repetition of errant conduct;
- the position and/or duties of the employee in question;
- the presence of aggravating or attenuating circumstances, with special regard to the professionalism of the subject involved and to the specific manner in which the offence was committed;
- any participation in responsibility with other subjects and the extent of the contribution to the offence being committed.

Disciplinary sanctions can be applied (merely by way of example and by no means exhaustively) in the case of employees who, also together with other individuals, commit violations deriving from:

- failure to respect, in general, the principles of behaviour contained in the Code of Ethics, the Model and in the company procedures that refer to it, also due to neglectful conduct;
- failure to observe the regulations and correct conduct provided for in Italian and international law, which contains organisational and prevention regulations, obviously due to one or more illegitimate actions referred to in the Decree being carried out;
- failure to observe the conduct contained and described in the Code of Ethics, the Model and in the company procedures that refer to it, thereby exposing the company to the risk of offences described in the Decree being committed;

- failure to follow the procedures and/or processes prescribed for carrying out the decisions of apical subjects and/or superiors for organisational and operational activities;
- failure to respect company procedures concerning the recording of evidence, documentation and traceability of work carried out, with reference to the method of documenting, conserving and checking in such a way as to make it difficult to check the transparency and verify the accurateness of the records in question;
- violation and/or evasion of the control system in force by removing, destroying or altering the documents referred to in company procedures;
- conduct designed to obstruct or avoid authorised individuals, including the Control and Supervisory Board, from checking or having access to information and documents;
- failure to respect the regulations dealing with the power of signature and the authorisation system;
- lack of supervision on the part of the individuals responsible for the conduct of the individuals under their control with regard to the correct and efficient application of the principles contained in the procedures contained in the Code of Ethics, the Model and company procedures that refer to it.
- infringement of measures safeguarding subjects who report illicit acts or irregularities;
- submission of unfounded reports of illicit acts or irregularities with malicious intent or through gross negligence.

If the disciplinary sanctions deriving from a violation of the code of Ethics, the Model or the company procedures that refer to it are applied to employees with the authority to represent the company, the imposing of sanctions could result in that authority being withdrawn.

Executives

Executives have a relationship with the company that is strongly based on trust, therefore it is essential that company executives respect the principles and provisions of the Code of Ethics, the Model and internal company procedures and that they ensure that these principles are respected.

Since these individuals are also employees of the company, any violations are verified and the consequent disciplinary procedures are implemented by the relevant company management structure, in conformity with current legislation and with the provisions for executives contained in the CCNL for Industrial Executives.

In cases of any violation by executives of the provisions contained in the Code of Ethics, the Model and the company procedures that refer to it, if the executive's conduct when carrying out activities in *"areas of business activities at risk"* does not conform to the provisions of the Code of Ethics, the Model or the company procedures that refer to it, or if any executive allows any subject subordinate to them to conduct themselves in a manner that does not conform to those provisions, the company will apply to the executive in question the most suitable sanctions in relation to the nature and seriousness of the offence committed, in compliance with the executive's role in the company as per current legislation and the CCNL for Industrial Executives (from written reprimand to, in more serious cases, dismissal either with or without a warning if the conduct constitutes such a serious breach of the work relationship and, in particular, of the trust that it is impossible to continue the work relationship, even on a temporary basis).

If the disciplinary sanctions deriving from a violation of the code of Ethics, the Model or the company procedures that refer to it are applied to executives with the authority to represent the company, the imposing of sanctions could result in that authority being withdrawn.

Consultants, suppliers and/or individuals who have business relations with the company

The company believes that any conduct attributable to individuals outside of the company that could result to the risk of committing one of the offences referred to in the Decree is open to criticism. Therefore, for ***consultants, suppliers and/or individuals who have business relations*** with EIT Group companies, no matter what type of relationship they may have with the companies in question, including a temporary relationship, any failure to comply with the regulations of the Code of Ethics, the Model and company procedures that refer to it could be construed as non-compliance of the contractual obligations agreed on, and may have legal consequences and could lead – in the most serious cases - to the cancellation of the contract and/or the position and to a claim for compensation for damages from the company.

Directors and statutory auditors

The company will closely examine any violation of the Code of Ethics, the Model and the company procedures that refer to it by apical subjects, since they represent the top echelons of the company and project its image to employees, shareholders, creditors and the market. The creation and consolidation of a company ethic based on the values of correctness, honesty and transparency requires that these values apply to and are respected by the individuals who make company decisions, so that they provide an example and stimulate all those, at all levels, who work in and for the company.

Therefore, in the case of any violation by a ***director*** and/or ***statutory auditor*** of the principles and provisions contained in the Code of Ethics, the Model and the company regulations, or in the case of their adopting measures when carrying out their duties that go against those principles, the competent company body will be responsible for adopting the most suitable measures, in accordance with the laws currently in force at the time, including the cancellation of the authorisation and/or mandate conferred on the subject involved.

Whether or not any protection measures are invoked, the company has the right to make use of the measures contained in the Civil Code (responsibility and/or compensatory actions).

If the violation is carried out by an apical subject who is also an employee of the company, the disciplinary actions applicable for employees will also be applied.

Control and supervisory body

With reference to the Control and Supervisory Body, in cases where the individuals concerned are employees of the company the sanctions applicable to *"company employees"* and/or *"executives"* are applied, while if the individuals concerned are consultants or similar then the sanctions referred to in the sub-section dedicated to *"consultants"* are applied.

2.7 Control and supervisory body

The company is exempt from administrative responsibility, as per article 6, sub-section 1, letters b) and d) of the Decree, if it adopts and efficiently implements an organisational, management and control model suitable for preventing the commission of offences contained in that Decree, which also provides for the setting up of a company body with the independent powers to carry out checks (aimed at ensuring that the Model functions and is observed) and to take independent initiatives designed to guarantee that the Model is constantly updated.

The attribution of these duties to such body and the correct, prompt and effective performance of same are, therefore, essential requisites for the exemption of the company from responsibility. In any case, the establishment of such body must also respect the principle of effectiveness: over and above formal identification, the body must be in the position to effectively perform the delicate duties attributed to it by the Decree.

In order to ensure that the Model is effectively and efficiently implemented, such control and supervisory body must have the following distinctive characteristics:

(i) *autonomy* and *independence:* represent fundamental requirements so as to ensure that the body is not involved in the managerial activities it is charged with controlling and inspecting; the members of the supervisory body, in the performance of their control functions, are therefore provided with guarantees that their control initiatives will be free of any form of interference and/or conditioning by any member of the company (and, in particular, the executive body), also in the event that the collegiate body include employees of the Company;

(ii) *professionalism*: the members of the body are chosen from subjects with the specific skills and experience to be able to perform their functions correctly. The Body (also on a collegiate basis) must have specific technical competences with regard to consulting, analysis, inspection and control activities, as well as a sound knowledge of the organisational structure of the company; these characteristics, together with the aforementioned requirement of independence, guarantee the objectivity of its judgements;

(iii) *continuity*: the body must constantly dedicate itself – with all the necessary inspection and control powers - in a full-time capacity to ensuring that the Model is respected and that it is constantly updated.

In carrying out the provisions of Legislative Decree 231/01 and in consideration of the dimensions and complexity of the business activities carried out by the company, in addition to the specific characteristics required, the control and supervisory body (henceforth referred to as the "**Control and Supervisory Board**" or **"Supervisory Body"**), which is therefore considered a corporate body, is nominated specifically by the Board of Directors as per the logic and *infra* criteria described and is composed of three members, at least two of whom must come from outside the company.

This choice was deemed suitable since it satisfies the need to confer the supervisory and control function on individuals who guarantee the best possible autonomy and independence of the body and who, at the same time, have a sound knowledge of the reality of the company and its organisational structure.

In any case, the components of the board must be identified from time to time on the basis of the specific characteristics of the company, any legal and judicial developments and the indications expressed by the entities and associations connected to the category.

Requisites

The members of the EIT Control and Supervisory Board must have the necessary requisites of honourability – similar to those required of directors of the Company – and professionality commensurate with the position they are to hold and they must not have any reasons for incompatibility or conflict of interests with other functions and/or company responsibilities that could endanger their independence and liberty of action and judgement. The existence and permanence of these requisites must be periodically checked by the Board of Directors of the company both before and during the period the members of the Control and Supervisory Board are in office – at least once a year. Should any member of the Control and Supervisory Board be found guilty of any offence (or benefit from plea bargaining), particularly with reference to the offences covered by the Decree, they will immediately be ineligible or forced to resign from office.

Nomination, duration and revocation

The Control and Supervisory Board is nominated by the EIT Board of Directors and remains in office until the end of the mandate of the Board of Directors that nominated it.

In order to guarantee its full autonomy and independence, the Control and Supervisory Board reports directly to the Board of Directors of the company.

Should even one of the requisites of honourability, professionality, absence of incompatibility and/or conflict of interest referred to in the previous section be lacking, the mandate of the member in question will be revoked.

The EIT Board of Directors is responsible for revoking the mandate of any member of the Control and Supervisory Board. In cases where any member has their mandate revoked or in the case of expiry, the Board of Directors of the company will undertake to quickly replace the member in question once the requisites referred to above have been checked. The Control and Supervisory Board will be considered to have expired when all its members have been revoked or have completed their mandate. In this case the Board of Directors of the company will be responsible, without delay, for nominating another Body.

Duties and powers

In carrying out its duties, the Control and Supervisory Board, under its direct surveillance and responsibility, is supported by the *Internal Auditing* functions and can, where necessary, request the support of other company functions (such as the Legal Affairs Department, the Corporate Affairs Department, the Human Resources and Organisation Department, etc.) and outside consultants.

The following responsibilities have been conferred on the Control and Supervisory Board:

(i) to ensure that the rules contained in the Code of Ethics, the Model and/or in the company procedures that refer to it are observed by the Subjects, signalling any eventual non-compliance and/or deviation from these rules and the sectors that are most at risk, in view of the violations revealed;

(ii) to check the real efficiency and effective capacity of the Model to prevent the offences referred to in Legislative Decree 231/2001 from being committed, with regard to the individual company departments and the business activities carried out;

(iii) to guarantee that over time the Model remains valid and functional;

(iv) to check if there is a need to update the Model where it has been seen that it is necessary to adjust and/or integrate the Model as a result of changes in regulations, modifications to the company organisation and/or to the method of carrying out the company's business activities or in the case of significant violations of the requirements of the Model and/or of the company procedures that refer to it;

(v) to acquire from the Subjects of the Model the company documents and information necessary for carrying out their responsibilities and tasks;

(vi) to verify that initiatives connected with providing information and training for the subjects about the principles, values and conduct regulations contained in the Model and in the company procedures that refer to it have been carried out, including when requests for clarification have been received and reports have been sent in.

(vii) to verify the adequacy of the initiatives connected with providing information and training about the principles, values and behaviour regulations contained in the Code of Ethics, the Model and in the company procedures that refer to it, and to check the level of awareness the Subjects have of these, with particular reference to individuals who work in "*areas of business activities at risk*";

(viii) to report to the various company bodies.

(ix) to collect, elaborate and store reports and relevant information sent in by the various company departments that refer to the Model and to the company procedures that refer to it and to store the results of the activities carried out and the relevant reports.

In order to carry out its responsibilities, the Control and Supervisory Board can at any time, in accordance with its independence and discretionary powers, carry out checks to verify that the Model and/or the company procedures that refer to it are being applied, and this verification can be carried out by any or all of the Board's members.

In particular these may include:

(i) checks on specific company operations: with this aim the Control and Supervisory Board may periodically check the activities and/or the contracts and every other corporate document relating to the "*areas of activities at risk*" and the "*instrumental processes*", in accordance with the modality and frequency established by the Board itself;

(ii) checks on the conduct procedures/regulations adopted: with this aim the Control and Supervisory Board may periodically check on the effectiveness and effective implementation of the conduct procedures/regulations contained in the Model.

Following the aforementioned checks, the modifications periodically made to the regulations and /or the organisational structure and the checks to verify the existence of any new areas of risk or in the case of significant violations of the requirements of the Code of Ethics, the Model and/or to the company procedures that refer to it, the Control and Supervisory Board will inform the company departments involved of any adjustments and updates the Company intends to make to the Model and/or to the relative procedures.

The Control and Supervisory Board will carry out follow-up checks to ensure that the recommended corrective actions are implemented by the relevant company departments.

Should the Subjects have any problems in interpreting or understanding the Code of Ethics, the Model and/or the company procedures that refer to it, they can apply to the Control and Supervisory Board for clarification.

In order to carry out the specific activities of vigilance and control assigned to it, the Control and Supervisory Board will be allocated an annual expenses budget, which will be periodically updated according to the specific needs that emerge, designed to cover all expenses necessary for carrying out the responsibilities referred to above and to ensure that the Board has total financial and managerial independence.

Functioning of the Control and Supervisory Board

The Control and Supervisory Board meets at least once every two months and whenever any of its members deem it necessary.

The minutes must be drawn up for every meeting and signed by all the members. Meetings of the Control and Supervisory Board are valid when all its members are present. The decisions of the Control and Supervisory Board are taken on the basis of a majority vote.

The Control and Supervisory Board has the authority to nominate a secretary, who can also be chosen from outside its members.

Additional operations regarding the functioning of the Control and Supervisory Board can be dealt with by specific regulations.

Information to the various company bodies

With reference to the reporting to the various company bodies, the Control and Supervisory Board provides written reports at least every six months to the Board of Directors - on the implementation of the Model - and to the Board of Statutory Auditors.

The Control and Supervisory Board can be consulted at any moment by the aforementioned company bodies to report on the functioning of the Model or on specific situations, while in cases of particular necessity on its own initiative it can directly inform the company bodies.

Reports made to the Control and Supervisory Board

Whenever an Employee or Collaborator[3]' in the performance of their work and/or assignment or function, on the basis of precise and concordant factual elements, becomes aware of violations of the Code of Ethics and/or Model (and/or the relative company procedures) or of relevant unlawful conduct pursuant to Legislative Decree no. 231/2001 or in any case irregularities, they may:

a) send a report in writing or orally (voice mail) via the dedicated platform at https://eitowers.segnalazioni.net (hereafter the "**EIT Platform**", preferential channel). Reports may be sent after registration on the part of the Whistleblower or anonymously[4]; or
b) send a letter, suitably marked to protect the confidentially of the information contained therein, in a sealed envelope bearing on its outside the wording "Confidential Report" to the ordinary postal address EI Towers S.p.A., Via G. Zanella 21, 20851, Lissone (MB), for the attention of the Supervisory Body. Reports by paper mail will be entered and processed by the Supervisory Body on the EIT Platform[5].

On receiving a report, the Supervisory Body sends the whistleblower acknowledgment of receipt and taking charge of same within seven days of the date of receipt.

In addition to using the abovementioned communication channels, Whistleblowers may submit a report to the Control and Supervisory Board in person having first applied for a meeting to be held within no more than 15 days of receipt of same in one of the ways indicated under a) and b)[6] above or, alternatively, via email to the address of the Supervisory Body (ODV.EITowers@eitowers.it), subject matter: "Request for meeting for Confidential Report". The Supervisory Body's email box may only be accessed by the members of said Body.

Following receipt of a request for a physical meeting, the Control and Supervisory Board fixes a date for the meeting and informs the whistleblower within seven days of receipt.

In addition to employees and collaborators, other categories of Subjects too (such as, for example, suppliers and customers) may, in any case, report violations of the Code of Ethics and/or the Model or significant unlawful conduct pursuant to Legislative Decree 231/2001 to the Control and Supervisory Board 2001 in the ways indicated above.

Subjects may also report to the Autorità Nazionale Anticorruzione (ANAC – National Anti-corruption Authority) subject to the conditions, terms and procedures provided for in Legislative Decree 24, 10 March 2023. ANAC provides its contact details and instructions on how to use the external whistleblowing channel in the relevant section of its website (www.anticorruzione.it).

The reports received by the Supervisory Body are managed in such a way as to ensure, without prejudice to legal requirements, absolute confidentiality in respect of the report's existence and content and of the identity of whistleblowers for the purposes of avoiding any form of retaliation, discrimination or penalization, or any consequence deriving from the dissemination of the report, without prejudice to the rights of persons accused erroneously or maliciously, and to the rights of workers, the Company and third parties.

Except in cases provided for by law, a whistleblower is entitled to the protection provided for in art. 19, Legislative Decree 24, 10 March 2023, meaning that whistleblowers may report to the Autorità Nazionale Anticorruzione (ANAC) any retaliation they believe they have suffered under the conditions, terms and procedures provided for in the aforesaid Decree. Such protection does not apply in the case of a declaratory ruling, even of first instance and non-definitive, on the whistleblower's criminal liability for the offences of false allegation or defamation or in any case for the same offences in connection with the

[3] These categories include the persons referred to in Article 5, sub-section 1, letters a) and b) of Legislative Decree 231/01, i.e. both senior executives (or those who in any case hold positions of representation, administration or management of the Company or of an organisational unit with financial and functional independence or who exercise, also de facto, the management or control of same) and persons subject to their direction or supervision.
[4] An anonymous report is indicated on the Platform as a "Report without registration".
[5] In the case of nominal (not anonymous) paper mail, the whistleblower's contact details (email, phone) must be indicated.
[6] If the EIT Platform is used, the whistleblower will be asked to fill out certain fields necessary for preliminary identification of the report. In the case of paper mail, the whistleblower's contact details (email, phone) must be indicated).

report, or their civil liability for having given false information with wilful intent or through gross negligence. Both the violation by a Subject of the whistleblower protection measures defined by the Company and the submission with wilful intent or gross negligence of reports that prove unfounded or opportunistic and/or for the sole purpose of defamation of or detriment to the reported person or other subjects cited in the report are subject to sanctions (in addition to the disciplinary sanctions set out in the previous sub-section 2.6). The violation of the above constitutes a violation of the Model.

The Control and Supervisory Board evaluates the information received, including anonymous information, and takes any necessary steps, providing a written reason if it decides not to open an internal inquiry.

Regarding the management of reports and more in general anything not expressly provided for on this matter in the Model, reference must be made to the Whistleblowing Procedure available on the website www.eitowers.it.

Information flows to the Control and Supervisory Board

The Subjects of the Model are required to provide any information requested by the Control and Supervisory Board in accordance with the contents, modality and frequency defined by the Board itself (hereafter, "flows of information"). The flows of information to the Control and Supervisory Board represent a tool to be able to effectively supervise the implementation of the Model and control any violations.

Subjects must provide, without hesitation, the Control and Supervisory Board with all information concerning any measures taken by the magistracy, the investigative police or any other public body pertaining to investigations being carried out involving any of the offences covered by Legislative Decree 231/2001 that concern the Company and/or the Subjects.

The storing of all information and reports gathered by the Control and Supervisory Board is the responsibility of the Board itself, in accordance with regulations, criteria and conditions for access such as to guarantee the integrity and privacy of the data received.

For the purposes of collecting the information referred to above, (and also for clarification purposes and for providing information), the Control and Supervisory Board has the aforementioned specific e-mail address, which can only be accessed by the members of the Board.

Any eventual violation of the obligation to inform the Control and Supervisory Board on the part of any Subject may result in the application of the sanctions referred to in point 2.6 described above.

2.8 Information and training

In accordance with the provisions contained in Legislative Decree 231/2001, EIT undertakes to ensure that the principles and provisions contained in it are widely disclosed, partly in order to guarantee that it is effectively adhered to.

A specific disclosure and training plan is defined in order to guarantee that all Subjects are fully aware of the principles and provisions contained in the Code of Ethics, the Model and in the company conduct procedures/regulations that refer to it. The degree to which the Subjects are familiar with these provisions depends on their roles, responsibilities and duties, as well as on the activities each individual subject carries out. This plan is the responsibility of the relevant company departments, which coordinate with the Control and Supervisory Board.

* * *

As far as *disclosure* is concerned, the adoption and any future updating of the Model is communicated to all Subjects, and the company undertakes to ensure that a copy of the Model, together with the conduct procedures/regulations that refer to it, is given to the Subjects. The Model is also published on the Company's Internet site and on the company intranet (where the company procedures that refer to it are also available).

Any adoptions and updating of the Model are also disclosed and given to individuals outside of the company (such as consultants, suppliers and others who are included in the definition of Subjects). The formal commitment on the part of these Subjects to respect the principles of the Code of Ethics and the Model is contained in specific contractual clauses they are required to accept and sign.

* * *

Training activities organised by the Company are designed to promote knowledge of the regulations referred to in the Decree, to fully explain the Decree itself and to explain the practical implications of those regulations and of the principles and contents the Model (and the Code of Ethics) is based on to all individuals who are expected to know, observe and respect them and to help to ensure that they are implemented.

EIT makes provision for specific training activities, the training contents of which deal, in general, with the legal regulations concerning administrative responsibility for companies (and therefore the eventual consequences for the company of any offences committed by the Subjects), the essential characteristics of the offences contained in the Decree and, more specifically, the principles contained in the Code of Ethics, the Model and the conduct procedures/regulations that refer to it, as well as the specific preventive aims of the Model adopted and the procedures for reporting violations.

The training modules are divided up according to the roles, duties and responsibilities of each individual Subject as well as to the level of risk in the areas where they work.

Training activities consist, according to the individual cases, in classroom courses and/or e-learning training courses that are regularly updated.

There is a final test for both the classroom courses and the e-learning courses, designed to check the level of learning (and, if necessary, propose additional, "*ad* hoc" initiatives).

The training courses are suitably updated to take into account developments in laws and changes to the Model. In particular, if important changes are made (for example, the extension of management responsibility for companies to new types of offences that directly involve the company), these are integrated into the courses and taught immediately.

Training courses are organised and monitored by the competent company department and are extensively documented.

The Control and Supervisory Board regularly checks to see that the training programme is being implemented, making use of, among other things, the information produced by the company department referred to above, and if necessary, the Board can request specific checks be made to ascertain the level of knowledge the Subjects have of the contents of the Decree, the Code of Ethics and the Model and to gauge the operational implications.

* * *

In accordance with the principles and values expressed in the Code of Ethics and the Model, EIT recognises the central importance of the health and safety of employees in the workplace during the performance of business activities and undertakes to pursue constant improvement of the company's performance with regard to regulations applicable to prevention and protection in the workplace.

With a view to this, specific information and training initiatives have been established and are performed specifically with reference to activities to prevent accidents in the workplace and, in general, risks for the health and safety of workers.

Obligatory training courses are periodically organised on the subjects of prevention and protection from risks in connection with health and safety in the workplace, in accordance with current legislation. Such courses differ according to the employees involved (e.g. Prevention and Protection Service managers and personnel, emergency management personnel, workers' safety representatives, managers, etc.), in addition to further training initiatives addressed to workers who have special duties in relation to the specific working activities they perform.

3. Areas of business activities at risk, relative offences and organisational checks

This section illustrates in table form the results of mapping business risks, an activity that has been conducted and reviewed over the years.

For each of the sensitive business activity areas indicated in § 2.4 above, there are offences that could potentially arise in the context of or in any case with reference to such activities.

For clearer and more immediate understanding of this document, offences are indicated by name and type and without referencing specific articles or clauses of law, which it was decided would not have made it easier for the Subjects to consult.

A specific list and detailed illustration of the types of offence provided for in the Decree and associated with the various business activities can be found in Annex B to the Model.

For the offences that may potentially be associated with each activity, details are provided of the organisational checks (procedures and policies) the Company carries out to prevent the risk of committing offences or to keep such risk within acceptable limits. General Organisational Guidelines (OG) are given for ease of understanding. In describing business processes and the operating procedures that discipline them, such guidelines also expressly reference – first of all – the Company's internal system of attributing authority, proxies and powers of attorney and specify the behavioural principles and founding values enshrined in the Code of Ethics.

All the Organisational Guidelines are posted on the company intranet and brought to the attention of the Subjects who are under obligation to abide by them as integral parts of the Model.

Areas of business activities at risk	Relative offences	Organisational checks
Management of obligations necessary for obtaining and/or renewing authorisations, licences, concessions and permits from the Public Administration and obligations relating to procurement contracts, leaseholds and renting of public land	- Corruption - Fraud perpetrated against the State or other public bodies - Influence peddling - Interference with freedom of auctions - Interference with contractor's freedom of choice - Receiving stolen goods, money laundering and use of money, goods or benefits from illegal sources, as well as self-laundering	**O.G. – EIT 48**: "Management of obligations relative to procurement contracts, leasehold rights and ground rent of public land" **O.G. – EIT 55**: "Management of obligations necessary for obtaining and/or renewing authorisations, licences, concessions and permits from the Public Administration and Public Supervisory Authorities" **Anti-Bribery Policy**
Management of obligations involving Public Officials and Public Supervisory Authorities, and dealing with these bodies when they carry out inspections and audits	- Corruption - Fraud perpetrated against the State or other public bodies - Influence peddling - Hindering the exercise of the functions of Public Supervisory Authorities - Concealment or destruction of accounting documents - Embezzlement of tax payments - Smuggling (for omitted or false declarations or for the improper use of goods imported with total or partial reduction of duties)	**O.G. – EIT 34**: "Management of relationships with public authorities during their inspections and checks" **O.G. – EIT 55**: "Management of obligations necessary for obtaining and/or renewing authorisations, licences, concessions and permits from the Public Administration and Public Supervisory Authorities" **Anti-Bribery Policy**

Organisation of personnel training programmes financed by public funding	- Fraud perpetrated against the State or other public bodies - Aggravated fraud to obtain public funds - Unjustified receiving of public funding - Embezzlement of public funds - Misappropriation of money or movable property	**O.G. – EIT 35**: "Obtaining and management of public funds for training programmes"
Management of legal, extra-judicial and arbitrational procedures	- Judicial corruption - Influence peddling - Corruption and instigation to corruption between private individuals - Inducement to refuse to make statements or to make false statements to legal authorities - Concealment or destruction of accounting documents - Embezzlement of tax payments	**O.G. – EIT 49**:"Procurement and management of third-party professional services" **O.G. – EIT 53**:"Management of litigation" **Credit Risk Management policy** **Anti-Bribery Policy**
Drafting of company and consolidated financial statements, management reports and the sustainability report	- False corporate disclosures Illegal distribution of profits and reserves - Fraudulent statements using invoices or other documents relating to non-existent transactions - Fraudulent statements by other artifices - Concealment or destruction of accounting documents	**O.G. – EIT 42**:"Drafting of company financial statements and management reports" **O.G. – EIT 43**:"Drafting of consolidated financial statements and the sustainability report"
Management of relations with external auditors, the Board of Statutory Auditors and shareholders	- Obstruction of control - Corruption between private individuals - Instigation to corruption between private individuals	**O.G. – EIT 33**: "Management of relations with external auditors, the Board of Statutory Auditors and shareholders" **Anti-Bribery Policy**
Management of workplace accident prevention activities and, in general, of prevention of risks involving the health and safety of employees (also with regard to contractors)	- Manslaughter or grievous bodily harm committed in breach of workplace health & safety regulations	Workplace Health & Safety management system, implemented to ISO:45001:2018 and in line with the provisions of art. 30, "*Organisation and Management Models*", legislative decree 81/2008 – Consolidated Workplace Health & Safety Law[7]

[7] EI Towers S.p.A.'s Workplace Health & Safety Management System has ISO 45001:2018 certification. The mapping of the documents forming part of the Workplace Health & Safety Management System is included in the Manual. For the purposes of assessing the System's full compliance with art. 30, legislative decree 81/2008, "*Organisation and Management Models*", a correlation and self-

Management of financial resources	- Corruption (including judicial corruption) - Influence peddling - Corruption and instigation to corruption between private individuals - Money laundering and use of money, goods or benefits from illegal sources - Self-laundering - Inducement to refuse to make statements or to make false statements to legal authorities - Criminal conspiracy - Fraudulent statements using invoices or other documents relating to non-existent transactions - Fraudulent statements by other artifices - Misuse and falsification of means of payment other than cash - Fraudulent transfer of assets	**O.G. – EIT 27**:"Management of intra-group contracts" **O.G. – EIT 36**: "Management of sales of goods and services" **O.G. – EIT 41**: "Management of payments" **O.G. – EIT 45**: "Management of collections" **O.G. EIT 46**: "Management of travel services" **O.G. – EIT 47**: "Management of expense accounts" **O.G. – EIT 51**: "Management of cash in hand"**Credit Risk Management Policy** **Financial Risk Management Policy** **Anti-Bribery Policy**
Management of goods and services procurement	- Corruption (including judicial corruption) - Influence peddling - Interference with freedom of auctions - Interference with contractor's freedom of choice - Corruption and instigation to corruption between private individuals - Receiving stolen goods, money laundering and use of money, goods or benefits from illegal sources - Self-laundering - Inducement to refuse to make statements or to make false statements to legal authorities - Employment of illegal immigrants from non-EU countries - Fraudulent statements using invoices or other documents relating to non-existent transactions - Fraudulent statements by other artifices - Concealment or destruction of	**O.G**. **- EIT 23**: "Management of goods and services procurement" **O.G. – EIT 27**: "Management of intra-group contracts" **O.G. – EIT 49**: "Procurement and management of third-party professional services" **Anti-Bribery Policy**

assessment table has been produced to show correspondence between the provisions of art. 30, Consolidated Workplace Health & Safety Law and the relevant ISO 45001 requirements and the relative documentation implemented.

	accounting documents - Smuggling (for omitted or false declarations or for the improper use of goods imported with total or partial reduction of duties) - Misuse and falsification of means of payment other than cash - Fraudulent transfer of securities	
Management of the sale of goods and services	- Corruption (including judicial corruption) - Influence peddling - Fraud in public sector supplies - Interference with freedom in industry and trade - Unfair competition involving threats and violence - Commercial fraud - Corruption and instigation to corruption between private individuals - Money laundering - Self-laundering - Inducement to refuse to make statements or to make false statements to legal authorities Interference with freedom in industry and trade - Fraudulent statements by other artifices - Issue of invoices or other documents for non-existent transactions - Concealment or destruction of accounting documents - Embezzlement of tax payments - Fraudulent transfer of securities - Smuggling in relation to temporary exports and special use and processing regimes	**O.G. – EIT 27**: “Management of intra-group contracts” **O.G. – EIT 36**: "Management of sales of goods and services " **Credit Risk Management Policy** **Anti-Bribery Policy**
Management of assets and warehousing	- Corruption (including judicial corruption) - Influence peddling - Receiving stolen goods - Use of money, goods or benefits from illegal sources - Inducement to refuse to make statements or to make false statements to legal authorities	**O.G. – EIT 57**: "Management of assets and warehousing" **Anti-Bribery Policy**

Selection and hiring of personnel	- Corruption (including judicial corruption) - Influence peddling - Corruption and instigation to corruption between private individuals - Inducement to refuse to make statements or to make false statements to legal authorities - Employment of illegal immigrants from non-EU countries - Illegal intermediation and labor exploitation - Fraudulent statements by other artifices	**O.G. – EIT 37**: "Selection and hiring of personnel" **Anti-Bribery Policy**
Management of expenses for donations and sponsorships, agencies and gifts for third parties	- Corruption (including judicial corruption) - Influence peddling - Corruption and instigation to corruption between private individuals - Self-laundering - Inducement to refuse to make statements or to make false statements to legal authorities - Fraudulent statements using invoices or other documents relating to non-existent transactions - Fraudulent statements by other artifices - Embezzlement of tax payments - Concealment and destruction of accounting documents - Misuse and falsification of means of payment other than cash - Fraudulent transfer of securities	**O.G. – EIT 44**: "Management of gifts" **O.G. – EIT 47**: "Management of expense accounts" **O.G. – EIT 50**: "Management of donation expenses" **O.G. – EIT 52**: " Management of sponsoring" **Anti-Bribery Policy**
Management of company IT systems	- Computer fraud perpetrated against the State or other public bodies - Computer crimes and illegal processing of data - Infringements of copyright and other rights connected with its exercise - Concealment or destruction of accounting documents - Misuse and falsification of means of payment other than cash	**O.G. - EIT 30**: "Management of personal data protection" **O.G. – EIT 39**: “IT security” **O.G. – EIT 59**: “Management of IT tools” Cybersecurity Management System according to Directive NIS2 (EU) 2022/2555 (formerly Legislative Decree 138/2024)

Management of environmental obligations	- Environmental offences - Destruction and looting of cultural assets and landscapes	**O.G. – EIT 56**: "Management of environmental protection"
Management of extraordinary operations	- Corruption (including judicial corruption) - Influence peddling - Undue inducement to give or promise benefits - Criminal conspiracy - False corporate disclosures - Corruption and instigation to corruption between private individuals - Fictitious formation of capital - Operations to the detriment of creditors - Receiving stolen goods, money laundering and use of money, goods or benefits from illegal sources - Self-laundering - Fraudulent statements by other artifices - Embezzlement of tax payments - Fraudulent transfer of securities	**O.G. – EIT 58**: “Management of extraordinary operations” **O.G. – EIT 42**: “Drafting of company financial statements and management reports **Anti-Bribery Policy**
Management of fiscal obligations	- Fraudulent statements using invoices or other documents relating to non-existent transactions - Fraudulent statements by other artifices - Issue of invoices or other documents for non-existent transactions - Embezzlement of tax payments - Concealment or destruction of accounting documents	**O.G. – EIT 42**: “Drafting of company financial statements and management reports” **O.G. – EIT 43**: “Drafting of consolidated financial statements and the sustainability report" **O.G. – EIT 23**: “Management of goods and services procurement” **O.G. – EIT 36**: “Management of sales of goods and services”