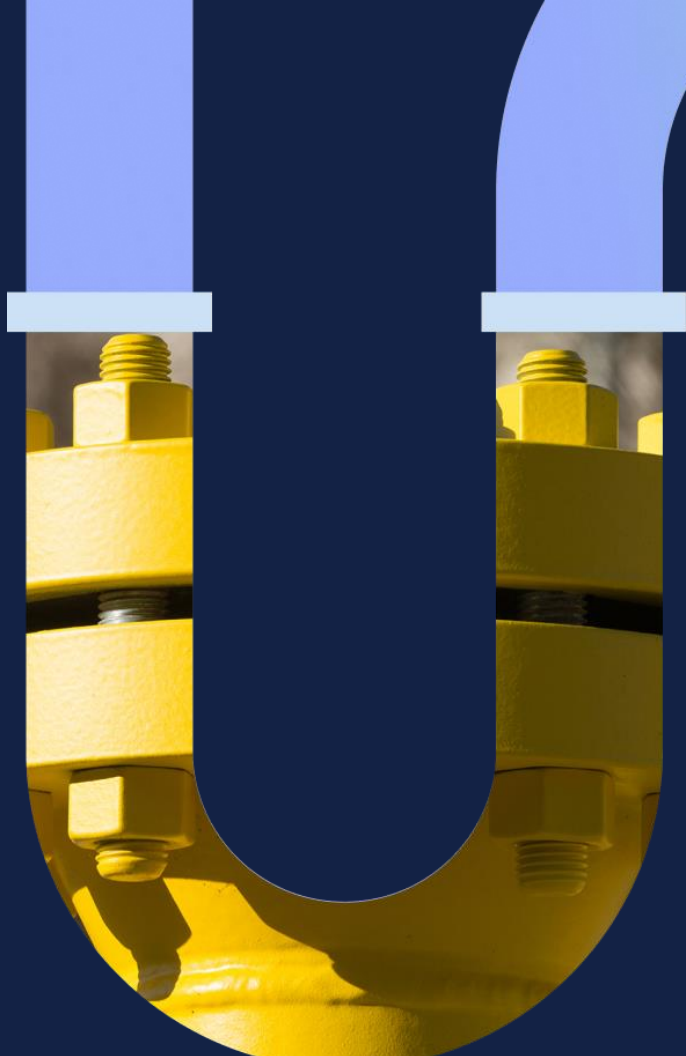




Società
Gasdotti
Italia



Code of Conduct



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1. INTRODUCTION: STRUCTURE OF THE CODE OF CONDUCT AND SCOPE OF APPLICATION

The Code of conduct consists of three parts, to which the definition of the Company's values serves as a premise:

- ❖ **Ethical Principles;**
- ❖ **Rules of Behavior;**
- ❖ **Implementation Standards.**

Società Gasdotti Italia S.p.a. (hereinafter, S.G.I. S.p.A. or the Company) requires that the principles of this Code of conduct (hereinafter, also the Code) be observed by all those with whom it comes into contact in the pursuit of its objectives. More specifically, the following are understood to be the **Addressees of** this Code: directors, employees, consultants, suppliers, customers, and those who, by virtue of specific mandates or powers of attorney, represent the Company to third parties.

In order to foster the widest adherence to and sharing of the Ethical Principles and Rules of Conduct expressed in this Code of conduct, S.G.I. S.p.A. commits to all those involved in its application to:

- ensure its timely dissemination, both by making it available to all and by implementing appropriate training programs;
- Ensure its periodic review and updating in order to adapt it to changes in applicable regulations, civil sensitivities and environmental conditions;
- Prepare appropriate supporting tools to provide relevant clarifications on the interpretation and implementation of its provisions;
- Adopt an appropriate penalty system to target any violations;
- Adopt appropriate procedures for reporting, investigating and dealing with possible violations;
- Ensure confidentiality of the identity of those who report possible violations, without prejudice to their legal obligations and professional protection;
- Periodically verify compliance with and adherence to the same.



In turn, the Code of conduct is an integral part of the employment relationship: all Collaborators therefore commit themselves to:

- Act and behave in line with what is stated in the Code of conduct;
- report all violations of the Code of conduct as soon as they become aware of them, through the reporting channel set up by the Company (see Annex C of the Organization, Management and Control Model - protocol for reporting wrongdoing so-called *whistleblowing*);
- Cooperate in establishing and complying with internal procedures, prepared to implement the Code of conduct;
- consult their supervisor or designated bodies in relation to those parts of the Code of conduct on which they need interpretation or guidance.



2. THE VALUES OF SGI SPA

❖ **Collaboration and Transparency**

We focus on teamwork, valuing everyone's talents and skills; we always act with transparency within our organization and externally; we are proactive in stimulating new opportunities and collaborations; and we value feedback and listening.

❖ **Trust and Respect**

Our main value lies in people, so we put their well-being at the center; we are driven by mutual trust and promote everyone's freedom to express their ideas. Diversity, in all its meanings, is a value for us: we always respect others, in the ways and content of our actions and communications.

❖ **Innovation and Continuous Improvement**

We are committed to making our infrastructure more advanced, digital and secure; we are open and curious about our surroundings as a cue to continuously innovate. We are open to change, quickly adapting our processes to meet new challenges and achieve the goals we set; we celebrate successes and welcome failures as opportunities for growth and improvement.

❖ **Responsibility**

We take responsibility for our actions, individually and as a team; we act with passion and determination by putting ethics and safety first; we are highly involved at work and make every effort to fulfill our commitments; and we evaluate the consequences of our actions before we act.

❖ **Sustainability**

Energy security and support for the energy transition are at the heart of our business; we invest and innovate for the integration of renewable energy and the continuous reduction of emissions; the environment and its protection guide us in our everyday choices, to contribute to carbon neutrality; we operate while respecting and protecting the territories where we manage our networks and health in the workplace.



3. THE ETHICAL PRINCIPLES

a. Ethics in the conduct of business and corporate activities

In carrying out their activities, all **Recipients of** this Code base their conduct on the principles of integrity, fairness and loyalty, in compliance with applicable laws and regulations, as well as company policies and regulations.

In its dealings internally and with third parties, the Company is committed to acting transparently, with uprightness and honesty, imprinting its relations with the utmost loyalty, responsibility and the safeguarding and enhancement of the company's assets, condemning the use of misconduct.

The Recipients of this Code are expected to carry out their activities with the fairness and diligence due and required by the nature of the task, professionalism and reliability.

❖ **Countering corruption:**

The Company conducts its activities consistently with the principle of zero tolerance towards corrupt phenomena. In this sense, SGI S.p.A. condemns any type of unlawful behavior no matter how advantageous and/or carried out exclusively in the interest or to the advantage of the Company and establishes, in special internal procedures, lines of conduct inspired by legality.

Without prejudice to the duty to apply and comply with the broader requirements dictated by internal procedures, internal employees of SGI S.p.A. shall not:

- Directly or indirectly **offering** money or promising gifts or benefits of any kind in a personal capacity to managers, officials or employees of customers, Public Administration entities, Public Institutions or other Organizations in order to gain undue advantage. Acts of business courtesy, such as gifts or forms of hospitality, are permitted as long as they are of modest value and in any case such as not to compromise the integrity and reputation of either party and not to influence the recipient's



autonomy of judgment. In any case, this type of expenditure must always be authorized by the position defined in the procedures and documented appropriately¹ ;

- **receiving** gifts or favorable treatment, or accepting the promise thereof, except within the limits indicated in the internal procedure adopted by the Company: in particular, with regard to the process of management of gifts received, under no circumstances are S.G.I. S.p.A. employees allowed to retain gifts and gratuities **for personal use** from customers, suppliers, public officials, or interested third parties involved in the Company's business. If such goods have a value of more than 200 euros, having informed their supervisor and the *Compliance* Department, the employee is required to return them to the sender, informing the donor of the Company's internal policy and this Principle of Ethics; if, on the other hand, the value of the goods is below the indicated threshold and can therefore be considered of "modest value," the recipient is required to notify the Secretariat, which - as a rule - prepares the collection of all gifts, reports the value of individual goods, drawing up a special list of them and activates the search to identify an institution or initiative for the purpose of benefit to which they should be given. The choice of the project from time to time recipient of the said goods is evaluated in informal discussion with the other functions as well. Final authorization is referred to the CEO. This rule, concerning both gifts promised or offered and those received, also applies in those countries where offering gifts of value to business partners is customary;
- improperly **influence** the independent judgment of public subjects in the performance of their duties;
- **accept** any unlawful agreement with holders of public power and with representatives of other companies, or holders of national and international elective public offices to obtain undue benefits for themselves or the Company;
- **Soliciting** or **receiving** confidential information that could compromise the reputation of the Company or the public entity with which the Collaborator enters into a relationship;

¹ On this point, the Company has prepared an extremely detailed internal policy to which reference should be made in full and which - in summary - stipulates that the entire process of managing any gifts or entertainment expenses should be marked by the principles of: expenditure forecast, authorization and traceability. Specifically, the list of gifts to be bestowed must be prepared by the Secretariat upon input from each head of function, and the authorization and acquisition of said goods must be done in accordance with internal procedures for the procurement of goods and services, through the issuance of RdAs entered into the company ERP system; for entertainment or attention/hospitality expenses, the Company has similarly adopted an internal procedure aimed at classifying, managing and accounting for such expenses that prescribes an exemplification of the type of expenses that can be disbursed, identifies the parties entitled to incur them and defines an authorization level, calibrated to the value of the expenses incurred and the related reimbursement, and an ex-post control system based on the principle of segregation of functions.



- **Inducing**, including through an intermediary person, persons holding public authority to do or omit an act of their office;
- **Make donations** or initiatives for the purpose of liberality to entities whose purposes are in conflict with the Ethical Principles expressed in this Code.

❖ **Abstention from conflicts of interest:**

Recipients of the Code must not subordinate the decisions they make on behalf of the Company or by virtue of the relationship that binds them to the Company to their personal interests, endorsing a situation of conflict of interest between personal or family economic activities and duties held with the Company, likely to affect their independence of judgment and choice.

This includes cases where an internal employee pursues an interest other than the business mission and/or is in situations or manages activities that could interfere with/affect his or her independent decision-making in assessing what is in the best interest of the Company.

By way of example, the following could constitute cases of conflict of interest: the existence of a direct or indirect economic-financial interest of one of the members of the corporate bodies or their relatives in the *business* activities of clients, suppliers, competitors; holding corporate roles of administration or control in client, supplier or competitor companies; the use of information acquired in the performance of work activities for one's own undue advantage or that of a third party in conflict with corporate interests.

In the event that situations of conflict of interest, even potential, are identified, whether internal or external to the company's business, each person involved is required to refrain from engaging in the conduct in conflict, giving timely notice through company email to the direct supervisor and the *Compliance* function, which will activate the internal functions for appropriate verification.

❖ **Fairness in competition:**

It is of fundamental importance that the market be based on fair competition. S.G.I. S.p.A. and its internal and external collaborators are therefore committed to the utmost compliance with competition and market protection laws in any jurisdiction and to cooperating with market regulatory authorities. No



collaborator may be involved in initiatives or contacts with competitors (by way of example, but not limited to: agreements on prices or quantities, subdivision of markets, production limitations, linkage agreements, etc.), likely to constitute the violation of regulations set up to protect competition and the market. The Company imprints its activities on the protection of fair competition, rejecting any collusive practice, obstructive behavior and the dissemination of false, misleading, distorted or disparaging information regarding a competitor, its products or services.

❖ **Treatment of confidential information:**

"Confidential information" is considered knowledge of a project, proposal, initiative, negotiation, understanding, commitment, agreement, fact or event, even if future and uncertain, pertaining to the sphere of activity of S.G.I. S.p.A., which is not in the public domain and which, if made public, could be prejudicial to the Company. Forecast and final accounting data, including consolidated data of the Company, are also considered "confidential" until they are disclosed to the public.

The Company protects confidential information and, to this end, ensures that the internal and third-party circulation of documents pertaining to this type of information is conducted in compliance with the law and internal procedures, in order to avoid undue, as well as detrimental, harm to the Company.

With this in mind, by way of example, internal collaborators who, for official or professional reasons, should become aware of confidential information are obliged not to disclose it to third parties except to the extent to which they are obliged to do so by the regulations in force and to comply with the relevant indications contained in the internal procedures adopted by the Company.

❖ **Countering the crimes of money laundering, receiving stolen goods, and self-laundering:**

For the purpose of maintaining the stability and integrity of financial systems and national economies, the Company is committed to adopting control measures aimed at combating any form of money laundering and receiving of stolen goods. Indeed, S.G.I. S.p.A. complies with all regulations and provisions, both national and international, on the subject of anti-money laundering and countering the financing of terrorism. In no way and under no circumstances, therefore, is it tolerated to receive or accept the promise of cash payments or to launder money, goods or other utilities originating from illegal or criminal



activities, as well as to carry out transactions such as to hinder the identification of their origin. To this end, the Company chooses business *partners* with due caution, undertakes to report suspicious cases, and ensures adequate *screening* to verify the reliability, integrity and transparency of the financial management of its business counterparts. The control system is structured according to the principle of "*segregation of duties*," whereby the authorization to carry out a transaction must be under the responsibility of a person other than the person who accounts for, operationally executes or controls the transaction; a system of proxies consistent with assigned organizational responsibilities is also ensured, so that authorization powers are always defined by the Company in a clear and knowable manner at all organizational levels, are consistent with assigned management responsibilities, and are appropriately documented so as to ensure, if necessary, an easy *ex post* reconstruction of the lines of action and authorizations on each specific activity.

❖ **Accounting transparency:**

S.G.I. S.p.A. is aware of the importance of transparency, accuracy and completeness of accounting information and strives to have an administrative accounting system that is reliable in correctly representing management events and providing the tools to identify, prevent and manage financial and operational risks, as well as fraud. Accounting records and the documents derived therefrom must be based on accurate, comprehensive and verifiable information, must reflect the nature of the transaction to which they refer in compliance with external regulatory constraints (legal standards, accounting principles), as well as internal policies, plans, regulations and procedures; they must also be accompanied by the relevant supporting documentation necessary to enable objective analysis and verification.

Accounting records must allow for:

- produce accurate and timely economic, asset and financial statements intended both internally (e.g., reports for planning and control, reports analyzing specific facts requested by management, etc.) and externally (financial statements, disclosure documents, etc.);
- Provide the tools to identify, prevent and manage, to the extent possible, financial and operational risks and fraud;



- To carry out controls that will reasonably ensure that asset values are safeguarded and that losses are protected.

All internal and external collaborators are required to work to ensure that management facts are represented correctly and timely, so that the administrative accounting system can achieve all the purposes described above, in compliance with internal procedures. The Company is also committed to ensuring that internal and external auditors have free access to the data, documents and information they need to carry out their activities, and ensures the proper storage of all appropriate documentation so that it can be easily recorded in the accounts and the various levels of responsibility can be identified. All internal collaborators are required to promptly inform their supervisors of any discovery of omissions, falsifications, or neglect of accounting or documentation on which accounting records are based through the reporting channels made available by the Company.

❖ **Communication in public:**

The Company's reputation is a strategic *business* factor: to this end, internal collaborators are required to comply with company procedures regarding the responsibility and ability to represent the Company in relations with the outside world, even when carried out through information communication channels (e.g., website). Contacts with the media must be maintained exclusively by the functions in charge. Information to the *mass media* must be accurate, coordinated and consistent with the principles and policies of the Company, must comply with laws, rules, and practices of professional conduct, and must be carried out with clarity and transparency. It is absolutely forbidden to disclose false news, and information about S.G.I. S.p.A. (*company profiles*, audiovisual presentations, etc.) must be marked by the utmost transparency and truthfulness of the data provided. With this in mind, news is disclosed following the manner agreed upon from time to time with the Managing Director with respect to the data provided in cases of participation in conferences, congresses, seminars, public speeches or in cases of publication of articles or news.



❖ **Sponsorships and contributions:**

S.G.I. S.p.A. may provide contributions and sponsorships to support initiatives proposed by public and private entities and non-profit associations, duly constituted in accordance with the law and promoting Ethical Principles akin to those indicated in this Code of conduct. Sponsorships and contributions may relate to events and initiatives of a social, political cultural, sporting, artistic or environmental nature; they may also be aimed at carrying out studies, research, conventions and seminars concerning issues of interest to the Company. Whenever possible, the Company cooperates in the preparation of such events and activities to ensure their quality level. In selecting the initiatives to be supported, the Company works extremely carefully to avoid any possible situation of conflict of interest at a personal or corporate level: to this end, the Company has adopted an internal control oversight, to which full reference is made, which - in brief - provides for the advance definition of the post in the Company's budget for sponsorships and charitable disbursements or the value of contracts/contribution agreements that the Company may conclude; the annual planning of investment activity, with approval by the Board of Directors; the definition of a procedure for the selection and evaluation of contribution requests from territorial public entities, associations/committees, or companies that carry out sponsorship activities for the identification of the potential *partner* or beneficiary; the *reporting of* the selection activity with an indication of the reasons for accepting a sponsorship activity or a specific contribution project; the *reporting of* the *due diligence* activity carried out on any private counterparts; the definition of the sponsorship agreement/commitment in compliance with the Company's system of proxies and powers of attorney; the monitoring of the execution and reporting of the activity carried out, with the preparation of an evaluation document on a semi-annual basis for the Supervisory Board, also containing the accounting of the costs incurred.

❖ **Digitization of processes and activities:**

S.G.I. S.p.A. identifies as a strategic and functional objective for the most efficient system of internal *compliance*, as well as productivity and quality of the organization, the principle of digitization of processes and activities, by which is meant the transformation - to the extent technically possible and compatible with company resources - of all manual or paper-based processes into automated and digital



processes, using *software*, computer systems and digital tools. The key points of digitization of business processes are: **automation** (by using *software* and digital tools, repetitive manual tasks can be automated, e.g., invoice management, customer data entry, and human resource management can be automated to reduce error margins); document **digitization** (transforming paper documents into digital formats enables faster and more secure access to information and easier storage); **online** collaboration (*online* collaboration platforms enable employees to work together in real time, even if they are in different locations; tools such as video conferencing and online document sharing make teamwork more efficient and reduce dependence on physical meetings); **data analytics** (digitization enables large amounts of business data to be collected and analyzed more efficiently); and **cloud computing** (using *cloud* services enables the Company to access computing resources such as *servers*, storage and *software* on demand and on a *pay-per-use* basis). Finally, digitization and its gradual implementation require suitable devices and measures for cybersecurity purposes: the Company takes robust measures to protect sensitive data, uses encryption mechanisms, multi-factor authentication, and trains employees on cybersecurity to avoid data breaches and cyber attacks (see *Infra*, p. 9).

b. Work Ethics, Protection and Enhancement of Collaborators

The Company puts the protection of people's moral integrity and their fundamental rights first in conducting its business, guaranteeing equal opportunities and a climate of maximum inclusiveness. By virtue of this, in both internal and external relations, conduct that has a discriminatory content based on political and trade union opinions, religion, race, nationality, age, gender, sexual orientation, health status, and generally any intimate characteristic of the human person is not allowed.

The Company identifies inclusion and the creation of a safe working environment as a stimulating factor in developing the potential of the company and each individual resource. To this end, the Company promotes working conditions and environments that protect people's mental and physical integrity and foster proactiveness, creativity, active participation, the ability to work in *teams*, and the assumption of responsibility.



Professional development and management of internal employees are based on the principle of equal opportunity, recognition of merit, achievements, and skills expressed. These same criteria are therefore placed at the basis of evaluations related to career and salary advancement, in a transparent, meritocratic climate of continuous comparison.

❖ **Anti-discrimination and equal opportunity:**

There is an express prohibition against engaging in conduct that would constitute conduct of a discriminatory nature, inconsistent with the protection of human rights, respect for the integrity and dignity of the person, diversity, equal opportunity and inclusiveness.

With this in mind, the Company guarantees, in the *process of* personnel search and selection, the definition of criteria that are non-discriminatory in nature and guarantees, in the conduct of the evaluation, development and training of internal employees fairness and equal treatment, condemning any form of favoritism.

The Company is also committed to promoting a work environment free from harassment, bullying or any other form of prevarication based on gender, sexual orientation, political opinion, religious belief, ethnic origin, social background, citizenship, language, age, disability belonging to any minority. Recruitment responds both to the need to acquire skills and professionalism on the market that are not present in the company, and to the need to include young people in whom to invest to ensure the company's growth and development.

The Company does not tolerate any form of illegal work or "moonlighting," so that all personnel are hired under regular employment contracts in compliance with the legislation applicable in the place of employment.

S.G.I. S.p.A. imprints its relationships with its internal collaborators on respect for legality and transparency and, to this end, at the time of hiring, and during the first period of company induction, it shares with each collaborator information regarding the rules governing their employment relationship, the prevention rules and procedures relating to health and safety in the workplace, company policies and the rules of this Code of conduct, in order to ensure their immediate knowledge and to encourage faster integration into the life and culture of the company.



S.G.I. S.p.A. pursues a policy of fair remuneration and, in this perspective, undertakes to remunerate its internal collaborators on the basis of their professionalism, role and results achieved, with the aim of ensuring and maintaining an overall salary structure of absolute competitiveness in the continuous and systematic comparison with the reference markets in which it operates. The definition and updating of remuneration is arranged in accordance with the Ethical Principles of this Code and the legal and contractual regulations in force, determining exclusively through predetermined, clear and fair methodologies and tools.

❖ **Work-life balance in the organizational culture of S.G.I. S.p.A.**

The Company is committed to valuing the balance between work and personal life, striving to ensure the utmost respect for free time, the right to disconnect from IT platforms, including during *smart working* activities, and to ensure a viable corporate *welfare* tool in the belief that the personal serenity of its resources contributes to the creation of a productive work environment and better individual *performance*.

❖ **Occupational safety and environmental protection:**

The Company manages its activities by pursuing excellence in the field of environmental protection and safety of its personnel and third parties, aiming to continuously improve its performance in this regard. To this end:

- Commits to comply with applicable safety and environmental regulations;
- Develops and communicates the implementation guidelines of environmental protection and safety to be followed by the Company;
- promotes employee participation in the process of risk prevention, environmental protection and health and safety protection for themselves, colleagues and third parties.

To implement the policy for quality, environment and safety, occupational health and hygiene, S.G.I. S.p.A.:

- Adopts a voluntary quality management system;



- Adopts certified occupational safety and environmental management systems: the Company has obtained the ISO 45001:2018 Occupational Health and Safety Management System Certificate and the ISO14001:2015 Environmental Management System Certificate;
- maintains ongoing training and awareness of its management and all staff on environmental and occupational safety issues;
- uses pre-qualified suppliers for environmental and occupational health and safety aspects;
- asks its employees and third parties, who are inside the Company's workplaces, to avoid subjecting others to the discomfort caused by secondhand smoke through the prohibition of smoking in places where it generates danger or is expressly prohibited.

❖ **Privacy protection:**

"Personal data" is considered any information relating to a natural or legal person, entity or association, identified or identifiable, even indirectly, by reference to any other information, including a personal identification number. S.G.I. S.p.A., in the performance of its activities, acquires such information essentially to:

- The obtaining or provision of services;
- Entrepreneurial risk assessment;
- The identification of potential market bands or segments.

In order to ensure the protection of personal data, the Company undertakes to process them in accordance with the relevant regulations and in particular according to the following criteria:

- Lawfulness, fairness and transparency;
- purpose limitation;
- Data minimization (ensuring that data are adequate, relevant and limited to what is necessary in relation to the purposes for which they are processed);
- Accuracy (ensuring that data are accurate and, if necessary, updated);
- retention limitation (keeping data in a form that allows identification of data subjects for as long as necessary for the specific processing);



- integrity and confidentiality (carry out processing in a manner that ensures adequate security of personal data, including protection, through appropriate technical and organizational measures, from unauthorized or unlawful processing and accidental loss, destruction or damage)
- *ex ante* disclosure;
- Updating the register of processing activities;
- Right to be forgotten and to rectification.

c. Commitment to sustainable development and responsibility to the community

❖ Promotion of Community Development:

The Company operates taking into account the needs of the communities in whose territory it does business and contributes to their economic, social and civil development. In the context of this objective, it undertakes to apply the best available technologies and to carry out its activities in such a way as to enhance natural resources, preserve the environment and, where possible, promote civic collaboration initiatives. To this end, the administrative management of S.G.I. S.p.A. annually prepares the Plan of Contribution Projects, plans the accounting of grants in compliance with current tax regulations, and monitors the implementation of compensation/sustainable development programs. In particular, the commitments that the Company makes may concern the implementation of projects for the protection and restoration of cultural and environmental heritage, the purchase of capital goods of public utility; the financing of structural public works or works of public interest; the provision of electricity on favorable terms for public utilities; and the implementation of interventions aimed at the use of renewable energy sources.

❖ Research and development:



S.G.I. S.p.A. promotes innovation, scientific research, training and education and identifies continuous improvement of production processes and business systems as the necessary condition for the pursuit of excellence, encouraging the professional growth of all collaborators and employees. To this end, the Company strives to make the management of necessary technological resources more effective and efficient and to spread a culture marked by constant scientific and human updating, and also incentivizes collaboration with academic *partners in* order to support applied scientific research.

❖ **Protection of information systems:**

The gradual spread of new information technologies and the current *cyber* risk expose the Company to new security risks: the use of IT equipment and services must therefore be based on the principle of diligence and fairness and must be limited to exclusively business and not personal purposes, in compliance with the *policies* adopted by the Company.

With this in mind, the Company maintains an IT and information security system marked by maximum efficiency, in particular by (i) protecting systems and information from potential attacks through the use of tools to prevent and respond in the face of different types of attacks and (ii) ensuring maximum service continuity.

According to this approach, the fundamental objectives of information security that S.G.I. S.p.A. sets itself are:

a. Confidentiality: ensuring that a particular piece of information is preserved from improper access and is used only by authorized individuals. Confidential information must be protected both at the transmission stage and at the storage/storage stage, so that the information is accessible only to those who are authorized to know it;

b. Integrity: ensuring that any business data is really what was originally entered into the computer system and has been modified only in a legitimate manner. It must be ensured that



information is handled in such a way that it cannot be tampered with or changed by unauthorized parties;

c. **Availability:** ensuring the retrievability of business data according to process continuity needs and in compliance with regulations requiring their historical preservation.

All collaborators of S.G.I. S.p.A. are required to use information, applications and computer equipment exclusively for office purposes within the limits of the powers/authorizations granted to those who have access to them; use the connection to the company's intranet network for the purposes, in the manner and for the time strictly necessary for the performance of the activities that made the connection necessary; comply with the established procedures and standards, reporting without delay to the competent functions any abnormal use and/or operation of computer resources.

Each internal and external collaborator is also required not to send threatening or insulting e-mail messages, not to make inappropriate comments that may cause offence to persons or the Company; avoid *spamming* that may generate traffic of confidential data/information/processes outside the company network or internally, undermining the Company's productivity and the confidentiality of Third Parties dealing with it; not to load unauthorized copies of licensed programs onto the Company's systems; not to install *software* on the Company's network that may impede, interrupt, or damage the Company's computer communications or the entire computer system of the Company or of a public entity with which S.G.I. S.p.A. comes into contact with.

In addition, the Company ensures a monitored *cybersecurity* system by preparing a defense of the company's IT infrastructure (computers, *servers*, network equipment) that guarantees the protection of the entire data *asset* managed by company functions, including the personal data of internal and external employees.



4. THE RULES OF BEHAVIOR

The rules of conduct in external relations

1. *Clients*

S.G.I. S.p.A. aspires to meet the best and legitimate expectations of its customers by providing them with quality products and services on competitive terms, in compliance with the regulations set up to protect competition and the market.

In the area of customer relations, all internal employees must:

- apply relevant internal procedures in order to achieve the goal of developing and maintaining favorable and lasting relations with them;
- not arbitrarily discriminate against customers or seek to unduly exploit positions of strength to their disadvantage;
- Operate within the framework of applicable laws and regulations;
- Always fulfill commitments and obligations to customers;
- Adopt a customer behavior style of efficiency, cooperation and courtesy;
- Provide accurate, complete, and truthful information so that the customer can make an informed decision;
- Adhere to the truth in advertising or other communications;
- require clients to abide by the principles of this Code of conduct and include in contracts, when required by procedures, an express obligation to abide by them;
- Promptly report any behavior of a client, which appears contrary to the Ethical Principles of this Code, to their direct supervisor and/or the SB.



2. Suppliers

Suppliers play a fundamental role in improving the overall competitiveness of S.G.I. S.p.A. and, with this in mind, they are selected not only on the basis of sharing the Ethical Principles expressed in this Code of conduct, but also in relation to possessing the best characteristics in terms of quality, innovation, cost, service and continuity. Such a selection ensures the best interest for the Company and all its stakeholders and fosters the creation of stable, transparent and collaborative relationships between S.G.I. S.p.A. and its suppliers.

In dealing with its suppliers, the Company is committed to:

- Operate in compliance with applicable laws and regulations;
- Observe internal procedures for selecting and managing relationships with suppliers;
- not discriminate against suppliers, allowing all those who meet the requirements to compete for the award of contracts through a choice based exclusively on objective, previously stated, transparent and documentable criteria;
- Obtain the cooperation of suppliers in consistently ensuring the most convenient relationship between quality, cost and delivery time;
- Apply the conditions contractually stipulated;
- Maintain a transparent and open dialogue with suppliers in line with best business practices;
- Avoid situations of excessive dependence for both S.G.I. S.p.A. and the supplier;
- Require suppliers to abide by the principles of this Code of conduct and include in contracts, when required by procedures, an express obligation to abide by them;
- Promptly report to their direct supervisor and/or the SB any behavior of a supplier that appears contrary to the Ethical Principles of this Code.



3. *External consultants/collaborators*

External collaborators, including but not limited to consultants, representatives and intermediaries, are required to observe the Ethical Principles contained in this Code.

In particular, all internal employees of S.G.I. S.p.A., depending on their duties, must:

- Operate in compliance with applicable laws and regulations;
- Observe internal procedures for selecting and managing relationships with external collaborators;
- Carefully consider using external collaborators;
- Select only counterparts of appropriate professional qualification and reputation;
- obtain from the external collaborator the assurance of constant satisfaction of the most convenient ratio of performance level, quality, cost and time;
- enforce the contractually stipulated conditions; in particular, the fee must be exclusively commensurate with the performance specified in the contract, and payments may not be made to a party other than the contracting party, or in a country other than that of the parties or of execution of the contract;
- Avoid situations of excessive dependence for both S.G.I. S.p.A. and the consultant;
- Maintain a transparent and open dialogue with external collaborators in line with best business practices;
- require external collaborators to abide by the principles of this Code of conduct and include in contracts, when required by procedures, an express obligation to abide by them;
- Promptly report to one's supervisor or the O.d.V. any behavior of the external collaborator that appears contrary to the Ethical Principles of the Code.



4. Partners

The complexity of the business increasingly requires participation in ventures jointly with others. This is implemented either through the establishment of joint ventures together with one or more partners, or through the acquisition of stakes in companies where other partners are present. In developing these initiatives, all internal and external collaborators of S.G.I. S.p.A. must abide by the Ethical Principles expressed in this Code.

In particular, they must:

- establish relationships only with partners or other associates who enjoy a reputable reputation, are engaged only in lawful activities, and are guided by ethical principles comparable to those of the Company;
- Ensure that the joint venture or investee company operates in line with the Code of conduct;
- ensure that no partner is guaranteed disproportionately favorable treatment relative to his or her contribution;
- Ensure transparency of agreements and avoid entering into secret pacts or agreements contrary to the law;
- Maintain transparent, open and cooperative relationships with partners;
- Promptly report to its direct supervisor and/or the SB any behavior by the investee company, joint venture, partner or associate that appears contrary to the Ethical Principles of this Code.

5. Public Officials

For the purposes of this Code, "public officials" means bodies, representatives, proxies, exponents, members, employees, consultants, public officials, public service appointees, of



public institutions, public administrations, and public entities at the international, state, or local level.

The management of negotiations, the making of commitments and the execution of relations, of any kind, with public officials, as identified above, are reserved exclusively for the company functions appointed and/or authorized to do so, in compliance with the Ethical Principles of the Code and the following principles of conduct:

- no internal employee of S.G.I. S.p.A. shall promise or pay sums of money, promise or grant goods in kind or other benefits to public officials in a personal capacity for the purpose of promoting or furthering the interests of the Company, including as a result of unlawful pressure or personal interests;
- No internal collaborator of S.G.I. S.p.A. may circumvent the aforementioned prescriptions by resorting to different forms of aid or contributions which, in the guise of sponsorships, appointments, consultancies, advertising, etc., have instead the same purposes as those prohibited above. Any employee who should receive indications of operating in this way is required to immediately notify his or her direct supervisor or the SB, in the manner indicated below (p. 15);
- each internal collaborator is obliged to imbue relationships with public officials involved in the activities of S.G.I. S.p.A. - in any capacity and in any context - in accordance with the principles of transparency and fairness, so that a conduct attributable to the Company of utmost clarity is ensured in all communications, operations and decisions. The Company promotes a culture of attention to quality, so that the Company and its members act ethically, honestly and legally at all times, coordinating respect for the law with the promotion of the Company's reputation and community trust in its processes.



6. Supervisory Authorities and Control Bodies

S.G.I. S.p.A. undertakes to give full and scrupulous compliance with the rules dictated by the Supervisory Authorities for the observance of the regulations in force in the sectors connected with its activity as well as to imprint its relations with the Authorities and the Control Bodies with the utmost cooperation in full respect of their institutional role, committing itself to promptly execute their prescriptions.

In particular, all internal employees of SGI S.p.A., in relation to their duties, must:

- Operate in compliance with applicable laws and regulations;
- Observe internal procedures for managing relations with Supervisory Authorities and Control Bodies (Board of Statutory Auditors and Audit Firm);
- Adopt a style of conduct toward supervisory authorities and other regulatory bodies marked by efficiency, cooperation and courtesy, complying with every request in their inspection functions and cooperating in related investigative procedures;
- Provide the information due accurately, completely, and truthfully;
- promptly report to their supervisor or the SB any behavior of the external collaborator that appears contrary to the Ethical Principles of the Code, in the manner indicated below (p. 15).

7. Political forces and interest-bearing associations.

'Representatives of political forces' are understood to mean natural persons who hold institutional positions or offices within political parties and movements. 'Representatives of interest-bearing associations' are understood to mean natural persons who hold institutional positions or offices within organizations such as trade associations, trade unions, environmental organizations, etc.



Relations with such categories of persons must be limited to the functions in charge or to those who have received an explicit mandate from the Company's top management, consistent with the indications of internal procedures. Such contacts must take place in a spirit of transparency and constructive cooperation and aim to promote and protect the interests of the Company and the Community in which it operates, in compliance with Ethical Principles of the Code and according to the following behavioral principles:

- no internal employee shall promise or pay sums, promise or grant goods in kind or other benefits in a personal capacity to promote or further the interests of the Company, including as a result of unlawful pressure or interest in a personal capacity;
- no internal collaborator may circumvent the above requirements by resorting to different forms of aid or contributions which, under the guise of sponsorships, assignments, consultancies, advertising, etc., have instead the same purposes as those prohibited above.

The rules of conduct in domestic relations

S.G.I. S.p.A. promotes behaviors aimed at developing the skills, abilities and potential of personnel, offering, without any discrimination, equal employment opportunities based on professional qualifications and performance capabilities.

All internal collaborators are committed to mutual respect for the integrity and dignity of people, ensuring working conditions that respect universally recognized human and labor rights, safeguarding workers from acts of physical and psychological violence, as well as from any discriminatory behavior and harm to the person and his or her cultural, religious and sexual identity.

The Company safeguards safety and security in the workplace by ensuring compliance with the highest national and international standards and holds personnel responsible for diligently using



any work tools, or company assets entrusted in the course of their work, including facilities and equipment, used for reasons of service.

In addition to what is already expressed in this Code of conduct, each internal employee must:

- operate in accordance with current regulations and in accordance with the rules of fairness and decency;
- Comply with the Ethical Principles expressed in this Code and any other internal regulations;
- Work diligently to protect company assets through responsible behavior in line with the operating procedures prepared to regulate their use;
- Avoiding improper uses of company assets that may cause harm or reduced efficiency, or otherwise contrary to the company's interest;
- Obtain necessary approvals in the event of any use of the asset outside the company's scope; ensure that every business decision is made in the best interest of the company;
- avoid any situation of conflict of interest, between personal or family economic activities and positions held in the company, that could affect their independence of judgment and choice.

Each recipient of this Code is strictly prohibited from using narcotics and any substance capable of altering mental and physical balance. Smoking is prohibited in the workplace, except in specially designated areas.



5. THE IMPLEMENTATION RULES

Control measures

All Recipients of the Code are required to promptly report to the O.d.V. any behavior contrary to the provisions of the Code. Therefore, the Company undertakes to activate the appropriate dedicated channels of communication and to ensure the appropriate conditions for each Recipient to be free to report, directly and in absolute confidentiality, any information or request for clarification.

In particular, in addition to the e-mail box odv@sgispa.com to be understood to be directly connected to the O.d.V. for communicative exchanges of any nature, a further reporting system is implemented by the Company, cd. whistleblowing channel, functional to the detection of illicit conduct and/or alleged such and violations of the Code of conduct, of which each employee, manager, director or external collaborator has become aware in the context of his or her work relationship or activity performed at the Company (see Annex C of the Organization, Management and Control Model - protocol for reporting offenses cd. whistleblowing).

Specifically, the Company has complied with the requirements introduced by Legislative Decree No. 24 of March 10, 2023, which transposed into Italian law to Directive (EU) 2019/1937, on the "protection of persons who report violations of Union law and laying down provisions regarding the protection of persons who report violations of national laws," by adopting a system of internal reporting channels, which allow the reporter to forward the communication to the O.d.V. either openly, confidentially or anonymously, through the e-mail address dedicated for the purpose of written reports (making available pre-formed forms) and telephone contact for the oral formulation of the communication or to request a de visu meeting with members of the O.d.V.; it has also set up a generic tag e-mail account whose credentials are distributed to all company personnel and external collaborators for the totally anonymous formulation of the



report: this mailbox is equipped with a "Flow Crypt" plugin that exploits a public-key and private-key encryption system. For details, please refer to the procedure, attached to Model 231.

Training and communication

The Company prepares and implements appropriate internal communication and training plans for the dissemination and awareness of the Code of conduct. Similar communication plans are carried out to make the contents of the Code of conduct known outside the Company and to bring to the attention of those concerned how to report any violations. Compliance with the principles and rules of the Code of conduct, their consistent dissemination and operational application within the scope of assigned responsibilities is an essential and integral part of the contractual obligations of each Collaborator.

Management

All Managers (Directors and Function Managers) have primary responsibility in relation to the Code of conduct.

For this purpose they must:

- Provide behavior in line with the dictates of the Code of conduct such that it sets an example for its internal collaborators;
- Direct internal collaborators in such a way that they perceive compliance with the Code of conduct as an essential part of the quality of work performance;
- To stimulate its internal collaborators to analyze together aspects related to the application and interpretation of the Code of conduct;
- Promptly report any cases of possible violations to their supervisor or the SB;
- Take appropriate corrective measures;
- Not carry out and prevent any kind of retaliation.



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