

ENGIE EPS Italia S.r.l.

Organization, Management and Control Model
pursuant to the provisions of art. 6 of the Leg. Decree no. 231 of 8th June 2001

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1 THE LEGISLATIVE DECREE NO. 231 DATED JUNE 8TH 2001

1.1 Characteristics and nature of the entities' responsibilities

Legislative Decree no. 231 dated June 8th, 2001 (from hereon also called "**D. Lgs. 231/2001**" or the "**Decree**"), which regulates the administrative responsibilities of legal entities, companies or other associated organisations, also without juridical status ("**Entities**"), has for the first time introduced into Italian Law a form of administrative liability as a criminal offence on the part of Entities, in addition to that of the individual who has materially committed the offence.

This is a new and more extensive form of liability, which prosecutes the Entity for offences committed, in its best interest or to its advantage, by persons functionally linked to it (persons in top management positions and persons subject to managers' direction and supervision).

The Decree - aimed at bringing internal regulations concerning the liability of legal persons into line with certain international conventions with which Italy has already been complying for some time - provides that Entities may be held liable, and consequently punished, only in relation to the committing of certain offences that are exhaustively indicated by the Decree (so-called predicate offences).

1.2 Predicate Offences

The offences which involve the administrative liability of Entities are exhaustively identified in the Decree. Although the list is subject to changes and additions by the legislator, predicate offences currently addressed in the Decree ("**Predicate Offences**") are the following:

- a) Crimes committed in relations with the Public Administration (art. 24 and 25 of the Decree);
- b) IT crimes and the illegal use of data (art. 24-bis of the Decree);
- c) Offences committed by organised crime (art. 24-ter of the Decree);
- d) Crimes linked to false currency, credit cards, stamp duty and means or markings used for identification (art. 25-bis of the Decree);
- e) Crimes committed against industry and trade (art. 25-bis.1 of the Decree);
- f) Crimes related to company law (art. 25-ter of the Decree);
- g) Crimes with objectives linked to terrorism or the subversion of democratic order (art. 25-quater of the Decree);
- h) Practices linked to the mutilation of female genital organs (art. 25-quater.1 of the Decree);
- i) Crimes committed against individuals (art. 25-quinquies of the Decree)¹;
- j) Market abuse offences (art. 25-sexies of the Decree);
- k) Transnational crimes (Law no. 146 dated March 16th, 2006);
- l) Crimes involving manslaughter and serious or very serious injuries committed in violation of rules concerning the protection of health and safety in the workplace (art. 25-septies of the Decree);
- m) Offences involving the reception of stolen goods, money laundering and the use of money, goods or utilities of illegal origin and self-laundering (art. 25-octies of the Decree);

¹ Including the crime of "*Illegal mediation and labour exploitation*" former Art. 603 bis c.p.

- n) Copyright infringement offences (art. 25-novies of the Decree);
- o) Crime inducing people not to make statements or to make false statements to judicial authorities (art. 25-decies of the Decree);
- p) Crimes against the environment (art. 25-undecies of the Decree);
- q) Employing citizens from third countries whose residency permits are not legal (art. 25-duodecies of the Decree)
- r) Xenophobia and racism (art. 25-terdecies of the Decree);
- s) Fraud in sports competitions, illegal gambling, and or betting exercised using forbidden means and equipment (art. 25-quaterdecies of the Decree);
- t) Tax related crimes (art. 25-quinquiesdecies of the Decree);
- u) Failure to comply with disqualification sanctions.

Aware that an understanding of individual cases is an essential prerequisite for the application of the model, the offences provided for in the Decree and in the special laws supplementing it, are fully referred to and described with the relevant sanctions, in Attachment A to this model.

1.3 Criteria for charging corporations with liability

In the event of it having committed predicate offences, a corporation can only be punished under certain conditions, defined as criteria for being charged with an offence. These criteria are distinguished as “objective” and “subjective”.

- a) The first objective criteria that must exist in order to penalise a corporation is that the crime committed must be included among those specifically listed as Predicate Offences in the Decree.
- b) The second objective criteria is that the crime must have been committed in the interest or to the advantage of the corporation. It must, therefore, have been committed within a context linked to specific activities undertaken by the company and the company must have gained an advantage even if only a potential one. The existence of at least one of the two conditions is sufficient for bringing charges:
 - “interest” exists when the offender has acted with the intention of favouring the corporation, regardless of whether this objective has actually been achieved;
 - an “advantage” exists when the Company has obtained, or could have obtained, a positive, economic or other kind of advantage from the offence.

According to the Court of Cassation (Court of Cassation, March 4th, 2014, no. 10265), the concepts of interest and advantage are not to be understood as a single concept, but rather as dissociated, since there is a clear distinction between what could be understood as a possible gain as a consequence of the offence, compared to an advantage actually obtained as a result of the outcome of the offence.

In this sense, the Court of Milan (Ord. 20 December 2004) and the Supreme Court of Cassation (see also ruling Cass. Pen., March 4th 2014, no. 10265) have also expressed the opinion that the sole purpose of criminal conduct is sufficient for the pursuit of a given usefulness, regardless of whether it is actually achieved.

The Entity's liability exists not only when it has gained an immediate financial advantage by committing the offence, but also in the event that, even in the absence of such an outcome, the fact is justified in the interest of the Entity. The improvement of its position on the market or the concealment of a situation involving a financial crisis, for example, are cases that involve the interests of the Entity without providing it with an immediate and direct economic advantage.

- c) The third objective criterion is that the alleged offence must have been committed by one or more qualified persons, i.e. by "persons holding representative, administrative or managerial positions in the organisation or in one of its organisational units with financial and functional autonomy" or by those who also "exercise, de facto, the management and control" of the Body (persons in "top management positions"), or by "persons subject to the direction and supervision of one of the top managers" (so-called "subordinates").
- d) The perpetrators of the offence due to which the Entity may incur in an administrative liability may therefore be: (i) persons in "top management positions", such as, for example, the legal representative, director, general manager or plant manager, as well as persons who also de facto exercise management and control of the Entity and (ii) "subordinates", typically employees, but also persons outside the Entity, who have been entrusted with tasks to be performed under the direction and supervision of top management.

If more than one person takes part in committing an offence (hypothesis such as the participation of persons in the offence pursuant to Article 110 of the Criminal Code), it is not necessary for the "qualified" person to carry out typical actions envisaged by criminal law. It is sufficient that he/she make a consciously causal contribution to the committing of the offence.

The subjective criterion for charging a person with a liability is implemented when the offence expresses a connotative orientation of company policy or at least depends on negligence by the organisation.

The provisions of the Decree exclude the Entity's liability if - before the alleged offence was committed - it adopted and effectively implemented an "organisation and management model" suitable for preventing the committing of offences of the type committed.

In this respect, the Entity's liability is caused by a "failure to adopt or comply with expected standards" related to the organisation and activity of the Entity, a defect that can be attributed to company policy or structural and prescriptive deficits in the company's organisation.

In essence, in order not to be subjectively charged with this offence, the Entity must prove that it has done everything in its power to prevent the committing of any of the offences envisaged in the Decree in the exercising of its business activities (on conditions of exemption from liability provided for in the Decree, see paragraph 1.5 below).

1.4 Sanctions applicable to the Entity

Sanctions established by the Decree as applicable to an Entity following the committing or attempted committing of Predicate offences, are of four kinds:

- a) Financial sanctions

These are always applied when the judge holds the Entity responsible. They are determined through a system based on "quotas" (no less than one hundred and no more than one thousand), each of a value between a minimum of 258.23 Euros and a maximum of 1,549.37 Euros. The financial sanction, therefore, varies between a minimum of 25,823 Euros and a maximum of 1,549,370 Euros (except for

corporate offences for which financial sanctions are doubled on the basis of the provisions of the Savings Law 262/2005, art. 39, paragraph 5). The judge determines the number of quotas taking into account the seriousness of the offence, the degree of responsibility of the Entity, as well as any activity carried out by the Entity to eliminate or mitigate the consequences of the offence and to prevent the committing of further offences. The amount of the fee is fixed on the basis of the Entity's economic and financial conditions in order to ensure the effectiveness of the sanction.

Financial sanctions are reduced from one third to half the amount in the event that before the first hearing is held:

- The Entity has fully compensated the damage caused and eliminated harmful or dangerous consequences caused by the offence, or has in any case made effective efforts in this regard;
- an organisational model suitable for preventing offences of the type that have been committed has been adopted or made operational.

Furthermore, the financial sanction may be halved when:

- the perpetrator of the offence committed the act in his own or a third party's best interest and the Entity did not gain an advantage or gained a minimum advantage from it;
- the financial loss caused is minimal.

The fundamental principle that guides the entire matter concerning the Entity's liability, establishes that only the Entity, with its assets or common fund, is liable for the obligation to pay the fine imposed. The rule, therefore, excludes direct financial liability of members or associates, regardless of the legal nature of the collective Body.

b) Interdiction

This involves an embargo on all activities, the suspension or revocation of authorisations, licences or concessions functional to the committing of the offence, a ban on contracts with Public Administrations, the exclusion from facilitations, financing, contributions, subsidies and a possible revocation of those already granted as well as a ban on advertising goods or services.

Interdictions are applied in addition to financial sanctions only if explicitly envisaged for a specific crime and only in the event of one of the two following conditions applying:

- the Entity has already committed such an offence (repeated illegalities);
- the Entity has profited significantly from such a crime.

c) Forfeiture

This consists in the state acquiring the price or profit made thanks to the crime committed, also in an equivalent form (hence seizing sums of money, goods or other assets of a value that corresponds to the price or the profit made committing the offence).

d) Publication of the sentence

This consists in the publication of the sentence (in full or excerpts of it and at the Entity's expense) in one or more newspapers indicated by a judge as well as posting it in the Municipality of the location in which the Entity has its head offices. The publication of the sentence may be ordered by a judge when a disqualification sanction is applied to the Entity.

Finally, the Public Prosecutor may request the application of disqualification sanctions, also as a precautionary measure, if there are serious indications of the Entity's liability or well-founded and

specific elements indicating a real danger that offences of the same type as the one already committed may be committed again.

1.5 Exemption from responsibility: the organisational, managerial and supervisory model as established by Legislative Decree 231/2001

In introducing the aforementioned model for administrative responsibility, the Decree does however envisage a specific form of exemption when the Entity proves to have adopted all necessary organisational measures to prevent the committing of offences set out in the Decree by persons operating in the Entity's name.

More specifically, the Entity is exempt from responsibility when proving that:

- a) prior to the committing of the offence, the management had adopted and effectively implemented organisational, managerial and supervisory models suitable for preventing offences of the type committed;
- b) the task of supervising the working and observance of the models and keeping them up to date has been entrusted to a body with autonomous powers of initiative and supervision;
- c) that the appointed body has not committed omissions or failed to sufficiently supervise events.

The aforementioned conditions must be jointly applied so that the Entity's responsibility can be excluded. The Entity's exemption from all guilt therefore depends on the adoption and effective implementation of a model for the prevention of offences and the creation of a Supervisory Body responsible for overseeing and ensuring that all activities conform with the standards and procedures outlined in the model.

Despite the fact that the model acts as a cause of non-punishability whether the predicate offence was committed by a person in a top position or by a person in a subordinate position, the Decree is much stricter and more severe in cases in which the offence was committed by a person in a managerial position, since, in such cases, it reverses the burden of proof and it is the Entity that must prove that the offence was committed by its official in a top position by fraudulently circumventing the model. The Decree requires stronger proof of extraneousness since the Entity must prove a sort of "internal fraud" committed by top management.

On the other hand, in the event of offences committed by persons in subordinate positions, the Entity may only be held liable if it is established that the committing of the offence was made possible by a failure to comply with managerial or supervisory obligations. In this case, it is really the fault of the organisation: hence the Company has indirectly allowed the committing of an offence by not supervising the activities and persons at risk of committing an alleged offence

Equipping an Entity with a model based on the Decree is not a legal obligation, although, according to the criteria used to charge an Entity, a model is the only instrument that, if effectively implemented, can at times avoid charges being brought against the Entity for committing the offences set out in this Decree. Consequently, the adoption of an effective and efficient model is in the company's best interests.

Finally, the second comma of Article 6 of the Decree indicates the contents of such a model, which is expected to have the following characteristics:

- a) identify the Entity's activities within the context of which it would be possible to commit one of the crimes set out in the Decree;

- b) envisage specific protocols aimed at planning training and the implementation of the Entity's decisions regards to offences to be prevented;
- c) identify ways of managing financial resources that are suited to preventing the committing of such crimes;
- d) envisage an obligation to inform the Supervisory Body;
- e) introduce an internal disciplinary system suitable for punishing all forms of disrespect of the measures set out in the model;
- f) provide for one or more channels that allow "top management" or "subordinates" to submit detailed reports of unlawful conduct, relevant pursuant to the Decree and based on precise and consistent factual elements, or of violations of the Organisational Model of which they have become aware by virtue of their duties in order to protect the integrity of the entity.

1.6 Crimes committed abroad

Responsibilities established by this Decree also include crimes committed abroad by an Entity on condition that:

- a) the offence was committed by a person functionally linked to the Entity, whether a top-level or subordinate subject, as illustrated above;
- b) the Entity has its headquarters in Italy;
- c) that the general conditions for prosecution laid down in Articles 7, 8, 9 and 10 of the Criminal Code are met in order to prosecute in Italy an offence committed abroad (if the law provides that the guilty individual is punished at the request of the Minister of Justice, proceedings shall be taken against the Entity only if charges are also made against the Entity itself);
- d) charges are not brought by the state in which the crime has been committed.

1.7 Confindustria's guidelines

The Decree (Art. 6, comma 3) establishes that organisational, managerial and supervisory models may be adopted by Entities based on behavioural codes drafted by trade association and informing the Justice Ministry.

The first trade association to draw up a guidance document for the creation of such models was Confindustria, which, in March 2002, issued its "Guidelines for the creation of organisation, management and control models pursuant to Legislative Decree no. 231/2001" (subsequently amended and updated, first in May 2004, then in March 2008 and, more recently, in March 2014).

2 THE ENGIE GROUP

2.1 The Group

ENGIE EPS Italia S.r.l. (from here on "**EPS**" or "**the Company**") is a limited liability company entirely owned by ENGIE EPS S.A., incorporated under French law and therefore subject to its management and coordination.

EPS, together with the group leader ENGIE EPS S.A. (from here on the "**Group** ") joined the ENGIE Group, which, with over 150,000 employees and a significant presence in about 70 countries all over

the world, is one of the world's largest utility providers and a leader in the electricity and energy services sectors.

2.2 Ethics and Compliance in the ENGIE EPS Group

The Group has adopted an *Ethics & Compliance* regulation that consists of:

- the **Ethics Charter** that together with the **Practical Guide to Ethics** is the foundation on which all reference documents are based as well as internal policies and the behaviour codes adopted by the Group;

- **“Codes of Conduct”**:

- a) *Code of Conduct for Lobbying*
- b) *Code of Conduct in supplier relations*
- c) *Code of Conduct in business relations*
- d) *Code of Conduct for Group financial officers*
- e) *Group property protection policy*

- **“Integrity Referential”**:

- a) *Business consultant policy*
- b) *Gift & hospitality policy*
- c) *Ethics clause*
- d) *Due diligence policy on partner related to investment project*
- e) *Due diligence policy on patronage & sponsorships*
- f) *Policy on the prevention of conflict of interests*
- g) *Tax policy*

- **“Compliance management referential”**:

- a) *Group whistleblowing process*
- b) *Inform ethics process*
- c) *Guidelines for managing early warning signs*
- d) *Mandatory ethics training*
- e) *Annual ethics compliance procedure*
- f) *Embargo policy*
- g) *Policy on incorporation of ethics into HR processes*
- h) *Policy on personal data protection*
- i) *Policy on protection of the confidentiality of inside information*

- **“Human rights referential”:**
 - a) *Human rights policy*
 - b) *Health & safety policy*
 - c) *Environmental and societal responsibility policy*
 - d) *European and worldwide HR collective agreements.*

EPS, as part of the ENGIE Group has adopted the Group’s policies and its *Ethics & Compliance* system. The aforementioned rules are applied to the company wherever they are compatible with the organisations model.

3 THE ENGIE EPS ITALIA S.R.L. COMPANY

3.1 EPS activities and organisation

EPS operates both in developed markets, with the aim of increasing the stability and safety of electricity produced from renewable sources, and in emerging markets, where its solutions make it possible to reduce the need to use diesel power generators, thereby increasing the quality of energy produced and ensuring greater accessibility to electricity.

EPS is mainly involved in design and production, in the assembly, integration and testing stages in the factory, on-site installation, commissioning, assistance and consultancy related to:

- micro-networks and integrated distributed power generation systems;
- electric energy storage systems, also in hybrid configuration, with any type of chemistry or storage, including electrochemical and/or hydrogen storage systems;
- electronic conversion, distribution, monitoring and/or control equipment and related software and firmware.

EPS has registered offices in Milan, in Via Anton Francesco Grazzini 14, and operational offices in Cosio Valtellino (Sondrio) Via dei Boschi Vecchi, and Rivoli (Turin), Via Paracca 12/D.

With a view to a better integration of the activities and exploitation of the resulting synergies, a reduction in costs and a redesign of the model, as well as a more effective allocation of the Group's resources, on November 3rd, 2018 the Company signed a contract with ENGIE EPS S.A. for the sale of the branch of business related to E-Mobility & Power Electronics Lab activities.

This model therefore concerns the organisation of activities undertaken by EPS.

3.2 The Company’s current organisation

The Company has organised its business and internal activities according to the detailed organisation chart as set out in Attachment B.

EPS is basically based at the following locations:

- The registered and operational offices in Milan, in Via Anton Francesco Grazzini 14, are also the Group’s engineering and research and development headquarters where Agile Organization and People Growth, Strategy and Market Intelligence, Innovation and

Technology, Legal, Ethics & Compliance, Communication & Investor Relations, Accounting and Administration, Internal Control, Performance Management, Engineering and R&D, Global Renewables, Client Solutions, Green Mobility and part of the Project Management are all based and operate;

The production site in Cosio Valtellino (Sondrio), in via dei Boschi Vecchi, is specialised in the manufacturing and testing of Power Conversion Systems, of prototypes designed by EPS and in the preparation and testing of containerised systems. The Department of Industrial Operations and the Procurement Offices are situated in Cosio Valtellino. Production, understood as assembling the switchboards and equipping the containers is, on the other hand, an activity managed in outsourcing;

The production site in Rivoli, situated in Via Paracca 12D, is instead reserved to the development of the hydrogen platform and it is here that the H2 System Integration team, the Company's Internalized Production, HSEQ, Information Technology, part of Project Management, Technical Design Office, Accounting and Administration and Green Mobility all operate.

Furthermore, EPS also works at clients' sites. These activities are defined individually with the client on the basis of the contract signed.

In any case, activities usually carried out directly by EPS operators are the start-up, the commissioning of systems and training for users.

Any activities that may be considered as supply, such as civilian work intended as the construction of stalls for the installation of containers or the electrical and mechanical installation of systems, are instead generally subcontracted.

3.3 EPS' Corporate Governance system

The organisation of EPS's corporate and supervisory bodies is set out as follows:

- a) One partner;
- b) A Board of Directors with a President and a Chief Executive Officer.

For greater details concerning the Board of Directors' members please see official documentation in **Attachment C**.

3.4 System of proxies and powers of attorney adopted by the Company

The system for the attribution of company proxies and powers of attorney is an integral part of the internal control system and, from the standpoint of the Model, provides an effective form of control for the prevention of the offences referred to in the Decree.

The definition of criteria used for assigning proxies and powers of attorney is the responsibility of the Board of Directors.

The system for the attribution of company proxies and powers of attorney must involve:

- a) a management tool for carrying out actions having external or internal relevance, necessary for the pursuit of the company's objectives and consistent with the management responsibilities assigned to each individual;
- b) a factor for the prevention of any abuse of functional powers attributed, through the definition of economic limitations, for each action or series of actions;
- c) an indisputable element of traceability for company acts, having external or internal relevance, to persons who have adopted them. The usefulness of the system, both in preventing the committing of offences and subsequently identifying the persons who have taken action directly or indirectly connected to the committing of the offence, depends on this.

Company policy provides that only persons with formal and specific powers may undertake commitments towards third parties in the name and on behalf of the Company itself.

In this context, the Company has implemented a system of powers of attorney consistent with the organisational responsibility assigned implying the effective need for representation and with the provision, when appropriate, of a precise indication of quantitative expenditure thresholds established by internal company measures.

Company units that are interested, possibly with support from the Supervisory Board, periodically check the system of powers of attorney in force, also by examining documentation certifying activities actually carried out by persons working on behalf of the Company, suggesting the necessary changes to be made if the management and/or qualification functions do not correspond to the powers of representation conferred.

4 ADOPTION OF MODEL BY EPS

4.1 The Model's Objectives

With the adoption of this organisational, managerial and supervisory model pursuant to Art. 6 of the Decree (the "**Model**"), the Company intends to comply punctually with the provisions set put in the Decree in order to improve and make its already existing internal supervisory and Corporate Governance systems as efficient as possible.

The Model's main objective is to create an organic and structured system of control principles and procedures, designed to prevent, where possible and seriously feasible, the committing of offences listed in the Decree. The Model is a fundamental element of the Company's governance system and will implement the process of spreading a management culture based on fairness, transparency and legality.

The Model also has the following objectives:

- a) To forbid behaviour that could integrate the specific illegalities mentioned in the Decree;
- b) To provide adequate information about any activities that involve the risk of committing a crime to those who act in the name of the Company, or are linked to it through relations that are relevant as far as the Decree is concerned;
- c) To spread awareness that financial sanctions and interdiction for individuals and companies can derive from violations of this Decree, of rules contained in the Model and the principles of the Group's Ethical Charter;

- d) To spread a management culture based on legality since the Company condemns all forms of behaviour that do not comply with the law or with internal provisions and in particular those contained in its Model and Ethical Charter;
- e) Spread a culture of supervision and risk management;
- f) Implement an effective and efficient organisation of work, emphasising training concerning decision making as well as its transparency and documented traceability, the accountability of resources whose job it is to make these decisions and their implementation, on expecting supervision both before and after as well as a correct management of internal and external information;
- g) To implement all necessary measures needed to reduce as much as possible the risk of committing a crime an exploiting all existing safeguards set up to prevent illegal behaviour as established in this Decree.

4.2 Methodology for the drafting of a Company Model

The EPS Model, inspired by the Guidelines, has been drawn up taking into account the actual business of the Company, its structure and the nature and size of its organization.

It is understood that the Model will be subject to any updates that may become necessary, based on the future evolution of the regulations, the organizational structure of the Company and the context in which it will operate.

EPS made a preliminary analysis of its context and, later, an analysis of the business areas with potential risk profiles, in relation to the commission of Predicate Offences set out in the Decree. In particular, the following were analyzed: the Company's history, the corporate context, industry, organizational structure, the existing governance system, the system of proxies and delegations, the major legal relationships with third parties, the operational reality, practices and procedures formalized and disseminated across the Company to monitor sensitive activities.

The analysis was conducted through interviews with the heads of departments most involved in company activities at risk of crime pursuant to Legislative Decree 231/01.

For the purposes of preparing this document, in line with the provisions of the Decree, the Guidelines and the indications inferred to date from the case law, the Company has therefore:

- a) identified, by means of interviews with its top management, processes, sub-processes or activities where the Predicate Offences indicated in the Decree may be committed;
- b) conducted a risk self-assessment of possible offences and the internal control system suitable to prevent any unlawful conduct by drawing up the Risk&Gap Analysis document, disseminated on 28 October 2016, updated in June 2019 and then again in February 2020;
- c) identified the control measures - already existing or to be implemented in the company's operating procedures and practices - required to prevent or mitigate the risk of committing the Predicate Offences;
- d) analyzed of its system of delegations and powers and the allocation of responsibilities.

4.3 Structure of the Model: general part and special part

This Model consists of a "General Part" and a "Special Part" created for the different types of offences covered by the Decree and considered, as a result of the self-risk assessment exercise, as theoretically involving the Company.

Furthermore, it should be noted that the introduction of certain offences into this Model is purely precautionary. Although there are no specific elements to infer the existence of current risks, the Company intends to keep a high level of attention on these offences. The Special Part consists of several sections relating to the following categories of offences grouped as follows:

Section A: Offences committed in relations with the Public Administration;

Section B: Computer crimes and unlawful data processing;

Section C: Organized crime, transnational crime and inducing people not to make statements or to make false statements to the judicial authorities;

Section D: Crimes against industry and trade and crimes in violation of copyright;

Section E: Corporate Crimes;

Section F: Crimes of negligent homicide and serious or very serious injuries committed by infringing the rules on the protection of health and safety at work;

Section G: Receiving stolen goods, money laundering and use of money, property or utilities of illegal origin and self-laundering;

Section H: Environmental Crimes;

Section I: Employment of illegally staying third country nationals;

Section L: Market abuse;

Section M: Tax Crimes.

4.4 Model recipients

The provisions of the Model are binding for:

- a) the directors and all those who perform, also de facto, management, administration, leadership, control functions, as well as disciplinary, advisory and proactive functions within the Company or in an autonomous organizational unit;
- b) employees of the Company, meaning all those who are linked to the Company by a subordinate employment relationship, even if they are seconded abroad to perform their duties;
- c) all those who collaborate with the Company by virtue of a self-employment work relationship and for collaborators subject to the control or supervision of the Company's management;
- d) distributors, business partners and agents working on behalf of the Company;
- e) those who, although they do not belong to the Company, operate under a contract or on its behalf, such as lawyers, consultants, etc.;

f) those who act in the best interests of the Company as they are bound to it by contractual legal relations or by agreements of another nature, such as, for example, partners or third parties engaged for the realization or acquisition of a project (hereinafter, collectively, the "Recipients").

Any doubts as to the enforceability or how the Model can be enforced by a third party or class of third parties are settled by the Supervisory Body contacted by the person in charge of the area/function concerned.

4.5 Approval, amendments and updating of the Model

The board of directors of eps has the duty to adopt the model pursuant to the decree by means of a specific resolution, according to the risk profiles that emerge from the company's business activities. The company is also responsible for the implementation of the model in relation to the activities it actually carries out. To this end, the supervisory body has the primary task to oversee the implementation of the model itself according to the procedures described therein.

Finally, the company is entrusted, also at the request of the supervisory body, with the task of updating the model to adapt it over time, both in relation to regulatory developments and to any change in the activities actually performed by the company.

More specifically, the board of directors of eps, also at the request of the supervisory body, is entrusted with the task of supplementing and updating this model, by means of a specific resolution, with the predicate offences as provided for by the regulations in force from time to time. As to the amendments and updates to the model, the company avails itself of all corporate functions and, where deemed necessary, of external consultants.

5 SUPERVISORY BODY

5.1 Identification of the Supervisory Body. membership, appointment, causes of non-eligibility and disqualification

According to Article 6 of the Decree, the Entity may be exempted from liability resulting from the commission of the predicate offences if its BoD has, amongst others, "entrusted the task of overseeing the functioning and observance of the Model and its updating to a corporate body provided with autonomous powers of control and take action".

The Entity's exemption from liability is therefore dependent upon the existence of a Supervisory Body that properly and effectively performs such tasks and duties, whether the offence has been committed by the top management or by Subordinates.

Pursuant to the provisions of the Decree, the Company has established a Supervisory Body ("**Supervisory Body**" or "**SB**") consisting of three full members. The SB membership ensures compliance with the following requirements:

a) **Autonomy:**

The SB must have decision-making autonomy, qualifying as the freedom of self-determination and taking action, with full exercise of technical discretion in the performance of its functions;

b) **Independence from the Company:**

it must be free from any influence deriving from subordination to the top management and must be a third party body, placed in a position of independence, including hierarchical independence, capable of adopting autonomous measures and initiatives;

c) Professionalism:

must be professionally capable and reliable, both as regards its individual members and as a whole. As a body, it must have the technical knowledge and professionalism needed to best perform the functions entrusted to it. At least some of the members of the SB should have a legal expertise;

d) Ongoing work:

it must perform the functions assigned to it on an ongoing basis, albeit not exclusively;

e) Integrity and absence of conflicts of interest:

whoever is disqualified, incapacitated or bankrupt or has been convicted for one of the crimes provided for by the Decree or, in any case, has been punished with disqualification, even temporary, from public office or the inability to exercise managerial duties, cannot be appointed as a member of the SB and, if applicable, shall cease to hold office. The Board of Directors (hereinafter the “**BoD**”) of the Company shall take steps to appoint and revoke the members of the SB.

The Supervisory Body of the Company is a collective body made up of three members chosen among people with specific professional skills, competence and experience in corporate matters and inspection activities. In particular, at least two members, including the Chairman, must be external professionals experienced in corporate matters, internal control procedures and corporate risks. Among these, at least one of them has legal skills. One member may be chosen from the Company's resources, provided that he or she has a high level of knowledge of corporate procedures.

The term of office of the members of the Supervisory Body is 3 (three) years. Such term is renewable subject to a resolution to that effect by the Board of Directors. The BoD is also granted the power to revoke, for just cause, all or some of the SB members within 60 (sixty) days prior to the end of each term of office.

In the event of resignation, incapacity, death or disqualification of a member of the Supervisory Body, this latter shall promptly inform the Board of Directors, which in turn shall immediately replace him/her.

The following are causes of non-eligibility or disqualification from membership of the Supervisory Body:

a) having been subjected to preventive measures ordered by the judicial authorities pursuant to Law no. 1423 of 27 December 1956 (Law on preventive measures against persons endangering security and public morality) or Law no. 575 of 31 May 1965 (provisions against the Mafia);

b) having been convicted, even with a sentence that is not yet final or issued pursuant to Articles 444 et seq. of the Italian Criminal Code (plea bargaining) or even with a conditionally suspended sentence, without prejudice to the effects of rehabilitation (i) for one or more of the offences strictly provided for in the Decree, or (ii) imprisonment for a period of not less than two years for any non-culpable crime.

(c) disqualification, incapacity, bankruptcy or having been convicted, even with a non-final sentence, with disqualification, even temporary, from public offices or the inability to exercise managerial duties.

The occurrence of even just one of the above conditions results in the ineligibility for the office of member of the SB and, in the event of election, the automatic disqualification from said office, without the need for a revocation resolution by the Board of Directors, which will replace him/her.

These are legitimate conditions for revocation for just cause:

a) loss of eligibility requirements;

b) failure to fulfill the obligations inherent in the task entrusted;

c) lack of good faith and diligence in the performance of their duties;

- d) lack of collaboration with the other members of the SB;
- e) unjustified absence at more than two meetings of the SB.

In the presence of just cause, the Board of Directors shall revoke the appointment of the member of the SB who is no longer fit and, after adequate justification, provide for his or her immediate replacement.

Each member of the SB may withdraw from office at any time, subject to a minimum of one month's justified notice in writing to the Board of Directors.

In the event of termination or withdrawal by one of the members of the SB, the Board of Directors will promptly replace the member who has become unfit, also upon notification from the Chairman of the SB.

5.2 Functions and powers

The Supervisory Body of the Company is entrusted with the task of overseeing:

- a) Recipients' compliance with the provisions of the Model;
- b) the Model's actual effectiveness and ability to prevent the commission of the predicate Offences;
- c) the adequacy of the Model, updating it whenever it needs to be adapted following new company developments and/or legislation amendments.

From an operational point of view, the SB is entrusted with the task of:

- a) activating any required control procedures, bearing in mind that the responsibility for the control of activities, including those relating to areas at risk, remains in any case with the operational management of the Company and forms an integral part of the company process; this confirms the importance of the staff training;
- b) periodically performing targeted checks on certain operations or specific acts carried out within the scope of activities at risk as defined in the individual Special Parts of the Model;
- c) collecting, processing and storing any relevant information regarding compliance with the Model, as well as updating the list of information that must be mandatorily sent to the SB, or kept at the disposal of this latter (in this regard, see point 4.5 on Information Flows);
- d) coordinating with other company functions (also through special meetings) for the best monitoring of activities in areas at risk. To this end, the SB is kept constantly informed on the development of activities in the above risk areas and has free access to all relevant company documentation. The SB must also be informed by the company management of any business circumstances that may expose the company to the risk of a crime being committed;
- e) promoting appropriate initiatives to disseminate knowledge and understanding of the Model and to prepare the internal organizational documentation needed for the functioning of the Model;
- f) reviewing any specific reports from control bodies or third parties, assessing their reliability and making the checks deemed necessary or appropriate;
- g) conducting internal investigations to ascertain alleged violations of the provisions of this Model of which it has become aware;
- h) notifying any violations of the Model to the competent corporate bodies in accordance with the system for the adoption of sanctions;

- i) coordinating with the heads of other corporate functions for the various aspects relating to the implementation of the Model;
- j) keeping a continuous liaison with the Company's control bodies and with other consultants involved in the Model implementation activities;
- k) putting in place an internal communication system aimed at enabling the receipt of information for the purpose of Legislative Decree 231/2001 guaranteeing the protection and confidentiality of whistleblowers (see point 4.5 on Information Flows).

Any corporate body or structure cannot question the activities carried out by the SB, it being understood that the Board of Directors of the Company supervises the adequacy of its intervention, being ultimately responsible for the functioning and effectiveness of the Model and the power to adopt and implement it.

The SB must have free access to all the documentation in the Company's possession - without the need for any prior consent - in order to obtain any information or data deemed necessary for the performance of its duties.

The members of the SB are bound to secrecy with regard to news and information acquired in the performance of their duties and must refrain from seeking and using such information for reasons other than the performance of their duties.

Once appointed, the Supervisory Body shall draw up the document governing its operations (Supervisory Body Regulations).

The SB must be endowed with appropriate spending autonomy, through the provision of an adequate annual budget to be used for the performance of its duties. In any case, the annual budget may be supplemented if it is not sufficient for the effective performance of its functions. In addition, the SB may allocate resources even in excess of the approved annual budget, in the presence of exceptional and urgent situations, to be subsequently reported to the Board of Directors. Any extraordinary expenses will be submitted to the Board of Directors for its approval.

5.3 Periodic checks

In accordance with the principles of the Decree and the contents of the Model, the SB annually draws up a schedule of its activities and periodically performs specific checks on the Model's real ability to prevent offences, especially in sensitive areas, as well as on the resolution of any previously detected non-compliance. Furthermore, the SB may perform unscheduled interventions in specific areas if it deems it necessary.

In carrying out its control activities, the SB may avail itself of the help of independent consultants and third parties with adequate professional features, as well as of other corporate functions that are required to perform audits from time to time.

At the end of each audit, the SB draws up a report summarizing its findings and any improvements to implement in the event criticalities emerge. These reports are sent to the relevant corporate bodies, where deemed appropriate.

5.4 Reporting

Following its inspections and the occurrence of any reports and critical issues, the SB reports to the Board of Directors in several ways:

- a) first, when necessary, it shall report any breaches and/or inadequacies of the Model;
- b) second, on an annual basis, it shall illustrate to the Board of Directors the activities undertaken during the reference period, with an indication of any breaches detected during the year or its suggestions to ensure the effectiveness and adequacy of the Model;
- c) third, when necessary, it notifies the Board of Directors of any violations committed by one or more members of the BoD itself.

In addition, the SB makes available to the Board of Directors, after assessing the existence of any impeding reasons, the summary reports of the inspections and the reports received in the course of its work, and is required to inform the BoD immediately in the event of extraordinary situations.

Finally, the SB has the right, for urgent reasons, to call a meeting of the Board of Directors, which, in turn, may convene the SB at any time.

5.5 Information duties and information flows to the Supervisory Body

The SB shall be informed of events that may generate liability for the Company pursuant to the Decree, through specific reports regarding violations or possible violations of the Model submitted by individual directors, managers, employees, department heads and, more generally, by all Recipients.

Therefore, executives, directors, employees and collaborators of the Company shall cooperate as much as possible with the Supervisory Body, compulsorily forwarding to it any information that may help it perform its functions, by sending an e-mail to the following address: odv@engie-eps.com.

In particular, the following must be reported without undue delay:

- a) information relating to any offence or in the reasonable belief that the offences provided for in the Decree have been committed;
- b) violations of the rules of conduct or procedures contained in this Model, the Ethics Charter, the Practical Guide to Ethical Conduct, the Anti-Corruption Guidelines and, in general, the Integrated Management System Manual (Quality, Environment, Health and Safety and Anti-Corruption);
- c) requests for legal assistance submitted by executives or employees against whom the judiciary prosecutes the offences provided for by the Decree;
- d) measures and information from the judicial police or any other Authority from which it is inferred that investigations are being carried out, even against unknown persons, for the crimes set forth in the Decree, if such investigations involve the Company, its employees, managers, members of corporate bodies, internal committees or other Recipients;
- e) information relating to the actual implementation of the Model, at all company levels, with evidence of any disciplinary proceedings undertaken and any sanctions imposed.

In addition to the above information, in line with the provisions of the Model, the Company by resolution of the Board of Directors of 29 September 2017, adopted the Information Flows to the Supervisory Body procedure (I_MSGI_A_). Such procedure was prepared with the support of the Supervisory Body, based on the minimum flows described, for each category of offences and is described in the special section of this Model.

The definition of any aspects relating to the Supervisory Body's ongoing work, such as the scheduling of activities and information flows from company structures to the Supervisory Body, is the responsibility of this latter within the scope of its internal functioning rules.

5.6 Law no. 179/2017 and the so called “whistleblowing”

Law No. 179/2017 became effective on December 29, 2017. In addition to amending the rules on whistleblowing in the public sector, it introduced some changes to Legislative Decree 231/2001 by adding three new paragraphs to Art. 6 and provisions on the protection of employees who report offences in the private sector.

More specifically, following the new legislation, Organizational Models must provide for:

a) one or more channels allowing the top management or those who are subject to the control and supervision of others to submit, in order to protect the integrity of the entity, detailed reports of any unlawful conduct that is relevant under the Decree. Such reports shall be based on accurate and consistent facts. Through such channel, the above subjects shall also report any violations of the Organizational Model of which they have become aware in performing their duties. These channels shall protect the confidentiality of the identity of the whistleblower in the reporting management activities;

b) at least one alternative reporting channel suitable to guarantee the confidentiality of the whistleblower's identity by computerized means;

c) the prohibition of any retaliation or discrimination, either direct or indirect, against the whistleblower for reasons related, directly or indirectly, to his or her report;

d) a system of sanctions against those who violate the measures protecting the whistleblower, as well as those who make intentional or grossly negligent reports that prove to be groundless.

EPS has adopted a Circular of Flows and Reports to Ethics&Compliance (I_MSGI_C), which requires all reports to be forwarded to the Ethics&Compliance Officer and prohibits any form of retaliation or discrimination, direct or indirect, against the whistleblower for reasons directly or indirectly related to the report.

Since the Supervisory Body must be made aware of all reports received in order to assess their actual relevance pursuant to Legislative Decree 231/2001, the Ethics&Compliance Officer undertakes to forward to the SB any report submitted to it.

In any case, the previously mentioned channels may also make use of the company or Group functions to conduct out the most appropriate internal investigations, while ensuring the utmost confidentiality of the identity of the whistleblower during the report handling phases.

The Board itself may find any violations of the Model by the Chairman of the Board of Directors, the Managing Director or a BoD member. The Board of Directors shall report such violation to the Ethics&Compliance Officer and the Supervisory Body.

6 DISCIPLINARY SYSTEM AND MEASURES IN CASE OF NON-COMPLIANCE WITH THE MODEL

6.1 General principles

EPS condemns any behavior departing not only from the law, but also from the provisions of the Model and the Ethics Charter, even if the behavior itself is in the best interest of the Company or is intended to give it an advantage.

An adequate system of sanctions for the violation of the provisions contained in the Model and in the Ethics Charter is an essential condition to ensure the effectiveness of the Model itself and to make the Supervisory Body's oversight effective.

In this regard, in fact, art. 6 paragraph 2, letter e) of the Decree provides that the organization and management models must "introduce an appropriate disciplinary system to sanction non-compliance with the measures indicated in the model".

In compliance with this provision, EPS, by resolution of the Board of Directors of 14 December 2017, adopted a Disciplinary System, which forms an integral part of this Model and is one of its Protocols.

The Disciplinary System, in compliance with art. 7 paragraph 1, Law 300/1970 ("Workers' Charter"), is published on the Company's digital bulletin board (intranet) where it can be accessed by all Recipients.

Disciplinary sanctions are applied regardless of whether the judicial authorities have initiated any criminal proceedings or of its outcome, in the event that the sanctioned conducts correspond to the crimes described under Decree 231. The rules of conduct imposed by the Model are adopted by the Company in full autonomy and regardless of the type of offence that the Model violations may determine. Yet, the Company has the right to take action against the person liable, in order to obtain compensation for damages that may arise to the Company because of such violation.

Disciplinary sanctions are also applied when the measures set out to protect health and safety at work are infringed (art. 30 Legislative Decree 81/08).

With regard to whistleblowing, sanctions apply also in the event the measures taken to protect the whistleblower are infringed. Sanctions apply also to acts of retaliation or discrimination against the whistleblower on the basis of the report, and to those who submit reports - later proven to be groundless - with malice or gross negligence.

The investigation of infringements may also be initiated upon initiative of the SB if, during its control and oversight activities, it detects a possible violation of the Model.

The imposition of sanctions against middle managers, employees and executives is the responsibility of the Managing Director, in full compliance with his/her delegated powers.

The SB may also be called upon to perform an advisory function throughout the disciplinary process in order to acquire any information useful to keep the Model up-to-date. The ascertainment of any responsibilities deriving from the violation of the Model and the subsequent sanction must in any case be conducted in compliance with the current legislation, the protection of privacy, dignity and reputation of the persons involved.

In general, violations include the following behaviors and are classified as follows:

- a) any conduct involving the types of offences referred to in Legislative Decree 231/2001;
- b) any conduct which, while not being a criminal offence, is clearly aimed at violating the Model;
- c) any conduct that does not comply with the Protocols or Procedures referred to in the Model or the Ethics Charter;
- d) non-cooperative conduct towards the SB, consisting, by way of example, but not limited to, refusal to provide the information or documentation requested, failure to comply with the general and specific instructions issued by the SB in order to obtain the information deemed essential for the performance of its duties, failure to participate in the inspection visits planned by the SB or in the interviews agreed upon without good reason, failure to participate in training meetings, or, more generally, violation of information duties towards the SB;

e) violation of confidentiality duties towards those who make reports or retaliation or discrimination against the person(s) who have submitted their reports in accordance with the provisions of this Model.

6.2 Employee' sanctions

As to employees, the Company complies with the limits set forth in Article 7 of Law 300/1970 (Workers' Charter) and the provisions contained in the National Metalworkers' Collective Bargaining Agreement, both with regard to the penalties that may be imposed and the manner in which its disciplinary power may be exercised.

Failure by employees to comply with the provisions and procedures set forth in the Model and the principles contained in the Ethics Charter constitute a breach of the obligations arising from the employment relationship pursuant to art. 2104 of the Italian Civil Code and a disciplinary offence.

The following sanctions may be imposed on employees:

- a) verbal or written reprimand;
- b) fine not exceeding the amount of 3 hours of ordinary salary;
- c) suspension from office or salary for a period not exceeding 3 days;
- d) dismissal with right to notice and dismissal for just cause without notice.

Where the above mentioned employees are provided with a power of attorney to represent the Company externally, the imposition of a sanction more serious than a fine is followed by the automatic revocation of the power of attorney itself.

In order to highlight the correlation between violations and disciplinary measures, it should be noted that:

- a. depending on the seriousness of the offence. any employee who violates, through mere negligence, the internal procedures provided for or referred to in this Model and/or the provisions of the Ethics Charter or adopts, in the performance of activities in areas at risk, a conduct that violates the provisions of the Model itself and the Ethics Charter, shall be subject

to a verbal or written reprimand. Such conduct shall be deemed to be a breach of contract, causing harm to the discipline and ethics of the Company albeit with no external relevance;

- b. a fine not exceeding the amount of 3 hours of ordinary salary shall be imposed on an employee who:
- is a repeat offender, during the two-year period, having committed violations subject to a written reprimand;
 - because of the level of hierarchical or technical responsibility, or in the presence of aggravating circumstances, damages the effectiveness of the Model with conducts such as, by way of example, but not limited to:
 - i. failure to comply with the obligation to inform the Supervisory Body;
 - ii. repeated failure to comply with the procedures and provisions set out in the Model, in the event they relate to a procedure or relationship to which the Public Administration is a party;
- c. Suspension from office and salary for a maximum of 3 days shall be imposed on an employee who:
- commits repeat offences (at least 3 times), during the two-year period, involving infringements as per letter a) above or for which a fine not exceeding the amount of 3 hours of ordinary salary is applicable;
 - by violating the internal procedures set forth in the Model or in the Ethics Charter, causes damage to the Company or exposes it to an objective situation of danger to the integrity of its assets, such as, by way of example, violation of the conduct to be adopted in the management of donations or gifts, or of the provisions concerning the powers of signature and the system of delegated powers granted with regard to acts and documents addressed to the Public Administration;
- d. Dismissal shall be applied:
- with the right to notice, to an employee who repeatedly commits any of the failures providing for the suspension referred to in point c) above;
 - for just cause without notice, to an employee who (i) fraudulently circumvents the procedures and requirements of the Model and/or the Ethics Charter through a conduct unequivocally aimed at committing one of the offences included among those set forth in Decree 231 or (ii) violates the internal control system by stealing, destroying or tampering with documentation or by preventing the control of or access to information and documentation by the persons in charge, including the Supervisory Body so as to prevent their transparency and verification.

The Company shall not adopt any disciplinary measures against employees without complying with the procedures laid down in the metalworkers' collective bargaining agreement for each individual event.

When applied, the type and extent of the sanctions referred to above, imposed on employees, shall, be consistent with the principle of proportionality provided by Article 2106 of the Italian Civil Code, taking into account for each case:

a) the intentionality and the degree of repetition of the conduct, the degree of negligence, recklessness or inexperience with regard also to the predictability of the event;

- b) the objective seriousness of the event constituting a disciplinary violation;
- c) the overall conduct of the employee with special regard to the existence or lack of previous sanctions, to the extent permitted by law;
- d) the employee's duties;
- e) the functional position of the persons involved in the events constituting a non-compliance;
- f) any other specific circumstances related to the disciplinary violation.

6.3 Sanctions for executives

Non-compliance - by executives - with the provisions and procedures set forth in the Model, including the violation of the obligations to provide information to the Supervisory Body and the principles set forth in the Ethics Charter, shall cause the application of the sanctions set forth in collective bargaining for other categories of employees, in compliance with Articles 2106, 2118 and 2119 of the Italian Civil Code, as well as Article 7 of Law 300/1970.

As a general rule, the following sanctions may be imposed on managerial staff:

- a) verbal or written warning
- b) suspension from work;
- c) early termination of employment.

The ascertainment of any violations, as well as inadequate supervision and delays in sending information to the Supervisory Body, will result in workers with managerial qualifications being suspended as a precautionary measure from work, without prejudice to the executive's right to remuneration, as well as being placed on different assignments in compliance with Article 2103 of the Italian Civil Code, again on a provisional and precautionary basis for a period not exceeding three months.

As to serious violations, the Company may proceed with the early termination of the employment contract without notice pursuant to and for the purposes of Article 2119 of the Italian Civil Code.

6.4 Sanctions for employees subject to management or supervision

Failure to comply - by collaborators subject to the control or supervision of the Company - with the provisions and procedures set out in the Model, including the violation of the obligations to provide information to the Supervisory Body, and the principles set out in the Ethics Charter shall determine, in accordance with the provisions of each specific contractual relationship, the termination of the relevant contract, without prejudice to the Company's right to claim compensation for damages suffered as a result of such conduct, including damages caused by the application of the sanctioning measures set out in the Decree.

6.5 Measures against Directors

In the event of an ascertained violation of the Model and the Ethics Charter by one or more directors, the Supervisory Body shall promptly inform the Board of Directors so that it may take or promote the most appropriate and adequate initiatives, in relation to the seriousness of the violation found and in accordance with the powers provided for by the current legislation and Articles of Association. In the

event of alleged violations by the entire Board of Directors, the Supervisory Body shall inform the shareholder directly and in writing.

In particular, in the event of violation of the Model by one or more directors, the Board of Directors may directly proceed, based on the extent and seriousness of the violation committed, with the imposition of sanctions like a formal written warning, temporary suspension from office or revocation, even partial, of the delegated powers and powers of attorney.

6.6 Measures against agents and other subjects linked to the Company by contractual and commercial relationships

Violation of the provisions and principles set forth in the Model and in the Ethics Charter by agents and other parties having contractual, commercial or partnership agreements with the Company, shall determine, in compliance with the provisions of each specific contractual relationship, EPS' right to terminate the relevant contract pursuant to art. 1456 of the Italian Civil Code, without prejudice to the right of the Company to claim compensation for damages that are a consequence of such conduct, including damages caused by the application of the sanctioning measures set forth in the Decree.

6.7 Measures against consultants

Violation of the provisions and principles established in the Model and in the Ethics Charter by professionals and consultants having contractual relations with the Company, shall determine, in compliance with the provisions of each specific contractual relationship, EPS' right to terminate the relevant contract, without prejudice to the Company's right to claim compensation for damages that are a direct consequence of said conduct, including damages caused by the application of the sanctioning measures provided for in the Decree.

7 CIRCULATION OF THE MODEL AND TRAINING

7.1 Circulation of the Model contents

Once approved and/or amended by the Board of Directors, the Model will be published on the Group's website www.engie-eps.com and sent via the company intranet to all employees who are required to comply with this document. The same applies to each newly hired employee. From time to time, the procedures to disseminate the Model to other parties who are required to comply with its contents (suppliers, external collaborators and third parties in general) will be defined.

7.2 Training of the staff

EPS, being aware of the importance of training and information in terms of prevention, will put together a communication and training program aimed at ensuring the dissemination to all personnel of the main contents of the Decree and the obligations deriving from it, as well as the provisions of the Model and the principles of the Ethics Charter.

Information and training activities involving the personnel will be organized at different levels of in-depth analysis, proportionally to the different degree of involvement of the staff in activities at risk of crime. At any rate, training activities aimed at disseminating knowledge of the Decree and the provisions of the Model will be tailored, in terms of content and methods of dissemination, to the qualification of Recipients, the level of risk of the area in which they operate and whether or not they have representation and management functions within the Company.

The training activity involves all the staff members, as well as all resources that will become part of the company organization in the future. In this regard, any related training activities must be planned and concretely delivered both at the time an employee is hired and at the time of any changes in his/her duties, as well as after any updates and/or amendments to the Model.

These activities are handled in close coordination with the Supervisory Body.

As to the circulation of the Model within the company context, EPS undertakes to

- a) send a communication to all personnel regarding the adoption or updating of this Model;
- b) publish the Model and the Ethics Charter on the company intranet and/or any other communication tool deemed appropriate;
- c) organize training activities aimed at disseminating knowledge of the Decree and the provisions of the Model, as well as planning staff training sessions on the occasion of any updates and/or amendments to the Model, in the manner deemed most appropriate (e.g. through classroom sessions or e-learning);
- d) communicate the Ethics Charter and the contents of the Model to the other Recipients with regard to the parts of their interest.

The documentation relating to information and training activities will be kept by the Ethics&Compliance Officer and be available for consultation by the Supervisory Body and for anyone entitled to view it.

7.3 Information to trade partners and external collaborators

Special information will be provided to external collaborators on the policies and protocols adopted by the Company according to this Model. Any contracts between EPS and third parties will contain specific contractual clauses relating to compliance with the obligations and principles deriving from the Model and the Ethics Charter. In addition, at the end of the qualification process, all newly selected suppliers shall expressly state their commitment to comply with the Vigilance Plan, the Ethics Charter, the Practical Guide to Ethical Conduct, the Anti-Corruption Guidelines, the "Ethics of Business Relationship: Governing Principles" policy and the obligations and principles deriving from the Model.