

A photograph of a modern, multi-story building with a glass facade, illuminated from within, set against a twilight sky. The building's interior lights and structural elements are visible through the glass. The foreground shows a paved plaza with young trees and a black trash can.

ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL FASTWEB S.P.A.

"ADMINISTRATIVE LIABILITY FOR COMPANIES"
(Legislative Decree 231/2001)

Approved by the Board of Directors of FASTWEB S.p.A. on 25th July 2025

The logo for Fastweb, featuring the word "FAST" in a bold, italicized sans-serif font, followed by a stylized graphic of three slanted vertical bars, and then the word "WEB" in a bold, italicized sans-serif font.

FASTWEB

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GENERAL SECTION

DEFINITIONS

- **"Anticorruption Guidelines"**: document describing the anti-corruption measures implemented and adopted by Fastweb;
- **"Antitrust Guidelines"**: document describing the measures adopted by Fastweb to prevent risks arising from violations of competition and consumer protection regulations;
- **"BWA"**: Broadband Wireless Access;
- **"Code of Ethics"**: the document adopted by Fastweb S.p.A. in its first version on 27 August 2004 and subsequently updated;
- **"Confindustria Guidelines"**: the Guidelines for the construction of organisation, management and control models pursuant to Legislative Decree 231/2001 approved by Confindustria on 7 March 2002 and subsequent amendments and additions;
- **"Consultants"**: those who act in the name and/or on behalf of Fastweb on the basis of consultancy assignments;
- **"Data Protection Officer" or "DPO"**: person responsible for managing the processing of personal data and their protection within the company, a figure introduced by the GDPR (General Data Protection Regulation);
- **"Leg. Decree 231/2001" or "Decree"**: the Legislative Decree no. 231/2001 and subsequent amendments;
- **"Fastweb" or "the Company"**: Fastweb S.p.A.;
- **"FWA"**: Fixed Wireless Access;
- **"Fastweb Group"**: the group of companies including Fastweb S.p.A., 7Layers S.r.l. and Vodafone Italia S.p.A.;
- **"Independent Control Committee" or "ICC"**: Independent Control Committee established by Fastweb S.p.A.;
- **"Model"**: the organisation, management and control model adopted by Fastweb on the basis of the provisions of Legislative Decree 231/2001;
- **"NCLD"**: National Collective Labour Contract (CCNL) currently in force and applied by Fastweb S.p.A.;
- **"Offences/Crimes"**: offences for which the liability of companies under Legislative Decree 231/2001 applies;
- **"OLO"**: Other Licensed Operators;

- **"P.A."**: the Public Administration, including its officials and persons in charge of a public service;
- **"Partners" or "Commercial Partners"**: Fastweb's contractual counterparties, e.g. suppliers, sub-suppliers, contractors, sub-contractors, agents, agencies, dealers, resellers, comparators, Media Centres, System Integrators and consultants or collaborators, both natural and legal persons, with whom the Company enters into any form of contractually regulated collaboration (purchase and sale of goods and services, temporary business association - ATI, joint venture, consortia, etc.), where destined to cooperate with Company personnel within the Sensitive Processes;
- **"Recipients"**: the members of the corporate Bodies, those who perform management, administration, direction or control functions in the Company or in one of its organisational units with financial and functional autonomy, managers, employees of the Company and in general all those who operate under the direction and/or supervision of the above-mentioned persons;
- **"Supervisory Body" or "SB"**: the body responsible for supervising the operation of and compliance with the Model and for updating it;
- **"Sensitive Processes"**: Fastweb activities within the scope of which there is a risk of commission of Offences;
- **"Sustainability Report"**: reporting document with which Fastweb informs stakeholders of the social and environmental impacts of its activities;
- **"The 231 procedures"**: procedures prepared with specific reference to sensitive activities for the commission of offences provided for by Legislative Decree 231/2001.

PREMISE

Fastweb S.p.A., with reference to the regulations on the administrative liability of companies for certain offences, introduced by Legislative Decree 231/2001, intended to adjust its Organisation, Management and Control Model to the new regulations.

This Model was approved by Fastweb Board of Directors - in its first version on 1 December 2004 - and subsequently updated several times considering the changes introduced in Legislative Decree 231/2001, as well as on the basis of the recommendations of doctrine and jurisprudence.

Since Fastweb is a member of Confindustria (Confederation of Italian Industry), in preparing this Model it was inspired by the Guidelines issued by the latter on 7 March 2002, updated first on 23 July 2014 and lastly on 25 June 2021 and approved by the Ministry of Justice.

In any case, any discrepancies that might be found with respect to the content of the Guidelines would not invalidate per se the validity of the Model, since the latter must be adapted to the specific reality of Fastweb and therefore may well deviate from the Guidelines - which by their nature are general - for specific protection and prevention requirements.

The rules of conduct contained in this Model are consistent with those of the Code of Ethics adopted by Fastweb in its first version on 27 August 2004 and subsequently updated, although this Model has specific purposes of compliance with Legislative Decree 231/2001.

Fastweb Model is composed of:

- a) this General Section
- b) the rules of conduct and organisational procedures already in force within Fastweb and relevant to the control of conduct, facts or acts relevant to the Decree, including:
 - Company bylaws;
 - System of internal proxies (powers delegated by the Board of Directors and delegated powers regarding the use of signature);
 - Code of Ethics;
 - Company procedures, documentation and provisions concerning Fastweb's corporate and organisational hierarchical-functional structure and management control system;
 - The rules concerning Fastweb's administrative, accounting, financial and reporting system;
 - The rules on staff communication and training;
 - National Collective Labour Agreement for companies providing telecommunications services and the related disciplinary system;
 - National Collective Labour Agreement for managers of companies producing goods and services;
 - Internal circulars, procedures, organisational regulations, risk assessment activities and implementing regulations on accident prevention, environmental, anti-corruption and information security organised in the Integrated Management System for Quality, Environment, Safety and Anti-Corruption;
 - Guidelines on Fastweb's internal control system approved by the Independent Control Committee;
 - Principles of Corporate Governance.

The rules of conduct and procedures listed above, although not explicitly issued pursuant to Legislative Decree 231/2001, have among their main purposes the control of the regularity, diligence, and legality of the Addressees and, therefore, contribute to ensuring the prevention of Offences.

Furthermore, Fastweb has adopted the "Fastweb Anticorruption Directive", drafted considering the structure and contents of similar document in force within the Swisscom Group, as well as Fastweb's operating, regulatory and business context.

The principles, rules and procedures referred to in the instruments listed above are not set out in detail in this document but are part of the broader organisation and control system which it is intended to integrate.

c) the Special Sections, concerning the specific categories of offence relevant to Fastweb and the relevant applicable regulations.

In addition to the Model, the Code of Ethics and the other company rules, Fastweb has decided to make its commitment to combating all unlawful behaviour and in particular acts of corruption even more evident and effective by adopting the Anti-Corruption Guidelines. In the year 2022, Fastweb adopted an Anti-Corruption Management System that complies with the requirements of ISO 37001 and obtained certification to the internationally recognised "Best Practice" standard for corruption prevention.

Fastweb has developed and implemented the Antitrust Compliance Programme in line with the principle of fair competition stated in the Code of Ethics.

Fastweb, inspired by its mission to increasingly improve its internal processes in favour of a business culture based on the principles of transparency and responsible development, communicates the results of its commitments by publishing the Sustainability Report annually.

1. LEGISLATIVE DECREE 231/2001 –SUBJECTS, CRIMINAL OFFENCES AND SANCTIONS

1.1 Direct corporate liability for criminal offences

Administrative liability for offences committed by companies, and bodies in general, was introduced by Legislative Decree. 231/2001, which deals with the 'Discipline of the administrative liability of legal persons, companies and associations, including those without legal personality', and arises from certain offences committed, in the interest or to the advantage of the aforementioned entities, by persons in positions of representation, administration or management of the entity or of an organisational unit with financial and functional autonomy, as well as by persons exercising, including de facto, the management and control of the entity and, finally, by persons subject to the management or supervision of one of the aforementioned persons.

The company's liability is direct and independent of that of the natural person who committed the offence.

1.2 Offences

The offences from which administrative liability for the entity may result are expressly set out in the Decree and in subsequent regulatory provisions that have extended its scope to date are:

- offences against the Public Administration (Articles 24 and 25 of Leg. Decree 231/2001);

- computer crimes and unlawful data processing (Article 24 *bis* of Leg. Decree 231/2001);
- organised crime offences (Article 24 *ter* of Leg. Decree 231/2001);
- counterfeiting money, public credit cards, revenue stamps and identification instruments or signs (Article 25 *bis* of Leg. Decree 231/2001);
- offences against industry and trade (Article 25 *bis*.1 of Leg. Decree 231/2001);
- corporate offences (article 25 *ter* of Leg. Decree 231/2001);
- offences with the purpose of terrorism or subversion of the democratic order provided for by the Criminal Code and special laws (Article 25 *quater* of Leg. Decree 231/2001);
- female genital mutilation practices (Article 25 *quater*.1 of Leg. Decree 231/2001);
- offences against the individual personality (Article 25 *quinquies* of Leg. Decree 231/2001);
- market abuse (Article 25 *sexies* of Leg. Decree 231/2001);
- culpable homicide or grievous or very grievous injuries committed in violation of health and safety in the workplace regulations (Article 25 *septies* of Leg. Decree 231/2001);
- receiving, money-laundering and using money, goods or benefits of unlawful origin, as well as self money-laundering (Article 25 *octies* of Leg. Decree 231/2001);
- offences relating to non-cash payment instruments (Article 25 *octies*.1 of Leg. Decree 231/2001);
- offences relating to violation of copyright (Article 25 *novies* of Leg. Decree 231/2001);
- inducement not to make statements or to make false statements to the judicial authorities (Article 25 *decies* of Leg. Decree 231/2001);
- environmental offences (Article 25 *undecies* of Leg. Decree 231/2001);
- employment of third-country nationals whose stay is irregular (Article 25 *duodecies* of Leg. Decree 231/2001);
- racism and xenophobia (Article 25 *terdecies* of Leg. Decree 231/2001);
- fraud in sports competitions, abusive gaming or betting and games of chance exercised by means of prohibited devices (Article 25 *quaterdecies* of Leg. Decree 231/2001);
- tax offences (Article 25 *quinquiesdecies* of Leg. Decree 231/2001);

- smuggling offences (Article 25 *sexiesdecies* of Leg. Decree 231/2001);
- offences against the cultural heritage (Article 25 *septiesdecies* of Leg. Decree 231/2001)
- laundering of cultural property and devastation and looting of cultural and landscape heritage (Article 25 *duodevicies* of Leg. Decree 231/2001)
- transnational offences (Law No. 146/2006).

Finally, the same Decree introduced a specific criminal offence, entitled 'Failure to comply with prohibitory sanctions' (Article 23), which is also a prerequisite for the administrative liability of entities.

For a summary explanation of the individual cases, see Annex no. 1.

2. EXEMPTION FROM LIABILITY

The Decree (Articles 6 and 7 of Legislative Decree 231/2001) provides that the company is exonerated from liability if it proves that it has adopted and effectively implemented models of organisation, management and control suitable for preventing the commission of the offences in question, without prejudice to the personal liability of the person who committed the offence.

The adoption of models is not mandatory, but is a necessary precondition for the company to be exempt from liability pursuant to Leg. Decree 231/2001.

By adopting the Model, the company establishes a Supervisory Body with the task of supervising the functioning, effectiveness and observance of the Model itself, as well as ensuring that it is updated.

3. MODEL GUIDELINES

The first trade association that drew up a guideline document for the construction of models was Confindustria, which in March 2002 issued Guidelines, later partially amended and most recently updated on 25 June 2021 (hereinafter, also 'Guidelines')¹.

The Confindustria Guidelines therefore constitute a starting point for the correct construction of a Model. According to these Guidelines, the operational steps for the creation of a risk management system can be schematised according to the following basic points:

¹ All versions of the Confindustria Guidelines were then deemed adequate by the Ministry of Justice (with reference to the 2002 Guidelines, cf. the "Note of the Ministry of Justice" of 4 December 2003, with reference to the 2004 and 2008 updates, cf. the "Note of the Ministry of Justice" of 28 June 2004 and the "Note of the Ministry of Justice" of 2 April 2008, for the version of 23 July 2014 see the "Note of the Ministry of Justice" of 21 July 2014 and for the latest version of 25 June 2021 see the "Note of the Ministry of Justice" of 8 June 2021).

- **inventory of the corporate areas of activity**, through the identification of the areas potentially affected by risk, i.e., the corporate areas/sectors in which it is abstractly possible that the prejudicial events envisaged by Legislative Decree No. 231/2001 may occur (so-called “map of corporate areas at risk”);
- **analysis of potential risks** and of the possible ways in which offences could be committed, by means of the so-called “documented map of potential ways in which offences could be committed”;
- **assessment/construction/adaptation of the internal control system**, in order to prevent the commission of offences pursuant to Legislative Decree no. 231/2001, through the documented description of the preventive controls activated, with details of the individual components of the system, as well as any necessary adjustments.

The most relevant components (so-called 'protocols') of a preventive control system identified by Confindustria with reference to intentional offences are:

- Code of Ethics (or Code of Conduct) with reference to the offences considered;
- organisational system;
- manual and computerised procedures;
- powers of authorisation and signature;
- management control system;
- communication to and training of personnel.

With reference to culpable offences (occupational health and safety offences and some types of environmental offences), the most relevant components of a preventive control system identified by Confindustria are:

- Code of Ethics (or Code of Conduct) with reference to the offences considered;
- organisational structure;
- education and training;
- communication and involvement;
- operational management;
- security monitoring system.

The components of the control system must be organically integrated in an architecture that respects certain fundamental principles:

- verifiability, documentability, consistency and congruence of each operation/transaction
- application of the principle of segregation of duties, whereby no one can autonomously manage an entire process and be the recipient of unlimited powers, through the clear definition and dissemination of authorisation and signature powers in line with the organisational responsibilities assigned;
- documentation of controls, including supervisory controls.

The control system must also provide for the adoption of ethical principles relevant to the types of offences covered by the Decree, which may be documented in a Code of Ethics or Behavioural Code.

An adequate system of sanctions must be defined in relation to the violation of the ethical-behavioural principles and, more generally, of the protocols defined by the company.

The aforementioned Guidelines have been subject to subsequent updates, the need for which was determined by the need to adapt to legislative amendments that have over time introduced new predicate offences into the corpus of the Decree.

4. FASTWEB MODEL

Fastweb, in line with the ethical and governance principles to which it has oriented its rules of conduct, has promoted the Integrated Risk Assurance Approach, i.e. an integrated compliance management method with respect to the Decree, Law no. 262/2005 (protection of savings), Law no. 190/2012 (anti-corruption), Law no. 136/2010 (traceability of flows), Leg. Decree no. 36/2023 (Tenders Code), Leg. Decree no. 24/2023 (whistleblowing), Regulation no. 2016/679 GDPR and the Antitrust Compliance Programme, in application of the AGCM Guidelines of 25 September 2018.

Fastweb has deemed it necessary to adopt this Model with the resolution of the Board of Directors mentioned above in the "Premise" paragraph (in compliance with the provisions of Article 6 paragraph I, letter a) of Legislative Decree No. 231 of 2001) and has established the Supervisory Body (hereinafter also only "the SB").

The Model has undergone periodic updating activities, conducted in consideration of internal organisational changes, the evolution of legislation on the subject of corporate liability, as well as the monitoring and control activities carried out by the SB: in particular, the internal rules were reviewed with an initial intervention in May 2008 and subsequently updated.

The adoption and effective implementation of the Model not only constitutes the requisite for the Company to benefit from exemption from liability, but is also an integration of the corporate governance rules, strongly desired by the top management of the Company.

The Model is subject to amendments, updates and additions according to the same formalities with which it was approved.

Fastweb's Board of Statutory Auditors has taken note of the Model and collaborates in its implementation within the scope of the tasks assigned to it by the Law, consistently with the provisions of the Model.

5. FASTWEB S.P.A.

5.1 Corporate history and development

In June of 1999 e.Biscom S.p.A. was founded in Milan, with the aim to develop a new generation of alternative transmission networks to the traditional ones. e.Biscom was the parent company of several companies, among which there was Fastweb, providing telecommunication services.

In 2000, e.Biscom was the first operator in the world to use full IP technology and bring fiber optics to cities, launching the first services to households.

In December 2004, the merger of Fastweb into e.Biscom is finalised, approved in April by the respective Boards of Directors. With the merger, the group focuses on its core business: fixed-line broadband telecommunications in Italy. The company takes on the name Fastweb.

In January 2005, the Board of Directors approves the 2005-2013 business plan, launching a new phase of expansion and bringing forward to 2006 the extension of Fastweb's broadband network to about half of the Italian population.

In March 2007, the swiss company Swisscom launches a full takeover bid for Fastweb and acquires 82% of the company's share capital, which is described as "a masterpiece of Italian entrepreneurship." Later in the year, a network expansion plan is approved to cover 50% of the population. Since then, Fastweb has undertaken to participate in the digital transformation in Italy by focusing on the continuous innovation of its services and network infrastructure, guaranteeing the highest quality in providing ultra-wideband services.

In 2010, Swisscom completes the full acquisition of Fastweb, acquiring 100% of the Company's capital.

Fastweb S.p.A. is subjected to the management and coordination (pursuant to Article 2497-bis of the Civil Code) of Swisscom AG, which, through Swisscom Italia, wholly controls it.

Fastweb's sales network consists of resellers, large retailers, company-owned mono-brand shops and franchised shops.

In January 2017, Fastweb becomes a Full MVNO (Mobile Virtual Network Operator), offering its customers a mobile service based on 4G and 4G Plus technology and, with the signing in November 2018 of an agreement with Tiscali S.p.A. for the acquisition of 40 MHz licences in the 3,5 GHz band and the Fixed Wireless Access (FWA) business unit, it launches a plan to build a 5G network in Italy.

In 2020, with the introduction of a new corporate vision ("Together we connect the future, simply") and new values (Care, Courage, Sustainability), Fastweb's commitment to social and environmental sustainability grows further. The Company adopts specific policies to oversee these issues, the value of which is also recognised through the achievement of specific certifications.

In November 2021, Fastweb amends its articles of incorporation, becoming a Benefit Company. It adds to its traditional business objectives a commitment to common benefit (pursuant to Law No. 208/2015). Benefit Companies are required to pursue, as part of their economic activity, purposes that promote the welfare of people, communities, territories, the environment, cultural and social assets, entities, associations and other stakeholders. As part of this transformation, the company

establishes an Impact Committee, which is also responsible for preparing an annual impact report, in which progress against the previous year's common benefit goals are highlighted and those for the following year are defined.

In 2022 Fastweb inaugurates "STEP FuturAbility District at Nexxt": this is a multifunctional space that aims to connect the community to the concept of the future by offering a personal and interactive experience and numerous other opportunities to learn more about the possible worlds enabled by new technologies and how they are changing personal and professional life for the better.

In April 2024, Fastweb joins the electricity market launching "Fastweb Energia", offering its customers certified electricity supply through guarantees of origin 100% from renewable sources.

In November 2024, Fastweb S.p.A. merges Fastweb Air S.r.l., integrating the management of the radio access network (transmission systems, antennas, radio links, etc.) within Fastweb's mobile division to consolidate the functional synergy already set up by the two companies for the mobile network development project.

On December 31st 2024, Swisscom Italia S.r.l. finalises the acquisition of Vodafone Italia S.p.A., with the aim to integrate the latter with Fastweb.

As of January 1st, 2025, Fastweb incorporated by merger the parent company Swisscom Italia S.r.l. As a result of this corporate transaction, Fastweb is wholly owned by Swisscom (Schweiz) AG and continues to operate under the management and coordination of Swisscom AG, consequently acquiring control of Vodafone Italia S.p.A.

Fastweb + Vodafone generates high value for all stakeholders and, thanks to economies of scale and a more efficient cost structure, enables continued investment in infrastructure and innovation, benefiting the market, consumers and businesses in Italy. The combination of Fastweb's strengths in fixed connectivity with Vodafone Italia S.p.A.'s leadership in mobile services enables Fastweb + Vodafone to offer innovative converged services at competitive prices for households, businesses and Public Administrations, becoming the point of reference for the digital transition of all customers.

5.2 Fastweb S.p.A. corporate structure and subsidiaries.

Fastweb S.p.A. is directly and wholly owned by Swisscom (Schweiz) AG.

Fastweb adopted a traditional corporate governance model, providing for:

- (1) **Shareholders' Meeting**, which is responsible for appointing the administrative board, the board of statutory auditors and (with the opinion of the board of statutory auditors) the subject responsible for the legal audit of accounts (auditing firm), as well as, approving the financial statements and other functions required by law. The financial statements of the Society are subject to statutory audit;
- (2) **Board of Directors (BoD)**, to which management responsibilities and the constant monitoring of the Company's performance are conferred. The ordinary management of the business is entrusted to the Managing Director;;

(3) **Board of Statutory Auditors**, to which the national law assigns the functions of internal control and consists of three standing auditors and two substitute auditors.

The Company's organisational structure is divided into different business lines based on the type of reference customers, namely: B2C Commercial, Brand & B2C Marketing (private and small companies), B2B (medium and large companies) and Wholesale (OLOs), which can rely on the technical-specialist activities of Technology and IT.

As of January 1st 2025 Fastweb S.p.A.'s subsidiaries are:

- **Vodafone Italia S.p.A.**, 100% owned by Fastweb S.p.A., one of the leading companies in telecommunications services. Vodafone Italia S.p.A. has adopted a traditional Corporate Governance model, consisting of a Board of Directors and a Board of statutory auditors. The Company adopted its own Code of Ethics and its own Organisation, Management and Control Model. Vodafone Italia S.p.A. holds 100% of the share capital of Vodafone Gestioni S.p.A., VND S.p.A. and VEI S.r.l., which are therefore indirectly controlled and participated in by Fastweb S.p.A.
- **7Layers S.r.l.**, of which Fastweb S.p.A. holds 100% of the share capital, is a leading company in Cyber Security services. 7Layers S.r.l. implemented a traditional Corporate Governance model, consisting of a Board of Directors and a Sole Auditor. The Company adopted its own Code of Ethics and its own Organisation, Management and Control Model as a result of a project to improve governance aimed at reducing the risks of committing offences under Legislative Decree 231/2001.

6. THE DRAWING OF THE MODEL

6.1. Model Structure

The Model aims to bring the company's risk prevention and management system into line with the provisions and spirit of Legislative Decree No. 231/2001.

The Model was drafted on the basis of the updates made to the Decree, the main legal cases ascertained, doctrinal opinions, best-practices adopted by the main companies, as well as the main regulations, including voluntary ones, that indicate guiding principles and control standards for an internal organisation system.

With reference to environmental, information security and accident prevention matters, the Company has implemented the Integrated Management System for Quality, Environment, Anticorruption and Safety, certified according to the voluntary standards ISO 14001:2004, ISO 27001:2013, ISO 45001:2018 (in compliance with the requirements of Article 30 of Legislative Decree 81/2008, as amended and supplemented and in accordance with the indications of the Circular of the Ministry of Labour and Social Policies of 11 July 2011), ISO 14064-1; ISO 5001 and ISO 37001.

Fastweb's special attention to protecting the confidentiality of information and data exchanged digitally has enabled it to obtain the following certifications ISO 27018 for the protection of privacy in services provided in the cloud; ISO 27017, relating to information security controls for cloud service providers; ISO 27035, for the management and prevention of cybersecurity incidents, ISO 27701 (PIMS) Privacy Information Management System, which allows for the verification of whether or not the processing carried out by an organisation complies with the GDPR.

In 2021, as confirmation of the company's commitment to protecting employees and their working lives, Fastweb obtained SA8000 Certification relating to the management of social responsibility and respect for the fundamental principles of human rights for workers.

The implementation of the dispositions of EU Regulation/2016/679 and Legislative Decree 196/2003, as updated by Legislative Decree 101/2018, has been promoted through the adoption of appropriate security measures and the definition of procedures, as well as the establishment of the DPO.

The Model consists of a "General Section" and four "Special Sections" describing the internal controls applied to reduce the risk of the following offences being committed:

- Offences committed in relations with the Public Administration" (Articles 24 and 25 of Legislative Decree 231/2001)
- "Corporate offences" (Article 25 ter of Legislative Decree 231/2001);
- "Offences against the individual" (Article 25 quinquies and 25 quater.1 of Legislative Decree 231/2001);
- "Offences related to the protection of health and safety in the workplace" (Article 25-septies of Legislative Decree 231/2001);
- "Receiving, money-laundering and using money, goods or benefits of unlawful origin, as well as self money-laundering" (Article 25 octies of Legislative Decree 231/2001);
- "IT crimes and unlawful processing of data" (Article 24 bis of Legislative Decree 231/2001);
- "Offences for the purpose of terrorism and subversion of the democratic order" (Article 25 quater of Legislative Decree 231/2001);
- "Organised crime offences" (Article 24 ter of Legislative Decree 231/2001);
- "Transnational offences" (Articles 3 and 10 of Law No. 146 of 16 March 2006);
- "Offences against industry and trade" (Article 25 bis.1 of Legislative Decree 231/2001);

- “Offences of counterfeiting money, public credit cards, revenue stamps and identification instruments or signs” (Article 25 bis of Legislative Decree 231/2001);
- “Offences relating to violation of copyright” (Article 25 nonies of Legislative Decree 231/2001);
- “Environmental offences” (Article 25 undecies of Legislative Decree 231/2001);
- “Employment of third-country nationals whose stay is irregular” (Article 25 duodecies of Legislative Decree 231/2001);
- “Tax offences” (Article 25 quinquiesdecies of Legislative Decree 231/2001);
- “Smuggling offences” (Article 25 sexesdecies of Legislative Decree 231/2001);
- “Offences relating to payment instruments other than cash and fraudulent transfer of values” (Article 25 octies.1 of Legislative Decree 231/2001);
- “Crimes against the cultural heritage” (Article 25 septiesdecies of Legislative Decree 231/2001).
- “Fraud in sport competitions, unauthorised gaming or betting and gambling by means of prohibited devices” (Article 25 quaterdecies of Legislative Decree 231/2001).

The risk of commission of the offences of mutilation of female genital organs provided for in Article 25-quater.1 of the Decree, of criminal association for the purpose of trafficking in organs removed from a living person pursuant to Articles 416, paragraph VI of the Criminal Code and 601 bis of the Criminal Code have not been considered significant, such as the offences of racism and xenophobia under Article 25 terdecies of the Decree, and the offences of money laundering of cultural assets and devastation and looting of cultural and landscape assets under Article 25 *duodecies* of the Decree, since these are conducts that could not be carried out within the scope of corporate activities in the interest and/or to the advantage of the Company.

The risk of commission of the offence referred to in Article 453, amended by Legislative Decree 125/2016, which provided for the punishment of anyone who, legally authorised to produce coins, unduly manufactures quantities of coins more than the prescriptions, was not considered applicable. The risk of the commission of the offence of agricultural fraud provided for in Article 24 of the Decree was not deemed applicable, since the corporate purpose and activities of the company cannot present opportunities for the realisation of the conduct punishable by this offence.

The risk of the commission of the so-called crime of obstruction of justice, provided for by Article 25 decies of the Decree (Inducement not to make statements or to make false statements to judicial authorities) and by Law 146/2010 for cases of transnationality, appeared remote and validly guarded by the principles of the Code of Ethics and by the rules adopted by the Company in the sensitive areas

of "Management of inspections", "Management of activities related to legal proceedings", "Management of relations with the Authorities".

The possible employment of foreign citizens with irregular residence permits is prevented by the controls on the documentation required of new hires when formalising the employment relationship, while specific contractual clauses in relations with suppliers and partners provide for prohibitions on contract assignments and subcontracting, except in cases of express authorisation, and require suppliers to use only regular labour in compliance with the applicable regulations.

The risk of offences of aiding and abetting illegal immigration has been assessed as abstractly conceivable with respect to the operations of selecting and choosing counterparts conducted by Procurement&Supply Chain, even if remote: the principles of the Code of Ethics and the operational rules of qualification, as well as the controls provided for in sensitive process no. 3 *"Business relations for the purchase of goods/services, including consultancy and marketing services (so-called passive cycle)"* - sensitive areas *"Selecting and qualifying of suppliers and business partners (e.g. agents/dealers)"* and *"Procurement of services from suppliers and/or subcontractors (e.g. System Integrators) in connections with the the sale of goods and services to customers"*; this risk was also deemed abstractly associated with the *"Human resources management"* process.

The risk of commission of the offence of exploitation of labour has been assessed as abstractly configurable and associated with the sensitive areas *"Selecting and qualifying suppliers and business partners (e.g. agents/dealers, consultants, etc.)"*, *"Commercial network relations"*, *"Management of sales to B2B customers"*, *"Management of sales to Consumer & Small Business customers through agencies and dealers and direct sales through proprietary shops"*, as well as with the process *"Human Resources Management"*.

The risk of corruptive conduct between private individuals has been identified with reference to the sensitive processes *"Business relations for the purchase of goods/services, including consultancy and marketing services (so-called passive cycle)"* and *"Management of the sale of goods and services"*, as well as with reference to the so-called "instrumental" sensitive areas and activities, i.e. all those activities (such as, for example, the risk area *"Management of payments"*) that could provide the money or other utility required by Article 2635 of the Civil Code as the price of corruption between private individuals: in addition to the controls described in these parts of the Model, the Company has also adopted the Code of Ethics, the Anti-corruption Guidelines," and the "Fastweb Anti-corruption Directive", promoting the awareness among all employees as part of training and information initiatives.

For the complete association of the offence-risks with respect to corporate processes/activities, see Annex no. 2.

6.2. Model function and guiding principles

The purpose of the Model is to set up a structured and organic system of control procedures and activities (preventive and ex post) aimed at minimising the risk of commission of Offences.

The principles and rules contained in the Model are intended to make "Apical Subjects", such as, by way of example, the members of the corporate bodies, Directors and Department Managers and

"Subordinate or Subordinate Persons", such as, by way of example, employees, Partners in various capacities operating in the name and/or on behalf and/or in the interest of Fastweb, and whose activity could degenerate into the commission of offences, the full awareness that certain conduct constitutes a criminal offence, the commission of which is totally unacceptable, firmly condemned by Fastweb and contrary to the interests of the latter even if, apparently, the latter could benefit from it. To this must be added the further awareness that the commission of the offence will entail, in addition to the sanctions provided for by law, internal disciplinary sanctions.

From another point of view, Fastweb, thanks to constant monitoring of the company activity and the possibility to take timely action, is in a position to prevent the commission of Offences and in any case, if necessary, to impose the appropriate sanctions on the perpetrators. To this end, the tasks entrusted to the Supervisory Body, described in this Model, are fundamental.

7. SENSITIVE PROCESSES WITHIN FASTWEB

The updated mapping of activities and risks, aimed at assessing the adherence of the Model to the organisational and operational reality of the Company, led to the identification of Sensitive Processes; this activity was carried out through the performance of a process articulated in the following phases:

1. **identification of the types of offences contemplated** by the Decree which are abstractly applicable and relevant for Fastweb;
2. **the mapping of the company areas at risk**, indicating the relevant sensitive activities;
3. **definition of the potential ways in which offences abstractly applicable** and relevant to Fastweb may be committed;
4. **identification**, for each area at risk, **of the adequacy of existing company controls**, also including analysis of existing procedures;
5. **the identification of points for improvement** in the Internal Control System and the relative corrective actions to be developed (*gap analysis*), as well as the definition of a plan for their resolution;
6. **the adaptation of the Internal Control System** in order to reduce the identified risks to an acceptable level.

7.1 Mapping of the sensitive areas

The identification of risk areas represented a fundamental activity for the construction and subsequent updating of the Company's Model.

This activity was carried out by taking into consideration and analysing the context of the Company, both in terms of its organisational structure and its operations, to highlight in which areas/sectors of activity and in what manner prejudicial events could occur for the offences covered by the Decree.

In particular, from the analysis of the organisational structure and operations of the Company it was possible to:

- a) identify the **types of offences** abstractly applicable and relevant to the company itself
- b) carry out a **reconnaissance of the corporate areas at risk** within which the offences provided for in the Decree could be abstractly committed (or attempted), either independently or in conjunction with third parties.

As a result of this work, a complete list of 'sensitive' processes was also drawn up and, within these, the areas/activities with respect to which the potential risk of commission of offences is connected - directly or indirectly - as well as the relevant Teams and Organisational Units concerned.

It should be noted that in carrying out the mapping of the areas at risk, in accordance with the Confindustria Guidelines and following the case law guidelines, the analysis was considering, as a matter of priority, the episodes that have affected the life of the company (so-called 'historical analysis').

With reference to the processes hypothetically at risk of commission of the offences contemplated by the Decree, reference is made to the individual Special Sections of the Model.

7.2 Internal Control System analysis

Following the mapping of the corporate processes at risk and the identification of the potential ways in which offences could be committed, interviews were conducted in order to identify the main risk factors that could favour the commission of offences potentially relevant to the Company. Subsequently, the present Internal Control System was analysed in order to verify its preventive adequacy.

This was followed by a survey and analysis of the existing company controls - so-called "As-is analysis" - and the subsequent identification of improvement points, with the formulation of suggestions and related action plans - so-called "Gap analysis".

The analysis of the Internal Control System was carried out to verify in particular:

- the existence of general rules of conduct to protect the activities performed;
- the existence and adequacy of the existing rules and procedures for regulating corporate activities and the consequent compliance with the principles of traceability of acts, objectivisation of the decision-making process and provision of adequate control device;
- the effective and concrete application of the general principle of segregation of duties;
- the existence of authorisation levels to guarantee adequate control of the decision-making process;
- the existence of specific control and monitoring activities on 'critical' activities in relation to the Decree.

The analysis and assessment of the Internal Control System was expressly carried out in compliance with the provisions of the Decree and a description of the preventive control principles existing within the company was prepared, taking into specific consideration the control standards suggested by the Confindustria Guidelines.

7.3 Internal Control System and Risk Management

Considering the mapping of sensitive activities, the identification of risks and the analysis of the Internal Control System, for each corporate activity, the 'risks' were assessed and the qualifying elements of the Company's own Internal Control System, the rules of conduct and the control and monitoring activities performed were described.

For the company activities that are not expressly mentioned in this Model, the Code of Ethics and its effective application was considered a suitable tool for risk prevention, since there was no evidence of the need to implement additional control systems in view of the remote level of risk represented by these activities.

The analysis of Fastweb's Internal Control System was conducted to verify that it is designed to comply with the following control principles:

- ***Existence of formalised procedures/guidelines:*** existence of specific documents aimed at regulating principles of conduct and operating methods for carrying out the activity, characterised by a clear and exhaustive definition of roles and responsibilities and by the appropriateness of the methods envisaged for archiving the relevant documentation.
- ***Ex-post traceability and verifiability of transactions by means of appropriate documentary/informatic supports:*** verifiability, documentability, consistency and congruence of operations, transactions and actions, in order to guarantee an adequate documentary support enabling specific controls to be carried out;
- ***Segregation of duties:*** the existence of a prior and balanced distribution of responsibilities and provision of adequate authorisation levels even within the same organisational unit, suitable to avoid mixing of potentially incompatible roles or excessive concentration of responsibilities and powers in the hands of individual persons.
- ***Existence of a proxy system consistent with the organisational responsibilities assigned:*** the attribution of executive, authorisation and signature powers consistent with the organisational and management responsibilities assigned in the context of the activity described, as well as clearly defined and known within the Company.

8. THE SUPERVISORY BODY

8.1. Defining the SB

The Supervisory Body appointed, in compliance with the provisions of the Decree (Article 6 letter b), to supervise the effectiveness, functioning and observance of the Model and to ensure that it is updated, is identified in a collegial body composed of a member of the Independent Control Committee, the Chief Audit Executive and an external member who is an expert in criminal matters.

This body is characterised by all the requirements indicated by the Confindustria Guidelines and in particular:

- Professionalism, since the Supervisory Body presents multidisciplinary skills relating to corporate governance and internal control issues: in particular, some members have in-depth knowledge and consolidated experience in criminal matters on the subject of corporate crime, in inspection activities, analysis techniques and risk assessment;
- continuity of action, since the Supervisory Body is formed by the Chief Audit Executive, who promotes the effectiveness of the Model and monitors its application in the performance of his Department's activities. In particular, the SB can count on the support of Compliance, a structure dedicated to training, information and support activities in the prevention and management of risks, which also has the task of collaborating systematically and continuously in supervisory and control activities on sensitive processes/areas/activities and is also in charge of promoting synergy with the provisions of the Anti-Corruption Guidelines.
- autonomy and independence, since this body is placed in a high hierarchical position and does not have hierarchical reports to Functions carrying out operational activities. Furthermore, each member of the Supervisory Body is autonomous and has an objective judgement, since no one performs operational tasks, nor takes decisions referable to the Company's operational activities, and the majority of the external members are.

Again with a view to guaranteeing the greatest possible degree of independence in the context of the formation of the corporate budget, the Board of Directors approves an adequate allocation of financial resources, proposed by the Supervisory Body itself, which the latter may use for any requirements necessary for the proper performance of its duties (e.g. specialist consultancy, travel, etc.).

The appointment as a member of the Supervisory Body is conditional on the absence of grounds for ineligibility, such as:

- the existence of relationships of kinship, marriage or affinity within the fourth degree with members of the Board of Directors holding executive powers, auditors of the Company and auditors appointed by the auditing firm;
- ownership of conflicts of interest with the Company such as to undermine the independence required by the role and duties of the Supervisory Body;
- ownership, direct or indirect, of shareholdings of such a size as to allow the exercise of a significant influence on the Company;

- having held a public employment relationship with central or local administrations in the three years preceding the appointment as member of the Surveillance Body or the establishment of the consultancy/collaboration relationship with the same Body;
- having been convicted of a criminal offence, even if not final, or having been convicted of the application of the penalty on request (so-called plea bargaining), in Italy or abroad, for the criminal offences referred to in Legislative Decree No. 231/2001 or other offences in any way affecting professional morality;
- having been convicted, even if not res judicata, or with a provision which in any case ascertains their responsibility, to a penalty which includes disqualification, even temporary, from holding public office, or temporary disqualification from holding management offices of legal persons and companies.

Should any of the above-mentioned reasons for ineligibility arise in the case of a person who has already been appointed, an automatic disqualification shall take effect.

The Board of Directors may, with adequate justification and after consulting the Board of Auditors, order the revocation of the mandate exclusively in the case of serious breach of the duties entrusted to the members of the SB.

The Board of Directors establishes the remuneration for the members of the SB.

8.2. Term and replacing SB members

The term of office of the members of the Body derives from the resolution of appointment adopted by the Board of Directors.

In the event of resignation, supervening inability or forfeiture of a member of the Body, the latter shall promptly notify the Board of Directors, which shall promptly replace him. Each member of the SB shall promptly notify the Board of Directors of the occurrence of one of the hypotheses from which the need to replace a member of the SB derives.

8.3. Supervisory Body duties

The Supervisory Body is entrusted with the task of monitoring

1. the effectiveness and adequacy of the Model, in relation to the company structure, in terms of its actual capacity to prevent the commission of the offences set out in Legislative Decree 231/2001
2. on compliance with the Model by the Addressees
3. on the updating of the Model, where there is a need to adapt it in relation to changed conditions, such as significant changes in the Company's internal structure and/or in the ways in which the Company's activities are carried out and changes in legislation.

On a more specifically operational level, the Supervisory Body is entrusted with the following tasks:

1. activating the control procedures envisaged by the Model, it being specified that in any case the control activities are delegated to the primary responsibility of the operational management and are considered an integral part of every company process ("line control")
2. carry out reconnaissance of the corporate activity for the purpose of updating the mapping of the areas of activity at risk within the corporate context
3. coordinating with the other corporate functions for the monitoring of activities in the areas at risk, providing for the periodic performance of routine checks and spot checks on sensitive corporate activities
4. verify the need to update the Model
5. carry out periodic checks on specific operations or acts performed in the areas of activity at risk
6. collect, process and store information relevant to compliance with the Model, as well as share with internal managers the list of information that must be mandatorily transmitted to the Supervisory Body or kept at its disposal
7. check the actual presence and regular maintenance and effectiveness of the documentation required in relation to the provisions of the Model for the various types of offence
8. periodically report to Fastweb's corporate bodies as better specified in paragraph 8.4 on the implementation of the company policies supporting the activities pursuant to Legislative Decree 231/2001.

The Control System protecting each sensitive process pursuant to the Decree is verified by the Supervisory Body on the basis of the control principles set out in paragraph 7.3.

Fastweb's SB acts in coordination with the SBs of the subsidiaries, for the purpose of setting up an effective control system.

Fastweb's Supervisory Body has the power to acquire, without any form of intermediation and in compliance with the laws in force, relevant documentation and information and to carry out, individually or jointly with the Supervisory Body of subsidiaries/investee companies, periodical controls and targeted checks on individual activities at risk.

8.4. Activities and reporting of the Supervisory Body

The Supervisory Body has two reporting lines:

- the first, on an ongoing basis, to the Chief Executive Officer ;
- the second, at least on a half-yearly basis, to the Independent Control Committee, the Board of Directors and the Board of Auditors.

In carrying out its activities, the SB holds periodic meetings with the management and control bodies: minutes are taken of the meetings and copies of the minutes are kept by the SB and the bodies concerned.

At least twice a year, the Supervisory Body prepares a written report on its activities for the Independent Control Committee, the Board of Directors and the Board of Statutory Auditors; the plan of supervisory activities is defined on an annual basis and integrated into the Integrated Strategic Plan (ISP), which is also presented to the Swisscom ICC; updates on the progress of supervisory activities are presented at each meeting of the Independent Control Committee.

The Supervisory Body coordinates with the corporate functions responsible for the various specific profiles and, in particular, but not exclusively, with Human Resources, Legal Compliance & Security and Regulatory & Antitrust.

8.5. Reporting to the Supervisory Body

Fastweb employees, managers and directors are obliged to report to the Supervisory Body any information useful to facilitate the performance controls on the correct implementation of the Model.

As concerns the information to be sent on an ongoing or ad hoc basis to the Supervisory Body, the type and frequency of such information shall be shared by the body itself with the Managers in charge of the sensitive processes, who shall comply with the agreed modalities and timing.

Communications may be made using the Supervisory Body's e-mail address (organo.vigilanza@fastweb.it).

Failure to communicate relevant information may be sanctioned in accordance with the provisions of this Model.

The Supervisory Body also establishes information channels with the DPO, facilitating the exchange of information on activities falling within their respective spheres of competence.

8.5.1 Whistleblowing

Law No. 179/2017 and the subsequent Legislative Decree of 10 March 2023 No. 24, implementing Directive (EU) 2019/1937 (“on the protection of persons who report breaches of Union law”), introduced the mandatory requirement for all companies with an organisational model pursuant to Legislative Decree 231/2001 to establish a system that allows them to report any unlawful activities that they become aware of within their current or previous work context (so-called “whistleblowing”).

In compliance with the framework described above, in a context of transparent relations based on the values of care and courage affirmed in the Code of Ethics and with the guarantee of protection of the identity of the whistleblower pursuant to Legislative Decree 24/2023, Fastweb adopted the “Whistleblowing Policy” which regulates the methods and channels of reporting concerning, among others:

- violations of internal procedures and rules, such as but not limited to: Code of Ethics and Model
- reports of facts that may lead to the hypothesis that offences provided for by Legislative Decree No. 231/2001 have been committed;
- offences falling within the scope of application of European Union or national acts indicated in the annex to Legislative Decree 24/23, relating to specific sectors (public procurement; consumer protection; protection of privacy and personal data; security of networks and information systems; protection of the environment, services, products and financial markets and prevention of money laundering and terrorist financing; product safety and compliance; public health);
- acts or omissions affecting the financial interests of the European Union or the internal market, including violations of European Union rules on antitrust and state aid as well as violations concerning the internal market related to corporate tax rules or mechanisms aimed at obtaining a tax advantage;
- acts or conduct that defeat the object or purpose of the provisions of European Union acts in the areas mentioned in the previous points, received by the competent bodies.

Pursuant to the “Whistleblowing Policy”, where the report concerns a breach of the Organisation, Management and Control Model or facts that may suggest the commission of offences under Leg. Dec. 231/2001, the report manager - in compliance with the confidentiality guarantees provided for in Leg. Decree 24/2023 - involves the Supervisory Body for an assessment of the subject of the report.

Any form of retaliation against the reporter is prohibited. Retaliatory conducts against the whistleblower or in any case aimed at violating the whistleblower protection measures and the confidentiality of the whistleblower or at obstructing a report are sanctioned in accordance with the provisions of the disciplinary system set out in this Model.

8.6. Recurrent audits

Verifications on the Model are carried out periodically by performing specific in-depth analyses and checks, both routine and surprise, on existing procedures, corporate acts and contracts of greater importance in the areas of activity at risk, also at the request of the competent functions.

These checks may be delegated to Compliance or Internal Audit, which will provide test sheets, audits or specific reports to the Supervisory Body.

8.7. Collecting and filing information

Every information, indication, report provided for in this Model is stored by the Supervisory Body in a dedicated database (computer or paper) for a period of at least five years.

The information contained in the database and in the dedicated mailbox can only be consulted by the members of the Independent Control Committee, the Board of Statutory Auditors and by Compliance.

Since the best implementation of the Model is a primary objective of the Company, everyone is required to cooperate with the Supervisory Body by respecting the deadlines set and providing any suggestions that may be useful in terms of improving the effectiveness of the Model to achieve its purpose.

Communications received in accordance with the provisions of the "Whistleblowing Policy " are subject to a reinforced confidentiality regime that allows to know about them only to the persons indicated in the same policy.

9. INFORMING AND TRAINING EMPLOYEES

9.1. Communication

For the purposes of the effectiveness of this Model, Fastweb ensures, both to the resources already present within the company organisation and to those which will be included therein, a correct knowledge of the rules of conduct contained therein, in relation to the different level of involvement of such resources in sensitive processes and activities.

9.2. Training

The information and training system is implemented by Compliance in cooperation with the SB and the heads of the other corporate Functions/Teams involved from time to time in the application of the Model.

The training activity, aimed at disseminating knowledge of the regulations set forth in Legislative Decree No. 231/2001 and subsequent amendments, is differentiated for greater effectiveness in terms of content and implementation methods depending on the qualification of the recipients, the risk level of the area in which they operate, the performance by them of functions of representation of the company and the attribution of any powers.

In particular, specific training programmes are envisaged concerning

- management and control bodies;
- management;
- employees operating in specific risk areas
- all newly recruited employees.

All the training programmes have a common minimum content consisting of an illustration of the principles of Legislative Decree No. 231/2001, the constituent elements of the Model, the individual offences provided for by Legislative Decree No. 231/2001 and the conduct considered sensitive in relation to the commission of the aforementioned offences.

In addition to this common matrix, each training programme will be modulated in order to provide its users with the necessary tools for full compliance with the Decree in relation to the scope of operations and duties of the recipients of the programme.

In particular, all new employees are sent an informative email on the content of the Code of Ethics and Model and are asked to attend the training course "Legislative Decree 231/01 and Model 231" in e-learning mode.

The training is provided according to the deadlines indicated in the programme and in any case following regulatory changes to the regime of corporate liability and following significant updates to the contents of this Model.

Participation in the training programmes described above is compulsory and the control on course attendance is entrusted to the Supervisory Body.

10. RECIPIENTS AND IMPLEMENTATION FIELD

The Model encompasses all the processes and activities carried out by the Company and the Recipients are identified as the members of the corporate bodies, those who perform management, administration, direction or control functions in the Company or in one of its organisational units with financial and functional autonomy, the managers and employees of the Company and, in general, all those who operate under the direction and/or supervision of the aforementioned persons.

The principles and control standards contained in the Model also apply, within the limits of the contractual relationship in place, to those who, although not belonging to the Company, operate by mandate or on behalf of the same or are in any case linked to the Company by relevant legal relations: these persons, by virtue of specific contractual clauses, undertake to behave correctly and in compliance with the regulations in force within the relations established with the Company, and in any case suitable to prevent the commission, even attempted commission, of the offences in relation to which the sanctions set out in the Decree apply.

11. PROCEDURE FOR THE ADOPTION OF THE MODEL

Since the Model is an "act of issuance of the management body", in compliance with the provision of Article 6, paragraph I, letter a) of the Decree, subsequent amendments and integrations are referred to the competence of Fastweb's Board of Directors or the Managing Director, except for subsequent ratification by the same Board as the depositary of the original power of disposition in relation to the Model.

Amendments and/or integrations to the Model which do not imply the need for risk assessment activities may be promoted by the Company's Supervisory Body, which will subsequently inform the

Managing Director, who will arrange for their approval pending ratification by the Board of Directors.

12. DISCIPLINARY SYSTEM

Pursuant to Article 6(2)(e) of Leg. Dec. 231/2001, the Model must provide for a disciplinary system capable of sanctioning any failure to comply with the measures indicated therein.

The SB is notified of the opening of any disciplinary proceedings and of any dismissal and sanctioning measure relating to the proceedings referred to in this chapter. No disciplinary measure for violation of the provisions of the Model against any person may be adopted without prior consultation with the SB.

Annex no. 3 to the Model describes the actions that may be taken by the Company if an act is found to be in breach of the Model and its implementation measures, in particular as regards (i) employees to whom the National Collective Labour Agreements relating to companies providing telecommunications services apply; (ii) managers; (iii) Directors; (iv) Auditors; (v) Supervisory Body; and (vi) Partners.

In accordance with EU and national legislation, violation of the “Whistleblowing Policy” entails the application of the disciplinary system (Annex no. 3 to the Model).

13. DELEGATION AND PROXY SYSTEM

The Supervisory Body shall be informed by Corporate Affairs of the system of delegated powers adopted in the Company, any subsequent amendments thereto, as well as the results of the checks on the system of delegated powers carried out by the competent functions.

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14. RULES OF CONDUCT IN RELATIONSHIPS WITH EMPLOYEES AND EXTERNAL STAKEHOLDERS

In the performance of their activities, in addition to the rules set out in the Model, the Directors, Managers and Employees of Fastweb, as well as the Partners in the context of the activities they carry out must know and respect

1. the applicable legislation;
2. the Code of Ethics;
3. the Fastweb Anti-corruption Directive and the Anti-corruption Guidelines;
4. the Antitrust Compliance Programme;
5. the Internal Control System (SCI), and therefore the corporate procedures/guidelines, documentation and provisions relating to the corporate organisational structure and management control system.

The following general prohibitions apply directly to Directors, Managers and Employees of Fastweb, as well as to Partners by virtue of specific contractual clauses.

It is forbidden to engage in, collaborate in or give cause to conduct such that, taken individually or collectively, they directly or indirectly constitute the types of offence included in the Decree; it is also forbidden to engage in conduct in breach of the procedural principles set out in the Special Section.

In accordance with the commitments undertaken with the adoption of the Code of Ethics, Fastweb fulfils its mission by developing relations with stakeholders based on respect for the principles of integrity and transparency.

With particular reference to the relations with stakeholders that may have a specific relevance on the sensitive activities envisaged within the Model Fastweb carries out personnel selection in consideration of merit and on the basis of the correspondence of the 'candidates' profiles to those expected and to the company requirements: all activities are carried out in compliance with the principles envisaged in the Code of Ethics and in particular in respect of impartiality and equal opportunities for all stakeholders.

In relations with customers Fastweb's conduct is marked by fairness, helpfulness and respect, with a view to a highly professional collaborative relationship.

The selection of potential customers and the determination of the conditions of sale of company goods and/or services must be based on objective assessments of soundness, quality and other qualifying aspects and must be carried out consistently with the principles of impartiality and equal opportunity in the rejection of any arbitrary discrimination.

Customer relations must be constantly monitored and must be conducted in compliance with the principle of separation of duties and responsibility.

In relations with suppliers, purchasing processes are marked by the search for a legitimate competitive advantage for Fastweb, the granting of equal opportunities for each supplier, loyalty and impartiality.

In particular, employees/collaborators are required to adopt objective and documentable criteria when selecting suppliers. Selection of suppliers and determination of purchase conditions must be based on an objective assessment of quality, price and ability to supply and guarantee services of an adequate level.

In relations with the Public Administration Fastweb follows the ethical principles set out in the Code of Ethics and implemented in the company organisation and complies with the procedural rules defined in relations with the Public Administration, in particular in operations relating to tenders, contracts, authorisations, licences, concessions, applications and/or management and use of financing and contributions of public origin (national or community), management of orders, relations with the Supervisory Authorities or other independent authorities, social security bodies, tax collection bodies, bodies responsible for bankruptcy proceedings, civil, criminal or administrative

proceedings, bodies responsible for safety and accident prevention and similar and any other body belonging to the Public Administration.

FASTWEB