

**THREE-YEAR CORRUPTION PREVENTION
PLAN**

2026-2028



INDEX

DEFINITIONS.....	4
PREMISE.....	7
CHAPTER 1	11
CONTEXT.....	11
1.1 Rai Com activities	11
1.2 The evolution of the corruptive phenomenon: contextualization in Rai Com	13
CHAPTER 2	15
Rai COM'S ORGANIZATIONAL STRUCTURE AND GOVERNANCE TOOLS	15
2.1 Rai Com's organizational structure	15
2.2 Rai Com's governance instruments.....	16
CHAPTER 3	18
Rai COM'S INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM	18
3.1 The players of Rai Com's ICRMS	18
3.2 Rai Com's ICRMS regulatory framework and provisions.....	20
CHAPTER 4	24
Rai COM'S THREE-YEAR CORRUPTION PREVENTION PLAN (PTPC)	24
4.1. The PTPC within Rai Com's SCIGR	24
4.2. The purpose of the PTPC	25
4.3 The recipients of the PTPC	25
4.4 Document coordination	26
4.5 Entry into force, validity and updates	26
CHAPTER 5	27
THE PROCESS OF DEFINING AND UPDATING THE PTPC.....	27
5.1 Reference principles of the PTPC	27
5.2 The definition and updating methodology used	28
CHAPTER 6	31
THE PTPC GOVERNANCE MODEL	31
6.1 The Players.....	31
6.2 The "Control Governance" Model of the PTPC	33
CHAPTER 7	36
THE IMPLEMENTATION PROCESS OF THE PTPC: IDENTIFICATION, ASSESSMENT AND MANAGEMENT OF CORRUPTION RISK	36

7.1 The methodological approach.....	36
7.2 The implementation lines in the 2026-2028 PTPC.....	39
7.2.1 Risk identification, assessment and management	39
7.3 Rai Com's main sensitive activities	40
CHAPTER 8	43
THE IMPLEMENTATION PROCESS OF THE PTPC: MEASURES TO PREVENT THE RISK OF CORRUPTION.....	43
8.1 The scope of application	43
8.2 Rai Com's Protocols	45
8.2.1. General measures provided for by the PNA	45
8.2.2 Specific Protocols.....	53
8.3 Anomaly indicators	56
8.4 Training.....	56
8.5 A survey of the main measures already taken by Rai Com.....	57
CHAPTER 9	58
THE IMPLEMENTATION PROCESS OF THE PTPC: ELEMENTS SUPPORTING THE PROPER IMPLEMENTATION OF THE PLAN.....	58
9.1 Information flows to and from the RPC.....	58
9.2 Information flows with Control bodies, Supervisory body and top management position	58
9.3 Information flows with other structures	58
9.4 Reporting.....	59
9.5 Transparency	59
9.6 The Code of Ethics of Rai's Group	59
9.7 The Disciplinary System	60
CHAPTER 10	61
THE TIME SCHEDULE	61

DEFINITIONS

The following definitions apply to this document. It is understood that those in the plural shall also apply to the relevant term in the singular and vice versa:

ANAC: indicates the National Authority Anti-bribery established under Art. 13 of Legislative Decree 27 October 2009, no. 150 and reorganized following the provisions of Art. 19 of law no. 114 of 11 August 2014.

Risk Area: an area/process identified by the Integrated Risk Assessment to which are linked one or more Directorates/Structures in respect of which there is a possibility of offences occurring.

Authorities: refers to national and foreign public administrations, including, by way of example, the Autorità Nazionale Anticorruzione (also "ANAC"), the Autorità per le Garanzie nelle Comunicazioni (also "AGCOM") and the Autorità Garante della Concorrenza e del Mercato (also "AGCM").

Judicial Authority: means all courts in matters within their jurisdiction.

Improvement and implementation actions: the activities of risk adjustment, prevention and minimization, and of integration, specification and implementation which are necessary, and which must be adopted by the Departments and Structures concerned to strengthen over time the effectiveness of the prevention of management and process macro criticalities/anomalies identified following the analysis of the so-called Information flows.

CCNL: indicates the National Collective Labor Agreement for managers, employees and workers.

CCNL Executives: indicates the National Collective Labor Agreement for managers of companies producing goods and services.

Code of Ethics of the Rai Group: it indicates the document containing the rights, the duties - also moral - and the internal and external responsibilities of all the subjects and the bodies that operate with and in Rai, aimed at affirming the principles and the recognized and shared behaviors, also to prevent and contrast possible offences.

Collaborators: indicates all physical persons who collaborate with Rai Com under a relationship of autonomous, coordinated and continuous collaboration or other similar forms of collaboration of a non-subordinate nature.

Consultants: indicates the natural persons who - due to their proven experience and specialization and/or their enrolment in professional registers - collaborate with Rai Com under consultancy/self-employed contracts for the performance of highly qualified professional services.

Service Provision Contract: a contract stipulated between Rai and Rai Com concerning the regulation of Rai's services in favor of Rai Com.

Contract of Mandate: contract stipulated between Rai and Rai Com concerning regulating relations between Rai Com and Rai.

Service Contract: national service contract stipulated between Rai and the Ministry of Enterprises and Made in Italy (formerly the Ministry of Economic Development) in accordance with the aforementioned Article 59 of the Consolidated Law on Radio and Television.

Corruption: the definition contained in the SB is not only broader than the specific offence of corruption and the set of offences against the public administration but coincides with "maladministration", understood as the taking of decisions (of interests after proceedings, of determinations of internal phases of individual proceedings, of management of public resources) deviating from the care of the general interest due to improper conditioning by particular interests. In other words, it is necessary to take into account acts and behavior which, even if they do not consist of specific offences, conflict with the corruption prevention objectives.

Delegation: means the act whereby a party (delegator) substitutes another party (delegate) for itself in the exercise of activities falling within its competence.

Recipients: indicates the Board of Directors, the Board of Auditors, the Supervisory Body (SB) and their members, the General Management and the Employees, who are bound to observe the prescriptions contained in the PTPC and, for the relevant parts, also the collaborators, the consultants, the Suppliers, the companies of the Rai Group and any other subject who may have relations with the Company.

Employees: means all those who have an employment relationship with the Company.

Event: the occurrence or change of a set of circumstances that stand in the way of or oppose the objective pursued by the entity (e.g. financial, environmental, etc.).

Information flow: any acquisition of documents, data and information agreed and shared with the Directorates and Structures concerned to monitor the activities of the Directorates/Structures operating in the so-called 'risk areas' identified in the PTPC.

Suppliers: means the natural and legal persons who perform work, supply goods and provide services for the Company and their collaborators.

Group: Rai - Radiotelevisione Italiana S.p.A. and its subsidiaries under Art. 2359, first and second paragraph, of the Italian Civil Code.

Anti-Corruption law: Law no. 190 of 6 November 2012.

Management: All the subjects who, in various capacities, exercise functions of direction, management and coordination of the organization, within the scope of their respective competences and delegations.

Model 231: the Organisation, Management and Control Model provided for by Legislative Decree 231/2001 adopted and effectively implemented on the basis of the Company's reference principles.

Whistleblowing law: Legislative Decree No. 24 of 10 March 2023 "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and laying down provisions on the protection of persons who report breaches of national legal provisions".

Supervisory Board or SB: indicates the body provided for in Art. 6 of Legislative Decree no. 231 of 2001, with the task of supervising the operation of and compliance with the Company's organizational Model and its updating.

Corporate bodies: indicates the Board of Directors (also "**BoD**"), Chairman, Chief Executive Officer and the Board of Statutory Auditors of Rai Com.

National Anti-Corruption Plan (PNA): indicates the Plan prepared and approved by ANAC, whose main function is to ensure the coordinated implementation of corruption prevention strategies in the public administration, developed at the national and international level.

Three-Year Corruption Prevention Plan (PTPC) or Plan: indicates this Plan which - based on the principles and criteria of the PNA - carries out the analysis and assessment of specific corruption risks and, consequently, indicates the organizational measures aimed at preventing them.

Rai Com: means Rai Com S.p.A. or the Company.

Contact: heads of the Departments and of the various organisational and/or top management structures (reporting to the Chairman and the Chief Executive Officer) in consideration of the significant managerial and decision-making prerogatives they assume within the scope of their respective processes.

Head of Corruption Prevention (RPC): a person identified by the Company, bearing in mind the role played by him/her according to the criteria set out in Art. 1(7) of the Anti-Bribery Act for the parts applicable to the Company.

Risk: the effect of uncertainty as to the proper pursuit of objectives due to the occurrence of a given event. There are different risk categories: Market, reputational, strategic, organizational, operational, financial, crime¹.

Integrated Risk Assessment: systematic process of identification, analysis and assessment of relevant risks for the purposes of Legislative Decree 231/2001 and Law 190/2012, carried out in a coordinated manner in order to ensure consistency, completeness and integration of the control measures adopted by the organization.

ICRMS: means the Company's Internal Control and Risk Management System, i.e. the set of tools, organizational structures, standards and corporate rules aimed at enabling the Rai Com Company to be run in a healthy, correct and coherent manner with the corporate objectives defined by the Board of Directors, through an adequate process of identification, measurement, management and monitoring of the main risks, and through the structuring of adequate supervision and information flows aimed at ensuring the circulation of information.

TUSMA: Legislative Decree no. 208 of 8 November 2021 on the "Consolidated Law on Audiovisual Media Services".

PREMISE

Following the note DG/2014/0010438 of 22 December 2014 received by Rai, as part of the Group's management and coordination activities, Rai Com S.p.A. (from now "Rai Com") was asked, among the activities implementing the Anti-Corruption law, "to provide, promptly, following the requirements of the National Anti-Corruption Plan:

- the appointment of the person responsible for implementing the Plan and the Transparency Officer;
- the preparation of the Corruption Prevention Plan;
- the integration of the Organization, Management and Control Model under Legislative Decree 8 June 2001, no. 231 (from now on MOGC) with the Plan provided for in the Anti-Corruption law".

At its meeting on 29 January 2015, Rai's Board of Directors adopted the Three-Year Corruption Prevention Plan, which also contains, among other things, within the scope of the management and coordination activity, the reference principles for the subsidiaries, for the purpose of the adoption by the latter of a Corruption Prevention Plan that in any case takes into account the legal nature, specificity and operational and statutory characteristics of the same.

¹ See UNI ISO 31000, p. 4, elaborated by the ISO/TMB technical committee "risk management"; in particular, for the reference to this regulation, see PNA 2013, all. 1, p. 12, which states that "[...] ' Risk' means the effect of uncertainty on the proper pursuit of the public interest and, therefore, on the institutional objective of the entity, due to the possibility of a given event occurring. An "event" is defined as the occurrence or change in a set of circumstances preventing or opposing the pursuit of the institution's institutional objective [...]".

Rai Com's Board of Directors, in implementation of Rai's note DG/2014/0010438 of 22 December 2014, by resolution of 4 March 2015, adopted the Three-Year Corruption Prevention Plan (PTPC).

Furthermore, the Board of Directors of Rai Com, by resolution of 23 January 2015, appointed the Head of Legal Affairs, Marco Fioretti Esq., Head of corruption Prevention and Transparency (RPC), entrusting him with the task of complying with the provisions of Anti-corruption law.

Taking into account the nature and the activities carried out by Rai Com, as better specified in paragraph 1.1 below, the application of the offences indicated in Book II "Crimes in particular", Title II "Crimes against the Public Administration", chapter I "Crimes of public officials against the Public Administration" of the Criminal Code, which presuppose the qualification of public official and of person in charge of a public service and for which the adoption of the Three-Year Corruption Prevention Plan is required, can be considered abstractly configurable but not concretely verifiable.

However, it was considered appropriate to proceed with the adoption of the PTPC, considering:

- The fact that the concept of corruption, within the meaning of the Anti-Corruption law, must be understood in a broad sense and include situations in which - irrespective of criminal relevance - various possible situations of malfunctioning of the Company's activity due to the use of the functions assigned for private purposes are highlighted (so-called atypical corruption or maladministration);
- The circumstance that certain social activities are carried out by Rai Com on behalf of and in the interest of Rai concerning the tasks that Rai itself derives from the National Service Contract stipulated with the Ministry of Economic Development, in compliance with Art. 59² of the Consolidation Act.

It should also be noted that the Board of Directors of Rai S.p.A.:

- by resolution of 26 January 2016, adopted the 2016-2018 Three-Year Corruption Prevention Plan (PTPC);
- by resolution of 25 January 2017, adopted the 2017-2019 Three-Year Corruption Prevention Plan (PTPC);
- by resolution of 30 January 2018, adopted the 2018-2020 Three-Year Corruption Prevention Plan (PTPC);
- by resolution of 24 January 2019, adopted the 2019-2021 Three-Year Corruption Prevention Plan (PTPC);
- by resolution of 30 January 2020, adopted the 2020-2022 Three-Year Corruption Prevention Plan (PTPC);

² Art.59, paragraph 8, of Legislative Decree 208/2021, as amended and supplemented, states: "The company to which the public radio, television and multimedia service is entrusted by concession is allowed to carry out, directly or through associated companies, commercial and editorial activities, related to the dissemination of images, sounds and data, as well as other related activities, provided that they are not detrimental to the better performance of the public services granted and contribute to the balanced management of the company

- by resolution of 25 March 2021, adopted the 2021-2023 Three-Year Corruption Prevention Plan (PTPC);
- by resolution of 09 February 2022, adopted the 2022-2024 Three-Year Corruption Prevention Plan (PTPC);
- by resolution of 30 January 2023, adopted the 2023-2025 Three-Year Corruption Prevention Plan (PTPC);
- by resolution of 18 January 2024, adopted the 2024-2026 Three- Year Corruption Prevention Plan (PTPC);
- by resolution of 29 January 2025, it adopted the Three-Year Corruption Prevention Plan (PTPC) 2025-2027

which represent an update of the previous PTPCs and contain, to management and coordination, reference principles and implementation criteria for the Subsidiaries to adopt the specific discipline.

Therefore, Rai Com has continued the process of implementing law 190/2012 by adopting:

- by resolution of 22 March 2016, the 2016-2018 Three-Year Corruption Prevention Plan (PTPC) of Rai Com;
- by resolution of 13 December 2016, the 2017-2019 Three-Year Corruption Prevention Plan (PTPC) of Rai Com;
- by resolution of 18 December 2017, the 2018-2020 Three-year Corruption Prevention Plan (PTPC) of Rai Com;
- by resolution of 24 October 2018, the 2019-2021 Three-Year Corruption Prevention Plan (PTPC) of Rai Com;
- by resolution of 13 January 2020, the 2020-2022 Three-Year Corruption Prevention Plan (PTPC) of Rai Com;
- by resolution of 10 March 2021, the 2021-2023 Three-Year Corruption Prevention Plan (PTPC) of Rai Com;
- by resolution of 26 January 2022, the 2021-2023 Three-Year Corruption Prevention Plan (PTPC) of Rai Com;
- by resolution of 31 January 2023, the 2023-2025 Three-Year Corruption Prevention Plan (PTPC) of Rai Com;
- by resolution of 31 January 2024, the 2024-2026 Three-Year Corruption Prevention Plan (PTPC) of Rai Com;
- by resolution of 30 January 2025, the Three-Year Corruption Prevention Plan (PTCPC) 2025 - 2027 of Rai Com

The Plan is monitored and updated annually, taking into account the progressive State of implementation of the initiatives envisaged, highlighting the actions to be taken, the objectives and priorities set by the Top Management Bodies, the Parent Company, the indications provided by the Department of Public Administration and ANAC, any regulatory and organizational changes made to the organizational structure of the Company and any indications provided by the Responsible for the Prevention of Corruption and Transparency.

The PTPC is part of a gradual process involving successive additions and implementations. The Plan is a dynamic document and is developed according to a logic of gradual adaptation

to the evolving context, which is being significantly enriched, from one update to the next, with the information acquired with the Risk Assessment.

The results of the Integrated Risk Assessment, which identify the business processes exposed to the risk of corruption and the relevant sensitive areas, make it possible to devise a prevention system in line with the reality and peculiarities of the Company, with a positive impact on the effectiveness of risk management measures as part of the process of continuous improvement of the Plan itself.

An integral part of the Plan is the timetable of actions aimed at integrating, specifying, implementing and contextualising the Plan.

The Board of Directors of Rai Com S.p.A., by resolution of 29 January 2026, adopted this Three-Year Corruption Prevention Plan (PTPC) 2026-2028, which represents an update of the previous PTPC, in light of the following verifications and integrations:

1. verification of compliance of Rai Com's document framework with respect to Rai policies, circulars and procedures on anti-corruption matters;
2. checking and adapting, where necessary, the PTPC and the Company's anticorruption documentation to regulatory developments;
3. verification of compliance of the PTPC with respect to the current corporate organizational chart;
4. analysis of information flows;
5. integration and/or adjustment of Rai Com's processes present in the mapping of risk areas, in the light of the organizational provisions issued by the Company. In the PTPC, the Representative Table of Risk Areas has been updated accordingly;
6. update of the 2026-2028 Timeline.

CHAPTER 1

CONTEXT

Analyzing the context in which the Company operates is the starting point for the complex process of preventing and managing corporate risks. This phase coincides with identifying the object of analysis from both an objective and subjective point of view.

1.1 Rai Com activities

With effect from 30 June 2014, in order to improve the monitoring of the opportunities arising from the market (also at the level of the commercialization of Est/Tvod, Avod and Svod rights), Rai established Rai Com employing the transfer of the Company branch called "Commercial area", consisting of assets, active and passive contracts, debts, credits and other legal relations, also with personnel, related to: the commercialization of Rai's and third parties' intellectual property rights, music and literary music and prose publishing, book publishing, agreements with bodies and institutions, Sport and Library, cultural assets, Italian and European calls for tenders in the technological and communication sector, festivals and events.

Following the assignment mentioned above, Rai has decided to entrust Rai Com - as a Company belonging to the same corporate Group as Rai, under Art. 2359 of the Italian Civil Code and 100% controlled by Rai - with a Mandate Agreement, in consideration of both the consolidated know-how in the field of marketing of rights belonging to Rai, developed by the personnel included in the aforementioned assignment, and of the strictly fiduciary nature of the assignment itself, for the correct execution of which Rai Com, as agent, having to adopt a strategy not in contrast with that of Rai, must have complete knowledge of both Rai's production, editorial and/or strategic plans and Rai's obligations, as a concessionaire for the public radio and television service.

Rai Com is obliged to carry out the activity covered by the Mandate contract in such a way as to:

- following Art. 59 of the Consolidation Act, ensure strict compliance with all the obligations incumbent on the public service broadcaster under the law and under the Service Contract;
- guarantee that the activities carried out by Rai Com, as resulting from its bylaws, will not be detrimental to the better performance of the public services granted to Rai and will contribute to the balanced management of the Company, in compliance with the provisions of Art. 59 of the Consolidated Act.

As provided for in Art. 4 of the Articles of Association, the object of the Company is:

- the distribution, commercialization and transfer, primarily according to the editorial needs of Rai and its associated companies, also in collaboration with

or by entrusting to third parties, in Italy and abroad, of radio and television channels and rights, even partial, on audiovisual, cinematographic, television, book and multimedia works, with no limits on the means of transmission, distribution, mechanical support or platform, and of all the relative derivative rights, acquired, either originally or derivatively, primarily by Rai and/or by companies of the Rai Group and, as regards rights, also by third parties;

- the production and marketing, also in collaboration with or by entrusting to third parties, of commercial audiovisual products intended for the Italian and foreign markets, without any limitation in terms of transmission, distribution, mechanical support or platform, within the limits and constraints set annually by the Parent Company and in compliance with the prerogatives of the other Rai affiliates;
- the acquisition and marketing, in Italy and abroad, of rights, including partial rights, for the economic exploitation of audiovisual, cinematographic, television and multimedia works, with no limits on the means of transmission, distribution, mechanical support or platform, within the limits and constraints set annually by the Parent Company and in compliance with the prerogatives of the other Rai affiliates;
- the publishing and production of musical, theatrical, book and magazine work and the opening of publishing titles for the distribution of commercial products within the newsstand and bookstore channel;
- the opening of commercial establishments dedicated to the sale of derived products (related to the corporate purpose) and merchandising and any goods related to the corporate purpose;
- the marketing of sports rights, the acquisition and sale of sports libraries, the creation and management of thematic sports channels for marketing purposes;
- the management of functional interaction services, of any kind and by any means, with the programs and/or editorial offerings of Rai and of third parties not in competition with Rai;
- the negotiation management (including the negotiation, definition and/or formalization) of framework contracts and agreements (of an active and/or passive nature) with central and local, national and international, public and private bodies and institutions, concerning the implementation of institutional communication initiatives or other forms of cooperation of various kinds;
- the design, development and management of projects (such as communication, technological, etc.) aimed at participating in Italian and European calls for tenders;
- the conception, organization, management and participation in events, festivals, markets and other events, both national and non-national, of relevance to commercial activities and the exercise of all complementary and related activities;

- the conception, organization, management and participation in prizes, sporting and other competitions, exhibitions of any kind, of commercial importance, in Italy and abroad, and the exercise of all complementary and related activities;
- the establishment and operation, in Italy and abroad, of publishing, printing, journalistic (except for daily newspapers in compliance with and within the limits of the provisions of Articles 18 and 19 of Law no. 416 of 5 August 1981 and subsequent additions and amendments), book, music, audiovisual, cinematographic, multimedia and recording industries and in any case producers of goods and services with any other technologies that the development of the "media" may propose with the exploitation of the relevant copyrights;
- the commercialization of patents owned and/or otherwise available to Rai;
- the making available, in favor of third parties of studies and/or technical facilities available to Rai and/or the conclusion of commercial agreements aimed at the exploitation of non-productive spaces available to Rai, in compliance with the prerogatives of Rai's other affiliates;
- entrusting activities (to be understood as including negotiation, formalization and/or management) of the so-called "contractual agreements". "Contratti Titoli di Coda", i.e. those atypical contracts concerning the provision of services/goods ancillary to production (e.g. clothes, furnishing accessories, etc.) in exchange for thanks in the credits of Rai programs for the services/goods provided to make the programs themselves.

In a strictly instrumental and non-prevalent manner, for the achievement of the purposes mentioned above, the Company, which is not a contracting station, may also, in Italy and abroad, carry out and promote any operation, in the form of an association or collaboration with third parties, of an industrial, commercial, movable, real estate nature, which is necessary, complementary and in any case connected to the activities mentioned above, and acquire shareholdings in other companies or enterprises having a similar corporate purpose.

The Company's activities are carried out primarily according to Rai's editorial requirements; the Company's activities with third parties cannot be carried out in competition with Rai and Rai's other subsidiaries.

1.2 The evolution of the corruptive phenomenon: contextualization in Rai Com

Over the years, the phenomenon of corruption has undergone a criminological metamorphosis that affects the subjects and content of the unlawful agreement.

Corruption is characterized by the involvement of additional subject destined to perform intermediary and filtering functions. The forms, dynamics and relationships of corruption have undergone numerous changes compared to the past. More complex systems are

spreading, actors are appearing who seek useful contacts to subjugate public activity in the interests of private individuals.

The act of corruption is no longer central. Still, relations of mutual favor between the political-administrative sphere and the private business sphere take on greater weight. Bribery is no longer just about payment in cash, but also includes, for example: Gifts; attention expenses to third parties, meals and transport; contributions in kind; business, job or investment opportunities; personal discounts or credits; assistance or support to family members; other advantages or other benefits, when the purpose is to obtain improper advantages.

The concept of an administrative act is extremely rarefied and almost unconceivable in companies carrying out commercial activities relating to the provision of public services, even if indirectly. It is replaced by a complex activity (even of an exclusively private nature) that may be functionalized to pursue public interest objectives in certain cases and concerning certain performance methods.

However, it is precisely concerning realities such as these that the recent legislative and judicial developments can be traced, which tend to dissociate corruption from the individual administrative act, allocating the phenomenon within the so-called flow of activities (otherwise defined as "public management").

In the operating context of Rai Com, characterized by significant interaction with public and private interlocutors, as well as the performance of commercial and negotiation activities also on behalf of the Parent Company, these developments require specific attention to possible forms of improper advantage, ongoing contractual relationships and potential situations of conflict of interest.

The fight against corruption is based on a strategy that is fundamentally based on four pillars:

1. the bottom-up approach – accountability of the individual company;
2. the Company as *dominus* of the strategy – with preventive approach the goal is to bring an higher level of efficiency, effectiveness and impartiality within the entire Company to reduce the risk of corruption events;
3. the introduction of rules to strengthen the impartiality and the integrity of the employee. The aim is pursued by foreseeing those situations of conflict of interest that could jeopardize the care of the public interest;
4. bring corruption cases to light by introducing institutions that aim to reveal maladministration cases encouraging reporting (for example *the whistleblowing*), in line with Legislative Decree 24/2023 and the ANAC Guidelines.

CHAPTER 2

Rai COM'S ORGANIZATIONAL STRUCTURE AND GOVERNANCE TOOLS

2.1 Rai Com's organizational structure

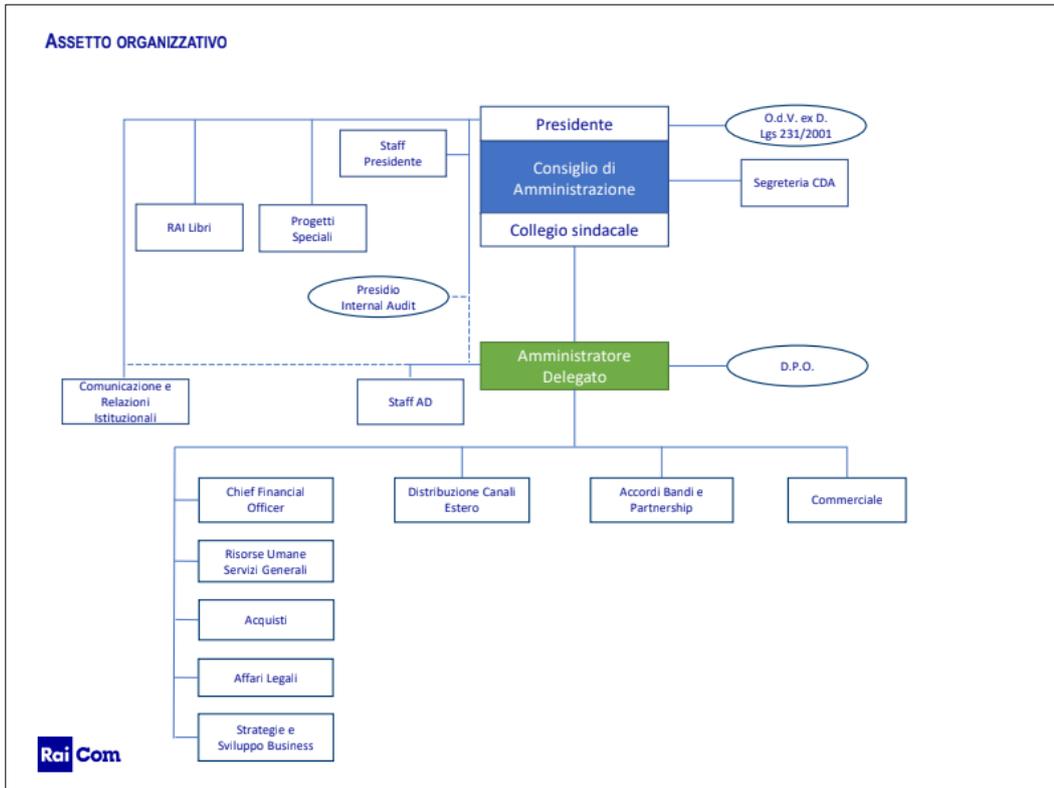
The company's organizational structure is of fundamental importance for preparing and implementing the Three-Year Corruption Prevention Plan.

The following is a breakdown of the primary lines of Rai Com's structure:

- Chairman;
- Board of Directors;
- Board of Statutory Auditors;
- Chief Executive Officer;
- Supervisory Board pursuant to Legislative Decree 231/2001;
- Board of Directors Secretariat;
- Chairman Staff;
- CEO Staff;
- Internal Audit Department;
- Data Protection Officer (DPO);
- Special Projects Structure;
- Rai Books;
- Communication and Institutional Relations;
- CFO - Administration, Finance and Control;
- Human Resources and General Services;
- Purchasing;
- Legal Affairs;
- Strategy and Business Development;
- International Channel Distribution;
- Agreements, Tenders and Partnerships;
- Commercial.

The figures indicated above are linked together in a scheme that aims at maximum circularity of information and an increase in awareness of reciprocal actions between the various sectors, as illustrated below.

The company organization chart is published on the Company's institutional website in the specific section.



2.2 Rai Com's governance instruments

The Company has developed a set of organizational governance tools that ensure the functioning of the Company, and which can be summarized as follows:

- *Articles of Association*: compliant with the provisions of the law in force, it contains various provisions relating to corporate governance aimed at ensuring the proper conduct of management activities;
- *Organizational structure, Mission and Responsibilities*: in addition to the macrostructural structure representing the reports to top management, this document illustrates the mission (i.e. a general summary of the main responsibilities) and the structure divided into first- and second level structures for each Directorate/Structure;
- *Regulation of the management and coordination activities carried out by Rai towards subsidiaries, listed and non-listed companies*: defines the scope and the procedures for the Parent Company to exercise the management and coordination activities with regard to the Subsidiaries, aligning the organizational and procedural rules within the group.
- *Service Provision Contract between Rai and Rai Com*: concerning the regulation of Rai's provision of services in favor of Rai Com;

- *Mandate Contract between Rai and Rai Com*: concerning the regulation of relations between Rai Com and Rai;
- *Structure of powers and delegations*: establishes, through the granting of specific powers of attorney, the powers to represent or commit the Company;
- *Code of Ethics of the Rai Group*: it expresses the ethical and deontological principles that the Group recognizes as its own and which it calls for compliance with by all those who work to achieve the Company's objectives. The Code of Ethics expresses, among other things, lines and principles of conduct aimed at preventing the offences referred to in Legislative Decree no. 231/2001 and expressly refers to the Model and the PTPC as a useful tool for operating in compliance with the regulations;
- *Internal Control and Risk Management System (ICRMS)*: This is the set of tools, organizational structures, standards and corporate rules aimed at enabling a healthy, correct and consistent management of the Company in line with the corporate objectives defined by the Board of Directors, through an adequate process of identification, measurement, management and monitoring of the main risks, and through the structuring of adequate information flows aimed at ensuring the circulation of information;
- *Company procedures*: set of operating provisions adopted by the Company to govern the performance of corporate activities and processes and to implement the principles, rules and governance structures referred to above.

CHAPTER 3

Rai COM'S INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The Company set up an Internal Control and Risk Management System (from now on ICRMS) to monitor the typical risks of the Company's activity over time.

The ICRMS is a set of rules, procedures and organizational structures aimed at monitoring compliance with the strategies and the achievement of the following goals:

- effectiveness and efficiency of business processes and operations;
- quality and reliability of economic and financial information;
- compliance with laws and regulations, Company rules and procedures;
- safeguarding the value of the Company's assets and protecting against losses.

The Rai Group uses the CoSO Report – Internal Control – Integrated Framework³ as an internationally recognized reference framework for implementing, analyzing, and evaluating the Internal Control System.

The internal control activities of Rai Com's SCIGR are divided into 3 levels: i) **Level I** (Management and Referents); ii) **Level II** (Management with monitoring functions – e.g. CFO Administration, Finance and Control and RPC); iii) **Level III** (carried out by independent units other than operational units, including Internal Audit).

3.1 The players of Rai Com's ICRMS

Consistent with the adoption of the traditional administration and control system, the main people currently responsible for the control, monitoring and supervisory processes in the Company are:

- Board of Directors: defines the guidelines of the Internal Control System so that the main corporate risks are correctly identified, adequately measured, managed and monitored and assesses the adequacy and effectiveness of the Internal Control System, also taking into account the guidelines of the Internal

³ CoSO, Internal Controls: Integrate Framework, 1992. The Treadway Commission's initiative led to the development of an innovative and internationally recognised Internal Control System model. This model identifies internal control as a process established by the Board of Directors, Management and other employees of an entity and designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with applicable regulations. To achieve these objectives, the structure of the Internal Control System is divided into five components: control environment, risk assessment, control activities, information and communication, and monitoring. In 2004, the Committee presented a second report (CoSO Report II -CoSO, Enterprise risk management - Integrated Framework, 2004), which incorporates the notion of internal control into the broader notion of risk management, which is understood as a process of identifying events that may affect the enterprise and managing the associated risks, providing assurance about the achievement of business objectives. These objectives are grouped into four categories: In addition to those of a strategic nature, there are objectives concerning business operations (effective and efficient use of Company resources), reliable periodic reporting and compliance with laws and regulations. The Internal Control System is part of this more general risk management process.

Control System provided by the Parent Company, as part of its management and coordination activities.

- Chairman of the Board of Directors: supervises the activities of the Internal Control System with the help of Internal Audit.
- Chief Executive Officer: has the task of implementing the guidelines formulated by the Board of Directors.
- Board of Statutory Auditors: supervises compliance with the law, the Articles of Association and respect for the principles of proper administration, the adequacy of the Company's organizational structure for the aspects under its responsibility, the Internal Control System and the administrative and accounting system, and the reliability of the latter in correctly representing management events.
- Supervisory Body: carries out the task of monitoring the operation and compliance with the Organization and Management Models adopted for prevent the offences referred to in Legislative Decree no. 231 of 8 June 2001, and for updating them.
- Management: guarantees the adequacy of the Internal Control System, actively participating in its proper functioning, also by setting up specific verification activities and monitoring processes suitable for ensuring its effectiveness and efficiency over time.
- Chief Financial Officer (CFO): person responsible for planning and management control activities and administrative and financial activities, as well as the role of Manager in charge of preparing financial reports.
- Head of Corruption Prevention (RPC): the person that the Company has identified taking into account the role performed by him/her according to the criteria set out in Art. 1, paragraph 7, of the Anti-Corruption Law, for the parts applicable to the Company.
- Internal Audit Department: structure entrusted with the task of verifying the operation and correct application of the Internal Control System and providing assessments and recommendations to promote its efficiency and effectiveness. following the provisions of the Guidelines on internal auditing activities (issued by the Parent Company)

The main tasks of the Department are:

- to evaluate, within the limits of the available investigative tools, the operation and adequacy of the ICRMS, both on an ongoing basis and concerning specific needs, and to provide assessments and recommendations to promote its efficiency and effectiveness;
- provide specialist support to Management on ICRMS to foster the effectiveness, efficiency and integration of controls into business

processes and promote the continuous improvement of governance and risk management.

- Auditing Company: As part of the control system, an external Company is also entrusted with the auditing of the financial statements.

3.2 Rai Com's ICRMS regulatory framework and provisions

The main references in the Company's regulatory framework and arrangements for SCIGR are:

Articles of Association

The Articles of Association represent the system of rules relating to the company's organization, operation, and dissolution. In particular, the Articles of Association define the administration and control model adopted by the Company and lay down the basic guidelines for the composition and division of powers of the corporate bodies and their relationships. More specifically, the Articles of Association, supplementing the provisions of the law, establish the criteria and procedures for identifying the persons who, at the highest level, contribute in various ways to the management and control of the Company.

Regulation of the management and coordination activities carried out by Rai towards subsidiaries, listed and non-listed companies

This document defines the organizational and procedural rules in the relationship between Rai Com and the Parent Company. In particular, it regulates the management and coordination activities carried out by Rai Radiotelevisione Italiana S.p.A. towards its subsidiaries.

Service provision contract between Rai and Rai Com

The contract has as its object the regulation of RAI's services in favor of Rai Com.

Rai Com organization, management and control model under Legislative Decree 231/01

The Organizational, Management and Control Model of Rai Com under Legislative Decree no. 231/2001 contains a description of the methods and responsibilities for approving, implementing and updating the Model itself, and provides for standards and control measures concerning all the types of offences currently included in the list of Legislative Decree no. 231/01.

The control standards are drawn up not only based on the principles and indications contained in the Confindustria Guidelines but also based on international "best practices".

The Board of Directors resolves on the updates of the Model and its adaptation, on a proposal of the Chairman. The initiative for updating and/or adjustment can be launched by the Supervisory Board, the Heads of Directorates/Structures and by the 231 Team itself.

To prepare the proposal, the Chairman makes use of a special "Team 231" as identified in the Rai Com Organization, Management and Control Model under Legislative Decree 231/01. Team 231, made up of the Heads of Legal Affairs, CFO Administration, Finance and Control, Chairman Staff, CEO Staff, Human Resources and Internal Audit Department (with only functions of auditor). Team 231 will, from time to time, identify the functions that will complement the composition of the Team.

Code of Ethics of the Rai Group

Rai's Code of Ethics (applicable to all Group companies) regulates the set of rights, duties and responsibilities that the Company expressly assumes towards the stakeholders it interacts with in carrying out its activities⁴.

All those who work in the Group, without distinction or exception, undertake within the scope of their functions and responsibilities to observe and ensure observance of the principles set out in the Code of Ethics.

Concerning corruption prevention, the Code of Ethics of the Rai Group reminds the Intended Users that it is forbidden to engage in corrupt practices, illegitimate favors, collusive behavior, solicitation, directly and/or through third parties of personal and career advantages for themselves or others. Likewise, it is not permitted to pay or offer, directly or indirectly, payments, material benefits or other advantages of any kind to third parties, representatives of governments, public officials and public or private employees to influence them to compensate them for an act of their office.

The Three-Year Corruption Prevention Plan

The PTPC, as defined in this document, is an integral part of Rai Com's ICRMS.

Rai Com's regulatory, organizational and power system

Rai Com defines the organizational structure and operation of its activities through service orders, organizational communications, circulars and internal communications, procedures and provisions.

⁴ In particular, the Code of Ethics identifies as fundamental values:

- diligence, fairness and good faith, respectively, in the performance of assigned tasks and in the fulfilment of contractual obligations at any organisational level;
- transparency and correctness in the management of activities and in the information, registration and verifiability of operations. All actions, operations, negotiations and, in general, behaviour carried out in the performance of work must be based on the utmost managerial correctness, completeness and transparency of information and legitimacy in both form and substance;
- fairness in the event of conflicts of interest, which means avoiding situations, in the performance of activities, in which the persons involved in any business transaction are in conflict of interest;
- honesty, i.e. refraining from committing illegal or unlawful acts not following the common sense of rectitude and the common sense of honour and dignity;
- observance of the law and therefore compliance with all the primary and secondary regulations in force, including the provisions concerning the fee due on the possession of radio and television equipment, and the laws and regulations in force in the countries in which Rai operates, Company procedures and internal regulations, the Code of Ethics and other Company policies;
- the confidentiality of all information learnt in the framework of the activities carried out for Rai must be considered reserved and cannot be disclosed to third parties, nor used to obtain personal advantages, whether direct or indirect;
- fair competition by protecting the value of fair competition refraining from deceptive, collusive or abusive conduct.

The management powers are regulated by a system of powers of attorney and delegations that are according to the responsibilities assigned.

Reporting Management Model

With a view to progressively strengthening the ICRMS and in implementation of Legislative Decree no. 24 of 10 March 2023 on Whistleblowing, entitled "*Implementation of Directive (EU) 2019/1937 on the protection of persons who report violations of European Union law and on provisions concerning the protection of persons who report violations of national regulatory provisions*", Rai has issued, with effect from 15 July 2023, the "*Policy on the Management of Reports*⁵" which replaces the previous "Procedure on the management and processing of reports (including anonymous reports)" approved at the meeting of the Board of Directors on 24 January 2019.

The objective of the Policy issued by the Parent Company is to regulate the process of management and processing of reports received (including anonymous ones) on potentially illegal, irregular or reprehensible facts concerning the operational and organizational events of Rai and its subsidiaries and to protect the confidentiality of the whistleblower, while ensuring protection from discrimination or retaliation.

As expressly stated in the aforementioned policy, it "*applies to reports concerning Rai and constitutes an act of general guidance for subsidiaries*". As required by the Regulations for the management and coordination of the Parent Company, "*the management and operational autonomy*" of the companies themselves in the creation of an autonomous whistleblowing management system remains unaffected.

To this end, Rai Com has adopted a specific "*Procedure for the management of whistleblowing*" which regulates the receipt and management of reports – both of whistleblowing and irregularities (which do not fall within the scope of Whistleblowing and which remain excluded from the specific provisions of the Decree) – that may in various ways affect the Company, transmitted by a natural person who, for various reasons, entertains, has entertained or is about to have an employment relationship, collaboration or, more generally, contractual collaboration with Rai Com.

The Company has set up a single internal reporting channel that can be used through an IT platform that guarantees the security and protection of data and the confidentiality of information, accessible from the company website, in the Articles of Association and Regulations section in the "Whistleblowing" section, at the following link: <https://whistleblowing.raicom.rai.it/>. Through this platform it is possible to make reports in written and oral form, or to request a meeting to request a direct meeting (personal or telephone interview) with the person responsible for handling the report.

⁵ This policy, in summary, defines:

- the methods for managing Whistleblowing reports and reports of irregularities (which are not part of Whistleblowing and which remain excluded from the specific provisions of Legislative Decree no. 24 of 2023);
- internal and external communication channels;
- Cases of exclusion, i.e. reports that are not handled in accordance with the procedures set out in the procedure;
- the protection of the whistleblower and the prohibition of retaliation and the processing of data.

The reports sent are addressed to the RPC, which is responsible for managing them in compliance with criteria of maximum confidentiality and in a manner suitable to protect the identity of the whistleblower and the reported subjects, as well as the subjects involved or mentioned, refraining from any initiative or communication that may jeopardize the effectiveness of the investigation activities. The RPC C, if deemed necessary and in compliance with the principle of confidentiality, may avail itself of the support of the internal structures of the company and/or the internal control bodies competent in the context of the report received and whose involvement is functional to the verification of the report.

The management of the reports received and the related processing of personal data are carried out by Rai Com in compliance with the applicable legal provisions and in line with the provisions of the legislation on the protection of personal data.

Disciplinary system

All Rai Com personnel - of any category and professional profile - shall comply with the disciplinary system provided for by the Code of Ethics and by the CCNL in force.

Guidelines on internal auditing activities

The document, approved by the Rai Board of Directors on 1 August 2013⁶ and subsequent updates, defines the Guidelines on internal auditing activities and integrates the Guidelines on the Internal Control and Risk Management System (ICRMS) falling within the competence of Rai's Board of Directors, also in its capacity as Parent Company, identifying tasks, responsibilities, the scope of activities, operating macro-methods and information flows to and from Top Management and the Internal Audit Department control/supervisory bodies of Rai Com.

⁶ The Guidelines on Internal Audit activities were lastly updated by resolution of the Board of Directors. Rai of 22 February 2024.

CHAPTER 4

Rai COM'S THREE-YEAR CORRUPTION PREVENTION PLAN (PTPC)

4.1. The PTPC within Rai Com's SCIGR

The PTPC is a constituent element of Rai Com's ICRMS and defines an organizational model functional to the integration of corruption prevention measures in the broader context of the corporate ICRMS and Rai Com's more general organizational, administrative and corporate governance structures.

The components of the ICRMS are coordinated and interdependent. Therefore, as a whole, the System involves different roles, according to a logic of collaboration and coordination, the administrative bodies, the supervisory bodies, the control bodies, the Management and all the personnel inside and outside Rai Com.

As better indicated in paragraph 6.2 below, the internal control activities on Rai Com's ICRMS are divided into the following 3 levels, characterized by a different degree of operational involvement in risk management:

- **Level I** (Management / Referents): is responsible, within the scope of competence, for the identification, assessment, management and monitoring of risks, and for the definition, implementation and monitoring over time of the adequacy and effectiveness of the controls put in place to protect against them.
In particular, the Anti-Corruption Referents assist the RPC in order to ensure compliance with the Plan by carrying out the following activities:
 - actively participate in the Risk Assessment with the methodological support of the RPC;
 - enhance knowledge of the process of competence for the definition of controls;
 - enhance hierarchical-functional relationships, especially in critical process phases;
 - provide for controls that are not 'detached' from process operations, i.e. controls grafted into operational activities;
 - transmit periodic flows to the RPC.
- **Level II** (CFO/RPC): monitors the effective management, as well as the adequacy and concrete operation of the controls put in place to oversee them.
It also provides support to the level I in the definition and implementation of adequate management systems for the main risks and related controls;
- **Level III** (Internal Audit): provides independent and objective assurance on the adequacy and effectiveness of Level I and Level II control activities.

The articulation of the first and second level of control is consistent with the size, complexity, specific risk profile and the regulatory context in which the Company operates and is declined according to the specific processes present in the Company.

The activities under the responsibility of the Head of Corruption Prevention and Transparency and the related organisational structure are placed in level II of control..

4.2. The purpose of the PTPC

The implementation of the PTPC meets the objective of preventing conduct potentially exposed to corruption offences or highlighting malfunctions in the Company's activities and strengthening the principles of legality, correctness, and transparency in the management of the Company activities.

The PTPC promotes the proper functioning of corporate structures and protects the reputation and credibility of Rai Com's actions. In this context, the PTPC aims at:

- a) to establish full awareness that the occurrence of corruption exposes the Company to serious risks, especially in terms of image, and may produce criminal consequences for the person committing the violation;
- b) raise awareness among all recipients to actively and constantly engage in compliance with internal procedures and rules, to implement all useful measures to prevent and contain the risk of corruption and to adapt and improve over time the Company's control systems to guard against such risks;
- c) to ensure the correctness of relations between Rai Com and the subjects that have relations of any kind with the same, also by verifying and reporting any situations that could give rise to conflicts of interest or corrupt phenomena;
- d) coordinate corruption prevention measures with the controls to be implemented under the Company's Internal Control System.

4.3 The recipients of the PTPC

Recipients of the PTPC are the directors, the top management, the members of the control bodies and the Supervisory bodies, the collaborators, for any reason, even occasional and/or only temporary, the employees of Rai Com, the auditors and, for the relevant parts, the consultants and the holders of contracts for works, services and supplies of Rai Com.

The PTPC is published in English and Italian in the relevant sections on Rai Com's institutional website.

Newly recruited staff are informed of the validity of this Plan when they start work entry into the Company, for the purpose of acknowledgement and acceptance of its contents.

4.4 Document coordination

Given the principle of documental coordination and the specificity of the various documents provided for by law, this PTPC, in addition to being an integral part of the corporate ICRMS, is coordinated with the company's financial statements (to ensure the financial sustainability of the measures provided for), with the transparency measures and with the training Plan.

4.5 Entry into force, validity and updates

The PTPC comes into force upon its adoption by the Board of Directors of Rai Com. It is valid for three years and will be reviewed annually and, in any case, whenever significant organizational changes determine the need for it, taking into account the provisions of Art. 1(8) of the Anti-Corruption law. The PTPC is updated annually as required by law. This PTPC may be supplemented and/or adapted to the prevention needs that may emerge during the Plan's implementation.

The RPC may propose amendments to the PTPC if it considers that circumstances external or internal to the Company may reduce the Plan's suitability to prevent the risk of corruption or limit its effective implementation.

Formal adjustments that are not related to the principles or other substantive elements of the PTPC may be made directly by the RPC; the RPC may inform the Chairman and the Chief Executive Officer of these also through reports.

CHAPTER 5

THE PROCESS OF DEFINING AND UPDATING THE PTPC

The list of sensitive activities in which there is a potential risk of an offence occurring is currently envisaged and is subject to evolution, also depending on the progressive implementation of the measures of the PTPC and on the results of the Risk Assessment activities.

5.1 Reference principles of the PTPC

The complex process of defining the PTPC, the adoption of the prevention measures contained therein and the related operational tools are inspired by the following principles:

Integrated model:

The PTPC and the other components of the Internal Control System are coordinated and interdependent. As a result, the System, as a whole, is integrated into Rai Com's general governance, organizational and management structure.

Subordination to Rai's direction and coordination and corporate autonomy:

Rai Com is subject to Rai's direction and coordination and implements the guidelines and the relative implementation model contained in the Three-Year Corruption Prevention Plan adopted by Rai's Board of Directors, without prejudice to its responsibility for maintaining an adequate and functioning PTPC, in compliance with Rai's direction and coordination guidelines. Rai Com is also responsible for adopting, implementing, and maintaining its own PTPC.

Consistency with best practices:

The PTPC is defined following national and international best practices on ICRMS.

Process approach:

The PTPC, in general, is inspired by a logic of processes, regardless of the location of the relevant activities in the organizational and corporate structure of Rai Com.

Risk-based approach:

The PTPC is based on the identification, assessment, management and monitoring of the main corruption risks and is defined and implemented according to the cases and relevance of the relevant risks, which also guide the priorities for action.

Prevention through a culture of control:

It is fundamental that all Rai Com's staff feel involved and contribute directly to developing and strengthening the culture of ethics and control and protecting the Company's assets.

Management empowerment:

Within the scope of the functions covered and in achieving the related objectives, management establishes specific control activities and monitoring processes suitable for ensuring the effectiveness and efficiency of corruption prevention measures over time. The general principle that all Rai Com personnel must behave consistently with Company rules and procedures remains unchanged.

Reliability of controls:

The final assessment of the adequacy of the Plan is based on the assumption that the control activities carried out by the various players in the Internal Control and Risk Management System (ICRMS), at their respective levels of responsibility, are reliable and adequate over time.

This prerequisite is only lost in the presence of specific reports of deficiencies in the design and/or operation of the controls. Control activities are also subject to periodic independent monitoring activities.

Importance of information flows:

Information flows are essential to fulfil responsibilities in PTPC and thus the pursuit of related objectives. The Company makes available to each recipient of the PTPC the information necessary to fulfil their responsibilities.

Maximizing effectiveness and efficiency:

The PTPC is defined to maximize effectiveness and efficiency, including reducing any duplication of activities and coordination between the main roles provided for by the SCIGR and between the different elements that constitute it.

Continuous improvement and the practice of excellence:

Rai Com pursues the continuous improvement of the PTPC according to the evolution of the reference context and to ensure that it is constantly updated concerning best practices. The PTPC seeks synergic integration in the corporate processes. Together with them, with the contribution of all the functions concerned, it must be subject to continuous improvement following the evolution of corporate operations, the regulatory framework and the economic and social context.

5.2 The definition and updating methodology used

Definition

The PTPC is the measure through which Rai Com implements its own strategy for the prevention of corruptive phenomena. The essential prerequisite of the Plan - and an inseparable essential element of the Plan - is the analysis of the level of exposure of the Company's activities to the risk of corruption.

The entire framework of Law no. 190/2012 and of the National Anti-Corruption Plan base their implementation effectiveness on the proper adoption of risk prevention measures and are therefore substantially inspired by the corporate risk management models.

Given the above, the PTPC has been developed in adherence to the best operating practices in the field of risk management and in accordance with the methodology introduced by the PNA 2019⁷ and confirmed by the PNA 2022⁸, which suggests a qualitative-quantitative approach in the context of corruption risk assessment activities.

In this regard, the areas potentially exposed to the risk of corruption were identified, also taking into account the risk mapping carried out to adopt the Organization and Management Model under Legislative Decree no. 231/01.

The Risk Assessment activity provides a more precise and complete representation of the corporate activities at risk and the existence or non-existence of control measures and their degree of effectiveness in preventing the risk of corruption in individual corporate processes. This has made it possible to assess the so-called "gross" and "residual" risks, which are essential to Management and the Company for proper risk management and monitoring, for identifying the most appropriate control measures to be implemented and ensuring an informed and responsible decision-making process.

Based on this evidence, the PTPC will gradually be able, in the framework of the implementation of the programmatic measures already envisaged and to be envisaged, to focus in a targeted and punctual manner on the areas most exposed to risk, and thus further strengthen the process of minimizing the risks of corruption.

Based on these findings and of the operational experience gained through the implementation of the Plan, the safeguards and measures for strengthening prevention may be progressively enriched with further control protocols on the risk areas identified by the PTPC and with initiatives for adapting existing protocols to contribute to increasingly virtuous management of corporate activities.

⁷ PNA 2019, Annex 1, pp. 33, *"Considering the nature of the object of assessment (risk of corruption), for which there are no particularly robust time series for quantitative analysis, which would require skills that are not present in many administrations, and for the purpose of greater organizational sustainability, it is suggested to adopt a qualitative approach, giving ample space to the motivation of the evaluation and ensuring maximum transparency. This does not mean, however, that administrations may also choose to accompany the measurement originating from qualitative choices, even with quantitative data whose indicators are clearly and autonomously identified by the individual administrations"*.

⁸ PNA 2022 Annex n.1 *"Check-list for the preparation of the PTPCT and the anti-corruption and transparency section of the PIAO"*.

Update

The PTPC is constantly monitored to ensure that it is adequately updated over time. The update of the PTPC takes into account:

- a) any changes or additions to the legislation on the prevention of corruption (e.g. PNA update, Guidelines, ANAC determinations and and criminal provisions, as well as, where relevant, updates on transparency and whistleblowing);
- b) changes in laws and regulations that modify Rai Com's institutional aims, attributions, activities or organization;
- c) changes in the organizational structure;
- d) specific requests from Top Management, Administrative Body, Control and
- e) Supervisory Bodies, Management;
- f) the emergence of new risk factors which were not taken into account when drawing up the PTPC, changes in the measures already in place to prevent the risk of corruption, and the detection of significant breaches of the provisions contained therein;
- g) the evolution of reference best practices.

The PTPC may also be subject to adjustments in the light of the results of i) reconnaissance carried out on possible breaches of the PTPC; ii) documentary analysis carried out on information flows and internal verification and monitoring activities (Audits, Reports and Contact Person Cards); iii) Risk Assessment activities; iv) analysis of legal cases.

Based on these findings and of the operational experience gained through the operation of the Plan, the safeguards and measures for strengthening prevention may be progressively enriched with further control protocols on the risk areas identified by the PTPC and with initiatives for adapting existing protocols to contribute to increasingly virtuous management of corporate activities.

All actors involved in the definition process promote and update the PTPC over time.

CHAPTER 6

THE PTPC GOVERNANCE MODEL

6.1 The Players

As stated above, the PTPC is a component of the corporate SCIGR. As such, all SCIGR actors contribute to the corruption prevention process.

The methodology identified for the described process of defining the PTPC and the related analysis and verification activities have seen the involvement and direct contribution, in addition to the Board of Directors and the top management, of the following main actors, each for their respective areas of competence:

The Board of Directors

Concerning this Plan, the Board of Directors performs the tasks prescribed by law and, in particular, those set out below:

- a) appoints the RPC Officer;
- b) adopts the PTPC and its updates, notifying the competent bodies following the provisions of the law and this Plan;
- c) adopts general guidelines directly or indirectly aimed at preventing corruption;
- d) oversees the activities of the RPC through the review and annual approval of the PTPC and its related updates, as well as by means of reports provided by the RPC in the event of significant updates or material changes to the regulatory or organizational framework.

Head of Corruption Prevention and Transparency (RPC)

The RPC performs the following tasks in particular:

- a) prepares the Plan proposal to be adopted by the Board of Directors and its updates;
- b) supervise the implementation of the Plan.

Furthermore, the RPC's obligations also include the duty to report to the Chairman, the Chairman of the Board of Auditors and Rai Com's Supervisory Body any fact of which he/she has become aware that could constitute an offence or a violation of this Plan, to be able to assess the case and determine whether the conditions for reporting to the competent Judicial Authorities exist, making use of the specialized Company structures for the relevant assessment profiles.

Employees (referents, managers and non-managers) and collaborators of Rai Com

All employees (managers and non-managers) and, for the relevant and applicable parts, Rai Com's collaborators are responsible, within the scope of their respective activities, tasks and responsibilities, for the occurrence of corruptive phenomena deriving from ineffective supervision of their activities and/or from elusive behavior and/or behavior, not in line with Company prescriptions.

Therefore, to fully carry out its mandate and represent effective anti-corruption protection, the activity of the RPC must be constantly and concretely supported and coordinated with that of all the persons operating in the corporate organization.

Together with the RPC, the following are a fundamental and indispensable part of the governance and implementation of this PTPC and, more generally, of the corruption prevention process in Rai Com: i) managers and heads of organizational units; ii) persons with power of attorney; iv) employees; v) collaborators.

In fact, with this Plan, these subjects are assigned the task of full and continuous cooperation in the prevention of corruption and illegality in Rai Com, which is expressed, among other things, in:

- transparency obligations;
- supervision of compliance with the Code of Ethics and the PTPC by employees and collaborators;
- abstention in cases of conflict of interest;
- full compliance with the provisions of this PTPC and of law 190/2012.

In this context, an essential role is played by the department heads of the various organizational and/or top management Directorates/Structures (reporting to the Chairman and the Managing Director) who, given the significant management and decision-making prerogatives that they assume above all in the context of their respective processes and because of the particular sensitivity that their activities have concerning the risk of corruption, are assigned the role of "**Referents**" for the prevention of corruption under this PTCT.

In particular, the "**Referents**", for the Directorates/Structures of their competence, coordinate with the RPC so that the latter has elements and feedback on the implementation of the PTPC within the structures and processes of reference. On the adjustment measures deemed necessary for effective preventive action. The Contact Persons' tasks concerning the implementation of the PTPC are detailed in the following paragraph. The responsibilities of the Contact Persons remain with them even if they use the operational support of their own structures.

Rai Com's personnel and collaborators in any capacity are required to be aware of the PTPC, as well as to comply with it and also to ensure, to the extent of their competence, its implementation and continuous improvement.

Rai Com's internal control/ Supervisory Board of Rai Com

The Board of Statutory Auditors and the Supervisory Body, each within the scope of their respective responsibilities, oversee the effectiveness and proper functioning of the PTPC. Specific coordination and information-sharing flows are defined among the Board of Statutory Auditors, the Supervisory Body and the RPC.

6.2 The "Control Governance" Model of the PTPC

Rai Com has defined a structured process for the governance and control of the PTPC and of the measures provided for therein, structured on the following 3 levels:

Level I: line monitoring and operational management of corruption risk (Contact Persons, other employees and collaborators);

Level II: Continuous monitoring (CFO, RPC);

Level III: Independent monitoring (Internal Audit).

Within the scope of the **first level of control**, employees and collaborators carrying out operational activities in areas at risk of corruption (so-called Risk owners) are responsible for identifying, assessing, operational management, and monitoring risks and related controls (line monitoring).

These persons are required to inform the manager at a higher level of responsibility of any changes in the risks for which they are responsible and to promote the continuous improvement of the relevant control measures (in terms of design and operation), favoring, where possible, the integration and rationalization of controls in the respective operational activities, with equal preventive effectiveness.

Monitoring shall be carried out at a frequency appropriate to the level of risk exposure and how the controls are performed. The results are communicated to the manager at a higher level, together with any risk situations/weaknesses detected and possible corrective solutions adopted/to be adopted to strengthen prevention action.

In this context, the Contact Persons:

- assist the RPC in monitoring compliance with the provisions of the PTPC by the structures and managers under their process/structures of reference;
- promptly inform the RPC, employing the defined communication channels, of any anomalies found during their monitoring, also proposing the solutions to be

adopted for the purposes of proper risk control, monitoring their actual implementation;

- facilitate information flows from/to the Directorates/Structures involved in the processes for which they are responsible;
- report promptly the emergence of new risks identified in the context of the activities being supervised;
- report to the RPC any need to update/modify existing control systems, for instance, in the event of changes in the operation of the relevant structures (so called organizational changes);
- work in coordination with the RPC for training and awareness-raising needs within the relevant structures.

The **Second level of control** is represented by the activities carried out by the RPC and consists in coordinating the corruption prevention process as a whole, contributing - with the support of the "Referents", to the definition of the methodologies for identifying, assessing, managing and monitoring risks and controls and the implementation of the action plans provided, also according to the different degree of exposure to risk (risk-based approach).

The RPC, in coordination with the other actors of the PTPC, is required to:

- prepare and update a proposal for a PTPC to be submitted to the BoD for adoption;
- define appropriate "anti-corruption" training protocols for staff and verify their effective implementation;
- identify professional profiles/qualifications to be included in training programmes;
- define appropriate channels of communication for reporting suspicious behavior and/or behavior, not in line with the Code of Ethics of Rai's Group and the defined control protocols, including those of Model 231;
- supervise and monitor, in liaison with the Contact Persons, the effective implementation of the Plan, the Code of Ethics of Rai's Group and their current suitability, and propose the necessary adjustments in the event of violations of the relevant provisions or changes in the organization;
- monitor the implementation and observance by the Contact Persons of the protocols and measures laid down by the PTPC in the areas for which they are responsible; for this purpose, the RPC also makes use of periodic certifications by the Contact Persons;
- manage the reports received through the institutional channels activated, where necessary, also through the activation of specific checks;
- oversee external reporting in line with the transparency requirements of the relevant legislation.

The **Third level of control** is ensured - in line with the best practices for evaluating the Internal Control System - by the independent monitoring activities (separate evaluations) carried out by Internal Audit Department.

In addition, the RPC may request additional verification actions not foreseen in the Annual Audit Plan. In the specific, Rai Com's Internal Audit Department is responsible of give a specialist support to the RPC for the development of investigative activities on illicit conduct reports.

CHAPTER 7

THE IMPLEMENTATION PROCESS OF THE PTPC: IDENTIFICATION, ASSESSMENT AND MANAGEMENT OF CORRUPTION RISK

7.1 The methodological approach

The risk treatment is carried out according to the following logical application process: i) definition of risk areas; ii) definition of protocols; iii) articulation of protocols within the procedural framework of reference; iv) structuring of information flows; v) identification of mechanisms for updating the PTPC; vi) definition, adoption and monitoring of the actual execution actions; ix) activation of the disciplinary system in case of non-compliance with the provisions of the Plan.

Risk management, an integral part of the Internal Control System, is the set of activities put in place to monitor and deal with the exposure to corruption risk of certain business conducts assessed as sensitive⁹. The adoption of the PTPC and its implementation are tools to implement risk management by establishing appropriate principles and protocols to be respected.

To this end, the implementation actions through which this Plan will be gradually updated, integrated and specified are a determining and essential aspect. To be effective, risk management is:

- a) an integral part of all processes in the organization;
- b) carried out by management in the context of their decision-making process and functional to take informed action also in the light of possible alternatives and priorities in treatment;
- c) referring to risks that cannot be avoided by preventive measures;

⁹ UNI ISO 31000:2010, p. 8 prepared by the ISO/TMB Technical Committee "risk management". It states that "for risk management to be effective, an organisation should, at all levels, follow the principles below. a) Risk management creates and protects value. It makes a demonstrable contribution to achieving objectives and improving performance, for example, in terms of personal health and safety, security, compliance with statutory requirements, public acceptance, environmental protection, product quality, project management, the efficiency of operations, governance and reputation. b) Risk management is an integral part of all processes in the organisation. It is not an independent activity, separate from the main activities and processes of the organisation. It is part of management's responsibilities and an integral part of all processes in the organisation, including strategic planning and all project and change management processes. c) Risk management is part of the decision-making process. It helps decision-makers to make informed choices, determine the priority scale of actions and distinguish between alternative courses of action. d) Risk management explicitly deals with uncertainty. It explicitly takes into account uncertainty, the nature of that uncertainty and how it can be addressed. e) Risk management is systematic, structured and timely. A systematic, timely and structured approach to risk management contributes to efficiency and consistent, comparable and reliable results. f) Risk management is based on the best available information. The input to the risk management process is based on information sources such as historical data, experience, feedback from stakeholders, observations, forecasts and expert opinion. However, decision-makers should inform themselves of, and take into account, any limitations on the data or model used or the possibility of divergence of opinion between specialists. Risk management is 'tailor-made'. It is in line with the external and internal context and the organisation's risk profile. h) Risk management takes into account human and cultural factors. It identifies capabilities, perceptions and expectations of external and internal people that may facilitate or impede the achievement of the organisation's objectives. i) Risk management is transparent and inclusive. Appropriate and timely involvement of stakeholders and, in particular, decision-makers at all levels of the organisation ensures that risk management remains relevant and up-to-date. Involvement also ensures that stakeholders are properly represented and that their views are taken into account when defining risk criteria. Risk management is dynamic, iterative and responsive to change. Risk management is sensitive and responds to change continuously. Whenever external and internal events occur, the context and knowledge change, monitoring and review are implemented, new risks emerge, some risks change, and others disappear. k) Risk management promotes continuous improvement of the organisation. Organisations should develop and implement strategies to improve the maturity of their risk management along with all other aspects of their organisation'.

- d) systematic, structured and timely;
- e) based on the best available information;
- f) "tailored";
- g) oriented to human and cultural factors, within the complex context of the Rai Group;
- h) transparent and inclusive;
- i) dynamic, interactive and responsive to change;
- j) aimed at fostering the continuous improvement of the organization.

The risk assessment methodology adopted by Rai Com is based on a qualitative-quantitative approach that enables the estimation, for each sensitive activity, of both inherent risk and residual risk (post-controls).

In particular, inherent risk is determined through a numerical measurement ($R = P * I$) based on the assessment of Probability (P) and Impact (I), each of which is defined according to specific evaluation drivers. Once the inherent risk has been determined, the analysis of the adequacy of the internal control system makes it possible to identify a reduction factor reflecting the mitigation ensured by the controls in place. This factor is applied to the inherent risk in order to estimate the residual risk, namely the level of risk that remains after the operation of existing controls. The identification and assessment of corruption risks are carried out with reference to the company's business processes and sensitive activities, taking into account the relevant Departments and organizational Units involved. They are performed in alignment and coordination with the Integrated Risk Assessment, which jointly incorporates the relevant risk profiles pursuant to Legislative Decree 231/2001 and Law 190/2012.

Rai Com¹⁰ provides, in any case, that risk management is based at least on the following factors: i) the level of exposure to risk; ii) the compulsoriness of the risk prevention measures; iii) the organizational and economic impact related to the implementation of the measure.

Rai Com's corruption risk management model is divided into the following 4 phases.

1. Risk Governance

At this stage of the process, the initial definition of the rules for the governance of corruption risks is established, together with the methodology for the analysis, assessment, modification and integration of corruption risks and related controls. The RPC defines the methodologies for identifying and assessing corruption risks and controls and is responsible for updating and integrating them where deemed necessary.

2. Integrated Risk Assessment (mapping and risk evaluation)

The Integrated Risk Assessment process, carried out with the methodological support of Internal Audit and involving the representatives of the various company areas, made it possible to identify and assess the main compliance risks related to anti-corruption

¹⁰ All the activities and phases implemented by Rai Com are also carried out following the contents of the old Annex 1 of the 2013 PNA and aligned with the subsequent indications in the field provided by ANAC (c.f.r. PNA 2019 and 2022).

legislation and the administrative liability regime of entities, together with the relevant operational risks.

This activity led to the preparation of an updated mapping of the company's activities exposed to corruption risk — set out below — and to the corresponding assessment of the level of risk associated with each of them.

Sensitive activities were identified through interviews with the representatives of the different company areas, during which the activities under their responsibility and the possible ways in which potentially relevant offences could occur were analysed in detail. The representatives are also responsible for assessing the risks within the processes falling under their respective areas of responsibility.

The mapping of sensitive activities is updated in line with regulatory and legislative developments, as well as in the event of significant organizational changes.

Risks are assessed using a methodology that takes into account both the likelihood of occurrence and the potential impact.

The adopted methodology provides for a risk assessment both at an "inherent" level — i.e. without considering the mitigation activities in place (Internal Control and Risk Management System) — and at a "residual" level, taking into account the mitigation measures already adopted and capable of reducing the likelihood of occurrence and/or the related impact.

3. Risk Treatment (risk response strategy)

At the conclusion of the Integrated Risk Assessment process, and based on the residual risk evaluations, the relevant Representatives identify the necessary risk treatment actions within their respective areas of responsibility, also defining their implementation priorities.

The initiatives thus identified are consolidated into an Action Plan that specifies, for each activity, the Representatives responsible for implementation and the related completion timelines. With reference to the corruption risk assessments carried out by the Contact Persons in the Directorates/Structures of their competence, the RPC provides them with methodological support in identifying the related treatment actions.

This phase also includes the definition of training plans, structuring the necessary information flows, and assessing any reinforcement and/or control interventions to be activated on the reference processes.

4. Monitoring & Reporting

This phase has the dual objective of monitoring over time the residual risk levels of activities exposed to corruption risk and take corrective action in the event of deviations from the planned measures.

In particular, the RPC is responsible for monitoring the degree of implementation by the Referents/Management of the treatment actions foreseen in the framework of their action plan to ensure that they are adequately implemented within the foreseen timeframe. This

monitoring activity is carried through structured information flows provided by the relevant Representatives, generally on an annual basis, in line with the PTPC update cycle and with the requirements set out by the applicable regulatory framework..

If significant deviations from the Plan are detected and/or in the event of a justified need by the Contact Persons to provide for alternative corrective actions, the RPC supports the identification and analysis of the causes that generated such deviations and the definition of any alternative corrective actions.

7.2 The implementation lines in the 2026-2028 PTPC

The PTPC 2026-2028 reports the results of the risk management activity carried out by adopting the methodology mentioned above and takes the form of risk identification, assessment, management and monitoring activities.

7.2.1 Risk identification, assessment and management

An analysis of the external and internal context is essential for identifying and assessing corruption risk. At this stage, the Company has acquired the information necessary to identify the corruption risk concerning the characteristics of the environment in which it operates (external context) and to its own organization (internal context).

The purpose of the analysis of the external context is to examine the environment in which the Company operates, highlighting the characteristics and relative criticalities that may favor the occurrence of corrupt phenomena within the Company. The analysis has the dual objective of:

- highlight the structural and economic characteristics of the environment in which the Company operates;
- conditioning the assessment of corruption risk and monitoring the suitability of prevention measures.

From an operational point of view, the analysis of the external context can be basically attributed to two types of activities:

- 1) the acquisition of relevant data;
- 2) the interpretation of the same to detect corruption risk.

The analysis of the context also benefited from collaborative activities with Rai.

The commercialization and distribution activity of the Parent Company's channels throughout the world places Rai Com S.p.A. in a worldwide context; specifically, the Company handles the distribution, commercialization and transfer, in Italy and abroad, of rights to the economic exploitation of audiovisual, cinema, television, book and multimedia works owned by or otherwise available to Rai and/or the Rai Group companies.

In addition, the Company:

- maintains relations with organizations and institutions for the negotiated management of framework contracts and agreements for the implementation of institutional communication initiatives;
- manages and takes part in events, festivals, markets, and other national and non-national events of relevance to commercial activities and the exercise of all complementary and related activities.

To draw up the PTPC, Rai Com conducted a preliminary reconnaissance of corporate processes and identified the areas potentially exposed to corruption risks.

These areas were subsequently analyzed and assessed as part of the Risk Assessment activities, carried out according to a structured and integrated methodology, with the involvement of the heads of the organizational units¹¹, in with the current organizational structure.

Through the sharing of the Integrated Risk Assessment, a risk analysis was performed in order to understand the system of controls implemented by the Company with the aim of preventing such risks.

The ICRMS has been carefully examined to prevent what the 2019 PNA identifies as "enabling factors" for corruption¹², i.e. contextual factors that facilitate the occurrence of corrupt conduct or acts.

7.3 Rai Com's main sensitive activities

In the light of the activities carried out by Rai Com and of the results of the reconnaissance above carried out on corporate business activities, this PTPC identifies the relevant Departments and organizational Units, as well as the related sensitive activities exposed to corruption risk pursuant to Law No. 190/2012.

The identification and assessment of these areas were carried out within the Integrated Risk Assessment pursuant to Legislative Decree 231/2001 and Law 190/2012, according to the methodology described in the previous paragraphs, which allows for a unified and consistent

¹¹ In particular, managers provide the information requested by the competent person for the identification of the activities within which the risk of corruption is highest and formulate specific proposals aimed at preventing such risk, and all employees cooperate with the Head of Corruption Prevention.

¹² PNA 2019, Annex 1, pp. 31, 'Box 8 - Examples of enabling factors for corruption risk:

- *lack of risk management measures and/or controls: During the analysis phase, a check should be made to see whether the administration has already put in place - and, above all, effectively implemented - control tools for risk events;*
- lack of transparency;
- over-regulation, complexity and lack of clarity of the relevant legislation;
- prolonged and exclusive exercise of responsibility for a process by a few or a single person;
- lack of internal accountability;
- inadequacy or lack of skills of the staff in charge of the processes;
- inadequate dissemination of the culture of legality;
- failure to implement the principle of distinction between politics and administration."

reading of the risk profiles relevant to the company, including those relevant for the purposes of corruption prevention.

In particular, for each sensitive activity, values were determined in terms of inherent risk and residual risk. The inherent risk is estimated on the basis of probability and impact factors, while the residual risk is determined by applying to the inherent risk a coefficient (reduction factor) representative of the mitigation ensured by the internal control system in place, so as to obtain the estimate of the actual residual risk (post-controls).

Within the Integrated Risk Assessment, the activities that present a potential exposure to corruption risk were identified for each Department and organizational Unit. The table below reports these sensitive activities, which emerged from the analysis conducted with the area Representatives, indicating for each the level of inherent risk and residual risk.

Directorate/Structure (owner)	Sensitive activities exposed to corruption risk	Inherent risk	Residual risk
Agreements Tenders and Partnerships	Negotiation management of contracts, conventions and framework agreements with central and local, national and international, public and private bodies and institutions and participation in calls for tenders	20	4
Legal Affairs	Management of judicial, out-of-court or arbitration proceedings	20	4
	Selection and assignment of legal assistance assignments	20	4
CFO – Administration, Finance and Control	Management of financial transactions, including intra-group transactions	20	4
	Negotiation management of contracts, conventions and framework agreements with central and local, national and international, public and private bodies and institutions and participation in calls for tenders	20	4
	Preparation of tax or withholding tax returns or other declarations functional to the payment of taxes in general	25	5
Commercial	Revenues from the use of Rai Com music in Rai programmes	15	3
	Sales of goods and services in Italy and abroad	25	5
Communication and Institutional Relations	Publication of content on the company's website/web channels	20	4
	Giveaways, Gifts, and Benefits	25	5
Communication and Institutional Relations Special Projects	Organization and management of events	25	5
Human Resources	Recruitment, management and development of personnel	25	5
	Acquisition of rights for commercialisation purposes	25	5
	Selection, contracting and management of external consultants and/or agents	20	4
	Travel expenses and advances	20	4
General Services	Purchase of works, goods and services	25	5
Purchasing	Purchase of works, goods and services	25	5

Directorate/Structure (owner)	Sensitive activities exposed to corruption risk	Inherent risk	Residual risk
	Selection, contracting and management of external collaborators and/or agents	20	4
	Acquisition of rights for commercialisation purposes	25	5
International Channel Distribution	Rai's International Channel Distribution	25	5
Strategy and Business Development	Activation of Commercial Partnerships in the World	25	5
Transversal ¹³	Management of relations with public entities	25	5

Below is a summary table indicating the ranges of values based on which risks are identified as Marginal, Low, Medium, High and Critical:

Minimum threshold	Maximum threshold	Risk evaluation
0	2	MARGINAL
2,1	4	LOW
4,1	10	MEDIUM
10,1	20	HIGH
20,1	25	CRITICAL

¹³ This area is transversal to the following Structures/Directorates: Purchasing, Agreements Tenders and Partnerships, Communication and Institutional Relations, Commercial.

CHAPTER 8

THE IMPLEMENTATION PROCESS OF THE PTPC: MEASURES TO PREVENT THE RISK OF CORRUPTION

8.1 The scope of application

The implementation of appropriate prevention measures is based on correctly identifying the Company's risk areas and related sensitive activities.

In continuity with previous editions, the present edition of the PTPC has also provided for the gradual refinement of risk prevention intervention and support tools.

Therefore, the current PTPC 2026-2028, continuing the logic of constant updating, is consistent with what has already been done in the PTPC 2025-2027.

The PTPC adopts the following intervention tools to support risk prevention:

- "transversal" control principles that apply to all company processes and Directorate/Structure;
- protocols: consisting in the formalization of a sequence of behaviors aimed at standardizing and guiding the performance of certain sensitive activities, especially in terms of anti-corruption;
- anomaly indicators: which are "clues" to the occurrence of corruption risk. In the event of such indications, the Management activates any useful initiative to verify the possible existence of current corrupt phenomena, informing the Contact Person and the RPC of the actions taken/to be taken for better control of the risk.

The measures introduced in this PTPC, in addition to being complementary to each other, supplement the internal framework in force and prevail in the event of any discrepancy.

Finally, it should be noted that in addition to the above measures, the PTPC requires the systematic adoption of the **following transversal control principles** in all corporate activities:

- **segregation of duties and responsibilities:** Segregation of duties (sometimes requiring separation of functions) among the actors involved in each sensitive business process can be implemented, among other measures, through organizational tools. This principle requires that different parties with the appropriate skills are involved in the implementation, management, and authorization phases in carrying out any activity. The overall function of this control is to mitigate managerial discretion in activities and individual processes;

- **traceability of processes and activities:** This principle requires that, in carrying out its activities, the Management adopts all the necessary precautions to ensure the effective traceability over time of the substantial aspects of the decision-making and control process that inspired the subsequent management and authorization phase. The purpose of this control is to ensure the transparency of activities and the traceability of the management correctness of each process;
- **respect for process roles and responsibilities:** This principle, which is also implemented through the identification of suitable organizational tools, is of primary importance since through the clear and formal identification of the responsibilities entrusted to staff in the operational management of activities, internal authorization powers and powers of representation towards the outside, it is possible to ensure that individual activities are carried out following competence and in compliance with the delegations and powers assigned;
- **the provision of process rules:** This principle coincides with the codification of the operating and management methods considered appropriate to be followed in carrying out the processes themselves. Moreover, this principle is functional to normalize behavior concerning the guidelines and management defined by the Company;
- **conflict of interest:** The subjects involved in Rai Com's processes act towards their counterparts according to relations marked by the highest levels of ethical behavior, as also provided for by Rai's Code of Ethics (Art. 4, "General Principles of Conduct"). Therefore, all Rai Com's subjects are required to avoid any situation and activity in which a conflict of interest of the Company may arise, which may tend to interfere (or appear to have the potential to interfere), with the ability of the employee or collaborator to act following his/her duties and responsibilities which summarize the primary interest to be achieved in full compliance with the principles and contents of the Code of Ethics of Rai's Group, Model 231 and the PTPC;
- **confidentiality:** without prejudice to compliance with the principle of transparency and the information obligations imposed by the provisions in force, it is the obligation of all employees and of all subjects having contractual relations with Rai Com to ensure the confidentiality required by the circumstances for each piece of news/information learnt because of their function;
- **relations with Authorities/bodies:** Rai Com cooperates actively and fully with the Authorities/Bodies. The management of relations with Authorities/Bodies shall be inspired by the strictest observance of the principles of correctness, transparency and traceability, and by the observance of the applicable laws and regulations, as also provided for by Rai's Code of Ethics (Articles 7 and 10) in order not to compromise, in any way, the reputation and integrity of the Company.

The Training Plan must guarantee suitable support to make all actors responsible for the prevention measures in the protocols and control principles above.

8.2 Rai Com's Protocols

A central element of risk management is the provision of protocols and the incorporation of these into the Company's regulatory framework.

In particular, the protocols:

- a) are aimed at regulating in the most effective way possible the activities potentially most exposed to the risk of corruption, by providing useful measures and safeguards to mitigate the probability of the risk occurring in each risk area;
- b) are subject to effective and constant monitoring of their preventive effectiveness;
- c) are associated with specific sanctions.

Protocols are drawn up and implemented by Management to promote and/or provide for prevention measures in the process/activity in question or, more generally, in the Company as a whole.

Below are some of the main protocols adopted by Rai Com for the management of corruption risk.

For the complete list of all protocols in place within the company, including the related details of the Departments/Organizational Units and associated sensitive activities, please refer to the document "Map of Areas at Risk under 231 and 190" (Integrated Risk Assessment pursuant to Legislative Decree 231/2001 and Law 190/2012), which is to be considered an integral part of this Plan.

8.2.1. General measures provided for by the PNA

1. Protocol on the procurement of works, goods and services

Objectives: To set up a system aimed at ensuring the use of objective criteria for the acquisition of goods, services and works that meet the Company's objective needs and are based not only on the principles of efficiency and cost-effectiveness but also on those of equality and transparency.

Obligation: The Directorates/Structures in charge are obliged to formalize supply requests, which must contain: i) the subject of the request and the relevant quality and quantity; ii) the description of the service requested; iii) the presumed amount; iv) the product category of the good, service or work to be procured; v) the place, time and conditions of execution; vi) the reason, which justifies the possible need to resort to direct negotiation with a single economic operator.

The aim is to ensure compliance with rules and criteria that make it possible to verify and monitor a supplier's technical and managerial capacity, ethical, economic and financial reliability based on objective, predetermined elements and compliance with the principles of transparency and fair treatment.

There is also an obligation to: i) formalize the process starting from the definition of the need to authorization and the issuance of a purchase order, with an indication of the management methods and authorization levels; ii) identify the contents of the purchase order, check that it coincides with the authorized purchase order, the methods for authorization and enforceability; iii) make use of the provision of a suppliers' register/list where applicable and compatible with procurement needs; iv) formalize and approve the results of supplier's assessment through a note forwarded to the competent prosecutor; v) draw up the contract in writing following the principles and guidelines defined by the competent functions; vi) that contracts contain specific clauses for compliance with Model 231, the Code of Ethics and the Anti-Corruption Law; vii) that the management of the Supply contract is assigned to a contract manager with an indication of the role and tasks assigned to him.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach in relation to the protocol, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

2. Protocol on consultations, collaborations and professional assignments

Objectives: To prevent the management of consultancy and professional services from encouraging the conclusion of unlawful agreements of a corrupt nature.

The aim is to ensure that the selection procedures for the award of consultancy, professional or fiduciary assignments to persons outside the Company are carried out correctly so that the purpose for which they are intended is achieved and their results are not distorted. In any case, the transparency of relations between the client and the consultant/professional involved in the procedure the preference for formal and transparent channels, instead of unofficial and not perfectly monitorable communication channels, are useful procedural expedients for reducing risks.

Obligation: Rai Com may confer external assignments through autonomous work contracts, of an occasional or coordinated and continuous nature, to experts of particular and proven specialization, concerning objective, ascertained and traced needs of the Company, formalized and motivated by the Managers of the requesting Directorates/Structures.

The object of the service must relate to specific and clear objectives and projects. It must be consistent with the Company's needs and be of a temporary, specialized and qualified nature.

Before formalizing the request for assignment, The Head of the requesting Department or Organizational Unit, asks the competent area to carry out a preliminary assessment regarding the possibility of using resources within its own unit or within the company.

In the event of unavailability or absence of suitable internal profiles, availability that is insufficient to meet the needs, or only partial alignment with the required profile, following the assessment performed by the competent company area and through a traceable process, the Head of the requesting Department or Organizational Unit proposes the assignment. In doing so, he or she may indicate a specific candidate, providing justification for the selection criteria, with reference to the skills, professional qualifications and experience of the identified individual in the relevant field or subject matter.

To entrust external assignments, Rai Com, through the corporate structures involved, may compare several curricula in its possession, capable of highlighting the professional profile required for the assignment to be conferred. To acquire curricula, the Company may also make specific requests to the competent professional associations or research bodies and institutes by way of example. When choosing the names of the candidates, the requesting Company structures shall comply with segregation of duties, avoid entrusting the same person with more than one functionally connected assignment (so-called tying), and avoid artificially splitting up assignments that are objectively unitary concerning their subject. The choice of the selected candidate must be well justified by the applicant farm structures.

Assignments are formalized employing contracts signed by persons with a valid power of attorney, ensuring adequate traceability and segregation of responsibilities.

Without prejudice to the need for adequate justification and authorization by the competent organizational level, particular cases of exclusion from the criteria indicated concern:

- a) professional profiles of an artistic or cultural nature or in any case those directly or indirectly functional to the implementation of the activity of distribution and commercial nature;
- b) exceptional cases and/or cases of objective urgency, resulting from unforeseeable causes, adequately justified and subsequently authorized by the competent organizational level;
- c) exceptions, adequately motivated and subsequently authorized by the competent organizational level, characterized by a close relationship of professional trust and/or confidentiality and high technical-specialist content, in all Company Directorates/Structures, functional to maintaining or improving the competitive level in the reference market.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

3. Protocol on staff recruitment

Objectives: To avoid that the activation, management, the conclusion of recruitment procedures, selection and evaluation of staff, including internal staff, may be aimed at corruptive agreements and, more generally, at cases falling within offences against the public administration (in such procedures there is a real risk that the recruitment of staff without the necessary requirements constitutes the counter-performance of a corrupt agreement).

Recruitment of personnel is understood as the hiring from the market of employees with an indefinite or fixed-term contract for professional profiles provided for by the employment contracts in force in the Company and in the Group.

Obligation: Recruitment processes are carried out consistently with the hiring needs identified by Rai Com, which must be objective, formalized, motivated and ascertained by the Managers of the Directorates/Structures requesting the hiring of personnel, providing a description of the resource profile to be sought and included in the workforce. These processes, duly traced with homogeneity and systematicity, are conducted to acquire personnel with professional and attitudinal characteristics strictly commensurate with the needs of the positions to be filled and guarantee high-quality levels of the services offered.

Staff recruitment is carried out following transparency, publicity, and impartiality principles.

It is Company policy to privilege the instrument of internal recruitment through a preliminary phase of verification - in Rai Com and in the Group, through instruments of a managerial nature (screening of curricula and/or competencies) - of the availability of adequate resources (in qualitative and quantitative terms) to cover the position sought.

If the management tools are not sufficient to identify the resources suitable to the needs, the job posting tool is used, advertised on the Rai corporate intranet, together with the characteristics of the profile sought.

A subsequent search phase will be carried out on the external market in case of unavailability or absence of internal profiles, of lower availability compared to the needs or only partial correspondence to the sought profile. In this regard, advertising tools (web, press advertisements, notices, etc.) may be used for the selection process in progress. Furthermore, in the presence of specific professional profiles, specialized external companies may be appointed, identified in compliance with the regulations and provisions in force.

La selezione si realizza nella valutazione di titoli e/o esperienze professionali e/o nella somministrazione di prove. Le prove consistono in test, elaborati scritti e/o prove pratiche e colloqui conoscitivo-motivazionali adeguati e coerenti con i profili ricercati. Alla fine della selezione deve essere formalizzato l'esito delle valutazioni dei candidati da parte delle figure coinvolte. A tutti i candidati, collaboratori e dipendenti, viene richiesto in fase di assunzione di firmare delle autodichiarazioni di incompatibilità e inconfiribilità.

For the recruitment of managerial and/or specialized profiles, given their peculiarity and the highly competitive nature that characterizes the commercial context, Rai Com may entrust

the search for personnel to specialized companies (so-called Headhunting or similar) as an alternative to the selection procedures previously indicated.

For the recruitment of permanent staff with professional profiles do not present in the Company, at a non-managerial level, recourse shall be made to the selection procedures of the Parent Company.

They are identified a priori and excluded from the stated recruitment and selection criteria:

- a) exceptions, adequately justified and subsequently authorized at the competent organizational level, such as the holders of positions characterized by professional trust relationships concerning the position which objectively requires such a nature and/or concerning the specific skills required, such as those reporting directly to the Top Management;
- b) the hiring of workers included in professional recruitment basins in the application of agreements signed by the Company and the trade unions, and workers who have already been employed by Rai Com, with subordinate employment contracts, staff leasing contracts or self-employment contracts;
- c) the recruitment of workers enrolled in the targeted employment lists under law 68/99 and subsequent amendments and additions. In this case, recruitment may be regulated by specific agreements. Applications are received spontaneously and through the competent offices referred to in the law above no. 68/99 in the event of a request by the Company for pre-selection under Art. 7, paragraph 1 of the same law;
- d) exceptional cases and/or objective urgency, adequately justified and subsequently authorized by the competent organizational level, for the performance of distribution and commercial activities.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

4. Protocol on staff rotation

Objectives: The principle of rotation of managers and officials in sectors particularly exposed to the risk of corruption is intended to discourage the consolidation of risky "privileged" positions in the direct management of certain activities, avoiding that the same officials deal personally and for a long time with the same subjects, without prejudice, however, to the need to maintain continuity and consistency of operational activities and management guidelines.

Obligation: However, it will always be necessary to ensure that rotation does not undermine professional skills, quality and continuity of service while respecting labor law provisions.

The rotation must be related to the need to ensure an adequate organizational performance and business activities and to ensure the quality of professional skills that within Rai Com require a high technical content.

Rai Com, because of the small size of the Company, as well as the high technical specialization that the Company's activities require, as an alternative to the measure of rotation, implements, primarily, the following compensatory control measures:

- segregation of tasks, functions, and responsibilities with particular attention to risks' areas mostly exposed to corruption;
- the implementation of adequate control and monitoring protocols aimed at verifying the proper performance of the activities and mitigating the risks to which the regulation of staff rotation is responsible.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

5. Conflict of interest protocol

Objectives: To minimize the risk that a secondary interest will interfere, i.e. may tend to interfere (or appear to have the potential to interfere), with the employee's or contractor's ability to act following their duties and responsibilities summarizing the primary interest to be realized.

This situation occurs whenever the person, on the occasion of or because of the performance of a specific function, finds himself/herself in a situation of conflict, even potential, with another person directly affected by the result of the activity or concerning an environmental or instrumental condition (event) on which his action/decision could then be reflected.

Obligation: in line with company practice, the person who, even potentially, may find himself/herself in a situation of conflict of interest is obliged to refrain from participating in the adoption of decisions or activities that may alternatively involve: i) his own interests; ii) the interests of his spouse, cohabitants, relatives, relatives-in-law up to the second degree; iii) the interests of persons with whom he has relations of habitual frequentation. However, the person shall abstain in all other cases where there are serious reasons for expediency. In addition to the obligation to refrain from taking part in decision-making, the person is also obliged to leave the room because his or her mere presence can potentially influence the free expression of the will of the other members. The conflict may concern interests of any kind, including nonfinancial interests, such as those arising from the intention to comply with political, trade union or hierarchical pressure. The recipients of the PTPC are required to immediately notify in writing their hierarchical superior or the competent corporate body, who will assess, also with the support of the competent corporate structures, the actual existence of the conflict and will declare to the Managing Director and to the RPC the initiatives taken to remove its effects.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

6. Protocol on specific incompatibilities for management positions

Objectives: The purpose of this protocol is to avoid assigning tasks to persons carrying out activities with a potential conflict of interest. The objective is to verify the situations of incompatibility with the holders of offices provided for in Chapters V and VI of Legislative Decree no. 39 of 2013 for the situations provided for in the same Chapters¹⁴. The control must be carried out by the competent structure conferring the assignment, which informs the RPC: i) when the assignment is conferred; ii) upon request during the relationship.

If the incompatibility situation emerges at the time of conferral of the appointment, it must, where possible, be removed before conferral. If the situation of incompatibility emerges in the course of the relationship, the competent structure which conferred the assignment contests the circumstance on the person concerned, informs the RPC and ensures that the consequent measures are taken.

Obligation: Provision of a system ensuring: i) the adoption of internal directives so that the procedures for the assignment of offices expressly include the causes of incompatibility and the controls to be carried out to verify their effective compliance, identifying roles and responsibilities; ii) the adoption of directives so that the persons concerned make a declaration of the non-existence of the causes of incompatibility at the time of the assignment and during the relationship.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach in relation to the protocol, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

7. Protocol for assignment to offices and conferment of tasks in case of a criminal conviction for offences against public administration

Objectives: To avoid assigning tasks to employees who have been guilty of improper conduct, such as a criminal conviction, which is capable of undermining trust in the official's impartiality on the part of the recipients of his action.

The existence of any criminal record on the part of the employees and/or the persons to whom the appointments are to be made in the following circumstances: i) at the time of the conferral of management appointments and other appointments provided for in Art 3 of Legislative Decree no. 39 of 2013; ii) when assigning employees in the Directorates/Structures to offices with the characteristics indicated in Art. 35 bis of

¹⁴ Chapter V of Legislative Decree no. 39 of 2013 governs the incompatibility between positions in public administrations and in private bodies under public control and positions in private law bodies regulated or financed by public administrations, and the pursuit of professional activities. Chapter VI regulates the incompatibilities between offices in public administrations and in private bodies under public control and offices of members of political bodies.

Legislative Decree no. 165 of 200¹⁵. The verification is also carried out concerning the tasks already conferred and to the staff already assigned at the time of the entry into force of these rules.

If at the end of the verification by the structure competent to grant the assignment, the person concerned has a criminal record for offences against the public administration, the competent structure: i) shall refrain from granting the assignment or from making the assignment; ii) shall apply the measures provided for in Art. 3 of Legislative Decree no. 39 of 2013¹⁶; iii) make the appointment or provide the assignment to another person. The competent structure informs the CPC of the initiatives taken.

Obligation: Preparation of a model providing for internal directives aimed at: i) providing for a traceable check on the existence of any criminal record on persons to whom it is intended to confer appointments of the kind provided for in this protocol and the consequent decisions to be taken in the event of a positive finding, with an indication of roles and responsibilities; ii) expressly including in the procedures for the conferral of appointments the conditions preventing the conferral.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach in relation to the protocol, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

8. Protocol on the protection of whistleblowers¹⁷

Objectives: raising awareness and protecting the activity of the whistleblower, whose role assumes importance of public interest as it contributes to the emergence, if possible in a timely manner, and to the prevention of risks and situations detrimental to the Company. The Company handles such reports, protecting the confidentiality of the whistleblower while ensuring the protection of the whistleblower from discrimination or retaliation.

Obligation: establishment of a system for the protection of whistleblowers which provides for the following rules: a) differentiated and confidential channels for receiving reports, the management of which must be entrusted to a very restricted group of persons; b) codes replacing the identification data of the whistleblower, except in cases where such identification is necessary for the development of the ensuing investigation activities; c) drafting of specific procedures regulating the investigation activities, the involvement of the corporate structures concerned, the receipt, management and storage of the report and

¹⁵ Under Art. 35-bis of Legislative Decree no. 165 of 2001, those who have been convicted, even with a sentence which has not yet become final, of the offences referred to in Chapter I of Title II of Book Two of the Criminal Code: a) cannot be a member, even with secretarial duties, of commissions for access to or selection for public employment; b) cannot be assigned, even with management duties, to the offices responsible for the management of financial resources, the acquisition of goods, services and supplies, and the granting or disbursement of subsidies, grants, subsidies, financial aids or the allocation of economic advantages to public and private entities; c) cannot be a member of commissions for the selection of the contractor for the award of works, supplies and services, for the granting or disbursement of subsidies, grants, subsidies, financial aids, and for the allocation of economic advantages of any kind.

¹⁶ Under Art. 3 of Legislative Decree no. 39 of 2013, "the appointment and the effectiveness of the employment contract or selfemployment contract entered into shall be suspended" and "no remuneration shall be due for the entire period of suspension".

¹⁷ The application of the protocol requires a coordinated reading with the procedure on the management of the reports of the RAI Group

related documentation and the traceability of the investigation activities carried out; d) prohibition of exposing the whistleblower to the physical presence of the receiving office, unless a face-to-face meeting is requested by the whistleblower.

In addition, there is an obligation of confidentiality on the part of all those who receive or become aware of the report and those who subsequently become involved in the process of handling the report, without prejudice to the communications required by law. The process is monitored over time and is the subject of periodic reporting by the competent structures according to the procedures adopted, to the top management and the control bodies and Rai Com's Supervisory Body.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

9. Protocol for disclosure of confidential data, information and business documents

Objectives: without prejudice to the provisions of current legislation on transparency, to reduce the risk of undue external knowledge of confidential/confidential Company data, information and documents.

Obligation: Obligation for the Company's directors, top management, employees and collaborators to transmit confidential/confidential data, information, and corporate documents to the outside world only if: i) they fall within those that can be communicated by law; ii) they are transmitted by the appropriate corporate structures institutionally in charge of such communications; iii) they are transmitted - in the case of transmission of information to public authorities - to the body competent to receive such information; iv) they are transmitted according to the specific procedures provided for by law or by the corporate procedural framework and in a manner that allows to trace the transmission (within limits and according to the procedures provided by the legislation in force), the contents, and the recipients.

In addition, it is mandatory not to disclose access credentials to company information systems, in order to preserve the confidentiality of confidential/confidential company data, information and documents.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

8.2.2 Specific Protocols

Considering that the Plan constitutes an initial implementation of the anti-corruption legislation, specific anti-corruption controls are identified below, consisting in the

formalization of behaviors aimed at standardizing and guiding the performance of activities. In particular, protocols relating to the negotiated management of framework contracts and agreements with central and local, national and international, public and private bodies and institutions are analyzed.

1. Protocol on the selection of the counterparty to be offered or proposed

Objectives: Since in the context of the choice of the counterparty to which to offer or propose an agreement for the implementation of the initiatives, activities aimed at choosing a specific counterparty may be carried out, a system is set up to ensure the identification of the counterparty based on the objectives of the Company and Rai (Rai's annual publishing Plan or specific needs).

Obligation: when selecting the counterpart and defining the object of the offer/proposal of agreement, the competent Directorates/Structures of the Company concerned are obliged to adopt criteria that are as objective as possible, predetermined and in any case linked to Rai's annual publishing Plan or to specific needs, not provided for in the schedule, but documented and duly authorized.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach in relation to the protocol, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

2. Protocol on the preparation of the offer and formalization of contracts and agreements

Objectives: The preparation of the bid must be based on criteria related to the editorial/technical/economic feasibility/congruity of the programmes/services/projects for which funding is requested.

Obligation: Rai Com and all relevant Directorates/Structures are obliged:

- to obtain the necessary documentation and approvals to prepare the offer/proposal to the counterparty;
- drawing up the draft contract, with the support of the competent Legal Affairs Structure, which includes contractual provisions aimed at ensuring compliance with control principles/ethical rules in the management of activities by the counterparty;
- to comply with the obligation that a person dealing or negotiating with the public administration may not alone and freely:
 - conclude the contracts it has negotiated;
 - accessing financial resources and/or authorizing payment arrangements;
 - awarding consultancy / professional services;

- grant any benefit whatsoever;
- recruit staff.

The Directorates/Structures ensure constant monitoring of compliance with the protocol and report situations of potential anomaly to the Managing Director and the RPC, together with the related initiatives taken also with a view to improving prevention measures.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach in relation to the protocol, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

3. Protocol on contract management

Objectives: Management of contract performance aimed at preventing the occurrence of wrongful acts attributable to a failure by the contract manager to properly monitor the counterparty's compliance with contractual obligations.

Obligation: Inclusion in all Rai Com's contracts of the name of the party responsible for contract management and provision in the contracts of the obligations of the latter to monitor and verify the execution of the activities covered by the agreement. The contract manager shall be assured of the availability of the contract documentation necessary to properly exercise his responsibilities. The attestation of the supplies/performance execution within the contractual deadlines is the obligation of the party responsible for contract management. Therefore, it is carried out in coordination with the unit using the service. The start of implementation of the activities covered by the agreement is subject to the conclusion of the contract. In exceptional cases of justified urgency by the structures concerned, the commencement of services is subject to the communication of a request for early execution signed by an appropriate authorized hierarchical position.

The corporate Directorates/Structures ensure constant monitoring of compliance with the protocol and report situations of potential anomaly to the Managing Director and the RPC, together with the related initiatives taken also with a view to improving prevention measures.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach in relation to the protocol, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

4. Protocol on the enforcement of the Convention in situations giving rise to unlawful conduct

Objectives: Management of the execution of the contract aimed at preventing the occurrence of wrongful acts attributable to the counterparty.

Obligation: obligation to inform the Managing Director and the RPC of abnormal situations and in any case symptomatic of unlawful conduct or criminal events attributable to the counterparty.

Sanctions: A proportionate sanction will be imposed on the person violating the protocol in the absence of justification: (i) the seriousness of the breach in relation to the protocol, (ii) the consequences of the breach, (iii) the subjective degree of guilt of the agent, (iv) the position held. The same sanction shall apply to a person who has not imposed the sanction.

8.3 Anomaly indicators

The risk areas mapped within the CRSA have identified anomaly indicators concerning the identified corruption risks based on internal and external experience/knowledge.

These indicators do not represent control measures per se but rather an "impulse" for Management to pay greater attention to their activities should such anomaly indicators appear. In the event of such indications, the Management shall responsibly and with the necessary diligence take all useful steps to verify the possible existence of current corrupt phenomena, informing the reference "Contact Person" and the RPC of the actions taken or to be taken to control the risk and monitor their evolution. In particular, annually, the RPC acquires the Information Sheet from the Anticorruption Referents of Rai Com, in which, among others, any anomalies and/or other behaviors found in their Directorate/Structure not in line with the principles, protocols and other prevention measures provided for by the current Three-Year Plan for Prevention of Corruption are reported. These anomaly indicators will be supplemented/improved over time in light of future experience in the field.

8.4 Training

Rai Com plans, from time to time, for the top management bodies, the Supervisory Body, the Board of Statutory Auditors and all employees, as well as for the Company's collaborators and consultant, training activities aimed at the prevention and repression of corruption, legality, ethics, criminal provisions concerning offences against the public administration, and any subject that may be appropriate and useful for the prevention of corruption, taking into account the specific characteristics of the different areas and business sectors.

The training event aims to provide participants with the specific methodology for the proper management and implementation of the anti-corruption Plan.

The personnel to be included in the training courses is identified by the RPC, agreeing with the Human Resources, also depending on the type of recipients, bearing in mind the role assigned to each person and the areas at greater risk of corruption.

The training program may be structured as follows: 1) a form for Rai Com's Board of Directors Supervisory Body, Control Body and the RPC, Rai Com's management/referent; 2) a form for employees, as well as, where applicable, for collaborators and consultants.

The training modules may also be administered "ad hoc" outside the planned training course due to identified deficiencies and/or the need to strengthen the supervision of specific areas. The training modules provide for compulsory attendance and traceability of participation of each recipient. The Human Resources Structure ensures the preservation and archiving of this documentation and periodically shares the relevant findings with the RPC.

In the event of non-participation not attributable to force majeure (to be produced with formal evidence), the competent body shall impose a disciplinary charge resulting in a breach of the obligations of diligence, fairness and good faith arising from the employment relationship and of the training obligations under law 190/12, the applicable CCNL and the Code of Ethics.

8.5 A survey of the main measures already taken by Rai Com

Rai Com has already adopted a series of activities and specific measures aimed at preventing corruption:

- a) adoption of the organizational model under Legislative Decree no. 231/2001 and subsequent updates;
- b) adoption of the Rai Group's Code of Ethics;
- c) management and processing of reports, including anonymous ones - whistleblowing and subsequent updates;
- d) reference to general principles of the Guidelines for Staff Rotation/alternatives measures from Parent Company;
- e) publication of ANAC form on institutional website;
- f) reconnaissance of the main risk areas to corruption offences.

CHAPTER 9

THE IMPLEMENTATION PROCESS OF THE PTPC: ELEMENTS SUPPORTING THE PROPER IMPLEMENTATION OF THE PLAN

9.1 Information flows to and from the RPC

To foster the involvement of all stakeholders in the anti-corruption strategy, a system must be set up and implemented to ensure a flow of information to the RPC aimed at: i) preventing corrupt phenomena; ii) improving the PTPC (with a view to better planning of controls on its operation and its possible adaptation).

The Anti-Corruption Contact Persons assist the RPC to ensure compliance with the Plan by participating in the Risk Assessment with the methodological support of the RPC and filling in the "Annual Information Sheet" received annually from the RPC. In particular, each Antibribery Officer indicates in this form whether:

- anomalies have been identified concerning the prevention principles/protocols/measures provided for by the PTPC;
- has suggestions for giving the PTPC/protocols/measures more effective preventive action;
- considers that training/awareness-raising activities are necessary for their organizational Unit;
- any further considerations deemed useful for the purposes of reporting to the RPC or for the overall improvement of the company's anti-corruption prevention system.

9.2 Information flows with Control bodies, Supervisory body and top management position

In particular, a flow of information is ensured on an annual basis by the RPC to the President, the Managing Director and the control bodies and supervision body of Rai Com concerning the results of the activities carried out in the reference period any violations of the PTPC.

9.3 Information flows with other structures

In coordination with the Legal Affairs Structure, specific information flows ad hoc are structured concerning legal proceedings. As a result, knowledge is available, initiated against corporate bodies (and their members) and/or Rai Com personnel and referable to the types of offences envisaged by this PTPC.

Information flows are also defined towards the persons mentioned above concerning the results of the control activities carried out by internal Directorates/Structures from which facts, acts, events or omissions with critical profiles concerning the provisions of the PTPC may emerge.

9.4 Reporting

Based on Art. 1 (14) of the Anti-Corruption Law, the RPC prepares the report based on the standard form drawn up by ANAC and publishes it on the institutional website of the Company, by 31 January or by another date that may be communicated by ANAC. The report is presented to Rai Com's Board of Directors.

If the RPC is temporarily absent from the Company, for any reason whatsoever, the report must, in any case, be prepared and published by the body responsible for adopting the PTPC which, as provided for in Art. 1(8) of the Anti-Corruption law is the BoD.

9.5 Transparency

Transparency is in itself a measure to prevent corruption. Moreover, the Company considers transparency and legality as factors for developing its business and its results on the market.

Rai has adopted the PTCA - Plan for Transparency and Corporate Communication. Specifically, the Company has adopted and published on its institutional website the document concerning the "*Criteria and procedures for the assignment of contracts referred to in Art. 65 TUSMAV*", as provided for in the Group's PTCA document.

9.6 The Code of Ethics of Rai's Group

The adoption of the Code of Ethics by the Rai Group also represents one of the main "actions and measures" for implementing corruption prevention strategies and, as such, is an essential and synergic part of the PTPC.

The Code must be observed by the directors, auditors, management and employees, and all those working to achieve the objectives. In particular, compliance with the law, regulations, statutory provisions, ethical integrity and fairness is a constant commitment and duty of all employees and collaborators and characterize the behavior of the entire organization.

Therefore, corrupt practices, illegitimate favors, collusive behavior, solicitation, directly and/or through third parties, of personal and career advantages for oneself or others are prohibited without exception. Similarly, it is never permitted to pay or offer, directly or indirectly, payments, material benefits and other advantages of any kind to third parties, government representatives, public officials and public or private employees to influence or compensate them for an act of their office.

In any case, to ensure the widest possible knowledge and uniform application of the provisions introduced by the Code, the RPC shall, in coordination with the contacts and the relevant corporate structures:

- the promotion of the knowledge of the Code of Ethics by the Employees and consultants of Rai Com and other stakeholders;

- raising staff awareness of the Code of Ethics and of this Plan by publishing them on the Company's website and intranet site, also planning training initiatives;
- provide precise indications for the delivery of the Code of Ethics to new recruits for the purpose of acknowledgement and acceptance of its content;
- to provide precise indications for the extension of the obligations of conduct provided for by the Code of Ethics to all collaborators or consultants with any type of contract or appointment and for any reason, and to companies supplying goods or services and carrying out works in favor of Rai Com. To this end, the Code of Ethics is to be delivered. In addition, the contracts of appointment and contracting are to include specific provisions, termination or forfeiture clauses in the event of a violation of the obligations above.

The Code of Ethics of Rai's Group has been updated several times over the years; most recently, in October 2023, the Code was supplemented with some forecasts relating to reports (*whistleblowing*).

9.7 The Disciplinary System

Rai Com has adopted its own disciplinary system; this disciplinary system shall be adjusted, in line with the indications that will be provided by the Parent Company, to apply also to breaches of the PTPC.

The aforementioned disciplinary system shall therefore provide for the imposition, on any person who violates the provisions of the Plan, of a sanction proportionate to: i) the seriousness of the violation concerning the protocol; ii) the consequences of the violation; iii) the personality of the agent; and iv) the position held.

The same sanction shall be imposed on any person who fails to impose such a sanction.

Compliance with the provisions and rules of conduct laid down constitutes fulfilment by the subordinates of the obligations laid down in Art. 2104 (2) of the Civil Code and breach of the measures indicated constitutes a breach of contract reprehensible from a disciplinary point of view under Art. 7 of the Workers' Statute (law no. 300 of 20 May 1970) and determines the application of the sanctions laid down in the applicable CCNL. The sanctions provided for by the disciplinary system, following the disciplinary procedure under Art. 7 of the Labor Code, shall be applied to any breach of the provisions contained in the Code of Ethics, in the Model and in this Plan, regardless of whether an offence has been committed and regardless of the course and outcome of any criminal proceedings initiated by the judicial authority.

The RPC is promptly informed of the commencement and conclusion of disciplinary proceedings (whether a sanction is imposed or cancelled).

The adequacy of the disciplinary system to the Plan's requirements will be monitored by the RPC.

CHAPTER 10

THE TIME SCHEDULE

Together with the approval of this PTPC, the following time schedule is approved, which forms an integral part of it and contains the activities implementing its provisions.

The timetable is updated and/or supplemented by the RPC according to the State of implementing the initiatives contained therein and/or any further initiatives that may emerge during the year.

The RPC provides annual information to the Board of Directors and to the control bodies and supervisory body of Rai Com on the initiatives contained in the timetable and on the relative implementation status, indicating those concluded, those in progress and any needs for rescheduling and/or integration, providing the relative reasons.

Activity	Completion date	State of implementation
Anti-corruption training	March/April 2025	
Mapping of processes and preparation of risk areas identified by this PTPC	December 2025	
Anti-corruption information flows 2025	January 2026	
Proposal for an annual update of the Plan 2026-2028 by the RPC for adoption by the Board of Directors and transmission to the BoD	January 2026	
Submission of the annual report by the RPC to the BoD on anti-corruption activities for 2024	January 2025	
Publication of the PTPC on the corporate institutional website and of the ANAC standard form by the RPC for 2025	January 2026	
Anti-corruption training	April 2026	
Mapping of processes and preparation of risk areas identified by this PTPC	December 2026	

Anti-corruption information flows 2026	January 2027	
Proposal for an annual update of the 2027-2029 Plan by the RPC for adoption by the Board of Directors and transmission to the BoD	January 2027	
Submission of the annual report by the RPC to the Board of Directors on anti-corruption activities for 2026	January 2027	
Publication of the PTPC on the corporate institutional website and of the ANAC standard form by the RPC for 2026	January 2027	

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