Infrastrutture Wireless Italiane

ORGANISATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE NO. 231 OF 8 JUNE 2001

– GENERAL PART –

APPROVED BY THE BOARD OF DIRECTORS ON 7 MARCH 2024

CONTENTS

DEFINITIONS

231 Offences	The offences established in Decree 231.
BoD	The Board of Directors of INWIT.
Business partners	Any entity with which the Company has established a collaborative relationship with the aim of finalising an offer and/or performing a service for a customer.
CCNL	The National Collective Employment Agreement (CCNL) applicable to INWIT employees.
Code of Ethics	The Code of Ethics of INWIT.
Company or **INWIT**	Infrastrutture Wireless Italiane S.p.A.
Competent Department(s)	The Competent Department(s) which, within the framework of the corporate processes, is/are responsible for an activity or a certain phase thereof in accordance with the provisions of the Organisational Structure and/or the Company's proxy structure in force from time to time.
Corporate bodies	INWIT's Board of Directors, board committees and Board of Statutory Auditors.
CRC	INWIT's Control and Risk Committee, appointed by the Board of Directors in implementation of the Corporate Governance Code.
Decree or Decree 231	Legislative Decree 231/2001.
Directors or **Board Directors**	Members of the Board of Directors of INWIT.
Disciplinary System	Defines the sanctions that INWIT may apply in the event of violation of Model 231.
General Part	The section of this document that describes the contents of Model 231 indicated in section 3.1 "Purpose and structure of the Model".

INFRASTRUTTURE WIRELESS ITALIANE S.P.A.
LARGO DONEGANI 2- 20121 – MILAN (MI)
VAT NUMBER: 08936640963

Guidelines	The "Guidelines for the construction of organisation, management and control models" issued by Confindustria - June 2021 edition.
ICRMS	INWIT's Internal Control and Risk Management System.
Management	Any employee of the Company who has a recognised role and responsibility within the Organisational Structure.
Mapping	The mapping of areas where there is a risk of 231 Offences being committed.
Model 231	INWIT's Organisation, Management and Control Model pursuant to Legislative Decree 231/2001.
Organisational Structure	INWIT's organisational structure.
P.A.	Public Administration.
Public Officials	Public officials or persons appointed to public service, representatives, agents, members, employees, persons acting on behalf of public administrations, including public bodies, as well as economic, local, national or international ones, and public companies.
Recipients	All those who hold, even *de facto*, representation, administration and management roles within the Company, persons subject to the management or supervision of the former, and all employees, members of the Corporate Bodies not already included among the previous persons, as well as all third parties outside the Company who act on behalf of the Company, within the scope of the activities referred to in this Model 231.
Senior Management	Individuals discharging representational, administrative or executive duties at the entity or one of its organizational units operating with financial or functional independence, and those who, de facto, manage or control the entity pursuant to Article 5, subsection 1 of Decree 231.

Sensitive Activities	The activities within the scope of which the offences established in Legislative Decree 231/01 may be committed, according to the findings of the risk assessment.
Sensitive Processes	The processes governing INWIT's Sensitive Activities.
Special Part	The section of this document that describes the contents of Model 231 indicated in section 3.1 "Purpose and structure of the Model".
Stakeholder	Individuals, groups of individuals or organisations that have an impact on and/or could be impacted by the activities, products or services offered by the organisation and by the effects achieved in issues addressed by engagement activities.
Statutory Auditors	Members of the Board of Statutory Auditors of INWIT.
Subordinates	Persons subject to the management or supervision of Senior Management pursuant to Article 5, subsection 1 of Decree 231.
Supervisory Body or SB	INWIT's Supervisory Body appointed by the Board of Directors, pursuant to Article 6, subsection 1, letter b) of Legislative Decree 231/2001, which has autonomous initiative and control powers and is tasked with supervising the operation of and compliance with Model 231 and ensuring that it is updated.
Third Parties	Third parties external to the Company (meaning – by way of example but not limited to - suppliers, agents, consultants, professionals, self-employed or para-subordinate workers, business partners, auditors and auditing firms, or other parties) who act on behalf of the Company within the scope of the activities governed by Model 231.

1 INTRODUCTION

INWIT has decided to proceed with the preparation and adoption of the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 as it is aware that this system, although it is an "option" and not an obligation, represents an essential element of the Company's governance and internal control system and is a tool to raise awareness and hold the Recipients responsible for compliance with the principles and rules of conduct, with a view to the "active" prevention of Offences.

INFRASTRUTTURE WIRELESS ITALIANE S.P.A.
LARGO DONEGANI 2- 20121 – MILAN (MI)
VAT NUMBER: 08936640963

1.1 DESCRIPTION OF THE COMPANY AND ITS ACTIVITIES

Infrastrutture Wireless Italiane S.p.A., an Italian listed company established in January 2015, is the largest operator in the wireless infrastructure sector in Italy, and it builds and manages technological plants and civil structures (towers, pylons and masts), which house radio transmission equipment, mainly to serve telecommunications operators.

In detail, as of 1 April 2015, INWIT is the beneficiary of the transfer of Telecom Italia S.p.A.'s "Tower" business unit, which deals with the operational management, monitoring and maintenance of the group's towers and repeaters. INWIT subsequently followed a path of intense organic growth, and in addition, in March 2020, it merged with Vodafone Towers S.r.l., which significantly transformed its dimensional and strategic profile. Most recently, 2022 saw important new agreements reached to deploy infrastructures, particularly with reference to the less densely populated areas; INWIT has been awarded the NRRP "5G Italy Plan" and has signed an agreement with a nationally important customer to develop 500 new sites. Both agreements aim to help reducing the digital divide and strengthening INWIT's leadership position on the digital infrastructures market.

INWIT's infrastructure consists of an integrated ecosystem of macro grids and micro grids. The macro grid is made up of more than 23 thousand towers distributed in a capillary fashion throughout national territory. INWIT's micro grid completes and supports the macro grid, providing grid capacity and coverage with DASs (Distributed Antenna Systems), Small Cells and Repeaters installed both indoors and outdoors, characterised by high user density and specific dedicated coverage needs.

Further information about the activities, governance structure, share ownership and management is available on the corporate website www.inwit.it.

1.2 GOVERNANCE MODEL

INWIT adopts a traditional governance system, which provides for a body with administrative functions (Board of Directors) and a body with control functions (Board of Statutory Auditors).

INWIT adheres to the Corporate Governance Code endorsed by Borsa Italiana S.p.A. and adapts its own system of corporate governance to Italian and international best practices.

INWIT is governed by a Board of Directors made up of a minimum of 10 (ten) and a maximum of 13 (thirteen) Directors, elected on the basis of the lists submitted by the shareholders entitled to vote, in compliance with the regulations in force at the time and the Company Bylaws.

The Board of Directors shall elect a Chairperson from among its members — if the Shareholders' Meeting has not already done so — and may also appoint one or more Deputy Chairpersons. For the execution of its resolutions and the management of the Company, the Board of Directors may establish an Executive Committee, or delegate the appropriate powers by means of a proxy, to one or more Directors, in compliance with the provisions of the Bylaws.

Notwithstanding the application of the Corporate Governance Code, with reference to the matters reserved to the responsibility of the Board of Directors, pursuant to the Corporate Governance Principles the Company has adopted, a number of matters that significantly affect INWIT's activities are subject to prior Board resolution.

The Board of Directors appointed the following board committees:

- Nomination and Remuneration Committee;
- Control and Risk Committee;
- Sustainability Committee;

- Related Parties Committee (in implementation of the Consob Regulation).

The functioning of each Committee is defined in the regulations adopted by each Committee.

The Board of Statutory Auditors is made up of 3 (three) Standing Auditors and 2 (two) Alternate Auditors, who are appointed in compliance with the applicable laws and regulations and the Bylaws, on the basis of lists submitted by the shareholders.

INWIT's financial statements are subject to external audit by an independent auditing firm, qualified in accordance with the law.

1.3 INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

INWIT has an Internal Control and Risk Management System (also "ICRMS") made up of a set of rules, procedures and organisational structures aimed at effectively and efficiently identifying, measuring, managing and monitoring the principal risks, in order to contribute to the sustainable success of the Company, in line with the provisions of the Corporate Governance Code.

It is an integral part of the general organisational structure of the Company and involves various players operating in a coordinated manner according to the responsibilities assigned:

- the Board of Directors, which offers guidance and evaluates the adequacy of the system, including defining the nature and level of risk compatible with the Company's strategic objectives;
- the Chief Executive Officer/General Manager appointed to establish and maintain the internal control and risk management system;

- the Control and Risk Committee, which is responsible for assisting with the management body's evaluations and decisions regarding the internal control and risk management system and with the approval of periodic financial and non-financial reports;
- the Internal Audit Director, appointed to verify that the internal control and risk management system is functional, adequate and consistent with the guidelines defined by the management body;
- the other corporate Departments involved in the controls and the control body, which supervise the effectiveness of the internal control and risk management system.

In this context, the Company has adopted a dedicated Enterprise Risk Management (also "ERM") framework, the purpose of which is to identify and assess any potential events that, should they occur, could affect the achievement of the main Company objectives defined. In addition, for each risk, the ESG aspects are considered as well as any target deriving from the Sustainability Plan and the impacts deriving from failure to achieve/partial achievement of such targets. More specifically, the Company considers the physical and transition risks associated with climate change. This ERM framework provides a unified and up-to-date picture of risk exposure integrated with the industrial planning process, thus enabling informed risk management and fostering the development of synergies among the different players involved in the assessment of the ICRMS.

INWIT's internal control and risk management system, with particular reference to the fight against corruption, environmental protection and health and safety, is further strengthened in the Integrated Financial Statements containing the Non-Financial Statement (NFS) that the Company drafts each year, on a voluntary basis, in compliance with Legislative Decree 254/2016 and the "Sustainability Reporting

Standards" published by the Global Reporting Initiative (GRI)[1]. Under the scope of the mentioned Statement, the Company also reports on the level of achievement of the targets formalised in the Sustainability Plan.

The NFS is prepared in compliance with INWIT's Non-Financial Reporting Procedure, which aims to describe the main phases of drafting the NFS and to provide a mapping of the corporate Departments, defining their roles, responsibilities and operating procedures for the collection and control of data and information necessary to preparing the document. The Company has started a process of adjusting to comply with the requirements of the Corporate Sustainability Reporting Directive (also "CSRD"). More specifically, considering the Company's commitment to further strengthen its ICRMS of ESG data, the process of collecting data and information relevant to the NFS is currently being automated.

Under the scope of the NFS, the Organisation, Management and Control Model pursuant to Legislative Decree 231/01 adopted by the Company becomes relevant, as it is a specific part of its content.

[1] The "Corporate Sustainability Reporting Directive - CSRD" (Directive 2022/2464) officially came into force on 5 January 2023 and replaces the previous "Non-Financial Reporting Directive – NFRD" (Directive 2014/95/EU), implemented in Italy by Legislative Decree no. 254 of 30 December 2016, concerning the obligation for certain entities to declare non-financial information.
The "non-financial statement", which the specified "*public-interest entities*" are obliged to draft, must describe not only the policies applied and main risks, but also "*the corporate model used to manage and organise business activities, including any organisation and management models as may be adopted in accordance with Article 6, subsection 1, letter a) of Legislative Decree no. 231 of 8 June 2001…*" (Article 3, subsection 1, letter a).

1.4 SYSTEM OF DELEGATED POWERS AND PROXIES

Within the scope of the ICRMS, special emphasis is placed on the correct definition of duties and responsibilities, the separation of roles with a coherent allocation of operational powers, the traceability of actions and transactions, the reliability of financial information, and respect for the law, regulations and internal procedures.

The system of delegated powers and proxies must be characterised by elements that are useful for the prevention of offences (in particular, the traceability and transparency of sensitive operations) and that, at the same time, enable the efficient management of the company's business.

"Delegated power" refers to the internal act of assigning duties and tasks, reflected in the organisational communications system, and "proxy" refers to the unilateral legal transaction by which INWIT assigns powers of representation vis-à-vis third parties.

Those with corporate functions who require powers of representation to perform their duties are granted a "proxy" that is appropriate and consistent with the functions and powers assigned within the Organisational Structure.

The essential requirements of the power structure for the effective prevention of offences are as follows:

- all those who, on behalf of the Company, have relations with Third Parties and, in particular, with the Public Administration, must be authorised and granted the necessary powers to commit the Company;
- delegated powers and proxies must be consistent with the responsibilities and roles assigned within the Company's Organisational Structure and must be updated as a result of organisational changes;
- each proxy, drawn up in writing, must specifically and unequivocally define:

(i) the object of the delegated activity and powers of the proxy holder;

(ii) the identification of the delegating party and the proxy holder;

(iii) where appropriate, any other persons on whom delegated powers are jointly and severally conferred;

(iv) the allocation date.

- the managerial powers assigned by the delegated powers and their implementation must be consistent with the Company's objectives;
- the proxy holder must have adequate spending powers for the duties conferred upon him/her.

The provisions of Legislative Decree 81/08 on health and safety in the workplace remain unaffected.

The essential requirements of the proxy allocation system for the effective prevention of offences are as follows:

- the proxies describe the management powers conferred and, if deemed appropriate, they are accompanied by a specific Company notice setting out the scope of the powers of representation and the spending limits;
- the proxy may be granted to natural persons, expressly identified therein, or to legal persons, who shall act through their own attorneys vested with similar powers;
- an *ad hoc* process must govern the methods and responsibilities to ensure that the proxies are updated in a timely manner, establishing the cases in which they must be attributed, amended and/or revoked (e.g. the assumption of new responsibilities, transfer to different tasks incompatible with those for which they were granted, resignation, dismissal, revocation, etc.);
- the proxies shall indicate any other persons to whom, fully or partially, the same powers are conferred, jointly or severally.

2 THE ADMINISTRATIVE LIABILITY OF ENTITIES

2.1 LEGISLATIVE DECREE No. 231/2001

The Legislative Decree no. 231 of 8 June 2001, which contains "*The regulations governing the administrative liability of legal persons, companies and associations even without legal personality*" (hereinafter also "Legislative Decree no. 231/2001" or even just the "Decree"), which came into force on 4 July 2001 in implementation of Article 11 of Enabling Law no. 300 of 29 September 2000, introduced into the Italian legal system, in accordance with the provisions of the European Union, the administrative liability of entities, where "entities" means, pursuant to Article 1, subsection 2 of Legislative Decree 231/2001, commercial companies, joint-stock companies and partnerships, and associations, including those without legal personality.

Pursuant to the subsequent subsection 3, however, the following are excluded from the legislation in question:

- the State;
- territorial public bodies;
- other non-economic public bodies;
- bodies that perform functions of constitutional importance.

The Decree also aimed to bring domestic legislation on the liability of legal persons into line with a number of international conventions to which the Italian Republic had long since adhered, and in particular:

- the "Brussels Convention" of 26 July 1995 on the protection of the European Communities' financial interests;
- the "Brussels Convention" of 26 May 1997 on Combating the Bribery of Officials of the European Community or Member States;

- the "OECD Convention" of 17 December 1997 on Combating the Bribery of Foreign Public Officials in economic and international business transactions.

This new form of liability, although defined as "administrative" by the Legislator, has the characteristics of criminal liability, since the competent criminal court is responsible for ascertaining the offences from which it derives, and the same guarantees of criminal proceedings are extended to the entity.

Liability is attributable to the entity where the offences, indicated in Decree 231, have been committed by persons linked to the entity in various capacities.

Article 5 of Decree 231, in fact, indicates the following as offenders:

- individuals covering representational, administrative or executive duties at the entity or one of its organizational units operating with financial or functional independence, as well as individuals who, *de facto*, manage or control the entity (Senior Management);
- persons subject to the direction or supervision of senior management (Subordinates).

Recognition of the entity's liability also implies that the unlawful conduct was carried out by the above-mentioned persons "in the interest or to the benefit of the company" within the meaning of Article 5, subsection 1, of Decree 231 (criterion of objective imputation).

The two requirements of interest and benefit are autonomous and do not overlap. In particular, in the interpretation of jurisprudence on lawfulness, the interest consists of an undue enrichment foreseen for the entity, even if not then achieved, as a result of the offence, according to a markedly subjective yardstick and, therefore, the existence of this requirement must be ascertained by the judge "*ex ante*", ascertaining the moment when the criminal action took place.

The second requirement was identified as a benefit objectively achieved by the commission of the offence, even if not foreseen, and therefore has an essentially objective connotation which, as such, must be verified "*ex post*", on the basis of the actual effects resulting from the commission of the offence.

The element of the entity's interest or benefit in the commission of the offence must exist in relation to both intentional and culpable offences under Decree 231. The inclusion, in Decree 231, of Article 25-septies, which extended the company's liability to the offences of manslaughter and serious or very serious bodily harm committed in breach of the rules on the protection of health and safety in the workplace, has given rise to issues of compatibility within the regulatory framework, since the criterion of objective imputation of interest or benefit set out in Article 5, subsection 1, has not been amended to adapt it to the structure of these types of offence, which have been addressed over time by case law and doctrine. Indeed, as some authors have pointed out, to say that an unintended (unlawful) act was committed in someone else's interest seems to be a contradiction in terms.

Analysing the regulatory datum, the criterion of interest or benefit is referred, explicitly by the regulatory provision (Article 5, subsection 1, of Decree 231), to the offence as a whole, including all of its constituent elements and, therefore, in this case, also to the natural event.

In order to overcome the irreconcilability of culpable offences with the criterion of objective imputation, in the first sentences concerning the offence under Article 25-septies of Decree 231/2001, an interpretative line was adopted according to which the criterion of interest should be referred, rather than to the offence as a whole, to the conduct in breach of precautionary rules considered in and of itself, that is to say to the culpable act deprived of its natural event (death or injury of an employee). Regarding case law practice, in other cases, the requirements of interest or benefit

have been found to be fully compatible with the structure of the culpable offence, it being necessary to ascertain, on a case-by-case basis, whether or not the culpable conduct leading to the natural event was caused by choices objectively falling within the entity's sphere of interest.

In addition to the existence of the requirements described above, Legislative Decree 231/2001 also requires the entity's guilt to be established in order to affirm its liability. This requirement is attributable to an "organisational fault", to be understood as a failure on the part of the entity to adopt adequate preventive measures to prevent the commission of the offences listed in the following paragraph, by the persons identified in the Decree.

Where the entity is able to demonstrate that it has adopted and effectively implemented an organisation capable of preventing the commission of such offences, through the adoption of the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001, it will not be held administratively liable.

It should be pointed out that the administrative liability of the legal person is in addition to its criminal liability but does not undo the liability of the natural person who actually committed the offence; both of these liabilities are, in fact, subject to ascertainment before a criminal court.

The company may also be liable if the predicate crime is an attempt (pursuant to Article 26 of Legislative Decree 231/01), i.e., when the agent performs acts that are unequivocally suitable to commit the crime and the action does not take place or the event does not occur.

2.2 ADOPTION OF THE MODEL AS A POSSIBLE EXEMPTION

Article 6 of Legislative Decree 231/2001 states that the company shall not be held administratively liable if it proves that:

- the management body has adopted and effectively implemented, prior to the commission of the offence, organisation, management and control models capable of preventing offences of the kind committed;
- the task of supervising the operation of and compliance with the models and ensuring that they are kept up-to-date has been entrusted to a Company Body that has autonomous initiative and control powers (the so-called Supervisory Body);
- the persons committed the offence by fraudulently circumventing the organisation, management and control models;
- there was no omission or insufficient supervision by the Supervisory Body.

The adoption of the Organisation, Management and Control Model, therefore, allows the Company to escape the imputation of administrative liability. The mere adoption of such a document, by resolution of the Company's administrative body, is not, however, sufficient in itself to exclude said liability as it is necessary for the Model to be effectively and actually implemented.

With reference to the effectiveness of the Organisation, Management and Control Model in preventing the commission of the offences provided for in Legislative Decree 231/2001, it must:

- identify the company activities within the scope of which offences may be committed;
- provide specific protocols for planning the formation and implementation of the company's decisions in relation to the offences to be prevented;

- identify ways of managing financial resources that are capable of preventing the commission of offences;
- set information obligations for the body responsible for supervising the functioning of and compliance with the models;
- introduce an appropriate disciplinary system to sanction non-compliance with the measures indicated in the Organisation, Management and Control Model.

With reference to the actual implementation of the Organisation, Management and Control Model, Legislative Decree 231/2001 requires:

- periodic verification, and, if significant violations of the prescriptions imposed by the Model are discovered or changes occur in the Company's organisation or activities or there are changes in the law, the amendment of the Organisation, Management and Control Model;
- the imposition of sanctions in the event of violation of the prescriptions laid down in the Organisation, Management and Control Model.

In addition, the adoption of this Model, in line with the provisions introduced by the new Code of Public Contracts (i.e., Legislative Decree 36/2023), which envisages the possible exclusion from participation in tender procedures in the event of charges being brought for a "231" offence, takes on relevance as a tool intended to avoid incurring such preclusion.

In this sense, the new Code of Public Contracts envisages, amongst the various reforms, that the charged or ascertained perpetration of any of the offences pursuant to Legislative Decree 231/2001 shall constitute one of the causes of "professional misconduct", which may be taken into account by the contractor to exclude the entity from the tender. Therefore, the adoption of the Organisational Model 231 is key, particularly for the companies that most stipulate contracts with the public administration.

2.3 OFFENCES ESTABLISHED IN THE DECREE

The offences, the commission of which gives rise to the administrative liability of the entity, are those expressly and exhaustively referred to in Legislative Decree 231/2001, as amended and supplemented.

The "categories of offences" established in Legislative Decree 231/2001 and deemed applicable to INWIT are listed below:

1	Offences against the Public Administration (Art. 24 and 25)
2	Computer crimes and unlawful data processing (Art. 24-bis)
3	Organised crime offences (Art. 24-ter)
4	Offences relating to the forgery of money, in public credit cards, revenue stamps and instruments or identifying marks (Art. 25-bis)
5	Crimes against industry and trade (Art. 25-bis 1)
6	Corporate offences (Art. 25-ter)
7	Offences against the individual (Art. 25 quinquies)
8	Market abuse (Art. 25-sexies)
9	Transnational offences (Law 146/2006)
10	Culpable offences committed in breach of the regulations on accident prevention and the protection of occupational hygiene and health (Art. 25-septies)

11	Offences of handling stolen goods, money laundering and the use of unlawfully obtained money, goods or benefits, as well as self-laundering (Art. 25 octies)
12	Offences concerning non-cash payment instruments and fraudulent transfer of valuables (Art. 25-octies.1)
13	Copyright infringement offences (Art. 25-novies)
14	Offence of incitement to not make statements or to make false statements to judicial authorities (Art. 25-decies)
15	Environmental offences (Art. 25 undecies)
16	Employing third-country nationals with irregular residence permits (Art. 25-duodecies)
17	Tax offences (Art. 25-quinquiesdecies)
18	Crimes against cultural heritage (Art. 25-septiesdecies)
19	Laundering of cultural property and devastation and plundering of the cultural and landscape heritage (Art. 25-duodicies)

Below are the "categories of offences" provided for in Legislative Decree 231/2001 and deemed not applicable to INWIT:

1	Crimes of terrorism or subversion of the democratic order (Art. 25-quater)
2	Female genital mutilation practices (Art. 25-quater 1)
3	Offences of racism and xenophobia (Art. 25-terdecies)
4	Fraud in sporting competitions, unlawful gaming or betting and gambling by means of prohibited equipment (Art. 25-quaterdecies)

5	Smuggling (Art. 25-sexiesdecies)
6	Crimes against cultural heritage (25-septiesdecies)
7	Laundering of cultural property and devastation and plundering of the cultural and landscape heritage (25-duodicies)

For details of the individual offences considered inapplicable to INWIT, as well as the reasons for such exclusion, refer to the "*Mapping of crime risk areas*".

2.4 THE SANCTIONS IMPOSED BY THE DECREE

The penalty system defined by Legislative Decree 231/2001, with respect to the commission of the offences listed above, provides for the application of the following sanctions, depending on the offences committed:

- financial penalties;
- bans;
- confiscation of the proceeds of the crime;
- publication of the judgement in national newspapers

The bans, that can be imposed only where expressly provided for and also as a precautionary measure, are as follows:

- prohibition to run the business;
- suspension or revocation of permits, licences or concessions conducive to the perpetration of the offence;
- prohibition on entering into negotiations with the Public Administration;

- exclusion from benefits, loans, grants and subsidies, and/or the revocation of those already granted;
- prohibition to advertise goods or services.

Legislative Decree 231/2001 also provides that, where the conditions exist for the application of a ban ordering the interruption of the company's business, the judge, in lieu of the application of that sanction, may order the business to be continued by a judicial commissioner (Article 15) appointed for a period equal to the duration of the ban that would have been applied, if at least one of the following conditions is met:

- the Company provides a public service or a service of public interest, the interruption of which may cause serious harm to the community;
- the business interruption may have a major impact on employment taking into account the size of the company and the financial conditions of the region in which it is located.

2.5 OFFENCES COMMITTED ABROAD

Pursuant to Article 4 of the Decree, the Entity may be held liable in Italy for the commission of certain offences beyond the national borders. In particular, Article 4 of the Decree provides that organisations having their head office in the territory of the State are also liable for offences committed abroad in the cases and under the conditions laid down in Articles 7 to 10 of the Criminal Code, as long as no action is taken against them by the State where the offence was committed.

Therefore, the Entity is liable to prosecution when:

- it has its head office in Italy, i.e., the actual place where administrative and management activities are carried out, which may also be different from the place where the business or registered office is located (for entities with legal

personality), or the place where the activity is carried out on a continuous basis (for entities without legal personality);

- the State within whose jurisdiction the offence was committed has not taken legal action against the entity;
- the request of the Ministry of Justice, to which the punishment may be subordinate, also refers to the Entity itself.

These rules concern offences committed entirely abroad by senior management or subordinates.

For criminal conduct conducted even only in part in Italy, the principle of territoriality pursuant to Article 6 of the Criminal Code shall apply, according to which "an offence shall be deemed committed in the territory of the State when the act or omission which constitutes it occurred there in whole or in part, or when an event which is a consequence of the act or omission took place therein".

2.6 CONFINDUSTRIA GUIDELINES

Article 6 of Legislative Decree 231/2001 expressly provides that the organisation, management and control models may be adopted on the basis of codes of conduct drawn up by the associations representing the entities.

The Confindustria Guidelines were approved by the Ministry of Justice with Ministerial Decree of 4 December 2003. The subsequent update, published by Confindustria on 24 May 2004, was approved by the Ministry of Justice, which deemed such Guidelines suitable for the fulfilment of the purposes set forth by the Decree. Said Guidelines were updated by Confindustria in March 2014 and most recently in June 2021.

In the definition of the Organisation, Management and Control Model, the Confindustria Guidelines entail the following project phases:

- the identification of risks, i.e., the analysis of the company environment in order to highlight in which business areas and in what ways the offences under Legislative Decree 231/2001 may occur;
- the preparation of a control system capable of preventing the risks of crime identified in the previous phase, through evaluation of the control system existing within the entity and its level of adaptation to the requirements set forth by Legislative Decree 231/2001.

The most significant components of the control system outlined in the Confindustria Guidelines to ensure the effectiveness of the organisation, management and control model are as follows:

- the provision of ethical principles and rules of conduct in a Code of Ethics or a Code of Conduct;
- a sufficiently updated, formalised and clear organisational system, in particular with regard to the allocation of responsibilities, hierarchical reporting lines and job descriptions with the specific provision of control principles;
- manual and/or computerised procedures governing the performance of activities, with the provision of appropriate controls;
- authorisation and signatory powers in line with the organisational and management responsibilities assigned by the entity, and where appropriate setting adequate expenditure limits;
- control systems which, considering all the operational risks, are capable of providing a timely indication of the existence and occurrence of general and/or specific critical situations;

- information and communication to staff, characterised by capillarity, effectiveness, authority, clarity and adequately detailed as well as periodically repeated, in addition to an adequate staff training programme, tailored according to the levels of the Recipients.

The Confindustria Guidelines also specify that the components of the control system described above must comply with a set of control principles, including:

- verifiability, traceability, consistency and appropriateness of each operation, transaction and action;
- application of the principle of separation of functions and segregation of duties (no one can autonomously manage an entire process);
- establishment, performance and documentation of the control activities for processes and the activities at risk of offences being committed.

3 THE ORGANISATION, MANAGEMENT AND CONTROL MODEL OF INWIT

3.1 PURPOSE AND STRUCTURE OF THE MODEL

INWIT is aware of the need to ensure conditions of fairness and transparency in the conduct of the business and related business activities, in order to protect its image and reputation, the expectations of its stakeholders and the work of its employees. It is also aware of the importance of adopting an Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 capable of preventing the commission of unlawful conduct by its directors, employees and collaborators subject to management or supervision by the Company.

Although the adoption of the Model is not an obligation imposed by the Decree, but rather an option at the discretion of each individual entity, for the reasons mentioned above INWIT has decided to comply with the provisions of the Decree by launching a project intended to analyse its organisational, management and control tools in order to check that the principles of conduct and control measures already adopted correspond with the purposes laid down in the Decree and, if necessary, supplement the current system.

By adopting the Model, the Company intends to pursue the following aims:

- prohibit conduct that may give rise to the offences established in the Decree;
- raise awareness that violation of the Decree, the provisions contained in the Model and the principles of the Code of Ethics may result in the application of sanctions (fines and bans) also against the Company;
- disseminate a business culture based on legality, aware that the Company expressly disapproves of any conduct contrary to the law, regulations, internal provisions and, in particular, the provisions contained in this Model;

- achieve a balanced and efficient organisational structure, with particular regard to the clear allocation of powers, the process of making decisions and their transparency and justification, the controls, both prior and subsequent, on acts and activities, and the correctness and truthfulness of information provided internally and externally;
- enable the Company, through a structured system of control tools and constant monitoring of the proper implementation of such a system, to prevent and/or promptly counteract the commission of relevant offences under the Decree.

The Model 231 consists of the following parts:

- General Part, which describes the Company and the governance system, refers the Code of Ethics and reports on the contents and impacts of Decree 231, the general characteristics of Model 231, its adoption, updating and application methods, the tasks of the Supervisory Body, the Disciplinary System, as well as training and information activities;
- Special Part, which describes in detail, with reference to the specific Sensitive Processes and the types of offence associated with them, the map of Sensitive Activities, as well as the system of controls put in place to monitor and protect these activities;
- Annexes, which include: a) List of Offences under Legislative Decree 231/2001 (Annex 1); b) Code of Ethics (Annex 2); c) Mapping of Crime Risk Activities, which correlates each process with the Sensitive Activities, the associated offences and the corporate regulatory instruments that govern it (policy, procedures, operating instructions), indicating for each process the persons involved and their responsibilities (Annex 3).

The information in the annexes is constantly updated.

3.2 RECIPIENTS OF MODEL 231

The provisions of this Model are binding for those who perform Company representation, administration or management roles, as well as all INWIT employees, and all those who work to achieve the Company's purpose and objectives (hereinafter the "Recipients").

The Recipients of the Organisation, Management and Control Model under Legislative Decree 231/01 of the Company, who undertake to comply with its contents, are:

- directors, shareholders and all those who, within the Company, hold roles of representation, administration and management or management and control (also *de facto*);
- external collaborators of the Company, with self-employment contracts, who are subject to the direction or supervision of the senior management of the Company;
- employees of the Company (meaning all those who are linked to the Company by an employment relationship, including managers);
- employees/collaborators of external companies with which INWIT has entered into a service contract, limited to activities performed for the Company under outsourcing arrangements;

On the basis of specific acceptance or specific contractual clauses, people external to the Company may be the Recipients of specific obligations aimed at compliance with the Model 231, the contents of the General Part or the Special Part (meaning - by way of example but not limited to - suppliers, agents, consultants, professionals, self-employed or para-subordinate workers, business partners, auditors and auditing firms or other parties).

The Recipients of the Model are required to comply, with the utmost correctness and diligence, with all the provisions contained therein, as supplemented by INWIT's Code of Ethics and Anti-corruption Policy as well as the relevant corporate procedures.

3.3 ADOPTION OF MODEL 231

The General Part and the Special Part of Model 231 are adopted by the Board of Directors of INWIT by means of a specific resolution, after hearing the opinion of the Supervisory Body.

The Model 231 is a dynamic instrument which affects the company's operations and which, in turn, must be verified and updated in the light of its application as well as the evolution of the relevant regulatory framework and any changes made to the company organisation.

The Supervisory Body is responsible for updating the Model 231, submitting to the Board of Directors any amendments and/or additions that may be necessary in the light of changes to the regulatory or organisational framework or as a result of the actual implementation of the Model 231.

3.4 231 OFFENCES AND INWIT

Article 6, subsection 2, letter a) of Legislative Decree 231/2001 expressly provides that the Company's Organisation, Management and Control Model shall identify the company activities within the scope of which the offences included in the Decree may potentially be committed. Accordingly, also with the support of an external consultant, INWIT conducted a thorough analysis of its business activities.

As part of this activity, INWIT first analysed its organisational set up, represented in the Organisational Structure, which identifies the company Departments, highlighting their roles and hierarchical lines.

INWIT then analysed its business activities, based on the information gathered by the Department heads and senior management who, due to the role they hold, have the broadest and deepest knowledge of the operations of the business sector they are responsible for. In particular, identification of the activities at risk, within the framework of the corporate processes, was based on a preliminary analysis of:

- the Company's Organisational Structure which highlights the hierarchical and functional reporting lines;
- the resolutions and reports of the administrative and control bodies;
- the body of company regulations (i.e. procedures, policies) and the control system in general;
- the system of delegated powers and proxies in force at the Company;
- the indications contained in the Confindustria Guidelines updated in June 2021;
- the Company's "history", i.e., any prejudicial events that have affected the Company in its past.

The results of the activity described above have been collected in a descriptive report (the so-called "Mapping of Crime Risk Activities"), which provides a detailed outline of

the risk profiles for the commission of the offences referred to in Legislative Decree 231/2001, within the scope of INWIT's activities.

This document is kept at the Company's registered office and is available for consultation by the Directors, the Statutory Auditors, the Supervisory Body and any person entitled to inspect it.

In particular, the Mapping outlines the Sensitive Processes and Activities, the crimes that can be associated with them, and examples of possible ways in which the predicate offences under the Decree can be committed.

INFRASTRUTTURE WIRELESS ITALIANE S.P.A.
LARGO DONEGANI 2- 20121 – MILAN (MI)
VAT NUMBER: 08936640963

3.5 METHODOLOGICAL PATH OF DEFINING THE MODEL

The main objective of Model 231 is to set up a structured and organic system of processes, procedures and control activities aimed at preventing, as far as possible, the commission of conduct capable of integrating the offences covered by Decree 231.

With particular reference to control activities for each process/activity at risk, the Company has provided:

- General Principles, i.e. ,applicable irrespective of the process and/or activity at risk, such as (i) segregation of duties, roles and responsibilities; (ii) traceability of activities and controls; (iii) definition of appropriate process roles and responsibilities and (iv) regulation of activities through company rules;
- Principles of general conduct and principles of specific controls, i.e., specifically defined for the management of individual Sensitive Processes/Activities.

The assessment of INWIT's system of controls, for the purpose of adopting this Model 231, considered the offences covered by Decree 231, in force at the time the analysis was carried out, and deemed them to be of interest to the Company, in view of its organisation and the nature of its activities.

With respect to the types of offences covered by Decree 231, for which, at the end of the Risk Assessment, the risk of commission within the scope of INWIT's operations was assessed as extremely unlikely, the Company nevertheless considered the control measures and rules of conduct provided for by the Code of Ethics and the applicable company procedures to be adequate.

3.6 MAPPING OF RISK-OFFENCE PROCESSES

The identification of the areas where there may be a theoretical risk of offences being committed entails a detailed assessment of all corporate processes to verify the abstract configurability of the offences established in Decree 231 and the suitability of the existing control elements to prevent them from being committed.

The Mapping, therefore, constitutes the fundamental prerequisite of the Model 231, determining the scope of effectiveness and operability of all its constituent elements, and it is therefore subject to periodic assessment and constant updating, also at the instigation of the Supervisory Body, as well as to review whenever there are substantial changes in the organisational structure of the Company (e.g., establishment of/change to organisational units, start-up of/change in activities), or whenever there are important legislative changes (e.g., introduction of new 231 offences).

Updating the Mapping should ensure that the following objectives are achieved:

- identify the corporate Departments which, in view of the tasks and responsibilities assigned, could be involved in Sensitive Activities;
- specify the alleged offences;
- specify the tangible ways in which the alleged offence is to be committed;
- identify the control elements put in place to monitor the identified risks/offences.

The path to the adoption of this Model 231 followed the following steps:

1) *Risk Assessment*

The following activities are conducted as part of the Risk Assessment:

- identification of persons who perform key roles in INWIT's activities, based on duties and responsibilities;
- collection and analysis of relevant documentation;
- conducting interviews with identified subjects;
- identification of activities at risk of the commission of 231 Offences (Sensitive Activities);
- identification of the predicate offences pursuant to Legislative Decree 231/01 deemed applicable to INWIT;
- identification of Sensitive Processes and related sensitive activities;
- assessment of the inherent risk level;
- identification of existing control standards in relation to sensitive activities and assessment of their adequacy;
- assessment of the level of residual risk;
- sharing the findings with the interviewees.

The assessment of the risk level of the commission of 231 Offences is carried out by jointly considering:

- the potential impact, relating to the commission of offences considered applicable to INWIT;
- the likelihood of one of the predicate offences being committed;
- the following control principles, relevant to Legislative Decree 231/2001: (i) formal definition of controls within corporate procedures; (ii) clear and formalised allocation of responsibilities; (iii) existence of the segregation of duties and corporate responsibilities; (iv) performance of control activities carried out automatically and/or with documentary evidence of control;

INFRASTRUTTURE WIRELESS ITALIANE S.P.A.
LARGO DONEGANI 2- 20121 – MILAN (MI)
VAT NUMBER: 08936640963

- the risk of offences being committed: an assessment of the abstract possibility of unlawful conduct being committed in the interest or to the benefit of the entity.

2) Gap Analysis

Following the Risk Assessment, a Gap Analysis is carried out, in order to adapt the Internal Control System to the control standards that must necessarily be met to prevent the commission of 231 Offences and contain the level of risk.

4 SUPERVISORY BODY

4.1 INTRODUCTION

Article 6, subsection 1 of Legislative Decree 231/2001 requires, as a condition to benefit from the exemption from administrative liability, that the task of monitoring the compliance and operation of the Model, as well as its updating, be entrusted to a Supervisory Body within the entity which, being vested with autonomous powers of initiative and control, exercises the duties entrusted to it on an ongoing basis. Therefore, the Supervisory Body performs its duties outside the Company's operational processes, regularly reporting to the Board of Directors, free from any hierarchical relations with the Board itself and the Management.

In compliance with the provisions laid down in Legislative Decree 231/2001 and Article 6, Recommendation No. 33, letter e) of the Corporate Governance Code, INWIT's Board of Directors has established a Supervisory Body, the composition of which has been defined to comply with the following requirements:

- Autonomy and independence: this requirement is ensured by the positioning within the organisational structure, in as high a position as possible, "reporting" to the company's operating top management, i.e., the Board of Directors as a whole.
- Professionalism: this requirement is ensured by the professional, technical and practical skills of the member of the Supervisory Body. In particular, the selected composition ensures adequate knowledge of the law and of control and monitoring principles and techniques, as well as of the Company's organisation and main processes.
- Continuity of action: with reference to this requirement, and using powers of investigation, the Supervisory Body is required to constantly supervise

compliance with the Model by the Recipients, and supervise its implementation and updating, thereby representing a constant reference point for all INWIT personnel. In particular, this requirement is also ensured by the support of a department dedicated to the SB as well as the presence of an internal member.

4.2 NATURE, QUALIFICATION, APPOINTMENT AND TERM OF OFFICE OF THE SUPERVISORY BODY

The SB is made up of three members, selected from among people who meet the requirements of professionalism, independence and integrity, who shall remain in office for three years after being appointed.

Employees of the Company and external professionals may be members of the Supervisory Body. The latter must not have any relationships with the Company that would constitute a conflict of interest.

The remuneration of the members of the Supervisory Body, whether internal or external to the Company, does not constitute a conflict of interest.

A person may not be appointed as a member of the Supervisory Body, and if appointed shall cease to hold office, if one of the following situations applies to them:

- marriage, kinship or affinity up to the 4th degree, common law cohabitation, or relations with people in the affective sphere, with: (a) members of the Board of Directors; (b) individuals who perform representative, administrative or management duties of the Company or of one of its organisational units with financial and functional independence; (c) individuals who, also *de facto*, exercise the management and control of the Company, statutory auditors of the Company and independent auditors, as well as the other parties indicated by law;

- conflicts of interest, even potential ones, with the Company or with subsidiaries that compromise their independence;
- direct or indirect shareholdings of sufficient scale to allow the exertion of significant influence on the Company or its subsidiaries;
- having exercised duties as an executive director in the three fiscal years preceding their appointment as a member of the Supervisory Body, in companies subject to bankruptcy proceedings, under receivership, or similar procedures;
- conviction measure, even if not final, or application of the penalty upon request under article 444 of the Italian Code of Criminal Procedure, in Italy or abroad, for violations involving administrative liability against the bodies defined in Legislative Decree 231/2001;
- conviction, even if not final, or application of the penalty upon request under article 444 of the Italian Code of Criminal Procedure, to a penalty that results in the debarment, even temporary, from public office, or temporary debarment from the executive offices of legal persons and companies.

Should one of the above-mentioned reasons for replacement or addition or ineligibility and/or removal be applicable to a member, he/she shall immediately inform the other members of the Supervisory Body, and shall automatically be removed from his/her office. The Supervisory Body shall inform the Chief Executive Officer/General Manager about this, so that the proposal for replacement on the Board of Directors can be prepared pursuant to this paragraph.

Members who have a subordinate employment relationship with INWIT are automatically disqualified from their office in the event of the termination of said relationship and regardless of the cause of termination thereof.

The Board of Directors may revoke, with a board resolution, the members of the SB at any time, for just cause or in the event of a change of control, as well as, with a justified deed, suspend the functions and/or powers of the SB and appoint an interim member or revoke the powers.

The following constitute just cause for the removal of members:

- ascertainment of a serious breach by the Supervisory Body in the performance of its duties;
- failure to inform the Board of Directors of a conflict of interest, including a potential one, that would prevent the member from remaining a member of the Body;
- the sentencing of the Company, which has become final, or a plea bargain, whose records show an omission or insufficient supervision by the Supervisory Body;
- breach of confidentiality obligations regarding facts and information acquired in the exercise of the duties of the Supervisory Body;
- a sentence, whether or not *res judicata* convictions, or the application of the penalty on request ("plea bargain"), in Italy or abroad, for administrative violations against those bodies defined in Legislative Decree 231/2001;
- conviction, whether or not *res judicata* convictions, or plea-bargain, of a crime resulting in the debarment, even temporary, from public office, or temporary debarment from executive offices of legal persons and companies;
- for members that have an employment relationship with the Company, the commencement of disciplinary proceedings for acts that may lead to the penalty of dismissal.

If revocation occurs without just cause, the revoked member shall have the right to apply for immediate reinstatement in office.

Each member may terminate their office at any time, with written notice of at least 30 days, to be notified to the Chairperson of the Board of Directors and the Chief Executive Officer/General Manager by Certified Electronic Mail; the Board of Directors shall appoint the new member during the first Board meeting, and in any case within 60 days from the date of termination of the withdrawing member.

The Supervisory Body defines the rules for its operation in specific "*Regulations of the Supervisory Body*" approved by the SB itself.

4.3 DUTIES AND POWERS OF THE SUPERVISORY BODY

The Supervisory Body is entrusted with the task of:

- receiving on a regular basis from the relevant company departments adequate information on the efficiency and effectiveness of the Model 231, on compliance with the control and conduct principles as well as with the internal control schemes established by that Model and on any differences;
- promoting the establishment and effective application of specific procedures, through which the Company's employees and external collaborators can report any violation or suspected violation of the Model 231;
- carrying out checks in the risk areas referred to in the Model 231, either directly or through persons internal or external to the Company;
- ensuring, with the support of the relevant company Departments, the updating of Model 231 and, in particular, of the system of identification, mapping and classification of risk areas;
- reporting to the relevant departments of the Company any violations of the Model 231 detected and monitoring application of the penalties provided for therein;
- promoting and monitoring initiatives aimed at disseminating and raising awareness of the Model 231, as well as those aimed at training employees and making them aware of compliance with the Model.

4.4 PERIODIC CHECKS BY THE SUPERVISORY BODY

In order to perform its tasks, the SB is granted all the powers necessary to ensure precise and efficient supervision of the operation and compliance with the Model.

The SB therefore has the power, purely by way of example, to:

- carry out, also unannounced, all checks and inspections deemed necessary for the proper performance of its duties;
- access, freely, all departments, organisational units and archives without any prior consent or need for authorisation, in order to obtain any information deemed necessary;
- arrange, where deemed appropriate, hearings with resources that can provide useful indications or information on the performance of the company's activities or on any malfunctions or violations;
- make use of all departments of the Company or external consultants;
- obtain access, whenever it deems it appropriate, to the allocated financial resources.

4.5 REPORTING TO CORPORATE BODIES

The Supervisory Body reports to the Board of Directors, the Control and Risk Committee and the Board of Statutory Auditors, in a specific half-yearly report, on the outcome of the supervisory activities carried out during the period, with particular reference to monitoring of the implementation of the Model 231 and any legislative innovations concerning the administrative liability of entities.

The report will also focus on any critical issues that have emerged in terms of conduct or events within the Company, which may entail violations of the provisions of Model

231 and the corrective and improvement measures proposed for Model 231 and their implementation status.

On that occasion, joint meetings may be organised with the CRC and the Board of Statutory Auditors to discuss in greater detail the topics dealt with in the report or any further topics of common interest.

In the event of a serious breach of the Model 231 or detected organisational or procedural shortcomings capable of determining a tangible risk of the commission of offences relevant under Decree 231, the SB shall promptly inform the Board of Statutory Auditors and the Board of Directors, also through the Chairman of the Board of Directors or the Chief Executive Officer/General Manager.

The SB liaises with the Board of Statutory Auditors on a regular basis, with respect for their mutual autonomy, in order to exchange information and documents relating to the performance of its duties and the problems that have arisen as a result of the supervisory activity carried out.

The SB may be convened by the Chairperson of the Board of Directors, the Board of Directors, the Chief Executive Officer/General Manager and the Board of Statutory Auditors at any time, or submit such a request, in order to report on the operation of the Model 231 and on specific situations directly and indirectly related to application of the Model 231 and/or its implementation.

4.6 INFORMATION FLOWS TO THE SUPERVISORY BODY

Legislative Decree 231/2001 establishes that the Model must provide for the establishment of specific information obligations vis-à-vis the Supervisory Body by the Company's departments, with a view to enabling the Body to perform its supervisory and verification activities.

To this end, the Company adopts a specific procedure governing information flows to the SB. In particular, the recipients of Model 231 must promptly provide the SB with information concerning:

- any violation, even potential, of Model 231 and the Code of Ethics and any other aspect potentially relevant to the application of Decree 231;
- requests for legal assistance submitted by employees for involvement in any of the offences envisaged by Legislative Decree 231/2001;
- information on incidents that have occurred in the workplace from which liability may ensue pursuant to Legislative Decree 231/01 (with prognosis in excess of 40 days or fatality).

Regular flows of information to the Supervisory Body are also envisaged. Detailed regulations on information flows to the SB are governed by the specific procedure ("*Procedure governing Information Flow to the Supervisory Body*").

5 REPORTS OF POTENTIAL MISCONDUCT (WHISTLEBLOWING)

On 29 December 2017, Italian Law no. 179 came into force setting out "*Provisions for the protection of persons reporting offences or irregularities of which they have become aware under the scope of a public or private working relationship*" (published in the Official Gazette of the Italian Republic, General Series, no. 291 on 14 December 2017), aiming to encourage the collaboration of workers to foster the reporting of corruption within public and private entities.

Article 2 of Italian Law no. 179/17 acted on the 231 Decree, supplementing Article 6 with "*Senior subjects and entity organisation models*", a new provision that includes the measures linked to the management of whistleblowing under the scope of the Model 231.

In addition, on 30 March 2023, Legislative Decree no. 24 of 10 March 2023 came into force for the "*Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council, of 23 October 2019, on the protection of persons who report breaches of Union law and setting out provisions regarding the protection of persons who report breaches of national regulatory provisions*" (published in the Official Gazette of the Italian Republic, General Series no. 63 on 15 March 2023), introducing a structured response to guarantee the protection of whistleblowers, i.e. persons reporting breaches of national regulatory provisions or provisions of the European Union that harm the public interests or integrity of the public administration or private entity, of which they have become aware in a public or private working context.

The Decree also identifies that not only are persons reporting conduct that could constitute the perpetration of one or more offences relevant under Legislative Decree 231/2001 or a violation of the Model 231 deserving of protection, but also those reporting breaches of national or European legislation regarding the sectors specifically indicated by Article 2 of Legislative Decree 24/2023.

More specifically, Article 3 of Legislative Decree 24/2023 envisages that protection measures shall also be extended to:

- autonomous workers and holders of a collaboration contract, who work for public or private sector subjects;
- workers or collaborators going about their work for public or private sector subjects supplying goods or services or developing works for third parties;
- freelance professionals and consultants working for public or private sector subjects;
- volunteers and trainees, paid or unpaid, working for the public or private sector;
- shareholders and persons acting in an administrative, managerial, control, supervisory or representational role, even where such duties are exercised merely on a *de facto* basis, for public or private sector subjects;
- facilitators, i.e. those providing the worker with assistance in the reporting process;
- persons of the same working context as the whistleblower or the person who made the report to the judicial or accounting authorities or the person who made a public disclosure, bound to such persons by long-term affection or family relationship up to the fourth degree;
- work colleagues of the whistleblower, who work in the same working context as him/her and who entertain a regular, current relationship with such person;
- the entities owned by the whistleblower or for which the same people work and entities operating in the same working context as such persons.

The responsibility for receiving and handling reports rests with INWIT's Internal Audit Department, which operates as an autonomous and organisationally independent unit. This unit also coordinates the "Whistleblowing Team", consisting of the Internal

Audit Department and the Risk, Compliance & Corporate Security Function, as well as representatives from all other corporate department identified from time to time, for the operational management of reports. The Board of Statutory Auditors and the Supervisory Body shall be promptly informed of the receipt of a report and its content.

Reports may be sent:

- via the computer portal at https://inwit.segnalazioni.net/, available on the Company's institutional website and intranet. The system's functionality guarantees the anonymity of the Whistleblower;
- in writing to the attention of the Internal Audit Director or the Head of Risk, Compliance & Corporate Security, at the address "Infrastrutture Wireless Italiane S.p.A., Largo Donegani 2 - 20121 Milan";
- orally by means of a verbal communication issued to the Internal Audit Director or the Head of Risk, Compliance & Corporate Security (e.g., by private meeting or telephone call) or by using the voice messaging functionality of the portal, whether anonymously or not.

Reports received from anyone, whether verbally (in person or by telephone) or in writing (external or internal mail, e-mail), must be forwarded, via the IT portal, as soon as possible by the recipient.

These procedures for the transmission of reports aim to ensure, including through the use of encrypted communications, the utmost confidentiality of the identity of whistleblowers, other persons involved in the report, the reported person and the contents of the report, also in order to avoid retaliatory attitudes or any other form of discrimination or penalisation against them, with the exception of cases where:

- anonymity is not enforceable by law (e.g., criminal investigations, inspections by supervisory bodies, etc.);

- the report reveals facts that, although outside the company sphere, make it necessary to report them to the judicial authorities.

In any case, the identity of the Whistleblower must not be disclosed to anyone who is not part of authorised personnel responsible for receiving or following up on reports. The Whistleblower's identity may only be disclosed if it is a necessary, proportionate obligation imposed by law. In those cases, the Whistleblower is notified in advance, unless this would prejudice the judicial activity.

Breach of the confidentiality obligation is a source of disciplinary liability in addition to any sanctions provided for by law.

More specifically, if in connection with the report transmission method or its content, the Whistleblower in good faith may be identified and is an employee of the Company, all suitable measures must be taken to prevent his/her action from resulting in any direct or indirect retaliation or discrimination, for reasons directly or indirectly tied to the report.

Retaliatory or discriminatory acts, whether direct or indirect, against those reporting under the company Policy, for reasons directly or indirectly linked to the report, are prohibited. In addition, the performance of the above acts by employees, in the cases provided for by law, may be reported to the Italian National Labour Inspectorate.

For details on the report handling process refer to the "*Whistleblowing Policy*", available on the Company's website.

5.1 WHISTLEBLOWING SANCTIONS

In line with the provisions of the whistleblowing regulations pursuant to Legislative Decree 24/2023, in addition to the application of the administrative finds coming under the competence of the National Anti-Corruption Authority (ANAC), envisaged by Article 21 of such Decree, the Company envisages the application of disciplinary sanctions in the following events:

- if the whistleblower has acted in bad faith, not believing the information reported to be true;
- for the party found to be liable for the offences pursuant to subsection 1 of Legislative Decree 24/2023;
- anyone who retaliated, hindered the report or attempted to hinder it, has breached the obligation to confidentiality;
- if no whistleblowing channels have been established, no procedures adopted to make and manage reports (or such procedures are not compliant with Articles 4 and 5 of Legislative Decree 24/2023), when no verification and analysis has been performed of the report received.

The sanctions envisaged by the reference Collective Employment Agreement that may be imposed by the Company, will differ according to the position held by the perpetrator of the breach, in compliance with the principle of gradual sanctions that are proportional to the severity of the infraction.

6 DISSEMINATION OF THE MODEL

6.1 PERSONNEL INFORMATION AND TRAINING

The Company, aware of the importance of training and information aspects from a prevention perspective, defines a communication and training programme to ensure the dissemination, to all recipients, of the main contents of the Decree and the obligations deriving therefrom, as well as the prescriptions laid down in Model 231.

Training and communication are central tools in the dissemination of the Model 231 and the ethics documentation that the Company has adopted, which is an essential vehicle of the regulatory system that all employees are required to know, observe and implement in the performance of their respective duties.

To this end, information and training activities for personnel are organised by providing different levels of detail, according to the different degree of involvement of personnel in crime risk activities. In any case, the training, the aim of which is to disseminate knowledge of Legislative Decree 231/2001 and the provisions of the Model, is differentiated in terms of the content and dissemination methods according to the Recipients' qualification, the risk level of the area in which they operate and whether or not they hold representative and management positions in the Company.

The training involves all current personnel, as well as all resources that may be included in the company organisation in the future. In this regard, the relevant training activities will be planned and actually carried out both at the time of recruitment and when any changes in duties occur, as well as following updates or amendments to the Model.

With regard to dissemination of the Model in the corporate context, the Company undertakes to carry out the following communications:

- during the recruitment phase, the Human Resources & Organization Department promotes the disclosure of the Code of Ethics, Model 231 and any other relevant business ethics documents, promptly allowing new recruits to consult and access them;
- possibility of access, for all employees, to a section of the Company's information system where all up-to-date documents relating to Legislative Decree 231/2001 and business ethics documentation are available.

Communication is also carried out using organisational tools consisting of the corporate information system, organisational communications, procedures, internal communications as well as other tools such as authorisation powers, hierarchical reporting lines, procedures, information flows and everything that contributes to transparency in daily operations. These tools ensure widespread, effective, authoritative, clear and detailed communication that is regularly updated and repeated.

The company also plans specific training campaigns that may include:

- training and refresher courses on Legislative Decree 231/01 for employees;
- specific modules dedicated to Legislative Decree 231/2001 and included in institutional courses for new recruits and middle managers;
- in-depth seminars on Legislative Decree 231/2001 aimed at specific segments of the corporate population, such as Directors/Heads of Departments and Proxies.

The courses are compulsory; the relevant company Departments ensure that the participation of personnel in the training courses is tracked and recorded.

Documents in general relating to information and training shall be kept by the Human Resources & Organization Department and made available for consultation by the Supervisory Body and any person entitled to inspect them.

6.2 DISCLOSURE TO THIRD PARTIES

INWIT promotes knowledge of and compliance with the ethics documentation and the Model to parties outside the Company, making these documents available for consultation.

7 ADOPTION AND UPDATING OF THE MODEL

The adoption and effective implementation of the Model is, by express legislative provision, the responsibility of the Board of Directors. It follows that the power to adopt any updates to the Model also lies with the Board of Directors, which will exercise it by means of a resolution in the manners established for its adoption.

The updating, intended both as an integration and as an amendment, aims to ensure the adequacy and suitability of the Model, assessed with respect to the function of preventing the commission of the offences provided for by Legislative Decree 231/2001.

The Supervisory Body indicates the need or advisability of updating the Model and conveys this need to the Board of Directors. The Supervisory Body, within the scope of the powers conferred upon it in accordance with Article 6, subsection 1, letter b) and Article 7, subsection 4, letter a) of the Decree, is responsible for making proposals to the Board of Directors concerning the updating and adaptation of this Model.

In any case, the Model must be promptly amended and supplemented by the Board of Directors, also upon the proposal of and after consultation with the Supervisory Body, when the following occur:

- changes and circumventions of the prescriptions contained therein, which have highlighted their ineffectiveness or inconsistency for offence prevention purposes;
- significant changes to the internal structure of the Company and/or how it carries out its business;
- regulatory amendments.

The following tasks remain the responsibility of the Supervisory Body:

- conducting periodic surveys to identify any updates to the list of company activities for the purpose of updating the Mapping of Sensitive Activities;
- coordinating with the heads of the relevant Divisions/Departments for staff training programmes;
- interpreting the relevant legislation on predicate offences, as well as any Guidelines that may have been drawn up, also as an update to existing ones, and checking the adequacy of the internal control system in relation to the regulatory requirements or relating to the Guidelines;
- checking the need to update the Model.

The Directors/Heads of the Departments concerned prepare and make changes to the operating procedures under their responsibility, when such changes appear necessary for the effective implementation of the Model, or if they prove ineffective for the purposes of proper implementation of the provisions of the Model.

The relevant business Departments oversee any changes or additions to the procedures that are necessary to implement any revisions to this Model.

The Supervisory Body must always be informed of any amendments, updates and additions to the Model.

8 CODE OF ETHICS

INWIT adopts a Code of Ethics, identified as an essential part of the Company's organisational model and internal control and risk management system. It falls upstream of the entire corporate governance system and represents INWIT's charter of values, founding, in programmatic terms, the *corpus* of principles inspiring the action of the members of the corporate bodies, management team, business partners and internal and external collaborators.

The Code of Ethics is therefore a tool through which INWIT directs its business activities towards the performance of business based on the following values and principles: ethics and compliance, health and safety, human resources, community, communication, competition and service excellence.

The Code includes the rules of conduct to be respected in going about internal and external activities and the relations that ensue from these and also provides indications of what to do in the event of reports being made on the correctness of conduct.

Finally, the new Code of Ethics strengthens the Company's commitment to promoting and protecting human rights, developed consistently with the United Nations Guiding Principles on Business and Human Rights (UNGP) and the OECD Guidelines for multinational enterprises, which is also extended to the supply chain.

The Code of Ethics is periodically reviewed and, where necessary, updated by the Company's Board of Directors.

The Code of Ethics is available on the Intranet portal and on the Company's website (www.inwit.it - "*Codes and Principles*" Section) and is fully referred to in this Model 231, of which it is an integral part.

Compliance with the Code of Ethics is a duty of all recipients, intended as all those who hold representation, administration and management roles within the Company, persons subject to the management or supervision of the former, and all employees, members of the corporate bodies not already included among the previous persons, as well as all third parties acting in the name and/or on behalf of the Company or who collaborate with it (including, but not limited to suppliers, customers, agents, lessors, consultants).

The operating policies, procedures, rules and instructions are intended to ensure that the values of the Code of Ethics are reflected in the behaviours of the Company and all its Recipients.

Compliance with the Code of Ethics may also form an integral part of the obligations undertaken by Third Parties, in accordance with the relevant contractual clauses.

Breach of the principles and rules of conduct set forth in the Code of Ethics shall entail application of the sanctions contained in the Disciplinary System envisaged by the Model 231 (paragraph 9 "*Disciplinary System*", below) or, for third parties, may constitute breach of contract and assign INWIT the right of termination pursuant to Article 1456 of the Italian Civil Code.

9 DISCIPLINARY SYSTEM

9.1 INTRODUCTION

For the purposes of the effective implementation of the organisation, management and control model, Decree 231 requires the preparation of an adequate Disciplinary System (Article 6, subsection 2, letter e) and Article 7, subsection 4, letter b) of Decree 231).

The Disciplinary System adopted by INWIT aims to sanction non-compliance with the principles, measures and behavioural rules set out in Model 231 as well as in the procedures relating to it.

The application of disciplinary sanctions is independent of whether the conduct ascribed to the employee (whether subordinate, in a senior position or a collaborator) constitutes a violation that gives rise or may give rise to criminal proceedings and/or the application of other sanctions.

The Disciplinary System is adopted by the Company in accordance with the following principles:

- Specificity and autonomy: the Disciplinary System adopted by INWIT is designed to sanction any violation of Model 231, regardless of whether or not an offence is committed as a result. The Disciplinary System is therefore autonomous with respect to other possible sanctioning measures, since the Company is required to sanction violation of Model 231 regardless of the possible institution of criminal proceedings and the outcome of the consequent judgement.

- Compatibility: procedures for the assessment and application of the sanction must be consistent with the law and the contractual rules applicable to the existing relationship with the Company.
- Suitability: the system must be efficient and effective for the purposes of preventing the risk of the commission of unlawful conduct, having particular regard to conduct relevant to the integration of the predicate offences covered by Decree 231.
- Proportionality: the sanction must be proportional to the violation detected. Proportionality is to be assessed using two criteria: (i) the seriousness of the breach and (ii) the type of employment relationship in place with the provider, taking into account the specific legislative and contractual framework in place.
- Drafting in writing and appropriate dissemination: the Disciplinary System must be formalised and must be the subject of timely information and training for all Recipients.

In particular, from an objective point of view and in terms of gradualness, the following will be taken into account:

- violations of the Model that did not entail exposure to risk or entailed moderate exposure to risk;
- violations of the Model that resulted in an appreciable or significant exposure to risk;
- violations of the Model that constituted a criminal offence.

Compliance with the provisions set out in Model 231 is required, within the framework of self-employment contracts, including coordinated and continuous and/or hetero-organised and subordinate employment contracts, without prejudice, for the latter, to application of the reference discipline as regards disciplinary sanctions (Article 7 of

Law no. 300 of 20 May 1970 - the so-called "Workers' Statute" and the applicable National Collective Employment Agreement (CCNL)).

The Supervisory Body is responsible, with the support of the Human Resources & Organization Department, for monitoring the functioning and effectiveness of the Disciplinary System as relevant to this Model.

Disciplinary proceedings are initiated at the instigation of the Human Resources & Organization Department or following notification by the Supervisory Body of non-compliance and/or possible breaches of the Model 231 to the appropriate departments.

In cases where, as referred to below, the SB does not conduct the investigation to ascertain possible non-compliance and/or infringements of the Model 231, the SB shall perform an advisory function. In all cases, the SB also plays an advisory role in disciplinary proceedings for the imposition of sanctions.

In particular, the SB must be provided with adequate information on disciplinary proceedings for the violation of Model 231 and their outcome.

The conduct and definition of disciplinary proceedings are entrusted, in consideration of the type of employment contract and/or assignment involved, to the Corporate Bodies and/or business Departments that have responsibility due to the powers and attributions conferred on them by the applicable legislation, the Bylaws and the Company's internal regulations.

This is without prejudice to the Company's right to claim for any damage and/or liability that it may incur as a result of the conduct of employees, members of Corporate Bodies and Third Parties in breach of Model 231.

9.2 GENERAL PRINCIPLES

The application of disciplinary sanctions is inspired by the principle of gradualness and proportionality with respect to the objective seriousness of the violations committed.

The determination of the seriousness of the non-compliance or infringement, which is assessed in order to determine the applicable sanction, shall be based on the observance and assessment of the following:

- the intentionality of the conduct that gave rise to the non-compliance or breach of Model 231 or the degree of guilt;
- the negligence, recklessness or inexperience demonstrated by the perpetrator when committing the breach or offence, especially with reference to the actual possibility of foreseeing and/or preventing the event;
- the relevance, seriousness and consequences, if any, of the non-compliance or breach of the Model 231 (measurable in relation to the level of risk to which the Company is exposed and diversifying, therefore, between non-compliant conduct and/or breaches that did not entail exposure to risk or entailed a modest exposure to risk and breaches that entailed an appreciable or significant exposure to risk, up to breaches that constituted a criminal offence);
- the position held by the agent within the company organisation, especially in view of their level of hierarchical and/or technical responsibility;
- any aggravating and/or extenuating circumstances that may come to light in relation to the behaviour of the person to whom the conduct in question relates, including, by way of example, (i) the possible commission of more than one breach with the same conduct (in which case, the aggravation shall be applied in relation to the sanction for the most serious breach), and (ii) the repeat

offence of the offender (in terms of the imposition of disciplinary sanctions against the latter in the two years preceding the breach);

- the concurrence of several Recipients, in agreement with each other, in the commission of the violation;
- other specific circumstances characterising the infringement.

The processes of contesting the offence and imposing the sanction differ according to the category to which the agent belongs.

9.3 RECIPIENTS

Disciplinary sanctions are applicable and:

- Employees: middle managers, office staff and labourers;
- Employees with managerial status;
- Directors not linked to INWIT by an employment relationship, Statutory Auditors and members of the SB;
- Third Parties.

9.4 SANCTIONS AGAINST DIRECTORS, STATUTORY AUDITORS AND MEMBERS OF THE SUPERVISORY BODY

The Company assesses, with the utmost strictness, non-compliance with or possible breaches of Model 231 committed by those in senior positions at the Company and who represent its image in the eyes of employees, shareholders, customers, creditors, supervisory authorities and the general public.

The values of fairness, legality and transparency must, first and foremost, be endorsed, shared and respected by those who guide the company's decisions, so as to set an example and encourage all those who work for the Company at any level.

In particular, disciplinary measures against Directors may include:

- statements in the minutes of the meetings;
- a formal written warning (in the case of violations of the provisions of Model 231 that did not entail exposure to risk or entailed a modest exposure to risk);
- full or partial revocation of organisational mandates or offices in the most serious cases, such as to undermine the full board's confidence in the person concerned;
- curtailment or claw back of emoluments up to an amount varying from two to five times the remuneration calculated on a monthly basis in the event of violations of Model 231 resulting in an appreciable or significant exposure to risk;
- convening of the Shareholders' Meeting for the adoption of measures within its remit against the persons responsible for the violation, including dismissal from office and the bringing of legal proceedings for the recognition of liability towards the Company and compensation for any damages suffered and to be suffered.

For the Statutory Auditors, the Board of Directors will take the appropriate steps to adopt the most suitable measures permitted by law.

By way of example and without limitation, the following are some of the behaviours that may constitute grounds for application of the above-mentioned sanctions:

- non-compliance with or infringement - also in conjunction with other people - of the principles, measures and internal procedures/protocols laid down in Model 231;
- violation and/or circumvention of the control system provided for in Model 231, in any manner whatsoever, such as through the removal, destruction or alteration of the documentation provided for by the company protocols implementing Model 231;
- conduct that aims to hinder and/or prevent the persons in charge of controls (including the SB) from accessing the requested information and documentation;
- violation of the obligation to inform the SB of any breaches of the provisions of Model 231 committed by other Recipients of the Disciplinary System, of which there is knowledge and/or concrete suspicions and/or direct evidence.

For members of the SB, violation of Model 231 constitutes grounds for removal for just cause by the Board of Directors pursuant to paragraph 4.2 above.

9.5 SANCTIONS AGAINST SENIOR EXECUTIVIES

The management relationship is mainly fiduciary. Indeed, the conduct of the manager is reflected not only within the Company, representing a model for all employees, but also externally.

Therefore, compliance by the Company's executives with the provisions of Model 231 and the obligation to make hierarchically subordinate employees comply with it are considered an essential element of the managerial work relationship, since executives represent an incentive and an example for all those hierarchically subordinate to them.

In this specific case, the relevant CCNL is that of 30 July 2019 for executives of companies producing goods and services.

Any non-compliance or infringement committed by the Company's executives, by virtue of the special relationship of trust existing between them and the Company, shall be sanctioned with the disciplinary measures deemed most appropriate for the individual case, in compliance with the general principles previously identified in paragraph 9.2 "*General Principles*", in accordance with the legal and contractual provisions, in consideration of the fact that the aforesaid infringements in any case constitute breaches of the obligations arising from the employment relationship potentially capable of satisfying the principle of justification for termination.

Should breaches of the Model 231 by executives be abstractly ascribable to a criminal offence, the Company, where it is not in a position, pending possible investigations by the judiciary and due to a lack of sufficient elements, to clearly and thoroughly reconstruct the facts, may, while awaiting the outcome of the judicial investigations, draft a communication, with respect to the persons identified as responsible, in which it reserves all rights and actions pursuant to the law.

If, upon completion of the aforesaid investigations and/or the criminal trial, even of the first degree, evidence of offences is found against the persons identified as responsible, the Company, having acquired all the elements necessary for a specific reconstruction of the facts, shall start disciplinary proceedings in accordance with the provisions of this Disciplinary System and the law.

The Company, in implementation of the principle of gradualness and proportionality of the sanction with respect to the seriousness of the violations committed, reserves the right - in compliance with the general principles previously identified in paragraph 9.2 "*General Principles*" - to apply against the executives the measures deemed

appropriate, it being understood that termination of the employment requires compliance with the principle of justification only as provided for by the relevant CCNL.

Failure to comply with or a breach of Model 231 may result in the following sanctions:

- verbal reprimand;
- written warning;
- fine;
- suspension from service and pay;
- dismissal.

By way of example and without limitation, the following are some of the behaviours that may constitute grounds for application of the aforementioned measures:

- non-compliance with and/or violation of one or more procedural or behavioural principles or rules provided for and/or referred to in Model 231;
- violation and/or circumvention of the control system provided for by Model 231, in any manner whatsoever, such as through the removal, destruction or alteration of the documentation provided for by the company protocols implementing Model 231;
- missing, incomplete or untruthful documentation required by the Model 231 and its implementing procedures and protocols in order to prevent and/or hinder the transparency and verifiability thereof;
- failure to report or tolerance of even minor irregularities committed by subordinate employees;
- failure of hierarchically subordinate employees to report or tolerate irregularities committed by others in the same company department;

- failure to supervise, control and monitor hierarchically subordinate employees as to the correct and effective application of the principles and internal procedures laid down in Model 231;
- violation of the obligations to inform the SB as provided for in Model 231;
- facilitating the untruthful drafting, also in conspiracy with others, of documents required by Model 231;
- if applicable, failure to provide training and/or failure to provide updates and/or failure to inform hierarchically subordinate employees about the Sensitive Activities processes governed by the company protocols;
- non-compliance with whistleblowing rules.

9.6 SANCTIONS AGAINST EMPLOYEES

The possible non-observance or infringement, by employees of the Company, of the principles and individual rules of conduct provided for in this Model 231 is, if ascertained, a disciplinary offence.

The sanctions that may be imposed on employees fall within those provided for by the Disciplinary System and/or the sanctioning system laid down in the National Collective Employment Agreement for personnel employed by companies providing telecommunication services (hereinafter, the "CCNL TLC").

The disciplinary measures that can be imposed on employees, in accordance with the provisions of Article 7 of the Workers' Statute and any applicable special regulations, are those provided for in the disciplinary rules set out in Articles 46 et seq. of the CCNL TLC.

The Company's Disciplinary System is therefore based on the provisions of the Italian Civil Code and on the collective bargaining rules set out in the aforementioned CCNL.

Without prejudice to the criteria for assessing the seriousness of the non-compliance or infringement set out in paragraph 9.2 "*General Principles*" above, for employees the sanctions applicable to any non-compliance or infringement found, in application of the CCNL TLC, are as follows:

a) verbal reprimand;

b) written warning;

c) a fine not exceeding three hours' basic pay;

d) unpaid suspension from work for up to a maximum of 3 days;

e) disciplinary dismissal with notice;

f) disciplinary dismissal without notice.

By way of mere example and without limitation, the types of non-compliance or infringements and the related sanctions are defined, in compliance with the provisions of Article 7 of the Workers' Statute and the CCNL, in the following table:

Type of violation	Sanction
1. Very minor non-compliance with the provisions issued by the Company and relevant under Model 231, not capable of exposing the Company to dangerous situations.	Verbal warning under Art. 46 of CCNL TLC.
2. Repeated violations of point 1 and/or non-compliance, even slight, with the provisions issued by the Company and relevant under Model 231, not capable of exposing the Company to dangerous situations.	Written warning pursuant to Art. 46 and 47 of the CCNL TLC.

Type of violation	Sanction
3. Repeated violations of point 2 and/or failure to comply with the provisions issued by the Company, relevant under Model 231, not capable of exposing the Company to a dangerous situation.	Fine (not exceeding three hours' basic pay) pursuant to Art. 46 and 47 of the CCNL TLC.
4. Repeated violations of point 3 and/or failure to comply with the provisions issued by the Company, relevant under Model 231, which causes damage and/or exposes the Company to a dangerous situation.	Suspension from work and pay pursuant to Art. 46 and 47 of the CCNL TLC.
5. Repeated violations of point 4 and/or non-compliance with the provisions issued by the Company, relevant under Model 231 which constitute a significant breach of contractual obligations.	Dismissal with notice pursuant to Art. 48 and 49 of the CCNL TLC.
6. Failure to comply with the provisions issued by the Company, which are relevant under Model 231, constituting just cause for termination of the employment.	Dismissal without notice pursuant to Art. 48 and 49 of the CCNL TLC.

Should breaches of the Model 231 by employees be abstractly ascribable to a criminal offence, the Company, where it is not in a position, pending possible investigations by the judiciary and due to a lack of sufficient elements, to clearly and thoroughly reconstruct the facts, may, while awaiting the outcome of the judicial investigations, draft a communication, with respect to the persons identified as responsible, in which it reserves all rights and actions pursuant to the law and the CCNL TLC.

If, upon completion of the aforesaid investigations and/or the criminal trial, even of the first degree, evidence of offences is found against the persons identified as responsible, the Company, having acquired all the elements necessary for a specific

reconstruction of the facts, shall start disciplinary proceedings in accordance with the provisions of this Disciplinary System, the CCNL TLC and the law.

9.7 SANCTIONS AGAINST THIRD PARTY RECIPIENTS (E.G. CONSULTANTS, COLLABORATORS, AGENTS, PROXIES, ETC.)

For Third Parties, non-compliance with Decree 231 and with the ethical-behavioural principles and rules set forth in Model 231 shall be considered a breach of contract and sanctioned in the most serious cases, in accordance with the provisions of the specific clauses included in the individual contracts to which the Company is a party, with the legal termination of the contract pursuant to Article 1456 of the Italian Civil Code.

INFRASTRUTTURE WIRELESS ITALIANE S.P.A.
LARGO DONEGANI 2- 20121 – MILAN (MI)
VAT NUMBER: 08936640963